



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

**INTEGRATED GOVERNANCE REPORT FOR  
THE QUARTER ENDED 30.06.2025**

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## **A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

### **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-June-2025**

#### **I. Composition of Board of Director**

<b>Title (Mr. / Ms)</b>	<b>Name of the Director</b>	<b>PAN \$ &amp; DIN</b>	<b>Category (Chairperson / Executive / Non- Executive / Independent / Nominee) #</b>	<b>Initial Date of Appointm ent</b>	<b>Date of Re- appoint ment</b>	<b>Date of cessation</b>	<b>Tenure *</b>	<b>Date of Birth</b>	<b>No. of Directorshi p in listed entities including this listed entity [in reference to Regulation 17A (1)]</b>	<b>No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]</b>	<b>No of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of the LODR Regulations]</b>	<b>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]</b>
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- 2025	NA		04-Aug- 1953	1	0	0	0
Mr.	P Nataraj	AXXXXXXX XD & 00229137	Executive Director – CEO-MD	19-Mar- 2003	01-Apr- 2025	NA		04-Aug- 1957	1	0	2	0
Mr.	C R Anandkrishnan	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

<b>Title (Mr. / Ms.)</b>	<b>Name of the Director</b>	<b>PAN \$ &amp; DIN</b>	<b>Category (Chairperson / Executive / Non- Executive / Independent / Nominee) #</b>	<b>Initial Date of Appointm ent</b>	<b>Date of Re- appoint ment</b>	<b>Date of cessation</b>	<b>Tenure *</b>	<b>Date of Birth</b>	<b>No. of Directorshi p in listed entities including this listed entity [in reference to Regulation 17A (1)]</b>	<b>No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]</b>	<b>No of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of the LODR Regulations]</b>	<b>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]</b>
Mr.	Marappa Gounder Alagiriswamy	AXXXXXXX XK & 02112350	Non- Executive – Independent Director	01-Apr- 2024	01-Apr- 2024	NA	15 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	25.29 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	15 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	15 Months	06-Dec- 1952	1	1	3	1
Mr.	Sridharan	AXXXXXXX XP & 00018356	Non- Executive – Independent Director	01-Apr- 2024	01-Apr- 2024	NA	15 Months	25-Jun- 1959	1	1	0	0
Mr.	Mellapalayam Vijayaraghavan Jeganathan	AXXXXXXX XL & 10722925	Non- Executive – Independent Director	11-Mar- 2025	11-Mar- 2025	NA	3.21 Months	12-Jul- 1963	2	2	1	1

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	
		Mellapalayam Vijayaraghavan Jeganathan	Member	Non-Executive - Independent Director	11-Mar-2025	
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	
5. Corporate Social Responsibility Committee	Yes	K P Ramasamy	Chairperson	Executive Director	06-11-2014	
		KPD Sigamani	Member	Executive Director	06-11-2014	
		P Nataraj	Member	Executive Director – CEO-MD	06-11-2014	
		Mellapalayam Vijayaraghavan Jeganathan	Member	Non-Executive - Independent Director	11-03-2025	

# - 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 (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-Feb-2025	Yes	12	11	5
09-May-2025	Yes	12	12	6

<b>Company Remarks</b>	
<b>Maximum gap between any two consecutive (in number of days)</b>	94

### 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-Feb-2025	Yes	3	3	2	0
Audit Committee	09-May-2025	Yes	3	3	2	0
Nomination and remuneration committee	01-Feb-2025	Yes	3	3	3	0
Nomination and remuneration committee	10-Mar-2025	Yes	3	3	3	0
Nomination and remuneration committee	28-Apr-2025	Yes	3	3	3	0
Stakeholders Relationship Committee	09-May-2025	Yes	3	3	2	0
Risk Management Committee	09-Jan-2025	Yes	2	2	1	1
Corporate Social Responsibility Committee	28-Apr-2025	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>	94

**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

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	16-07-2025

**B. INVESTOR GRIEVANCE REDRESSAL REPORT****Investor Grievance Redressal Report**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES**

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: **No - During the quarter ended 30.06.2025, the Company has not acquired Shares or Voting Rights in Unlisted Company.**

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

**D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY**

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below: **No - During the quarter ended 30.06.2025, the Company was not imposed with Fine or Penalty.**

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
NIL					

**E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES**

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below: **No - There are no material tax litigations or disputes pending for the Company as on 30th June 2025.**

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
NIL				