



**72<sup>nd</sup>**  
**ANNUAL REPORT**  
**2018-2019**

**SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED**  
COIMBATORE - 641 006

## Board of Directors

Sri.D.LAKSHMINARAYANASWAMY (DIN:00028118)  
(Managing Director)  
Smt.L.NAGASWARNA (DIN:00051610)  
Sri.N.JOTHIKUMAR (DIN:00028025)  
(Upto 27.03.2019)  
Sri.R.NARAYANAMURTHY (DIN:00028158)  
(Upto 27.03.2019)  
Sri.R.RADHAKRISHNAN (DIN:00028190)  
(Upto 27.03.2019)  
Sri.RAVICHANDRAN DHAMODARAN (DIN:00054538)  
(from 27.03.2019)  
Sri.R.GURU CHANDRASEKAR (DIN:0008421861)  
(from 13.05.2019)  
Sri.A.SURENDRAN (DIN: 00765292)  
(from 13.08.2019)  
Sri.P. MUTHUSWAMY (DIN: 02651331)  
(from 13.08.2019)

## Company Secretary

Sri S.A. SUBRAMANIAN

## Chief Financial Officer

Sri G. KRISHNAKUMAR

## Internal Auditor

Smt. SASIREKHA VENGATESH  
Coimbatore.

## Secretarial Auditor

Smt. C. JAYANTHI  
Coimbatore

## Auditors

M/s.CSK PRABHU & Co  
Coimbatore

## Bankers

THE SOUTH INDIAN BANK LTD

## Registered Office

No.1493, SATHYAMANGALAM ROAD  
GANAPATHY POST  
COIMBATORE – 641 006  
PHONE : 0422-2531022 / 2531122  
E-mail : mail@ramakrishnamills.com

## Mill

NAGARI (A.P)

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## NOTICE OF THE 72nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 72nd ANNUAL GENERAL MEETING of the members of SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED will be held on Friday, the 27th day of September 2019 at 9.00 a.m. at the Registered Office of the Company at No.1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641006 to transact the following business:

### A G E N D A

#### ORDINARY BUSINESS

##### ITEM NO.1

To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the company for the year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.

##### ITEM NO.2

To appoint a Director in the place of Smt.L.Nagaswama (DIN: 00051610) who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS :

##### ITEM NO.3

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 Section 149, 151, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Amendment and qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri.Ravichandran Dhamodaran (DIN : 00054538) who was appointed as an Additional Director in the position of Independent Director of the Company by the Board of Directors with effect from 27.03.2019 in terms of Section 161(1) of the Act and Article 66 of the Articles of Association of the Company and whose term expires at the Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the Office of an Independent Director not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold Office for a period of five years with effect from 27.09.2019.

##### ITEM NO.4

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

"RESOLVED THAT pursuant to the provisions of Section 149, 151, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Amendment and qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri. R. Guru Chandrasekar (DIN : 0008421861) who was appointed as an Additional Director in the position of Independent Director of the Company by the Board of Directors with effect from 13.05.2019 in terms of Section 161(1) of the Act and Article 66 of the Articles of Association of the Company and whose term expires at the Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the Office of an Independent Director not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold Office for a period of five years with effect from 27.09.2019.

##### ITEM NO.5

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

"RESOLVED THAT pursuant to the provisions of Section 149, 151, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Amendment and qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri.A. Surendran (DIN : 00765292) who was appointed as an Additional Director in the position of Independent Director of the Company by the Board of Directors with effect from 13.08.2019 in terms of Section 161(1) of the Act and Article 66 of the Articles of Association of the Company and whose term expires at the Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the Office of an Independent Director not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold Office for a period of five years with effect from 27.09.2019.

##### ITEM NO.6

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 196, 197 and 198 read with Schedule-V and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Sri.P.Muthuswamy (DIN : 02651331), who was appointed as an Additional Director with effect from 13.08.2019 and whose term expires at the Annual General Meeting, be and is hereby appointed as Director – Operations for a period of three years with effect from 27.09.2019 with remuneration on the terms and conditions including as to remuneration set out in the draft agreement submitted to this meeting and initialed by Chairman of the meeting for the purpose of identification.

