K.P.R. MILL LIMITED

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

May 8, 2019

The Manager Department of Corporate Services BSE Limited 25th Floor, P J Towers, Dalal Street, Mumbai- 400001, Maharashtra.	The Manager Listing department National Stock Exchange of India Limited Exchange Plaza, C-1,Block G, Bandra Kurla Complex, Bandra, East, Mumbai-400051, Maharashtra.

Update: Postal Ballot Advertisement

Dear Sir,

This is to inform you that K.P.R Mill Limited ("the Company") had completed the dispatch of the Postal Ballot Notice to all the eligible shareholders of the Company, on Tuesday May 7, 2019. An advertisement has been released in the following newspaper on Wednesday, May 8, 2019.

a) Financial Express - English (All Editions)

b) Makkalkural - Tamil (Coimbatore)

A copy of the published newspapers advertisement is attached herewith.

This will also be made available on the Company's website at www.kprmilllimited.com

Kindly take the same on record and acknowledge receipt.

Thanking you.

Yours faithfully,

For K.P.R. Mill Limited

P.Kandaswamy
Company Secretary

Encl.: As above

K.P.R. Mill Limited

CIN: L17111TZ2003PLC010518
Regd. Office: No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road,
Coimbatore - 641 001, India. Tel.:+91-0422-2207777; Fax: +91-0422-2207778;
Email:investors@kprmill.com; Website: www.kprmilllimited.com

Financial Express dt 08.05.2019

NOTICE OF POSTAL BALLOT AND E-VOTING INFORMATION

Members of the Company are hereby informed that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, K.P.R. Mill Limited (hereinafter **"the Company"**), is seeking approval of its members by way of Special Resolution for buyback of not exceeding 37,50,784 fully paid-up equity shares of face value of ₹ 5/- each ("Equity Shares) in accordance with the Securities and Exchange Board of India (Buy-back of Securities) Regulation, 2018 as set out in the Notice of Postal Ballot dated April 29, 2019 and that the Company has completed the dispatch of Postal Ballot Notice dated May 7, 2019 (hereinafter **"the Postal Ballot Notice"**) alongwith Postal Ballot Form and self-addressed business reply envelope on May 7, 2019 to all the members who have not registered their e-mail id with the depositories and/ or the Company; and sent by email to all the members who have registered their email id with the depositories and/or the Registrar/Company, for seeking approval of members of the Company by Postal Ballot (which includes voting by electronic means) by way of special resolution for the business mentioned in Postal Ballot Notice dated April 29, 2019.

The Postal Ballot Notice has been sent to all the members, whose names appear on the Register of Members/list of beneficial owners, received from the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as on April 30, 2019.

The Board of Directors of the Company has appointed **Shri A. Vetrivel, (Membership No: 25028)** a Practicing Chartered Accountant, as the scrutinizer for conducting Postal Ballot and remote e-voting process in a fair and transparent manner.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members the facility to exercise their vote by electronic means on the resolution set forth in the Postal Ballot Notice. The Company has engaged the services of Karvy Fintech Private Limited (KFPL) to provide the facility of casting vote by using remote electronic voting system (remote e-voting). The procedure of remote e-voting is given in the Postal Ballot Notice and Form.

The remote e-voting module will commence from Wednesday, May 8, 2019 at 09:00 a.m. IST and will be disabled by Karvy after 5:00 p.m. IST on Thursday, June 6, 2019 for voting by the members holding equity shares of the Company. Duly filled and signed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. IST on Thursday, June 6, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received and voting whether by post or by electronic means shall not be allowed beyond the said date and time.

The members can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or remote e-voting. If members are opting for remote e-voting, then do not vote through Postal Ballot Form and vice versa. In case shareholders cast their vote through both the modes by physical postal ballot and remote e-voting, then voting done through valid remote e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Postal Ballot Notice, Postal Ballot Form and instructions thereof is available on the Company's website www.kprmilllimited.com and on KFPL viz. https://evoting.karvy.com.

Members who did not receive the Postal Ballot Form or members who require duplicate Postal ballot Form or members who have received Postal Ballot Notice by email and wish to vote through physical Postal ballot Form may write to the Company or can send an email at investors@kprmill.com to receive the duplicate thereof.

The Scrutinizer will submit his report to the Chairman or in his absence to a person authorized by him in writing. The results declared alongwith the consolidated scrutinizers report shall be displayed at the Registered Office of the Company, placed on the Company's website: www.kprmilllimited.com and on the website of KFPL and communicated to BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") where the equity shares of the Company are listed. The members may visit the BSE website i.e. www.bseindia.com and NSE's website i.e. www.nseindia.com for further details.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact: Mr. Premkumar. M of Karvy Fintech Private Limited at the Karvy Fintech Pvt. Ltd., Karvy Selenium Tower B, Plot number 31 & 32, Financial District Gachibowli, Hyderabad 500 032, India. Email: prem.kumar@karvy.com) Phone: +91 040 6716 1509, www.karvyfintech.com

By order of the Board
For K.P.R. Mill Limited

P. Nataraj
Managing Director
DIN: 00229137

Place : Coimbatore
Date : 07.05.2019

28.7.2019 வரை நடை [illegible]

Makkalkural
dt. 08.05.2019

கே.பி.ஆர். மில் லிமிடெட்

CIN: L17111TZ2003PLC010518

பதிவு அலுவலகம் : எண்.9, கோகுல் பில்டிங்ஸ், ஏ.கே.எஸ். நகர், தடாகம் சாலை,
கோயம்புத்தூர் 641 001, இந்தியா. தொலைபேசி : +91-0422-2207777; பேக்ஸ்: +91-0422-2207778;
மின்னஞ்சல்: investors@kprmill.com இணையதளம்: www.kprmilllimited.com

