



K.P.R. MILL LIMITED

**CORPORATE GOVERNANCE REPORT FOR
THE QUARTER ENDED 31.03.2022**

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-2022

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 special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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	Members hip in Committees of the Company	Remarks
Mr.	K.P. Ramasamy	00003736	AARPR1787J	C,ED		19-Mar-2003	01-Apr-2020			01-May - 1949	NA		1	0	0	0		
Mr.	KPD Sigamani	00003744	ACWPD402IE	ED	MD	19-Mar-2003	01-Apr-2020			04-Aug-1953	NA		1	0	0	0		
Mr.	P.Nataraj	00229137	ABOPN9966D	ED	CEO-MD	19-Mar-2003	01-Apr-2020			04-Aug-1957	NA		1	0	3	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 special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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	Members hip in Committees of the Company	Remarks
Mr.	K. Sabapathy	00001794	AMOPS9631B	ID		21-Feb-2007	01-Apr-2019		96	04-Jun-1955	NA		1	1	2	1	AC,SC, RC,NRC	
Mr.	G.P. Muniappan	01653599	AAJPM4939M	ID		24-Mar-2008	01-Apr-2019		96	26-May - 1941	Yes	27-Aug-2018	2	2	5	4	AC,SC, NRC	
Mr.	K.N.V. Ramani	00007931	ABQPR3244N	ID		27-Jun-2008	01-Apr-2019		96	05-Oct-1931	Yes	27-Aug-2018	5	5	6	5		
Mr.	A.M. Palanisamy	00112303	AHRPP0987B	ID		22-Feb-2010	01-Apr-2019		96	15-Aug-1950	NA		2	2	2	2		

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 special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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	Members hip in Committees of the Company	Remarks
Mr.	C.R. Anandakrishnan	00003748	AHDPR3293A	ED		31-Jan-2011	01-Feb-2021			03-Sep-1977	NA		1	0	0	0		
Mr.	C.Thirumurthy	00001991	AAFPT5313E	ID		31-Jan-2011	01-Apr-2019		96	16-Apr-1959	NA		1	1	0	0		
Mrs.	S. Ranganayaki	07116244	AFLPR8872F	ID		12-Mar-2015	12-Mar-2020		84	29-Oct-1952	NA		1	1	1	0	NRC	
Mr.	E.K.Sakthivel	01876822	AYBPS1375D	ED		09-Mar-2016	09-Mar-2021			16-Apr-1983	NA		1	0	0	0		

Mr.	P. Selvakumar	07228760	BLDPS4268R	ED		27-Jul-2015	27-Jul-2020			13-Jun-1974	NA		1	0	0	0		
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Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	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	

Company Remarks	
Whether Permanent chairperson appointed	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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	P.Nataraj	ED	Chairperson	28-Jan-2019	
2	K. Sabapathy	ID	Member	28-Jan-2019	
3	PL Murugappan	8	Member	28-Jan-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
27-Oct-2021	07-Feb-2022	Yes	10	4
	14-Mar-2022	Yes	11	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	102

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	27-Oct-2021		Yes	3	2
Audit Committee		04-Feb-2022	Yes	3	2
Stakeholders Relationship Committee	27-Oct-2021		Yes	3	2
Nomination & Remuneration Committee		14-Mar-2022	Yes	2	2
Risk Management Committee		12-Jan-2022	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99

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 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 II

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

<i>I. Disclosure on website in terms of Listing Regulations</i>				
Sr.	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1	Details of business	Yes		http://www.kprmilllimited.com/
2	Terms and conditions of appointment of independent directors	Yes		http://www.kprmilllimited.com/
3	Composition of various committees of board of directors	Yes		http://www.kprmilllimited.com/
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.kprmilllimited.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.kprmilllimited.com/
6	Criteria of making payments to non-executive directors	Not Applicable		
7	Policy on dealing with related party transactions	Yes		http://www.kprmilllimited.com/
8	Policy for determining ‘material’ subsidiaries	Yes		http://www.kprmilllimited.com/
9	Details of familiarization programs imparted to independent directors	Yes		http://www.kprmilllimited.com/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.kprmilllimited.com/
11	email address for grievance redressal and other relevant details	Yes		http://www.kprmilllimited.com/
12	Financial results	Yes		http://www.kprmilllimited.com/

Sr.	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
13	Shareholding pattern	Yes		http://www.kprmilllimited.com/
14	Details of agreements entered into with the media companies and/or their associates	Not Applicable		
15	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		http://www.kprmilllimited.com/
16	New name and the old name of the listed entity	Not Applicable		
17	Advertisements as per regulation 47 (1)	Yes		http://www.kprmilllimited.com/
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		http://www.kprmilllimited.com/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.kprmilllimited.com/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.kprmilllimited.com/
21	Materiality Policy as per Regulation 30	Yes		http://www.kprmilllimited.com/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://www.kprmilllimited.com/
23	It is certified that these contents on the website of the listed entity are correct.	Yes		http://www.kprmilllimited.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(1B)	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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of nomination & remuneration committee	19(3A)	Yes	

Sr.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
21	Meeting of stakeholder relationship committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	22	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Not Applicable	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Not Applicable	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	

Sr.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

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 any loans or given guarantees, securities etc., only to its Wholly Owned Subsidiary Companies that are exempted by the Companies Act, 2013.

Signatory Details	
Name of signatory	P. Kandaswamy
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	18-04-2022