Salary per month : Rs.41,620/-

He shall be eligible for payment of the following perquisites and benefits viz – Variable Dearness Allowance (VDA) along with other perquisites, benefits and incentives as applicable to other members and staff."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration subject to the sum not exceeding the limits specified under Sec.197 read out Schedule-V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and to take all such steps as may be required and desirable and comply with all the formalities as may be required so as to give effect to this resolution."

#### MINIMUM REMUNERATION

Notwithstanding anything hereinabove stated where in any financial year during the tenure of Sri.P.Muthuswamy, (DIN : 02651331), the company has no profits or the profits are inadequate, the above mentioned salary and perquisites of not exceeding the ceiling limits prescribed in Section-II of Part-II of Schedule-V of the Companies Act 2013 be paid to him as minimum remuneration.

His period of Office shall be liable to determination by retirement of directors by rotation.

By Order of the Board  
For Sri Ramakrishna Mills (Coimbatore) Ltd

Place : Coimbatore  
Date : 13.08.2019

**D. LAKSHMINARAYANASWAMY**  
Managing Director  
(DIN : 00028118)

# SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

## NOTES:

1. (i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY OR PROXIES MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (ii) A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2019 to 27.09.2019 (both days inclusive).
3. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report for the meeting.
4. The Shareholders are requested to intimate, if shares are held in the same name or in the same order and names, but in more than one folio to enable the Company to consolidate the said folios into one folio.
5. Members desirous of making nomination in respect of their shareholding in the company as permitted under Section 72 of the Companies Act, 2013 are requested to submit the prescribed Form 2B for this purpose to the Company.
6. Members are requested to communicate their change of address, if any, quoting their folio numbers to the Registrars and Share Transfer Agents, M/s.SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006. Similarly members holding shares in Demat form, shall intimate the change of address, if any, to their respective Depository Participants.
7. Electronic copy of the Notice of the 72nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose 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 Notice of the 72nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Members who have still not registered their e-mail ID are required to register their e-mail addresses, in respect of shares held in electronic mode, with their Depository Participant and in respect of the shares held in physical mode, with the Company / Registrar and Share Transfer Agent of the Company.
9. Members may also note that the Notice of the 72nd Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website [www.ramakrishnamills.com](http://www.ramakrishnamills.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email ID : [mail@ramakrishnamills.com](mailto:mail@ramakrishnamills.com)
10. According to SEBI's amendment to Regulation No.40 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, dt.05.07.2018, all the shares held in physical form should be mandatorily converted into Demat form on or before 05.12.2018. Provided that except in the case of transmission or transposition of securities, requests for effecting of transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

## VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 72nd Annual general Meeting scheduled to be held on **Friday, the 27th September 2019 at 9.00 a.m** by electronic means and the business may be transacted through e-voting. The company has engaged the services of CDSL as the authorized Agency to provide the e-voting facilities as per instructions below:-

The instructions for shareholders voting electronically are as under :

- i) The voting period begins on **24.09.2019 at 9.00 a.m. IST** and ends on **26.09.2019 at 5.00 p.m. IST**. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date **20.09.2019** cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iv) Click on "Shareholders" tab
- v) Now 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.
- vi) Next enter the Image Verification Code as displayed and Click on Login.
- vii) If you are holding shares in Demat Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii) 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) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence 1, then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	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 <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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 on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the relevant EVSN-Sri Ramakrishna Mills (Coimbatore) Ltd on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Notice.
- xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten the login password then Enter the User ID and Image verification Code and click on Forgot Password & enter the details as prompted by the system.
- xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.,) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.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](mailto: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](mailto: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.
- xxi) In case you have any queries or issue regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Details of persons to be contacted for issues relating to e-voting:**

M/s.SKDC Consultants Limited, Kanapathy Towers, 3rd Floor  
1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006  
Phone : +91 422 4958995, 2539835-836 Fax : +91 422 2539837  
E-mail : [info@skdc-consultants.com](mailto:info@skdc-consultants.com)  
Website : [www.skdc-consultants.com](http://www.skdc-consultants.com)

