



K.P.R. MILL LIMITED

CIN: L17111TZ2003PLC010518

Registered Office: No.9, Gokul Building, A.K.S. Nagar, Thadagam Road, Coimbatore – 641 001

Corporate Office: 1st Floor, Srivari Shrimat, 1045, Avinashi Road, Coimbatore – 641 018

Ph: 0422-2207777 **Fax:** 0422-2207778

Email: investors@kprmill.com **Website:** www.kprmilllimited.com

NOTICE OF 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **15th Annual General Meeting** of the Members of the Company will be held on **Monday the 27th August 2018 at 11.30 AM at Ball Room, Hotel The Residency 1076, Avinashi Road, Coimbatore – 641018** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Accounts together with Directors Report as also the Auditors Report thereon for the year ended 31st March, 2018.
2. To declare dividend on Equity Shares.
3. To appoint a Director in the place Sri E.K. Sakthivel (Holding DIN: 01876822) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. K. Sabapathy (holding DIN 00001794), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.3.2024.

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sri. G.P. Muniappan (holding DIN 01653599), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.3.2024.

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sri. K.N.V. Ramani (holding DIN 00007931), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.3.2024.

7. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sri. A.M. Palanisamy (holding DIN 00112303), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.3.2024.

8. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sri. C. Thirumurthy (holding DIN 00001991), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.3.2024.

9. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 148 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of Audit Committee the remuneration of ₹ 50,000 (plus GST and out of pocket expenses if any for the purpose of audit) payable to Sri. B. Venkateswar, Cost Accountant (M.No. 27622), as approved by the Board of Directors for conducting the audit of

Cost Accounting Records of the Company for the financial year ending 31st March, 2019 be and is hereby ratified and confirmed.

By Order of the Board of Directors

Place: Coimbatore
Date: 30.04.2018

K.P. Ramasamy
Chairman

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The Instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business of the meeting, is annexed hereto.
3. The Register of the Members and Share Transfer Books of the Company shall remain closed from 22nd August, 2018 to 27th August, 2018 (Both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the Members.
4. The dividend as recommended by the Board, if declared at the meeting will be paid on / before 18th September 2018 to those members:

(a) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Transfer Agent on or before 26th August, 2018 and

(b) whose names appear as Beneficial Owners in the list of Beneficial Owners on 21st August, 2018 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. Please furnish Bank account details/change to Depositories, if not provided.
6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/the Company.
7. Under Section 125 of the Companies Act, 2013 and IEPF Authority Rules 2016 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date and the underlying Shares in respect of those Unclaimed Dividends are required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has accordingly, transferred/ will transfer the following amounts and Shares to the Investor Education and Protection Fund of the Central Government during the financial year.

Transfer of Unclaimed Dividends to IEPF Account

S.No	Name of Account	Amount (₹)	Transferred / To be Transferred
1	Interim dividend 2009-10	1,13,800/-	Transferred on 03/07/2017
2	Final dividend 2009-10	38,413/-	Transferred on 02/11/2017
3	Interim dividend 2010-11	44,115/-	Transferred on 27/12/2017
4	Final dividend 2010-11	59,589/-	To be Transferred before 04/10/2018

Shares transferred to IEPF Demat Account:

No of Share Holder	No of Shares	Date of Transfer
19	1216	30.11.2017

The Members whose Dividends / Shares are transferred to the IEPF Authority can now claim their Dividends /Shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

In pursuance of the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules 2012 (IEPF Rules) whose objective is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz

www.iepf.gov.in as well as shares in IEPF Account under "Investors Section" on the Website of the Company viz www.kprmillimited.com. Members are requested to contact the Registrars Karvy Computershare Private Limited for encashing the unclaimed dividends standing to the credit of their account. Please note that as mentioned above both Unpaid / Unclaimed Dividends for a period of Seven years and the underlying Shares will be transferred to IEPF Account.

8. Details under Schedule V of the listing regulation in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. Electronic copy of the Annual Report 2017-18 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. **For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.**
10. Electronic copy of the Notice of the 15th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. **For members who have not registered their email address, physical copies of the Notice inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.**
11. Members may also note that the Notice of the 15th Annual General Meeting and the Annual Report 2017-18 will also be available on the Company's website www.kprmillimited.com for download. The Physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id investors@kprmill.com

A. The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of 21st August, 2018

B. The facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote at the meeting.

C. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to its members in respect of the businesses to be transacted at the 15th Annual General Meeting (AGM). The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorized agency to provide e-Voting facility.

