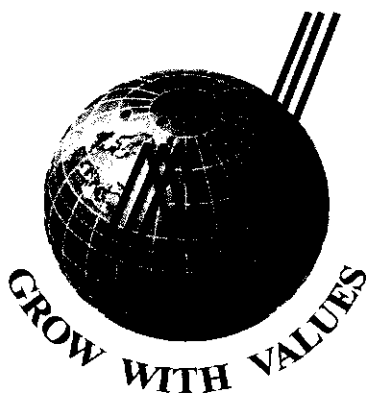


SRI NACHAMMAI COTTON MILLS LIMITED



38th ANNUAL REPORT 2017 - 2018



SRI NACHAMMAI COTTON MILLS LIMITED

Registered Office : Door No. 181, 'VASANTHAM', 4th Cross Street, New Fairlands, SALEM 636 016

CIN No. L17115TZ1980PLC000916 Phone No. 0427-2330847, Fax No. 0427-2331951

E-mail : sncm@rediffmail.com, Website : www.sncmindia.com

BOARD OF DIRECTORS

Chairman cum Managing Director

Managing Director

Non Executive Independent Director

Non Executive Independent Director

Non Executive Independent Director

Non Executive Independent Director

Non Executive Independent Director

Non Executive Director

Non Executive Director

Non Executive Director

STATUTORY AUDITORS

SECRETARIAL AUDITOR

INTERNAL AUDITOR

CIN No.

BANKERS

REGISTRAR AND SHARE TRANSFER AGENTS

COMPANY SECRETARY

CHIEF FINANCIAL OFFICER

Smt. P. Umayal

Shri P. Palaniappan

Shri A. Alagappan

Shri Perumal Madhavagopal

Shri PL. Subbiah

Shri S. Ravichandran

Smt. Shantha Radhakrishnan

Shri A. Annamalai

Smt. Vasantha

Shri A. Arunkumar

M/S. V.V. Soundararajan & Co.,

Chartered Accountants, Salem - 636 007

Mr. M.R.L. Narasimha,

Practicing Company Secretary, Combatore - 641002

Shri H. Venugopal

Chartered Accountant, Salem - 636 006

L17115TZ1980PLC000916

Indian Overseas Bank

Salem Main Branch, Salem - 636 001

Cameo Corporate Services Limited

'Subramanian Building'

No. 1, Club House Road, Chennai - 600 002

Ms. Sarita Jain .G

Shri A. Subramanian

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Contact Details

Registered Office : Door No. 181, 'VASANTHAM',
4th Cross Street, New Fairlands,
SALEM 636 016

Mills at : Near Railway Station
Chettinad - 630 102
Sivaganga District

Phone Numbers : 0427-2331879, 2330847

Fax : 0427 - 2331951

E-mail : sncm@rediffmail.com

Website : www.sncmindia.com



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<u>Registered Office</u>	Door No. 181, 'VASANTHAM', 4 th Cross Street, New Fairlands, SALEM 636 016
<u>Mills at</u>	: Near Railway Station Chettinad - 630 102 Sivaganga District
<u>Phone Numbers</u>	: 0427-2331879, 2330847
<u>Fax</u>	: 0427 - 2331951
<u>E-mail</u>	: sncm@rediffmail.com
<u>Website</u>	: www.sncmindia.com



SRI NACHAMMAI COTTON MILLS LIMITED

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Registered Office : Door No. 181, 'VASANTHAM', 4th Cross Street, New Fairlands, SALEM 636 016
Phone No. 0427-2330847, Fax No. 0427 - 2331851, CIN: L17115TZ1980PLC000916
E-mail :snm @rediffmail.com Website: www.snmindia.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given pursuant to Section 86 and other applicable provisions of the Companies Act, 2013 that the 36th Annual General Meeting will be held on Tuesday, the 25th day of September, 2018 at 5.00 P.M at Hotel Sri Sai Vihar, No.30 Murugan Temple Street, Fairlands, Salem - 636 016 to transact the following business. All the Shareholders are requested to attend the same.

ORDINARY BUSINESS :

1. To consider and adopt the audited Annual Financial Statements including Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.

2. Sri. A. Arunkumar (DIN.07176491), Director retires by rotation and being eligible, offers himself for re-election.

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139(2) and other applicable provisions, if any of the Companies Act, 2013, and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/S V.V.SOUNDARARAJAN & CO., Chartered Accountants (Registration No.003944S) Salem be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company. The Board of Directors be and are hereby authorised to fix their remuneration on the recommendation of the Audit Committee".

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 including any statutory amendments and modifications thereof or re-enactment thereof for the time being in force, the remuneration payable to Sri B. VENKATESWAR, Cost Accountant, Coimbatore having the Membership No.27622 appointed by the Board of Directors to conduct the Audit of the Cost accounting records of the Company for the Financial Year 2018 -19 amounting to Rs.25,000/- per annum exclusive of GST as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

5. To appoint Smt. C Renuka (DIN.02209915) Additional Director, as the Director of the Company.

"RESOLVED THAT Smt. C Renuka (DIN.02209915, who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 30th May, 2018 in terms of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting, be and is hereby appointed as the Non Executive Non Independent Director, liable to retire by rotation, of the Company.

