K.P.R. MILL LIMITED

Corporate Office : 1st Floor Srivari Shrimat, 1045, Avinashi Road, Coimbatore - 641018. India ✆ : 0422-2207777 Fax : 0422-2207778

23.09.2017

NSE Limited
Listing Department,
Exchange Plaza, C-1, Block G,
BandraKurla Complex, Bandara (E),
Mumbai – 400 051.

BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir

Sub: Proceedings of 14th Annual General Meeting

Further to our filing of the Summary of Proceedings under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the detailed Proceedings of the 14th Annual General Meeting of the Company held on Monday the 28th day of August, 2017 at 11.30 A.M. at Hotel Le Meridien, 762 Avinashi Road, Neelambur, Coimbatore 62, is filed herewith.

Please take the above on record.

Yours faithfully,

Thanking you.
Yours faithfully
For **K.P.R. Mill Limited**

P.Kandaswamy
Company Secretary

Encl: Proceedings

Regd. Office : No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road, Coimbatore - 641 001. ✆ : 0422-2478090, Fax : 0422-2478050
GSTIN : 33AACCK0893N1Z9 Email : corporate@kprmill.com Web : www.kprmilllimited.com CIN : L17111TZ2003PLC010518

K.P.R. MILL LIMITED

MINUTES OF THE 14th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY THE 28th OF AUGUST, 2017 AT 11.30 A.M. AT HOTEL LE MERIDIEN, 762 AVINASHI ROAD, NEELAMBUR, COIMBATORE – 641062.

MEMBERS PRESENT:

In Person	- 419
By Proxy	- 90

Directors, Statutory Auditors, Secretarial Auditor, Chairmen of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee, Scrutinizer were all present.

Mr. K.P. Ramasamy, Chairman Occupied the chair.

The Company Secretary announced "Meeting call to order".

The Quorum being present the Meeting commenced at 11.30 AM with prayer.

The Company Secretary announced the following:

a. The Register of Directors' shareholding maintained pursuant to the provisions of Section 170 of the Companies Act, 2013 is open for inspection.

b. Proxies and Register of proxies are placed on the table and are open for inspection by the Members of the Company.

c. 112 numbers of valid Proxies for 15308 Equity Shares have been received within the prescribed time limit. Further, one Authorization pursuant to Section 113 of the Companies Act 2013 for 20,37,162 Equity Shares has been received from a Body Corporate.

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The Chairman welcomed the Members present.

The Chairman stated that the Notice convening the 14th Annual General Meeting of the Company and the Annual Report for the year ended 31st March 2017 were circulated to the Members within the statutory time limit and were also placed on the websites of the Company and hence with the permission of the members present the notice may be taken as read.

The Chairman informed that:

✓ Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the Listing Regulations, the Company had provided E-voting facility to all the members holding shares of the Company as detailed below to enable them to cast their vote in respect of the resolutions contained in Notice of the Meeting.

- The Company has made E-voting arrangements with M/s.Karvy Computer Share Private Limited (Karvy), who provided the portal for e-voting. The remote E-voting was kept open for 3 (three) days i.e., from 9.00 A.M on 25thAugust, 2017 to 5.00 P.M on 27th August, 2017.

- In the AGM, to facilitate those members present at the AGM, either personally or by Proxy, who had not cast their vote earlier by remote e-voting but would like to vote at the AGM, they were provided with Ballot papers to enable them to exercise their vote in respect of the items of business set out in the Notice of the Meeting.

✓ The Company had appointed Mr.A.Vetrivel, Practicing Chartered Accountant, Coimbatore as Scrutinizer for carrying out E-voting and Ballot Voting in a fair and transparent manner

✓ Accordingly the Scrutinizer has conducted the voting process before the AGM and would conduct the Voting process at AGM. Based on them, he would submit his report on the votes polled, to the Chairman of the Company within 48 hours of conclusion of the meeting.

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✓ As per the said report, the results of the voting on the Resolutions, proposed in the Agenda of the meeting will be announced through the web-sites of the Company, Stock Exchange and the Registrar.

Then the subjects contained in the Agenda were taken up one by one.

1. CONSIDERATION OF STATEMENT OF PROFIT AND LOSS, BALANCE SHEET, DIRECTORS' REPORT AND AUDITORS' REPORT

The Chairman hoped that the Annual Report containing the Financial Reports that has already been circulated to the entire Shareholders would have been perused by the Members and as such the same may be taken as read with the permission of the Members present at the Meeting.

As requested by the Chairman, the Statutory Auditors M/s. Deloitte Haskins & Sells represented by its Partner Mr. C.R. Rajagopal read the Auditors Report on the Financials of the Company for the year ended 31st March, 2017.

