



**K.P.R. MILL LIMITED**

**CORPORATE GOVERNANCE REPORT FOR  
THE QUARTER ENDED 31.03.2023**

---

**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-Mar-2023

**i. Composition of Board of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /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 proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membersh ip 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	ACWPD402IE	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 (Chairperson /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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Karuppanna gounder Sabapathy	00001794	AMOPS9631B	ID		21-Feb-2007	01-Apr-2019		108 Months	04-Jun-1955	No				Active	NA		1	1	2	1	AC, SC, RC, NRC	
Mr.	Gopichettipalayam Periasamy Muniappan	01653599	AAJPM4939M	ID		24-Mar-2008	01-Apr-2019		108 Months	26-May-1941	No				Active	Yes	27-Aug-2018	1	1	4	3	AC, SC, NRC	
Mr.	Kodumudi Narayanaswami Venkata Ramani	00007931	ABQPR3244N	ID		27-Jun-2008	01-Apr-2019	30-Mar-2023	108 Months	05-Oct-1931	No				Inactive	Yes	27-Aug-2018	4	4	4	4		
Mr.	Arasampalayam Marappa Gounder Palanisamy	00112303	AHRPP0987B	ID		22-Feb-2010	01-Apr-2019		108 Months	15-Aug-1950	No				Active	NA		2	2	2	2		

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membersh ip in Committees of the Company	Remarks
Mr.	C R Anandakrishnan	00003748	AHDPR3293A	ED		31-Jan-2011	01-Feb-2021			03-Sep-1977	No				Active	NA		1	0	0	0		
Mr.	Chinnaappagounder Thirumurthy	00001991	AAFPT5313E	ID		31-Jan-2011	01-Apr-2019		108 Months	16-Apr-1959	No				Active	NA		1	1	0	0		
Mrs.	Renganayak ei	07116244	AFLPR8872F	ID		12-Mar-2015	12-Mar-2020		96.2 Months	27-Jul-1951	No				Active	NA		1	1	1	0	NRC	
Mr.	Sakthivel E K	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 (Chairperson /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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membersh ip 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		

<b>Company Remarks</b>	Mr. Kodumudi Narayanaswami Venkata Ramani deceased on 30.03.2023
<b>Whether Regular chairperson appointed</b>	Yes
<b>Whether Chairperson is related to MD or CEO</b>	Yes

ii. **Composition of Committees**

a. **Audit Committee**

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

<b>Company Remarks</b>	
<b>Whether Regular chairperson appointed</b>	Yes

**b. Stakeholders Relationship Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Karuppannagounder Sabapathy	ID	Chairperson	21-Feb-2007	
2	Gopichettipalayam Periasamy Muniappan	ID	Member	27-Jul-2015	
3	P Nataraj	ED	Member	21-Feb-2007	

<b>Company Remarks</b>	
<b>Whether Regular chairperson appointed</b>	Yes

**c. Risk Management Committee**

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

<b>Company Remarks</b>	
<b>Whether Regular chairperson appointed</b>	Yes

**d. Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Gopichettipalayam Periasamy Muniappan	ID	Chairperson	28-Jun-2010	
2	Renganayakei	ID	Member	27-Jul-2015	
3	Karuppannagounder Sabapathy	ID	Member	27-Oct-2017	

<b>Company Remarks</b>	
<b>Whether Regular chairperson appointed</b>	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>
07-Nov-2022	Yes	12	11	5
06-Feb-2023	Yes	12	10	5

<b>Company Remarks</b>	
<b>Maximum gap between any two consecutive (in number of days)</b>	90

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors in the Committee as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>Number of Independent directors attending the meeting</b>	<b>Number of Members attending the Meeting (Other than Board of Directors)</b>
Audit Committee	07-Nov-2022	Yes	3	3	2	0
Audit Committee	06-Feb-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	07-Nov-2022	Yes	3	3	2	0
Risk Management Committee	19-Dec-2022	Yes	2	2	1	1
Corporate Social Responsibility Committee	07-Nov-2022	Yes	4	4	1	0

<b>Company Remarks</b>	
<b>Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]</b>	90

**v. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	
--	--

## **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**



**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>				
<b>Sr.</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is “No” details of non-compliance may be given here.</b>	<b>Website</b>
	<b>As per regulation 46(2) of the LODR:</b>			
1	Details of business	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
6	Criteria of making payments to non-executive directors	Not Applicable		
7	Policy on dealing with related party transactions	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
8	Policy for determining ‘material’ subsidiaries	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
9	Details of familiarization programs imparted to independent directors	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
12	Financial results	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
13	Shareholding pattern	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	Not Applicable		

Sr.	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Website
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
16	New name and the old name of the listed entity	Not Applicable		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>
23	It is certified that these contents on the website of the listed entity are correct.	Yes		<a href="https://kprmillimited.com/">https://kprmillimited.com/</a>

## II Annual Affirmations

Sr.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	

<b>Sr.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is “No” details of non-compliance may be given here.</b>
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Not Applicable	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of nomination & remuneration committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
21	Meeting of stakeholder relationship committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	

<b>Sr.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is “No” details of non-compliance may be given here.</b>
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Not Applicable	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Not Applicable	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non- Executive Directors	26(4)	Not Applicable	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

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

### ANNEXURE IV

<b>Additional Half yearly Disclosure</b>	
<b>Applicability of disclosure</b>	Not Applicable
<b>Reason for Non Applicability</b>	The Company has advanced loans or given guarantees, securities etc., ONLY to its Wholly Owned Subsidiary Companies that are exempted under the Companies Act, 2013.

<b>Signatory Details</b>	
Name of signatory	P. Kandaswamy
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	17-04-2023