



K.P.R. MILL LIMITED

**CORPORATE GOVERNANCE REPORT FOR
THE QUARTER ENDED 30.09.2023**

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 - 30-Sep-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 Directors 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.	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 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	AMOP9631B	ID		21-Feb-2007	01-Apr-2019		114 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		114 Months	26-May-1941	No				Active	Yes	27-Aug-2018	1	1	4	3	AC, SC, NRC	
Mr.	Arasampalayam Marappa Gounder Palanisamy	00112303	AHRPP0987B	ID		22-Feb-2010	01-Apr-2019		114 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 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.	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		114 Months	16-Apr-1959	No				Active	NA		1	1	1	1		
Mrs.	Renganayak	07116244	AFLPR8872F	ID		12-Mar-2015	12-Mar-2020		102.2 Months	27-Jul-1951	No				Active	NA		1	1	1	0	NRC	

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 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.	Sakthivel EK	01876822	AYBPS1375D	ED		09-Mar-2016	09-Mar-2021			16-Apr-1983	No				Active	NA		1	0	0	0		
Mrs.	V Bhuvaneshwari	01628512	ADOPB4127E	ID		03-May-2023	03-May-2023		4.29 Months	05-Feb-1962	No				Active	NA		5	5	5	0		
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	Gopichettipalayam Periasamy Muniappan	ID	Chairperson	07-Oct-2009	
2	Karuppannagounder 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	Karuppannagounder Sabapathy	ID	Chairperson	21-Feb-2007	
2	Gopichettipalayam Periasamy 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	Karuppannagounder 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	Gopichettipalayam Periasamy Muniappan	ID	Chairperson	28-Jun-2010	
2	Renganayakei	ID	Member	27-Jul-2015	
3	Karuppannagounder 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
03-May-2023	Yes	12	12	6
01-Aug-2023	Yes	12	11	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

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	03-May-2023	Yes	3	3	2	0
Audit Committee	01-Aug-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	03-May-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	21-Apr-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	09-Aug-2023	Yes	3	3	3	0
Risk Management Committee	06-Jun-2023	Yes	2	2	1	1
Corporate Social Responsibility Committee	21-04-2023	Yes	4	4	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

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 1000 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**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

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

ANNEXURE III

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	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.

Signatory Details	
Name of signatory	P. Kandaswamy
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	13-10-2023