RESOLVED FURTHER THAT P.Umayal, Chairman cum Managing Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."



SRI NACHAMMAI COTTON MILLS LIMITED

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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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members be and is hereby accorded to the continuance of Directorship of Sri. Perumal Madhavagopal (DIN. 00363963) upto 9th December 2019, who was appointed as an Independent Director of the Company at the 34th AGM held on 10th December 2014 to hold office for five consecutive years for a term upto 9th December 2019, not liable to retire by rotation, pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment, and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

By Order of the Board,
For Sri Nachammai Cotton Mills Limited,

P.Umayal,
Chairman cum Managing Director,
Din.00110260.

Place : Salem

Date : 30th May, 2018.

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. Please read the instructions printed overleaf the Proxy Form attached to this notice before using the Form. The right of remote e-voting shall not be exercised by a Proxy.
2. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, as maintained under Section 189 of the Companies Act, 2013 will be available for inspection for the members at the AGM.
3. The Register of Members and Share Transfer books of the Company shall remain closed from **19th September, 2018 to 25th September, 2018** (both days inclusive).
4. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment(s).
5. Members holding shares in Physical form are requested to contact M/S. Cameo Corporate Services Limited, Registrars and Share Transfer Agents of the Company, at 'Subramanian Building', No.1 Club House Road, Chennai 600 002 for recording any change of address, bank mandate, or nominations and for redress of grievance or contact the Company Secretary at the Registered Office of the Company. In case of shareholders holding shares in demat form, all such intimation are to be sent to their respective Depository Participants (DP).
6. As per the provisions of the Companies Act, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the RTA/Depository Participants.
7. Members who hold shares in physical form in multiple folios and/or in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agents, for consolidation into a single folio.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market for registering transfers, transpositions, transmissions etc. 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 to the RTA, Cameo Corporate Services Limited., at 'Subramanian Building', No.1 Club House Road, Chennai 600 002.
9. Members are requested to inform the Company their e-mail ID to facilitate quick response from the Company. Ministry of Corporate Affairs has recognised e-mail communication to share holders as effective and efficient means of communication from the company and also member's communication to the Company. Members may register their e-mail ID with the company and also keep the Company informed of any changes in their e-mail ID.



10. Members are advised to dematerialise the shares held in Physical form. As per LODR amendments from December 2018, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
11. The Notice along with the Annual Report 2017-18 are being sent by the permitted mode. Members may note that this Notice and Annual Report 2017-18 will also be available on the Company's website: www.sncmindia.com.
12. A member requiring clarification on account or operations of the Company shall write to the Chief Financial Officer/Company Secretary at least 7 days before the meeting, so that the information required can be provided.

13. Voting through Electronic Means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the Company is pleased to provide its members, facility to exercise their right to vote at the 38th Annual General Meeting by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:

- (i) The e-voting period begins on 22nd September, 2018 (9.00 a.m) and ends on 24th September, 2018 (5.00 p.m.) During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 18.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Enter your User ID.
 - a) For CDSL : 16 digits beneficiary ID.
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as Physical shareholders)
	*Members who have not updated their PAN with the Company/RTA/DP / are requested to use the first two letters of their name and the sequence number in the PAN field. The Sl. No. Printed on your address slip pasted on the Annual Report envelope added with sufficient 0s in between the first two letters of your name and the Sl.No. to fill the ten digit PAN field for this purpose. Example: If your name is Ramesh Kumar with Sl.No. 1 then enter RA00000001 in the *PAN field*.
Date of Birth Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)



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(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company in which they are eligible to vote, provided that company opts for e-voting through CDSL plat form. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of "Sri Nachammai Cotton Mills Limited".

(xii) On the voting page, there will be "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies assent to the Resolution and option NO implies dissent to the resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" to view the Resolution details.

(xiv) After selecting the resolution to vote on, click on "SUBMIT". A confirmation box will be displayed. To confirm the vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.

(xv) Once the vote on the resolution is "CONFIRM", shall not be allowed to modify the vote.

(xvi) A print of the votes cast can be taken by clicking on "Click here to print" option.

(xvii) If a Demat account holder has forgotten the login password then Enter User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders, Custodians and Non-individual shareholders

* Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to www.evoting.com and register themselves as Corporates.

* A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.

* After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

* The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

* A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) In case of members receiving the Physical copy and person who acquire shares of the Company and become a member of the Company as on the Cut-off date.

a) Please follow all steps from Sl. Nos. (i) to (xvi) above to cast vote.

b) In case of any queries or issues regarding e-voting, members may refer to Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



VOTING AT THE VENUE OF THE AGM

- i) The Company offers the facility for voting through polling paper at the meeting. The Members as on the cut-off date 18.09.2018 attending the AGM are entitled to exercise their voting right at the meeting.
- ii) Members who have cast their vote by e-Voting may attend the AGM and shall not be entitled to cast their vote.
- iii) The Chairman will fix the time for voting at the Meeting. Shareholders present in person or by Proxy can vote.

