



Kandagiri Spinning Mills Ltd.

28th September, 2014

To

Sri S. Gnanasekharan Member of Audit Committee
3/107, T.Kailasampalam Post,
Tiruchengode,
Namakkal Dt

Dear Sir,

Your appointment as an Independent Director on our Board for five years from 28-9-2014

I am pleased to inform you that in accordance with the provisions of Sec 149 read with Schedule IV of the Companies Act 2013, Board of Directors of our Company having formed an opinion that you are a person of integrity and possess relevant experience and expertise as stated in clause (a) of Sec 149(1) of that Act and having recommended at the Board Meeting held on 13.8.2014, to the shareholders of the Company to approve your appointment as an Independent Director for a period of five years from the date of approval of the members of the Company your appointment has been approved by passing the requisite resolution stated in Item No.8 of the Notice of the 38th Annual General Meeting of our Company to hold office as an Independent Director of our Company for a period of five consecutive years from 28th September 2014 till the conclusion of the 43rd AGM of our Company.

Your appointment as an Independent Director is in accordance with the provisions of the Companies Act 2013 and you shall abide by the code for Independent Directors stated in Schedule IV, a copy of which is attached for your reference. Further, your appointment as an Independent Director of our Company is also subject to the Regulations as may be prescribed by the Securities and Exchange Board of India and the Listing Agreement with the Stock Exchanges which include the following :-

- 1) You can serve as an independent director only for a maximum of seven Listed Companies.
- 2) If you happen to serve as a whole time director in any Listed Company you can be an independent director of only three listed Companies.



Regd Off: Mill Premises Jeevapaty (P.O.) PB No 3 Salem - 636 140 Phone: M 0427-2244400
Fax: 0427-2244422 Grams SUPERSPAN E-mail sales@kandagiri-mills.com Web: www.kandagiri-mills.com



Accepted
[Signature]





Kandagiri Spinning Mills Ltd.

- 4) Our board is confident that with your knowledge, experience and expertise our Company can scale new heights and you can feel proud about your participation in the management in ensuring good corporate governance maintaining confidentiality, transparency and accountability for all the decisions of the Board and the Committees.

Our Board is also pleased to appoint you to be a member on the Audit Committee of our Company.

It is the expectation of our Board that your active participation in all our Company's Board Meetings and the Committee Meetings will enhance our Company's future prospects.

As decided by our Board, the fees payable to our directors including the Independent Directors for attending meetings of our Board and other Committees are as under:

- | | |
|--|---------------------------|
| 1) Board Meeting | - Rs.15,000/- per Meeting |
| 2) Audit Committee Meeting | - Rs.25,000/- per Meeting |
| 3) Nomination and Remuneration Committee Meeting | - Rs.15,000/- per Meeting |
| 4) Stakeholders Relationship Committee Meeting | - NIL |
| 5) Finance Committee Meeting | - NIL |
| 6) Share Transfer Committee Meeting | - NIL |
| 7) 'CSR' Committee Meeting | - NIL |

The above fees are in addition to reimbursement of expenses incurred for attending the Meetings of our Company.

Receipt of this letter may kindly be acknowledged

Thank you.

For and on behalf of the Board

(R. Selvarajan)
Chairman

Accepted

[Signature]



Regd. Off. Mill Premises, Udayapatti (P.O.) PE No. 3 Salem - 636140. Phone: M. 0427-2244400
Fax: 0427-2244422 Grams: SL PERSPIN E-mail: sales@kandagirimills.com Web: www.kandagirimills.com



PROFILE OF MR. S.GNANASEKHARAN

Name : S.Gnanasekharan

Date of Birth : 29-05-1938

Father's Name : P. Subramaniam

Qualification : A C S - Associate Member of the
Institute of Company Secretaries
of India, New Delhi since 2000
F 7503

Occupation : Practising Company Secretary

Other Activities : Vice Chairman of the Salem
Chapter of the Institute of
Company Secretaries of India

Counsellor of the Institute of
Company Secretaries of India,
New Delhi for Namakkal District
since 2004 to serve the student
community who pursue the
company secretaryship course.

Sales Tax Practitioner since 2002

Experience : Worked in a corporate body, a
listed Company viz India
Cements Limited, Chennai in
their plant at Sankari, Salem Dist
for 35 years under various
capacities and retired as Senior
Asst. Manager, Finance &
Accounts .



