



# **76th ANNUAL REPORT 2022-2023**

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

## SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

### Board of Directors

Sri.D.LAKSHMINARAYANASWAMY (DIN:00028118)  
(Managing Director)  
Smt.L.NAGASWARNA (DIN:00051610)  
Sri.RAVICHANDRAN DHAMODARAN (DIN:00054538)  
Sri.R.GURU CHANDRASEKAR (DIN:08421861)  
Sri.P. MUTHUSWAMY (DIN:02651331)  
Sri. C. BAALASUBRAMANIYAM (DIN :00043863)

### Company Secretary

Smt. M. SRIVIDYA

### Chief Financial Officer

Sri G. KRISHNAKUMAR

### Internal Auditor

Smt. CA. SASIREKHA VENGATESH  
Coimbatore.

### Secretarial Auditor

Sri. CS.V. PRASANNA  
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 76th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 76th ANNUAL GENERAL MEETING of the members of SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED will be held on WEDNESDAY, the 27th day of September 2023 at 9.30 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 Financial Statements of the company for the year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.

##### ITEM NO.2

To appoint a Director in the place of Sri. P. Muthusamy (DIN : 02651331) who retires by rotation and being eligible offers himself for reappointment.

#### 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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Smt.L.Nagaswama (DIN: 00051610) on the recommendation of Nomination & Remuneration Committee of the Company as Whole Time Director of the Company for a further period of three years from 14.08.2023.”

“RESOLVED FURTHER that, pursuant to the provisions of Sections 196, 197 Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) on the recommendation of Nomination & Remuneration Committee of the Company, Smt.L.Nagaswama (DIN: 00051610) be and is hereby paid the following remuneration:

**Salary per month : Rs. 2,10,000**

She shall be eligible for payment of the following perquisites and benefits Variable Dearness Allowance (VDA) along with other perquisites, benefits and incentives as applicable to the other members of Staff.

#### MINIMUM REMUNERATION :

Notwithstanding anything hereinabove stated, where in any financial year during the tenure of Smt.L.Nagaswama, (DIN: 00051610) the company has no profits or the profits are inadequate, the above salary and perquisites not exceeding the ceiling limits prescribed in Section-II of Part-II of Schedule V of the Companies Act, 2013 be paid to her as minimum remuneration.

Her period of Office shall be liable to determination by retirement of directors by rotation as hithertofoe.

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 same not exceeding the limits specified under Section 197, read with Schedule-V of the Companies Act 2013 (including any statutory modifications or re-enactment(s) 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”.

##### ITEM NO.4

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

To consider the reappointment of Sri.D.Lakshminarayanawamy (DIN: 00028118) as Managing Director of the Company in accordance with Sec.197 & Schedule-V of the Companies Act, 2013 and the Rules made thereunder.

“RESOLVED THAT pursuant to the provisions of Sections 196 & 197 read with Schedule-V and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company by a Special Resolution be and is hereby accorded for the reappointment of Sri.D.Lakshminarayanawamy, the present Managing Director of the Company on the recommendation of the Nomination and Remuneration Committee of the Company for a further tenure of 3 years commencing from 01.04.2023 and that an aggregate remuneration of not exceeding 5% of the net profits of the company as laid down in sub section (1) of section 197 of the Companies Act 2013 and the overall limit of 11% of net profits as laid down in subsection (1) of section 198 of the Companies Act 2013 and that taking into account other details and profile of the incumbent and circumstances including the working results of the company and the remuneration drawn earlier, the present package of remuneration offered by industries in general, an aggregate remuneration of not exceeding 5% of net profits of the company and such remuneration which may be by way of Salary, Variable Dearness Allowance, Accommodation, Commission, Medical reimbursement towards expenses incurred by the Managing Director, Club Fees, Personal Accident and Medical insurance premia, car with driver, phone and such other allowances as the Board may think fit, be paid to him.

The Managing Director shall also be eligible for the following perquisites which shall not be included in the computation of ceiling on remuneration specified above”

- contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act 1961.
- gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- encashment of leave at the end of the tenure.

“RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the company has no profits or the profits are inadequate, the following salary and perquisites not exceeding the ceiling limits prescribed in Section II of Part II of Schedule V of Companies Act 2013 be paid to him as minimum remuneration:-

**Salary : Rs 3,85,000/- per month**

He shall also be eligible for the payment of the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

- contribution to provident fund, superannuation fund or annuity fund to the extent that these either singly or put together are not taxable under the Income Tax Act 1961 or any statutory modification or re-enactment thereof.
- gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- encashment of leave at the end of the tenure”.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Sri. P. Muthuswamy, Director of the Company and Smt.Srividya.M, Company Secretary be and are hereby severally authorized on behalf of the Board to file the various applications, forms and returns required to be filed under the provisions of the Companies Act, 2013 and do all such things, acts and deeds as are considered necessary, expedient and/or proper.

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

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

Place : Coimbatore  
Date : 14.08.2023

# 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 **21.09.2023** to **27.09.2023** (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, "Surya", 35, Mayflower Avenue. Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028. 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 76th 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 76th 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 76th Annual General Meeting and the Annual Report for the year 2022-23 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.**
11. **Shareholders who have not updated their Bank details and PAN are required to submit the same with DP (where the shares are held in demat form) and with the Company's Registrar & Share Transfer Agents (where the shares are held in physical form) as the case may be.**

## EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

### ITEM NO.3 and ITEM NO.4 of the Agenda:

- A. (i) The present tenure of Sri.D.Lakshminarayanawamy as Managing Director of the Company expired on 31.03.2023 and it is proposed that he can be reappointed on the recommendations of the Nomination and Remuneration Committee for a further period of three years with effect from 01.04.2023 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. The Board of Directors recommends the resolution as set out in Item No.4 of the Agenda for approval by Members.
- (ii) It is proposed that Smt.L.Nagaswama can be reappointed on the recommendations of the Nomination and Remuneration Committee for a period of three years with effect from 14.08.2023 with a view to avail her services on a continued basis with salary and perquisites in accordance with the guidelines issued in this regard by the Central Government. The Board of Directors recommends the resolution as set out in Item No.3 of the Agenda for approval of Members.
- (iii) Details of Appointees :

1.	Name	Sri.D.Lakshminarayanawamy	Smt.L. Nagaswama
2.	Date of Birth	13.04.1950	28.12.1952
3.	Date of appointment	01.04.1981	14.08.2014
4.	Expertise in specific functional area	Textile (Spinning) Cotton Trade and marketing of yarn	General Administration and Communication
5.	Directorship in other Public Ltd Companies	Sentra Yarns Ltd	Sri Ramakrishna Yarn Carriers Ltd Sentra Yarns Ltd
6.	Membership of Committees in other Public Ltd Companies	None	None
7.	Background details	Mr D Lakshminarayanawamy is a citizen of India, 73 years of age. He is a Textile Graduate from PSG College of Technology, Coimbatore and MBA from Pennsylvania State University, USA and has about 4 decades of experience in Textile industry, Yarn Marketing and Cotton Trade. He is past Chairman of Indian Cotton Mills Federation (ICMF) the Apex Body representing Textile Industry in India, Southern India Mills Association (SIMA) and a Member of The Cotton Textiles Export Promotion Council (TEXPROCIL), SITRA and various other Committees connected with Textiles.	Smt.L.Nagaswama, is a citizen of India, 71 years old. She is a Commerce Graduate with MBA Qualification. She was employed with M/s.Lakshmi Mahine Works Ltd, a premier Textile Machinery Manufacturers in Coimbatore as its Financial Controller upto 1973. She joined the company as Administrative Manager in 1982 and was elevated as Chief Executive of the Company with effect from 01.10.1988. In this capacity, she was responsible for the general administration of the Company, purchase of stores, spares and other commodities, approval of specifications / quality and price of the items, recruitment and training of staff and co-ordinating various activities related to the operations of the company

8.	Past remuneration	Rs.3,70,000/- per month Plus Allowances and perquisites	Rs.2,00,000/- per month Plus Allowances and perquisites
9.	Job profile and his suitability	Mr D Lakshminarayanawamy is the Managing Director of the company since 1981, He is well known in the Textile World.	Smt.L.Nagaswama is with the Company since 1982.
10.	Remuneration Proposed	As per the resolution at Item No.4 of Notice convening the Annual General Meeting on 27.09.2023	As per the resolution at Item No.3 of Notice convening the Annual General Meeting on 27.09.2023
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 appointees, the responsibilities shouldered by the appointees 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 respective appointee.	
12.	Pecuniary relationship directly or indirectly with the company or relation-ship with the managerial personnel, if any	Besides the remuneration proposed, the Managing Director do not have any other pecuniary relationship with the Company and its managerial personnel except being a relative of Wholetime Director.	Besides the remuneration proposed, the Whole Time Director does not have any other pecuniary relationship with the company and its managerial personnel except being a relative of Managing Director.

