

SRI NACHAMMAI COTTON MILLS LIMITED



40TH ANNUAL REPORT 2019-2020

SRI NACHAMMAI COTTON MILLS LIMITED

Registered Office: Door No. 181, 'VASANTHAM', 4th Cross Street, New Fairlands, Salem 636016

CIN No. L17115TZ1980PLC000916 Phone No. 0427-2330847

E-Mail: snm@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

STATUTORY AUDITORS

SECRETARIAL AUDITOR

INTERNAL AUDITOR

CIN

BANKERS

REGISTRAR AND SHARE TRANSFER AGENTS

COMPANY SECRETARY

CHIEF FINANCIAL OFFICER

Smt P.Umayal

Shri P.Palaniappan

Shri A.Alagappan

Shri PL.Subbiah

Shri S.Ravichandran

Smt Sujatha Sivakumar

Smt Shantha Radhakrishnan (Upto 10.12.2019)

Shri A.Annamalai

Smt C.Renuka

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

Chartered Accountants, Salem – 636 007

Mr. M.R.L. Narasimha,

Practicing Company Secretary,

Coimbatore – 641 038

Shri H.Venugopal

Chartered Accountants, 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

CS M.Harish

Shri A.Subramanian

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Contact Details	
<u>Registered Office:</u>	Door No. 181, 'VASANTHAM', 4 th Cross Street, New Fairlands, Salem – 636016
<u>Mills at</u>	: Near Railway Station Chettinad – 630 102 Sivaganga District
<u>Phone Numbers</u>	: 0427-2330847
<u>E-Mail</u>	: snm@rediffmail.com
<u>Website</u>	: www.sncmindia.com



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

Phone No. 0427-2330847; CIN: L17115TZ1980PLC000916

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

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 40th Annual General Meeting will be held on Monday, the 19th day of October, 2020 at 12.15 P.M through video conferencing or other audio visual means to transact the following business. 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, 2020, 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. C.Reuka (DIN.02209915) Director retires by rotation and being eligible, offers herself for re-election.

SPECIAL BUSINESS

3. Ratification of remuneration of Cost Auditors for the Financial Year 2020-2021

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 2020-2021 amounting to Rs.25,000/- per annum exclusive of GST as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved and ratified".

4. Revision in terms of appointment and remuneration of Mrs. P Umayal Chairman cum Managing Director of the company

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

"RESOLVED THAT pursuant to the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, read with Part I and Section II of Part II of Schedule V (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded for variation in terms of appointment and remuneration of Mrs. P Umayal (DIN: 00110260) Chairman cum Managing Director of the Company, designated as Chairman and Managing Director, who has attained the age of 70 years in March 2019, with effect from 19th December 2019 upto 18th December 2022".

RESOLVED FURTHER THAT the remuneration paid/payable to Mrs. P Umayal (DIN: 00110260) Chairman cum Managing Director with effect from March 8, 2019, as approved by the Nomination and Remuneration Committee shall be as under:

1. Term of Appointment:

With effect from 19th December 2019.upto 18th December 2022.

2. Remuneration:

I Salary

Rs.1,25,000/- p.m.(Rupees One Lakh Twenty Five Thousand Only)

II Commission

Commission computed on the basis of 5% of the net profit of the Company as reduced by their aggregate remuneration by way of salary and perquisites (exclusive of perquisites not to be included in the computation of ceiling on remuneration in Paragraph 2 of Section II of Part II of Schedule V)

III Perquisites

- a. The Chairman cum Managing Director shall be eligible to the following perquisites, which are not to be included in the computation of the ceiling on remuneration specified in paragraph 2 of Section II of Part II of Schedule V to the Companies Act, 2013.



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- i) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or part together are not taxable under the Income Tax Act, 1961.
- ii) Encashment of leave at the end of tenure.
- b. Housing**

The Chairman cum Managing Director shall be entitled to house rent allowance subject to the ceilings of Sixty percent of the salary, over and above ten percent payable by the Chairman cum Managing Director.
- c. Gas, Electricity, Water and Furnishings**

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Act, 1961. This shall however, be subject to a ceiling of 10% of the salary of the Managing Director.
- d. Medical Reimbursement**

Medical expenses incurred for self and family subject to a ceiling of one month's salary in a year.
- e. Leave Travel Concession**

For self and family once in a year incurred in accordance with the rules of the Company.
- f. Club Fees**

Fees of clubs, subject to a maximum of two clubs, excluding admission and life membership fees.
- g. Personal Accident Insurance**

Premium not to exceed Rs.10, 000/- per annum.
- h. Car**

Car with driver for use on Company's business and Telephone at residence. Personal long distance calls and use of car for private purpose shall be billed by the Company.
- i. Other Terms and Conditions**
 - (a) The salary, commission and perquisites shall be subject to the overall ceiling under Sections 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.
 - (b) In the event of loss or inadequacy of profits in any financial year during the tenure of Chairman cum Managing Director, he shall be paid the salary and perquisites as specified above as the minimum remuneration, in terms of the provisions of Schedule V to the Companies Act, 2013 as modified from time to time and subject further to the perquisites for the purpose of ceiling being reckoned exclusive of the specified perquisites in Paragraph 2 of Section II as aforesaid.

5. Revision in terms of appointment and remuneration of Mr. Palaniappan Managing Director of the company

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

"RESOLVED THAT pursuant to the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, read with Part I and Section II of Part II of Schedule V (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded for variation in terms of appointment and remuneration of Mr. P Palaniappan (DIN: 01577805) Managing Director of the Company, designated as Managing Director, who has attained the age of 70 years in December 2014, with effect from 19th December, 2019 till his remaining tenure ending on 18th December, 2022".

RESOLVED FURTHER THAT the remuneration paid/payable to Mr. P Palaniappan (DIN: 01577805) Managing Director with effect from 19th December, 2019, as approved by the Nomination and Remuneration Committee shall be as under:

1. Term of Appointment:

With effect from 19th December 2019. upto 18th December 2022.

2. Remuneration:

I Salary

Rs.1,25,000/- p.m.(Rupees One Lakh Twenty Five Thousand Only)

II Commission

Commission computed on the basis of 5% of the net profit of the Company as reduced by their aggregate remuneration by way of salary and perquisites (exclusive of perquisites not to be included in the computation of ceiling on remuneration in Paragraph 2 of Section II of Part II of Schedule V)



III Perquisites

- a. The Chairman cum Managing Director shall be eligible to the following perquisites, which are not to be included in the computation of the ceiling on remuneration specified in paragraph 2 of Section II of Part II of Schedule V to the Companies Act, 2013.
 - i) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or part together are not taxable under the Income Tax Act, 1961.
 - ii) Encashment of leave at the end of tenure.
- b. **Housing**

The Chairman cum Managing Director shall be entitled to house rent allowance subject to the ceilings of Sixty percent of the salary, over and above ten percent payable by the Managing Director.
- c. **Gas, Electricity, Water and Furnishings**

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Act, 1961. This shall however, be subject to a ceiling of 10% of the salary of the Managing Director.
- d. **Medical Reimbursement**

Medical expenses incurred for self and family subject to a ceiling of one month's salary in a year.
- e. **Leave Travel Concession**

For self and family once in a year incurred in accordance with the rules of the Company.
- f. **Club Fees**

Fees of clubs, subject to a maximum of two clubs, excluding admission and life membership fees.
- g. **Personal Accident Insurance**

Premium not to exceed Rs.10,000/- per annum.
- h. **Car**

Car with driver for use on Company's business and Telephone at residence. Personal long distance calls and use of car for private purpose shall be billed by the Company.
- i. **Other Terms and Conditions**
 - (a) The salary, commission and perquisites shall be subject to the overall ceiling under Sections 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.
 - (b) In the event of loss or inadequacy of profits in any financial year during the tenure of Chairman cum Managing Director, he shall be paid the salary and perquisites as specified above as the minimum remuneration, in terms of the provisions of Schedule V to the Companies Act, 2013 as modified from time to time and subject further to the perquisites for the purpose of ceiling being reckoned exclusive of the specified perquisites in Paragraph 2 of Section II as aforesaid.

By Order of the Board,
For Sri Nachammai Cotton Mills Limited,
P.Umayal,
Chairman cum Managing Director,
Din.00110260.

Place: Salem

Date: 10th September, 2020.

Notes:

1. **In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and the Securities and Exchange Board of India (SEBI) vide its circular dated May 12, 2020, have allowed companies to conduct Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') during the calendar year 2020 subject to compliance with requirements mentioned therein. Accordingly, the 40th AGM of the Company is being conducted in an electronic mode through VC / OAVM.**
2. **Since the 40th AGM is being conducted through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 40th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. **The Company has enabled VC / OAVM facility for participation of members in the AGM. Instructions for participation in the AGM through VC / OAVM are provided in 'instructions to members' section given in the Notice.**
4. 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



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Proxy Form attached to this notice before using the Form. The right of remote e-voting shall not be exercised by a Proxy.

5. 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.
6. The Register of Members and Share Transfer books of the Company shall remain closed from **13th October, 2020 to 19th October, 2020** (both days inclusive).
7. 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).
8. 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 to 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).
9. 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.
10. 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.
11. 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.
12. 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.
13. Members are advised to dematerialise the shares held in Physical form. As per LODR amendments from April 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
14. The Notice along with the Annual Report 2019-2020 are being sent by the permitted mode. Members may note that this Notice and Annual Report 2019-2020 will also be available on the Company's website www.sncmIndia.com.
15. 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.
16. A Statement pursuant to Section 102 of the Companies Act 2013 in the respect of business set out under Item No.3, 4 and 5 of the notice is annexed.
17. Since 40th AGM is being held in an electronic mode through VC/OAVM, the route map is not provided.

18. 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 40th 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 **16th October, 2020 (9.00a.m) and ends on 18th October, 2020 (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 **12.10.2020** 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.



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- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as Physical shareholders)</p> <p>*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 enters RA00000001 in the "PAN field".</p>
Date of Birth (DOB) Dividend Bank Detail	<p>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.</p> <p>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)</p>

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

- (viii) 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 platform. It is strongly recommended not to share your password with any other personal take utmost care to keep your password confidential.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of "Sri Nachammai Cotton Mills Limited".
- (xi) 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
- (xii) Click on the "RESOLUTIONS FILE LINK" to view the Resolution details.
- (xiii) 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.
- (xiv) Once the vote on the resolution is "CONFIRM", shall not be allowed to modify the vote.
- (xv) A print of the votes cast can be taken by clicking on "Click here to print" option.
- (xvi) If a Demat account holder has forgotten the login password then Enter User ID and the image verification code a and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 Corporate.
 - * 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.



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- (xviii) 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.
- (xix) 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 (xv) 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 heldesck.evoting@cdslindia.com.

General Instructions

1. The cut – off date for the purpose of e-voting has been fixed as 12th October, 2020. 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 12th October, 2020.
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 along with the Scrutiniser’s report will be placed on the company’s website www.sncmindia.com and on the website of CDSL www.evoting.cdsl.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.3

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration Sri B.Venkateswar, Cost Accountant as Cost Auditor of the Company for audit of Cost Accounts of the Company for the FY 2020-2021. 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 shall be ratified by the Members of the company.

Accordingly, consent of the Members is sought for passing and Ordinary Resolution as set out in this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-2021.

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.

ITEM No.4

Mrs. P Umayal (DIN - 00110260), who was re-appointed as Chairman and Managing Director by the members through special resolution at 39th Annual General Meeting of the Company held on 24th September, 2019, to hold office for a period of 3 years commencing from 19th December, 2019 to 18 December, 2022. She has attained the age of 70 years in March, 2019 and hence continuation of his employment as Chairman and Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is



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approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Mrs.P Umayal (DIN - 00110260) has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mrs. P Umayal (DIN - 00110260) as Chairman and Managing Director.

The Board of Directors on the recommendation of Nomination and Remuneration Committee has also decided to revise remuneration paid/payable to Mrs.P Umayal (DIN - 00110260), subject to the approval of members/shareholders by way of special resolution.

Item No.5

Mr.P Palaniappan (DIN - 01577805), who was re-appointed as Managing Director by the members through special resolution at the 39th Annual General Meeting of the Company held on 24th September, 2019, to hold office for a period of 3 years commencing from 19th December, 2019 to 18 December, 2022. He has attained the age of 70 years in December, 2014 and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Mr.P Palaniappan (DIN - 01577805) has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr.P Palaniappan (DIN – 01577805)as Managing Director.

The Board of Directors on the recommendation of Nomination and Remuneration Committee has also decided to revise remuneration paid/payable to Mr.P Palaniappan (DIN - 01577805), subject to the approval of members/shareholders by way of special resolution.

By Order of the Board,
For Sri Nachammai Cotton Mills Limited,
P.Umayal,
Chairman cum Managing Director,
Din.00110260.

Place: Salem

Date: 10th September, 2020.

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

Name	C.Renuka	P Umayal	P Palaniappan
DIN No.	02209915	00110260	01577805
Date of Birth & Age	16.07.1949 (71 years)	07.03.1949 (71 years)	22.12.1944 (76 years)
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	30.05.2018	10.08.1981	15.10.1984
Relation with other Director	Nil	Wife of Managing Director P.Palaniappan	Husband of P.Umayal (Chairman cum Managing Director)
Qualification	B.A. Expert in Account and Finance	B.Sc.,	B.E, M.S(USA)
Experience		39 years in Business	43 years in Business
No. of Shares held	548	1036343	198505
List of Directorships held in other Companies	Nil	Supreme Yarn Spinners Limited	NIL
Chairman/Member of the Committees of the Board of other companies in which he/she is Director	Nil	Stakeholders Relationship Committee and Share Transfer Committee	Stakeholders Relationship Committee and Share Transfer Committee



SRI NACHAMMAI COTTON MILLS LIMITED

REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS

Dear Shareholders,

The Board of Directors of your Company is pleased to present the 40th Annual Report on the business of the Company along with summary of financial statements for the year ended 31st March, 2020. The report is prepared in accordance with the provisions of the Companies Act, 2013.

Financial Highlights

During the year under review, performance of your company is as under:

Particulars	31.03.2020 (Rs in lakhs)	31.03.2019 (Rs in lakhs)
Profit before finance costs and depreciation	744.51	688.53
Finance costs	631.67	494.35
Depreciation	239.98	126.29
Profit / (loss) before taxation	(127.14)	67.89
Less: Current tax (MAT)	-	2.34
MAT Credit Entitlement	-	(2.34)
Deferred tax	29.97	55.34
Profit/(Loss) after tax	(97.17)	12.55
Add: Other comprehensive income		
Remeasurement of post employment benefit obligations	(11.13)	2.00
Gain on fair valuation of investments	(0.83)	(0.41)
Income tax relating to these items	2.98	(0.10)
Total other comprehensive income for the year	(8.98)	1.49
Total comprehensive income / (loss) for the year	(106.15)	14.04
Earnings per share Basic / Diluted	(2.26)	0.29

Dividend

The Company is unable to declare any Dividend on account of losses.

Review of Operations

During the year, the company has made a turnover of Rs. 14366.49(in lakhs) as against Rs. 15986.23(in lakhs) in the previous year. The Company has incurred a loss of Rs.106.15 Lakhs during the current year as compared to Net Profit of Rs.14.04 Lakhs last year.

Management's Discussion and Analysis

As per the Regulation 34(1) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on "Management Discussion and Analysis" forms an integral part of Annual Report as **Annexure-I**

Deposits

Company has not accepted any deposits from public.

Directors and Key Managerial Personnel

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Smt C.Renuka retire by rotation and being eligible offers herself for reappointment and the resolution is placed before the Shareholders for approval.

A brief resume, expertise, shareholding in the company and details of other entities in which the Director is interested as stipulated under Regulation 36(3)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard is provided in the Notice attached.

The tenure of Smt. P. Umayal, Chairman cum Managing Director and Sri P. Palaniappan, Managing Director expired on 18th of December 2019. The shareholders at their meeting held on 24th September 2019, approved their reappointment as Chairman cum Managing Director and Managing Director for a period of three years effective from 19.12.2019 to 18.12.2022.

The Shareholders at their meeting held on 24th September 2019, approved the reappointment of independent Directors Sri A.Alagappan, Sri S.Ravichandran and Sri PL.Subbiah for a second term of five consecutive years from 10th December, 2019 to 9th December, 2024.