**The notice of the Annual General Meeting and this communication are also available on the website of the [www.evotingindia.com](http://www.evotingindia.com)**

**AS THE COMPANY HAS PROVIDED E-VOTING / VOTING IN TERMS OF Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING. THE SCRUTINIZER WILL COLLATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES POLLED AT THE AGM THROUGH POLLING PAPER TO DECLARE THE FINAL RESULT FOR EACH OF THE RESOLUTIONS FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING.**

**Mrs.Sasirekha Vengatesh, Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.**

The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director.

The result shall be declared after the AGM of the Company and after submission of the report by the scrutinizer. The results declared along with the scrutinizers report shall be available for inspection and also placed on the website of the Company after the conclusion of the AGM of the Company and communicated to the Stock Exchange(s) simultaneously.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

**ITEM NO.3 of the Agenda:**

The Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee appointed Sri.Ravichandran Dhamodaran (DIN : 00054538) as an Additional Director of the Company with effect from 27.03.2019 pursuant to Article 66 of the Articles of Association of the Company.

As an Additional Director, Sri.Ravichandran Dhamodaran holds office till the date of the ensuing Annual General Meeting. The Company has received a Notice pursuant to Section 160 of the Companies Act, 2013 (the Act) from a Member signifying the intention to propose Sri.Ravichandran Dhamodaran as a candidate for the Office of Independent Director of the Company.

In the opinion of the Board and based on the declaration of independence submitted by Sri.Ravichandran Dhamodaran he is a person of integrity, has necessary knowledge, experience and expertise in the field of engineering, business management and marketing for being appointed as an Independent Director and fulfills the conditions specified in the Companies Act 2013 (the Act) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 for appointment as an Independent Director.

Keeping in view of Sri.Ravichandran Dhamodaran's rich experience and knowledge, the Board considers it desirable that the company should avail the benefits of his expertise.

Sri.Ravichandran Dhamodaran neither holds the directorship nor membership of the committees of the Board of Directors in any other listed company.

Sri.Ravichandran Dhamodaran does not hold by himself nor for any other person on a beneficial basis any shares in the company and is not related to any other Director and Key Managerial Personnel of the company .

Except Sri.Ravichandran Dhamodaran being the appointee, none of the directors and or key managerial personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution pertaining to his appointment set out in Item No.3.

The Explanatory Statement together with the accompanying Notice may be regarded as disclosure under Regulation 36 of SEBI (LO & DR) Regulations 2015.

The resolution is accordingly recommended for members' approval.

# SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

## ITEM NO.4 of the Agenda:

The Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee appointed Sri.R.Guru Chandrasekar (DIN : 0008421861) as an Additional Director of the Company with effect from 13.05.2019 pursuant to Article 66 of the Articles of Association of the Company.

As an Additional Director, Sri.R.Guru Chandrasekar holds office till the date of the ensuing Annual General Meeting. The Company has received a Notice pursuant to Section 160 of the Companies Act, 2013 (the Act) from a Member signifying the intention to propose Sri.R.Guru Chandrasekar as a candidate for the Office of Independent Director of the Company.

In the opinion of the Board and based on the declaration of independence submitted by Sri.R.Guru Chandrasekar he is a person of integrity, has necessary knowledge, experience and expertise in the field of agriculture and business management and textiles for being appointed as an Independent Director and fulfills the conditions specified in the Companies Act 2013 (the Act) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 for appointment as an Independent Director.

Keeping in view of Sri.R.Guru Chandrasekar's rich experience and knowledge, the Board considers that his association would be of immense benefit to the company.

Sri.R.Guru Chandrasekar neither holds the directorship nor membership of the committees of the Board of Directors in any other listed company.

Sri.R. Guru Chandrasekar holds 1600 shares by himself and does not hold for any other person on a beneficial basis any shares in the company and is not related to any other Director and Key Managerial Personnel of the company .

Except Sri.R.Guru Chandrasekar being the appointee, none of the directors and or key managerial personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution pertaining to his appointment set out in Item No.4.

