

K.P.R. MILL LIMITED

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

KPR/11 - AGM/ID

27.08.2014

Dr. K. Sabapathy,
88, Reliance Garden, 242, Trichy Road,
Singanallur,
Coimbatore – 641 005.

Dear Sir,

Sub: Appointment as an Independent Director

We are glad to inform you that at the 11th Annual General Meeting of the Members of the company held on 27th August, 2014, you have been appointed as an '**Independent Director**' of the Company for a period of five consecutive years w.e.f 01.04.2014.

The role, functions, duties and responsibilities as Independent Director shall be as per the provisions of Clause 49 of the Listing Agreement read with the provisions of Sec 166 and Schedule IV of the Companies Act, 2013 copies of which are enclosed herewith for your kind reference.(Annexure – I)

Your appointment is also governed by the code of conduct for Directors and Employees adopted by the Board of Directors of the Company.

During the said tenure of office, you may also be required to serve on all or any of the committees of the Board such as, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee etc., as may be decided by the Board from time to time.

To facilitate meaningful and focused discussion, the date of Board and Committee Meetings are decided well in advance and the required papers are circulated to the Directors.

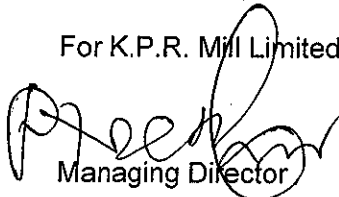
Please note that, you are entitled to sitting fees for attending the meetings of the Board and committee at Rs. 20,000/- per meeting.

Please acknowledge receipt by returning a copy of this letter duly signed.

Thanking You,

Yours Faithfully,

For K.P.R. Mill Limited


Managing Director

Encl: As above

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Sri. G. P. Muniappan,
B-189, Sreevatsa Gardens, Mettupalayam Road
Thudialur Post,
Coimbatore – 641 034.

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Sri. M. J. Vijayaraaghavan,
34A, K.G. Layout, Church Road Extension
K.K. Pudur,
Coimbatore – 641 038.

Dear Sir,

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We are glad to inform you that at the 11th Annual General Meeting of the Members of the company held on 27th August, 2014, you have been appointed as an '**Independent Director**' of the Company for a period of five consecutive years w.e.f 01.04.2014.

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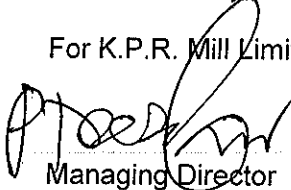
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Sri. K.N.V. Ramani,
"Brindavan", 152, Kalidas Road,
Coimbatore – 641 009.

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27.08.2014

Sri. A. M. Palanisamy,
No:23-24, MR Gardens, Krishna Colony,
Trichy Road, Singanallur,
Coimbatore – 641 005.

Dear Sir,

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27.08.2014

Sri. C. Thirumurthy,
69-1, LML Colony,
Amman Kulam Road,
Pappanaickenpalayam,
Coimbatore – 641 037

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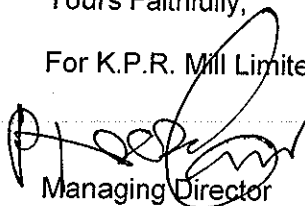
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PROFILE OF INDEPENDENT DIRECTORS

Name of the Director	Dr.K.Sabapathy	Sri.G.P.Muniappan
Date of Birth	04.06.1955	29.05.1941
Date of appointment on the Board	21.02.2007	24.03.2008
Qualifications	M.Sc., M.Phil., PhD	University Rank Holder in M.A.Economics. C.A.I.I.B., P.G. Diploma in Bank Management
Expertise in specific functional area	Dr. K.Sabapathy is a Post Graduate in Science and Philosophy and a Doctorate in Physics. After a brief span of Teaching at Colleges, he became a Member of the Coimbatore Stock Exchange and was its Vice President during 2003 and 2005. He was also a Director of Inter Connected Stock Exchange of India Limited, Mumbai from 2002 to 2005. He is associated with the Company as an Independent Director since 2007 and is the Chairman of the Stakeholders Relationship Committee.	Sri.G.P.Muniappan, joined R.B.I. during 1965 as Junior Officer. His dedication and efficiency elevated him to the highly responsible and prestigious position of 'Deputy Governor' of R.B.I in 2001, after serving its various Departments in different capacities viz., Regional Director, Executive Director etc. He also held high positions such as Chairman of Bank of Madura, R.B.I.'s Nominee on the Boards of SEBI, Indian Overseas Bank, Indian Bank and as a Trustee of U.T.I. He has specialized in the areas of Forex Management, Banking operations, Banking Regulations and supervision. He is associated with the Company as an Independent Director since 2008.
Directorship held in other Public Companies (excluding foreign and private companies)	1) Coimbatore Capital Limited	1) K.G.Denim Limited
Chairmanships/ Memberships of Committee across	Coimbatore Capital Limited	K.G.Denim Limited Stakeholders Relationship Committee - Member
Shareholding in the Company - No. of Shares	Nil	Nil
Relationship between directors inter-se	None	None