Kandagiri Spinning Mills Ltd.

28th September 2014

To

Sri Kameshwar M Bhat
G-3, Architha III, 18th Cross,
Ideal Home Township, Rajarajeshwari nagar,
Bangalore – 560 098.

Dear Sir,

Your appointment as an Independent Director
on our Board for five years from 28-9-2014

I am pleased to inform you that in accordance with the provisions of Sec.149 read with Schedule IV of the Companies Act 2013, Board of Directors of our Company having formed an opinion that you are a person of integrity and possess relevant experience and expertise as stated in clause (a) of Sec.149(6) of that Act and having recommended at the Board Meeting held on 13.8.2014, to the shareholders of the Company to approve your appointment as an Independent Director for a period of five years from the date of approval of the members of the Company your appointment has been approved by passing the requisite resolution stated in item No. 9 of the Notice of the 38th Annual General Meeting of our Company to hold office as an Independent Director of our Company for a period of five consecutive years from 28th September 2014 till the conclusion of the 43rd AGM of our Company.

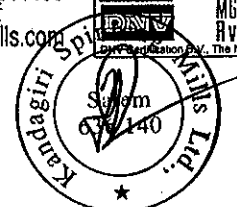
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CIN:L17111TZ1976PLC000762





Kandagiri Spinning Mills Ltd.

- 2 -

3) You will ensure that neither you nor any of your relatives

- a) enter into any pecuniary relationship with our Company or with any of our Associate Companies viz., SPMH Health Care Services Private Limited
- b) hold 2% or more voting power of our Company or our Associate Company - Shares held in your name and that your relatives are to be reckoned for this purpose.
- c) render any professional service as an Auditor, Company Secretary in practice or Cost Auditor or any legal service to our Company or to our Associate Company.
- d) be a material supplier, service provider, customer or lessor or lessee of our Company.

4) Our board is confident that with your knowledge, experience and expertise our Company can scale new heights and you can feel proud about your participation in the management in ensuring good corporate governance maintaining confidentiality, transparency and accountability for all the decisions of the Board and the Committees.

It is the expectation of our Board that your active participation in all our Company's Board Meetings will enhance our Company's future prospects.

As decided by our Board, the fees payable to our directors including the Independent Directors for attending meetings of our Board and other Committees are as under:

1) Board Meeting	- Rs.15,000/- per Meeting
2) Audit Committee Meeting	- Rs.25,000/- per Meeting
3) Nomination and Remuneration Committee Meeting	- Rs.15,000/- per Meeting
4) Stakeholders Relationship Committee Meeting	- NIL
5) Finance Committee Meeting	- NIL
6) Share Transfer Committee Meeting	- NIL
7) 'CSR' Committee Meeting	- NIL

The above fees are in addition to reimbursement of expenses incurred for attending the Meetings of our Company.

Receipt of this letter may kindly be acknowledged.

Thanking you,

For and on behalf of the Board

(R. Selvarajan)
Chairman



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CIN:L17111TZ1976PLC000762

PROFILE OF MR. KAMESHWAR BHAT

Banking, Financial Services, and Retail Operations Management Executive with 25 plus years of industry experience and stellar track record of exceeding business goals

AREAS OF EXPERTISE

Profit & Loss Management	Sales & Operations Management
Client Relationship Management	Strategic Planning & Vision
Business Process Optimization	Change Management
Team Building & Leadership	Deal Structuring

CAREER PATH

MAIYAS BEVERAGES AND FOODS PVT LTD

Executive Officer

Bangalore, India (Apr 2013 – Present)

Company is among the market leaders in Indian processed food industry. Being Executive Officer responsible for providing financial, strategic and operational leadership to improve the operating results.