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Sri A.Arunkumar Non Executive Director resigned from the Board with effect from 30th April 2019 due to his personal reason

Smt Sujatha Sivakumar was appointed as an Additional Director of the Company with effect from 14th August 2019. She was appointed as Non Executive Independent Director in the Annual General Meeting held on 24th September 2019.

Smt Shantha Radhakrishnan Non Executive Independent Director retired due to personal reasons on expiry of her term of appointment from the Board with effect from 10th December 2019.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 184(1) and Rule 9(1) of the Companies Act, 2013.

Pursuant to Regulation 34(3) and Schedule V para Clause (10)(i) of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 Certificate of Non Disqualification of Directors is received from the Practicing Company Secretary Sri M.R.L Narasimha is attached as **Annexure-VII**

Declaration by Independent Directors

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI LODR.

During the year, all the independent Directors were present in meeting of Independent Directors. 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.

Familiarization Programmes

The Company had conducted various sessions during the financial year to familiarize all the Directors including the Independent Directors with the updates of Company, their rules, responsibilities in the Company, and the technology and the risk management systems of the Company. Further, the Directors are encouraged to attend the training programmes being organized by various regulators/ bodies/institutions on above matters.

Number of Board Meetings and Committee Meetings

The Board met five (5) times during the financial year on **15th April 2019, 24th May 2019, 14th August 2019, 14th November 2019** and **8th February, 2020**.

Statutory Auditors

The Company's Auditors, M/S.V.Soundararajan & CO., Chartered Accountants, Salem hold office for a term of five years (5) commencing from the financial year 2017-2022 till the conclusion of the Annual General Meeting to be held in the year 2022.

The Auditors' Report for the year 2019-20 does not contain any qualification, reservation or adverse remark. The auditors' report is enclosed with the financial statements in the Annual Report.

Secretarial Auditor

As required under Section 204 of the Act, and Rules made there under Sri M.R.L. Narasimha, Practising Company Secretary was appointed to conduct the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit Report for the financial year 2019-20 forms part of the Annual Report as **Annexure-VIII** to the Board's Report.

Cost Auditor

Section 148 of the Companies Act, 2013 pertaining to audit of Cost Records is applicable to the Company. Based on the recommendation of the Audit Committee, Mr.B.Venkateswar, Cost Accountant was appointed as Cost Auditor of the Company for the financial year 2020-2021 and the remuneration payable to Cost Auditor is placed before the Shareholders for ratification.

Internal Auditor

The Company has re-appointed Mr. H. Venugopal as the Internal Auditor of the Company for a further period of one year for the financial year 2020-2021. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency, effectiveness of system and processes and assessing the strength and



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weaknesses of internal control. Internal Auditor reports are placed before the Audit Committee on a regular basis for taking suitable action for improvement, wherever required.

Subsidiaries, Joint Ventures and Associates

The Company does not have any Subsidiary, Joint venture or Associate Company.

Corporate Social Responsibility

Corporate Social Responsibility is not presently applicable as the Company does not satisfy the conditions laid down in Section 135 with regard to net worth, turnover and net profits.

Material Changes and Commitments

There have been no material changes and commitments between the end of financial year (March 31, 2020) and the date of the report affecting the financial position of the Company.

Adequacy of Internal Financial Controls and Internal Control System

The Company has in place adequacy internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

Company has established adequate Internal Control procedures, commensurate with the nature of its business and size of its operations and for ensuring the orderly and efficient conduct of its business for safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. No fraud was reported during the financial year.

The Company has appointed Internal Auditor to observe the Internal controls, whether the work flow of organization is being done through the approved policies of the Company. In every quarter during the approval of financial statements, Internal Auditors will present the Internal Audit Report and Management Comments on the Internal Audit observation.

Particulars of Loan, Guarantees and Investments under Section 186 – Details of Loan

Sl. No	Period of making Loan	Details of Lender	Amount in Rs.	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Rate of interest
1.	01.04.2019 to 31.03.2020	Supreme Yarn Spinners Ltd Door No.181, 'VASANTHAM', 4 th Cross Street, New Fairlands, Salem 636 016	4,38,15,000	Inter Corporate Loan	Repayable on Demand	24.05.2019, 14.08.2019, 14.11.2019, 08.02.2020	12%
2.	01.04.2019 to 31.03.2020	Raja Yarn Private Ltd Door No.181, 'VASANTHAM', 4 th Cross Street, New Fairlands, Salem 636 016	11,10,54,500	Inter Corporate Loan	Repayable on Demand	24.05.2019, 14.08.2019, 14.11.2019, 08.02.2020	5.25%

Investment made under Section 186 of the Companies Act, 2016

Investment made by the Company is within the limits specified under Section 186 of the Companies Act, 2013.

Significant & Material orders

No Significant and Materials orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

Disclosure as required under Section 22 of Sexual Harassment of Workmen at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee. During the Financial Year 2019-2020 no complaint was received before the committee.

Conservation of Energy, Technology Absorption, Exports and Foreign Exchange earnings and outgo.



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The information on Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 is annexed herewith as **Annexure – II**

Corporate Governance

As per the new Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Corporate Governance Report, together with the Certificate from the Company's Auditors confirming the compliance of conditions on Corporate Governance is given in **Annexure-III**

Extract of Annual Return

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014, in format MGT - 9, for the Financial Year 2019-2020 is enclosed with this report. The Annual return shall be available on Company's website <http://www.sncmindia.com>- **Annexure –IV**

Contracts or Arrangements with Related Parties

Transactions entered with related parties have been explained in Form **AOC – 2 -Annexure – V** annexed with this report and forms part of this Report. Further, policy on dealing with Related Party transactions has been uploaded on the Company's website <http://www.sncmindia.com>.

Vigil Mechanism/Whistle Blower Policy

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been established.

The Vigil Mechanism Policy has been uploaded on the website of the Company at <http://www.sncmindia.com>. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structure and disciplined approach to risk management, in order to guide decisions on risk related issues.

Audit Committee

Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. The details relating to the composition, meetings, and functions of the Committee are given in Corporate Governance Report. The Board has accepted recommendations of Audit Committee, hence no disclosure required under Section 177(8) of the Companies Act, 2013.

Risk Management Policy

As per the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company. All the results and evaluation has been communicated.

Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the Composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as contribution of the individual director to the board and committee meetings like preparation on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.



Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed the policy on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013 which have been outlined in Nomination & Remuneration policy forming part of this Report.

The details of Remuneration to Directors are given in **Annexure-VI**

Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards has been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments 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 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) 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.

Particulars of Employees

The disclosure referred to the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not apply to the Company as there were no employees who are in receipt of remuneration in aggregate of more than Rs.1,02,00,000/- if employed throughout the year or Rs.8,50,000/- per month if employed for part of the year.

Details of top 10 employees based on their salary are disclosed in **Annexure-IX**.

Listing

The Equity Shares of the Company are listed in BSE Limited and the Company has duly paid the Annual listing fees for the year 2020-2021

M/s. Cameo Corporate Services Limited, Chennai is the Registrar for providing depository services through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (**CDSL**), for holding Shares in Electronic mode (De-mat) of our Shareholders and also is the Registrar for Share Transfer Services for physical segment.

Acknowledgements

Your Directors wish to place on record their deep sense of appreciation for the tremendous support from the Bankers M/s. Indian Overseas Bank, the shareholders, and all our suppliers and customers. The Board also wishes to place on record their appreciation for the contribution made by the employees at all levels.

For and on behalf of the Board of Directors,

P.Umayal,

Chairman cum Managing Director.

Din .00110260.

Salem,
29th June 2020.



The management discussion and analysis given below discuss the key issues of the industry.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The textile industry is the largest employer of workforce after agriculture; it plays a crucial role in the Indian economy. Its importance to the Indian economy is recognised for its significant contribution to industrial production and export earnings.

India, which was enjoying a dominant position in international cotton yarn trade, is losing its market share mainly due to higher labour costs and power costs. India's cotton-spinning industry has been struggling with profitability over the years due to a sharp decline in yarn exports and cheaper import. Excess spinning capacity in the country and poor demand for yarn from overseas markets has led to accumulation of yarn stocks and liquidity crisis in the industry. As a result of this, Indian cotton spinning sector is facing a situation which was not seen in the past one decade. With volatility in cotton prices and lack of pricing power has resulted in low margins and low return on investment.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

The spinning industry is dependent on cotton which is an agricultural product and this single input will be about 60% of the selling price of yarn, hence, price fluctuations and availability of cotton will play major role in the performance of spinning mills always.

The Covid-19 outbreak was declared as pandemic by World Health Organisation in the last quarter of the financial year, causing a social and economic turbulence. The entire textile industry was negatively impacted like every other industry. There were supply chain disruptions, fall in exports and cancellation of international orders. This led to fall in prices of yarn.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

At present, the segmental reporting is not applicable to the company as it operates only in single reportable business i.e. "Textiles".

OUTLOOK:

Spread of the COVID-19 pandemic impacted the regular operations of the Company. Given the inherent uncertainty regarding the severity and duration of the pandemic, the Company will continue to monitor for any material changes to future economic conditions.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition. All the transactions are authorized, recorded and reported correctly.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

The Company has been conducting training & motivational programs for both the management staff and the workers. The purpose is to increase the competency levels in the organization. The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

CAUTIONARY STATEMENT:

Certain statements made in the Management Analysis and Report relating to company's outlook, expectations, etc. may constitute forward looking statements within the meaning of the applicable laws and regulations. Actual results may vary from outlook, expectations etc, whether express or implied. Several factors could make significant difference to the Company's operations which may include climate conditions, economic conditions affecting demand and supply, Government regulations, natural calamity, etc. over which the company does not have any control



ANNEXURE TO DIRECTOR'S REPORT

ANNEXURE-II

Conservation of energy, technology adsorption and research and development and foreign exchange earnings and outgo.

Conservation of energy

	Current year ended 31.03.2020	Previous year ended 31.03.2019
(a) Power and Fuel Consumption		
1 (a) Electricity Purchased		
Units	2,96,94,959	2,85,25,992
Total Amount (Rs.)	17,20,10,767	17,77,14,160
Rate Per Unit (Rs.)	5.79	6.23
(b) Own Generation		
(i) Through Diesel Generation		
Units	62,884	60,812
Unit per litre of Diesel	3.31	3.32
Cost/Unit(Rs.)	12.57	13.68
(ii) Through Steam Turbine/Generator	Nil	Nil
2 Coal	Nil	Nil
3 Furnace Oil	Nil	Nil
4 Other/Internal Generation	Nil	Nil
(b) Consumption per unit of production		
Yarn Produced (Kgs)	71,41,829	87,09,149
Electricity Consumed (Units)	2,97,57,843	2,85,25,992
Consumption per Kg. of yarn	3.83	3.28

B. PARTICULARS OF TECHNOLOGY ABSORPTION

The Company has no R & D Division. The Company is a member of South India Textile Research Association and gets the benefits of their research.

C. PARTICULARS ON FOREIGN EXCHANGE EARNINGS AND OUTGO

EARNINGS:	Direct Exports	Rs.	Nil	Rs.	Nil
OUTGO :	Import of Spares	Rs.	67,61,435	Rs.	1,15,41,121
	Import of Capital Goods	Rs.	20,13,535	Rs.	Nil
	Import of Raw Material	Rs.	<u>12,00,66,512</u>	Rs.	<u>5,80,08,143</u>
		Rs.	<u>12,88,41,482</u>	Rs.	<u>6,95,49,264</u>

Place : Salem
Date : 29.06.2020

For and on behalf of the Board of Directors
P.Umayal,
Chairman cum Managing Director
Din 00110260.



SRI NACHAMMAI COTTON MILLS LIMITED

REPORT ON CORPORATE GOVERNANCE

ANNEXURE -III

The Directors present the Company's Report on Corporate Governance for the year ended on 31st March 2020, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Company's Philosophy on Code of Corporate Governance

The Company's philosophy on corporate governance is to ensure that its obligations are discharged in a fair and transparent manner and to enhance the value of all its Stakeholders. The Directors and the Management of the Company maintain high standards of corporate governance in conducting its business and ensure that an effective self regulatory mechanism exists to protect the interest of all the Stakeholders. The Company is in compliance with the Corporate Governance norms as stipulated under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange where its shares are listed.

2. Board of Directors

The Board of Directors is committed to ethical and lawful conduct of the business. They provide leadership and strategic guidance on the affairs of the Company.

The Company follows the practice of fixing the Board Meetings well in advance to ensure maximum attendance of all Directors. The Board determines strategic policies, approves annual plans & budgets, capital expenditure, new projects, investment plans, conducts performance review, ensures compliance, and risk management etc., periodically. A minimum of four meetings of the Board of Directors are held each year, one meeting is held in each quarter and it is ensured that the gap between two meetings does not exceed 120 days.

Composition

Your Company's Board has an optimum combination of Executive, Non-executive, Independent and Women Directors as per requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of composition of the Board, category, attendance of Directors at Board Meetings and the last Annual General Meeting, number of other Directorships and other Committee memberships are given below.

Sl. No	Name of the Director	Shares held	Category	Attendance particulars		Directorships in other public companies	Committee positions across all Public Companies	
				BM	AGM		Chairman/ Vice Chairman	Member
1.	Shri P. Palaniappan (DIN. 01577805)	198505	ED(P)	4	Yes	-	1	1
2.	Smt P. Umayal, (DIN. 00110260)	1036343	ED(P)	5	Yes	1	1	1
3.	Shri A.Annamalai (DIN. 00625832)	3718	NED	5	Yes	1	1	3
4.	Shri A. Alagappan* (DIN. 00363600)	100	ID	4	No	-	2	-
5.	Shri S.Ravichandran*(DIN. 00759455)	8234	ID	3	Yes	-	3	1
6.	Shri PL. Subbiah* (DIN. 02131140)	-	ID	2	No	1	-	-
7.	Smt.Shantha Radhakrishnan** (DIN. 06976554)	-	ID	1	No	-	-	-
8.	Smt. Sujatha Sivakumar**** (DIN. 08536232)	-	ID	1	No	-	-	-
9.	Smt. C Renuka (DIN. 02209915)	548	NED	1	No	-	-	-
10	Shri A. Arunkumar*** (DIN. 07176491)	2552	NED	1	No	-	-	-

ED (P) – Executive Director – Promoter NED– Non Executive Director

* ID – Independent Directors were appointed on 10.12.2019 for a period of 5 years (Upto 09.12.2024)

** Smt.Shantha Radhakrishnan retired from the Directorship of the Company w.e.f 10.12.2019.

*** Shri A. Arunkumar was resigned from the Directorship w.e.f from 30.04.2019

**** Smt. Sujatha Sivakumar was appointed as Additional Director w.e.f 14.08.2019 and as a Director w.e.f 24.09.2019

Board Meetings

During the financial year 2019-2020, Five (5) Board Meetings were held on **15th April 2019, 24th May 2019, 14th August 2019, 14th November 2019** and **8th February, 2020**. A Circular Resolution passed on **07th May 2019** which is later



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ratified on the board meeting held on 24th May 2019. No Board Meeting was conducted through video conferencing or other audio visual means.

Independent Directors

All the Independent Directors of the Company viz., Sri A.Alagappan, Sri S.Ravichandran, and Sri PL.Subbiah were reappointed at the 39th AGM of the Company held on 24th September 2019 for a term of five consecutive years from 10th December 2019 to 09th December 2024. Smt. Sujatha Sivakumar was appointed as an Independent Director of the Company for the term of five consecutive years from 24th September 2019 to 23rd September 2024.

Independent Directors meeting as specified in Regulation 25 of SEBI LODR/ Schedule IV of the Companies Act, 2013 was to be held on 26th March 2020. However for the year 2019-2020, the Independent Directors of the Company have not been able to hold the meeting due to COVID-19, the same shall not be viewed as a violation as per the circular 11/2020 dated 24th March 2020.

The Board has identified the following skills/expertise/competencies fundamental for effective functioning of the Company which are currently available with the Board.

