



K.P.R. MILL LIMITED

**CORPORATE GOVERNANCE REPORT FOR
THE QUARTER ENDED 31.12.2024**

A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity - **K.P.R. Mill Limited**
2. Quarter ending - **31-December-2024**

I. **Composition of Board of Director**

Title (Mr. / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) #	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure *	Date of Birth	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 [Refer Regulation 26(1) of the LODR Regulations]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of the LODR Regulations]
Mr.	K P Ramasamy	AXXXXXXX XJ & 00003736	Chairperson - Executive Director	19-Mar-2003	01-Apr-2022	NA		01-May-1949	1	0	0	0
Mr.	KPD Sigamani	AXXXXXXX XE & 00003744	Executive Director - MD	19-Mar-2003	01-Apr-2020	NA		04-Aug-1953	1	0	0	0
Mr.	P Nataraj	AXXXXXXX XD & 00229137	Executive Director – CEO-MD	19-Mar-2003	01-Apr-2020	NA		04-Aug-1957	1	0	2	0
Mr.	C R Anandakrishnan	AXXXXXXX XA & 00003748	Executive Director	31-Jan-2011	01-Feb-2021	NA		03-Sep-1977	1	0	0	0
Mr.	Sakthivel E K	AXXXXXXX XD & 01876822	Executive Director	09-Mar-2016	09-Mar-2021	NA		16-Apr-1983	1	0	0	0
Mr.	P Selvakumar	BXXXXXXX XR & 07228760	Executive Director	27-Jul-2015	27-Jul-2020	NA		13-Jun-1974	1	0	0	0
Mrs.	Renganayakei	AXXXXXXX XF & 07116244	Non-Executive – Independent Director	12-Mar-2015	12-Mar-2020	NA	117.2 Months	27-Jul-1951	1	1	0	0

Title (Mr. / Ms.)	Name of the Director	PAN \$ & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) #	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure *	Date of Birth	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 regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of the LODR Regulations]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of the LODR Regulations]
Mr.	Marappa Gounder Alagiriswamy	AXXXXXXX XK & 02112350	Non-Executive – Independent Director	01-Apr-2024	01-Apr-2024	NA	9 Months	02-May-1952	2	2	4	3
Mrs.	Vidyasankar Bhuvaneshwari	AXXXXXXX XE & 01628512	Non-Executive – Independent Director	03-May-2023	03-May-2023	NA	19.29 Months	05-Feb-1962	3	3	3	0
Mr.	Venkata Ramananda Rao Kuchimanchi	AXXXXXXX XC & 09170522	Non-Executive – Independent Director	01-Apr-2024	01-Apr-2024	NA	9 Months	26-Jul-1972	2	2	1	1
Mr.	Kuppana Gounder Thangavelu	AXXXXXXX XF & 08993868	Non-Executive – Independent Director	01-Apr-2024	01-Apr-2024	NA	9 Months	06-Dec-1952	1	1	3	1
Mr.	Sridharan	AXXXXXXX XP & 00018356	Non-Executive – Independent Director	01-Apr-2024	01-Apr-2024	NA	9 Months	25-Jun-1959	1	1	0	0

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes
<p>\$ - PAN number of any director would not be displayed on the website of Stock Exchange</p> <p># - Category of directors means executive / non-executive / independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p> <p>* - To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>	

II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) #		Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Marappa Gounder Alagiriswamy	Chairperson	Non-Executive Independent Director	01-Apr-2024	
		Kuppana Gounder Thangavelu	Member	Non-Executive Independent Director	01-Apr-2024	
		P Nataraj	Member	Executive Director – CEO-MD	05-Oct-2006	
2. Nomination and Remuneration Committee	Yes	Marappa Gounder Alagiriswamy	Chairperson	Non-Executive Independent Director	01-Apr-2024	
		Kuppana Gounder Thangavelu	Member	Non-Executive Independent Director	01-Apr-2024	
		Renganayakei	Member	Non-Executive Independent Director	27-Jul-2015	
3. Risk Management Committee	Yes	P Nataraj	Chairperson	Executive Director – CEO-MD	28-Jan-2019	
		Marappa Gounder Alagiriswamy	Member	Non-Executive Independent Director	01-Apr-2024	
		PL Murugappan	Member	Non-Director - Chief Financial Officer	28-Jan-2019	
4. Stakeholders Relationship Committee	Yes	Kuppana Gounder Thangavelu	Chairperson	Non-Executive Independent Director	01-Apr-2024	
		Marappa Gounder Alagiriswamy	Member	Non-Executive Independent Director	01-Apr-2024	
		P Nataraj	Member	Executive Director – CEO-MD	21-Feb-2007	
# - Category of Directors means Executive / Non-Executive / Independent / Nominee. if a Director fits into more than one category write all categories separating them with hyphen						

III. Meeting of Board of Directors

Date(s) of meeting in the relevant quarter	Whether requirement of Quorum met *	Number of Directors present*	Number of independent directors present *	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
05-Nov-2024	Yes	12	6	31-Jul-2024	96
* To be filled in only for the current quarter meetings					

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	05-Nov-2024	Yes	3	2	31-Jul-2024	96
Stakeholders Relationship Committee	05-Nov-2024	Yes	3	2	Nil	NA

* To be filled in only for the current quarter meetings
** This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional

V. 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, voluntary for entities ranked 1001 to 2000) - **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: **Nil**

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

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement "same as previous quarter" may be given.