K.P.R. MILL LIMITED

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

27.08.2016

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandara (E),
Mumbai – 400 051.

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

Dear Sirs,

Sub: Submission of details regarding the voting results in respect of the 13th Annual General Meeting of the Members of the Company held on 25th August, 2016.

Ref: Regulation 44 of the Listing Regulation with NSE & BSE

This is to inform that the 13th Annual General Meeting (AGM) of the Members of the Company was held on Thursday, 25th August 2016 at 11.30 AM at the Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore – 641 018 to transact the business mentioned in the notice of the Annual General Meeting dated 28th April 2016.

As required by the provisions of the section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, facility of Voting through electronic means, Physical Voting for the Shareholders who do not have access to e-voting facility and voting at the AGM venue for those who has not casted their vote either through e-voting or physical voting form on all the proposals contained in the AGM Notice dated 28th April 2016 was provided to the members. The e-voting was held between 22nd August 2016 to 24th August 2016 and the physical voting forms were received up to 21st August 2016.

All the items of business as mentioned in the 13th Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, **all the Resolutions** indicated in the notice were declared as **duly passed by requisite majority** by e-voting, physical voting and through voting at the Annual General Meeting.

The scrutinizers report is enclosed for your kind reference.

This is for your kind information.

Thanking you.

Yours faithfully

For K.P.R. Mill Limited

P.Kandaswamy

Company Secretary

Encl: As above

CC: Karvy Computershare Pvt. Ltd, Hyderabad

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

A. VETRIVEL, B.Sc., F.C.A
Chartered Accountant

No. 1/1, Seth Narayandas Layout-II, Tatabad,
Coimbatore - 641 012. Phone : 2495760, 4378813
E-mail : vetrivelfca@gmail.com

Date : .....

To

27.08.2016

The Chairman,
13th Annual General Meeting,
K.P.R. Mill Limited,
(CIN: L17111TZ2003PLC010518)
Held on Thursday the 25th August 2016 at 11.30 AM at Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore – 641 018, Tamil Nadu, India.

Dear Sir,

Sub: Scrutinizer's Report on E-Voting,Postal Voting, for the Shareholders who have no access to e-voting& Ballot voting in the AGM Venue conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015and the applicable Regulation of ListingRegulations.

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting, Physical Voting through post and voting by your members at the 13th Annual General Meeting of your Company held on Thursday, 25th August,2016 at 11:30 AM at Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore – 641 018.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respects.

A.VETRIVEL, B.Sc., F.C.A. COIMBATORE - 12 M.No. 25028 CHARTERED ACCOUNTANT

SCRUTINIZER'S REPORT

Name of the Company	K.P.R. MILL LIMITED
Meeting	13th Annual General Meeting
Date & Time	Thursday, 25th August 2016 at 11.30 AM
Venue	Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore - 641 018, Tamil Nadu, India.

I was appointed as Scrutinizer for the remote e-Voting & Postal Voting Forms by post, as well the Voting conducted at the 13th Annual General Meeting (AGM) of K.P.R. Mill Limited hereinafter referred to as 'the Company' held on Thursday, August 25, 2016 at 11:30 AM at Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore - 641 018, Tamil Nadu, India.

1. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the Meeting along with all the required documents referred therein to those members holding shares in the Company as on 15th July, 2016

I. By email on 26th July 2016 to 8194 Members who had registered their email-ids with Depositories/the Company,

II. In physical form by way of Registered Parcel to 2307 Members, on 25th July 2016 & 26th July 2016.

2. Cut - off date

The Voting rights were reckoned as on Thursday the 18th August, 2016, being the cut-off date for the purpose of deciding the entitlements of members for the remote e-Voting, physical ballot form by post, and voting at the Meeting.

A.VETRIVEL, B.Sc., F.C.A. COIMBATORE - 12 M.No. 25028 CHARTERED ACCOUNTANT

3. Remote E-voting

3.1 Agency:

The Company had appointed KARVY COMPUTERSHARE PRIVATE LIMITED (KARVY) as the Agency for providing the remote e-voting platform.

3.2 Remote e-Voting:

Remote e-Voting was kept open for Three days from 09.00 A.M. on Wednesday, 22nd August, 2016 to 5.00 P.M. on Wednesday, 24th August, 2016 and members were required to cast their votes electronically, conveying their assent or dissent or abstain in respect of all the Resolutions, on e-Voting platform provided by KARVY

4. Postal Voting:

The Company had also provided Physical Voting Forms along with the pre-paid Postal envelopes to members who could not avail remote e-Voting facility, to vote on the items on the Agenda by post. Members opting to vote in physical form were required to send their duly completed Physical Voting Form(s) by post so as to reach the Scrutinizer on or before Sunday 21st August 2016.