- General Administration and Management
- Finance
- Technical
- Human Resource
- Sales and Marketing
- Governance, Compliance and Legal

3. Committees of Directors

To assist the Board to ensure effective compliance of all the statutory requirements and for efficient conduct of business of the Company, the Board constituted various Committees. The scope, role and responsibilities of such Committees were clearly defined in the terms of reference of each Committee as per the statutory requirements. The details of the Committees and their operations are as follows:

a. Audit Committee

The Board has constituted a well-qualified Audit Committee in compliance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2/3rd of the members and Chairman of the Committee are Independent Directors.

b. Terms of Reference

The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including Cost Auditor, the performance of Internal auditors and the risk management policies. The terms of reference of this committee are as required by SEBI under Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

During the Financial year 2019-2020, Four (4) meetings of the Committee were held on **24th May 2019, 14th August 2019, 14th November 2019** and **8th February, 2020**.

c. Details of composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Independent/ Non dependent	Audit Committee Meeting	
			Held	Attended
Shri S. Ravichandran	Chairman	Independent Director	4	3
Shri A.Alagappan	Vice-Chairman	Independent Director	4	4
Shri A.Annamalai*	Member	Non Executive Director	4	4

*Shri A Annamalai was appointed as the member of the Committee with effect from 15.04.2019



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All members of the Audit committee are financially literate and have expertise in accounting /financial management. The Managing Director, Chief Financial Officer, Internal Auditor and Statutory Auditors attended meetings of the Committee as invitees. Chairman of the Audit Committee has attended the last Annual General Meeting.

In line with its terms of reference, the Audit Committee, at its each meeting reviewed the operations and the audit reports for businesses pursuant to audits undertaken by the Internal Auditor under the audit plan approved at the commencement of the year. The quarterly financial results were reviewed by the Committee before submission to the Board. Independent sessions were held with Statutory and the Internal Auditor to assess the effectiveness of the audit processes. The Committee reviewed adequacy of Internal Financial Controls on a Company- wide basis and shared their recommendations on the internal control processes to the Board. On a quarterly basis, the Committee continues to review whistle blower complaints, litigations, and related party transactions, the corrective actions and mitigating controls put in place therefore.

4. Nomination and Remuneration Committee

The Nomination and Remuneration (NRC) is constituted in compliance with the requirements of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

a. Terms of Reference

The terms of reference of this committee has been mandated with the same as specified in Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also with the requirement of Section 178 of the Companies Act, 2013.

During the Financial year 2019-2020, One (1) meeting of the Committee was held on **18th April 2019**.

b. Composition of the committee

The Committee comprises of 2 Independent Directors. The Chairman is a Non-Executive Independent Director. The Composition of the Committee is as under:

Name	Designation	Independent/ Non dependent	Audit Committee Meeting	
			Held	Attended
Shri S. Ravichandran	Chairman	Independent Director	1	1
Shri A.Alagappan	Vice-Chairman	Independent Director	1	1
Shri A.Annamalai*	Member	Non Executive Director	1	1

*Shri A Annamalai was appointed as the member of the Committee with effect from 15.04.2019

c. Performance Evaluation criteria for Independent Directors.

- Attendance and active participation in Board, Committees and General Meetings
- Qualification, Knowledge, Skills and Expertise
- Updating of skills and knowledge
- Participation in familiarization programmes
- Independent and unbiased opinion
- Informed and balanced decision making
- Leadership qualities
- Safeguarding Stakeholders interest
- Compliance with Articles of Association, Companies Act, 2013 and other laws and regulations
- Compliance with ethical standards, Corporate governance practices and code of conduct of the Company
- Review of integrity of financial information and risk management
- Active participation in determination of remuneration of Directors, KMPs and other senior management
- Reporting of frauds, violation etc
- Safeguard of confidential information
- Information about the company and the external environment in which it operates
- Reviewing vigil mechanism and safeguarding interest of whistle blowers
- Effective participation in the deliberations of related party transactions



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- Seek expert opinion if required
- Moderates and arbitrates conflicts of interest between Stakeholder and Management in the interest of the Company as a whole.

5. Remuneration Policy

The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee has formulated a policy on remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel and Senior Management Personnel.

a. Remuneration of Executive Directors

The Remuneration paid/payable to the Executive Directors for the period ended (12 months) is given as under: (Rs.Lakhs)

Name of the Directors	Salary (Rs.)	Commission	Perquisites and Others	Total	Service contract
Smt.P.Umayal Chairman cum Managing Director	14.58	-	0.30	14.88	19.12.2019 to 18.12.2022
Sri P.Palaniappan, Managing Director	14.58	-	0.51	15.09	19.12.2019 to 18.12.2022

b. Remuneration of Non Executive Directors

The Company does not pay remuneration to any of its non-executive directors barring sitting fees for attending meeting(s). The details of sitting fee paid to Non Executive Directors during the year are as under:

Sl.No.	Name of the Directors	Sitting fees Rs.
1	Shri A. Alagappan	13000
2	Shri S. Ravichandran	13000
3	Shri PL. Subbiah	4000
4	Shri A. Annamalai	19000
5	Smt. Shantha Radhakrishnan	2000
6	Shri A. Arunkumar	2000
7	Smt. C Renuka	2000
8	Smt. Sujatha Sivakumar	2000

There has been no materially relevant pecuniary transaction or relationship between the Company and its non-executive directors during the year. The Company currently does not have any stock option scheme

6. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 and Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015.

This Committee is responsible for the satisfactory redressal of investors' complaints pertaining to share transfers, non-receipt of annual reports, issue of duplicate certificates, transmission of shares and other miscellaneous complaints. In addition, the Committee looks into other issues including status of dematerialization/re-materialization of shares as well as systems and procedures followed to track investor complaints.

Stakeholders' Relationship Committee consists of the following Directors

Name	Category	Designation	No.of Committee Meeting	
			Held	Attended
Shri S.Ravichandran	Chairman	Independent Director	4	3
Shri A.Annamalai*	Vice-Chairman	Non Executive Director	4	4
Shri P.Palaniappan	Member	Executive Director	4	3
Smt.P.Umayal	Member	Executive Director	4	4

*Shri A Annamalai was appointed as the member of the Committee with effect from 15.04.2019



SRI NACHAMMAI COTTON MILLS LIMITED

Mrs.Sarita Jain.G, Company Secretary was designated as the Compliance Officer of the Company as per the requirements of Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also responsible for redressal of investors' complaints. The Committee attends inter-alia to complaints from Stakeholders and for their redressal. All the complaints/grievances were also placed before the Board for information. Based on the information provided by the Company's Registrar & Share Transfer Agents, at the beginning of the year, no complaint was pending. During the period ended on 31st March, 2020, the Company has not received any complaint from investors and also no investor complaint was pending on 31st March, 2020

The Committee met Four (4) times during the year: **24th May 2019, 14th August 2019, 14th November 2019 and 8th February, 2020.** Pursuant to Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock exchange within stipulated time.

During the year, no complaint was received from Ministry of Corporate Affairs/SEBI, including SEBI complaints redress System (Scores).

7. Share Transfer Committee

The Committee has the power to approve transfers and transmission of shares and also issue duplicate share certificate in lieu of those, which are reported to be lost or destroyed.

Share Transfer Committee comprises the following Directors:

Name of the Director	Category	Designation	No.of meetings attended
Shri P.Palaniappan	Executive Director	Chairman	2
Smt.P.Umayal	Executive Director	Vice-Chairman	2
Shri S. Ravichandran	Independent Director	Member	1
Shri A.Annamalai	Non Executive Director	Member	2

During the year, two (2) meetings of the share transfer committee were held on the following dates: 08.05.2019 and 14.10.2019

The Registrar & Share Transfer Agent, after processing the valid Share Transfer Forms, the Share Transfer Register has been forwarded to the Share Transfer Committee for approval. The said Committee meets and approves and the Share Transfers are endorsed by Smt. P.Umayal, Chairman cum Managing Director or Sri P.Palaniappan, Managing Director of the Company. The Share Transfer Register also duly signed by the Committee members. The duly endorsed Share Certificates are sent to the Registrar & Share Transfer Agent for dispatches to the Transferee.

Presently, the share transfers which are received in physical form cannot be processed.

There have been no public issues, rights issues or other public offerings during the past five years.

8. General Body Meetings

Details of Location, Date and Time of the Annual General Meetings held during the last three years:

Year	Venue	Date & Time
2019	Hotel Sri Sai Vihar No.30 Murugan Temple Street, Fairlands, Salem – 636 016	24th September 2019 at 5.00 P.M
2018	Hotel Sri Sai Vihar No.30 Murugan Temple Street, Fairlands, Salem – 636 016	25th September 2018 at 5.00 P.M
2017	Hotel Sarathy Classic,8/3, Park Street, Fairlands, Salem – 636 016	27th September,2017 at 5.00 P.M

Chairman of the Audit Committee and Stakeholders Relationship Committee Chairman were present in the last Annual General meeting.

Electronic voting facility was provided to members for all the Resolutions included in the Notice of 39th Annual General Meeting held on 24th September 2019.

Mr.M.R.L. Narasimha, (Membership No. F2851) Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for scrutinizing voting process.



SRI NACHAMMAI COTTON MILLS LIMITED

Two(2) Ordinary Business, Two (2) Special Business with Ordinary Resolution and Five (5) Special Business with Special Resolution was passed through e-voting at the 39th Annual General Meeting held on 24th September 2019.

During the current year, the Company proposes to pass all the Resolutions in Ordinary Business & Special business by e-voting in terms of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. Disclosures

- a) During the financial year ended 31st March, 2020 there is no materially significant related party transaction that may have potential conflict with the interest of the Company at large.

The Company has formulated a Policy for dealing with Related Party Transactions with related parties are given in the Notes to the Financial Statements. During the year under review, the Company had not entered into any material transaction with any of its related parties.

- b) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
- c) The Company has complied with all mandatory requirements laid down under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted various non-mandatory requirements as well as discussed under relevant headings.
- d) The Company has not accepted deposits from the public and there are no outstanding dues in respect thereof.
- e) The Company has followed Indian Accounting Standards ('Ind AS') in the preparation of the Financial Statements for accounting periods beginning on or after 01.04.2016 as per the MCA directions. The significant accounting policies are set out in the notes to the accounts.
- f) The Company has no subsidiary.
- g) The company has constituted an Internal Complaints Committee in pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and (Redressal) Act, 2013 to redress the grievance of the women employees and take necessary action to implement the provisions of this Act. No complaint on sexual harassment was received during the financial year 2019-2020.
- h) The CEO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on 29th June, 2020 as required under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- i) The Company has established a vigil Mechanism/Whistle Blower Policy to enable stakeholders (Including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s) /employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The protected disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman. Your Company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.
- j) The Company laid down procedures to inform Board members about risk assessment and minimization and has implemented the Risk Management plan and continuously monitors it.
- k) As required by the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for prevention of Insider Trading. Company Secretary of the Company is the Compliance Officer. The Code of Conduct is applicable to all Directors and such identified employees of the Company as well as who are expected to have access to unpublished price sensitive information relating to the Company.
- l) The Company has adopted a Code of Conduct for Directors and Senior Management of the Company, as required by Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received confirmation from the Directors and Senior Management regarding compliances with the code for the year ended March 31, 2020. A Certificate from Managing Director to this effect is attached to this effect. The code has been displayed on the Company's website.



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m) The Chairman Cum Managing Director and Chief Financial Officer of the Company give annual Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure requirements) regulations, 2015 with the Stock Exchange. The annual Compliance Certificate given by Chairman cum Managing Director and Chief Financial Officer is published in Annual Report.

Details relating to appointment and re-appointment of Directors as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Notice to the Annual General Meeting.

10. Other Compliance

i) Management Discussion and Analysis

Management Discussion and Analysis Report is made in conformity with Regulation 34(1)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is attached to the Board Report forming part of the Annual Report of the Company.

ii) Quarterly Financial Results

a. Pursuant to Regulation 33(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Quarterly Financial Results are approved by the Board on the recommendations of the Audit Committee. These were communicated to the Stock Exchange after the conclusion of the Board Meeting and published in leading dailies, as required within the stipulated time and uploaded on the website of the Company.

iii) Quarterly Compliance Report

The Company has submitted for all the quarters during 2019-2020, the Compliance Report on Corporate Governance to Stock Exchange in the prescribed XBRL format within 15 days from the close of each quarter.

iv) The Board

Since the Company does not have a Non-Executive Chairman as on March 31st 2020, it does not maintain such office.

v) Reporting of Internal Report

The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the meeting for reporting their findings of the internal audit to the Audit Committee members.

vi) Means of Communication

The Company is conscious of the importance of timely dissemination of adequate information to the Stakeholders. The dates of Board meetings, General Body meetings, Book Closure and Quarterly results are being published in **NEWSMAN ASSOCIATES LIMITED** and **TRINITY PRINTERS AND PUBLISHERS LIMITED** and is also displayed on the website of the Company at www.sncmindia.com.

The Company's website contains a dedicated section "Investor" which displays details / information of interest to various stakeholders.

vii) The Company has fully complied with the applicable requirement specified in Regulations 17 to 27 and Clause (b) to (i) of Sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

11. There has been no instance on non-compliance of any requirement of Corporate Governance Report

12. GENERAL SHAREHOLDERS INFORMATION:

a. Annual General Meeting

Date	19 th October, 2020
Day	Monday
Time	12.15 PM
Book Closure	13 th October, 2020 to 19 th October, 2020(both days inclusive)

b. Financial Calendar (Tentative)

Year ending	31 st March, 2021
Annual General Meeting	30 th September, 2021
Unaudited results for the quarter ending June 30, 2020	2 nd Week of August, 2020
Unaudited results for the quarter/half year ending September 30, 2020	2 nd Week of November, 2020
Unaudited results December 31, 2020	2 nd Week of February, 2021
Audited Results for the year ending March 31, 2021	Before 31 st May, 2021



SRI NACHAMMAI COTTON MILLS LIMITED

c. Listing Details

Stock Exchange	Bombay Stock Exchange Limited
Scrip code	521234/SRINACHA
ISIN Numbers	INE443E01016
Depositories	National Securities Depository Limited Central Depository Services (India) Limited
Listing Fee	FY 2020-21

d. Stock market price data for the year 2019-2020

The high and low prices Equity Shares of Rs. 10/- each in the financial year 2019-2020 on BSE Limited.

BSE		
Month	High	Low
April'19	18.05	13.75
May'19	18.55	14.65
June'19	15.20	13.10
July'19	14.58	12.51
August'19	14.16	11.55
September'19	14.55	10.75
October'19	11.90	09.72
November'19	12.09	10.11
December'19	11.00	09.92
January'20	15.46	11.02
February'20	11.52	10.95
March'20	10.41	10.41

e. Registrar and Share Transfer Agent

Cameo Corporate Services Limited
 'Subramanian Building' V Floor,
 No.1, Club House Road
 Chennai-600 002
 Phone: 044-28460390(6 Lines)
 Fax: 044-28460129, Grams: Cameo
 E-mail: cameo@cameoindia.com, agm@cameoindia.com
 Website: www.cameoindia.com

f. i) Shareholding pattern* as on 31.03.2020

Category	No. of Holders	No. of Shares	%
Promoters	8	2366606	55.04
NRI/OCBs	6	2731	0.06
Bodies Corporate	40	80556	1.87
Resident Individual	3269	1795911	41.77
HUF	57	53686	1.25
Clearing Member	1	10	0.00
Mutual Fund	1	500	0.01
Total	3382	4300000	100.00

ii) Distribution of share holding* as on 31.03.2020

Shareholding Range	No. of Shareholders	%	No. of Shares	%
1-100	2366	69.96	212278	4.93
101-500	663	19.60	177149	4.12
501-1000	148	4.38	118917	2.77
1001-2000	94	2.77	138365	3.22
2001-3000	28	0.83	72211	1.68
3001-4000	15	0.44	51799	1.20
4001-5000	9	0.27	42601	1.00
5001-10000	26	0.77	185514	4.31
10001 and Above	33	0.98	3301166	76.77
Total	3382	100.00	4300000	100.00

*as per the total folio numbers

g. Dematerialisation of shares on liquidity

Shares of the Company can be held and traded in electronic form as stipulates by SEBI, the shares of the Company are accepted in the Stock Exchange for delivery only in dematerialization forms.

Status of Dematerialisation of Shares as on 31st March, 2020.