**B. Information to be provided under Schedule-V Part-II Section-II of the Companies Act, 2013 :- (common to both the appointees)**

**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

Particulars	2022-23	2021-22
Sales and other Income	3987.98	4449.86
Profit/(Loss) before Tax and depreciation	128.96	375.12
Profit/(Loss) after Tax	27.91	229.89
Paid up Equity Capital	711.83	711.83
Reserves and Surplus	484.64	452.02
Basic Earnings per share	0.39	3.23

5. Foreign investments and collaborators, if any : NIL

**II. Information about the Appointees:**

Details in respect of both the appointees are given under A(ii) above.

**III. Other Information**

**1. Steps taken or proposed to be taken for improvement :**

- Company is restructuring its product mix
- Reduction in accounts receivables
- Modernization of the Textile Plant.

**2. 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 envisaged.

**IV. Disclosures:**

- The shareholders of the company shall be informed of the remuneration package of the managerial person: Disclosed
- The following disclosures shall be mentioned in the Board of Directors' report under the heading "Corporate Governance", if any, attached to the annual report:
  - All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc., all the directors
  - Details of fixed component and performance linked incentives along with the performance criteria
  - Service contracts, notice period, severance Fees
  - 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

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

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 shareholdings of Sri.D.Lakshminarayanawamy and Smt.L. Nagaswama have been given under "Corporate Governance".

The resolution is accordingly recommended for members' approval

# SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

## 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 76th Annual general Meeting scheduled to be held on **Wednesday, the 27th day of September 2023 at 9.30 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 :

- The voting period begins on **24-09-2023 at 9.00 a.m.** IST and ends on **26-09-2023 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 20-09-2023** cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on "Shareholders" tab.
- Now enter your User ID :
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification Code as displayed and Click on Login.
- 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.
- 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>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the relevant EVSN-Sri Ramakrishna Mills (Coimbatore) Ltd on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Notice.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you clicking on "Click here to print" option on the Voting page.
- If Demat account holder who 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.
- 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.**
- 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.
- 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)

## Contact details for issues relating to e-voting

M/s. SKDC Consultants Limited

"Surya", 35, Mayflower Avenue, Behind Senthil Nagar,

Sowripalayam Road, Coimbatore – 641 028

Phone : 0422-4958995, 2539835-836

Fax : 91-422-2539837 E-mail : [info@skdcconsultants.com](mailto:info@skdcconsultants.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.

