

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Adherence to the standard Corporate Governance practices will ensure investors' confidence in the Companies. The good Corporate Governance structure consists of voluntary ethical code of business conducts which are conducive to the expansion of investment in them and facilitate higher rates of return.

BOARD OF DIRECTORS

The Board consists of eminent Professionals from different fraternity empowering the Corporate's strive for sustained better Corporate Governance practices. It comprises twelve Directors viz., One Executive Chairman, Five Executive Directors and Six Independent Directors (Including one woman Director) having no business relationship with the Company & constituting 50% of Board's composition in compliance with the SEBI (LODR) Regulations & Companies Act, 2013 ('Act').

Name of the Director	Category	Number of Directorships held**	Number of Committee Memberships in Other Companies***	
			Chairman	Member
Mr. K.P. Ramasamy	Executive Director	10	-	-
Mr. KPD Sigamani	Executive Director	11	-	-
Mr. P. Nataraj	Executive Director	11	-	-
Mr. C.R. Anandkrishnan	Executive Director	3	-	-
Mr. E.K. Sakthivel	Executive Director	1	-	-
Dr. K. Sabapathy	Independent Director	4	-	-
Mr. G.P. Muniappan	Independent Director	5	2	-
Mr. K.N.V. Ramani	Independent Director	7	5	1
Mr. A.M. Palanisamy	Independent Director	7	2	-
Mr. C. Thirumurthy	Independent Director	1	-	-
Dr. S. Ranganayaki	Independent Woman Director	4	-	-
Mr. P. Selvakumar	Executive Director	4	-	-

** Excluding Directorship in Companies under Section 8 of the Act, alternate Directorship and Companies incorporated outside India.

*** Chairmanship / Membership of Board Committees include Audit Committee and Stakeholders Relationship Committee but exclude Committees of Subsidiary Company, Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act.

CORPORATE GOVERNANCE

Name of the Director	Names of Listed Entity in which directorships held	Category of Director
1. Mr. G.P. Muniappan	K.G. Denim Limited	Independent Director
2. Mr. K.N.V. Ramani	Bannari Amman Spinning Mills Limited	Independent Director
	Shiva Taxyarn Limited	Independent Director
	K.G. Denim Limited	Independent Director
	LGB Forge Limited	Independent Director
	Shiva Mills Limited	Independent Director
3. Mr. A.M. Palanisamy	Kovai Medical Center and Hospital Limited	Independent Director

Their Directorships are within the limit prescribed. The Independent Directors have the option and freedom to interact with the Company Management periodically and they are provided with the information required to perform their functions effectively.

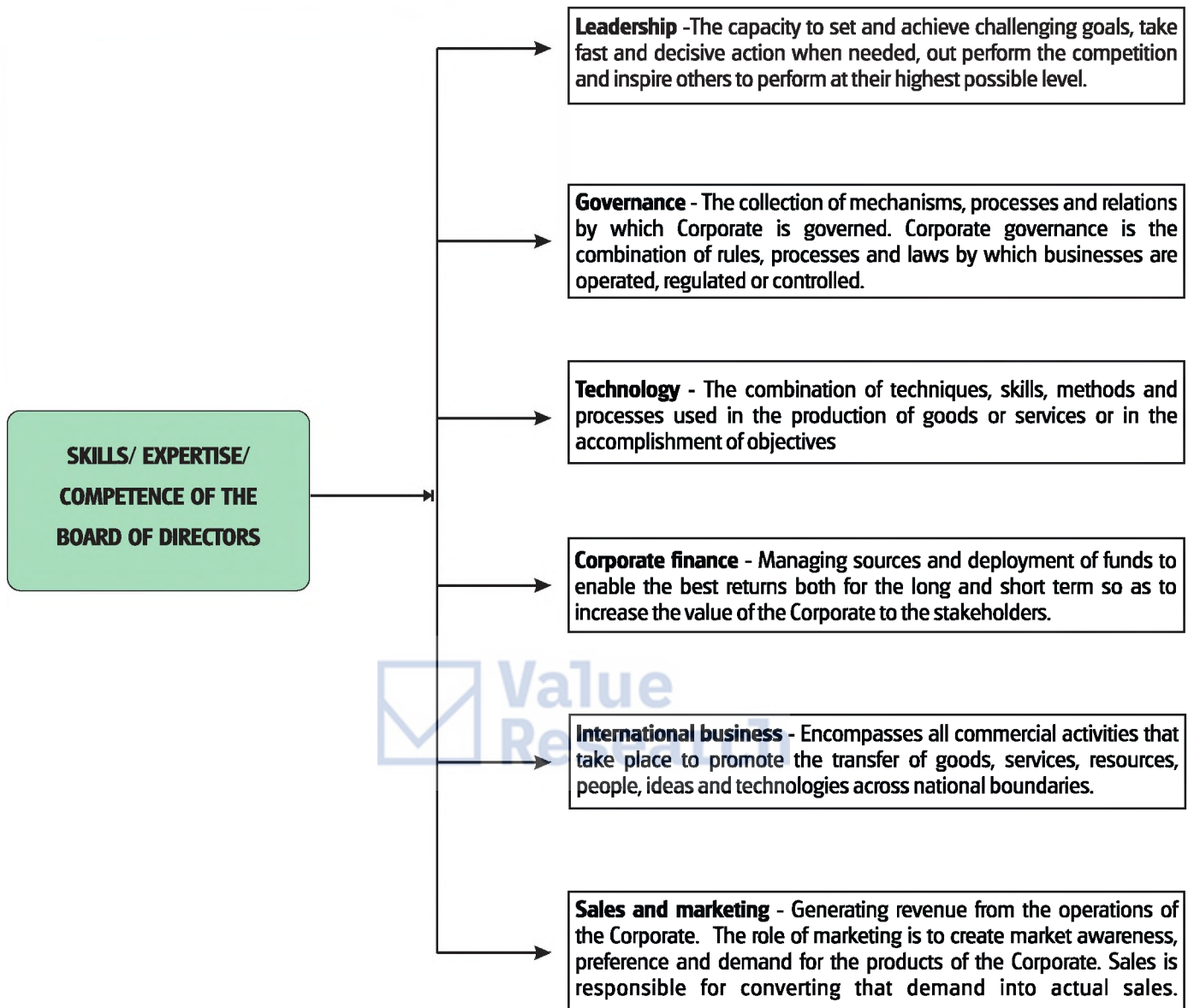
Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations and that they are independent of the management. The roles and offices of Chairman and CEO are separated to promote balance of power.