தபால் வாக்குப் மற்றும் மின்னணு வாக்குப் பதிவு தகவல் அறிவிப்பு

கம்பெனிகள் (நிர்வாகம் மற்றும் மேலாண்மை) விதிகள் 2014, விதி 22, திருத்தப்பட்டது மற்றும் கம்பெனிகள் சட்டம் 2013, பிரிவு 110ன் கீழ் கே.பி.ஆர். மில் லிமிடெட் (இனி ''கம்பெனி'' என்று அழைக்கப்படும்), செக்யூரிட்டீஸ் அன்ட் எக்சேஞ்ச் போர்ட் ஆப் இந்தியாவின் (பத்திரங்களை திரும்ப வாங்குதல்) விதிகள் 2018ன் படி, ஒவ்வொன்றும் ரூ.5/- (''சம பங்குகள்) மதிப்புள்ள முழுவதும் செலுத்தப்பட்ட 37,50,784 சம பங்குகளுக்கு மிகாமல் திரும்ப பெறுவது குறித்த சிறப்பு தீர்மானத்திற்கு உறுப்பினர்களின் ஒப்புதலை பெறுவதற்காக 29 ஏப்ரல், 2019 தேதியிட்ட தபால் வாக்குப் அறிவிப்பில் தெரிவிக்கப்பட்டிருந்தது. அந்த தபால் வாக்குப் அறிவிப்பு அனுப்பும் பணியை கம்பெனி மே 7, 2019 (இனி ''தபால் வாக்குப் அறிவிப்பு'' என அழைக்கப்படும்) அன்று நிறைவு செய்துள்ளது. மேலும் அதனுடன் டெபாசிட்டரிகள் மற்றும்/அல்லது கம்பெனியில் மின்னஞ்சல் முகவரியை பதிவு செய்யாத அனைத்து உறுப்பினர்களுக்கும் தபால் வாக்குப் படிவம் மற்றும் சுய முகவரியிட்ட வர்த்தக பதில் உறையுடன் மே 7, 2019 அன்று அனுப்பி வைக்கப்பட்டுள்ளது. மற்றும் டெபாசிட்டரிகள் மற்றும்/அல்லது பதிவாளர்/கம்பெனியில் மின் அஞ்சல் முகவரியை பதிவு செய்துள்ள அனைத்து உறுப்பினர்களுக்கும் மின்னஞ்சல் மூலம் அறிவிப்பில் கண்டுள்ள சிறப்பு தீர்மானத்தின் மீது தபால் வாக்குப் மூலம் உறுப்பினர்களின் ஒப்புதலை கம்பெனி பெறுவதற்காக (மின்னணு முறையிலான வாக்குப் உட்பட) 29 ஏப்ரல் 2019 தேதியிட்ட தபால் வாக்குப் அறிவிப்பை அனுப்பி உள்ளது என்று இதன்மூலம் தெரிவிக்கப்படுகிறது.

30 ஏப்ரல் 2019 அன்று நேஷனல் செக்யூரிட்டீஸ் டெபாசிட்டரி லிமிடெட் (NSDL) மற்றும் சென்ட்ரல் டெபாசிட்டரி சர்வீசஸ் (இந்தியா) லிமிடெட் (CDSL) ஆகியோரிடமிருந்து பெறப்பட்ட பலன்பெறும் உரிமையாளர்களின் பட்டியல்/உறுப்பினர்கள் பதிவேட்டில் பெயர் இடம் பெற்றுள்ள அனைத்து உறுப்பினர்களுக்கும் தபால் வாக்குப் அறிவிப்பு அனுப்பி வைக்கப்பட்டுள்ளது.

நியாயமான மற்றும் வெளிப்படையான முறையில் தபால் வாக்குப் மற்றும் மின்னணு வாக்குப் பதிவை நடத்தும் ஆராய்வாளராக திரு. ஏ. வெற்றிவேல், (உறுப்பினர் எண். 25028), பிராக்டிசிங் சார்டர்ட் அக்கவுண்டன்ட் அவர்களை கம்பெனியின் இயக்குனர்கள் குழு நியமித்துள்ளது.

கம்பெனிகள் சட்டம் 2013, பிரிவு 108, கம்பெனிகள் (நிர்வாகம் மற்றும் மேலாண்மை) விதிகள் 2014, விதி 20, மாற்றாக கம்பெனிகள் (நிர்வாகம் மற்றும் மேலாண்மை) திருத்தப்பட்ட விதிகள் 2015 மற்றும் செபி (பட்டியல் கட்டுப்பாடுகள் மற்றும் வெளியீட்டு தேவைகள்) கட்டுப்பாடு 44ன் கீழ் தபால் வாக்குப் அறிவிப்பில் கண்டுள்ள தீர்மானத்தின் மீது உறுப்பினர்கள் மின்னணு முறையில் வாக்களிக்கும் வசதியை கம்பெனி வழங்குகிறது. தொலைதூர மின்னணு வாக்குப் பதிவு முறையில் (மின்னணு வாக்குப் பதிவு) வாக்களிக்கும் வசதியை கம்பெனி, கார்வி பின்டெக் பிரைவேட் லிமிடெட் (KFPL) மூலம் இணைந்து வழங்குகிறது. தொலைதூர மின்னணு வாக்குப் பதிவு குறித்த நடைமுறைகள் தபால் வாக்குப் அறிவிப்பு மற்றும் படிவத்தில் கொடுக்கப்பட்டுள்ளது.

8 மே 2019, புதன்கிழமை அன்று இந்திய நேரப்படி காலை 9.00 மணிக்கு துவங்கும் மின்னணு வாக்குப் பதிவு 6 ஜூன், 2019 அன்று இந்திய நேரப்படி மாலை 5.00 மணிக்கு பிறகு கார்வியால் நிறுத்தப்படும். கம்பெனியின் சம பங்குகளை வைத்துள்ள உறுப்பினர்கள் மட்டுமே வாக்களிக்க முடியும். பூர்த்தி செய்யப்பட்டு கையொப்பமிடப்பட்ட தபால் வாக்குப் படிவங்கள் 6 ஜூன் 2019, வியாழக்கிழமை அன்று இந்திய நேரப்படி மாலை 5.00 மணிக்குள் ஆராய்வாளரை வந்து சேரும்படி அனுப்பி வைக்கப்பட வேண்டும். மேற்கண்ட தேதி மற்றும் நேரத்திற்கு பின் அஞ்சல் அல்லது மின்னணு முறையிலான வாக்குப்கள் ஏற்றுக்கொள்ளப்படமாட்டாது. அவ்வாறு பெறப்படும் தபால் வாக்குப் படிவங்கள் செல்லாதவையாகவே கருதப்படும் என்பதை கவனத்தில் கொள்ளவும்.