Place: Coimbatore

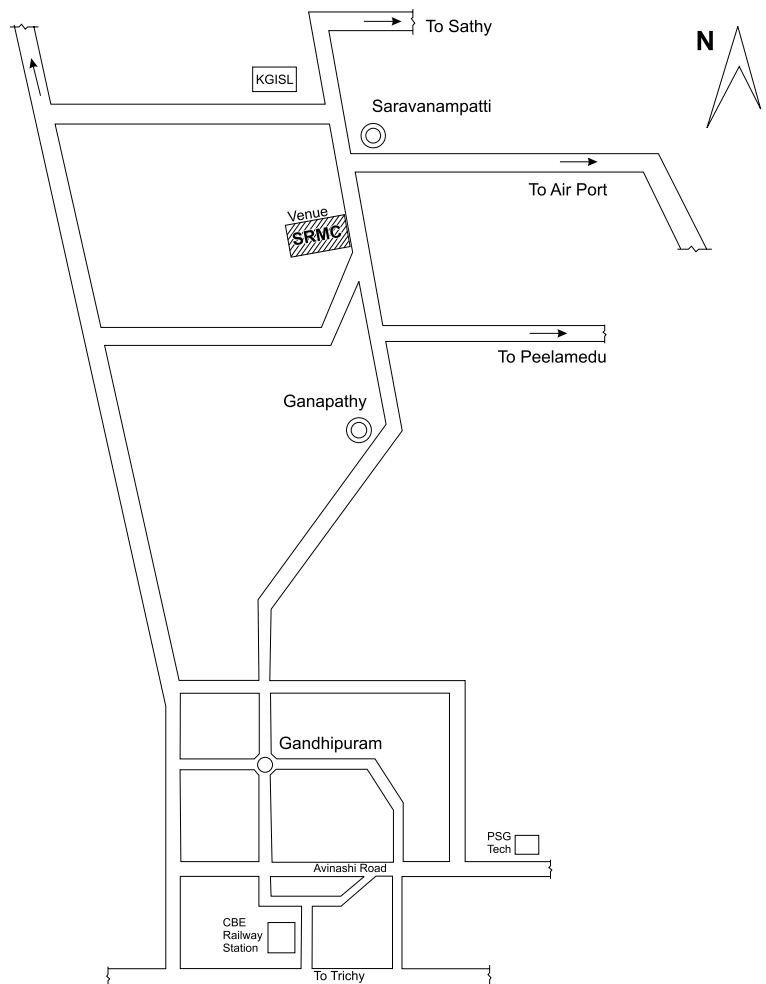
Date : 14.08.2023

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

**D. LAKSHMINARAYANASWAMY**

Managing Director  
(DIN : 00028118)

### ROUTE MAP TO THE VENUE OF THE 76th AGM OF THE COMPANY



# SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors submit the following Report on the working of the Company for the year ended 31.03.2023.

After meeting all working expenses, interest, repairs to machinery and buildings, the working result of the company for the year 2022-23 is given below :-

### Financial results:

	Year Ended	
	31.03.2023 Rs.in lakhs	31.03.2022 Rs.in lakhs
<b>Profit before Interest and Depreciation</b>	<b>441.96</b>	688.90
Less / Add : Interest	<b>313.00</b>	313.78
Depreciation	<b>88.62</b>	28.07
<b>Profit before Exceptional items</b>	<b>40.35</b>	311.69
Exceptional Items	-	-35.35
Current Tax	-	-
Deferred Tax Credit	<b>12.44</b>	117.15
<b>Surplus/(Deficit) after Exceptional Item</b>	<b>27.91</b>	229.89

### Performance:

The turnover of the company for the year 2022-23 had been Rs.3987.98 lakhs against Rs.4449.86 lakhs in the previous year. The above figures includes Rs.1391.08 lakhs relating to Real Estate Income. After charging depreciation, interest and other overheads, the company recorded a profit of Rs.40.35 lakhs which had resulted into Net Profit of Rs.27.91 lakhs after the adjustment of Deferred Tax Credit aggregating to Rs.12.44 Lakhs and the same has been carried to the Balance Sheet.

### Future

Cotton prices have come down but still above last year prices and with 11% duty on cotton imports, local prices are firm. Downstream activity of working and garmenting is working at reduced capacity and so spinning sector is working at reduced capacity with yarn exports also down by 30% putting a lot of pressure on yarn prices. Our company is replacing its old machineries used in Nagari unit with all modernized machineries in a phased manner. The entire modernization will be completed within this year.

### Real Estate Development

Indian real estate sector has witnessed decent growth in the recent times with rise in demand for office as well as residential spaces. Our project is expected to be completed by September 2023 and we expect to sell the remaining villas within a year.

### Change in Bankers

Our company has approached Axis Bank for loan and now our bankers are Axis Bank instead of The South Indian Bank. Axis Bank has takeover all the charges with SIB and we closed all the accounts with SIB. We completed all the form filing with ROC with regard to change in loan.

### Management Discussion and Analysis

In terms of the provisions of Regulation 34(3) and Schedule-V of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Management Discussion and Analysis is set out in this report. It contains an analysis on the performance of the industry, the Company, Internal Control System and Risk management policy.

### Board of Directors:

The composition of the Board of Directors of the Company is furnished in the Corporate Governance Report annexed to this Report.

Sri.Ravichandran Dhamodaran (DIN : 00054538), Sri.R.Guru Chandrasekar (DIN : 0008421861) are appointed as Independent Directors at the 72nd Annual General Meeting for a period of 5 years with effect from 27.09.2019. Sri.C.Baalasubramaniyam was appointed as an Independent Director at an EGM held on 10-12-2021. All the Independent Directors have affirmed that they satisfy the criteria laid down under Sec.149(6) of the Companies Act, 2013 and Regulations 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Further, the Company's code of conduct suitably incorporates the duties of Independent Directors as laid down in the Act.

