



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 8th Annual General Meeting of the Members of the Company will be held on Thursday the 21st September, 2023, at 11.30 A.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), 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 31st March, 2023, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Smt A Lalitha, (DIN 00003688) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

RESOLVED that

- i. Sri M Ganeshkumar (DIN 10175966), appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, with effect from 26.6.2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.
 - ii. pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and Regulation 16(1)(b), Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri M Ganeshkumar (DIN 10175966), aged 58 years, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, from 26.6.2023 to 25.6.2028 and whose office shall not be liable to retire by rotation.
4. **To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

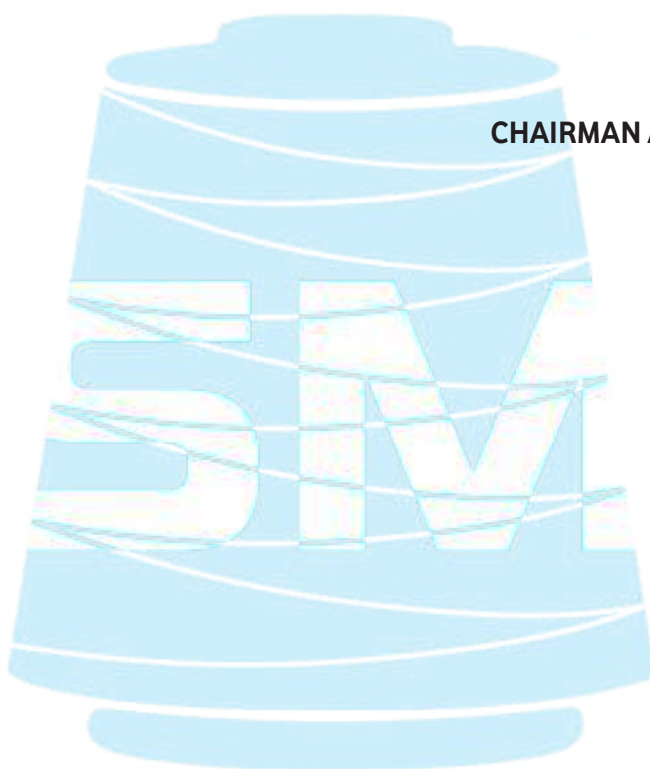
RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and further pursuant



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 31st March, 2024 be and is hereby ratified and confirmed.

Coimbatore
26th June, 2023

By Order of the Board
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 3

Sri M Ganeshkumar (DIN 10175966) was appointed by the Board of Directors as an Additional Director of the Company with effect from 26.6.2023 is a Non-Executive Independent Director of the Company. Sri M Ganeshkumar will hold his office upto the date of ensuing 8th Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, and Articles of Association, he is eligible for re-appointment and seeks re-appointment.

Pursuant to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received from him (i) Form DIR - 2, the consent to act as Independent Director (ii) Form DIR-8, declaring that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the IICA.

Sri M Ganeshkumar, aged 58 years is a Lawyer has 30 years of experience specializing in civil and criminal laws. He is a life Trustee of Coimbatore Masonic Charitable Trust. Managing the entire affairs including administration and financial matters as Secretary of Masonic Medical Centre for children, run by Coimbatore Masonic Charitable Trust.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Sri M Ganeshkumar is a member of Audit Committee of the Board of Directors of the Company.

Sri M Ganeshkumar, in terms of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 is proposed to be appointed as an Independent Director for a term of five consecutive years from 26.6.2023 to 25.6.2028.

In the opinion of the Board, Sri M Ganeshkumar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter for appointment of Sri M Ganeshkumar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be beneficial to the Company and it is desirable to continue to avail services of Sri M Ganeshkumar as an Independent Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26.6.2023 recommended the appointment of Sri M Ganeshkumar as an Independent Director of the Company for a term of

five years with effect from 26.6.2023 to 25.6.2028. Accordingly, the Board recommends the Special Resolution in relation to appointment of Sri M Ganeshkumar as an Independent Director, for the approval by the shareholders of the Company. The Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company.

Except Sri M Ganeshkumar, being an appointee, 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. 3.

ITEM 4

The Board of Directors of the Company, on recommendation of the Audit Committee, 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 31st March, 2024.

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 approved 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 31st March, 2024, 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.4.