SRI NACHAMMAI COTTON MILLS LIMITED

Holder	Physical		Demat		Total	
	No.Of Shares	% to paidup	No.Of Shares	% to paidup	No.Of Shares	% to paidup
Promoters	0	0	2366606	55.04	2366606	55.04
Public	347420	8.08	1585974	36.88	1933394	44.96
Total	347420	8.08	3952580	91.92	4300000	100.00

Your company confirms that the entire Promoters holdings are in electronic form and the same is in line with the direction issued by SEBI. The equity shares of the Company are regularly traded in BSE Limited.

Considering the advantage of dealing in securities in electronic/dematerialization form, Shareholders holding Shares in physical form are requested to dematerialize their shares at the earliest, as the transfer of shares in physical form are prohibited with effect from 1st April 2020. For further information/ Clarification/assistance in this regard, please contact M/s .Cameo Corporate Services Limited, Registrar and Share Transfer Agents.

h. Outstanding GDRs/ADRs/Warrants/Convertible instruments

The Company has not issued Global Depository Receipts or American Depository Receipt or Warrants or any Convertible instruments.

i. Commodity Price Risk/Foreign Exchange Risk and Hedging

The company did not engage in hedging activities.

j. Plant Location: A Unit & B Unit

Near Railway Station,

Chettinad – 630 102. Sivaganga District, Tamilnadu.

k. Address for Correspondence

All correspondence should be addressed to

Registered office	Registrar and Share Transfer Agent:
Door No. 181, 'VASANTHAM', 4 th Cross Street, New Fairlands, Salem 636 016.	Cameo Corporate Services Limited, 'Subramanian Building', V Floor, No.1, Club House Road, Chennai – 600 002.

Chief Executive Officer's Declaration on Code of Conduct

In accordance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange(s). I hereby declare that all the Board members and Senior Management personnel of the Company have complied with the Code of Conduct of the Company for the year ended on 31st March, 2019.

Salem

29th June, 2020

P Umayal,

Chairman cum Managing Director.

Din: 00110260

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION

To

The Board of Directors

Sri Nachammai Cotton Mills Limited.,

Salem.

- We hereby certify that we have reviewed the financial statements and the cash flow statement of the Company for the year ended on 31st March, 2020 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - These statements present a true and fair view of the state of affairs of the Company and of the results of operation and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing Generally Accepted Accounting Principles including Accounting Standards.
- These are to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2019-2020, which are fraudulent, illegal or violate any of the Company's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and that the same have been evaluated for the effectiveness of the internal control systems of the Company pertaining to financial reporting and the same have been disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken to rectify these deficiencies.



SRI NACHAMMAI COTTON MILLS LIMITED

- d) We have indicated to the Auditors and the Audit Committee
- significant changes in the internal control over financial reporting during the year.
 - significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which have become aware and which involve management or other employees who have significant role in the Company's Internal control system over financial reporting. However, there was no such instance.

A.SUBRAMANIAN,
Chief Financial Officer
Salem
29th June, 2020

P Umayal,
Chairman cum Managing Director
Din: 00110260

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Sri Nachammai Cotton Mills Limited, Salem

We have examined the compliance of conditions of Corporate Governance by **Sri Nachammai Cotton Mills Limited** ('the Company') for the year ended **March 31, 2020** as per relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Managements' Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India, the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India, which requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and to the best of our information and according to the explanations given to us and the representation provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as specified in the relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as applicable during the year ended **31st March 2020**.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For V.V.Soundararajan & Co
Chartered Accountants
Firm Registration No. 003944S
(V S Ashok Kumar)
Partner
Membership No. 021435
UDIN: 20021435AAAADM5605

Place: Salem
Date: 29.06.2020



SRI NACHAMMAI COTTON MILLS LIMITED

FORM NO. MGT-9

ANNEXURE –IV

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31ST 2020

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014)

I REGISTRATION AND OTHER DETAILS:

CIN : L17115TZ1980PLC000916
 Registration Date : 07.03.1980
 Name of the Company : SRI NACHAMMAI COTTON MILLS LIMITED
 Category/Sub-Category of the Company : Public Company / Company Limited by shares
 : Door No: 181, "VASANTHAM", 4th Cross Street,
 Address of the Registered Office : New Fairlands, Salem – 636 016.
 Contact details : 0427-2330847
 Whether listed Company : YES
 Name, Address and Contact details of Registrar and Transfer agent, if any : M/s Cameo Corporate Services Limited,
 'Subramanian Buildings, No.1 Club House Road, Chennai 600 002

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl.No.	Name and Description of main products/service	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacture and Sale of Cotton Yarn	131 - As per NIC Code 2008	99%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl.No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	Applicable Section
1	Nil	Nil	Nil	Nil

IV A.SHARE HOLDING PATTERN (Equity Share Breakup as percentage of Total Equity):

i) Category-wise Shareholding

Category of Share Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Changes during the year
	Demat	Physical	Total	% of Shares	Demat	Physical	Total	% of Shares	
A Promoters & promoter group									
a) Individual/HUF	2352106	0	2352106	54.70	2352106	0	2352106	54.70	0.00
b) Bodies corporate	14500	0	14500	0.34	14500	0	14500	0.34	0.00
Sub-total (A)(1) :-	2366606	0	2366606	55.04	2366606	0	2366606	55.04	0.00
(2) Foreign	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2) :-	0	0	0	0.00	0	0	0	0.00	0.00
Total promoter Shareholding(A)= (A)(1)+ (A)(2)	2366606	0	2366606	55.04	2366606	0	2366606	55.04	0.00
B. Public Share Holding									
1 Institutions									
a) Mutual Fund	0	500	500	0.01	0	500	500	0.01	0.00
Sub-total (B)(1):-	0	500	500	0.01	0	500	500	0.01	0.00



SRI NACHAMMAI COTTON MILLS LIMITED

Category of Share Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Changes during the year
	Demat	Physical	Total	% of Shares	Demat	Physical	Total	% of Shares	
2 Non-Institutions									
i) Bodies Corporate	90178	3433	93611	2.18	77123	3433	80556	1.87	0.30
ii) Individual shareholders holding nominal share capital upto Rs.1 Lakh	569786	342295	912081	21.21	571425	330558	901983	20.98	0.23
iii) Individual shareholders holding nominal share capital in excess of Rs.1 Lakh	859478	10952	870430	20.24	882976	10952	893928	20.79	-0.55
Sub-total (B) (2):-	1519442	356680	1876122	43.63	1531524	344943	1876467	43.64	-0.01
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1519442	357180	1876622	43.64	1531524	345443	1876967	43.65	-0.01
C Others									
A Hindu Undivided Families	54125	0	54125	1.26	53686	0	53686	1.25	0.01
B Non - Resident Indians	670	1977	2647	0.06	754	1977	2731	0.06	0.00
C Clearing Members	0	0	0	0.00	10	0	10	0.00	0.00
Sub-total (C) :-	54795	1977	56772	1.32	54450	1977	56427	1.31	0.01
Grand total(A+B+C)	3940843	359157	4300000	100.00	3952580	347420	4300000	100.00	0.00

ii) Shareholding of Promoters (Equity)

S. No	Shareholders' Name	Share holding at the beginning of the year			Share holding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of shares pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of shares pledged / encumbered to total Shares	
1	Sri.P.Palaniappan	198505	4.62	0	198505	4.62	0	0.00
2	Smt.P.Umayal	1036343	24.10	0	1036343	24.10	0	0.00
3	Sri.P.Palaniappan (Huf)	623001	14.49	0	623001	14.49	0	0.00
4	Smt. Geethanjali Ramasamy	398981	9.28	0	398981	9.28	0	0.00
5	Sri.Ramasamy. MC	81275	1.89	0	81275	1.89	0	0.00
6	Sri MC.Ramasamy (Huf)	14001	0.33	0	14001	0.33	0	0.00
7	Supreme Yarn Spinners Ltd	14500	0.34	0	14500	0.34	0	0.00
TOTAL		2366606	55.04	0	2366606	55.037	0	0.00

iii) Change in Promoter's Shareholding (Equity) -

There were changes in the Shareholding Pattern of any other Promoters

SL.N O	Name of the Promoter		Share holding at the beginning of the year		Cumulative Share holding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Sri.Ramasamy. MC	At the beginning of the year	81175	1.89	-	-
		10.05.2019- By Demated	100	0.00	-	-
		At the end of the year	-	-	81275	1.89

iv) Shareholding pattern of Top Ten Shareholders (Equity) (Other than Directors, Promoters and Holders of GDRs and ADRs)

THERE WERE CHANGES IN THE SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS DURING THE PERIOD - 01/04/2019 TO 31/03/2020



SRI NACHAMMAI COTTON MILLS LIMITED

SL. N O	Name of Shareholder	For Each of the Top 10 Share holders	Share holding at the beginning of the year		Cumulative Share holding during the year	
			No.of Shares	% of total Shares of the Company	No.of Shares	% of total Shares of the Company
1	Mr.Raju Bhandari	At the beginning of the year	217808	5.065	-	-
	Changes in the Shareholding	At the end of the year	0	0.00	217808	5.065
2	Mr.Raju Ajit Bhandari	At the beginning of the year	78555	1.83	-	-
	Changes in the Shareholding	12.04.2019-By Online Purchase	90	0.002	-	-
		03.05.2019-By Online Purchase	200	0.005	-	-
		17.05.2019-By Online Sales	-200	-0.005	-	-
		24.05.2019-By Online Purchase	100	0.002	-	-
		31.05.2019-By Online Purchase	250	0.006	-	-
		21.06.2019-By Online Sales	-950	-0.022	-	-
		28.06.2019-By Online Purchase	395	0.009	-	-
		05.07.2019-By Online Purchase	2000	0.047	-	-
		09.08.2019-By Online Purchase	410	0.010	-	-
		18.10.2019-By Online Purchase	611	0.014	-	-
		01.11.2019-By Online Sales	-1	0.000	-	-
		15.11.2019-By Online Purchase	100	0.002	-	-
		03.01.2020-By Online Purchase	3036	0.071	-	-
		10.01.2020-By Online Purchase	515	0.012	-	-
		17.01.2020-By Online Sales	-20	0.000	-	-
		24.01.2020-By Online Purchase	20	0.000	-	-
		At the end of the year	-	-	85111	1.98
3	Mr.Raju Ajit Bhandari	At the beginning of the year	70000	1.628	-	-
	Changes in the Shareholding	At the end of the year	0	0.000	70000	1.63
4	Mrs. A.M.P.A. Valliammai Achi	At the beginning of the year	0	0.000	-	-
	Changes in the Shareholding	03.05.2019-By Online Purchase	66862	1.555	-	-
		29.06.2019-By Online Sales	-3052	-0.071	-	-
		At the end of the year	-	-	63810	1.48
5	Mr.Rajendra Kumar Jain & Mrs. Achala Ramawat	At the beginning of the year	41558	0.97	-	-
	Changes in the Shareholding	At the end of the year	0	0.000	41558	0.97
6	Ninja Securities Private Limited	At the beginning of the year	42932	0.998	-	-
	Changes in the Shareholding	12.04.2019-By Online Sales	-750	-0.017	-	-
		19.04.2019-By Online Sales	-500	-0.012	-	-
		26.04.2019-By Online Sales	-200	-0.005	-	-
		10.05.2019-By Online Sales	-500	-0.012	-	-
		24.05.2019-By Online Sales	-340	-0.008	-	-
		At the end of the year	-	-	40642	0.95



SRI NACHAMMAI COTTON MILLS LIMITED

SL. NO	Name of Shareholder	For Each of the Top 10 Share holders	Share holding at the beginning of the year		Cumulative Share holding during the year			
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company		
7	Pankaj Kumar Ramawat Changes in the Shareholding	At the beginning of the year	38132	0.887	-	-		
		24.05.2019-By Online Purchase	50	0.001	-	-		
		14.06.2019-By Online Purchase	513	0.012	-	-		
		02.08.2019-By Online Sales	-510	-0.012	-	-		
		16.08.2019-By Online Purchase	20	0.000	-	-		
		30.08.2019-By Online Purchase	18	0.000	-	-		
		17.01.2019-By Online Purchase	20	0.000	-	-		
		At the end of the year	-	-	38243	0.89		
		8	Mr. V.Palaniappan Changes in the Shareholding	At the beginning of the year	36707	0.85	-	-
				At the end of the year	0	0.00	36707	0.85
		9	Mr. Mahendra Girdharilal Changes in the Shareholding	At the beginning of the year	14197	0.330	-	-
				12.04.2019-By Online Purchase	50	0.001	-	-
				19.04.2019-By Online Purchase	1825	0.042	-	-
				26.04.2019-By Online Purchase	98	0.002	-	-
				10.05.2019-By Online Purchase	300	0.007	-	-
17.05.2019-By Online Purchase	15			0.000	-	-		
24.05.2019-By Online Purchase	400			0.009	-	-		
31.05.2019-By Online Purchase	150			0.003	-	-		
07.06.2019-By Online Purchase	1150			0.027	-	-		
14.06.2019-By Online Purchase	400			0.009	-	-		
21.06.2019-By Online Purchase	1050			0.024	-	-		
28.06.2019-By Online Purchase	1250			0.029	-	-		
05.07.2019-By Online Purchase	2000			0.047	-	-		
12.07.2019-By Online Purchase	199			0.005	-	-		
19.07.2019-By Online Purchase	300			0.007	-	-		
26.07.2019-By Online Purchase	3513			0.082	-	-		
02.08.2019-By Online Purchase	1000			0.023	-	-		
09.08.2019-By Online Purchase	201			0.005	-	-		
23.08.2019-By Online Purchase	1100			0.026	-	-		
30.08.2019-By Online Purchase	645			0.015	-	-		
06.09.2019-By Online Purchase	190			0.004	-	-		
13.09.2019-By Online Purchase	71			0.002	-	-		
17.09.2019-By Online Purchase	75			0.002	-	-		
04.10.2019-By Online Purchase	50			0.001	-	-		
18.10.2019-By Online Purchase	200			0.005	-	-		
25.10.2019-By Online Purchase	498			0.012	-	-		
01.11.2019-By Online Purchase	1000			0.023	-	-		
15.11.2019-By Online Purchase	423			0.010	-	-		
06.12.2019-By Online Purchase	700			0.016	-	-		
13.12.2019-By Online Purchase	515			0.012	-	-		
27.12.2019-By Online Purchase	100			0.002	-	-		
03.01.2020-By Online Purchase	450			0.010	-	-		
10.01.2020-By Online Purchase	200			0.005	-	-		
17.01.2020-By Online Purchase	213			0.005	-	-		
24.01.2020-By Online Purchase	52			0.001	-	-		
31.01.2020-By Online Purchase	500			0.012	-	-		
28.02.2020-By Online Purchase	200			0.005	-	-		
20.03.2020-By Online Purchase	100			0.002	-	-		
At the end of the year	-			-	35380	0.82		
10	Mr. Ashok Dungershi Dedhia Changes in the Shareholding			At the beginning of the year	33949	0.79	-	-
				At the end of the year	0	0.00	33949	0.79



SRI NACHAMMAI COTTON MILLS LIMITED

v) Shareholding of Directors and Key Managerial Personnel (Equity):

SL.NO	Name of the Director	For Each of the Director and KMP	Share holding at the beginning of the year		Cumulative Share holding during the year	
			No.of Shares	% of total Shares of the Company	No.of Shares	% of total Shares of the Company
1	Smt. P.Umayal	At the beginning of the year	1036343	24.10	-	-
		At the end of the year	-	-	1036343	24.10
2	Sri.P.Palaniappan	At the beginning of the year	198505	4.62	-	-
		At the end of the year	-	-	198505	4.62
3	Sri.A.Alagappan	At the beginning of the year	100	0.002	-	-
		At the end of the year	-	-	100	0.002
4	Sri A.Annamalai	At the beginning of the year	3718	0.09	-	-
		At the end of the year	-	-	3718	0.09
5	Smt. C.Renuka	At the beginning of the year	548	0.01	-	-
		At the end of the year	-	-	548	0.01
6	Sri.S.Ravichandran	At the beginning of the year	8234	0.19	-	-
		At the end of the year	-	-	8234	0.19
7	Sri. PL.Subbiah	At the beginning of the year	0	0	-	-
		At the end of the year	-	-	0	0
8	Smt. Sujatha Sivakumar	At the beginning of the year	0	0	-	-
		At the end of the year	-	-	0	0
9	Sri.A.Subramanian	At the beginning of the year	0	0	-	-
		At the end of the year	-	-	0	0
10	Sri M.Harish	At the beginning of the year	0	0	-	-
		At the end of the year	-	-	0	0