In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in the Act and SEBI (LO & DR) Regulations 2015 and are independent of the Management

The Ministry of Corporate Affairs, Govt. of India has launched the Independent Directors' databank and it has entrusted the Indian Institute of Corporate Affairs with creating and operating such a data bank under the Notification No.GSR804(E), dt.22nd October 2019. All the existing Independent Directors are required to register themselves in the data bank. Accordingly, the Company's Independent Directors have got themselves registered in the data bank for 5 (five) years.

### Retirement by rotation:

Sri.P.Muthuswamy, (DIN : 02651331), who has been appointed as a Director retires by rotation at the ensuing Annual General Meeting of the Company, as per the terms of her appointment. The place so vacated by him has to be filled up at the same meeting. The retiring Director is eligible for re-appointment at the ensuing Annual General Meeting. Accordingly, a resolution to this effect is included in the Agenda for consideration of members at the ensuing Annual General Meeting of the Company.

### Board Meetings:

During the year four (4) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening period between two consecutive meetings was within the period prescribed under the Act.

### Meeting of Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 (Para-VII(1) of Schedule-IV, one separate meeting of independent directors without the attendance of Non-Independent Directors and Members of Management was held. During the year, all the independent directors were present at this meeting. In the said meeting, the independent directors assessed the quality, quantity and timeliness of flow of information between the management and the Board and expressed that the current flow of information and contents were adequate for the Board to effectively perform its duties.

### Board Evaluation

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been framed by the Nomination and Remuneration Committee and approved by the Board. A questionnaire consisting of certain criteria is adopted for reviewing the functioning and effectiveness of the Board and for identifying possible areas for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision making of the Directors, relationship with Stakeholders. Company performance, company strategy and effectiveness of the whole Board and its various committees on a scale of one to five.



Necessary feed back is provided for improvement in the performance of the Directors and the functioning of the overall Board and the various committees.

**Familiarisation Programme for Independent Directors :**

In compliance with the requirements of Regulation 25(7) of the SEBI (LO & DR) Regulations 2015, the company has put in place a Familiarization Programme for the Independent Directors to familiarize them with the company their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business models, Regulatory matters, etc.

Since the Independent Directors have been registered with the databank launched by the Ministry of Corporate Affairs, Govt of India, New Delhi, they will be able to acquire knowledge from diverse resources, develop distinct skills and assess their understanding on company operations, regulations and compliance.

**Key Managerial Personnel:**

Sri.D.Lakshminarayanawamy (DIN:00028118), Managing Director, Smt.L.Nagaswamy, Wholtime Director (DIN:00051610), Sri.P. Muthuswamy, Director-Operations (DIN : 02651331), Smt.M.Srividya as Company Secretary and Sri.G.Krishnakumar as Chief Financial Officer constitute Key Managerial Personnel of the Company.

**Remuneration Policy:**

The policy on appointment, remuneration and evaluation criteria for Directors and Senior Management is as per the recommendation of the Nomination and Remuneration Committee of the Board. The Company recognized that Compensation Policy is an important and strategic tool in the achievement of vision and goals of the company. It is in keeping with the performance of the individuals, internal equity, market trends and industry practices, legal requirements and appropriate governance standards.

The Nomination and Remuneration Committee recommends the remuneration of Directors and Senior Management personnel which is approved by the Board of Directors, subject to the approval of shareholders, where necessary.

**Audit Committee:**

In terms of the provisions of Section 177 of the Act and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Audit Committee of the Board was reconstituted to act in accordance with the terms of reference prescribed therein. Detailed disclosure on composition, terms of reference and meetings of the Audit Committee are furnished in the Corporate Governance Report.

**Statutory Auditors:**

M/s.C.S.K.Prabhu & Co, Chartered Accountants, Coimbatore were re-appointed as Statutory Auditors at the ensuing Annual General Meeting to hold such Office for a second term of five consecutive financial years from the conclusion of 75th Annual General Meeting to the conclusion of the 80th Annual General Meeting to be held in the year 2027, pursuant to the provisions of Section 139, 141 and 142 of the Act, read with companies (Audit & Auditors) Rules 2014.

**Cost Audit:**

Ministry of Corporate Affairs (MCA) has vide Notification dated 31st December 2014 amended the Companies (Cost Records and Audit) Rules 2014. Accordingly, The Company has maintained the Cost Records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013. However, cost audit is Not applicable to the company.

**Secretarial Audit:**

Sri.V.Prasanna, Practising Company Secretary was appointed to conduct the Secretarial Audit of the Company from the Financial year 2021-22 to 2023-24 as required under Sec.204 of the Act, and Rules made thereunder. The Secretarial Audit Report for the Financial Year 2022-23 forms part of the Annual Report as annexure to the Board's Report.