CHART/ MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS (as per Schedule V(C) (2) (h) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2018

The Board of Directors of the Company is composed of a wide range of Dignitaries, Technical experts, and Individuals with proven experience in Textile Industry and /or various fields such as Corporate Law, Banking, Medical, Chartered Accountancy, Company Secretary and Information Technology. The Board constantly endeavors to achieve the highest standards of Corporate Governance.

The Nomination and Remuneration Committee of the Company normally consider the following key qualifications, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board of the Company for its effective functioning.

CORPORATE GOVERNANCE



The proficiency of individual Members in the specific areas are indicated here below. However the absence of indication in any area should not be construed that the individual does not possess the related skill or qualification.

CORPORATE GOVERNANCE

Key Board Qualification & experience

Name of Director	Leadership	Governance	Technology	Financial	Industry Global business	Industry Sales and marketing
Mr. K.P. Ramasamy Chairman	✓	✓	✓	✓	✓	✓
Mr. KPD Sigamani Managing Director	✓	✓	✓	✓	✓	✓
Mr. P. Nataraj Managing Director	✓	✓	✓	✓	✓	✓
Mr. C.R. Anandakrishnan Executive Director	✓	✓	✓	✓	✓	✓
Mr. E.K. Sakthivel Executive Director	✓	✓	✓	✓	✓	✓
Mr. P. Selvakumar Whole time Director	✓	✓	-	✓	✓	-
Dr. K. Sabapathy Independent Director	✓	✓	-	✓	✓	-
Mr. G.P. Muniappan Independent Director	✓	✓	-	✓	-	-
Mr. K.N.V. Ramani Independent Director	✓	✓	-	✓	-	-
Mr. A.M. Palanisamy Independent Director	✓	✓	-	✓	✓	✓
Mr. C. Thirumurthy Independent Director	✓	✓	-	✓	-	-
Dr. S. Ranganayaki Woman Independent Director	✓	✓	-	✓	-	-

BOARD PROCEDURE

Five Board Meetings were held during the year under review. The dates and notices were fixed/ issued well in advance in compliance with the Secretarial Standards. Meetings were held on 27.06.2020, 12.08.2020, 24.09.2020, 27.10.2020 and 03.02.2021. The Agenda and Notes on agenda containing all material information such as Purchase and stock of raw materials; Production, Sale, Export, Realisation and stock details of yarn fabric and Garments; data on Fabric processing; Capacity utilization in each segment; wind power generated, power consumed, availment of working capital facilities and term loan; FOREX risk exposures, annual budget, capital expenditure, sale of assets, proposal for Investments & Projects and status of its implementation, financials of Subsidiary Companies; Cash flow Statement; Comparison of performance with the budget; applicable Regulatory changes etc., are circulated to the Directors in advance for facilitating meaningful and focused discussions at the Meetings. The attendance record of each Director at the Board Meetings and at the last Annual General Meeting is given below:

CORPORATE GOVERNANCE

S.No.	Name of the Director	Number of Board Meeting		Last AGM Attended Yes / No
		Held	Attended	
1	Mr. K.P. Ramasamy	5	5	Yes
2	Mr. KPD Sigamani	5	5	Yes
3	Mr. P. Nataraj	5	5	Yes
4	Mr. C.R. Anandakrishnan	5	5	Yes
5	Mr. E.K. Sakthivel	5	5	Yes
6	Dr. K. Sabapathy	5	5	Yes
7	Mr. G.P. Muniappan	5	5	Yes
8	Mr. K.N.V. Ramani	5	4	Yes
9	Mr. A.M. Palanisamy	5	5	Yes
10	Mr. C. Thirumurthy	5	5	Yes
11	Dr. S. Ranganayaki	5	5	Yes
12	Mr. P. Selvakumar	5	5	Yes

Note: Due to COVID -19 Pandemic restrictions and considering the safety and health factors of the Directors, Auditors and the Shareholders of the Company, the above Meetings were conducted with Video conference facilities to enable their attendance through virtual mode.