IV B. SHAREHOLDING PATTERN (Preference Share Breakup as percentage of Total Preference Capital)

i) Category-wise Shareholding

Category of Share Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Changes during the year
	Demat	Physical	Total	% of Shares	Demat	Physical	Total	% of Shares	
A Promoters & promoter group									
a) Individual/HUF	0	1500000	1500000	100.00	0	1500000	1500000	100.00	0.00
b) Bodies corporate	0	0	0	0	0	0	0	0	0.00
Sub-total (A)(1) :-	0	1500000	1500000	100.00	0	1500000	1500000	100.00	0.00
(2) Foreign	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2) :-	0	0	0	0.00	0	0	0	0.00	0.00
Total promoter Shareholding(A)=(A)(1)+(A)(2)	0	1500000	1500000	100.00	0	1500000	1500000	100.00	0.00
B. Public Share Holding									
1 Institutions									
a) Mutual Fund	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00



SRI NACHAMMAI COTTON MILLS LIMITED

Category of Share Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Changes during the year
	Demat	Physical	Total	% of Shares	Demat	Physical	Total	% of Shares	
2 Non-Institutions									
i) Individual shareholders holding nominal share capital in excess of Rs.1 Lakh	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (C) :-	0	0	0	0.00	0	0	0	0.00	0.00
Grand total(A+B+C)	0	1500000	1500000	100.00	0	1500000	1500000	100.00	0.00

ii) Share holding of Promoters (Preference)

Sl. No	Shareholders' Name	Share holding at the beginning of the year			Share holding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of shares pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of shares pledged / encumbered to total Shares	
1	Sri.P.Palaniappan	500000	33.33	0	500000	33.33	0	0.00
2	Smt.P.Umayal	1000000	66.67	0	1000000	66.67	0	0.00
	Total	1500000	100.00	0	1500000	100.000	0	0.00

iii) Change in Promoter's Shareholding (Preference) - There were no changes in the Shareholding Pattern of any other Promoters other than as mentioned below:

SL.NO	Name of the Promoter		Share holding at the beginning of the year		Cumulative Share holding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Sri.P.Palaniappan	At the beginning of the year	500000	33.33	0	0
		At the end of the year	0	0	500000	33.33
2	Smt. P.Umayal	At the beginning of the year	1000000	66.67	0	0
		At the end of the year	0	0	1000000	66.67

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) - NIL - AS THE PREFERENCE SHARES ARE ENTIRELY HELD BY THE PROMOTERS CUM DIRECTORS

(v) Shareholding of Directors and Key Managerial Personnel (Preference):

SL.NO	Name of the Promoter		Share holding at the beginning of the year		Cumulative Share holding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Sri.P.Palaniappan	At the beginning of the year	500000	33.33	0	0
		At the end of the year	0	0	500000	33.33
2	Smt. P.Umayal	At the beginning of the year	1000000	66.67	0	0
		At the end of the year	0	0	1000000	66.67



SRI NACHAMMAI COTTON MILLS LIMITED

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (in Rs.)

	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	363,880,111	188,424,500	-	552,304,611
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	363,880,111	188,424,500	-	552,304,611
Change in Indebtedness during the financial year				
- Addition	-	21,267,000	-	21,267,000
- Reduction	(1,830,026)	-	-	(1,830,026)
Net Change	(1,830,026)	21,267,000	-	19,436,974
Indebtedness at the end of the financial year				
i) Principal Amount	362,050,085	209,691,500	-	571,741,585
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	362,050,085	209,691,500	-	571,741,585

VI REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Director and/or Manager

Sl.no	Particulars of Remuneration	name of MD's		Total Amount
		Sri. P.Palaniappan	Smt. P.Umayal	
1	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,458,333	1,458,333	2,916,666
(b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
(c.)	Profits in lieu of Salary u/s 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweet Equity	-	-	-
4	Commission	-	-	-
	- as % of Profit - Insurance Policy	3,363	7,845	11,208
	-Others, Specify - PF	21,600	21,600	43,200
5	Others, Please specify - Club fee	26,000	-	26,000
	Total (A)	1,509,296	1,487,778	2,997,074

Note: Remuneration shown above includes salary, perquisites and contribution to Company's Provident Fund



SRI NACHAMMAI COTTON MILLS LIMITED

B. Remuneration to other Directors

Sl.No	Particulars of Remuneration	Name of Directors						Total
		Sri A. Alagappan	Sri S. Ravichandran	Sri PL. Subbiah	Sri A. Annamalai	Smt. Sujatha Sivakumar	Smt. Shantha Radha Krishnan	
1	Independent Directors							
(a)	Fee for attending board/ committee meetings	13,000	13,000	4,000	19,000	2,000	2,000	53,000
(b)	Commission	-	-	-	-	-	-	-
(c.)	Others, Please specify	-	-	-	-	-	-	-
	Total (1)	13,000	13,000	4,000	19,000	2,000	2,000	53,000
2	Other Non Executive Directors	Smt.C. Renuka	Sri A. Arunkumar					
(a)	Fee for attending board/ committee meetings	2,000	2,000					4,000
(b)	Commission	-	-					-
(c.)	Others, Please specify	-	-					-
	Total (2)	2,000	2,000					4,000
	Total (B) (1+2)							57,000
	Total Managerial Remuneration (A+B)							3,054,074

Note: Remuneration shown above only sitting fee paid to the Directors for attending Board Meeting & Committee Meetings.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl.no	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary	CFO	
1	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	220,000	323,400	543,400
(b)	Value of prerequisites u/s 17(2) of the Income-tax Act, 1961	-	13,200	13,200
(c.)	Profits in lie of Salary u/s 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweet Equity	-	-	-
4	Commission	-	-	-
	- as % of Profit	-	-	-
	-Others, Specify	-	-	-
5	Others, Please specify - Bonus	-	9,976	9,976
	Total (A)	220,000	346,576	566,576

Note: Remuneration shown above includes salary, bonus and PF

VII PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

	Type	Section of Companies Act	Brief Description	Details of penalty / punishment / compounding fee imposed	Authority [RD/NCLT/Court]	Appeal made, if any (give details)
A	Company					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	Nil
B	Directors					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	Nil
C	Other officers in Default					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	Nil



SRI NACHAMMAI COTTON MILLS LIMITED

Form No. AOC-2

Annexure - V

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

Details of contracts or arrangements or transactions not at arm's length basis: Nil

Details of material contracts or arrangements or transactions at arm's length basis: Nil

All transactions entered by the Company with Related Parties were in the Ordinary Course of Business and at Arm's Length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors. There were no materially significant transactions with related Parties during the Financial Year 2019-2020 which were in conflict with the interest of the Company. Hence the related party transactions of the Company for the financial year 2019-2020 not fall under the purview of disclosure under Form AOC-2. Disclosures as required under AS- 18 have been made in Note No.46 on the notes to Financial Statements.

Salem
29th June 2020.

P.Umayal,
Chairman cum Managing Director.
DIN: 00110260.

PARTICULARS OF REMUNERATION

ANNEXURE – VI

The information required under Section 197 of the Act and the Rules made there-under with subsequent amendments thereto, in respect of employees of the Company is as follows:-

- (a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Non Executive Directors : Nil

Sl.No	Name	Category	Ratio
1	Smt. P.Umayal	Chairman cum Managing Director	9.15
2	Sri. P.Palaniappan	Managing Director	9.15

- Non – Executive directors don't receive commission, or any other fees etc except sitting fees for attending board / committee meetings.
- Smt. P.Umayal, CMD and Sri P.Palaniappan, MD did not receive any sitting fees in their capacity as non-executive director but only receives remuneration

- (b) percentage increase in remuneration of each director, CMD, CFO and Company Secretary Non Executive Directors : Nil

- (c) percentage increase in median remuneration of the employees during the financial year : 0.020%

- (d) the number of permanent employees on the rolls of the company : 151

- (e) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration : The percentage increase in salaries of employees is 5.49%.

There is no increase in the managerial remuneration.

- (f) The Company affirms that the remuneration is as per the remuneration policy of the Company.

Particulars of Employees

- (a) Employed throughout the year and in receipt of remuneration aggregating to Rs.1.02 Crore or more - Nil
- (b) Employed for part of the year and in receipt of remuneration of Rs.8,50,000 or more per month - Nil

Note: Remuneration includes salary and value of perquisites. The nature of employment is contractual.



SRI NACHAMMAI COTTON MILLS LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

ANNEXURE-VII

(Pursuant to Regulation 34(3) and Schedule V Para clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Sri Nachammai Cotton Mills Limited
Door No. 181, 'VASANTHAM', 4th Cross Street,
NewFairlands Salem Salem– 636016

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sri Nachammai Cotton Mills Limited having CIN L17115TZ1980PLC000916 and having registered office at Door No. 181, 'VASANTHAM', 4th Cross Street, New Fairlands Salem- 636016 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SL. No.	Name of Director	DIN	Date of appointment
1	P Palaniappan	01577805	15/10/1984
2	P Umayal	00110260	10/08/1981
3	A Annamalai	00625832	19/09/1997
4	A Alagappan	00363600	27/09/1996
5	S Ravichandran	00759455	27/08/2010
6	PL Subbiah	02131140	27/08/2010
7	Sujatha Sivakumar	08536232	24/09/2019
8	C Renuka	02209915	30/05/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Salem
Date : 29/06/2020

Name:**M.R.L.Narasimha**
Membership No.:2851
CP No.:799



SRI NACHAMMAI COTTON MILLS LIMITED

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

ANNEXURE -VIII

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Sri Nachammai Cotton Mills Limited,
CIN: L17115TZ1980PLC000916
No.181, "VASANTHAM", 4th Cross Street, New Fairlands, Salem-636016

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Sri Nachammai Cotton Mills Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/S. Sri Nachammai Cotton Mills Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S. Sri Nachammai Cotton Mills Limited** ("the Company") for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings does not arise;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Company has not issued any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 does not arise;
 - (d) The Company has not issued any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (share based employee benefits) Regulations, 2014 does not arise;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 does not arise;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The company has not delisted its securities from any of the Stock Exchanges in which it is listed during the period under review and hence the question of complying with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 does not arise;
 - (h) The Company has not bought back any securities during the period under review and hence the question of complying with the provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (i) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India



SRI NACHAMMAI COTTON MILLS LIMITED

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I FURTHER REPORT THAT

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the verification of the records and the Minutes, the decisions of the Meetings of the Board/Committees of the Company were carried out with the consent of the majority of the Board of Directors/ Committee Members and there were no dissenting members as per the Minutes.

Further in the Minutes of the General Meeting, the particulars of the members who voted against the resolutions have been properly recorded.

I FURTHER REPORT THAT there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Coimbatore

Dated: 29-06-2020

M.R.L.Narasimha,
Practicing Company Secretary,
ACS/FCS No. 2851
Certificate of Practice No. 799

This report is to be read with my letter of even date which is annexed as annexure A and forms an integral part of this report.

ANNEXURE A TO SECRETARIAL REPORT OF EVEN DATE

To

The Members,

Sri Nachammai Cotton Mills Limited

CIN: L17115TZ1980PLC000916

No.181, "Vasantham" 4th Cross Street, New Fair lands, Salem 636016

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to make a report based on the secretarial records produced for my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my report.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. I have obtained the management's representation about the compliances of laws, rules and regulations and happenings of events, wherever required.
5. Compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management.
6. This Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Coimbatore

Dated: 29.06.2020

M.R.L.NARASIMHA
Practicing Company Secretary
Membership No. F2851
Certificate of Practice No.799

**Details of Top Ten Employees in terms of gross remuneration paid during the year ended 31st March, 2020**

Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014.

Sl. no	Name of the Employees	Designation	Remuneration Rs.	Qualification	Expe-rience (Years)	Joining Date	Age (Years)	Last Employment
1	Sri P.Palaniappan	Managing Director	1458333.00	BE, M.S (USA)	43	10.08.1981	76	-
2	Smt P.Umayal	Chairman cum Managing Director	1458333.00	B.Sc.,	33	18.08.1982	71	-
3	Sri SP. Chidambbaram	General Manager	5,16,000.00	DMTT	33	21.01.2013	51	Jayamurugan Textiles
4	Sri S.Srinivasan	General Manager Personnel	3,91,492.00	BA BL	42	10.03.2006	72	Sree Jayajothi Textiles
5	Sri PL.Alagappan	Deputy General Manager	3,76,774.00	DME	32	18.02.2017	59	Vinayaka Mills
6	Sri Kirupa Jesudos	Senior Manager	3,56,169.00	DTT	29	17.06.1993	49	-
7	Sri M Ramasubbu	Electrical Engineer	3,18,492.00	B.E (EEE)	27	19.05.2006	49	Vigneshwara cotton mills
8	Sri V.Shanmuga sundaram	Mill Manager	3,15,000.00	DTT, B.Com	25	16.09.2012	44	Subburaj Cotton Mills
9	Sri N.Sivakumar	Manager-Purchase	3,13,002.00	B.Com	30	24.01.1990	53	-
10	Sri A.Subramanian	Chief Financial Officer	3,11,837.00	M.Com	23	03.10.1997	56	PA Mills India Ltd

Independent Auditor's Report

To the Members of
Sri Nachammai Cotton Mills Limited

Report on the audit of standalone Financial Statements**Opinion**

We have audited the standalone financial statements of Sri Nachammai Cotton Mills Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement and for the year then ended, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information. (hereinafter referred to standalone financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ["the Act"], in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2020**, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the Standalone Ind AS financial statements section of our report, including in relation to these matters.

S. No.	Key Audit Matter	Auditor’s Response
1	<p>Adoption of Ind AS 116, Leases As described in Note 2 to the standalone financial statements, during the current year the Company has adopted Ind AS 116, Leases (‘Ind AS 116’), the new Standard on Lease Accounting. The application and transition to this Accounting Standard is complex and is an area of focus in our audit as the Company has large number of leases with different contractual terms.</p> <p>Ind AS 116 introduces a new lease accounting model wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on its balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term.</p> <p>The Company adopted the modified retrospective approach method to transition to Ind AS 116, consequently comparative financial information was not restated.</p> <p>Additionally, the standard mandates detailed disclosures with respect of transition. Refer Note 2 and Note 4 to the standalone financial statements.</p>	<p>Principal Audit Procedures Our audit procedures on adoption of Ind AS 116 include the following:</p> <ul style="list-style-type: none"> • Evaluated the design and implementation of the processes and internal controls relating to implementation of the new lease standard. • Based on our evaluation of the contractual agreements entered into and our knowledge of the business, assessed the appropriateness of the leases identified by the Company. • Evaluated the discount rates used in computing the lease liabilities. • On transition to Ind AS 116 with effect from 1 April 2019: <ul style="list-style-type: none"> ▪ Evaluated the method of transition and related adjustments. ▪ Tested completeness of the lease data by reconciling the Company’s operating lease commitments as at 31 March 2019 to data used in computing the ROU asset and related lease liabilities. • For new / modified leases, tested the lease accounting and estimates/ judgments used by the Company. • Evaluated the appropriateness of the accounting policy, disclosures provided under the new lease standard and assessed the completeness and mathematical accuracy of the relevant disclosures, including those related to transition.
2	<p>Recoverability of Income tax assets and Receivables from Government authorities As at March 31, 2020, current assets in respect of amounts receivable from government authorities to the extent of Rs.79.69 lakhs are outstanding.</p>	<p>Principal Audit Procedures</p> <p>We analysed and reviewed the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution. The amounts receivable from government authorities represent input tax credits eligible for set off and as such we considered and concluded that these recoverables are sustainable upon final resolution.</p>

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the standalone Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon.



Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (IND AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty



exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), statement of changes in equity and the cash flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e) On the basis of the written representations received from the directors of the Company as on **March 31, 2020** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2020** from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure "B"** and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Companies Act 2013.



