



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

**CORPORATE GOVERNANCE REPORT FOR  
THE QUARTER ENDED 30.09.2022**

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**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-2022**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpers on /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 Directors hip in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorshi p in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committ ee(s) including this listed entity	No of post of Chairperso n in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membe rship in Commit tees of the Compa ny	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	ACWPD4021E	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,S C,RC	

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpersons /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 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	Remarks
Mr.	K. Sabapathy	00001794	AMOPS9631B	ID		21-Feb-2007	01-Apr-2019		102	04-Jun-1955	No				Active	NA		1	1	2	1	AC,S C,RC, NRC	
Mr.	G.P. Muniappan	01653599	AAJPM4939M	ID		24-Mar-2008	01-Apr-2019		102	26-May-1941	No				Active	Yes	27-Aug-2018	1	1	3	2	AC,S C,NR C	
Mr.	K.N.V. Ramani	00007931	ABQPR3244N	ID		27-Jun-2008	01-Apr-2019		102	05-Oct-1931	No				Active	Yes	27-Aug-2018	4	4	4	4		
Mr.	A.M. Palanisamy	00112303	AHRPP0987B	ID		22-Feb-2010	01-Apr-2019		102	15-Aug-1950	No				Active	NA		2	2	2	2		

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpersons /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 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	Remarks
Mr.	C.R. Anandkrishnan	00003748	AHDPR3293A	ED		31-Jan-2011	01-Feb-2021			03-Sep-1977	No				Active	NA		1	0	0	0		
Mr.	C.Thirumurthy	00001991	AAFPT5313E	ID		31-Jan-2011	01-Apr-2019		102	16-Apr-1959	No				Active	NA		1	1	0	0		
Mrs.	S. Renganayak ei	07116244	AFLPR8872F	ID		12-Mar-2015	12-Mar-2020		90	27-Jul-1951	No				Active	NA		1	1	1	0	NRC	
Mr.	E.K. Sakthivel	01876822	AYBPS1375D	ED		09-Mar-2016	09-Mar-2021			16-Apr-1983	No				Active	NA		1	0	0	0		

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 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	Remarks
Mr.	P. Selvakumar	07228760	BLDPS4268R	ED		27-Jul-2015	27-Jul-2020			13-Jun-1974	No				Active	NA		1	0	0	0		

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes
<b>Whether Chairperson is related to MD or CEO</b>	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	G.P. Muniappan	ID	Chairperson	07-Oct-2009	
2	K. Sabapathy	ID	Member	21-Feb-2007	
3	P.Nataraj	ED	Member	05-Oct-2006	

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K. Sabapathy	ID	Chairperson	21-Feb-2007	
2	G.P. Muniappan	ID	Member	27-Jul-2015	
3	P.Nataraj	ED	Member	21-Feb-2007	

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes

**c. Risk Management Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	P.Nataraj	ED	Chairperson	28-Jan-2019	
2	K. Sabapathy	ID	Member	28-Jan-2019	
3	PL Murugappan	Chief Financial Officer	Member	28-Jan-2019	

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes

**d. Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	G.P. Muniappan	ID	Chairperson	28-Jun-2010	
2	S. Renganayakei	ID	Member	27-Jul-2015	
3	K. Sabapathy	ID	Member	27-Oct-2017	

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>Number of Independent Directors present</b>
27-Apr-2022	Yes	12	12	6
28-Jul-2022	Yes	12	11	5

<b>Company Remarks</b>	
<b>Maximum gap between any two consecutive (in number of days)</b>	91

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Total Number of Directors attended the meeting (All directors including Independent Director)</b>	<b>Number of Independent directors attending the meeting</b>	<b>Number of Members attending the Meeting (Other than Board of Directors)</b>
Audit Committee	27-Apr-2022	Yes	3	3	2	0
Audit Committee	28-Jul-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	27-Apr-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	22-Apr-2022	Yes	3	3	3	0
Risk Management Committee	29-Jun-2022	Yes	3	3	1	1

<b>Company Remarks</b>	
<b>Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]</b>	91

**ANNEXURE II**

**v. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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 500 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 III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
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 IV

<b>Additional Half yearly Disclosure</b>	
<b>Applicability of disclosure</b>	Not Applicable
<b>Reason for Non Applicability</b>	The Company has advanced any loans or given guarantees, securities etc., only to its Wholly Owned Subsidiary Companies that are exempted by the Companies Act, 2013.

<b>Signatory Details</b>	
Name of signatory	P. Kandaswamy
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	18-10-2022