AUDIT COMMITTEE

The Audit Committee consists of 3 Directors of which 2 are Independent Directors. All the Members of the Audit Committee are financially literate. A Member is a Chartered Accountant and another is a Retired Deputy Governor of RBI. The terms of reference to the Audit Committee are as per the provisions of Section 177(4) of the Act & Regulation 18 of the Listing Regulation and in pursuance of Audit Committee Charter.

Mr. G.P. Muniappan	-	Independent & Non – Executive Director (Chairman)
Dr. K. Sabapathy	-	Independent & Non – Executive Director
Mr. P Nataraj	-	Non Independent & Executive Director

During the year under review, the Audit Committee met Four times supported with Video conference facilities and the attendance of each Member through physical/virtual mode is furnished as below:

Name of the Member	Attendance at the Meetings held on			
	27.06.2020	12.08.2020	27.10.2020	03.02.2021
Mr. G. P. Muniappan Independent & Non- Executive Director (Chairman)	✓	✓	✓	✓
Dr. K. Sabapathy - Independent & Non -Executive Director	✓	✓	✓	✓
Mr. P. Nataraj - Non-Independent & Executive Director	✓	✓	✓	✓

✓ Attended

CORPORATE GOVERNANCE

Statutory Auditors, the permanent invitees to the Committee Meetings attended all the aforesaid meetings.

Mr. P. Kandaswamy, Company Secretary functions as the Secretary of the Committee.

The Committee recommends the appointment & remuneration of Internal Auditors, Statutory Auditors, Cost Auditors and Secretarial Auditor. A qualified Chartered Accountant with good exposure conducts Internal Audit. The Chairman of the Audit Committee was present at the last Annual General Meeting held on 24.09.2020.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of 3 Independent Directors as its Members.

Mr. G.P. Muniappan	-	Independent & Non – Executive Director (Chairman)
Dr. K. Sabapathy	-	Independent & Non – Executive Director
Dr. S. Ranganayaki	-	Independent & Non – Executive Director

The terms of reference specified by the Board of Directors to the Committee are as per the provisions of Section 178 of the Act & Regulation 19 of the Listing Regulation and Nomination & Remuneration Policy which are broadly indicated hereunder.

The functions of Committee is to formulate criteria to determine qualifications, positive attributes and independence of Directors, Key Managerial Personnel (KMP), Senior Management etc., recommend to the Board a Policy relating to their appointment and remuneration, so as to ensure that the Company's policies in respect of the Directors, KMP are competitive to recruit and retain the best talent in the Company; to recommend revision in their remuneration to ensure appropriate disclosure of remuneration paid to the said persons etc.

The details of remuneration paid to directors are furnished below. The Whole Time Directors are appointed for the term of five years by the Shareholders of the Company. There is no 'Stock Option Scheme' in the Company.

During the year under review, the Nomination and Remuneration Committee met one time and the attendance of each member is furnished as below

Name of the Member	Attendance at the Meeting held on 23.06.2020
Mr. G.P. Muniappan - Independent & Non - Executive Director (Chairman)	✓
Dr. K. Sabapathy - Independent & Non - Executive Director	✓
Dr. S. Ranganayaki - Independent & Non - Executive Director	✓

✓ Attended

Details of Remuneration and Sitting Fee paid to the Directors are given below:

Name of the Director	Remuneration paid during the year 2020 – 21 (₹ in Lakhs)	Sitting fees for attending meeting of the board and/or committee there of (₹ in Lakhs)
Mr. K.P. Ramasamy	572.00	Nil
Mr. KPD Sigamani	572.00	Nil
Mr. P. Nataraj	572.00	Nil
Mr. C.R. Anandkrishnan	22.00	Nil

CORPORATE GOVERNANCE

Name of the Director	Remuneration during the year 2020 – 21 (₹ in Lakhs)	Sitting fees for attending meeting of the board and/or committee there of (₹ in Lakhs)
Mr. E.K. Sakthivel	18.00	Nil
Dr. K. Sabapathy	Nil	3.90
Mr. K.N.V. Ramani	Nil	1.20
Mr. G.P. Muniappan	Nil	3.90
Mr. A.M. Palanisamy	Nil	1.50
Mr. C. Thirumurthy	Nil	1.50
Dr. S. Ranganayaki	Nil	1.50
Mr. P. Selvakumar	11.52	Nil

The Nomination and Remuneration Committee Policy has been framed and displayed in the Company's Website.

The performance evaluation criteria for Independent Directors have already been included in the Nomination Remuneration committee policy. The Website link to the policy as provided here:

<https://kprmillimited.com/file/wp-content/uploads/2018/11/5.KPR-NR-Policy.pdf>

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has a Stakeholder Relationship Committee to consider and resolve the grievances of security holders of the Company.