SRI NACHAMMAI COTTON MILLS LIMITED

- h) With respect to the other matters to be included in the auditors' report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note No. 41 to the standalone financial statements.
 - ii The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii Transferring of dividends to Investor Education and Protection fund is not applicable as the Company has not declared any dividends in the earlier years.

For V.V.Soundararajan & Co
Chartered Accountants
Firm Registration No. 003944S
(V S Ashok Kumar)
Partner
Membership No. 021435
UDIN: 20021435AAAADL6370

Place: Salem
Date: 29-06-2020

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of **Sri Nachammai Cotton Mills Limited** of even date)

- 1 A The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets
 - B The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the period and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of to the Company and the nature of its assets.
 - C According to the information and explanations given to us and the records examined by us and based on the evidences received from Banks, Immovable properties whose title deeds have been pledged as security for Term Loans and cash credit facilities availed from Banks are held in the name of the Company. In respect of freehold properties these have been confirmed by the management.
- 2 A As explained to us, inventories have been physically verified by the management at regular intervals during the year.
 - B In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - C In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification as compared to the book records.
- 3 During the year, the company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and hence, Clauses (b) and (c) are not applicable.
- 4 During the year, Company has not made any loans or investments or given any guarantees and hence disclosure under this clause related to compliance with the provisions of Section 185 and 186 of the Act does not arise.
- 5 The company has not accepted any deposits from the public and as such clause 3(v) of the Order is not applicable.
- 6 We have broadly reviewed the cost records maintained by the company specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, as applicable to the company, and are of the opinion that prima facie the specified cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



SRI NACHAMMAI COTTON MILLS LIMITED

- 7 a According to the information and explanations given to us the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State insurance, Income tax, Service Tax, value added tax, and any other statutory dues with the appropriate authorities during the year.
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2020 for a period of more than six months from the date they became payable
- b According to the information and explanations given to us, there are no dues of Income tax, GST etc. which have not been deposited with the appropriate authorities on account of any dispute.
- 8 In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to any of the banks.
- 9 The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3 (ix) of the Order is not applicable
- 10 To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year that causes the financial statements to be materially misstated.
- 11 According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12 In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- 13 According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14 According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15 According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with him. Accordingly paragraph 3(xv) of the Order is not applicable.
- 16 The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act 1934.

For V.V.Soundararajan & Co
Chartered Accountants
Firm Registration No. 003944S
(V S Ashok Kumar)
Partner
Membership No. 021435
UDIN: 20021435AAAADL6370

Place: Salem
Date: 29-06-2020

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Sri Nachammai Cotton Mills Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sri Nachammai Cotton Mills Limited ("the Company") as of March 31, 2020, in conjunction with our audit of the financial statements of the Company for the year ended on that date.



Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V.V.Soundararajan & Co
Chartered Accountants
Firm Registration No. 003944S
(V S Ashok Kumar)
Partner
Membership No. 021435

Place: Salem
Date: 29-06-2020



SRI NACHAMMAI COTTON MILLS LIMITED

Balance Sheet as at March 31, 2020			Rs. In Lakhs	
Particulars	Notes	As at March 31,2020	As at March 31,2019	
ASSETS				
Non-current assets				
Property, plant and equipment	4	2,848.13	3,060.95	
Capital work in progress	5	-	-	
Right of use of Asset		163.79	-	
Financial assets				
Investments	6	64.06	64.89	
Other financial assets	7	36.05	40.14	
Deferred Tax Asset	8	278.93	245.98	
Other non-current assets	9	78.02	73.80	
Total non-current assets		3,468.98	3,485.76	
Current assets				
Inventories	10	7,220.91	6,673.43	
Financial assets				
Trade receivables	11	1,470.57	1,761.14	
Cash and cash equivalents	12	7.05	10.45	
Bank balances other than above	13	174.63	199.94	
Other current assets	14	141.89	165.46	
Total current assets		9,015.05	8,810.42	
Total Assets		12,484.03	12,296.18	
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	428.64	428.64	
Other equity	16	1,700.12	1,815.96	
Total equity		2,128.76	2,244.60	
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	17	1,801.33	1,520.60	
Other financial liabilities	18	2,020.98	2,026.72	
Provisions	19	91.14	72.37	
Lease Hold liability	20	176.71	-	
Total non-current liabilities		4,090.16	3,619.69	
Current liabilities				
Financial liabilities				
Borrowings	21	4,792.44	4,690.01	
Trade payables				
Due to Micro, Small & Medium Enterprises	22	5.03	6.03	
Others		980.59	1,086.17	
Other current liabilities	23	469.46	634.80	
Short Term Provisions	24	17.59	14.88	
Total current liabilities		6,265.11	6,431.89	
Total Equity and Liabilities		12,484.03	12,296.18	

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For V.V.Soundararajan & Co.,
Chartered Accountants (FRN No.03944S)

V.S.Ashokkumar

Partner

M.No.021435

Salem

June 29, 2020

For and on behalf of the Board of Directors

P.Umayal

Chairman cum Managing Director

DIN: 00110260

A.Subramanian

Chief Financial Officer

P.Palaniappan

Managing Director

DIN: 01577805

M.Harish

Company Secretary



SRI NACHAMMAI COTTON MILLS LIMITED

Statement of Cash Flows for the year ended March 31, 2020		Rs. In Lakhs
Particulars	For the year ended March 31,2020	For the year ended March 31,2019
Cash Flow From Operating Activities		
Profit before income tax	(127.14)	67.89
Adjustments for		
Depreciation and amortisation expense	239.98	126.29
(Profit)/ Loss on sale of fixed asset	(7.69)	(0.03)
Interest (received)/Income	(102.75)	(102.95)
Interest expense	631.67	494.35
	634.06	585.55
Change in operating assets and liabilities		
(Increase)/ decrease in Other financial assets	4.09	1.28
(Increase)/ decrease in inventories	(547.48)	(1,026.12)
(Increase)/ decrease in trade receivables	290.58	304.88
(Increase)/ decrease in Other assets	23.36	28.96
Increase/ (decrease) in provisions and other liabilities	(175.31)	497.69
Increase/ (decrease) in trade payables	(106.58)	323.14
Cash generated from operations	122.74	715.38
Less : Income taxes paid (net of refunds)	(4.22)	(1.24)
Net cash from operating activities (A)	118.53	714.14
Cash Flows From Investing Activities		
Purchase of Property, Plant and Equipment (including movements in CWIP)	(25.74)	(250.28)
Sale proceeds of Property, Plant and Equipment	137.29	0.03
(Purchase)/ disposal proceeds of Investments	-	(1.58)
(Investments in)/ Maturity of fixed deposits with banks	25.31	7.06
Interest income	102.94	102.54
Net cash used in investing activities (B)	239.80	(142.23)
Cash Flows From Financing Activities		
Proceeds from/ (repayment of) long term borrowings	280.73	(340.48)
Proceeds from/ (repayment of) short term borrowings	102.42	240.65
Repayment of Lease liability	(127.78)	-
Interest paid	(617.09)	(491.95)
Net cash from/ (used in) financing activities (C)	(361.73)	(591.78)
Net decrease in cash and cash equivalents (A+B+C)	(3.40)	(19.87)
Cash and cash equivalents at the beginning of the financial year	10.45	30.32
Cash and cash equivalents at end of the year	7.05	10.45

Notes:

1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".

2. Components of cash and cash equivalents

Balances with banks	5.99	9.55
- in current accounts	-	-
- in demand deposits with original maturity of 3 months	1.06	0.90
Cash on hand	7.05	10.45

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For V.V.Soundararajan & Co.,
Chartered Accountants (FRN No.03944S)

V.S.Ashokkumar

Partner

M.No.021435

Salem

June 29, 2020

For and on behalf of the Board of Directors

P.Umayal

Chairman cum Managing Director

DIN: 00110260

A.Subramanian

Chief Financial Officer

P.Palaniappan

Managing Director

DIN: 01577805

M.Harish

Company Secretary



SRI NACHAMMAI COTTON MILLS LIMITED

Statement of profit and loss for the year ended March 31, 2020			Rs.in Lakhs	
Particulars	Notes	As at March 31,2020	As at March 31,2019	
Continuing Operations				
A Income				
Revenue from Operations	25	14,366.49	15,986.23	
Other Income	26	119.63	131.07	
Total income		14,486.12	16,117.30	
B Expenses				
Cost of Materials Consumed	27	9,795.95	11,836.11	
Changes in inventories of work-in-progress, stock in trade and finished goods	28	(448.05)	(1,574.32)	
Power and Diesel Consumed	29	1,728.01	1,785.46	
Employee Benefits Expense	30	1,245.63	1,300.72	
Finance costs	31	631.67	494.35	
Depreciation and amortisation expense	32	239.98	126.29	
Stores and spares consumed	33	557.32	902.47	
Other expenses	34	862.75	1,178.33	
Total expenses		14,613.25	16,049.41	
C Profit before exceptional items and tax		(127.14)	67.89	
Exceptional items		-	-	
D Profit/ (Loss) before tax from continuing operations		(127.14)	67.89	
Income tax expense	35			
Current tax (MAT)		-	2.34	
MAT Credit Entitlement		-	(2.34)	
Deferred tax (credit)/ charge		29.97	(55.34)	
Profit/ (Loss) for the year		(97.17)	12.55	
E Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of post employment benefit obligations		(11.13)	2.00	
Gain on fair valuation of investments		(0.83)	(0.41)	
Income tax relating to these items		2.98	(0.10)	
Other comprehensive income for the year, net of tax		(8.98)	1.49	
Total comprehensive income/ (Loss) for the year		(106.15)	14.04	
Earnings per share	36			
Basic earnings per share		(2.26)	0.29	
Diluted earnings per share		(2.26)	0.29	

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For V.V.Soundararajan & Co.,
Chartered Accountants (FRN No.03944S)
V.S.Ashokkumar
Partner
M.No.021435
Salem
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For and on behalf of the Board of Directors

P.Umayal
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Chief Financial Officer

M.Harish
Company Secretary



SRI NACHAMMAI COTTON MILLS LIMITED

Statement of Changes in Equity for the year ended March 31, 2020

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(A) Equity Share Capital

Balance at the beginning of April 1, 2019	428.64	Rs. In Lakhs
Changes in equity share capital during the year	0	
Balance at the beginning of March 31, 2020	428.64	

(B) Other Equity

Particulars	Securities Premium	Other comprehensive income	Retained Earnings	Total
Balance as at April 1, 2019	659.65	3.16	1,153.13	1,815.94
Additions/ (Deductions) during the year		(8.98)	(97.17)	(106.15)
Transfer from other Comprehensive Income		-	-	-
Balance as at March 31, 2020	659.65	(5.82)	1,055.96	1,709.79

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For V.V.Soundararajan & Co.,
Chartered Accountants (FRN No.03944S)

V.S.Ashokkumar

Partner
M.No.021435
Salem
June 29, 2020

P.Umayal

Chairman cum Managing Director
DIN: 00110260

A.Subramanian

Chief Financial Officer

P.Palaniappan

Managing Director
DIN: 01577805

M.Harish

Company Secretary

Notes to Financial Statements for the year ended March 31, 2020

1. Corporate Information

Sri Nachammai Cotton Mills Limited (SNCM) was incorporated in March 1980 as a wholly owned subsidiary of "Jawahar Mills Limited". It ceased to be a subsidiary of The Jawahar Mills Limited with the allotment of the said 46,000 shares on 9.8.1982. The Company has been expanding and modernizing its plant over the years. All expansions and modernization schemes completed so far has been funded from internal accruals and Long-term borrowings. It has expanded its spindlage from 16,120 spindles in 1980 to the present level of 53,664 spindles and 504 Rotors

The Company has attained a sound financial footing with its good performance over the years and is surging ahead towards better prospects every year.

2. Basis of preparation of financial statements

Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Basis of preparation and presentation

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The financial statements for the year ended March 31, 2018 are the first financial statements the Company has prepared in accordance with Ind AS with the date of transition as April 1, 2016. Refer to note 45 for information on how the Company adopted Ind AS.

Use of estimates

Estimation uncertainly in Accounting Policy relating to COVID 19 Outbreak:

The Company has considered outbreak had certain external sources of information including credit reports, economic forecasts and industry reports up to the date of approval of the financial statements in deterring the impact on various



elements of its financial statements. The Company has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on current estimates, the Company expects to fully recover the carrying amount of trade receivables, intangible assets and investments. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals).

The financial statements are approved for issue by the Company's Board of Directors on 29.06.2020.

2A Critical accounting estimates and management judgments

In application of the accounting policies, which are described in note 2, the management of the Company is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

Information about significant areas of estimation, uncertainty and critical judgments used in applying accounting

Property, Plant and Equipment (PPE)

The residual values and estimated useful life of PPEs are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/ amortization.

Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgment by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets (including MAT Credit Entitlement)

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained/ recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Impairment of Non-financial assets - PPE

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.



Defined Benefit Plans and Other long term employee benefits

The cost of the defined benefit plan and other long term employee benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore vary from the figure estimated at end of each reporting period.

2B. Recent accounting pronouncements

Ind AS 116 Leases

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition -

- i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

Amendment to Ind AS 12 – Income taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.



Effective date for application of this amendment is annual period beginning on or after April 1, 2019.

Amendment to Ind AS 19 - plan amendment, curtailment or settlement:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019.

3. Significant Accounting Policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

b) Fair value measurement

The Company has applied the fair value measurement wherever necessitated at each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability;
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non - financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and the best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.



All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active market for identical assets or liabilities;

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company has designated the respective team leads to determine the policies and procedures for recurring and non-recurring fair value measurement. External values are involved, wherever necessary with the approval of Company's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

c) Revenue Recognition

Sale of goods

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for rebates, and similar allowances.

Sale of goods and services: Revenue from the sale of goods and services is recognised when the company transfers control of goods or services to its customer at the amount to which the company expects to be entitled.

Interest income is recorded using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

d) Property, plant and equipment and capital work in progress

Deemed cost option for first time adopter of Ind AS

Under the previous GAAP (Indian GAAP), the property, plant and equipment were carried in the balance sheet at cost less accumulated depreciation. The company has elected to fair value its land as the deemed cost as at the date of transition, viz., 1 April 2016 and applied Ind AS 16 retrospectively for all other classes of Property, Plant and Equipment.

Presentation

Property, plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under long term loans and advances and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Component Cost

All material/ significant components have been identified and have been accounted separately. The useful life of such component are analysed independently and wherever components are having different useful life other than plant they are part of, useful life of components are considered for calculation of depreciation.



The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Machinery spares/ insurance spares that can be issued only in connection with an item of fixed assets and their issue is expected to be irregular are capitalised. Replacement of such spares is charged to revenue. Other spares are charged as revenue expenditure as and when consumed.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) Depreciation on property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.

Depreciation is provided on written down value method, over the useful lives specified in Schedule II to the Companies Act, 2013, except in respect of certain assets, where useful life estimated based on internal assessment and/or independent technical evaluation carried out by external value, past trends and differs from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Additions to fixed assets, costing 5000 each or less are fully depreciated retaining its residual value.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

- (i) **Raw materials:** At specific identification method including other cost incurred in bringing materials/consumables to their present location and condition.
- (ii) **Stock of stores, Spares and Packing Material:** Determined based on Weighted Average method.
- (iii) **Finished goods and Work in progress:** Determined under FIFO method where cost involves conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

g) Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value. However, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are also added to the cost of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

Financial assets are classified into the following categories:



- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

The Company classifies a debt instrument at FVTOCI, if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes finance income, impairment losses and reversals and foreign exchange gain or loss in the profit and loss statement. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

The Company classifies all debt instruments, which do not meet the criteria for categorization as at amortized cost or as FVTOCI, as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. Where the Company makes an irrevocable election of classifying the equity instruments at FVTOCI, it recognises all subsequent changes in the fair value in OCI, without any recycling of the amounts from OCI to profit and loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents SPPI, are measured as detailed below depending on the business model:

Classification	Name of the financial asset
Amortised cost	Trade receivables, Loans given to employees and others, deposits, interest receivable, unbilled revenue and other advances recoverable in cash.
FVTOCI	Equity investments in companies other than subsidiaries and associates if an option exercised at the time of initial recognition.
FVTPL	Other investments in equity instruments, mutual funds, forward exchange contracts (to the extent not designated as a hedging instrument).

Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.



Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, receivables and bank balance.
- Financial assets that are debt instruments and are measured at FVTOCI
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation of ECL for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:** ECL is presented as an allowance, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done on the following basis:



Name of the financial asset	Impairment Testing Methodology
Trade Receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company’s financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Classification	Name of the financial liability
Amortised cost	Borrowings, Trade payables, Interest accrued, Unclaimed / Disputed dividends, Security deposits and other financial liabilities not for trading.
FVTPL	Foreign exchange Forward contracts being derivative contracts do not qualify for hedge accounting under Ind AS 109 and other financial liabilities held for trading.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.



Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at fair value through profit or loss, are subsequently measured at higher of (i) The amount of loss allowance determined in accordance with impairment requirements of Ind AS 109 – Financial Instruments and (ii) The amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18 – Revenue.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company’s senior management determines change in the business model as a result of external or internal changes which are significant to the Company’s operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassifications and how they are accounted for:

S.No	Original classification	Revised classification	Accounting treatment
1	Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
2	FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
3	Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
4	FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
5	FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
6	FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The Fair-value of the financial - instruments factor the uncertainties arising out of COVID-19, where applicable.

**h) Foreign currency transactions and translations
Transactions and balances**



Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. However, for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

The Company enters into forward exchange contract to hedge its risk associated with foreign currency fluctuations. The premium or discount arising at the inception of a forward exchange contract is amortized as expense or income over the life of the contract. In case of monetary items which are covered by forward exchange contract, the difference between the yearend rate and rate on the date of the contract is recognized as exchange difference. Any profit or loss arising on cancellation of a forward exchange contract is recognized as income or expense for that year.

i) Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method and amortisation of ancillary costs incurred

Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings costs are expensed in the period in which they occur.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

j) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is recognised as an asset viz. MAT Credit Entitlement, to the extent there is convincing evidence that the Company will pay normal Income tax and it is highly probable that future economic benefits associated with it will flow to the Company during the specified period. The Company reviews the "MAT Credit Entitlement" at each Balance Sheet date and writes down the carrying amount of the same to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income tax during the specified period.



Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

k) Retirement and other employee benefits

Short-term employee benefits

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plans

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.



Other long term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

l) Leases

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116- Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116- Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

A rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. However, where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

m) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

n) Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Necessary provisions for doubtful debts, claims, etc., are made, if realisation of money is doubtful in the judgement of the management.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect.

Contingent assets are disclosed but not recognised in the financial statements.



SRI NACHAMMAI COTTON MILLS LIMITED

o) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

p) Cash Flow Statement

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

q) Earnings per share

The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate

Notes to Financial Statements for the year ended March 31, 2020

4. Property, plant and equipment

Particulars	Tangible Assets									
	Land	Buildings	Plant and Machinery	Electrical Machinery	computer	Office equipment	Furniture and Fittings	Tools	Vehicle	Total
Cost as at March 31, 2018	1,985.86	411.11	1,038.42	180.21	5.81	0.90	6.38	2.06	12.90	3,643.65
Additions	-	-	247.92	-	0.30	-	1.08	-	0.98	250.28
Disposals	-	-	-	-	-	-	-	-	0.33	0.33
Ind AS adjustments	-	-	-	-	-	-	-	-	-	-
Cost as at March 31, 2019	1,985.86	411.11	1,286.34	180.21	6.11	0.90	7.46	2.06	13.55	3,893.59
As at March 31, 2018		40.94	584.88	75.18	1.86	0.23	1.71	0.36	1.56	706.72
Charge for the year		20.35	84.66	18.70	0.21	0.18	0.97	0.18	1.04	126.29
Ind AS Adjustments										-
Disposals									0.33	0.33
As at March 31, 2019	-	61.29	669.54	93.88	2.07	0.41	2.68	0.54	2.23	832.64
Cost as at March 31, 2019	1,985.86	411.10	1,286.35	180.21	6.11	0.90	7.46	2.06	13.92	3,893.97
Additions	-	-	21.62	4.12	-	-	-	-	-	25.74
Disposals	-	-	123.71	5.89	-	-	-	-	-	129.60
Ind AS adjustments	-	-	-	-	-	-	-	-	-	-
Cost as at March 31, 2020	1,985.86	411.10	1,184.26	178.44	6.11	0.90	7.46	2.06	13.92	3,790.11
As at March 31, 2019		61.29	669.55	93.87	2.07	0.41	2.68	0.54	2.60	833.01
Charge for the year		20.30	68.55	17.81	0.18	0.18	0.74	0.18	1.02	108.96
Ind AS Adjustments										-
Disposals									-	-
As at March 31, 2020	-	81.59	738.10	111.68	2.25	0.59	3.42	0.72	3.62	941.97
Net Block										
As at March 31, 2018	1,985.86	370.17	453.55	105.03	3.95	0.67	4.67	1.70	11.34	2,936.93
As at March 31, 2019	1,985.86	349.81	616.80	86.34	4.04	0.49	4.78	1.52	11.31	3,060.95
As at March 31, 2020	1,985.86	329.51	446.16	66.76	3.86	0.31	4.04	1.34	10.30	2,848.13



SRI NACHAMMAI COTTON MILLS LIMITED

Rs. In Lakhs

Notes to Financial Statements for the year ended March 31, 2020

Particulars	As at March 31,2020	As at March 31,2019
5 Capital Work-in-progress		
Capital Work-in-progress	-	-
6 Non-current investments		
Investments in companies at FVTOCI		
i. Investments in Equity Instruments (Quoted)		
• 10,600 equity shares (previous year 10,600) of Rs 10 each in Indian Overseas Bank fully paid up	0.70	1.53
• 6,33,591 Equity Shares of Rs 10/- each (Previous year - 6,33,591) in Arkay Energy (Rameswaram) Limited	63.36	63.36
	64.06	64.89
Total non-current investments		
Aggregate amount of quoted investments	0.70	1.53
Aggregate market value of quoted investments	0.70	1.53
Aggregate cost of unquoted investments	63.36	63.36
Aggregate amount of impairment in value of investments	-	-
7 Other non- current financial assets (Unsecured, considered good)		
Security Deposits	36.05	40.14
	36.05	40.14
8 Deferred Tax Asset / (Liability) - Net		
Deferred Tax Asset		
On account of forward of losses	174.79	132.57
On account of Gratuity	28.19	22.60
On account of 43B	9.94	9.94
Depreciation	(3.47)	12.69
Others	(17.90)	(16.22)
	191.55	161.58
Mat Credit Entitlement	81.06	81.06
OCI		
Actuarial adjustment and investment adjustment		
Opening Balance	3.34	3.44
Add: Current Year Transfer	2.98	(0.10)
	6.32	3.34
	278.93	245.98
9 Other non-current assets (Unsecured, considered good)		
Capital advance	73.95	73.95
Advance Income Tax	4.07	(0.15)
	78.02	73.80
10 Inventories		
Raw Materials	2,101.83	2,015.80
Process Stock	423.22	456.89
Finished Products	4,512.41	4,033.55
Stores and Spares	136.86	123.47
Waste	46.59	43.72
	7,220.91	6,673.43
Inventory comprise of Raw Materials		
Cotton	2,101.83	2,015.80
	2,101.83	2,015.80
Work in progress		
Work in progress	423.22	456.89
	423.22	456.89
Finished Goods		
Yarn	4,512.41	4,033.55
	4,512.41	4,033.55



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020

Rs. In Lakhs

Particulars	As at March 31,2020	As at March 31,2019
11 Trade receivables		
(Unsecured, considered good)		
Outstanding for a period exceeding six months from due date of payment	91.99	91.47
Other debts	<u>1,390.19</u>	<u>1,681.29</u>
	1,482.18	1,772.76
Allowance for expected credit loss	11.61	9.53
Less: Bad Debts Written off	-	7.06
	<u>11.61</u>	<u>2.47</u>
Add: Allowance for Credit Loss (Current Year)	-	9.15
	<u>1,470.57</u>	<u>1,761.14</u>
12 Cash and cash equivalents		
Cash on - hand	1.06	0.90
Balances with Banks In Current Account	<u>5.99</u>	<u>9.55</u>
	<u>7.05</u>	<u>10.45</u>
13 Other Bank Balances		
In Margin money with Banks	<u>174.63</u>	<u>199.94</u>
	<u>174.63</u>	<u>199.94</u>
14 Other current assets		
(Unsecured, considered good)		
Hank Yarn Obligation Receivable	0.14	1.87
Interest accrued on Deposits	5.96	6.15
Prepaid Expenses	29.17	30.98
Balance with Excise Department, Sales Tax etc.,	79.69	84.45
Advance recoverable in cash or in kind or for value to be received	5.89	5.51
Advance for purchases	21.04	33.88
Income Receivable	-	2.62
	<u>141.88</u>	<u>165.46</u>
15 Capital		
Authorised Share Capital		
43,00,000 Equity shares of Rs. 10 each	<u>430.00</u>	<u>430.00</u>
	<u>430.00</u>	<u>430.00</u>
Issued Share Capital		
43,00,000 Equity shares of Rs. 10 each	<u>430.00</u>	<u>430.00</u>
	<u>430.00</u>	<u>430.00</u>
Subscribed and fully paid up share capital		
43,00,000 Equity shares of Rs. 10 each	<u>430.00</u>	<u>430.00</u>
Less: Calls in arrears	-	-
	<u>1.36</u>	<u>1.36</u>
	<u>428.64</u>	<u>428.64</u>
Notes:		
(a) Reconciliation of number of equity shares subscribed		
Balance as at the beginning of the year	4,286,400	4,286,400
Add: Issued during the year	-	-
Balance at the end of the year	<u>4,286,400</u>	<u>4,286,400</u>
(b) Shares issued for consideration other than cash		
There are no shares which have been issued for consideration other than cash during the last 5 years.		



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020

Rs. In Lakhs

Particulars	As at	
	March 31,2020	As at March 31,2019

(c) Shareholders holding more than 5% of the total share capital

Name of the share holder	31-Mar-20		31-Mar-19	
	No of shares held	% of holding	No of shares held	% of holding
Shri P. Palaniappan (HUF)	623,001	14.49	623,001	14.49
Smt. P. Umayal	1,036,343	24.10	1,036,343	24.10
Smt. Geethanjali Ramasamy	398,981	9.28	398,981	9.28
Shri Rajubhandari	373,019	8.67	366,453	8.52

(d) Rights, preferences and restrictions in respect of equity shares issued by the Company

The company has only one class of equity shares having a par value of Rs.10 each. The equity shares of the company having par value of Rs.10/- rank pari-passu in all respects including voting rights and entitlement to dividend. The dividend proposed if any, by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

16 Other Equity

Securities Premium Account	659.65	659.65
Other Comprehensive Income	(2.92)	3.17
Retained Earnings	1,043.39	1,153.14
	<u>1,700.12</u>	<u>1,815.96</u>

a) Securities Premium

Balance as at beginning and end of the year	659.65	659.65
Closing balance	<u>659.65</u>	<u>659.65</u>

b) Other comprehensive income

Opening balance	3.17	1.68
Additions during the year	(8.98)	1.49
Deductions/Adjustments during the year	-	-
Transfer to Retained earnings	2.89	-
Closing balance	<u>(2.92)</u>	<u>3.17</u>

c) Retained earnings

Opening balance	1,153.14	1,140.59
Less: Adjustment on account of Lease Liability	(9.69)	-
Net profit for the period	(97.17)	12.55
Transfer from OCI	(2.89)	-
Closing balance	<u>1,043.39</u>	<u>1,153.14</u>

17 Noncurrent financial liabilities *

Secured		
From Banks-Term Loans**	-	63.28
Unsecured		
Loans and advances from Directors	846.18	583.51
0% Redeemable Preference Shares	955.15	873.81
	<u>1,801.33</u>	<u>1,520.60</u>

*There is no case of continuing default as on the balance sheet date in repayment of loans and interest.

**Term loans and non fund limits from Indian Overseas Bank are secured by first charge on entire block of assets, both present and future and the Company's Managing Director and Chairman have given personal guarantees for the above loans to the extent of Rs 17.29 Crores.



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020		Rs. In Lakhs
Particulars	As at March 31, 2020	As at March 31, 2019
18 Other noncurrent financial liabilities		
Inter Corporate Deposits	1,548.70	1,459.42
Deferred income	7.86	11.10
Unamortized interest income	464.42	556.20
	<u>2,020.98</u>	<u>2,026.72</u>
19 Provisions (Non-current)		
Provision for Gratuity	91.14	72.37
	<u>91.14</u>	<u>72.37</u>
20 Lease hold Liability		
Lease hold Liability	176.71	-
	<u>176.71</u>	<u>-</u>
21 Current liabilities - Financial Liabilities: Borrowings*		
Secured		
Cash credit facility**	1,844.30	1,440.44
Acceptances	1,697.40	1,948.84
Unsecured		
Loans from directors	1,250.74	1,300.73
	<u>4,792.44</u>	<u>4,690.01</u>
*There is no case of continuing default as on the balance sheet date in repayment of loans and interest.		
**Working capital limits from Indian Overseas Bank are secured by first charge on entire block of assets, both present and future and the Company's Managing Director and Chairman have given personal guarantees for the above loans to the extent of Rs. 17.29 Crores.		
22 Trade payables		
Due to Micro, Small & Medium Enterprises	5.03	6.03
Others	980.59	1,086.17
	<u>985.62</u>	<u>1,092.20</u>
** Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There are no interests due and outstanding as at the reporting date. Please refer note 39		
23 Other current liabilities		
Current Maturities of long-term debt	78.80	186.24
Interest accrued but not due	16.97	2.40
Statutory Dues payable	12.27	12.42
Employee benefits payable	3.40	3.99
Liabilities for expenses	354.76	426.55
Liabilities for other finance	3.26	3.20
	<u>469.46</u>	<u>634.80</u>
24 Provisions (Current)		
Provision for Leave Encashment	0.30	0.35
Provision for Gratuity	17.29	14.53
	<u>17.59</u>	<u>14.88</u>



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020

Rs. In Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
25 Revenue from operations		
Sale of Products		
Yarn	14,291.08	15,895.96
Waste	75.41	90.27
	14,366.49	15,986.23
<p>The Company has evaluated the impact of COVID -19 resulting from (i) the possibility of constraints to manufacture and to render services which may require revision of estimations of costs to complete the contract because of additional efforts (ii) onerous obligations (iii) penalties relating to breaches of service level agreements and (iv) termination or deferment of contracts by customers. The Company has concluded that the COVID - 19 is not material based on such evaluation. Due to the nature of the pandemic, the company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.</p>		
26 Other Income		
Interest Income	102.75	102.95
Profit on Sale of Assets (Net)	7.69	0.03
Foreign Exchange Fluctuation	0.78	-
Miscellaneous Receipts	8.41	28.09
	119.63	131.07
27 Cost of Materials Consumed		
Opening Stock		
Raw Material - Cotton	2,015.80	2,539.92
Add: Purchased	9,910.00	11,351.98
	11,925.80	13,891.90
Less: Sale of Cotton	(28.02)	(39.98)
	11,897.78	13,851.92
Less: Closing Stock		
Raw Material - Cotton	(2,101.83)	(2,015.81)
	9,795.95	11,836.11
28 Changes in Inventories of Work-in-progress, Stock in trade and finished goods		
Opening Balance		
Finished Goods - Yarn	4,033.55	2,510.10
Process Stock	456.89	388.32
Waste	43.72	61.42
	4,534.16	2,959.84
Closing Balance		
Finished Goods - Yarn	4,512.40	4,033.55
Process Stock	423.22	456.89
Waste	46.59	43.72
	4,982.21	4,534.16
Total changes inventories of work-in-progress, stock in trade and finished goods	(448.05)	(1,574.32)
29 Power and Diesel Consumed	1,728.01	1,785.46
30 Employee benefit expenses		
Salaries, wages and bonus	1,037.05	1,074.16
Contribution to Provident and other funds	54.26	55.46
Welfare Expenses	124.35	140.35
Managerial Remuneration	29.97	30.75
	1,245.63	1,300.72



