



K.P.R. MILL LIMITED

CIN: L17111TZ2003PLC010518

Registered Office : No. 9, Gokul Building, A.K.S. Nagar,
Thadagam Road, Coimbatore - 641 001

Corporate Office : 1st Floor, Srivari Shrimat, 1045,
Avinashi Road, Coimbatore - 641 018

Ph : 0422-2207777 Fax : 0422-2207778

Email : investors@kprmill.com Website : www.kprmilllimited.com

NOTICE OF 17th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **17th Annual General Meeting** of the Members of **K.P.R. Mill Limited** will be held at **02.30 PM** India Standard Time (IST) on **Thursday, the 24th day of September, 2020, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement together with Directors Report and the Auditors Report thereon for the year ended 31st March, 2020.
2. To declare dividend on Equity Shares.
3. To appoint a Director in the place of Mr. C.R. Anandakrishnan (Holding DIN: 00003748) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of Audit Committee the remuneration of ₹ 50,000/- (plus GST and out of pocket expenses if

any for the purpose of audit) payable to Mr.B.Venkateswar, Cost Accountant (M.No.27622), as approved by the Board of Directors for conducting the audit of Cost Accounting Records of the Company for the financial year ending 31st March, 2021 be and is hereby ratified and confirmed.

5. **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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. S. Ranganayaki, (holding DIN: 07116244), who was appointed as Woman Independent Director and holds such office up to 11.03.2020 and being eligible, be and is hereby re-appointed as Woman Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 12.03.2020 to 11.03.2025."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. P. Selvakumar (DIN: 07228760) be and is hereby re-appointed as 'Whole-time Director' of the Company for a period of 5 (Five) years with effect from 27.07.2020 on a monthly Remuneration of ₹ 87,300/- in the pay scale of ₹ 87,300 - ₹ 6,000 - ₹ 1,25,000 plus other applicable benefits and is liable to retire by rotation at the Annual General Meeting."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr.C.R. Anandakrishnan (DIN: 00003748) be and is hereby re-appointed as 'Executive Director' of the Company for a period of 5 (Five) years with effect from 01.02.2021 upon the Remuneration, Perquisites, Terms and Conditions as detailed in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the Notice convening the meeting and is liable to retire by rotation at the Annual General Meeting."

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. E.K. Sakthivel (DIN: 01876822) be and is hereby re-appointed as 'Executive Director' of the Company for a period of 5 (Five) years with effect from 09.03.2021 upon the Remuneration, Perquisites, Terms and Conditions as detailed in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the Notice convening the meeting and is liable to retire by rotation at the Annual General Meeting."

By Order of the Board of Directors

K.P. Ramasamy

Chairman

DIN: 00003736

Place: Coimbatore

Date: 27.06.2020

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") which sets out details relating to Special Business of the meeting, is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing norms to be followed and pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ("AGM") is conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at the Common Venue. The deemed venue for the 17th AGM shall be the Registered office of the Company.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will **not** be available for the 17th AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and cast their Votes through e-voting.
4. **The Register of the Members and Share Transfer Books** of the Company shall remain **closed from 18.09.2020 to 24.09.2020 (Both days inclusive)** in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the Members.
5. The dividend as recommended by the Board, if declared at the meeting will be paid before 15.10.2020 to those members:
 - (a) Whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of Shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday, 17.09.2020 and
 - (b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on 17.09.2020 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
6. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depositories Participants.
7. Further in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the company's email address investors@kprmill.com by 14th September 2020.
 - a. A signed request letter mentioning your name, folio number, complete address and following details relating to **bank account in which the dividend is to be received:**
 - i) Name and Branch of Bank and Bank Account type;

- ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
- iii) 11 digit IFSC Code;
- b. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. Self-attested scanned copy of the PAN Card; and
- d. Self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

8. In the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ bankers Cheque/demand draft to such Member, at the earliest once the normalcy is restored.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. **Please furnish Bank account details/change to Depositories, if not provided.**
10. SEBI has mandated the submission of Permanent

Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts, Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/the Company.