Dr. K. Sabapathy	-	Independent & Non - Executive Director (Chairman)
Mr. G.P. Muniappan	-	Independent & Non - Executive Director
Mr. P. Nataraj	-	Non - Independent & Executive Director

The Committee consists of 3 Directors of whom 2 are Independent. It held four Meetings during the Financial Year supported with Video conference facilities and the attendance of each member through physical / virtual mode is furnished as below:

Name of the Member	Attendance at the Meetings held on			
	23.06.2020	12.08.2020	27.10.2020	03.02.2021
Dr. K. Sabapathy – Independent & Non - Executive Director (Chairman)	✓	✓	✓	✓
Mr. G.P. Muniappan – Independent & Non-Executive Director	✓	✓	✓	✓
Mr. P. Nataraj – Non - Independent & Executive Director	✓	✓	✓	✓

✓ Attended

CORPORATE GOVERNANCE

Mr P. Kandaswamy, Company Secretary is the Secretary to the Committee and the Compliance Officer of the Company.

Nature of complaint / queries received during the Financial Year 2020 - 21	No. of Complaints
For non-receipt of dividend, annual report, shares Lodged for transfer, issue of duplicate share certificates.	NIL
Queries / Complaints redressed	NIL
Pending queries/ complaints as on 31.03.2021	NIL

Pursuant to SEBI's Directions, Company has created a centralized web based complaints redressal system 'SCORES' and in that system no complaint has been received during the year in that system.

As per Regulation 46 of the Listing Regulation, the Company has designated the following exclusive E-mail ID for the convenience of Investors: investors@kpmill.com

In addition they can forward their grievances, if any, to the E-mail ID also : kandaswamy@kpmill.com

As required by the Listing Regulation, Company's website www.kpmilllimited.com is updated with the Quarterly information conveyed to the Stock Exchanges.

All information that is required to be disseminated in the Company's website as per Regulation 46 (2) of the Listing Regulations are disseminated. The Company's website contains a separate dedicated section 'Investor' wherein shareholders' information are available. The Company's Annual Report is also available in a user-friendly and downloadable form.

With a view to regulate trading in securities of the Company by the Directors and Designated Employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee consists of Four Directors of which one is Independent Director.

Mr. K.P. Ramasamy	-	Non - Independent & Executive Director (Chairman)
Mr. KPD Sigamani	-	Non - Independent & Executive Director
Mr. P. Nataraj	-	Non - Independent & Executive Director
Dr. S. Ranganayaki	-	Independent & Non - Executive Director

The main objective of the Corporate Social Responsibility Committee is to assist the Board of Directors and the Company in fulfilling its Corporate Social Responsibility ("CSR") activities. Besides and in line with the terms of reference made by the Board of Directors while constituting the Committee, the Committee has the overall responsibility for identifying the areas of CSR activities; recommending the amount of expenditure to be incurred on the identified CSR activities; devising and implementing the CSR policy; coordinating with the Agency, if any, appointed to implement programs and executing initiatives as per CSR policy of the Company. The Committee is also responsible for reporting the progress of various initiatives and in making appropriate disclosures on a periodical basis. The CSR Policy has also been framed and its details are uploaded in the Company's website www.kpmilllimited.com

The Corporate Social Responsibility Committee held one Meeting during the Financial Year and the attendance of each Member is furnished as below:

CORPORATE GOVERNANCE

Name of the Member	Attendance at the meeting held on 23.06.2020
Mr. K.P. Ramasamy – Non Independent & Executive Director (Chairman)	✓
Mr. KPD Sigamani – Non Independent & Executive Director	✓
Mr. P. Nataraj – Non Independent & Executive Director	✓
Dr. S. Ranganayaki– Independent & Non-Executive Director	✓

✓ Attended

RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Regulation 21 of the Listing Regulation, the Company has framed a Risk Management Policy. In the opinion of the Board there appears to be no element of risk which may threaten the existence of the company. The Risk Management Policy is disseminated in the website of the Company. The Risk Management Committee met once during the Financial Year, reviewed the risks relating to the Industry and Company and the attendance of each Member is furnished as below:

Name of the Member	Attendance at the meeting held on 24.03.2021
Mr. P. Nataraj – Non Independent & Executive Director (Chairman)	✓
Dr. K. Sabapathy - Independent & Non Executive Director	✓
Mr .P.L.Murugappan - Chief Financial Officer	✓

✓ Attended

FAMILIARISATION PROGRAM

Familiarization Program on the Company and its operations was conducted apprising the Independent Directors of the following:

1. Roles, Rights and Responsibilities of Independent Directors 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 Board from time to time
5. Key Strengths
6. Evolution
7. Unique Employment Model
8. Power self-sufficiency through captive green power
9. CSR Activities
10. Expansion plans in Garment, Sugar, Ethanol and Co-gen Power.
11. Historical performance & Future Plans

CORPORATE GOVERNANCE

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 – Signature Controls, Data Controls, Budget Controls.
6. Evaluation of Non- Independent Directors, the Chairperson and the Board as a Whole
7. Integrity of financial information

The following is the Web link for the details imparted to the Independent Directors:

<https://kprmillimited.com/file/wp-content/uploads/2021/04/Familiarization-programme-2020-21.pdf>

CEO/ CFO CERTIFICATION

The CEO and CFO have furnished a certificate relating to financial statements and internal controls and systems to the Board of Directors as required and forms part of this Annual Report.