உறுப்பினர்கள் தபால் வாக்குப் படிவம் அல்லது மின்னணு வாக்குப் பதிவு ஆகிய இரண்டில் ஏதாவது ஒன்றின் மூலம் வாக்களிக்கலாம். உறுப்பினர்கள் மின்னணு முறையை தேர்ந்தெடுத்தால் தபால் வாக்குப் படிவம் மூலம் வாக்களிக்கக் கூடாது. இதே போல் வாக்குப் படிவம் மூலம் வாக்களித்தால் மின்னணு முறையில் வாக்களிக்கக் கூடாது. தபால் வாக்குப் படிவம் மற்றும் தொலைதூர மின்னணு வாக்குப் பதிவு ஆகிய இரண்டு முறையிலும் உறுப்பினர்கள் வாக்களிக்கும்பட்சத்தில் தொலைதூர மின்னணு வாக்குப் பதிவு ஏற்றுக் கொள்ளப்பட்டு தபால் வாக்குப் பதிவு செல்லாததாக கருதப்படும்.

கம்பெனியின் இணையதளம் www.kprmilllimited.com மற்றும் KFPL இணையதளம் https://evoting.karvy.com ஆகிய இணையதளங்களில் தபால் வாக்குப் அறிவிப்பு, தபால் வாக்குப் படிவம் மற்றும் விதி முறைகள் உள்ளது.

தபால் வாக்குப் படிவத்தை பெறாத உறுப்பினர்கள் அல்லது நகல் தபால் வாக்குப் படிவம் அல்லது மின்னஞ்சல் மூலம் தபால் வாக்குப் அறிவிப்பை பெற்ற உறுப்பினர்கள், தபால் வாக்குப் படிவம் மூலம் வாக்களிக்க விரும்பினால் நகலை பெறுவது குறித்து கம்பெனிக்கு எழுத்துபூர்வமாக தெரிவிக்கலாம் அல்லது investors@kprmill.com என்ற முகவரிக்கு மின்னஞ்சல் அனுப்பலாம்.

தபால் ஓட்டு முடிவுகள் கம்பெனியின் தலைவர் அல்லது அவரால் அங்கீகரிக்கப்பட்ட நபர் முன்னிலையில் ஆராய்வாளரால் எழுத்துபூர்வமாக சமர்ப்பிக்கப்படும். வெளியிடப்பட்ட முடிவுகளுடன் ஆராய்வாளரின் ஒருங்கிணைந்த அறிக்கையும் கம்பெனியின் பதிவு அலுவலகத்தில் பார்வைக்கு வைக்கப்படும். மேலும் கம்பெனியின் இணையதளம் www.kprmilllimited.com மற்றும் KFPL இணையதளத்தில் வெளியிடப்படும். மேலும் இது குறித்து கம்பெனியின் பங்குகள் பட்டியலிடப்பட்டுள்ள பிஎஸ்இ லிமிடெட் ("BSE") மற்றும் நேஷனல் ஸ்டாக் எக்சேஞ்ச் ஆப் இந்தியா லிமிடெட் ("NSE") ஆகியவற்றிற்கு தகவல் தெரிவிக்கப்படும். உறுப்பினர்கள் மேலும் விவரங்களுக்கு BSE இணையதளம் www.bseindia.com மற்றும் NSE இணையதளம் www.nseindia.com ஆகிய இணையதளங்களை பார்வையிடலாம்.

தபால் வாக்குப்பதிவு தொடர்பாக ஏதாவது சந்தேகம் இருப்பின் அது குறித்து உறுப்பினர்கள் அடிக்கடி கேட்கப்படும் கேள்விகள் பகுதி (FAQS) மற்றும் https://evoting.karvy.com என்ற இணையதளத்தில் பதிவிறக்க பிரிவில் உள்ள மின்னணு வாக்குப் பதிவு பயனர் கையேட்டை பார்வையிடலாம் அல்லது கார்வி பின்டெக் பிரைவேட் லிமிடெட்டை சேர்ந்த திரு. பிரேம் குமார் M, கார்வி பின்டெக் பிரைவேட் லிமிடெட், கார்வி செலினியம் டவர் பி, மனை எண்.31 மற்றும் 32, பைனான்ஷியல் மாவட்டம், கச்சிபௌலி, ஐதராபாத் 500 032, இந்தியா, மின்னஞ்சல்: prem.kumar@karvy.com, தொலைபேசி : +91 040 6716 1509, www.karvyfintech.comல் தொடர்பு கொள்ளலாம்.

நிர்வாக குழு உத்தரவுப்படி
கே.பி.ஆர். மில் லிமிடெட்டிற்காக
P. நடராஜ்
நிர்வாக இயக்குனர்
DIN : 00229137

இடம்: கோயம்புத்தூர்
தேதி: 07.05.2019

K.P.R. Mill Limited
CIN: L17111TZ2003PLC010518
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Tel.:+91-0422-2207777, **Fax**:+91-0422-2207778,
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POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT. 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES. 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**") and other applicable provisions, if any, and in accordance with Article 17 of the Articles of Association of K.P.R. Mill Limited (the "**Company**"), the resolutions appended below for the buyback of equity shares of Company are proposed to be passed as Special Resolutions by way of postal ballot / electronic voting .

1. The Board of Directors of the Company at its meeting held on April 29, 2019 ("**Board Meeting**") has, subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved buyback of not exceeding 37,50,784 (Thirty Seven lakh fifty thousand seven hundred and eighty four only) equity shares of the Company, from all the members holding equity shares of the Company on a proportionate basis through the "Tender Offer" route in accordance with the Companies Act, 2013, the Management Rules, the SEBI (Buy-back of Securities) Regulations, 2018,(the "**Buyback Regulations**"), as amended from time to time at a price of ₹ 702 (Rupees Seven hundred and two only) per equity share payable in cash for an aggregate consideration not exceeding ₹ 263,30,50,368 (Rupees Two hundred sixty three crores thirty lakh fifty thousand three hundred and sixty eight only) (the "**Buyback**"). The Buyback shall be up to 25% of the aggregate of fully paid up share capital and free reserves of the Company as per standalone financials and consolidated financial statements of the Company for the financial year ended March 31, 2019 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback).