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020

Rs. In Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
31 Finance Costs		
Interest Expenses		
On Bank Loans	240.76	208.22
On Loan from Directors	58.20	40.62
On Inter corporate Deposits	65.51	51.50
On Others	163.64	119.60
On Preference Shares	81.34	74.41
On Lease expense	22.22	-
	631.67	494.35
32 Depreciation and amortization expense		
Depreciation of Property, Plant and Equipment	108.95	126.29
Depreciation on right to use of asset	131.03	-
	239.97	126.29
33 Stores and Spares		
Consumption of stores and spare parts	390.48	724.45
Consumption of packing materials	166.84	178.02
	557.32	902.47
34 Other expenses		
Repairs to Buildings	32.27	50.45
Repairs to Machinery	229.11	269.83
Repairs to Others	141.71	172.76
Insurance	12.30	11.08
Rates and taxes, excluding taxes on income	10.98	11.89
Legal and Professional Charges	21.39	20.45
Filing fees	0.85	0.25
Brokerage & Commission	125.25	157.14
Auditors Remuneration	2.25	1.08
Sitting fees	0.57	0.78
Rent paid	9.80	10.14
Foreign exchange fluctuation	-	17.04
Bank charges	45.18	38.06
Lease Rent	-	150.00
Conversion Charges	190.97	218.72
Miscellaneous Expenses	40.12	48.66
	862.75	1,178.33
35 Income tax expense		
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	2.34
MAT credit entitlement/reversal	-	(2.34)
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
Deferred tax adjustments	29.97	55.34
Total deferred tax expense/(benefit)	29.97	55.34
Income tax expense	29.97	55.34
b) The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax from continuing operations	(127.14)	67.89
Income tax expense	(39.29)	20.98
Effect of expenses that are not deductible in determining taxable profit	39.29	18.64
Income tax expense	-	2.34



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020		Rs. In Lakhs		
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019		
c) Income tax recognised in other comprehensive income				
Deferred tax				
Re measurement of defined benefit obligation	2.98	(0.10)		
Total income tax recognised in other comprehensive income	2.98	(0.10)		
d) Movement of deferred tax expense during the year ended March 31, 2020				
Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing Balance
Property, plant, and equipment and Intangible Assets	12.69	(16.16)		(3.47)
Expenses allowable on payment basis under the Income Tax Act	165.11	47.81		212.92
Re measurement of financial instruments under Ind AS	3.35	-	2.98	6.33
Other temporary differences	(16.22)	(1.68)	-	(17.90)
	164.93	29.97	2.98	197.88
MAT Credit entitlement	81.06	-	-	81.06
Total	245.99	29.97	2.98	278.94
36 Earnings per share				
(Loss) / Profit for the year attributable to owners of the Company		(97.17)		12.55
Weighted average number of ordinary shares outstanding		4,286,400.00		4,286,400.00
Basic earnings per share (Rs)		(2.26)		0.29
Diluted earnings per share (Rs)		(2.26)		0.29
37 Expenditure in foreign currency				
Royalty		-	-	-
Sales Commission		-	-	-
Professional and Consultancy Fees		-	-	-
Others		-	-	-
		-	-	-
38 Amount remitted during the year in foreign currencies				
Number of Non-Resident Shareholders		6.00		5.00
Number of shares held by them		2,731.00		2,647.00
On account of dividends		-		-
Year to which dividend relates		-		-
39 Earnings in foreign exchange				
Export of goods on FOB Basis		-		-
40 Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under				
The information required to disclose under the Micro, Small and Medium enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of the information available with the Company. There are no over dues to parties on accounts of principal amount and / or interest and accordingly no additional disclosures have been made.				
41 Commitments and contingent liability				
Contingent Liability				
In respect of outstanding export obligation to export goods worth Rs.26,61,57,158/- under EPCG Scheme in respect of various years from 2009, the company has fulfilled obligation to the extent of		2,002.45		1,623.86
The Bank has given guarantees for towards payment of customs duty in respect of import of machinery		47.56		49.26
Future Lease Payments		100.00		25.00
Capital Commitments				
Estimated Value of Contracts remaining to be executed on Capital Account and not provided for		739.45		739.45



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020		Rs. In Lakhs	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	
42 Value of Imports : CIF Value			
Raw Material	1,200.67	580.08	
Capital Goods	20.14	-	
Components and Spare Parts	67.16	97.50	
43 Value of imported and indigenous Raw materials, Packing materials consumed and Consumable Spares during the financial year and the percentage of each to the total consumption			
	For the year ended March 31,2020	For the year ended March 31,2019	
	Value	Value	Percentage (%)
Raw Materials			
Imported	1,857.33	522.75	4.42
Indigenous	8,880.99	11313.36	95.58
	10,738.32	11836.11	100.00
Stores and Packing Materials			
Imported	68.00	218.66	24.23
Indigenous	489.32	683.81	75.77
	557.32	902.47	100.00
44 Operating Segments			
As the Company's business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided under Accounting Standard – 17 "Segment Reporting", other than those already provided in the financial statements.			
45 Operating lease arrangements			
The Company has taken the entire Fixed Assets of Supreme Yarn Spinners Limited under cancelable operating lease, which are normally renewed on expiry.			
As Lessee			
The Company has entered into operating lease arrangements for certain facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties.			
Lease payments recognised in the Statement of Profit and Loss	150.00	150.00	
46 Financial Instruments			
Capital management			
The Company manages its capital to ensure that entities in the Company will be able to continue as going concern, while maximizing the return to stakeholders through the optimization of the debt and equity balance.			
The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long term and other short-term borrowings.			
For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.			
Gearing Ratio:			
Debt	1,880.13	1,520.60	
Less: Cash and bank balances	181.68	210.39	
Net debt	1,698.45	1,310.21	
Total equity	2,128.75	2,244.60	
Net debt to equity ratio (%)	79.79%	58.37%	



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020

Rs. In Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Categories of Financial Instruments		
Financial assets		
a. Measured at amortised cost		
Other non-current financial assets	36.05	40.14
Trade receivables	1,470.57	1,761.14
Cash and cash equivalents	7.05	10.45
Bank balances other than above	174.63	199.94
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Investments	64.05	64.89
Financial liabilities		
a. Measured at amortised cost		
Borrowings (non current)	1,880.13	1,520.60
Borrowings (current)	4,792.44	4,690.01
Trade payables	-	-
Other financial liabilities	-	-
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Derivative instruments	-	-

Financial risk management objectives

The treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations through internal risk reports which analyze exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimize the effects of these risks by using natural hedging financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on foreign exchange risk, the use of financial derivatives, and the investment of excess liquidity. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company actively manages its currency and interest rate exposures through its finance division and uses derivative instruments such as forward contracts and currency swaps, wherever required, to mitigate the risks from such exposures. The use of derivative instruments is subject to limits and regular monitoring by appropriate levels of management.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company actively manages its currency rate exposures through a centralized treasury division and uses natural hedging principles to mitigate the risks from such exposures. The use of derivative instruments, if any, is subject to limits and regular monitoring by appropriate levels of management.

Disclosure of hedged and un-hedged foreign currency exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:



SRI NACHAMMAI COTTON MILLS LIMITED

As on March 31, 2020 (all amounts are in equivalent Rs. in lakhs)

Currency	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	-	-	-	-	-	-	-
EUR	-	-	-	-	-	-	-
In INR	-	-	-	-	-	-	-

As on March 31, 2019 (all amounts are in equivalent Rs. in lakhs)

Currency	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	-	-	-	-	-	-	-
EUR	-	-	-	0.22	-	0.22	0.22
In INR	-	-	-	17.91	-	17.91	17.91

Foreign currency sensitivity analysis

Movement in the functional currencies of the various operations of the Company against major foreign currencies may impact the Company's revenues from its operations. Any weakening of the functional currency may impact the Company's cost of imports and cost of borrowings and consequently may increase the cost of financing the Company's capital expenditures. The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 2%, which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 2% change in foreign currency rates.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest rate risk management

The Company is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings and by the use of interest rate swap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. Further, in appropriate cases, the Company also effects changes in the borrowing arrangements to convert floating interest rates to fixed interest rates.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 25 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

The 25 basis point interest rate changes will impact the profitability by INR 5.34 Lakhs for the year (Previous INR 8.51 Lakhs)

Credit risk management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/ investing activities, including deposits with banks, mutual fund investments, investments in debt securities and foreign exchange transactions. The Company has no significant concentration of credit risk with any counterparty.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.



(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank, guarantee/letter of credit or security deposits.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Investments, Derivative Instruments, Cash and Cash Equivalents and Bank Deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Credit Risk on Derivative Instruments is generally low as the Company enters into the Derivative Contracts with the reputed Banks.

Investments of surplus funds are made only with approved financial institutions/ counterparty. Investments primarily include bank deposits, investment in units of quoted mutual funds issued by high investment grade funds etc. These bank deposits, mutual funds and counterparties have low credit risk. The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in bank deposits, debt securities and mutual fund schemes of debt and arbitrage categories and restricts the exposure in equity markets.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the consortium agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit and mutual funds, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

March 31, 2020	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	985.62	-	-	985.62
Borrowings (including interest accrued thereon upto the reporting date)	16.97	67.88	-	1,880.13
	1,002.59	67.88	-	2,865.75
March 31, 2019	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	1092.2	0	0	1092.2
Borrowings (including interest accrued thereon upto the reporting date)	186.24	744.96	-	1706.84
	1278.44	744.96	0	2799.04

	March 31, 2020	March 31, 2019
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020

Rs. In Lakhs

47 Related party disclosure

a) List of parties having significant influence

Enterprises in which KMP along with their relatives have significant influence

Supreme Yarn Spinners Ltd
Raja Yarns Private Limited

Key management personnel

Smt. P.Umayal, Chairman cum Managing Director
Shri P.Palaniappan, Managing Director
Sri. A.Subramanian (CFO)
Mrs. Sarita Jain .G (Company Secretary)

Relatives of Key Management Personnel

Smt. Geethanjali Ramasamy
Shri MC.Ramasamy
Shri P.Palaniappan (HUF)
Shri MC.Ramasamy (HUF)

b) Transactions during the year

S.No.	Nature of transactions	Amount	
		2019-20	2018-19
1	Corporate Loan taken		
	Raja Yarns Private Limited	57.15	508.37
	Supreme Yarn Spinners Limited	537.90	329.75
2	Corporate Loan Repaid		
	Raja Yarns Private Limited	16.03	21.26
	Supreme Yarn Spinners Limited	489.75	248.00
3	Unsecured Loan taken		
	Shri P.Palaniappan	-	-
	Smt.P.Umayal	84.80	65.96
4	Unsecured Loan Repaid		
	Shri P.Palaniappan	50.00	-
	Smt.P.Umayal	52.13	229.62
5	Rendering of Services		
	Supreme Yarn Spinners Ltd	3.11	4.59
6	Lease Rent Paid		
	Supreme Yarn Spinners Ltd	150.00	150.00
7	Commission paid		
	Raja Yarns Private Limited	2.26	4.05
8	Managerial Remuneration		
	Shri P.Palaniappan	15.09	15.46
	Smt. P.Umayal	14.88	15.29
	Sri. A.Subramanian	3.47	3.22
	Mrs. Sarita Jain .G	2.20	2.40
9	Interest Paid on Unsecured Loans		
	Raja Yarns Private Limited	57.99	43.78
	Supreme Yarn Spinners Limited	7.52	7.72
	Shri P.Palaniappan	-	-
	Smt. P.Umayal	32.11	33.67

c) Balances with related parties

S.No.	Nature of transactions	Amount	
		2019-20	2018-19
1	Outstanding Payables		
	Raja Yarns Private Limited	1,110.54	1,069.42
	Supreme Yarn Spinners Limited	438.15	390.00
	Shri P.Palaniappan	1,250.74	1,300.74
	Smt. P.Umayal	531.18	498.51



Notes to Financial Statements for the year ended March 31, 2020

48 Retirement benefit plans

Defined contribution plans

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the Provident Fund.

The total expense recognised in profit or loss of Rs.37.12 lakhs (for the year ended: Rs.37.30 lakhs) represents contribution payable to these plans by the Company at rates specified in the rules of the plan.

Defined benefit plans

a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2020	March 31, 2019
Mortality Table	1.00% p.a.	1.00% p.a.
Attrition Rate	Indian assured lives Mortality (2006 - 2008)	Indian assured lives Mortality (2006 - 2008)
Discount Rate	6.60% p.a.	7.55% p.a.
Rate of increase in compensation level	2.00% p.a.	2.00% p.a.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

Amount recognised under Employee Benefits Expense in the Statement of profit and Loss:

	For the year ended March 31, 2020	For the year ended March 31, 2019
Current service cost	5.82	6.14
Net interest expense	6.58	5.99
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	12.40	12.13



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020		Rs. In Lakhs
Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:	For the year ended March 31, 2020	For the year ended March 31, 2019
Actuarial (gains)/losses recognised during the period	2.00	-
Components of defined benefit costs recognised in other comprehensive income	14.40	12.13
The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:		
Present value of defined benefit obligation	156.19	153.28
Fair value of plan assets	(47.76)	(66.38)
Net liability arising from defined benefit obligation	108.43	86.90
Funded	108.43	86.90
Unfunded	-	-
	108.43	86.90

The above provisions are reflected under 'Provision for employee benefits- gratuity' (long-term provisions) [Refer note 19].

Movements in the present value of the defined benefit obligation in the current year were as follows:		
Opening defined benefit obligation	153.28	145.57
Current service cost	5.82	6.14
Interest cost	11.60	10.98
Changes in demographic assumptions	(0.08)	-
Changes in financial assumptions	8.12	-
Actuarial (gains)/losses	1.48	(2.95)
Benefits paid	(24.03)	(6.46)
Closing defined benefit obligation	156.19	153.28

Movements in the fair value of the plan assets in the current year were as follows:		
Opening fair value of plan assets	66.38	66.17
Interest Income	5.02	4.99
Expected return on plan assets (excluding amounts included in net interest expense)	(1.61)	(0.95)
Contributions	2.00	2.00
Benefits paid	(24.03)	(5.83)
Actuarial gains/(loss)	-	-
Others	-	-
Closing fair value of plan assets	47.76	66.38

Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below:

Particulars	March 31,2020		March 31,2019	
	Decrease	Increase	Decrease	Increase
Defined Benefit Obligation (Base)	153.28		145.57	
Discount Rate (-/+1%) (% change compared to base due to sensitivity)	165.75 6.10%	147.5 (5.60%)	162.97 6.30%	144.48 (5.70%)
Salary Growth Rate (1/+1%) (% change compared to base due to sensitivity)	147.04 (5.90%)	166.1 6.30%	143.94 (6.10%)	163.42 6.60%
Attrition Rate (-/+10% of mortality rates) (% change compared to base due to sensitivity)	155.16 (0.70%)	157.19 60.00%	151.93 (0.90%)	154.6 90.00%
Mortality Rate (-/+10% of mortality rates) (% change compared to base due to sensitivity)	156.10 (0.10%)	156.29 0.10%	153.15 (0.10%)	153.41 0.10%



SRI NACHAMMAI COTTON MILLS LIMITED

Notes to Financial Statements for the year ended March 31, 2020

Risk Exposure

The Company's Gratuity is maintained by an approved trust (Life Insurance Corporation of India). A large portion of the investment made by the LIC is in government bonds and securities and other approved securities. Hence, the company is not exposed to the risk of asset volatility as at the balance sheet date.

Funding arrangements and Funding Policy

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest data provided by the company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

Expected Contribution during the next annual reporting period

The Company's best estimate of Contribution during the next year 114.37

Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cash flows) 7 Years

Expected cash flows over the next (valued on undiscounted basis) Indian Rupees (INR)

1 Year 17.29

2 to 5 Years 85.05

6 to 10 Years 73.86

More than 10 Years 65.03

b) Compensated absences

As per the policy of the Company, compensated absences are not entitled to be carried forward to the subsequent financial year and lapse at the end of the reporting period. Accordingly, no liability towards compensated absences is recognised in these financial statements.

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For V.V.Soundararajan & Co.,
Chartered Accountants (FRN No.03944S)

V.S.Ashokkumar

Partner

M.No.021435

Salem

June 29, 2020

P.Umayal

Chairman cum Managing Director

DIN: 00110260

A.Subramanian

Chief Financial Officer

P.Palaniappan

Managing Director

DIN: 01577805

M.Harish

Company Secretary
