



K.P.R. MILL LIMITED

**CORPORATE GOVERNANCE REPORT FOR
THE QUARTER ENDED 31.12.2022**

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - K.P.R. Mill Limited
2. Quarter ending - 31-Dec-2022

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpersons /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	K.P. Ramasamy	00003736	AARPR1787J	C,ED		19-Mar-2003	01-Apr-2022			01-May-1949	No				Active	NA		1	0	0	0		
Mr.	KPD Sigamani	00003744	ACWPD4021E	ED	MD	19-Mar-2003	01-Apr-2020			04-Aug-1953	No				Active	NA		1	0	0	0		
Mr.	P.Nataraj	00229137	ABOPN9966D	ED	CEO-MD	19-Mar-2003	01-Apr-2020			04-Aug-1957	No				Active	NA		1	0	3	0	AC, SC, RC	

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpers on /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membershi p in Committees of the Company	Remarks
Mr.	K. Sabapathy	00001794	AMOPS9631B	ID		21-Feb-2007	01-Apr-2019		105 Months	04-Jun-1955	No				Active	NA		1	1	2	1	AC, SC, RC, NRC	
Mr.	G.P. Muniappan	01653599	AAJPM4939M	ID		24-Mar-2008	01-Apr-2019		105 Months	26-May-1941	No				Active	Yes	27-Aug-2018	1	1	3	2	AC, SC, NRC	
Mr.	K.N.V. Ramani	00007931	ABQPR3244N	ID		27-Jun-2008	01-Apr-2019		105 Months	05-Oct-1931	No				Active	Yes	27-Aug-2018	4	4	4	4		
Mr.	A.M. Palanisamy	00112303	AHRPP0987B	ID		22-Feb-2010	01-Apr-2019		105 Months	15-Aug-1950	No				Active	NA		2	2	2	2		

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpersons /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	C.R. Anandakrishnan	00003748	AHDP3293A	ED		31-Jan-2011	01-Feb-2021			03-Sep-1977	No				Active	NA		1	0	0	0		
Mr.	C.Thirumurthy	00001991	AAFPT5313E	ID		31-Jan-2011	01-Apr-2019		105 Months	16-Apr-1959	No				Active	NA		1	1	0	0		
Mrs.	S. Renganayak ei	07116244	AFLPR8872F	ID		12-Mar-2015	12-Mar-2020		93.2 Months	27-Jul-1951	No				Active	NA		1	1	1	0	NRC	
Mr.	E.K. Sakthivel	01876822	AYBPS1375D	ED		09-Mar-2016	09-Mar-2021			16-Apr-1983	No				Active	NA		1	0	0	0		

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpersons /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	P. Selvakumar	07228760	BLDPS4268R	ED		27-Jul-2015	27-Jul-2020			13-Jun-1974	No				Active	NA		1	0	0	0		

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	G.P. Muniappan	ID	Chairperson	07-Oct-2009	
2	K. Sabapathy	ID	Member	21-Feb-2007	
3	P.Nataraj	ED	Member	05-Oct-2006	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	K. Sabapathy	ID	Chairperson	21-Feb-2007	
2	G.P. Muniappan	ID	Member	27-Jul-2015	
3	P.Nataraj	ED	Member	21-Feb-2007	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	P.Nataraj	ED	Chairperson	28-Jan-2019	
2	K. Sabapathy	ID	Member	28-Jan-2019	
3	PL Murugappan	Chief Financial Officer	Member	28-Jan-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	G.P. Muniappan	ID	Chairperson	28-Jun-2010	
2	S. Renganayakei	ID	Member	27-Jul-2015	
3	K. Sabapathy	ID	Member	27-Oct-2017	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
28-Jul-2022	Yes	12	11	5
07-Nov-2022	Yes	12	11	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	101

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	28-Jul-2022	Yes	3	3	2	0
Audit Committee	07-Nov-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	07-Nov-2022	Yes	3	3	2	0
Risk Management Committee	19-Dec-2022	Yes	3	3	1	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	101

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 500 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **P. Kandaswamy**
Designation : **Company Secretary & Compliance Officer**

Signatory Details	
Name of signatory	P. Kandaswamy
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	13-01-2023