GENERAL BODY MEETING

Details of Location, Date of the General Meetings held during the last three years:

Annual General Meeting	Date	Venue	Time of Meeting
15th	27.08.2018	Ball Room, Hotel The Residency, Avinashi Road, Coimbatore - 641018.	11.30 A.M.
16th	28.08.2019	Ball Room, Hotel The Residency, Avinashi Road, Coimbatore - 641018.	11.30 A.M.
17th	24.09.2020	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	02.30 P.M.

POSTAL VOTING AND E-VOTING

In pursuance of the Listing agreement, E-Voting at the 17thAGM and remote e-voting were extended to all the Shareholders of the company to facilitate Voting on the Subjects/Resolutions contained in the 17thAGM notice. To conduct the voting procedure in a fair and transparent manner, a Scrutinizer was appointed for the above purposes. Accordingly the Scrutinizer conducted the voting process and submitted his reports on the voting polled, to the Chairman of the Company.

As per the said Report, the results of the voting on the Subjects/ Resolutions, contained in the Agenda of the meeting were announced. Besides Reports were forwarded to the Stock Exchanges. They were also uploaded along with the scrutinizers report, in our website of the Company. Entire Resolutions contained in the said agenda were passed.

No Postal Ballot was conducted during the year.

As on date of this report, the Company does not foresee any immediate need for postal ballot to pass any Special Resolution.

During the year under review no Extra Ordinary General Meetings were held.

CORPORATE GOVERNANCE

DISCLOSURE:

- I. None of the transactions with related parties during the year 2020-2021 were in conflict with the interest of the Company and all the transactions were only with the Wholly Owned Subsidiary Companies.
- II. No penalty or levy has been imposed by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets during last year.
- III. Mr.K.P. Ramasamy, Chairman, Mr.KPD Sigamani, Managing Director and Mr.P.Nataraj, Managing Director are related to each other. Mr.C.R. Anandakrishnan, Executive Director is related to Mr.K.P. Ramasamy, Chairman and Mr.E.K. Sakthivel, Executive Director is related to Mr.KPD. Sigamani, Managing Director.
- IV. The Independent Directors of the Holding Company were nominated in the Subsidiary Companies Viz: M/s. K.P.R Sugar Mill Limited (Material Subsidiary), M/s. Jahnvi Motor Private Limited and M/s. Quantum Knits PVT. Limited.
- V. Directors Responsibility Statement and Management Discussion and Analysis Report have been furnished elsewhere in the Annual Report.
- VI. The Company has a system to inform the Members of the Board about the risk Assessment and its minimization procedure.
- VII. The corporate governance requirements as specified in SEBI (Listing Obligation and Disclosure Requirement) Regulations 17 to 27 and clauses (b) to (i) of sub-regulation 46 has been duly complied with by the Company.

MEANS OF COMMUNICATION

The Annual Report containing the financial statements is posted / e-mailed to the shareholders of the Company in compliance with the provisions of the Act. **Towards Green Initiative, the Shareholders are requested to convey / update their e-mail address as well as register the same with their respective Depository Participant.**

Official news releases and official media releases are sent to Stock Exchanges.

- i. Quarterly Results are usually published in "Business Standard" (English) and in "Makkal Kural" (Tamil)

- ii. The Financial Results are also accessible on the Company's Website - www.kprmilllimited.com.
- iii. Presentations made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results are uploaded on the Company's website.

SHAREHOLDERS INFORMATION

Annual General Meeting for the financial year 2020-21

Day and Date : Thursday, 9th September 2021

**Time : 02.30 P.M. (IST) through
Video conferencing (VC) / Other Audio
Visual Means (OAVM)**

DATE OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company will remain closed from 03.09.2021 to 09.09.2021 (Both days inclusive) for the purpose of Final Dividend and Annual General Meeting of the Company.

DATE OF PAYMENT OF DIVIDEND

Dividends if declared at the Annual General Meeting will be paid to the Shareholders within stipulated time as per the Act.

SHARE DETAILS:

The Equity Shares of the Company are listed at the following Stock Exchanges:

BSE Limited,

Scrip Code: 532889

1st Floor, Rotunda Buildings,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited. Symbol: KPRMILL

Exchange Plaza, Plot: C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

The Annual Listing Fee payable to the Stock Exchanges for the Financial Year 2020-21 have been paid in full.

DEMATERIALISATION OF SHARES

Members have the option to hold their shares in demat form either through the National Securities Depository Limited or the Central Depository Services Limited. The ISIN Number of the Company is INE930H01023.

CORPORATE GOVERNANCE

The Annual Custodian Fee for the Financial Year 2020-21 to NSDL and CDSL have been paid in full.

