



K.P.R. MILL LIMITED

CORPORATE GOVERNANCE REPORT FOR

THE QUARTER ENDED 30.09.2024

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 - 30-Sep-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?	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.	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, 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.	C R Anandakrishnan	00003748	AHDPR3293A	ED		31-Jan-2011	01-Feb-2021			03-Sep-1977	No				Active	NA		1	0	0	0		
Mr.	Sakthivel EK	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		
Mrs.	Renganayak ei	07116244	AFLPR8872F	ID		12-Mar-2015	12-Mar-2020		114.2 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?	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.	Marappa Gounder Alagiriswamy	02112350	ABYPA7181K	ID		01-Apr-2024	01-Apr-2024		6 Months	02-May-1952	No				Active	NA		2	2	3	2	AC, SC, RMC, NRC	
Mrs.	Vidyasankar Bhuvaneshwari	01628512	ADOPB4127E	ID		03-May-2023	03-May-2023		16.29 Months	05-Feb-1962	No				Active	NA		3	3	3	0		
Mr.	Venkata Ramananda Rao Kuchimanchi	09170522	AANPR9614C	ID		01-Apr-2024	01-Apr-2024		6 Months	26-Jul-1972	No				Active	NA		2	2	1	1		
Mr.	Kuppana Gounder Thangavelu	08993868	AETPT2015F	ID		01-Apr-2024	01-Apr-2024		6 Months	06-Dec-1952	No				Active	NA		1	1	3	1	AC, SC, 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.	Sridharan	00018356	ABGPS4444P	ID		01-Apr-2024	01-Apr-2024		6 Months	25-Jun-1959	No				Active	NA		1	1	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	Marappa Gounder Alagiriswamy	ID	Chairperson	01-Apr-2024	
2	Kuppana Gounder Thangavelu	ID	Member	01-Apr-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	Kuppana Gounder Thangavelu	ID	Chairperson	01-Apr-2024	
2	Marappa Gounder Alagiriswamy	ID	Member	01-Apr-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	Marappa Gounder Alagiriswamy	ID	Member	01-Apr-2024	
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	Marappa Gounder Alagiriswamy	ID	Chairperson	01-Apr-2024	
2	Kuppana Gounder Thangavelu	ID	Member	01-Apr-2024	
3	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
02-May-2024	Yes	12	12	6
31-Jul-2024	Yes	12	12	6

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	02-May-2024	Yes	3	3	2	0
Audit Committee	31-Jul-2024	Yes	3	3	2	0
Nomination & Remuneration Committee	24-Apr-2024	Yes	3	3	3	1
Stakeholders Relationship Committee	02-May-2024	Yes	3	3	2	0
Risk Management Committee	19-Jun-2024	Yes	2	2	1	1
Corporate Social Responsibility Committee	24-Apr-2024	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**

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Textual Information(1)	The Company has advanced loans or given guarantees, securities etc., only to its Wholly Owned Subsidiary Companies that are exempted by the Companies Act, 2013.
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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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Signatory Details	
Name of signatory	P. Kandaswamy
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	10-10-2024