Coimbatore
26th June, 2023

By Order of the Board
S V ALAGAPPAN
CHAIRMAN AND MANAGING DIRECTOR
DIN 00002450

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) and in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment / re-appointment

Name	Smt A Lalitha	Sri M Ganeshkumar
Age	52 Years	58 Years
Qualification	B.Com.,	BA LLB
Experience, Skills and capabilities	She has nearly 18 years of experience in Textile Industry/business. Optimum level of utilization of skills and expertise for business decisions.	He has 30 years of experience specializing in civil and criminal laws and all Indian laws.
Terms and conditions of appointment or re-appointment	Term of Appointment as Joint Managing Director for 5 years with effect from 31.8.2022 to 30.8.2027. The Director will retire by rotation at the ensuing Annual General Meeting and eligible for re-appointment.	Term of Appointment for 5 years with effect from 26.6.2023 to 25.6.2028
Last drawn remuneration (2022-2023)	Rs. 36.00 lakhs	Nil
Date of first appointment on the Board	31.8.2017	26.6.2023
No. of shares held	2,13,680	Nil
Relationship with Directors, Managers and KMP	Daughter of Sri S V Alagappan, Managing Director	Nil
No. of Board Meetings attended during 2022-2023	4 out of 4 meetings held.	Not applicable
Other Directorship	Vadivelan Agencies Private Limited Anamallais Cars Private Limited Annamallai Retreading Company Private Limited Bannari Amman Automobiles Private Limited Shiva Automobiles Private Limited	Nil
Member of Committees	Stakeholders Relationship Committee	Audit Committee
Chairman/Member of the Committees of the Boards of other Companies	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil



Notes:

- In accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through Video Conference/Other Audio Visual Means ("VC/OAVM") upto 30th September, 2023, without the physical presence of members. The AGM of the Company is being held through VC/OAVM,
- Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.,) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to sharpes1@gmail.com with copies marked to the Company at shares@shivamills.com and to its RTA at info@skdc-consultants.com.
- Members are requested to submit the questions in advance on the e-mail address shares@shivamills.com.
- As per MCA General Circular No. 20/2020 dated May 5, 2020 and 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 dispatching of physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith), such statements shall be sent only by e-mail to the members and hence sending of Annual Report by physical mode has been dispensed with.
- The members attending the meeting through VC / OAVM shall be reckoned for the purpose of Quorum as stipulated under Section 103 of the Companies Act, 2013.
- All the resolutions will be passed through the facility of e-voting system only.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business in respect of items 3 and 4 of the Agenda are annexed hereto.
- The Register of members and the share transfer books of the company will remain closed from 15.9.2023 to 21.9.2023 (both days are inclusive).
- Previous year figures are given in brackets for the purpose of comparison.

- Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection through electronic mode only.
- 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 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. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided.
- The voting through electronic means will commence on 18.9.2023 at 10.00 A.M (IST) and will end on 20.9.2023 at 5.00 P.M (IST). 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. The persons those who are holding shares as on the cut-off date of 14.9.2023 are only eligible to cast their e-voting.

- Updation of PAN, KYC and Nomination details:

As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/CIR/2023/37 dt: 16.3.2023, it is mandatory for the shareholders holding securities in physical form shall furnish PAN, KYC and nomination details. The grievances/investor service requests etc., of non-updated folios will be frozen by the RTA, where the said details are not available on or after 1.10.2023. Any payment including dividend in respect of such frozen folios shall only be made electronically w.e.f. 1.4.2024 upon updating the same. The relevant circular and necessary forms are available in the Company's website at <http://www.shivamills.com/shares/investors-kyc-formats/>

- **Issue of securities in dematerialized form:**

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dt: 25.1.2022 has mandated listed companies to issue securities only in dematerialized form while processing service requests viz., issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, sub-division/Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. According to the operational guidelines mentioned in the circular, security holders are requested to demat the physical shares in the timeline prescribed. The Company has opened a Suspense Escrow Demat Account with Stock Holding Corporation of India Limited in this regard.

Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate the following instructions to be followed:



- Shareholders holding shares in physical mode are requested to communicate their change of postal address (enclose copy of Aadhar Card), e-mail address if any, self-attested copy of PAN Card and bank account details (enclose cancelled cheque leaf) quoting their folio nos. to the Registrar and Share Transfer Agents M/s. SKDC Consultants Limited, 'Surya' 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028
- In the case of Shares held in Demat mode:
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
- The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020 and May 13, 2022. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the Company's website www.shivamills.com; websites of the Stock Exchanges i.e., National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- The Company has appointed Sri R Dhanasekaran, Practicing Company Secretary, to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.
- Instructions for e-voting and joining the Annual General Meeting are as follows:
- Instructions for shareholders to vote electronically:

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

I. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

II. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
- III. Individual Shareholders (holding securities in demat mode) login through their depository participants
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number :** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

- ▶ Set the password of your choice (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).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).