



K.P.R. MILL LIMITED

**CORPORATE GOVERNANCE REPORT FOR
THE QUARTER ENDED 31.03.2024**

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-2024

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?	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	Reason for Cessation	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	2	0	AC, SC, RMC		

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?	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	Reason for Cessation	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.	Sakthivel E K	01876822	AYBPS1375D	ED		09-Mar-2016	09-Mar-2021			16-Apr-1983	No	Active	NA		1	0	0	0			
Mr.	P Selvakumar	07228760	BLDPS4268R	ED		27-Jul-2015	27-Jul-2020			13-Jun-1974	No	Active	NA		1	0	0	0			
Mr.	Gopichettipalayam Periasamy Muniappan	01653599	AAJPM4939M	ID		24-Mar-2008	01-Apr-2019	31-Mar-2024	120 Months	26-May-1941	No	Active	Yes	27-Aug-2018	1	1	3	2	AC, SC, NRC	Tenure Completion	

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?	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	Reason for Cessation	Remarks
Mr.	Karuppanna gounder Sabapathy	00001794	AMOPS9631B	ID		21-Feb-2007	01-Apr-2019	31-Mar-2024	120 Months	04-Jun-1955	No	Active	NA		1	1	2	1	AC, SC, RMC, NRC	Tenure Completion	
Mr.	Arasampalayam Marappa Gounder Palanisamy	00112303	AHRPP0987B	ID		22-Feb-2010	01-Apr-2019	31-Mar-2024	120 Months	15-Aug-1950	No	Active	NA		2	2	2	2		Tenure Completion	
Mr.	Chinnaappagounder Thirumurthy	00001991	AAFPT5313E	ID		31-Jan-2011	01-Apr-2019	31-Mar-2024	120 Months	16-Apr-1959	No	Active	NA		1	1	1	0		Tenure Completion	
Mrs.	Renganayakei	07116244	AFLPR8872F	ID		12-Mar-2015	12-Mar-2020		108.2 Months	27-Jul-1951	No	Active	NA		1	1	0	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?	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	Membership in Committees of the Company	Reason for Cessation	Remarks
Mrs.	Vidyasankar Bhuvaneshwari	01628512	ADOPB4127E	ID		03-May-2023	03-May-2023		10.29 Months	05-Feb-1962	No	Active	NA		5	5	5	0			

Company Remarks	The following New Independent Directors are Appointed with effect from 01.04.2024: 1. Mr. Marappa Gounder Alagiriswamy 2. Mr. Ramanathan Sridharan 3. Mr. Thangavelu Kuppana Gounder 4. Mr. Kuchimanchi Venkata Ramananda Rao
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	31-03-2024
2	Karuppannagounder Sabapathy	ID	Member	21-Feb-2007	31-03-2024
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	31-03-2024
2	Gopichettipalayam Periasamy Muniappan	ID	Member	27-Jul-2015	31-03-2024
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	31-03-2024
3	PL Murugappan	Chief Financial Officer	Member	28-Jan-2019	

Company Remarks	The Chief Financial Officer a Non-Director (hence has no DIN) is also a member of the Risk Management Committee.
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	31-03-2024
2	Renganayakei	ID	Member	27-Jul-2015	
3	Karuppannagounder Sabapathy	ID	Member	27-Oct-2017	31-03-2024

Company Remarks	
Whether Regular chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	K P Ramasamy	ED	Chairperson	06-Nov-2014	
2	KPD Sigamani	ED	Member	06-Nov-2014	
3	P Nataraj	ED	Member	06-Nov-2014	
4	Renganayakei	ID	Member	27-Jul-2015	

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
06-Nov-2023	Yes	12	11	6
05-Feb-2024	Yes	12	12	6
21-Mar-2024	Yes	12	11	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

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	06-Nov-2023	Yes	3	3	2	0
Audit Committee	05-Feb-2024	Yes	3	3	2	0
Nomination and remuneration committee	27-Jan-2024	Yes	3	3	3	0
Nomination and remuneration committee	14-Mar-2024	Yes	3	3	3	0

Stakeholders Relationship Committee	06-Nov-2023	Yes	3	3	2	0
Risk Management Committee	28-Nov-2023	Yes	2	2	1	1

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

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

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

I. Disclosure on website in terms of Listing Regulations				
Sr.	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Website
	As per regulation 46(2) of the LODR:			
1	Details of business	Yes		https://kprmillimited.com/
2	Terms and conditions of appointment of independent directors	Yes		https://kprmillimited.com/
3	Composition of various committees of board of directors	Yes		https://kprmillimited.com/
4	Code of conduct of board of directors and senior management personnel	Yes		https://kprmillimited.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://kprmillimited.com/
6	Criteria of making payments to non-executive directors	Not Applicable		
7	Policy on dealing with related party transactions	Yes		https://kprmillimited.com/
8	Policy for determining ‘material’ subsidiaries	Yes		https://kprmillimited.com/
9	Details of familiarization programs imparted to independent directors	Yes		https://kprmillimited.com/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://kprmillimited.com/
11	email address for grievance redressal and other relevant details	Yes		https://kprmillimited.com/
12	Financial results	Yes		https://kprmillimited.com/
13	Shareholding pattern	Yes		https://kprmillimited.com/
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
15.1	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		https://kprmillimited.com/
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://kprmillimited.com/
16	New name and the old name of the listed entity	Not Applicable		
17	Advertisements as per regulation 47 (1)	Yes		https://kprmillimited.com/
18	Credit rating or revision in credit rating obtained	Yes		https://kprmillimited.com/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://kprmillimited.com/
20	Secretarial Compliance Report	Yes		https://kprmillimited.com/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://kprmillimited.com/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://kprmillimited.com/
23	Disclosures under regulation 30(8)	Yes		https://kprmillimited.com/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A (1)	Yes		https://kprmillimited.com/
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://kprmillimited.com/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://kprmillimited.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://kprmillimited.com/

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(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	

Sr.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(A)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Not Applicable	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Sr.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
36	Alternate Director to Independent Director	25(1)	Not Applicable	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non- Executive Directors	26(4)	Not Applicable	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	

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

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.

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

Signatory Details	
Name of signatory	P. Kandaswamy
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	12-04-2024