As on 31.03.2021, shares representing 99.99 percentage of the total paid up capital of the Company are held in dematerialized form with NSDL and CDSL.

REGISTRAR AND TRANSFER AGENTS:

KFin Technologies Private Limited
Selenium, Tower B,
Plot 31-32, Serilingampally Mandal, Financial District,
Nankramguda, Hyderabad – 500032
Toll Free No: 1800 309 4001
E-mail : einward.ris@kfintech.com
Website : <https://www.kfintech.com>
and <https://ris.kfintech.com>

Additional Feature:

KPRISM - Now you can download the mobile app and see your portfolios serviced by KFINTECH. Check Dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. Register one time to use all the functionalities available on the website and / or the android mobile app.

Website - <https://kprism.kfintech.com/>

Play Store -

<https://play.google.com/store/apps/details?id=com.karvy.kpri-smv3>

(Android mobile application)

QR Code - As given below.



SHARE TRANSFER SYSTEM

After confirmation of the sale transaction from the Broker, Shareholder should approach the depository participant with a request, in the form of delivery instruction slip, to transfer the shares to the account of the broker. The depository participant will execute the instruction and transfer the share to the account of the Broker.

Similarly, in the case of a purchase, the Broker will arrange to credit the shares in the Demat account of Share Holder within 24 hours after the payout has been declared by the Exchange. There is no need for a separate communication with the Company or its Share Transfer Agents.

Please register your mobile number and email id with the DP, to get instant information through SMS from the Depository, whenever shares are debited from your DP account. Please ensure from your DP that your order is intact. Please collect a copy of transaction/holding from your DP periodically. Also use the nomination facility available with the Depository and register the nominee.

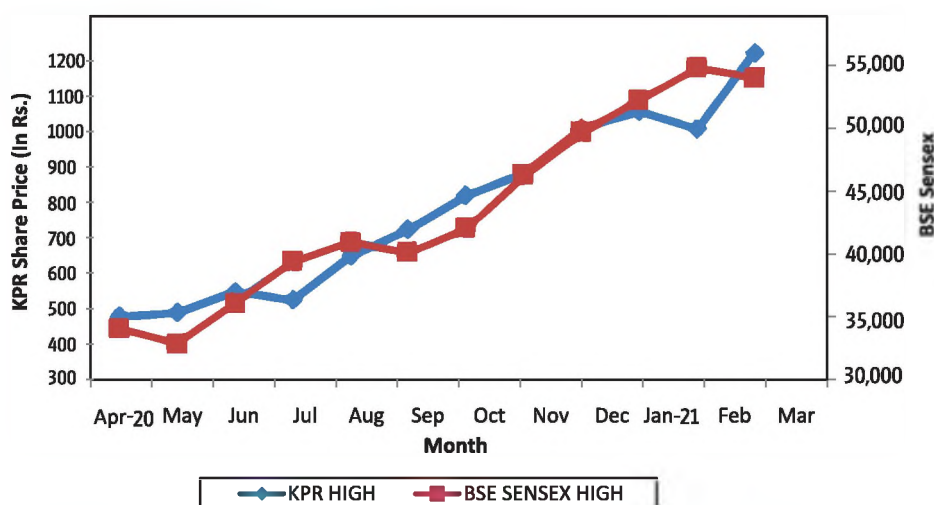
In respect of shares to be transferred in physical form, the facility has been done away with as per the new amendment SEBI (LODR amendment) Regulation, 2018. Unless and until the shares in physical forms are converted in to Demat, the transfer of shares/securities cannot be done. It is to be made clear that, this Regulation is only with respect to transfer of shares/securities in physical mode and not with transposition or transmission of securities. Such transposition and transmission can still be done in physical mode. So, for effecting the transfer of shares, the shareholders are requested to send application to the depository for conversion of physically held shares in dematerialized form.

MARKET PRICE DATA

The details of the monthly highest and lowest closing quotations of the Equity Shares of the Company at the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd., during the financial year 2020-2021 are given below:

MONTH	BSE			NSE		
	High (₹)	Low (₹)	Total Traded Quantity (in Crs) (₹)	High (₹)	Low (₹)	Total Traded Quantity (in Crs) (₹)
April 2020	471.00	316.90	0.0007	480.00	316.50	0.0197
May 2020	481.90	395.05	0.0005	450.00	396.00	0.0134
June 2020	535.30	420.05	0.0033	533.75	417.05	0.0326
July 2020	513.55	415.85	0.0022	515.00	415.10	0.0247
August 2020	627.20	408.25	0.0319	678.60	415.00	0.1614
September 2020	695.00	533.00	0.0121	695.00	536.00	0.1952
October 2020	782.95	625.00	0.0135	784.00	626.10	0.1665
November 2020	840.00	722.40	0.0112	844.00	725.00	0.1221
December 2020	955.35	756.70	0.0184	954.00	751.25	0.1995
January 2021	999.20	849.00	0.0120	1000.00	848.80	0.1129
February 2021	954.35	885.10	0.0075	953.70	830.20	0.0881
March 2021	1151.00	923.95	0.0120	1150.00	922.40	0.1692