The Explanatory Statement together with the accompanying Notice may be regarded as disclosure under Regulation 36 of SEBI (LO & DR) Regulations 2015.

The resolution is accordingly recommended for members' approval.

## ITEM NO.5 of the Agenda:

The Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee appointed Sri.A. Surendran (DIN : 00765292) as an Additional Director of the Company with effect from 13.08.2019 pursuant to Article 66 of the Articles of Association of the Company.

As an Additional Director, Sri.A. Surendran holds office till the date of the ensuing Annual General Meeting. The Company has received a Notice pursuant to Section 160 of the Companies Act, 2013 (the Act) from a Member signifying the intention to propose Sri.A.Surendran as a candidate for the Office of Independent Director of the Company.

In the opinion of the Board and based on the declaration of independence submitted by Sri.A.Surendran is a person of integrity, has necessary knowledge, experience and expertise in the field of business management and public relations for being appointed as an Independent Director and fulfills the conditions specified in the Companies Act 2013 (the Act) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 for appointment as an Independent Director.

Keeping in view of Sri.A.Surendran's rich experience and knowledge, the Board considers it desirable that the company should avail the benefits of his expertise.

Sri.A. Surendran neither holds the directorship nor membership of the committees of the Board of Directors in any other listed company.

Sri.A.Surendran does not hold by himself nor for any other person on a beneficial basis any shares in the company and is not related to any other Director and Key Managerial Personnel of the company .

Except Sri.A. Surendran being the appointee, none of the directors and or key managerial personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution pertaining to his appointment set out in Item No.5.

The Explanatory Statement together with the accompanying Notice may be regarded as disclosure under Regulation 36 of SEBI (LO & DR) Regulations 2015.

The resolution is accordingly recommended for members' approval.

	Particulars	Ravichandran Dhamodaran	R.Guru Chandrasekar	A.Surendran
a.	Date of Birth	13.06.1961	14.04.1958	24.05.1961
b.	Brief Resume of the Director with qualification	Holds a Master Degree in Applied Sciences from PSG College of Technology. Founder Director and currently Managing Director of the following companies : Applied Automation Systems Private Ltd & Power Transformer Sales and Services Pvt Ltd	B.Com., MBA and occupied as Landlord	B.Sc.
c.	Nature of the expertise in specific functional area	Experienced in Software Development & in Development of Industrial Automations Systems specifically for Textiles over the past 28 years. Have been responsible for Conceptualising, Designing and development of several successful products for Textile Spinning Industry during this period. Currently involved in new product development for the iiot in Applied Automation. Having founded the above companies, currently managing them as its Managing Director.	Possesses necessary knowledge, experience and expertise in the field of Agriculture, Textile and Business Management	Possesses necessary knowledge, experience and expertise in the field of business management and public relations
d.	Names of Listed entities in which the person holds directorship/ membership of Committees of the Board	NIL	NIL	NIL
e.	Shareholding in the Company	NIL	1600	NIL

#### ITEM NO.6 of the Agenda :

- A. (i) At present Sri.P. Muthuswamy is employed as Vice President-Operations of the Company and it is proposed that he can be appointed on the recommendations of the Nomination and Remuneration Committee as Director-Operations for a period of three years with effect from 27.09.2019 with a view to avail his services on a continued basis with salary and perquisites in accordance with the guidelines issued in this regard by the Central Government.

(ii) Details of Appointee :

1.	Name	Sri.P. Muthuswamy
2.	Date of Birth	24.01.1952
3.	Date of appointment	13.08.2019
4.	Expertise in specific functional area	Diploma in Textile Technology – 46 years experience in Textile Industry
5.	Directorship in other Public Ltd Companies	Sri Jaganatha Textiles Ltd Sri Ramakrishna Yarn Carriers Ltd
6.	Membership of Committees in other Public Ltd Companies	None
7.	Background details	Sri.P. Muthuswamy has been working in the Company since 13.08.1974 and is now employed as Vice President-Operations. In this capacity, his responsibility comprises of over all control of production, yarn quality and machinery maintenance in a Spinning Unit. It also includes labour negotiation and general administration of the factory.
8.	Past remuneration	Rs.29,150/- per month and perquisites
9.	Job profile and his suitability	Sri.P. Muthuswamy is proposed to be appointed as Director-Operations.
10.	Remuneration period	As indicated in the Item No.6 of the Notice convening the 72nd AGM convened on 27.09.2019, with usual increments as applicable to other employees
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the company, the profile of the appointee, the responsibilities shouldered by the appointee and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages adopted by other companies in the industry in similar position of the appointee
12.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed, the Director does not have any other pecuniary relationship with the Company and other Directors and its Key managerial personnel or their relatives.