Key Responsibilities

- Responsible for the complete operations and business results of Beverages and Food business

Key Achievements

- Spearheaded the fund raising activity of the company
 - Raised **INR 100 crore** from Bangalore-based **private equity** fund.
- Developed and implemented the **go-to-market strategy** for packaged food retail chain *Maiyas-Express*
 - Grew the business across Bangalore by increasing 5 outlets in one year across

KARNATAKA BANK LTD

Asst General Manager (AGM)

Pan India (Mar 1990 – Apr 2013)

*23 years of Banking Services experience; played multiple roles at varied capacities; started as Agricultural Field Officer and organically promoted to the position of **Assistant General Manager** in very short time*

Key Responsibilities

- As AGM and Region head, responsible for the business performance of the bank in the region (North).
- As Branch Manager in 6 branches, responsible for all round development of the branch that includes top-line & bottom-line responsibility, business development, service delivery, operations etc

Key Achievements

- Member of the **Prestigious Chairman/MD's club** for the record number of **12 times** based on the stellar business performance
- **Turned around 4 NPA** (non-performing assets) branches to **nil NPA's** by strategic initiatives, financial controls and process improvements
 - **Transformed 2nd highest NPA branch** among all the branches of the bank to nil NPA in 3 years
- **Best Branch Award** (Silver rolling Trophy) for the record number of **FOUR times** (Only one more Branch Head is successful to bag this trophy more than once i.e. Two times).
- Member of **Insurance Club** for the record number of **7 times** – solely based on the aggressive target achievement
- Only person in the bank to qualify for all the R & R programme of Metlife India Ins. Co Ltd.
- The customers Introduced to the Bank are enjoying around **INR 500 crores** of advances which constitute more than 2% of advances of the Bank (NPA addition is NIL)
- Bagged maiden **Best AFO award**, when introduced in 1993.

Education : M.Sc (Agri), CAIIB, PGDM

Date of Birth : 21-07-1964

Father's Name : Mahabaleshwar Bhat



Kandagiri Spinning Mills Ltd. Unit-I

Ref: KSML/CS/040/2017-18

Date: 12.08.2017

To

Dr. V. Sekar
36, Alpha Nagar,
Kovaipudur,
Coimbatore – 600 004

Dear Sir,

Sub: Your appointment as Non- Executive Independent Director of the Company

You were appointed as Additional Director (Non-Executive, Independent) with effect from 25.03.2017 to hold office upto the conclusion of the 41st Annual General Meeting of the Company. I am pleased to inform you that, members of the Company upon recommendation of Nomination and Remuneration Committee and Board of Directors have approved your appointment as Non-Executive Independent Director of the Company (not liable to retire by rotation) at the 41st Annual General Meeting of the Company held on 12.08.2017. You will hold office upto the conclusion of the 45th Annual General Meeting to be held in the year 2021.

Your appointment as an Independent Director is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and you shall abide by the code for Independent Directors stated in Schedule IV and obligations specified in regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the referred provisions is attached for your ready reference.

Our board is confident that with your knowledge, experience and expertise our Company can scale new heights and you can feel proud about your participation in the management in ensuring good corporate governance maintaining confidentiality, transparency and accountability for all the decisions of the Board and the Committees.

Our Board is also pleased to appoint you as Member of the Audit Committee of our Company.

It is the expectation of our Board that your active participation in all our Company's Board Meetings and the Committee Meetings will enhance our Company's future prospects.

Contd....2



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Kandagiri Spinning Mills Ltd. Unit-I

: 2 :

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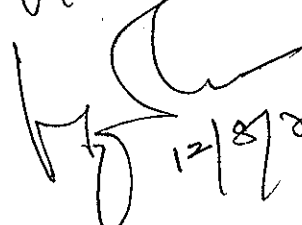
Thanking you,

**For and on behalf of the Board of
Kandagiri Spinning Mills Limited**


(S. Devarajan)
Chairman

Encl:

1. Relevant provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating compliance requirements of Independent Director.
2. Code for Independent Directors – Schedule IV of Companies Act, 2013.

*Accepted with
Thanks*

12/8/2017



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CIN : L17111TZ1976PLC000762



PROFILE OF DR. V. SEKAR



1. Name : **DR V. SEKAR**
2. Date of birth : 05.02.1956
3. a) Present Address : 36, Alpha Nagar,
Kovaipudur, Coimbatore-42
- b) Permanent Address : 147, Royapettah High Road,
Mylapore, Chennai-600 004.
Tamilnadu (Phone: 044-24672579)
4. Contact No.
 - a) Telephone (along with STD Code) : Tel. Nos.: 073589 99441
 - b) Mobile : 098717 19383
 - c) Fax : -NIL-
5. E-mail Address : vsekar19@gmail.com
6. Educational Qualifications