11. Under Section 125 of the Companies Act, 2013 and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date and the underlying Shares in respect of those Unclaimed Dividends are required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has accordingly, transferred/ will transfer the following amounts and Shares to the Investor Education and Protection Fund of the Central Government during the financial year.

Transfer of Unclaimed Dividends to IEPF Account

S.No	Dividend	Date of Transfer	Amount of Transfer(₹)
01	Interim Dividend 2011-2012	23-07-2019	81,666.00
02	Final Dividend 2011-2012	01-11-2019	46,861.00
03	Interim Dividend 2012-2013	10-06-2020	73,311.00

Shares transferred to IEPF Demat Account:

No of Share Holder	No of Shares	Date of Transfer
60	6,056	22-08-2019
11	1,980	29-11-2019

The Members whose Dividends/Shares are transferred to the IEPF Authority can now claim their Dividends / Shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

In pursuance of the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules) whose objective is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc., the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.kprmilllimited.com. Members are requested to contact the Registrars KFin Technologies Private Limited for encashing the unclaimed dividends standing to the credit of their account. Please note that as mentioned above both Unpaid/Unclaimed Dividends for a period of Seven years and the underlying Shares will be transferred to IEPF Account.

12. Details of shareholding and Directors'/KMP inter-se relationship with Director(s) seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are Annexed to this Notice.
13. Members attending the AGM through VC / OAVM shall also be considered for the purpose of reckoning the quorum under section 103 of the Act.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, Annual Report for the year 2019-20 is being sent only **through electronic mode to those members** whose email addresses are registered with the Company/Depository Participant(s).
15. In compliance with the aforesaid MCA Circulars

and SEBI Circular dated 12th May 2020, Notice of the 17th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depository Participant(s).

16. Members may also note that the Notice of the 17th Annual General Meeting and the Annual Report 2019-20 will also be available on the Company's website www.kprmilllimited.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
 17. Since the AGM will be held through VC / OAVM Facility, the Route Map is not annexed in this Notice.
 18. **As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.**
 19. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members who request for the same, during the AGM.
- A The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of 17.09.2020**

B The facility for voting shall also be made available at the meeting through VC / OAVM and members joining the meeting who have not already cast their vote shall be eligible to vote through e-voting system available during the AGM.

C Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by Central Depository Services (India) Limited ('CDSL') as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting/e-voting during AGM. The instructions provided hereafter for e-voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner.

The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the

scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-

- (i) The voting period begins on Monday, 21st September, 2020 at 09:00 A.M and ends on Wednesday, 23rd September, 2020 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can login at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

PAN	<p>For Shareholders holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also

used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store.

Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at investors@kprmill.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company's email Id investors@kprmill.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

3. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@kprmill.com on or before 05.00 PM IST on Wednesday 16th September 2020. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@kprmill.com on or before 05.00 PM IST on Wednesday 16th September 2020. These queries will be replied to by the company suitably by email.**
6. **Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.**

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not

casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. Mr. A. Vetrivel, Practising Chartered Accountant, Coimbatore, Membership No : 025028 has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vetrivelfca@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr.NitinKunder (022- 23058738) or

Mr.MehboobLakhani (022-23058543) or

Mr.RakeshDalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- D The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.

- E The Scrutinizer after scrutinizing the votes cast at the Annual General Meeting and through remote e-voting, make a consolidated Scrutinizer's Report and submit the same forthwith or not later than two days of conclusion of the meeting to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.
 - F The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company www.kprmillimited.com and on the website of the Central Depository Services (India) Limited ('CDSL'). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
 - G The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. subject to receipt of the requisite number of votes in favour of the Resolutions.
20. As the Company has provided remote e-voting/e-voting during AGM facility in term of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and section 108 of the Companies Act, 2013 members may please note that there will be only one mode of voting either through remote e-voting/e-voting during Annual General Meeting. The scrutinizer shall after the conclusion of voting at the AGM, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and to declare the final result for each of the resolutions forming part of the notice of Annual General Meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board of Directors at the meeting held on 27th June 2020, based on the recommendation of the Audit Committee, appointed Mr.B.Venkateswar, B.Sc., ACA (M.No:27622), Cost Accountant, Coimbatore, as Cost Auditor for the Financial Year ending 31st March, 2021 at a remuneration of ₹50,000/- plus GST and reimbursement of out of pocket expenses at actual. As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the said Cost Auditor has to be ratified by the Shareholders and hence the resolution under Item no 4 is placed for your approval.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the resolution.