Pursuant to Sections 68(2)(b), 69 and other applicable legal provisions of the Companies Act and rules made there under, it is necessary to obtain the consent of the members holding equity shares of the Company by way of a Special Resolution for the proposed Buyback. Further, as per Section 110 of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the consent of the members is required to be obtained for the buyback by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution appended below.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act, and the Buyback Regulations, pertaining to the said Resolution setting out the material facts and the reasons therefore, is also appended. The said Resolution and explanatory statement are being sent to you along with a postal ballot form (the "**Postal Ballot Form**") for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Shri A. Vetrivel, a Practicing Chartered Accountant as the scrutinizer (the "**Scrutinizer**") for the Postal Ballot process.

The members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 pm IST) on Thursday, June 6 Thursday, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage will be borne and paid for by the Company.

In compliance with the provision of Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations the Company is also offering e-voting facility as

an alternate mode of voting to all members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled after the business hours i.e. 5.00 pm IST on Thursday, June 6, 2019 for voting by the members holding equity shares of the Company. The members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case shareholders cast their vote by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before Friday, June 7, 2019 and will be displayed at the Registered Office of the Company and communicated to BSE Limited (the **"BSE"**) and the National Stock Exchange of India Limited (the "**NSE**") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website: www.kprmilllimited.com and on the website of Karvy Fintech Private Limited ("KFPL"). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.

The members are requested to consider and, if thought fit, pass the following Resolutions:

SPECIAL BUSINESS:

1. APPROVAL FOR BUYBACK OF EQUITY SHARES

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") and in accordance with Article 17 of the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**") to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended, ("**Buyback Regulations**") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of ₹ 5/- (Rupees Five Only) each not exceeding 37,50,784 (Thirty Seven lakh fifty thousand seven hundred and eighty four only) equity shares (representing 5.16% of the total number of equity shares in the paid up share capital of the Company) of the face value of ₹ 5/- (Rupees Five Only) each ("**Equity Shares**" or "**Shares**") at a price of ₹ 702/-(Rupees Seven hundred and two Only) per Equity Share ("**Buyback Offer Price**") payable in cash for an aggregate consideration not exceeding ₹ 263,30,50,368 (Rupees Two hundred sixty three crores thirty lakh fifty thousand three hundred and sixty eight only)excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. ("**Buyback Offer Size**") which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2019 from the equity shareholders of the Company, as on the record date, on a proportionate basis through the "**Tender offer**" route as prescribed under the Buyback Regulations ("**Buyback**")."

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 or such other mechanism as may be applicable.

RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members

holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from non-resident members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (Fils) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any and that such approvals shall be required to be taken by such non-resident shareholder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the time-frame for completion of Buyback; appointment of merchant bankers, Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; preparation, signing and filing of the public announcement, the Draft letter of offer / Letter of Offer / all other documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, the Buyback Committee and/or Chairman and Managing Director be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By Order of the Board of Directors

For **K.P.R. Mill Limited**

P. KANDASWAMY
Company Secretary

Place: Coimbatore
Date: April 29, 2019

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 and 110 setting out the material facts pertaining to the Resolutions are annexed hereto along with postal ballot form for your consideration.

2. The Board of Directors of the Company has appointed Shri A. Vetrivel, a Practicing Chartered Accountant as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.

3. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on 30.04.2019 i.e. Cut Off Date.

4. As per Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Registered Post.

5. A Postal Ballot Form and a postage prepaid self-addressed envelope are attached to this Notice. The self-addressed letters bear the address to which duly completed Postal Ballot Form is to be sent.

6. In terms of Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, as amended the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged Karvy Fintech Private Limited ("**KFPL**") to offer E-voting facility to all its members to enable them to cast their votes electronically. Details of e-voting facility are specified under the notice of Postal Ballot.

7. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.

8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer on or before the closing of working hours 5.00 p.m. on Thursday, June 6, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form/s will be rejected. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.

9. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Form but not later than 5.00 p.m. on Friday, June 7, 2019. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company i.e www.kprmilllimited.com and on the website of KFPL at https://evoting.karvy.com and intimated to the stock exchanges on which the shares of the Company are listed.

10. The Resolutions shall be deemed to be passed on the last date of the voting i.e., Thursday, June 6, 2019 after declaration of the results of the postal ballot.

11. The Postal Ballot Notice is also being uploaded on the Company's website viz. www.kprmilllimited.com and of KFPL viz. https://evoting.karvy.com.

12. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on all working days except Saturdays, Sundays and national holidays.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

1. APPROVAL FOR BUY BACK OF EQUITY SHARES

With an objective of rewarding members holding equity shares of the Company, through return of surplus cash, the Board at its meeting held on April 29, 2019 has approved the proposal of recommending buyback of equity shares as contained in the Resolution in the Notice. As per the relevant provisions of the Companies Act, 2013 (hereinafter "**Companies Act**") and other applicable provisions of Companies Act and Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's equity shares.

Requisite details relating to the Buyback are given below:

a) Date of the Board meeting at which the proposal for buy back was approved by the Board of Directors of the Company– April 29, 2019.

b) Necessity for the Buyback

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the members holding equity shares of the Company. The Board at its meeting held on Monday, the April 29,2019, considered the accumulated free reserves as well as the cash liquidity reflected in the latest audited standalone as well as consolidated financial statements for the financial year ended March 31,2019 and considering these, the Board decided to allocate a sum of ₹ 263,30,50,368 (Rupees Two hundred sixty three crores thirty lakh fifty thousand three hundred and sixty eight only) for returning to the members holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 37,50,784 (Thirty Seven lakh fifty thousand seven hundred and eighty four only) equity shares (representing 5.16% of the total number of equity shares in the paid up share capital of the Company) at a price of ₹ 702 (Rupees Seven hundred and two Only) per equity share for an aggregate consideration of ₹ 263,30,50,368 (Rupees Two hundred sixty three crores thirty lakh fifty thousand three hundred and sixty eight only). Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

i. The Buyback will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;

ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholder The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";

iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

iv. The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

v. Optimizes the capital structure.

c) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the members holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Companies Act and the Share Capital Rules to the extent applicable and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the "**Record Date**") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback.