Academic	University/Institution	Year of passing	% of marks & Div.	Subject
1. SSLC	Tamilnadu	1972	67 I Div.	Physics Electives
2. PUC	Madras	1973	55% II Div.	Physics & Chemistry, Biology
3. B.Sc.	Madras	1976	57% II Div.	Zoology, Chemistry, Botany
4. M. A.	Madurai- Kamaraj	1983	54% II Div.	Pol. Science
Professional				
5. L.L.B.	Delhi	1984	53% II Div.	Business Laws
6. PGDBA	Annamalai	1985	56% II Div.	Business Management
7.CAIIB (Banking)	Indian Institute of Bankers, Bombay	1991	II Div.	Banking
8. MBA (Finance)	IGNOU	1999	67% I Div.	Financial Management
9. M. Phil	Algappa, Karaikudi, TN	2008	58% II Div.	Management
10. PH.D	Algappa, Karaikudi, TN,	2015	-----	NPA Management in Banks

Addl. Qualifications			
11.National Apprenticeship Certificate	Ministry of Labour	1978	77% I Div.
12. PRAVEEN/PRAGYA/PRABOTH	Hindi	1981	Pass

7. Area of Eminence : 8 years Board level experience as Director & 36 years experience in Industrial Finance, banking/Law/Industrial Management & Industrial Administration.

Total Experience in Bank/Financial Institution : 36 years
Total Experience in Finance Sector : 36 years
Total Experience in Legal Deptt. : 08 years
Total Experience as Director on the Board : 08 years
Total Experience as Faculty : 08 years

8. Present Occupation : **Director**, Rathinam Institute of Management
Rathinam Techzone, Eachanari,
Coimbatore 21

9. Publications

Published the following Articles in National & International Journals.

- i) Strategic approach to Management of NPAs-A study with reference to Lakshmi Vilas Bank Ltd, Karur, Tamilnadu.
- ii) Managing NPAs in a phased manner.
- iii) Asset Quality of Indian Banks in 2013-14 - A Big challenge.
- iv) Societal changes due to empowerment of women in Tamilnadu.
- v) Implementation of SARFAESI Act-some issues

10. Achievement/work experience

Sl No.	Name & address of employees & designation	Period of service	Scale of Pay including present pay	Nature of duties/Exp.	Remarks/ any other information relevant for the post
1.	<u>IFCI Ltd</u> : Assistant Manager, Manager (Regular)	1980-2002	Rs.75,000/-	Credit Management	Sanction & Disbursement of loan for New Industrial Projects
2.	<u>Lakshmi Vilas Bank Ltd, H.O., Karur, TN</u> : Asstt. General Manager (Regular)	2003-2006	Rs. 1.00 lakh	Credit Management, Recovery, Legal & Faculty	Credit Management Recovery , Legal and Faculty
3.	<u>Lakshmi Vilas Bank Ltd, H.O.:</u> Dy. General Manager (Regular)	2006-2010	Rs.1.25 lakhs	Credit Management, Recovery, Legal & Faculty	Country Head of Credit Management Recovery & Faculty
4.	Hindustan Insecticides Ltd, New Delhi, Director(Finance) (Regular)	24.6.2010 to 29.02.2016	Basic Pay in the scale of pay Rs. 59000-73000 (under IDA) equivalent to 37400-67000 GP 10000(Joint Secretary level (1.5 lakhs)	Head of Finance, Personnel, Admn., Technical, Legal, Corporate	Whole time Director(Finance)

11. Personal Attributes:

- Senior Banker/Corporate Finance professional with 36 years rich experience in Financial Institution/Commercial Bank & Central Public Sector Enterprises (CPSE) in the area of Industrial Finance, Corporate Finance, Banking Law, Industrial Management, Recovery, Rehabilitation & Restructuring BIFR/AAIFR/CDR.
- Member in all Top Management Committee of HIL.
- Thorough Experience in leading the Bank into profitability and excellent exposure in Credit, NPA, Legal, Planning, Bank assurance, Inspection, Asset Liability Management (ALM) etc.
- Very good knowledge in Chemical, Textile, Sugar, Engineering, Telecom, Automobile & Infrastructure Projects.
- Consistent Performance in LVB which is making profits continuously for the last 2 decades.
- Consistent performance in HIL which is also making profits for the last 6 years.
- Possess Good Leadership skills, Interpersonal Relationship and Communication skills with integrity, ability and standing and capable of handling any crisis situation.

