



## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 3<sup>rd</sup> Annual General Meeting of the Members of the Company will be held at Nani Kalaiaragam, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641037 on Monday the 24<sup>th</sup> September, 2018 at 12.05 P.M to transact the business set out in the agenda given below:

You are requested to make it convenient to attend the meeting.

## AGENDA

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Sri SV Arumugam, (DIN 00002458) who retires by rotation and being eligible, offers himself for re-appointment.
4. **To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

In partial modification of the earlier resolution passed in this regard, **RESOLVED** that the term of office of present Auditors viz., M/s V K S Aiyer & Co., Chartered Accountants, Coimbatore (Firm Registration No: 000066S) be continued till the conclusion of 6<sup>th</sup> Annual General Meeting without requirement of ratification of their appointment every year in terms of Section 139 (1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017.

### SPECIAL BUSINESS

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

**RESOLVED** that in terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for continuation of present term of Directorship of Sri K NV Ramani (DIN 00007931) as a Non-Executive Independent Director, who has attained the age of 75 years.

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

**RESOLVED** that in terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for continuation of present term of Directorship of Sri S Palaniswami (DIN 00007901) as a Non-Executive Independent Director, who attains the age of 75 years during the tenure of his present appointment.

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

**RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of Audit Committee, the remuneration of Rs.1,00,000 (Rupees One Lakh only) (besides reimbursement of out of pocket expenses incurred by him for the purpose of Audit) payable to Sri M Nagarajan, Cost Auditor (Firm Registration No. 102133), as approved by the Board of Directors for conducting the audit of the Cost Records of the Company for the Financial Year ending 31<sup>st</sup> March 2019 be and is hereby ratified and confirmed.

By Order of the Board

Coimbatore  
28<sup>th</sup> May, 2018

**S V ALAGAPPAN**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN 00002450**



## Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING 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 10% of the total share capital of the Company. Corporate members intending to send their authorised representatives to attend the meeting, are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote at the meeting.
2. Proxies, in order to be effective, should be deposited with the Company, forty eight hours before the commencement of the meeting.
3. A statement of material facts pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business in respect of item 5 to 7 of the Agenda are annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 18.9.2018 to 24.9.2018 (both the days are inclusive).
5. The dividend, if declared, will be paid to those members whose names appear on the Register of Members of the Company as on 17.9.2018. In respect of dematerialized shares, dividend will be paid on the basis of the beneficial ownership furnished by the National Security Depository Limited and Central Depository Services (India) Limited at the end of the business hours on 17.9.2018. In respect of dematerialized shares, dividend will be paid on the basis of the beneficial ownership furnished by the National Security Depository Limited and Central Depository Services (India) Limited at the end of the business hours on 17.9.2018.
6. Members are requested to note that all shares in respect of which dividend remains unpaid or unclaimed for seven consecutive years or more, are required to be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account.
7. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares held in Physical form. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
8. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory for the listed companies, only Dematerialized securities will be allowed to be transferred except for transmission or transposition of securities.
9. Electronic copy of the Annual Report 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2018 is being sent in the permitted mode.  
  
The members who have not yet registered their email address are requested to register/ update their email address in respect of equity shares held by them in demat form with their respective DP's and in the case of physical form with the RTA.
10. Members may also note that the Notice of the 3<sup>rd</sup> Annual General Meeting and the Annual General Meeting and the Annual Report 2018 will also be available on the Company's website [www.shivamills.com](http://www.shivamills.com) for their 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 E-mail ID: [shares@shivamills.com](mailto:shares@shivamills.com).



11. Shareholders, intending to require information about the Financial Statements to be approved at the Meeting, are requested to inform the Company Secretary at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
12. All documents referred to in the accompanying Notice and the Statement of material facts shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company. The aforesaid documents are also available at the AGM venue on the date of AGM.
13. Members are requested to bring their copy of the Annual Report along with them to the meeting.
14. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a meeting. Please note that the voting through electronic means is optional for the members.
15. The voting through electronic means will commence on 21.9.2018 at 10.00 a.m and will end on 23.9.2018 at 5.00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter. During the period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (Record Date) i.e. on 17.9.2018, may cast their vote electronically.
16. The Company has appointed Mr R Dhanasekaran, Practicing Company Secretary, to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.
17. **The instructions for shareholders voting electronically are as under:**  
Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
  - i. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
  - ii. Click on "Login" tab, available under 'Shareholders' section.
  - iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
  - iv. Your User ID details are given below:
    - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
    - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
    - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
  - v. Your Password details are given below:  
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:  
Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).



## SHIVA MILLS LIMITED

(Formerly STYL TEXTILE VENTURES LIMITED)

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li></ul>
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"><li>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).</li></ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

### **If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

### **❖ Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.



viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

ix. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xi. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us:- Tel: 022 - 49186000.

18. Kindly note that members can opt for only one mode of voting i.e., either by voting at the venue or through remote e-voting. The Members attending the meeting, who have not already cast their vote thro remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote thro remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the venue.
19. In support of the "Green Initiative" announced by the Government of India, electronic copy of the Annual Report and Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless member has requested for a hard copy of the same.
20. The Route Map of the Venue of the Annual General Meeting is attached to the Proxy Form/Attendance Slip.

