

K.P.R. MILL LIMITED

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS – FY 2024-25

Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, requires the Independent Directors to familiarise on their roles, rights, responsibilities in the Company, nature of Industry in which the Company operates, business model, plans etc. through programs to provide insights into the Company. In order to have 'in-depth' knowledge on business, so as to have active participation in the affairs of the Company this programme was introduced.

At the time of appointment, re-appointment formal letter of appointment is issued to all Independent Directors, explaining the terms, roles, duties and responsibilities expected of him/her as an Independent Director of the Company. They are also apprised from time to time of the Compliances required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations in every Board Meetings both by the Company and Statutory Auditors.

In the familiarisation programme on the Company and its operations conducted, the Independent Directors are appraised of the Business model, Industrial Scenario, Competition, Significant recent developments etc. It contained the following details also.

1. Roles, Rights & Responsibilities of Independent Director in the Company
2. Manufacturing Facilities / Units of the Company
3. Products Manufactured

4. Production Capacity of each segment and expansion under progress that are approved by the Board from time to time.
5. Key Strengths
6. Evolution
7. Unique Employment Model
8. Power Self-sufficiency through captive green power – Windmills, Cogen and Solar
9. CSR Activities
10. Expansion plans in Garment, Sugar, Ethanol and Co-gen Power.
11. Status on Modernisation program in spinning segment
12. Update on retail business.
13. Historical performance & Future Plans

Graphical Presentations are made at all Board Meetings, detailing inter-alia, the results of operations of the Company & Subsidiaries, Funds position, Bank Finance movement, capacity utilization, Production, Sales, Stock details of various products and units, wind-power generation, consumption, Annual Budgets and modification thereof, if any, Comparison of financials with budget, internal audit reports, changes in regulatory environment applicable to the Company etc. Business strategies and policies are thoroughly discussed before taking decisions. Independent Directors have the freedom to interact with the Company's Management and Senior Management team of the Company. The Independent Directors are also encouraged to visit the Company's various plants. A note on 'Familiarisation Programme' is also recorded in the minutes of the Independent Directors Meeting held every year.

The details of the programmes attended by the Independent Directors are as follows:

S.No	Dates on which the programmes were conducted during the financial year 2024-25	Dr.S.Renganayakei*	Mr. M. Alagiriswamy	Mrs.V.Bhuvaneshwari	Mr. K.V. Ramanand Rao	Mr.K.Thangavelu	Mr.R.Sridharan
1.	02.05.2024	2 Hours	2 Hours	2 Hours	2 Hours	2 Hours	2 Hours
2.	31.07.2024	2 Hours	2 Hours	2 Hours	2 Hours	2 Hours	2 Hours
3.	05.11.2024	2 Hours	2 Hours	2 Hours	2 Hours	2 Hours	2 Hours
4.	03.02.2025	2 Hours	2 Hours	2 Hours	2 Hours	2 Hours	-
Total No. of Programmes attended - for the financial year 2024-25		4	4	4	4	4	3
Cumulative Total No.of.Programmes attended up to 31st March 2025		43	4	9	4	4	3
Total Hours spent - for the financial year 2024-25		8 Hours	8 Hours	8 Hours	8 Hours	8 Hours	6 Hours
Cumulative Total Hours spent up to 31st March 2025		90 Hours	8 Hours	18 Hours	8 Hours	8 Hours	6 Hours

* Dr.S.Renganayakei ceased to be a Director w.e.f 11.03.2025 & Mr.M.V.Jeganathan was appointed as Additional Director in the capacity of Independent Director of the Company w.e.f 11.03.2025.

Besides, Reports on the following activities apprising the system and procedures followed by the Company in ensuring compliance/observance of those activities were also provided:

- 1) Compliance with applicable Legislations and Regulations**
- 2) Risk Management**
- 3) Ensuring significant development in Human Resources / Industrial Relations**
- 4) Annual Budgets and Funding Plans consistent with agreed corporate strategies**
- 5) Internal Finance Control.**
- 6) Integrity of Financial information**
- 7) Evaluation of Non Independent Directors, the Chairperson and the Board as a Whole**
- 8) Related Party Transactions**