KPR Share Price Vs BSE Sensex



DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH 2021 :

Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Equity
1 - 500	18,700	92.89	11,11,452	1.62
501 - 1000	677	3.36	5,04,696	0.73
1001 - 2000	323	1.60	4,77,668	0.69
2001 - 3000	116	0.58	2,91,725	0.42
3001 - 4000	54	0.27	1,96,730	0.29
4001 - 5000	45	0.22	2,03,118	0.30
5001 - 10000	87	0.43	5,98,955	0.87
10001 & Above	129	0.65	6,54,25,656	95.08
Total	20,131	100.00	6,88,10,000	100.00

Shareholding Pattern as on 31st March 2021

Category	Number of Shares Held	% of Holding
Promoters & Promoters Group	5,14,13,051	74.72
Mutual Funds	1,05,53,917	15.34
Foreign Institutional Investors	14,78,547	2.15
NRIs	2,96,596	0.43
Bodies Corporate	2,97,647	0.43
Public	47,70,242	6.93
Total	6,88,10,000	100.00

Shareholding of Directors as on 31st March 2021

S.No	Name of Director	Shareholding
1	Mr. K.P. Ramasamy	1,48,71,362
2	Mr. KPD Sigamani	1,48,71,362
3	Mr. P. Nataraj	1,48,71,362
4	Mr. C.R.Anandakrishnan	1,390
5	Mr. E.K.Sakthivel	-
6	Dr. K. Sabapathy	-
7	Mr. K.N.V. Ramani	-
8	Mr. G.P.Muniappan	-
9	Mr. A.M. Palanisamy	-
10	Mr. C.Thirumurthy (Shares in the name of relative only)	10
11	Dr. S. Ranganayaki	-
12	Mr. P. Selvakumar	-

CORPORATE GOVERNANCE

PLANT LOCATION

LOCATION	TELEPHONE	FACILITIES
Indiampalayam Village, Sathyamangalam - 638 454	Tel: + 91 4285 251490	Spinning
S.F. No.273, Kittampalayam, Karumathampatti, Coimbatore - 641 659.	Tel: + 91 421 2321000	Spinning, Knitting, Compact & Melange
S.F. No.525, Neelambur, Coimbatore - 641 062	Tel: + 91 422 2625115	Spinning & Knitting
S.F. No.181, Kollupalayam, Arasur, Coimbatore - 641 407.	Tel: + 91 422 2635500	Spinning, Knitting & Garmenting
252, Periyar Colony, Tirupur - 641 652	Tel: + 91 421 2259200	Garmenting
SIPCOT Industrial Area, Perundurai	Tel: + 91 4294 234800	Processing
270 J, Periyar Colony, Tirupur - 641 652	Tel: + 91 421 2259500	Marketing (Yarn & Fabric)
S.F. No 7, Avinashi Road, Thekkalur, Tirupur- 641 654	Ph: +91 89733 33255	Garmenting
No. 460, Avinashi Main Road, Thekkalur, Tirupur - 641 654	Tel: +91 422 263 5550	Garmenting
SIPCOT Industrial Area, Perundurai	Tel:+91 4294 234800	Processing Unit II and Printing Division
Tirunelveli, Tenkasi, Theni & Coimbatore District	-	Windmills

ADDRESS FOR CORRESPONDENCE

The Company Secretary,
K.P.R. Mill Limited,
1st Floor, Srivari Shrimat,
1045, Avinashi Road,
Coimbatore – 641 018.
Ph: +91 422 220 7777

For your reference the Company's CIN: L17111TZ2003PLC010518

CORPORATE GOVERNANCE

LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR

CARE Ratings Limited has accorded and re-affirmed its Credit Rating as follows:

Facilities	Ratings	Rating Action
Long - term Bank Facilities	CARE - AA; Stable (Double A; Outlook; Stable)	Reaffirmed
Short - term Bank Facilities	CARE A1+ (A one Plus)	Reaffirmed

CAPITAL INTEGRITY AUDIT

The Certificate from a Practicing Company Secretary, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with the National Securities Depository Limited and Central Depository Services (India) Limited, is placed before the Board on a quarterly basis. A copy of the said Certificate is submitted to the Stock Exchanges where the securities of the Company are listed.

PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has prescribed a Code of Conduct for prevention of insider trading through Purchase / Sale of Share of the Company by an insider on the basis of unpublished price sensitive information. The same is followed and the designated persons are disclosing the related information periodically. As per SEBI (Prohibition of Insider Trading) Regulations, the System driven continuous Disclosures are also adopted.

The Company has also formulated a Code for Fair Disclosure of the Price Sensitive information in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same is disseminated in the website of the Company.

Mr.P.Kandaswamy, Company Secretary functions as the Compliance Officer.

SUBSIDIARY

The financials of the Subsidiary Companies viz., M/s. K.P.R. Sugar Mill Limited, M/s. Jahnvi Motor Private Limited, M/s. Quantum Knits Private Limited, M/s. Galaxy Knits Limited & M/s. KPR Sugar and Apparels Limited, M/s. KPR Export PLC, Ethiopia and M/s. KPR MILL PTE. LTD, Singapore have been duly reviewed by the Audit Committee and the Board of the Holding Company.

