

**Corporate Governance**

<b>SRI NACHAMMAI COTTON MILLS LTD.-S</b>	
Scrip Code :521234	<b>Quarter Ending</b> : March 2018

**Annexure 1**

**Composition of Board of Directors**

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	A. Alagappan	Non-Executive - Independent Director	10 Dec 2014	-	60	1	1	0
Mr	A. Annamalai	Non-Executive - Non Independent Director	19 Sep 1997	-	-	1	0	0
Mr	A. Arunkumar	Non-Executive - Non Independent Director	06 May 2015	-	-	1	0	0
Mr	P. Palaniappan	Executive Director, Chairperson, MD	18 Nov 2015	-	-	1	1	0
Mr	Perumal Madhavagopal	Non-Executive - Independent Director	10 Dec 2014	-	60	1	1	1
Mr	S.Ravichandran	Non-Executive - Independent Director	10 Dec 2014	-	60	1	1	1
Mr	Subbiah	Non-Executive - Independent Director	10 Dec 2014	-	60	1	0	0
Mrs	P. Umayal	Executive Director, CEO- MD	18 Nov 2015	-	-	1	1	0
Mrs	Shantha Radhakrishnan	Non-Executive - Independent Director	10 Dec 2014	-	60	1	0	0
Mrs	Vasantha	Non-Executive - Non Independent Director	21 Aug 2014	-	-	1	0	0

## Corporate Governance

<b>SRI NACHAMMAI COTTON MILLS LTD.-S</b>	
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### Annexure 1 Composition Of Committee

#### Audit Committee

<b>Name of Committee members</b>	<b>Category</b>
A. Alagappan	Non-Executive - Independent Director, Member
Perumal Madhavagopal	Non-Executive - Independent Director, Chairperson
S. Ravichandran	Non-Executive - Independent Director, Member

#### Nomination and remuneration committee

<b>Name of Committee members</b>	<b>Category</b>
A. Alagappan	Non-Executive - Independent Director, Member
Perumal Madhavagopal	Non-Executive - Independent Director, Chairperson
S. Ravichandran	Non-Executive - Independent Director, Member

#### Share Transfer Committee

<b>Name of Committee members</b>	<b>Category</b>
P. Palaniappan	Executive Director, Chairperson

P. Umayal	Executive Director,Member
Perumal Madhavagopal	Non-Executive - Independent Director,Member
S. Ravichandran	Non-Executive - Independent Director,Member

Stakeholders Relationship Committee	
Name of Committee members	Category
P. Palaniappan	Executive Director,Member
P. Umayal	Executive Director,Member
Perumal Madhavagopal	Non-Executive - Independent Director,Member
S. Ravichandran	Non-Executive - Independent Director,Chairperson

## Corporate Governance

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## Annexure 1 Meeting Of Board Of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
09 Dec 2017	-	0
-	12 Feb 2018	64

## Corporate Governance

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### Annexure 1 Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	12 Feb 2018	Yes,3	09 Dec 2017	64
Stakeholders Relationship Committee	12 Feb 2018	Yes,3	09 Dec 2017	64
Other Committee	10 Jan 2018	Yes,4	-	0
Other Committee	02 Mar 2018	Yes,4	-	0

## Corporate Governance

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### Annexure 1 Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
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Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	Yes	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

### Corporate Governance

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Scrip Code :521234	Quarter Ending : March 2018	

### Annexure 1

#### Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes

#### Signatory Details

Name of signatory	Sarita Jain
Designation of person	Compliance Officer

## Annexure 2

### Website Affirmations

Item	Compliance status	Details of non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	NA	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-

Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	Yes	-
New name and the old name of the listed entity	NA	-

## Corporate Governance

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Scrip Code :521234	<b>Quarter Ending</b> : March 2018

## Annexure 2 Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-

8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	NA	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	-
17	Vigil mechanism	22	Yes	-
18	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	-
19	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
20	Approval for material related party transactions	23(4)	Yes	-
21	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
22	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	-
23	Maximum directorship and tenure	25(1) & (2)	Yes	-
24	Meeting of independent directors	25(3) & (4)	Yes	-
25	Familiarization of independent directors	25(7)	Yes	-
26	Memberships in committees	26(1)	Yes	-
27	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
28	Disclosure of shareholding by non-executive directors	26(4)	Yes	-



29	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-
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Annexure 2  
Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	NA

Signatory Details

Name of signatory	Sarita Jain
Designation of person	Compliance Officer