12. Important Positions Assumed Achievements & made during the career path.

A: HINDUSTAN INSECTICIDES LTD: DIRECTOR (FINANCE) (Whole time Director with a seat on the Board).

24th June 2010 – to 29.02.2016 (6 years).

- Held the key position as “**Director (Finance)**” and participate in all the Management decisions of HIL as one of the key members of HIL Board.
- Highest sales and record Export Turnover of HIL during 2014-2015
- Consistent Rating of Very good and Stable given by “CRISIL”.
- Obtained sanction of Addl. working Capital from Bank of Baroda to meet the working capital requirements.
- Created Employees Group Gratuity Trust Fund with LIC with Board approval.
- Entered into new areas viz. diversification into Seed Business, Long Lasting Insecticides Treated Net (LLIN) manufacture of Aluminum Phosphate a pesticide for ware houses & storage godowns.
- Expansion/ Modernisation scheme at the cost of Rs. 40 crores is being implemented at HIL’s Rasayani unit, Maharashtra.
- ERP implemented in HIL.
- Good Industrial Relationship in all the three units of HIL.
- Pay scale of Workmen & Executives since revised as per DPE guidelines of 2007.
- Besides handling the entire Finance Department, the following Departments are attached with me as overall incharge.
 - i) Personnel & Administration.
 - ii) Commercial Department.
 - iii) Technical Department.
 - iv) Corporate & Legal Department.

B: LAKSHMI VILAS BANK, H.O. KARUR, TAMILNADU

(January 2003 to June 2010): 8 years.

- Lakshmi Vilas Bank Ltd one of the premium Old Private Sector Banks with 8 divisions and 300 Branches spread across 14 states & 3 unions Territories with a total Business mix of more than Rs. 25,000 crores.
- Served in LVB in Top Management cadres for 8 years as Assistant General Manager/Deputy General Manager in Credit Management Dept.
- Appointed as Chairman & Member of all Top Management Committees of the Bank viz. Sanction, Recovery, Legal, Inspection, Planning, ALM, Bank Assurance etc.
- Reduced Gross NPA from 13.42% as on 31.3.2002 to 1.93% as on 31.3.2010 and net NPA from 9.13% to 0.90% as on 31.3.2010 and made a recovery of about Rs. 750 Crores and thereby earned an interest income above of Rs.100 Crores to the Bank.
- Successfully conducted more than 50 Lok adalats in the presence of High Court/DRT Judges and made on the spot recovery in many cases by way of One Time Settlements (OTS).
- Active member in sanction of various credit proposals including Corporates /SME/Retail etc and increased the credit sanction from Rs. 2500 crores to 5000 crores which has improved the profitability of the bank.
- Mobilised deposits to the tune of Rs. 500 crores from various Corporates all over India at a highly competitive rate.
- Also successfully sold hard core Non Performing Assets to the tune of Rs.50 Crores to KOTAK Mahindra Bank and ASREC in 2006 & 2007 which has helped the bank to improve the profitability and fundamentals of the Bank by avoiding huge provisions.
- Activity involved in CASA (Current Account/Savings Account) campaign and opened more than 20 Branches & ATMs in Tamilnadu.
- Implemented 100% Core Banking Solution (CBS) in the Bank.
- Spearheaded and played key role in setting up partnership with LIC & Bajaj Alliance Insurance for sale of Banc assurance products.
- Very sound knowledge in Legal area in Drafting, Conveyance of Deeds Agreements & Contracts, One Time Settlement, Negotiated Settlement, and Rehabilitation.

C. IFCILT

(Nov 1980 to Dec 2002) 22 years.

- Involved in more than 300 Structured Debt Financing Appraisals & Sanction and Disbursement.
- Monitoring of more than 300 projects in Textiles, Engineering, Sugar, Hotels, Infrastructure projects situated all over India.
- Prepared Restructuring package for turnaround of many Sick Companies in Textile, Sugar, Engineering, Chemical Industries.
- Developed Business to the tune of Rs.500 Crores in IFCI Delhi & Chennai Offices.
- Mobilised resources to the tune of Rs.100 Crores through IFCI Bonds/Public/Right Issue.