The Procedure and instructions for e-voting are as under:

Open your web browser during the voting period and navigate to 'http://evoting.karvy.com' Enter the login credentials (i.e., user-id & password) mentioned on the E-mail or in the Attendance Slip. Your Folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Voting Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- i. Please contact toll free No. 1-800-34-54-001 for any further clarifications.
- ii. Members can cast their vote online from Friday, August 24th, 2018, 9.00 AM to Sunday, August 26th, 2018, 5.00 PM
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in Demat/ Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID etc. on 1st login. You may also enter the Secret Question and answer of

your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- vii. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- viii. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'
- ix. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi. Corporate/Institutional Members (corporate / FIs / FIIs / FPIs / Trust / Mutual Funds / Banks / etc.) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to vetrivelfca@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name.. Event no."

D. Sri.A.Vetrivel, Practising Chartered Accountant, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

E. The Scrutinizer after scrutinizing the votes cast at the Meeting by Poll and through remote e-voting, make a consolidated Scrutinizer's Report and submit the same forthwith or not later than two days of conclusion of the meeting to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.

F. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (www.kpmilllimited.com) and on the website of the

Karvy (<http://evoting.karvy.com>). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.

G. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. subject to receipt of the requisite number of votes in favour of the Resolutions.

12. As the Company has provided e-voting facility in terms of Regulation 44 of the listing regulations, and section 108 of the Companies Act, 2013 members may please note that there will be only one mode of voting. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through postal voting to declare the final result for each of the resolutions forming part of the notice of annual general meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 4, 5, 6, 7 and 8

Dr. K. Sabapathy, Sri. G.P. Muniappan, Sri. K.N.V. Ramani, Sri. A.M. Palanisamy, and Sri. C. Thirumurthy were appointed as Independent Directors of the Company for a period of 5 years each in the 11th Annual General Meeting of the Company held on 27.08.2014, pursuant to the provisions of Section 149 of the Companies Act 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges and they hold office up to 31.03.2019.

As per the provisions of Section 149(10) & (11) of the Act the independent directors may hold office for up to two consecutive terms of 5 years each and upon completion of first term they shall be eligible for re-appointment on passing special resolution by the Company and disclosure of such appointment in its Board's report provided they shall meet with the criteria of independence as provided in Section 149(6) of the Act and SEBI (LODR) Regulations.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re- appointment of the aforesaid Directors as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by them during their tenure, their continued association would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as

Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.3.2024.

The aforesaid Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from the aforesaid Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

As per the amended SEBI (LODR) Regulation, the re-appointment of Sri. G.P. Muniappan and Sri. K.N.V. Ramani who have crossed the age of seventy five years, have to be justified.

Sri. G.P. Muniappan, a University Rank Holder in M.A. Economics is a Post Graduate Diploma in Bank Management and CAIIB. His dedication and efficiency elevated him to the highly responsible and prestigious position of 'Deputy Governor' of R.B.I in 2001, after serving as its 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 & Regulations. His association in the Board has been of value to the Company. He continues on the Board and Committees including Audit Committee of another Listed Company.

Sri. K.N.V. Ramani is a Senior Corporate Lawyer with more than fifty years standing. He is the Founder and Senior Partner leading the Law Firm 'RAMANI AND SHANKAR' which is a reputed and well recognized Consultant of many Corporate and other Institutions in the region. As Corporate Lawyer, specializing in legislations concerning them and all types of commercial causes, his association in the Board has been of value to the Company. He continues on the Board and Committees including Audit Committees of several Listed Companies.

The Company will benefit by their continued association and guidance as Members of the Board.

Details of the aforesaid Directors whose re-appointment as Independent Directors are proposed at Item Nos. 4, 5, 6, 7 and 8 are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office of the Company.

Dr. K. Sabapathy, Sri. G.P. Muniappan, Sri. K.N.V. Ramani, Sri. A.M. Palanisamy and Sri. C. Thirumurthy, are interested in the

resolutions set out respectively at Item Nos. 4, 5, 6, 7 and 8 of the Notice with regard to their respective re-appointments. The relatives of the aforesaid Directors may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item Nos. 4, 5, 6, 7 and 8 of the Notice for approval by the members.

Item No.9

The Board of Directors at the meeting held on 30th April, 2018,

based on the recommendation of the Audit Committee, appointed Sri. B. Venkateswar, B.Sc., FCMA (M. No. : 27622), Cost Accountant, Coimbatore, as Cost Auditor for the Financial Year ending 31st March, 2019 at a remuneration of ₹ 50,000 (Plus GST) and reimbursement of out of pocket expenses at actual. As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the said Cost Auditor has to be ratified by the Shareholders and hence the resolution under Item no 9 is placed for your approval.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the resolution.