- B. Information to be provided under Schedule-V Part-II Section-II of the Companies Act, 2013 :-

#### I. General Information

1.	Nature of Industry	Textile Industry
2.	Date or expected date of commencement of commercial Production	The Company was incorporated on 06.09.1946 and commenced production subsequently during the year 1951.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators: Rs in Lakhs (except s.no. vi)	
	<b>Particulars</b>	<b>2018-2019</b>
(i)	Sales and other Income	2758.79
(ii)	Profit/(Loss) before Tax and depreciation	398.74
(iii)	Profit/(Loss) after Tax	364.16
(iv)	Paid up Equity Capital	711.83
(v)	Reserves and Surplus	(372.12)
(vi)	Basic Earnings per share	Rs. 5.12
5.	Foreign investments and collaborators, if any	Nil

#### II. Information about the Appointee:

Details in respect of the appointee is given under A(ii) above.

#### III. Other Information

- Reasons of loss or inadequate profits :
  - Continued recession in the global economy resulting in sluggish market conditions.
  - Exports of textile falls appreciably resulting in over supply in the domestic market.



## SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

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- c) Highly fluctuating cotton price with depressed yarn prices,
  - d) Increased labour cost due to increments and increase in Dearness Allowance.
  - e) Increase in interest costs
2. Steps taken or proposed to be taken for improvement :
- a) Company is restructuring its product mix
  - b) Reduction in accounts receivables
  - c) Steps announced by the Central Government recently to rejuvenate the industry
  - d) Company entering into development of Real Estate
  - e) Modernization of the Textile Plant.
3. Expected increase in productivity and profits in measurable terms :

The Company is expected to perform well in the near future on account of the steps to be taken.

#### IV. Disclosures:

1. The shareholders of the company shall be informed of the remuneration package of the managerial person: Disclosed
2. The following disclosures shall be mentioned in the Board of Directors' report under the heading " Corporate Governance", if any, attached to the annual report:
  - a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc., all the directors : Disclosed
  - b. Details of fixed component and performance linked incentives along with the performance criteria : Disclosed
  - c. Service contracts, notice period, severance Fees : Disclosed
  - d. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable : Company has not issued any stock option

The Company has not defaulted in repayment of any of its debts or debentures and public deposits.

Keeping in view of Sri.P.Muthuswamy's rich experience and knowledge, the Board considers it desirable that the company should avail the benefits of his experience.

Sri. P. Muthuswamy neither holds the directorship nor membership of the Committees of the Board of Directors in any other listed company.

Sri. P. Muthuswamy does not hold by himself nor for any other person on a beneficial basis any shares in the company and is not related to any other Director and Key Managerial Personnel of the company.

Except Sri. P. Muthuswamy being the appointee, none of the directors or key managerial personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution pertaining to his appointment.

The Explanatory Statements together with the accompanying Notice may be regarded as disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The resolution is accordingly recommended for members' approval.

Copies of the draft letters of appointment in respect of the directors (4) setting out the terms and conditions of appointment are available for inspection by members at the Registered Office of the Company during business hours on any working day.

Place: Coimbatore  
Date : 13.08.2019

By Order of the Board  
For Sri Ramakrishna Mills (Coimbatore) Limited

**D. LAKSHMINARAYANASWAMY**  
Managing Director  
(DIN : 00028118)

**ROUTE MAP TO THE VENUE  
OF THE 72nd AGM OF THE COMPANY**