In due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback.

The equity shares to be bought back as a part of the buyback is divided in two categories:

(i) Reserved category for small shareholders; and
(ii) General category for all other shareholder.

As defined in Regulation 2(1) (la) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on stock exchanges as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs only).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in Buyback will be voluntary. Members holding equity shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of equity shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

The Buyback from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (Fils), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.

d). Maximum amount required under the Buyback, its percentage of the total paid up capital and free reserves and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will not be exceeding ₹ 263,30,50,368 (Rupees Two hundred sixty three crores thirty lakh fifty thousand three hundred and sixty eight only), which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2019. The Buyback would be financed out of free reserves of the Company.

The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

The Company confirms that as required under Section 68(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.

e). Buyback Price and the basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price of ₹ 702/- (Rupees Seven hundred and two only) per equity share (the "**Buyback Offer Price**"). The Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on stock exchanges where the equity shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Offer Price of ₹ 702 (Rupees Seven hundred and two Only) per Equity Share represents (i) premium of 23.15% on BSE and 22.90% on NSE over the volume weighted average price of the equity Shares on BSE and NSE respectively for 2 weeks preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (ii) premium of 22.63% on BSE and 22.18% on NSE over the closing market price of the Equity Shares on BSE and NSE as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback.

f) Number of shares that the Company proposes to buyback and the time limit for completing the Buyback.

The Company proposes to Buyback not exceeding 37,50,784 (Thirty Seven lakh fifty thousand seven hundred and eighty four only)equity shares of face value of ₹5 (Rupees Five Only) each of the Company. The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

g). Particulars of previous Buyback

1. The company has bought back 13,35,000 (Thirteen Lakh thirty five thousand only)equity shares of face value of ₹5 (Rupees Five only) each at ₹ 810 (Rupees eight hundred and ten only) for a total consideration of ₹ 108.135 crores (Rupees Hundred and eight crores thirteen lakh fifty thousand only) during the previous financial year 2017-18

2. The Company has bought back 14,70,000 (Fourteen lakh seventy thousand only) equity shares of face value of ₹ 5 (Rupees five only each at ₹ 660 (Rupees six hundred and sixty only) for a total consideration of ₹ 97.02 crores (Rupees ninety seven crores and two lakhs only) during the financial year 2016-2017.

h) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as at March 31, 2019 is ₹ 1494.80 crores. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. ₹ 373.70 crores. The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹ 263.30 crores (Rupees Two hundred sixty three crores and thirty lakh only) and is therefore within the limit of 25% of aggregate of fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2019 the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback).

Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 1,81,40,196 (One crore eighty one lakh forty thousand one hundred and ninety six only) equity shares. Since the Company proposes to Buyback upto 37,50,784 (Thirty Seven lakh fifty thousand seven hundred and eighty four only) equity shares, the same is within the aforesaid 25% limit.

i). The aggregate shareholding of the Promoter and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, and of Directors and Key Managerial Personnel of the Company as on the date of this Notice:

S. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	Sri. K. P. Ramasamy	1,56,70,141	1,56,70,141	21.60
2.	Smt. K.R. Parvathi	17,87,615	17,87,615	2.46
3.	Sri KPD Sigamani	1,56,70,141	1,56,70,141	21.60
4.	Smt. D. Radhamani	17,89,004	17,89,004	2.47
5.	Sri P. Nataraj	1,56,70,141	1,56,70,141	21.60
6.	Smt. N. Jayanthi	17,89,004	17,89,004	2.47
7.	Sri. C.R. Anandakrishnan	1,390	1,390	0.002
8.	K.P.R. Developers Limited	20,37,162	20,37,162	2.81

j). No shares or other specified securities in the Company were either purchased or sold by persons mentioned in clause (i) during a period of six months preceding the date of the Board Meeting (i.e. April 29, 2019) at which the buyback was approved and from that date till the date of notice of Postal Ballot for Buyback, except as stated below.

Promoter:

Date of Transaction	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price ₹	Date of Maximum Price	Minimum Price ₹	Date of Minimum Price
-NIL-						

k). The Promoter has expressed its intention, vide its letter dated 29.04.2019, to participate in the Buyback and tender an aggregate of 1,30,94,011 (One crore thirty lakhs ninety four thousand and eleven only) equity shares. Since the entire shareholding of the Promoter is in the demat mode, the details of the date and price of acquisition/ sale of entire Equity Shares that the Promoter has acquired/sold till date are set-out below:

(i) KPD Sigamani

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 19, 2003	360[1]	36,000	Allotment pursuant to subscription to Memorandum and Articles of Association
March 31, 2005	37,933[1]	94,83,250	Further allotment to the promoters
February 15, 2006	72,651	Nil	Consideration for purchase of Business of K.P.R Knits
February 15, 2006	(48,434)	57,92,706	Transfer to Mr.K.P.Ramasamy & Mr.P.Nataraj
October 06, 2006	37,87,337	Nil	Allotment pursuant to Merger[2]
November 14, 2006	(2,21,486)	13,28,18,510	Transfer to private equity investors
March 1, 2007	39,72,998	Nil	Bonus issue
November 16, 2008	10,000	4,72,238	Purchase in open market
November 20, 2008	20,000	9,84,665	Purchase in open market
September 17, 2009	50,000	39,38,990	Purchase in open market
October 16, 2009	10,117	8,02,115	Purchase in open market
October 17, 2009	32,088	25,46,478	Purchase in open market

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
04 June, 2010	858	1,26,576	Purchase in open market
July 06, 2012	29,000	28,83,944	Purchase in open market
July 09, 2012	29,300	29,13,778	Purchase in open market
February 20, 2013	1,275	1,57,356	Purchase in open market
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	(3,04,149)	20,07,38,340	Sold in buyback of shares of the Company
April 03, 2017	(3,119) [4]	19,59,920[3]	Sold in open market
April 06, 2018	(2,69,859)	21,85,85,790	Sold in buyback of shares of the Company
June 05, 2018	(10,000) [4]	56,62,967[3]	Sold in open market
Total Current Holding	**1,56,70,141**		

(1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges.