The Chairman invited the Members for discussions on the subjects. Some of the Members viz., Mr. M.Rajangam, Mr. Balasubramanian, Mr.S.Sakthivel, Mr. K.S.Balasubramanian, Mr. Sunil Kothari, Mr. Gnanasundaram and others participated in the discussions appreciating the Company for its commendable performance and the Management for the sustained growth. During deliberations they termed the Share split, and Buy back of shares as the appropriate decisions of the Company .They took pride on the elevation in market cap crossing $1 Billion; successive ranking in Top 500 Listed Companies & as Top 100 CEOs of the Country. They applauded the Company's innovative & social oriented 'Higher education & Vocational training facility' extended to the Employees upgrading the lives of downtrodden women from villages and the importance accorded to the education in CSR activities. A shareholder suggested to maintain the minimal borrowal strategy as adopted now.

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The Chairman thanked the Members for their congratulatory remarks & suggestions .He responded to the various queries raised by them suitably and hoped that bright prospect for the Industry is ahead.

After the Question & Answers session, the Chairman announced as follows:

A) Now the Company Secretary will read out the Resolutions in respect of the subjects contained in the Notice of AGM, one by one.

B) The members who have not voted earlier may register their vote on those resolution in the Ballots issued to them

As advised by the Chairman the Company Secretary read out the resolutions one by one as follows:

1. CONSIDERATION OF ANNUAL FINANCIALS

"RESOLVED that the Audited Financial Statements of the company for the Financial year ended 31st March 2017 together with the reports of the Board of Directors' and Auditors' thereon, be and are hereby approved and adopted".

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

2. DECLARATION OF DIVIDEND – EQUITY SHARES

"Resolved That a Dividend of Rs.0.75/- per Equity Share of the Company (15%) for the Financial year 2016-17, be paid to those Shareholders who are entitled for the same".

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolutions in the Ballot form.

3. RE-APPOINTMENT OF RETIRING DIRECTOR Mr. C R ANANDAKRISHNAN

"Resolved That Mr.C.R. Anandakrishnan, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

4. APPOINTMENT OF STATUTORY AUDITORS AND FIX THEIR REMUNERATION:

The Company Secretary announced that M/s. Deloitte Haskins& Sells, Chartered Accountant, Coimbatore, one of the Big 4 Audit Firms, have audited the Accounts of the Company for the past Ten Years. In pursuance of the Companies Act, 2013 their term of Audit in our company ends with the financial year 2016-17.

Recollecting and congratulating their long term association with the Company, it was decided to place on record the appreciation of the Company for the services rendered by M/s. Deloitte Haskins and Sells, Chartered Accountants, represented by its Partner Mr.CR. Rajagopal.

Further, as suggested by the Audit Committee, the Board of Directors of the Company has recommended the appointment of M/s. B S R & Co. LLP, Chartered Accountants, Chennai, as new Statutory Auditors of the Company.

"RESOLVED THAT M/s. B S R & Co. LLP, Chartered Accountants(ICAI Registration no.101248W/W-100022), Chennai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, such appointment to enure for a further period of 4 years subject to ratification by members at every Annual General Meeting and on recommendation of Audit Committee, the Managing Director be and is hereby authorized to fix their remuneration plus traveling and other out of pocket expenses incurred by them in connection with the audit."

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

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5. REMUNERATION TO COST AUDITOR

"RESOLVED that pursuant to Section 148 and other applicable provisions if any of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of Audit Committee the remuneration of Rs.50,000 (plus service tax and out of pocket expenses if any for the purpose of audit) payable to Sri.B.Venkateswar, Cost Accountant (M.No.27622), as approved by the Board of Directors for conducting the audit of Cost Accounting Records of the Company for the financial year ending 31st March, 2018 be and is hereby ratified and confirmed.

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

The Chairman thanked the Members for attending the AGM and for their active deliberation at the Meeting.

The members were requested to drop their Voting papers in the ballot boxes placed at the meeting hall after registering their votes therein.

Sri.KPD Sigamani, Managing Director delivered Vote of Thanks.

With the following statement by the Company Secretary, the Meeting was concluded at 01.10 P.M.

"The Meeting is concluded".

Coimbatore
30.08.2017

Sd/-
CHAIRMAN

Note: It may be noted that, as per the report of the scrutinizer the entire resolutions 1 to 5 contained in the notice of the 14th AGM were passed with requisite majority.

K.P.R. MILL LIMITED

For K.P.R. MILL LIMITED

Company Secretary