

K.P.R. MILL LIMITED

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30.09.2021

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-2021

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 Directors hip in listed entities including this listed entity	No of Independent Directors hip 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	ACWPD4021E	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	
Mr.	K. Sabapathy	00001794	AMOPS9631B	ID		21-Feb-2007	01-Apr-2019		90	04-Jun-1955	NA		1	1	2	1	AC,SC,RC,NRC	

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 Directors hip in listed entities including this listed entity	No of Independent Directors hip 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.	G.P. Muniappan	01653599	AAJPM4939M	ID		24-Mar-2008	01-Apr-2019		90	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		90	05-Oct-1931	Yes	27-Aug-2018	6	6	6	5		
Mr.	A.M. Palanisamy	00112303	AHRPP0987B	ID		22-Feb-2010	01-Apr-2019		90	15-Aug-1950	NA		2	2	2	2		
Mr.	C.R. Ananadakrishnan	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		90	16-Apr-1959	NA		1	1	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 special resolution passed?	Date of passing special resolution	No. of Directors hip in listed entities including this listed entity	No of Independent Directors hip 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
Mrs.	S. Ranganayaki	07116244	AFLLPR8872H	ID		12-Mar-2015	12-Mar-2020		78	29-Oct-1952	NA		1	1	1	0	NRC	
Mr.	E.K.Sakthivel	01876822	AYBPS1375A	ED		09-Mar-2016	09-Mar-2021			16-Apr-1983	NA		1	0	0	0		
Mr.	P. Selvakumar	07228760	BLDPS4268A	ED		27-Jul-2015	27-Jul-2020			13-Jun-1974	NA		1	0	0	0		

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
28-Apr-2021	27-Jul-2021	Yes	6	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

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	28-Apr-2021		Yes	1	2
Audit Committee		27-Jul-2021	Yes	1	2
Stakeholders Relationship Committee	28-Apr-2021		Yes	1	2
Stakeholders Relationship Committee		27-Jul-2021	Yes	1	2
Risk Management Committee		27-Jul-2021	Yes	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
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 100 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**

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	

Note:

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	13-10-2021