Item No. 5

Dr. S. Ranganayaki was appointed as Woman Independent Director of the Company for a period of 5 years in the 12th Annual General Meeting of the Company held on 25.08.2015, pursuant to the provisions of Section 149 of the Companies Act, 2013 (herein after referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges and she held office up to 11.03.2020.

As per the provisions of Section 149(10) & (11) of the Act the Independent Director may hold office for upto two consecutive terms of 5 years each and upon completion of first term she was eligible for re-appointment on passing special resolution by the Company and disclosure of such appointment in its Board's Report provided

she shall meet with the criteria of independence as provided in Section 149(6) of the Act and SEBI (LODR) Regulation.

The Nomination and Remuneration Committee Meeting held on 03.02.2020, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of the aforesaid Director as Woman Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee considers that, given her background, experience and contributions made by her during her tenure, her continued association would be beneficial to the Company and it is desirable to continue to avail her services as Woman Independent Director. Accordingly it is proposed to re-appoint her as Woman Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 12.03.2020.

The aforesaid director is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from Dr. S. Ranganayaki, she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Details of the Director whose re-appointment as Woman Independent Director is proposed at Item No.5 are provided in the Annexure to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment setting out the terms and conditions of appointment are available for inspection by the members in the website of the Company at www.kprmilllimited.com.

The detail of appointee is annexed to this Notice. Except, Dr. S. Ranganayaki, as appointee, none of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

As the earlier term of appointment of Mr. P. Selvakumar, Whole-Time Director of the Company would be expiring on 26th July 2020, the Board of Directors unanimously decided to re-appoint him for a further period of five years with effect from 27th July 2020 on Remuneration subject to the approval of Company in General Meeting. Accordingly the proposal of his re-appointment was referred to the Nomination and Remuneration Committee. The Committee has considered in its meeting held on 23rd June, 2020, the said proposal and recommended his reappointment.

The present Resolution along with the above explanatory details may be treated as an abstract under section 102 of the Companies Act, 2013 relating to the terms of his re-appointment.

The detail of appointee is annexed to this Notice. Except Mr. P. Selvakumar, as appointee, none of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7

As the earlier term of re-appointment of Mr. C.R. Anandakrishnan, as Executive Director of

the Company would be expiring on 31st January 2021, the Board of Directors unanimously decided to re-appoint him for a further period of five years with effect from 01st February 2021 on Remuneration subject to the approval of Company in General Meeting. Accordingly the proposal of his re-appointment was referred to the Nomination and Remuneration Committee. The Committee has considered in its meeting held on 23rd June, 2020, the said proposal as well as the appointee's gracious and voluntary request to the Committee not to consider any increase in his monthly remuneration level and recommended his re-appointment. It should be noted that there is no change in the terms of remuneration compared to earlier re-appointment.

The period of Service, Remuneration payable and terms and conditions applicable to Mr. C.R. Anandakrishnan with effect from 1st February 2021, are as below:

1. Term of Re-appointment : Five years from 01st February 2021 to 31st January 2026
2. Remuneration:
₹ 2,00,000/- (Rupees Two Lakhs only) per month or ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) per annum (all inclusive).

The details of the Appointee is annexed to this notice.