By Order of the Board of Directors

Place: Coimbatore

K.P. Ramasamy

Date: 30.04.2018

Chairman

DETAILS AS PER SEBI (LODR) / COMPANIES ACT 2013 OF THE APPOINTEES:

Name of the Director	Sri. E.K. Sakthivel	Dr. K. Sabapathy	Sri. G.P. Muniappan
Date of Birth	16.04.1983	04.06.1955	29.05.1941
Date of appointment on the Board	09.03.2016	01.04.2014	01.04.2014
Qualifications	MBA	M.Sc, M.Phil, PhD	University Rank Holder in M.A. Economics. C.A.I.I.B., P.G. Diploma in Bank Management etc.
Expertise in specific functional area	Sri. E.K. Sakthivel, B.Com, MBA, aged 35 years, has over 10 years of experience in Production & Marketing of Apparels. He joined the Management Team of KPR Mill Limited (K.P.R.) in 2007, as 'Head-Operations' (Garment Division), Tirupur and has been functioning as such. Since his appointment, the Garment Unit, Tirupur had seen a rapid growth in the volume of Business and performance. Considering his significant role in formulation and implementation of various Business plans in the Garment segment, he was involved in Expansion and Modernisation schemes and setting up of new units of K.P.R. His marketing skills secured new International Buyers besides widening the business from existing clientele. Presently he oversees the operations of the 'State-of-the-Art' Garment unit at Thekkalur, catering to the requirements of Top International Brands and the operations of two Spinning Units.	Dr. K. Sabapathy was a faculty of Physics in PSG College of Arts and Science for 5 years from 1977 to 1982 and a faculty of Physics and Computer Science in CBM College from 1982 to 1992. A member of Coimbatore Stock Exchange for 20 years since 1992 and was also its Vice President during 2003 to 2005. He was also Director of Inter Connected Stock Exchange of India Limited, Mumbai during 2002 to 2005.	Mr. G.P. Muniappan, joined R.B.I during 1965 and became its Deputy Governor in 2001. He also held high positions such as Chairman of Bank of Madura. R.B.I's Nominee on the Board 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.

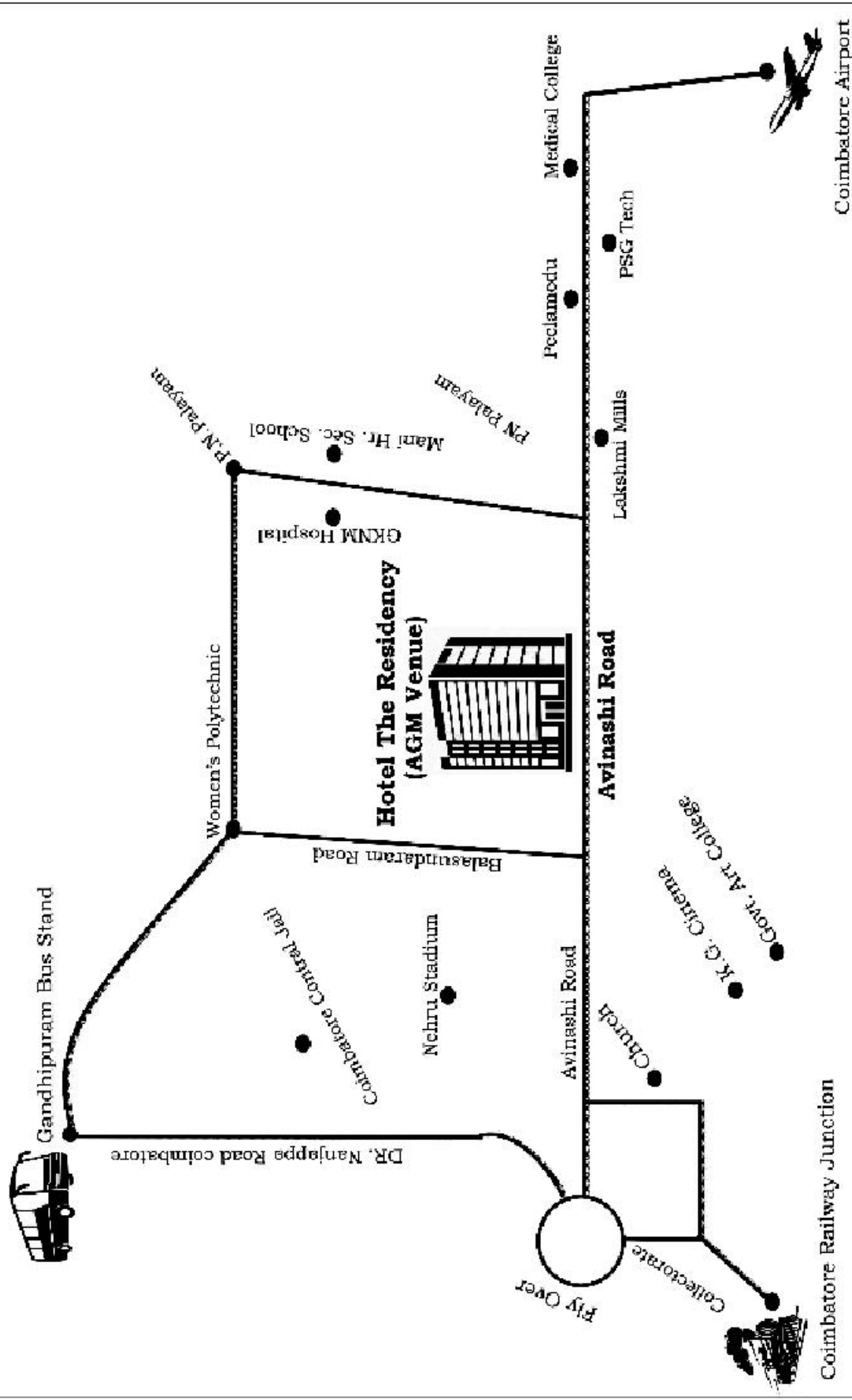
Directorship held in other Public Companies (excluding foreign and private companies)	NIL	NIL	K.G. Denim Limited
Chairmanships/ Memberships of Committee across	NIL	NIL	K.G. Denim Limited Stakeholders Relationship Committee - Member Audit Committee - Chairman Nomination and Remuneration Committee – Member
Shareholding in the Company - No. of Shares	NIL	NIL	NIL
Relationship between directors inter-se	Wife's Father: Sri. KPD Sigamani	None	None