5. Voting at the AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 for the purposes of ensuring that members who have cast their votes through remote e-voting & physical voting forms by post do not vote again at the general meeting, I had access after closure period of physical voting forms by post and remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 The Company had provided Ballots to those who had not cast vote earlier by e-voting or Ballot Voting through post under my and KARVY's supervision.

A. VETRIVEL, B.Sc., F.C.A. COIMBATORE - 12 M.No. 25028 CHARTERED ACCOUNTANT

6. Counting Process

6.1 On completion of voting at the Meeting.

A) The KARVY provided us with the List of Members who has cast their votes through poll, with their holding details and details of vote on each of the Resolution

B) The Physical Voting Forms received by post were reconciled with the records, maintained by the Company and KARVY with respect to the authorizations/proxies lodged with the Company.

6.2 I, unblocked the remote e-voting results on the KARVY e-voting platform in the presence of Mr.Radhakrishnan, Coimbatore and Mr.T.A.Krishna, Annur and downloaded the e-voting details.

7. Results

7.1 - I, Observed that

a) 15 members had cast their votes at the meeting out of which nothing was found invalid

b) 99 members had cast their votes through remote e –voting and

c) 39 members had cast their votes through Postal Voting Forms by post out of which 3 were found to be invalid after scrutiny.

7.2 The Consolidated Results with respect to each item of the agenda as set out in the Notice of the 13th AGM dated 28th April 2016 is enclosed.

7.3 Based on the aforesaid results, seven ordinary Resolutions as contained in Item No .1 to Item No.7 of the notice dated 28th April, 2016 have been passed with requisite majority.

A.VETRIVEL, B.Sc., F.C.A.
CHARTERED ACCOUNTANT
M.No. 25028
1/1, SETH NARAYANDAS LAY-OUT-II
TATABAD, COIMBATORE - 641 012
Phone : 2495760, 4378813

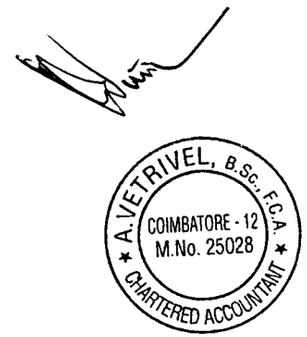
Voting Results Based on Scrutinizer's Report

	K P R MILL LIMITED - 13th Annual General Meeting
Date of the AGM/EGM	25-08-2016
Total number of shareholders on record date	10898
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	345
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Annual Financial Statement as on 31st March, 2016							
Whether promoter/ promoter group are interested in the agenda/resolution?	**Yes**							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	28246725	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	**28246725**	**28246725**	**100**	**28246725**	**0**	**100**	**0**
Public- Institutions	E-Voting	5720401	5076220	88.7389	5076220	0	100.0000	0.0000
	Poll	5720401	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5720401	61500	1.0751	61500	0	100.0000	0.0000
	Total	**5720401**	**5137720**	**89.814**	**5137720**	**0**	**100**	**0**
Public- Non Institutions	E-Voting	3715766	4165	0.1121	4165	0	100.0000	0.0000
	Poll	3715766	167	0.0045	167	0	100.0000	0.0000
	Postal Ballot (if applicable)	3715766	936	0.0252	936	0	100.0000	0.0000
	Total	**3715766**	**5268**	**0.1418**	**5268**	**0**	**100**	**0**
	Total	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

