

# K.P.R. MILL LIMITED

Corporate Office : 1<sup>st</sup> Floor Srivari Shrimat, 1045, Avinashi Road, Coimbatore - 641018. India ☎ : 0422-2207777 Fax : 0422-2207778

22<sup>nd</sup> May 2023

To

**The Listing department**  
BSE Limited  
1st Floor, Rotunda Buildings,  
Phiroze Jeejeebhoy Towers,  
Mumbai-400001.

**The Listing Department,**  
National Stock Exchange of India Limited  
Exchange Plaza, Plot: C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051.

Dear Sir,

**BSE: 532889 / NSE: KPRMILL**

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2023**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (as amended), we enclose a copy of the Annual Secretarial Compliance Report duly signed by the Practicing Company Secretary for the year ended 31.03.2023.

Please take the same on record.

Thanking You,

Yours Faithfully,

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



**P. Kandaswamy**  
**Company Secretary**

**Encl: As above**

# **CS K RADHAKRISHNAN B.COM FCS**

**PRACTISING COMPANY SECRETARY**

**69-1, LML COLONY 3<sup>RD</sup> STREET, AMMANKULAM ROAD, PAPPANAICKENPALAYAM,  
COIMBATORE - 641 037**

**MOBILE: 7502644178 E-MAIL: radhakrishnanpcs@gmail.com**

---

## **Annual Secretarial Compliance Report of M/s. K.P.R. Mill Limited for the year ended 31.03.2023**

I, K Radhakrishnan, B.Com, FCS, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. K.P.R. Mill Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review period the compliance status of the listed entity is appended below:

| Sr No | Particulars  | Compliance Status<br>(Yes/No/NA) | Observations /<br>Remarks by PCS |
|-------|--|----------------------------------|----------------------------------|
| 1.    | <b>Secretarial Standards:</b><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)   | Yes                              | Nil                              |
| 2.    | <b>Adoption and timely updation of the Policies:</b><br>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. | Yes                              | Nil                              |



|    |   |     |     |
|----|---|-----|-----|
| 3. | <p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</p> | Yes | Nil |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>  | Yes | Nil |
| 5. | <p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>  | Yes | Nil |
| 6. | <p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>  | Yes | Nil |





|     |   |     |     |
|-----|---|-----|-----|
| 7.  | <p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>  | Yes | Nil |
| 8.  | <p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.</p> | Yes | Nil |
| 9.  | <p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>  | Yes | Nil |
| 10. | <p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>  | Yes | Nil |



|     |  |     |     |
|-----|--|-----|-----|
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p> | Yes | Nil |
| 12. | <p>Additional Non-compliances, if any:</p> <p>No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p>   | Yes | Nil |

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No  | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action Advisory / Clarification / Fine / Show Cause Notice / Warning, etc. |
|---------|--|---------------------------|------------|-----------------|--|
| --NIL-- |  |                           |            |                 |  |

| Details of violation | Fine Amount | Observations/ remarks of the Practising Secretary. | Management Response | Remarks |
|----------------------|-------------|--|---------------------|---------|
| --NIL--              |             |  |                     |         |





The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No.   | Compliance Requirement<br>(Regulations/ circulars / guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action<br>Advisory / Clarification / Fine / Show Cause Notice / Warning, etc. |
|---|---|---------------------------|------------|-----------------|---|
| There was no observation made in the previous report for the financial year ended on 31 <sup>st</sup> March 2022. |   |                           |            |                 |   |

| Details of violation  | Fine Amount | Observations/ remarks of the Practising Company Secretary. | Management Response | Remarks |
|---|-------------|--|---------------------|---------|
| There was no observation made in the previous report for the financial year ended on 31 <sup>st</sup> March 2022. |             |  |                     |         |

Place : Coimbatore

Date : 03.05.2023

UDIN : F012236E000245073



*Radhakrishnan*

K Radhakrishnan B.Com FCS

Practising Company Secretary

FCS No: 12236 CP No: 16911

Peer review Certificate No.1181/2021