(4) To comply with Buyback Regulations

(ii) P. Nataraj

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 19, 2003	360[1]	36,000	Allotment pursuant to subscription to Memorandum and Articles of Association
March 31, 2005	37,933[1]	94,83,250	Further allotment to the promoters
February 15, 2006	24,217	28,96,353	Transfer from Mr. KPD Sigamani
October 06, 2006	38,26,987	Nil	Allotment pursuant to Merger[2]
November 14, 2006	(2,61,589)	15,68,67,076	Transfer to private equity investors
March 1, 2007	39,72,545	Nil	Bonus issue
November 16, 2008	8,973	4,23,740	Purchase in open market
November 20, 2008	32,870	16,18,297	Purchase in open market
September 22, 2009	50,000	39,39,088	Purchase in open market
September 25, 2009	3,157	2,46,339	Purchase in open market
October 14, 2009	27,205	30,98,326	Purchase in open market
04 June, 2010	863	1,27,314	Purchase in open market
July 06, 2012	29,000	28,55,818	Purchase in open market
July 09, 2012	29,300	28,76,309	Purchase in open market
February 20, 2013	1,275	1,57,356	Purchase in open market
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	(3,04,115)	20,07,15,900	Sold in buyback of shares of the Company
April 03, 2017	(1,351) [4]	8,48,980[3]	Sold in open market
April 06, 2018	(2,69,859)	21,85,85,790	Sold in buyback of shares of the Company
June 05, 2018	(10,000) [4]	56,62,967[3]	Sold in open market
Total Current Holding	**1,56,70,141**		

(1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹ 10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges

(4) To comply with Buyback Regulations

(iii) K. P. Ramasamy

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 19, 2003	360[1]	36,000	Allotment pursuant to subscription to Memorandum and Articles of Association
March 31, 2005	37,934[1]	94,83,500	Further allotment to the promoters
February 15, 2006	24,217	28,96,353	Transfer from Mr. KPD Sigamani

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
October 06, 2006	38,29,000	Nil	Allotment pursuant to Merger[2]
November 14, 2006	(2,63,635)	15,80,94,000	Transfer to private equity investors
March 01, 2007	39,72,522	Nil	Bonus issue
November 16, 2008	10,000	4,72,238	Purchase in open market
November 20, 2008	20,000	9,84,665	Purchase in open market
September 17, 2009	52,350	39,35,055	Purchase in open market
October 14, 2009	39,855	33,54,090	Purchase in open market
June 06, 2010	860	1,26,871	Purchase in open market
July 06, 2012	30,000	29,23,120	Purchase in open market
July 09, 2012	28,300	28,14,332	Purchase in open market
February 20, 2013	1,275	1,57,676	Purchase in open market
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹10/-each in the Company to Two Equity Shares of ₹5/- each.			
February 13, 2017	(3,04,114)	20,07,15,240	Sold in buyback of shares of the Company
April 03, 2017	(1,254)[4]	7,87,976[3]	Sold in open market
April 06, 2018	(2,69,859)	21,85,85,790	Sold in buyback of shares of the Company
June 05, 2018	(10,000)[4]	56,62,967[3]	Sold in open market
Total Current Holding	**1,56,70,141**		

(1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹ 10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges.

(4) To comply with Buyback Regulations

(iv) N. Jayanthi

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
July 21, 2003	360[1]	36,000	Allotment
March 31, 2005	27,500[1]	68,75,000	Further allotment to the promoters
October 06, 2006	4,90,013	Nil	Allotment pursuant to Merger[2]
November 14, 2006	(30,791)	1,84,64,439	Transfer to private equity investors
March 1, 2007	7,37,822	Nil	Bonus issue
July 17, 2007	(4,43,560)	4,43,560	Sale to private equity shareholder
August 08, 2007	(90,242)	90,243	Sale to private equity shareholder
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	(35,240)	2,32,58,400	Sold in buyback of shares of the Company
April 03, 2017	(28,651)	1,80,03,545[3]	Sold in open market
April 06, 2018	(30,789)	2,49,39,090	Sold in buyback of shares of the Company
Total Current Holding	**17,89,004**		

(1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹ 10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges

(v) K. R. Parvathi

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
July 21, 2003	360[1]	36,000	Allotment
March 31, 2005	27,500[1]	68,75,000	Further allotment to the promoters
October 06, 2006	4,88,000	Nil	Allotment pursuant to Merger[2]
November 14, 2006	(28,753)	1,72,42,312	Transfer to private equity investors
March 1, 2007	(360)	Nil	Gift to Mr. C. R. Anandakrishnan
March 1, 2007	7,37,487	Nil	Bonus issue
July 17, 2007	(4,43,560)	4,43,560	Sale to private equity shareholder
August 08, 2007	(90,243)	90,243	Sale to private equity shareholder

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	(35,216)	2,32,42,560	Sold in buyback of shares of the Company
April 03, 2017	(28,746)	1,80,63,686[3]	Sold in open market
April 06,2018	(30,765)	2,49,19,650	Sold in buyback of shares of the Company
Total Current Holding	**17,87,615**		

(1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹ 10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges.

(vi) D. Radhamani

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
July 21, 2003	360[1]	36,000	Allotment
March 31, 2005	27,500[1]	68,75,000	Further allotment to the promoters
October 06, 2006	5,29,663	Nil	Allotment pursuant to Merger[2]
November 14, 2006	(70,891)	4,25,11,206	Transfer to private equity investors
March 1, 2007	7,37,372	Nil	Bonus issue
July 17, 2007	(4,43,560)	4,43,560	Sale to private equity shareholder
August 08, 2007	(90,243)	90,243	Sale to private equity shareholder
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	(35,207)	2,32,36,620	Sold in buyback of shares of the Company
April 03, 2017	26,882	1,68,91,911[3]	Sold in open market
April 06, 2018	(30,789)	2,49,39,090	Sold in buyback of shares of the Company
Total Current Holding	**17,89,004**		

(1) On December 23, 2005, one Equity Share of the Company of 100 sub-divided into 10 Equity Shares of 10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges.