13. Professional Affiliations:

- Certified Associate of the Indian Institute of Bankers (CAIIB), Mumbai.
- Master of Philosophy in Management (M.Phil), Alagapa University.
- Member of Finance Committee, SCOPE.
- Guest Faculty in MDI, Gurgaon, NIBM Pune, Lakshmi Vilas Bank Staff Training College.

14. Professional Training Programmes Attended:

- Attended many advanced training programmes, Seminars & Conference at Management Development Institute (MDI), Gurgaon.
- National Institute of Bank Management (NIBM), Pune.
- Administrative Staff College of India, Hyderabad.
- Industrial Development of Bank of India, Mumbai.
- Institute of Public Enterprise, Hyderabad.
- Institute of Cost Accountant of India, New Delhi.
- IDBI Mutual Fund, Mumbai.

15. Faculty support/professional teaching

Provided faculty support with in and outside (IFCI, MDI, LVB) on project appraisals, Follow-up, Rehabilitation of Sick units, Ratio analysis, NPA Management, Personality Development etc.

16. Social activities

Active member in the Karur Rotary Club and done many projects viz. Artificial limbs Rotary Youth Leadership Awards (RYLA) and held the post of Honorary Chairman of Karur Rotary Medical Centre & Human Resources Development Committee for 8 years (2002 to 2010). Presently active member of Delhi Mayur Vihar Rotary Club.



Kandagiri Spinning Mills Ltd. Unit-I

Ref: KSML/CS/040/2017-18

Date: 12.08.2017

To

Sri D. Balasundaram,
101, Tank Road,
Sivananda Colony,
Tatabad, Coimbatore - 641012

Dear Sir,

Sub: Your appointment as Non- Executive Independent Director of the Company

You were appointed as Additional Director (Non-Executive, Independent) with effect from 06.05.2017 to hold office upto the conclusion of the 41st Annual General Meeting of the Company. I am pleased to inform you that, members of the Company upon recommendation of Nomination and Remuneration Committee and Board of Directors have approved your appointment as Non-Executive Independent Director of the Company (not liable to retire by rotation) at the 41st Annual General Meeting of the Company held on 12.08.2017. You will hold office upto the conclusion of the 45th Annual General Meeting to be held in the year 2021.

Your appointment as an Independent Director is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and you shall abide by the code for Independent Directors stated in Schedule IV and obligations specified in regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the referred provisions is attached for your ready reference.

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Kandagiri Spinning Mills Ltd. Unit-I

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Receipt of this letter may kindly be acknowledged.

Thanking you,

**For and on behalf of the Board of
Kandagiri Spinning Mills Limited**


**(S. Devarajan)
Chairman**

Encl:

1. Relevant provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating compliance requirements of Independent Director.
2. Code for Independent Directors – Schedule IV of Companies Act, 2013.

*Accepted.
S. Devarajan
12/8/2017*



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CIN : L17111TZ1976PLC000762



PROFILE OF MR.BALASUNDARAM TEXTILETECHNOLOGIST

1.Name;- BALASUNDARAM DORAISAMI

MTECH (TEXTILES)

2. Qualification IN DETAIL :- B.Tech textiles 1982 batch, M.tech textiles 1985 batch from P.S.G . College of technology, Coimbatore

TOTALLY **35 YEARS** EXPERIENCE IN TEXTILE SPINNING DIVISIONS BOTH COTTON, COTTON BLENDS & SYNTHETIC BLENDS SPINNING , EXPOSURE WORLD CLASS MANAGEMENT SYSTEMS ETC.

13. experience 1982 to 1996 13 years The Lakshmi mills company limited worked in various capacities from QC HEAD, ASST MANAGER FACTORIES

4. FROM 1996 TO 2017 IN ADITYABIRLA GROUP INDONESIA 600,000 SPINDLES OF FIVE UNITS WORKED IN VARIOUS POSITIONS LIKE

Maintenance manager, spinning superintendent, general manager , vice president (works) almost 21 years in Indonesia, Thailand, Philippines .

Attended international textile exhibitions like ITMA 1995 IN MILAN, ITMA 2011 IN SPAIN, ITMA ASIA 2006 IN SINGAPORE ,ITME INDIA IN 2004 .