General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as 18.09.2018. Members holding shares as on this cut off date should endeavour to cast their vote.
2. Voting rights of Shareholders shall be in proportion to their shareholding in the Company as on the cut-off date of 18.09.2018
3. In case a Shareholder by inadvertence or otherwise has voted under more than one option, his voting by only one mode shall be taken as final and valid.
4. Mr.M.R.L. Narasimha, Company Secretary in Practice, Coimbatore (Membership No. 2851 CP No. 799) has been appointed as Scrutinizer to scrutinize the e-voting.
5. The Scrutinizer shall after the conclusion of voting at the AGM.
 - (i) Count the votes cast at the Meeting through polling paper.
 - (ii) Thereafter unlock the votes cast through remote e-voting which will be done in the presence of two witnesses, not in the employment of the Company.
 - (iii) The Scrutinizer not later than two days of the conclusion of the AGM shall submit a consolidated Scrutinizer Report of the total votes cast through remote e-voting process and poll cast at the AGM to the Chairman.
 - (iv) The Chairman or a person authorised by him in writing shall declare the result of the voting based on Scrutiniser's Report.
 - (v) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of AGM.
 - (vi) The results declared alongwith the Scrutiniser's Report will be placed on the company's website www.sncmindia.com and on the website of CDSL www.evoting.cdsi.com immediately after the result is declared and also communicated to BSE.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No.4

On the recommendation of the Audit Committee, Board of Directors has appointed Sri B.Venkateswar, Cost Accountant as Cost Auditor of the Company for audit of Cost Accounts of the Company for the FY 2018-19 on the remuneration of Rs.25,000/- (Rupees Twenty Five Thousand only) excluding out of pocket expenses and GST. As per the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014 with subsequent amendments thereto, remuneration payable to the cost auditor as approved by the Board of Directors of the Company shall be ratified by the shareholders. Resolution for this purpose is placed for consideration of members for ratification of the remuneration as stated in the resolution.

The Company has received a Certificate from the Cost Auditor confirming his independence and his willingness to act as the Cost Auditor of the Company.

None of the Directors or the key managerial personnel or their relatives is interested in the resolution.



SRI NACHAMMAI COTTON MILLS LIMITED

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ITEM No.5

Smt. C Renuka was appointed as an Additional Director of the Company with effect from 30th May 2018, holds office up to the date of the ensuing Annual General Meeting of the Company, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. The Board is of the view that the appointment of Smt. C Renuka on the Company's Board as Director is desirable and would be beneficial to the Company. Resolution for this purpose is placed for consideration of members for approval by an ordinary resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Smt. C Renuka herself, is in any way concerned or interested, in the resolution.

ITEM No.6

The members of the Company at its 34th Annual General Meeting held on 10th December, 2014 appointed Sri. Perumal Madhavagopal as an Independent Director of the Company for a period of five consecutive years for a term upto 9th December 2019. However, SEBI vide notification dated 09 May, 2018 notified the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 wherein it was prescribed that, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a Special Resolution is passed to that effect. Sri Perumal Madhavagopal exceeds the age of seventy five (75) years.

The aforesaid provision shall be effective from 01.04.2019, which will be before convening of the 39th Annual General Meeting.

Brief resume of Sri. Perumal Madhavagopal, Chairmanships of Board Committees, Shareholding and relationships between directors inter-se etc. as stipulated under Listing Regulations and other relevant details as required under Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board considers that Sri. Perumal Madhavagopal continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, Resolution for this purpose is placed for consideration of members for approval by as Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Sri. Perumal Madhavagopal himself is in any way concerned or interested, in the said resolution.

By Order of the Board,
For Sri Nachammai Cotton Mills Limited,

Place : Salem
Date : 30th May, 2018.

P.Umayal,
Chairman cum Managing Director,
DIn.00110260.



Details of Director seeking appointment /and re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

1. Name : **A. Arunkumar**
DIN No. : **07176491**
Date of Birth & Age : **20.02.1982 (36 years)**
Nationality : **Indian**
DOA on the Board : **06.05.2015**
Relation with other Director : **Son of Sri A. Annamalai, Director**
Qualification : **(B.E)**
Experience : **8 Years in the field of Engineering**
No. of Shares held : **2552**
List of Directorships held in other Companies : **Nil**
Chairman/Member of the Committees of the Board of other Companies in which he / she is Director : **Nil**

2. Name : **C. Renuka**
DIN No. : **02209915**
Date of Birth & Age : **16.07.1949 (67 years)**
Nationality : **Indian**
DOA on the Board : **30.05.2018**
Relation with other Director : **Nil**
Qualification : **B.A.**
Experience : **Expert in Account and Finance**
No. of Shares held : **Nil**
List of Directorships held in other Companies : **Nil**
Chairman/Member of the Committees of the Board of other Companies in which he / she is Director : **Nil**

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