(vii) C. R. Anandakrishnan

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 01, 2007	360	Nil	Gift
March 01, 2007	360	Nil	Bonus issue
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	(27)	17,820	Sold in buyback of shares of the Company
April 06, 2018	(23)	18,630	Sold in buyback of shares of the Company
Total Current Holding	**1,390**		

*Net of stock exchange transaction charges and all applicable taxes.

Notes:

I). Confirmations from Company as per the provisions of Buyback Regulations and Companies Act

i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;

ii. The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.

iii. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buyback is made;

iv. The Company shall not buy back locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.

v. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

vi. The Company confirms that no defaults have been made by Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

vii. The Company shall not buyback its Equity Shares from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

viii. The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act, 2013; and

ix. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves of standalone as well as consolidated financials of the Company after the Buyback.

(m) The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

a) Immediately following the date of this Board meeting dated April 29,2019 and the date on which the results of the Postal Ballot/ E-voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
b) As regards the Company's prospects for the year immediately following the date of this Board meeting as well as for the year immediately following the date on which the results of the Postal Ballot/ E-voting will be declared approving the Buyback, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared; and
c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, or Indian Bankruptcy Code 2016 as the case may be, including prospective and contingent liabilities.

n). Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the Report dated April 29, 2019 received from BSR & Co.,LLP Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

The Board of Directors
K.P.R. Mill Limited
No.9, Gokul Buildings, 1st Floor,
A.K.S Nagar, Thadagam Road,
Coimbatore – 641 001.
Dear Sirs / Madam,

Subject: Statutory Auditor's report in respect of proposed buy back of equity shares by K.P.R. Mill Limited as per Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended

1. This Report is issued in accordance with the terms of our engagement letter dated April 29, 2019. The Board of Directors of K.P.R. Mill Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on April 29, 2019, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") read with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations").

2. The accompanying Statement of permissible capital payment (including premium) ('Annexure A') as at March 31, 2019 (hereinafter referred to as the "Statement") is prepared by the management of the Company, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68(2)(c) of the Act and ensuring compliance with Section 68, 69 and 70 of the Act and SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

4.Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance whether:
(i) we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements of the Company for the year ended March 31, 2019; and
(ii) the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited standalone financial statements in accordance with Section 68(2)(c) of the Act.
(iii) If the board of directors in their meeting dated April 29, 2019 have formed the opinion as specified in clause(x) of schedule (i) to the SEBI (Buyback regulations) on reasonable grounds that the company, having regard to its state of affairs, will not be rendered insolvent within a period of 1 year from that date

5. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:

i) Examined that the amount of permissible capital payment (including premium) for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2)(c) of the Act;
ii) Inquired into the state of affairs of the Company with reference to the audited standalone financial statements; and
iii) Obtained appropriate representations from the Management of the Company.

6. The standalone financial statements referred to in paragraph 4 above, which we have considered for the purpose of this report, has been approved by the Board of Directors in their meeting held on April 29, 2019 and is subject to approval by the shareholders of the Company in the ensuing Annual General Meeting of the Company. These standalone financial statements have been audited by us and we have issued an unmodified opinion vide our report dated April 29, 2019.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements

9. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

10. Based on our performance of the aforesaid procedures, we report that :

(i) we have inquired into the state of affairs of the Company with reference to its audited standalone financial statements as at and for the year ended March 31, 2019; and

(ii) the Board has proposed to buyback the Company's equity shares upto an aggregate amount notexceeding ₹ 26,331 lakhs/- ("Buyback Offer Size") at a price not exceeding ₹702/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68(2)(c) of the Act.

Restriction on use

11. This report has been issued at the request of the Company solely for use of the Company in relation to (i) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable laws and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (ii) for providing to the manager, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491

Place: Coimbatore
Date: April 29, 2019

Annexure A – Statement of permissible capital payment (including premium)

Computation of amount of permissible capital payment towards buy back of equity shares of K.P.R. Mill Limited in accordance with Section 68(2)(c) of the Companies Act, 2013 (the "Act") and Regulation 4(i) of the SEBI (Buy-Back of Securities) Regulations, 2018:

Particulars	Amount in INR lakhs as at March 31, 2019	
	Standalone *	Consolidated $
Paid up equity share capital (72,560,784 Equity Shares of INR 5 each, fully paid up) * [A]	3,628	3,628
Free reserves #:		
-Securities premium *	15,233	19,096
-General reserve *	24,716	24,845
-Retained Earnings *	105,903	129,515
Total free reserves [B]	**145,852**	**173,456**
Total [A + B]	**149,480**	**177,084**
Maximum amount permissible for buyback as per the Act and SEBI Buyback Regulations (i.e.25% of aggregate of fully paid up equity share capital and free reserves as per audited financial statements	**37,370**	
Amount proposed by Board resolution dated April 29, 2019 approving the buyback, subject to shareholders approval by special resolution	**26,331**	

* the balances have been extracted from the audited standalone financial statements of the Company as at and for the year ended March 31, 2019 which has been approved by the Board of Directors in their meeting held on April 29, 2019 and is subject to approval by the shareholders of the Company in the ensuing Annual General Meeting of the Company.

Free reserves as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.

$ the balances have been extracted from the audited consolidated financial statements of the Company as at and for the year ended March 31, 2019 which has been approved by the Board of Directors in their meeting held on April 29, 2019 and is subject to approval by the shareholders of the Company in the ensuing Annual General Meeting of the Company. These balances have been disclosed in the table above for information purpose only and not used as the basis for computation of the maximum amount permissible for buyback as per the Act and SEBI Buyback Regulations.

