

K.P.R. MILL LIMITED

Corporate Office : 1st Floor Srivari Shrimat, 1045, Avinashi Road, Coimbatore - 641018. India © : 0422-2207777 Fax : 0422-2207778

05th April 2017

The Listing Department,
Bombay Stock Exchange Ltd.
1st Floor, Rotunda Buildings,
Phiroze Jeejeebhoy Towers,
Mumbai – 400 001.

The Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot: C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051.

Dear Sir,

**Sub: Corporate Governance – Quarterly Compliance Report as on
31.03.2017**

Ref: Scrip code: 532889/ KPR MILL

Pursuant to the requirements of Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Corporate Governance Report of the Company for the Quarter ended 31.03.2017.

Kindly take the above on record.

Thanking you.

Yours faithfully
For K.P.R. Mill Limited



P. Kandaswamy
Company Secretary

Encl: As above

QUARTERLY COMPLIANCE REPORT

Name of the Listed Entity: K.P.R. MILL LIMITED

Quarter ending: 31st March 2017

Title Mr./ Ms)	Name of the Director	PAN & DIN	Category (chairperson/Executive/ Non-Executive/independent/ Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	K.P.Ramasamy	AARPR1787J / 00003736	Chairman – Executive Director	01/04/2015		1		
Mr.	KPD Sigamani	ACWPD4021E / 00003744	Executive Director	01/04/2015		1		
Mr.	P.Nataraj	ABOPN9966D / 00229137	Executive Director	01/04/2015		1	2	
Mr.	K. Sabapathy	AMOPS9631B / 00001794	Independent Director	01/04/2014	3 Years	1	2	1
Mr.	G.P. Muniappan	AAJPM4939M / 01653599	Independent Director	01/04/2014	3 Years	2	3	2
Mr.	K.N.V. Ramani	ABQPR3244N / 00007931	Independent Director	01/04/2014	3 Years	5	4	1
Mr.	A.M. Palanisamy	AHRPP0987B / 00112303	Independent Director	01/04/2014	3 Years	2	1	1
Mr.	C.R. Ananadkrishnan	AHDPR3293A / 00003748	Executive Director	01/02/2016		1		
Mr.	C.Thirumurthy	AAFPT5313E / 00001991	Independent Director	01/04/2014	3 Years	1		
Mrs.	S. Ranganayaki	AFLPR8872F / 07116244	Independent Director	12/03/2015	2 Years	1		
Mr.	P. Selvakumar	BLDPS4268R / 07228760	Executive Director	27/07/2015		1		
Mr.	E.K.Sakthivel	AYBPS1375D / 01876822	Executive Director	09/03/2016		1		



II.Composition of Committees

Name of the Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr.G.P.Muniappan	Independent Director – Chairman of the Committee
	Mr.K.Sabapathy	Independent Director
	Mr.P.Nataraj	Executive Director
2. Nomination & Remuneration Committee.	Mr.G.P.Muniappan	Independent Director – Chairman of the Committee
	Mr.K.Sabapathy	Independent Director
	Mrs. S.Ranganayaki	Independent Director
3. Stakeholders Relationship Committee'	Mr. K.Sabapathy	Independent Director – Chairman of the Committee
	Mr.G.P.Muniappan	Independent Director
	Mr.P.Nataraj	Executive Director

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	Maximum gap between any two consecutive(in number of days)
05.10.2016, 24.10.2016, 07.12.2016	25.01.2017	48 days



IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee Meeting 21.01.2017	YES	18.10.2016	94 days

* this information has to be mandatorily be given for Audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N A

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>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.</p> <p>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.</p> <p>5. This report will be placed before Board of Directors in the ensuing Board Meeting.</p>

For K.P.R. MILL LIMITED

Company Secretary

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year) – 2016-17

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes



<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmance with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
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.		

