

## 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: 31.03.2020

**I. Composition of Board Of Directors**

Title Mr./ Ms)	Name of the Director	DIN	PAN	Category (chairperson/ Executive / Non- Executive/ independent/ Nominee)	Date of Appointment in the current term/cessation	Category 3 of directors	Tenure	No. of Directorship in listed entities including this listed entity  (Refer Regulation 17A 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 (Refer Regulation 26(1) of Listing Regulations)
Mr.	K.P.Ramasamy	00003736	AARPR1787J	Chairman – Executive Director	1-Apr-2015			1		
Mr.	KPD Sigamani	00003744	ACWPD4021E	Executive Director	1-Apr-2015	MD		1		
Mr.	P.Nataraj	00229137	ABOPN9966D	Executive Director	1-Apr-2015	CEO-MD		1	2	
Mr.	K. Sabapathy	00001794	AMOPS9631B	Non-Executive - Independent Director	1-Apr-2019		60	1	2	1
Mr.	G.P. Muniappan	01653599	AAJPM4939M	Non-Executive - Independent Director	1-Apr-2019		60	2	4	3
Mr.	K.N.V. Ramani	00007931	ABQPR3244N	Non-Executive - Independent Director	1-Apr-2019		60	6	5	4
Mr.	A.M. Palanisamy	00112303	AHRPP0987B	Non-Executive - Independent Director	1-Apr-2019		60	2	2	2
Mr.	C.R. Ananadakrishnan	00003748	AHDPR3293A	Executive Director	1-Feb-2016			1		
Mr.	C.Thirumurthy	00001991	AAFPT5313E	Non-Executive - Independent Director	1-Apr-2019		60	1		
Mrs.	S. Ranganayaki	07116244	AFLPR8872F	Non-Executive - Independent Director	1-Apr-2019		60	1		
Mr.	P. Selvakumar	07228760	BLDPS4268R	Executive Director	27-Jul-2015			1		
Mr.	E.K.Sakthivel	01876822	AYBPS1375D	Executive Director	9-Mar-2016			1		



**II. Composition of Committees****Audit Committee**

Sl.No	Name of the Committee Members	Category	Chairperson/ Membership
1	G.P. Muniappan	Non - Executive Independent Director	Chairperson
2	K. Sabapathy	Non - Executive Independent Director	Member
3	P.Nataraj	Executive Director	Member

**Stakeholders Relationship Committee**

Sl.No	Name of the Committee	Category	Chairperson/ Membership
1	K. Sabapathy	Non - Executive Independent Director	Chairperson
2	G.P. Muniappan	Non - Executive Independent Director	Member
3	P.Nataraj	Executive Director	Member

**Nomination and Remuneration Committee**

Sl.No	Name of the Committee	Category	Chairperson/ Membership
1	G.P. Muniappan	Non - Executive Independent Director	Chairperson
2	S.Ranganayaki	Non - Executive Independent Director	Member
3	K. Sabapathy	Non - Executive Independent Director	Member

**Risk Management Committee**

Sl.No	Name of the Committee	Category	Chairperson/ Membership
1	P.Nataraj	Executive Director	Chairperson
2	K. Sabapathy	Non - Executive Independent Director	Member
3	P. L. Murugappan	Member	Member

**Corporate Social Responsibility Committee**

Sl.No	Name of the Committee	Category	Chairperson/ Membership
1	K.P.Ramasamy	Executive Director	Chairperson
2	KPD Sigamani	Executive Director	Member
3	P.Nataraj	Executive Director	Member
4	S.Ranganayaki	Non - Executive Independent Director	Member

**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)
24-Oct-2019	3-Feb-2020	101 Days



**IV. Meeting of Committees**

Name of the Committee	Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive(in number of days)
Audit Committee	28-01-2020	Yes	21-10-2019	98 Days

**V. Related Party Transactions**

Subject	Compliance status(Yes/No/Na)
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	Not Applicable

**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 the board of Directors may be mentioned here:

Name : P.Kandaswamy  
Designation : Company Secretary





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

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
12	Financial results	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
13	Shareholding pattern	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
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	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.kprmilllimited.com/">http://www.kprmilllimited.com/</a>
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			





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)	NA	
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 Directorships	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 and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders 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	21(3A)	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)	NA	
27	Approval for material related party transactions	23(4)	NA	
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)	NA	
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	
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				



1	Name of signatory	P.Kandaswamy
2	Designation	Company Secretary and Compliance Officer

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

1	Name of signatory	P.Kandaswamy
2	Designation	Company Secretary and Compliance Officer