For **K.P.R. Mill Limited**

P. Nataraj
Chief Executive Officer
& Managing Director

Place: Coimbatore
Date: April 29, 2019

For any clarifications related to the Buyback process, members holding equity shares of the Company may contact Shri P. Kandaswamy, Company Secretary, Tel: +91- 98422 26251; email: kandaswamy@kprmill.com

All the material documents referred to in the Explanatory Statement, relevant Board Resolution for the Buyback, the Auditors Report dated April 29, 2019 and the audited accounts of the Company for the financial year ended March 31, 2019 are available for inspection by the members of the Company at its Registered Office on any working day between 10 a.m. and 5 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.
In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company is, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors
For **K.P.R. Mill Limited**

P. KANDASWAMY
Company Secretary

Place: Coimbatore
Date: April 29, 2019

INSTRUCTION FOR VOTING BY PHYSICAL POSTAL BALLOTFORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after Signature to the Scrutinizer in the attached self-addressed postal prepaid envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
2. The self-addressed letters bear the address and the name of the Scrutinizer to which duly completed Postal Ballot Form is to be sent.

3. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name shareholder and his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.

4. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Forms should be signed by the authorized signatory, whose signature was already registered with Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/ authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.

5. The duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of June 6, 2019 (5.00 pm). Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.

6. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on April 30th, 2019.

7. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.

8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholder on receipt of the duplicate Postal Ballot Form, the original will be rejected.

9. Member may request for duplicate Postal Ballot Form, if so required, by sending email to investors@kprmill.com The Postal Ballot Form can also be downloaded from the Company's website viz. www.kprmilllimited.com. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than close of working hours of June 6, 2019 (5.00 pm).

10. The votes should be cast either in favor of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.

11. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

The Procedure with respect to e-voting

In compliance with the provisions of section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, the Company is pleased to offer its Members facility to exercise their right to vote in respect of the businesses as stated in Postal Ballot Notice dated 29thApril,2019 of the Company to be transacted through e-Voting Services.

The Company has engaged the services of Karvy Fintech Private Limited ("**KFPL**") as the Authorized Agency to provide the facility of casting of votes by using an electronic voting system ("e-voting").

The procedure and instructions for remote E-Voting facility are as follows:

A. In case of shareholders receiving email from Karvy:

i. Open your web browser during the voting period and navigate to https://evoting.karvy.com

ii. Enter the login credentials (i.e. User ID and password mentioned in the email/postal ballot form). Your Folio No./DP ID – Client ID will be your User ID.

However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

iv. You need to login again with the new credentials.

v. On successful login, the system will prompt you to select the E-Voting Event Number for Postal Ballot.

vi. If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any other company, then your existing login id and password are to be used.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 30.04.2019 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: eil.scrutinizer@karvy.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

xiv. The e-voting period commences on 8th May, 2019 (9:00 Hours IST) and ends on June 6, 2019 (17:00 Hours IST).

B. In case of shareholders receiving Notice by post:

i. Initial password is provided along with this Notice.
ii. Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. Premkumar M of Karvy Fintech Private Limited at the following address

Mr. Premkumar .M
Manager(email: prem.kumar@karvy.com)
Karvy Fintech Pvt. Ltd.
Karvy Selenium
Tower B, Plot number 31 & 32, Financial District
Gachibowli | Hyderabad 500 032, India
Phone : +91 040 6716 1509
www.karvyfintech.com

D. The Scrutinizer's decision on the validity of the vote shall be final.

E. Once the vote on a resolution stated in this notice is casted by a Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.

K.P.R. Mill Limited
CIN: L17111TZ2003PLC010518
Regd. Office: No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road,
Coimbatore - 641 001, India
Tel.:+91-0422-2207777, Fax:+91-0422-2207778, **E-mail**: investors@kprmill.com
Website: www.kprmilllimited.com

POSTAL BALLOT FORM

Serial No. : BALNO

1. Name and Registered Address of the Sole/First named Shareholder	:	HOLDER HOLDER_ADD HOLDER_AD1 HOLDER_AD2 HOLDER_AD3 PIN : HOLDER_PIN
2. Name(s) of the Joint Holder(s), if any	:	SECOND THIRD
3. Registered Folio No./DP ID No.*/Client ID No.* (*Applicable to the shareholders holding shares in dematerialised form)	:	DPID / HOLDER_FOL
4. Number of Shares held	:	TOTAL_SHAR

I/We hereby exercise my/our vote in respect of the following Resolutions as mentioned in the Notice, to be passed through Postal Ballot for the business stated in Postal Ballot Notice dated 29th April, 2019 of the Company by sending my/our assent/dissent to the said Resolutions by placing the tick (✓) mark against the appropriate box below:

Resolution No.	Particulars	No. of shares held	For/ assent to the resolution Please tick (✓)	Against/ dissent to the resolution Please tick (✓)
1.	Special Resolution for approval for Buyback of Equity Shares pursuant to the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 and Rules framed thereunder including any amendments, statutory modifications or re-enactments thereof, and in compliance with SEBI (Buyback of Securities) Regulations, 2018, for Buyback of equity shares upto maximum amount permissible i.e. 25% of total paid-up equity capital and free reserves as on 31st March, 2019.			

Place :
Date :

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link https://evoting.karvy.com. The electronic voting particulars are set out as follows:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN
EVENT_NO	USER_ID	PWD

GENERAL INSTRUCTIONS

a) The voting rights for the equity shares of the Company are one vote per equity shares, registered in the name of the Shareholders.

b) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on April 30, 2019.

c) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.

d) Voting period commences on and from **08th May, 2019 (9.00 a.m.) and ends on 06th June, 2019 (5.00 p.m.)**.

e) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.

f) Unsigned/ Incomplete Postal Ballot form will be rejected

g) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

h) The Company shall announce the results of the Postal Ballot at its Registered Office at No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road, Coimbatore - 641 001, India **on or before June 7, 2019 at 5 P.M**. The date of declaration of Postal Ballot results will be taken as the date of passing of the Resolutions contained in this Notice.

i) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the Company at No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road, Coimbatore - 641 001, India; Email Id: investors@kprmill.com