Name of the Director	Sri.M.J.Vijayaraaghavan	Sri. K.N.V.Ramani	Sri. A.M.Palanisamy
Date of Birth	03.08.1932	05.10.1931	15.08.1950
Date of appointment	21.02.2007	27.6.2008	22.02.2010
Expertise in specific functional area	Sri.M.J.Vijayaraaghavan is a Chartered Accountant with over four decades of experience. He is the senior partner of reputed Chartered Accountant Firm M.S. Jagannathan & Visvanathan who are the Statutory Auditors of Leading companies located in Coimbatore, Bangalore and in the State of Kerala. Besides being a Senior Partner in a few other Chartered Accountant Firms. He is an Independent Director and the Chairman of the Audit Committee & Nomination and Remuneration Committee.	Sri.K.N.V. Ramani, is a Corporate Lawyer with more than 50 years of active practice specializing in Corporate Laws, Taxation and Labour Laws. He is the Legal Advisor for many reputed Companies, PSUs, Banks and Financial Institutions etc. He is presently the Senior Partner of the Law firm M/s. Ramani & Shankar, Advocates, Coimbatore. He is associated with the Company as an Independent Director since 2008.	Sri. A.M.Palanisamy, is a Commerce Graduate and Fellow Member of The Institute of Chartered Accountants of India. After Practicing for about 16 years specializing on Production, Planning, Financial Management and Taxation, he became an Entrepreneur. He is the Chairman of Aerospace Materials Private Limited, a unique Company Manufacturing and supplying materials required for Space Vehicle (Suppliers to ISRO). He is also the Managing Trustee of reputed Schools and a Trust. He is a Member in Systems Society of India and Indian Carbon Society. He is associated with the Company as an Independent Director since 2010.
Qualification	FCA	B.L., MA.	FCA
Directorship held in other Public Companies (excluding foreign and private companies)	1) K.G. Denim Limited	1) Bannari Amman Spinning Mills Ltd 2) Sri Kannapiran Mills Ltd 3) Sri Chamundeswari Sugars Ltd 4) K.G. Denim Limited 5) L.G.B. Forge Limited 6) Shiva Texyarn Ltd 7) Sree Sankara College Association	1) Kovai Medical Centre and Hospital Limited 2) Coimbatore Central Co-Operative Bank Limited
Chairmanship / Membership of Committees in other Indian Public Companies	Nil	1) Bannari Amman Spinning Mill Ltd Audit Committee - Member Nomination and Remuneration Committee - Member 2) Sri Kannapiran Mills Ltd Audit Committee - Chairman Nomination and Remuneration Committee - Chairman 3) Sri Chamundeswari Sugars Ltd Nomination and Remuneration Committee - Chairman 4) K.G. Denim Limited Audit Committee - Member Nomination and Remuneration Committee - Chairman 5) L.G.B. Forge Limited Nomination and Remuneration Committee - Chairman 6) Shiva Texyarn Ltd Audit Committee - Chairman	Kovai Medical Center and Hospital Limited: Chairman - Audit Committee
Shareholding in the Company - No. of shares	100	Nil	Nil
Relationship between directors inter-se	None	None	None

Name of the Director	Sri.C.Thirumurthy
Date of Birth	16.04.1959
Date of appointment	31.01.2011
Expertise in specific functional area	Sri. C.Thirumurthy, B.Com, B.L is a Fellow Member of The Institute of Company Secretaries of India and is Practicing as Company Secretary since 2003. He served as 'Company Secretary' in reputed Companies, mostly related to Spinning Industry. During his career, he handled Public Issue, liaised with Banks and Financial Institutions, besides attending matters related to Income tax, Sales Tax and Central Excise. He has held various Positions in the Coimbatore Chapter of the Institute of Company Secretaries of India and is a part - time faculty for law related subjects. He is a Rotarian and a Member of Board of Studies of a few Colleges. A regular Speaker in various forums on corporate law related subjects. He is associated with the Company as an Independent Director since 2011.
Qualification	F.CS
Directorship held in other Public Companies (excluding foreign and private companies)	Salona Cõtspin Limited
Chairmanship / Membership of Committees in other Indian Public Companies	Salona Cõtspin Limited: Audit Committee, Remuneration Committee - Member
Shareholding in the Company - No. of shares	175