Name of the Director	Sri. K.N.V. Ramani	Sri. A.M. Palanisamy	Sri. C. Thirumurthy
Date of Birth	05.10.1931	04.06.1955	16.04.1959
Date of appointment on the Board	01.04.2014	01.04.2014	01.04.2014
Qualifications	B.L.,M.A.	F.C.A.	F.C.S.
Expertise in specific functional area	Sri. K.N.V. Ramani is a Corporate Lawyer with more than 50 years of active practice specializing in legislations like the Companies Act, Taxation and Labour Laws. He is the Legal Advisor for many Companies, PSUs, Banks and Financial Institutions etc. He is presently the senior partner of the law firm M/s. Ramani & Shankar, Advocates, Coimbatore.	He practised as a Chartered Accountant for about 16 years with specialization in production planning, financial management and taxation. Looking after production as well as administration of Aerospace Materials Private Limited, the Manufacturers of Carbon Cloth used in Space Vehicles (Rockets), and Suppliers to ISRO.	C. Thirumurthy, B.Com, B.L, F.C.S is a Fellow Member of The Institute of Company Secretaries of India and is Practicing as Company Secretary since 2003 at Coimbatore. He served as 'Company Secretary' in various Companies mostly related to Spinning Industry. During his career handled Public Issue, liaised with Banks and Financial Institutions for financial assistance, besides, attending matters related to Income tax, Sales Tax and Central Excise.
Directorship held in other Public Companies (excluding foreign and private companies)	1) Bannari Amman Spinning Mills Ltd 2) Sri Kannapiran Mills Ltd 3) K.G. Denim Limited 4) L.G.B. Forge Limited 5) Shiva Texyarn Ltd 6) Shiva Mills Limited	Kovai Medical Centre and Hospital Limited	NIL

Chairmanships / Memberships of Committee across	Bannari Amman Spinning Mill Ltd Audit Committee – Member Nomination and Remuneration Committee – Chairman Sri Kannapiran Mills Ltd Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee - Member K.G. Denim Limited Audit Committee – Member Nomination and Remuneration Committee – Chairman Stakeholder Relationship Committee - Member L.G.B. Forge Limited Nomination and Remuneration Committee – Chairman Shiva Texyam Ltd Audit Committee – Chairman Shiva Mills Limited Audit Committee - Chairman Stakeholder Relationship Committee - Chairman	Kovai Medical Center and Hospital Limited Audit Committee - Chairman Nomination and Remuneration Committee – Chairman Stakeholder Relationship Committee - Chairman	NIL
Shareholding in the Company - No. of Shares	NIL	NIL	NIL
Relationship between directors Inter-se	None	None	None

- i. Sri. E.K. Sakthivel is a Non-Independent Director.
- ii. The remaining are Independent Directors who fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as independent Directors under Section 149 and other applicable provisions of the Companies Act, 2013 and are independent in compliance with SEBI (LODR) Regulations

Route Map for the AGM Venue



Bus Route:

From Peelamedu: 2, 9, 10A, 16A, 31D, 90

From Ukkadam & Railway Station: 9, 10A 16A, S30, 31D, 90

Venue Bus Stop: **GKNM Hospital**

For Venue Queries:

Mob: 99429 87378