**Internal Auditor :**

The Company continues to engage Smt.Sasirekha Vengatesh, Chartered Accountants as Internal Auditors of the Company. The scope of work includes review of processes for safeguarding the assets of the company, review of operational efficiency, effectiveness of systems and processes and assessing the strength and weaknesses of internal control. Internal Auditors reports are placed before the Audit Committee on a regular basis for taking suitable action for improvement, wherever required.

**Directors' Responsibility Statement:**

As required under section 134 of the Act, it is stated

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year (i.e)31st March 2023 and of the profit of the company for that period.
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- that the directors had prepared the annual accounts on a "going concern" basis.
- that the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Related Party Transactions:**

All contracts / arrangements / transactions entered into by the company during the Financial Year with related parties were in the ordinary course of business and on arm's length basis. During the year, the company had not entered into any contracts / arrangements / transactions with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

Statement giving details of the Contacts / arrangements / transactions with related parties is placed before the Audit Committee and the Board of Directors for their approval on quarterly basis.

**Corporate Social Responsibility :**

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 comprising of three Directors including an Independent Director.

During the Financial Year 2022-23, the average profit for the last three years amounts to Rs.554.71 lakhs and the company was required to spend about Rs.11.09 lakhs. However, the company had spent Rs.11.10 lakhs in the projects mentioned in the Annexure-I to the Directors' Report.

**Subsidiary and Associate Companies :**

The company does not have any subsidiary or associate companies.

**Fixed Deposits:**

The Company has not accepted any deposits within the meaning of Section 73 of the Act, and the Rules framed thereunder.

# SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

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## Particulars of Directors, Key Managerial Personnel and Employees:

The information required pursuant to Sec.197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 in respect of Directors, Key Management Personnel and employees of the Company are provided in the Annual Report.

## Corporate Governance

A separate Report on Corporate Governance is attached to this report. A certificate from the Auditors of the company confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 27 and Part-E of Schedule-II of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, is attached to this report.

## Other Disclosures:

- a. Details of loans, guarantees and investments under the provisions of Sec.186 of the Act are given as Annexure.
- b. The internal control systems and its adequacy are discussed in the Management Discussion and Analysis annexed to the Directors Report.
- c. There was no significant material order passed by the Regulators / Courts which would impact the going concern status of the company and its future operations.
- d. The details forming part of the extract of the Annual Return in Form MGT-9 is annexed to the Directors' Report.
- e. The Company has adopted the Whistle Blower Policy for Directors and Employees of the Company to report concerns about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and ethics. The policy is provided pursuant to Reg. 22 and Reg.46(2)e of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. It also provides for adequate safeguard against victimization of Directors / Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The policy is also disclosed in the Company's Website.
- f. The Company has adopted a code of conduct for the Board of Directors and Senior Management of the company and all of them have affirmed compliance of the same.
- g. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Necessary mechanism has been put across the company in this regard to cover all the women employees in the company. There were no complaints received from any employee of the Company during the financial year 2022-23.

The following is the summary of sexual harassment complaints received and disposed of during the year 2022-23:

- i. Number of complaints received – Nil
- ii. Number of complaints disposed of – NA
- h. As contemplated under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, certificate from MD Sri.D.Lakshminarayanawamy & CFO Sri.G.Krishnakumar was placed before the Board of Directors at the meeting held on 30.05.2023.
- i. Pursuant to Sec.134(3)(l) of the Act, there was no significant material changes and commitments affecting the financial position of the Company has taken place between the end of the financial year of the company and the date of Directors' Report.

## Energy Conservation, Technology Absorption and Foreign Exchange earnings & outgo :

The information on the above stipulated under Sec.134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules 2014 is annexed herewith as Annexure-II.

## General:

Our thanks are due to The South Indian Bank Ltd., for their support and assistance to meet our business needs.

The Directors appreciate the services rendered by the Officers, Staff and the employees of the Company.

We pray for the Grace of Almighty Sri Jaganatha Perumal for the prosperity of the Company.

Place : Coimbatore  
Date : 14.08.2023

For and on behalf of the Board of Directors  
of Sri Ramakrishna Mills (Coimbatore) Limited

**D. LAKSHMINARAYANASWAMY**  
Chairman  
(DIN : 00028118)