Except Mr. C.R. Anandakrishnan, Executive Director, as appointee and Mr. K.P. Ramasamy, Chairman, as his relative, none of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 8

As the earlier term of appointment of Mr. E.K. Sakthivel, as Executive Director of the Company would be expiring on 08th March 2021, the Board of Directors unanimously decided to

re-appoint him for a further period of five years with effect from 09th March 2021 on Remuneration subject to the approval of Company in General Meeting. Accordingly the proposal of his re-appointment was referred to the Nomination and Remuneration Committee. The Committee has considered in its meeting held on 23rd June, 2020, the said proposal as well as the appointee's gracious and voluntary request to the Committee not to consider any increase in his monthly remuneration level and recommended his re-appointment. It should be noted that there is no change in the terms of remuneration compared to earlier appointment.

The period of Service, Remuneration payable and terms and conditions applicable to Mr. E.K. Sakthivel with effect from 09th March 2021, are as below:

1. Term of Re-appointment : Five years from 09th March 2021 to 08th March 2026
2. Remuneration:
₹1,50,000/- (Rupees One Lakh Fifty Thousand only) per month or ₹18,00,000/- (Rupees Eighteen Lakhs only) per annum (all inclusive).

The details of the Appointee is annexed to this notice.

Except Mr. E.K.Sakthivel, Executive Director, as appointee and Mr. K.P.D Sigamani, Managing Director, as his relative, none of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

K.P. Ramasamy

Chairman

DIN: 00003736

Place: Coimbatore

Date: 27.06.2020

PROFILE OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2

Name of the Director	Dr. S. Ranganayaki	Mr. P. Selvakumar
DIN	07116244	07228760
Date of Birth	29.10.1952	13.06.1974
Date of appointment on the Board	12.03.2015	27.07.2015
Qualifications	M.B.B.S.	M.Com
Expertise in specific functional area	<p>Dr.S.Ranganayaki, MBBS, hailing from a well - educated family, is a qualified Physician. A visiting Medical officer for Women's' College for more than a decade and for female workers at industrial establishments in and around Coimbatore. Presently, she runs a private Hospital and a visiting Consultant in several reputed hospitals at Coimbatore. Her meritorious professional services earned her 'Doctor of Excellence' award. Besides being a Social Worker, she is a strong supporter of numerous Orphanages and old-age homes. She conducts free medical camps in Villages to spread rural medical awareness. She also promoted a Nursing College, an authorised Training Centre of Bharat SevakSamaj, a National Development Agency promoted by Government of India as allied Health School. She is associated with the Company since 2015.</p>	<p>Mr.P.Selvakumar, 46 years, holds a Master's Degree in Commerce. He has over two Decades of experience in the accounts, finance and taxation areas. He joined K.P.R. Group in 1996. After a brief stint in the operational area of one of its textile units, his acumen in accounting field accredited him to head the accounting activities of the Company till 2008.</p> <p>Subsequently, considering his wide knowledge and skill, he was elevated as 'Manager (Taxation)'. Since then he has been functioning as such, looking after the matters pertaining to Direct & Indirect Taxation viz, Income Tax, Central Excise, Service Tax, Import & Export Regulations, VAT etc, relating to all entities in KPR Group. Besides, through his versatile ability, liaising with the offices of Central and State Government and representing the Company on all matters of importance. In recognition of his strong dedication & involvement, the Management inducted him as a Director of the Company on (28.07.2015). He has been functioning as such and as the Occupier of the Factories of the Company since then.</p>

Name of the Director	Dr. S. Ranganayaki	Mr. P. Selvakumar
No. of Board Meetings attended during the year	Four out of Four	Four out of Four
Directorship held in other Public Companies (excluding foreign, private and Subsidiary Companies)	Nil	Nil
Chairmanships/ Memberships of Committee of other Boards (*)	Nil	Nil
Shareholding in the Company - No. of Shares	Nil	Nil
Inter-se relationship with other		
Directors& Key Managerial Personnel	None	None
Terms of Reappointment including Remuneration	Furnished in Explanatory Statement	Furnished in Explanatory Statement
Remuneration Last drawn	Nil	₹ 12.22 Lakhs