By Order of the Board

Coimbatore  
28<sup>th</sup> May, 2018

**S V ALAGAPPAN**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN 00002450**



**STATEMENT OF MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM 5**

Sri K N V Ramani is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 31.8.2017. Sri K N V Ramani is Chairman of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of the Company.

Sri K N V Ramani is a Corporate Lawyer has more than 59 years of specialisation in Companies Act, Taxation, Labour law etc., He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Sri K N V Ramani, appointed as an Independent Director for five consecutive years for a term from 31.8.2017 to 30.8.2022.

Securities and Exchange Board of India in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in Regulation 17 (1A), has mandated vide its notification dt: 9<sup>th</sup> May, 2018, that no Director shall continue the directorship as non-Executive Director, who attains the age of 75 years unless a special resolution is passed by the members for this purpose.

Sri K N V Ramani has crossed the age of seventy five years. He is a Senior Corporate Lawyer with more than fifty years standing. He is the Founder and Senior Partner of leading the Law Firm 'RAMANI AND SHANKAR' which is a reputed and well recognized Consultant of many Corporates and other Institutions in the region. As a 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 his continued association and guidance as a Member of the Board.

Accordingly, the Board recommends the resolution in relation to continuation of Sri K N V Ramani, who has attained the age of 75 years as a non-Executive Independent Director, for the approval by the shareholders of the Company.

Except Sri K N V Ramani, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

**ITEM 6**

Sri S Palaniswami is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 31.8.2017. Sri S Palaniswami is a member of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

He has more than 39 years of experience in the field of vertical transportation elevators, escalators and allied products. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Sri S Palaniswami, appointed as an Independent Director for five consecutive years for a term from 25.8.2014 to 24.8.2019.



Securities and Exchange Board of India in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in Regulation 17 (1A), has mandated vide its notification dt: 9<sup>th</sup> May, 2018, that no Director shall continue the directorship as non-Executive Director, who attains the age of 75 years unless a special resolution is passed by the members for this purpose.

Accordingly, the Board considers that his continued association would be of benefit to the Company and it is desirable to continue to avail services of Sri S Palaniswami as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri S Palaniswami, who attains the age of 75 years during the tenure of his present appointment, as a Independent Director, for the approval by the shareholders of the Company.

Except Sri S Palaniswami, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

#### **ITEM 7**

The Board of Directors of the Company, approved the appointment and payment of remuneration to Sri M Nagarajan, Cost Auditor to conduct the audit of the Cost records of the Company for the financial year ending 31<sup>st</sup> March, 2019.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March 2019, as set out in the resolution.

The Board of Directors recommend the Ordinary Resolution as set out in this item of the Notice for approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.7.

By Order of the Board

Coimbatore  
28<sup>th</sup> May, 2018

**S V ALAGAPPAN**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN 00002450**



# SHIVA MILLS LIMITED

(Formerly STYL TEXTILE VENTURES LIMITED)

## ANNEXURE TO THE NOTICE

### RE-APPOINTMENT OF DIRECTOR

A brief resume in respect of Director seeking reappointment is given below in terms of Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

- |    |  |   |   |
|----|--|---|---|
| 1  | Name   | : | <b>Sri S V Arumugam (DIN 00002458)</b>  |
| 2  | Age  | : | 69 years  |
| 3  | Qualification  | : | B.Sc., ACA  |
| 4  | Date of Appointment                                    | : | 24.11.2015  |
| 5  | Experience   | : | He has more than 33 years of experience in Textile Industry   |
| 6  | Other Directorships                                    | : | Annamalai Infrastructures Limited<br>Bannari Amman Flour Mill Limited<br>Bannari Amman Food Products Limited<br>Bannari Amman Spinning Mills Limited<br>Sakthi Murugan Transports Limited<br>Shiva Texyarn Limited<br>Abirami Amman Mills Private Limited<br>Accel Apparels Private Limited<br>Anamallais Agencies Private Limited<br>Anamallais Automobiles Private Limited<br>Anamallais Motors Private Limited<br>Bannari Amman Logistics Private Limited<br>Bannari Amman Properties Private Limited<br>Bannari Techno Park Private Limited<br>Murugan Enterprise Private Limited<br>Senthil Infrastructure Private Limited<br>Vedanayagam Enterprises Private Limited<br>Young Brand Apparel Private Limited |
| 7  | Member of Committee                                    | : | Nil   |
| 8  | Member of Committees in other Public Limited Companies | : | Bannari Amman Spinning Mills Limited and Shiva Texyarn Limited<br>Stakeholders Relationship Committee - Member  |
| 9  | Number of Shares held in the Company                   | : | Nil   |
| 10 | Relationship with other Directors                      | : | Brother of Sri S V Alagappan, Managing Director   |

By Order of the Board

Coimbatore  
28<sup>th</sup> May, 2018

**S V ALAGAPPAN**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN 00002450**





# **SHIVA MILLS LIMITED**

(Formerly STYL Textile Ventures Limited)

## **3<sup>rd</sup> ANNUAL REPORT 2018**



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