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Resólution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	28246725	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	28246725	28246725	100	28246725	0	100	0
Public- Institutions	E-Voting	5720401	5076220	88.7389	5076220	0	100.0000	0.0000
	Poll	5720401	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5720401	61500	1.0751	61500	0	100.0000	0.0000
	Total	5720401	5137720	89.814	5137720	0	100	0
Public- Non Institutions	E-Voting	3715766	4165	0.1121	4165	0	100.0000	0.0000
	Poll	3715766	167	0.0045	167	0	100.0000	0.0000
	Postal Ballot (if applicable)	3715766	936	0.0252	936	0	100.0000	0.0000
	Total	3715766	5268	0.1418	5268	0	100	0
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Sri.P.Selvakumar, a Director retiring by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	28246725	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	28246725	28246725	100	28246725	0	100	0
Public- Institutions	E-Voting	5720401	5076220	88.7389	5068902	7318	99.8558	0.1441
	Poll	5720401	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5720401	61500	1.0751	61500	0	100.0000	0.0000
	Total	5720401	5137720	89.814	5130402	7318	99.8576	0.1424
Public- Non Institutions	E-Voting	3715766	4165	0.1121	4165	0	100.0000	0.0000
	Poll	3715766	167	0.0045	167	0	100.0000	0.0000
	Postal Ballot (if applicable)	3715766	936	0.0252	936	0	100.0000	0.0000
	Total	3715766	5268	0.1418	5268	0	100	0
	Total	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Statutory Auditors for the Company and fix their remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	28246725	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	28246725	28246725	100	28246725	0	100	0
Public- Institutions	E-Voting	5720401	5076220	88.7389	5076220	0	100.0000	0.0000
	Poll	5720401	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5720401	61500	1.0751	61500	0	100.0000	0.0000
	Total	5720401	5137720	89.814	5137720	0	100	0
Public- Non Institutions	E-Voting	3715766	4165	0.1121	4165	0	100.0000	0.0000
	Poll	3715766	167	0.0045	167	0	100.0000	0.0000
	Postal Ballot (if applicable)	3715766	936	0.0252	936	0	100.0000	0.0000
	Total	3715766	5268	0.1418	5268	0	100	0
	Total	37682892	33389713	88.6071	33389713	0	100.0000	0.0000

A.VETRIVEL, B.Sc., F.C.A. COIMBATORE - 12 M.No. 25028 CHARTERED ACCOUNTANT

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Sri. E.K.Sakthivel as a Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	**Yes**							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	28246725	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	**28246725**	**28246725**	**100**	**28246725**	**0**	**100**	**0**
Public- Institutions	E-Voting	5720401	5076220	88.7389	5068902	7318	99.8558	0.1441
	Poll	5720401	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5720401	61500	1.0751	61500	0	100.0000	0.0000
	Total	**5720401**	**5137720**	**89.814**	**5130402**	**7318**	**99.8576**	**0.1424**
Public- Non Institutions	E-Voting	3715766	4165	0.1121	4165	0	100.0000	0.0000
	Poll	3715766	167	0.0045	167	0	100.0000	0.0000
	Postal Ballot (if applicable)	3715766	936	0.0252	936	0	100.0000	0.0000
	Total	**3715766**	**5268**	**0.1418**	**5268**	**0**	**100**	**0**
	Total	**37682892**	**33389713**	**88.6021**	**33380206**	**7318**	**99.9781**	**0.0219**

A. VETRIVEL, B.Sc., F.C.A.
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M.No. 25028
CHARTERED ACCOUNTANT

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Sri. E.K.Sakthivel as a Whole-Time Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	28246725	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	28246725	28246725	100	28246725	0	100	0
Public- Institutions	E-Voting	5720401	5076220	88.7389	5076220	0	100.0000	0.0000
	Poll	5720401	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5720401	61500	1.0751	61500	0	100.0000	0.0000
	Total	5720401	5137720	89.814	5137720	0	100	0
Public- Non Institutions	E-Voting	3715766	4165	0.1121	4165	0	100.0000	0.0000
	Poll	3715766	167	0.0045	167	0	100.0000	0.0000
	Postal Ballot (if applicable)	3715766	936	0.0252	936	0	100.0000	0.0000
	Total	3715766	5268	0.1418	5268	0	100	0
	Total	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

A.VETRIVEL, B.Sc., F.C.A.
COIMBATORE - 12
M.No. 25028
CHARTERED ACCOUNTANT

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of Remuneration of Cost Auditor							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	28246725	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	28246725	28246725	100	28246725	0	100	0
Public- Institutions	E-Voting	5720401	5076220	88.7389	5076220	0	100.0000	0.0000
	Poll	5720401	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5720401	61500	1.0751	61500	0	100.0000	0.0000
	Total	5720401	5137720	89.814	5137720	0	100	0
Public- Non Institutions	E-Voting	3715766	4165	0.1121	4165	0	100.0000	0.0000
	Poll	3715766	167	0.0045	167	0	100.0000	0.0000
	Postal Ballot (if applicable)	3715766	936	0.0252	936	0	100.0000	0.0000
	Total	3715766	5268	0.1418	5268	0	100	0
	Total	37682892	33389713	88.6071	33389713	0	100.0000	0.0000

A.VETRIVEL, B.Sc., F.C.A.
CHARTERED ACCOUNTANT
M.No. 25028
1/1, SETH NARAYANDAS LAY-OUT-II
TATABAD, COIMBATORE - 641 012
Phone : 2495760, 4378813