VISITED MORE THAN 15 COUNTRIES TO MEET CUSTOMERS INCLUDING BRAZIL, TURKEY, ITALY,JAPAN,SOUTH KOREA ETC.

TAKEN SPECIAL PROJECTS and worked LIKE machine and labour PRODUCTIVITY IMPROVEMENT, Quality consistency of spun yarn improvements by improving process capability improvements in spinning technology . cost optimisation, conversion of commodity products value added products etc.

VALUE ADDED PRODUCTS DEVELOPMENTS AND NEW PRODUCTS DEVELOPMENTS MORE THAN 15 YEARS EXPERIENCES . VALUE ADDED PRODUCTS LIKE SLUB YARNS , SIRO SPUN YARNS, CORE SPUN YARNS , SPECIAL BLENDED YARNS ETC.



Kandagiri Spinning Mills Ltd. Unit-I

Ref: KSML/CS/040/2017-18

Date: 12.08.2017

To

Dr. R.Ramarathnam
Basil Energetic Private Ltd.,
Plot No.2D/1, 6th Street, Sector 3
SIDCO Industrial Estate, Ambattur,
Chennai 600 098

Dear Sir,

Sub: Your appointment as Non- Executive Independent Director of the Company

You were appointed as Additional Director (Non-Executive, Independent) with effect from 06.05.2017 to hold office upto the conclusion of the 41st Annual General Meeting of the Company. I am pleased to inform you that, members of the Company upon recommendation of Nomination and Remuneration Committee and Board of Directors have approved your appointment as Non-Executive Independent Director of the Company (not liable to retire by rotation) at the 41st Annual General Meeting of the Company held on 12.08.2017. You will hold office upto the conclusion of the 45th Annual General Meeting to be held in the year 2021.

Your appointment as an Independent Director is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and you shall abide by the code for Independent Directors stated in Schedule IV and obligations specified in regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the referred provisions is attached for your ready reference.

Our board is confident that with your knowledge, experience and expertise our Company can scale new heights and you can feel proud about your participation in the management in ensuring good corporate governance maintaining confidentiality, transparency and accountability for all the decisions of the Board and the Committees.

Our Board is also pleased to appoint you as Member of the Audit Committee of our Company.

It is the expectation of our Board that your active participation in all our Company's Board Meetings and the Committee Meetings will enhance our Company's future prospects.

Contd....2



Regd. Off : Mill Premises, Udayapatti (P.O.), P.B. No. 3, Salem - 636 140. Phone : Mill : 0427-2244400
Fax: 0427-2244422 Grams: SUPERSPIN E-mail: sales@kandagirimills.com Web: www. kandagirimills.com

CIN : L17111TZ1976PLC000762





Kandagiri Spinning Mills Ltd. Unit-I

: 2 :

As decided by our Board, the fees payable to our directors including the Independent Directors for attending the meetings of our Board and other Committees are as under:

- | | |
|--|---------------------------|
| 1) Board Meeting | - Rs.15,000/- per Meeting |
| 2) Audit Committee Meeting | - Rs.25,000/- per Meeting |
| 3) Nomination and Remuneration Committee Meeting | - Rs.15,000/- per Meeting |
| 4) Stakeholders Relationship Committee Meeting | - NIL |
| 5) Finance Committee Meeting | - NIL |
| 6) Share Transfer Committee Meeting | - NIL |
| 7) 'CSR' Committee Meeting | - NIL |

The above fees are in addition to reimbursement of expenses incurred for attending the Meetings of our Company.

Receipt of this letter may kindly be acknowledged.


Thanking you,

**For and on behalf of the Board of
Kandagiri Spinning Mills Limited**


(S. Devarajan)
Chairman

Encl:

1. Relevant provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating compliance requirements of Independent Director.
2. Code for Independent Directors – Schedule IV of Companies Act, 2013.

Accepted

12/08/13



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CIN : L17111TZ1976PLC000762



Dr. R. RAMARATHNAM

EDUCATIONAL QUALIFICATIONS:

B.Tech (EE) from I.I.T., Madras (1967)

M.Tech (EE) (1969) and Ph.D (1974). from I.I.T., Bombay

PRESENT OCCUPATION:

Executive Chairman, Basil Energetics Private Ltd., Chennai.