Salient features of the Board minutes of the unlisted subsidiary companies have been placed before the Board of the Holding company. The Holding company's Board is also periodically informed about all significant transactions and arrangements entered into by the subsidiary companies.

MATERIAL SUBSIDIARY

The Company has also formulated a policy for determining the Material Subsidiary and the details of such policies are disseminated in the website of the Company. The Website link to the policy as provided here:

<https://kprmillimited.com/file/wp-content/uploads/2018/11/4.Policy-on-Material-Subsidiaries.pdf>

It has determined that K.P.R. Sugar Mill Limited is a Material Subsidiary Company as per the Listing Regulation.

RELATED PARTY TRANSACTIONS (RPT)

There has been no materially significant related party transaction with the Company's Promoters, Directors, KMP and the Management, their Subsidiaries or relatives which may have potential conflict with the interests of the Company at large. The necessary disclosures regarding the transactions in pursuance of Ind-AS are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and the details of such policies are disseminated on the website of the Company.

The Website link to the policy as provided here:

<https://kprmillimited.com/file/wp-content/uploads/2020/08/Related-Party-Transaction-Policy.pdf>

DETAILS OF NON - COMPLIANCE BY LISTED ENTITY

During the last three financial years there were no non - compliances by the listed entity nor any penalties or strictures imposed on the Listed Entity by the Stock Exchanges or Board or any Statutory Authority on the matters related to Capital Market.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has formed Vigil Mechanism and Whistle Blower Policy that provides for adequate safeguards against victimization of Directors / Employees who avail of the mechanism. The Company affirms that no personnel have been denied access to the Audit Committee. Further details of the same are provided in the Directors report.

CORPORATE GOVERNANCE

CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS:

Certificate from PCS that none of the directors are debarred or disqualified forms a part of this Annual Report.

REGARDING SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

As per the requirements of sexual harassment of women at workplace (prevention, prohibition and redressal act) 2013 Internal Complaints Committee has been formed. There were no complaints filed/disposed or pending during the financial year 2020-2021.

TRANSFERS TO IEPF ACCOUNT OF CENTRAL GOVERNMENT

The Company has transferred the following unpaid dividend Accounts which remained unpaid for more than seven years that were due for transfer during the financial year 2020-2021 to the Investor Education and Protection Fund of the Central Government:

Transfer of Dividend to IEPF Account

S. No	Dividend	Date of Transfer	Amount of Transfer
01	Interim Dividend 2012-2013	10.06.2020	73,311.00
02	Final Dividend 2012-13	12.10.2020	88,740.00
03	Interim Dividend 2013-2014	14.12.2020	95,944.00

Transfer of Shares to IEPF Account

No. of Share Holder	No. of Shares	Date of Transfer
4	300	13.11.2020
6	421	11.12.2020
2	240	19.01.2021

FEES TO STATUTORY AUDITOR

B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W – 100022) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis is given below:

Particulars	Amount
Services as Statutory auditors (including quarterly audits)	15.00
Tax Audit	-
Services for Tax Matters	-
Other Matters	-
Re-imbursment of out-of-pocket expenses	0.80
Total	15.80

(₹ in Lakhs)

CORPORATE GOVERNANCE VOLUNTARY GUIDELINES

Committed to the principles of good Corporate Governance, the Company has, wherever necessary, complied with the Voluntary Guidelines issued by the Ministry of Corporate Affairs on Corporate Governance.

REPORT ON COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS

The Report on Compliance of Discretionary Requirements as provided in the Listing Regulation is furnished below.

1. The Board:

The Chairman of the Company is an Executive Chairman having an office at the premises of the company.

2. Shareholder Rights:

Though some of the Shareholders have not furnished their e-mail ID with the Depository, RTA and Company, despite various reminder request every year through AGM notice, effective from 01.04.2021 we are planning to send half-yearly declaration of financial performance including summary of the significant events, if any, in last six-months to the shareholders having mail ID's through E-mail.

3. Modified opinion(s) in Audit Report:

The Company is already in the regime of unqualified financial statements only.

4. Separate posts of Chairperson and Chief Executive Officer:

The Company has appointed separate persons to the post of Chairman and Managing Director / CEO.

5. Reporting of Internal Auditor:

The Internal Auditor is reporting directly to the Audit Committee.

The above Corporate Governance Report has been placed before the Board of Directors at their Meeting held on 28.04.2021 and the same was approved thereat.

CODE OF CONDUCT AND ETHICS – DECLARATION

It is hereby declared that the Board of Directors of the Company have adopted a Code of Conduct for the Board members and Senior/Key Management of the Company and the same has also been posted in the website of the Company and that all the Board Members and Senior/Key Management Personnel to whom this Code of Conduct is applicable have affirmed the compliance of Code of Conduct during the year 2020- 2021.

Coimbatore
28.04.2021

P. Nataraj
Chief Executive Officer & Managing Director
DIN : 00229137