Name of the Director	Mr. C.R. Anandakrishnan	Mr. E.K. Sakthivel
DIN	00003748	01876822
Date of Birth	03.09.1977	16.04.1983
Date of appointment on the Board	31.01.2011	09.03.2016
Qualifications	M.B.A	M.B.A.
Expertise in specific functional area	<p>Mr.C.R.Anandakrishnan, born on 03.09.1977, is the son of Mr. K.P. Ramasamy, the Chairman of K.P.R group. After completing his Bachelor's degree in Business Management, he meritoriously completed Master's Degree in Business Administration at University of Philadelphia 2001, where he acquired management skills of international standard.</p> <p>Mr.C.R. Anandakrishnan is a young, energetic and enthusiastic entrepreneur who joined the management team of the K.P.R group in the year 2002. Since then, he has been contributing his talented efforts for the growth of the Group. He has widely travelled across the world for choosing suitable technology and machinery for textile mills. He visited Srilanka for studying the large scale garment manufacturing process. Under his able administration, KPR's prestigious Textile Processing Unit was established with a Trendsetter Effluent Treatment Plant that is adjudged as 'State of the Art' Processing Unit adhering to the highest International Standards. Since 2008, he was functioning as 'President' (Processing Division) of K.P.R. Mill Limited. Considering his significant role in formulation and implementation of Business Plan, he was appointed as "Executive Director" of K.P.R. Mill Limited during</p>	<p>Mr.E.K.Sakthivel, born on 16.04.1983, is a Commerce Graduate and completed MBA in 2005 from Bharathiar University. He has over 12 years of experience in Production & Marketing of Apparels. He joined the Management Team of KPR Mill Limited (KPR) in 2007, as 'Head-Operations' (Garment Division), Tirupur and has been functioning as such. Since his appointment, the Garment Unit, Tirupur had seen a rapid growth in the volume of Business and performance. Considering his significant role in formulation and implementation of various Business plans in the Garment segment, he was involved in Expansion and Modernisation schemes and setting up of new units of KPR.</p> <p>His managerial competence elevated him as an 'Executive Director' of the Company in 2016. His marketing skills secured new International Buyers besides widening the business from existing clientele. Presently he oversees the operations and some of the Spinning Mills of the Company the new 'State of the Art' Garment unit at Thekkalur, catering to the requirements of Top International Brands.</p>

Name of the Director	Mr. C.R. Anandakrishnan	Mr. E.K. Sakthivel
	2011 and has been functioning as such looking after the various Expansion and Modernisation Schemes of KPR Group. Presently he is managing the operations of Processing Division, Garment Units (including Ethiopia Unit), some of the Spinning Units, Co-gen cum Sugar Plant at Karnataka and the Authorised Dealerships of Premium Brand Motor Cars 'AUDI' & High-end International Brand Motorcycles 'Harley Davidson' at Coimbatore. As a Member in the 'Coimbatore Round Table 9' he is rendering services to the Society.	His active involvement in furtherance of the growth prospects of the Company has led him to take the responsibility of managing the operations of the Retail business that the Company has recently ventured
No. of Board Meetings attended during the year	Four out of Four	Three out of Four
Directorship held in other Public Companies (excluding foreign, Private and Subsidiary Companies)	Nil	Nil
Chairmanships/ Memberships of Committee of other Boards (*)	Nil	Nil
Shareholding in the Company - No. of Shares	1,390	Nil
Inter-se relationship with other Directors & Key Managerial Personnel	Father : Mr. K.P. Ramasamy	Wife's Father : Mr. KPD Sigamani
Terms of Reappointment including Remuneration	Furnished in Explanatory Statement	Furnished in Explanatory Statement
Remuneration Last drawn	₹ 24 Lakhs	₹ 18 Lakhs

(*) – Includes Audit Committee and Stakeholders Relationship Committee but exclude committee of Subsidiary Companies, Foreign Companies, Private Limited Companies and Companies under Section 8 of the Companies Act, 2013.