Chairman, Westcott Electricals (P) Ltd., Chennai

MAJOR ASSIGNMENTS HANDLED:

Research, Design & Development:

Presently focussing on Embedded Controls for Electrical Machines, mainly for Energy Conservation, Renewable Energy, Power Conditioning & Measurement. Developed solutions for AC, Brushless DC, Brushless Synchronous & Switched Reluctance motors. Focussing on Energy Conservation in select verticals like Appliances, Automotive, Fluid Handling Systems, Textile Spinning Machinery Drives, Portable Electric Tools, Controls for Generators in Renewable Energy Systems and Solar Submersible Pumps, Fans, Air Conditioners, Refrigerators, Power Conversion for Solar/UPS, etc..

A total and novel solution for rooftop solar systems for homes & offices has been developed by this company and introduced in the market recently. Combining the three ideologies that are in vogue presently amongst Electrical Engineers in the world, viz., Distributed Generation, Smart Grid and LVDC (Low Voltage DC) appliances, the company has come out with a 'Smart Micro Grid using Hybrid Appliances'. Amongst the key features of this technology is the drastic reduction in Power Plant rating and roof top area requirements.

Earlier promoted ELECTRODYN, Chennai. Was the key supplier of appliance motors for leading Indian & MNC brands for Mixi, Vacuum Cleaner, Washing M/C, etc. Developed and marketed several innovative motors like Vibrator Motors, Torque Motors, Actuator Motors, High Frequency Motors to leading companies in India. Established automated winding lines for mass production of stators & rotors for the above motors and designed and developed the entire range of machines indigenously. Established ISO 9001 in early nineties. Millions of motors were produced by the company for home appliances in the period mid Eighties & Nineties. Several import substitution items were developed for Defence and Public Sector Companies like BEL, BHEL, DRDO, Hindustan Shipyard, Mazogaon Docks, et.al. by this company.

Earlier worked in Jay Engineering Works Ltd., at their Hyderabad R & D as development manager (electrical). Introduced new designs for fans and machine winding for stators.

Commenced career with Jyoti Ltd., Vadodara after post graduation. Reached the position of Senior Development Engineer in charge of Electric Motor Development including HT motors. Was the leader of the team for commissioning Primary coolant pump set & moderator pump set for the nuclear power plant at Kota, Rajasthan. Has handled several innovative projects in the R & D, the chief among them being Computerisation of Electrical Machine Design.

Engineering and R & D Management:

Has been managing successfully for the last 40 years a well-knit team of Electrical, Electronics and Mechanical Engineers. Has handled and successfully concluded several product developments, right from design stage to mass production stage. Also well versed in Quality management including TQM techniques and ISO 9000 certification. Vast experience in handling the total operations of a light engineering company in all its aspects like Design & Development, Production Engineering, Supply Chain Management, Production, Quality Assurance, Marketing & After market support.

GLOBAL DESIGN PARTNER: for RENESAS, Japan, MICROCHIP and CYPRESS, USA.

PUBLICATIONS: Has published several papers in National/International Journals & Conferences, including 2 in Transactions in IEEE, USA.

PATENTS

1. A Multi-speed Motor Controller: Granted in USA, EU & India
2. A Portable Electric Tool: Granted in USA, EU & India
3. 3 more are in the patenting process in Textile Drives, Generator Controls & Kitchen Appliance.

PROFESSIONAL ASSOCIATION:

- Senior Member of the Institute of Electrical & Electronic Engineers (IEEE), New York, USA including their Power Engineering Society, Power Electronics Society, Industrial Electronics Society, Industrial Applications Society and Computer Society.
- Partner, REEEP (Renewable Energy & Energy Efficiency Program), United Nations Industrial Development Organisation, Vienna, Austria.
- Member of SEG 4 - International Electrotechnical Commission, Geneva, CH (Switzerland)
- Honorary Chairman of DRDO Committees for Design Review, Project Evaluation, Project Proposal Review, Ministry of Defence, Government of India.

HONOURS: Listed in Marquis' Who is Who in Science & Engineering.

AWARDS:

- Best Innovation Award by Madras Management Association & CavinKare Ltd., September 2016
- Best Impact on Environment by TiE & ISB Hyderabad for the energy saving products. November 2016
- Action For India: Entrepreneur with a Social Consciousness, AFI Conference, January 2015