

Corporate Governance : Quarter ending : March 2020

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Quarter Ending :March 2020

Annexure 1 Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	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
Mrs	P UMAYAL	Executive Director, Chairperson, CEO-MD	10 Aug 1981	19 Dec 2019	-	-	1	1	0
Mr	P PALANIAPPAN	Executive Director, MD	15 Oct 1984	19 Dec 2019	-	-	1	1	0
Mr	S RAVICHANDRAN	Non-Executive - Independent Director	27 Aug 2010	10 Dec 2019	-	60.00	1	2	2
Mr	A ALAGAPPAN	Non-Executive - Independent Director	27 Sep 1996	10 Dec 2019	-	60.00	1	2	0
Mr	PL SUBBIAH	Non-Executive - Independent Director	27 Aug 2010	10 Dec 2019	-	60.00	1	0	0
Mr	A ANNAMALAI	Non-Executive - Non Independent Director	19 Sep 1997	-	-	-	1	2	0
Mrs	C RENUKA	Non-Executive - Non Independent Director	30 May 2018	-	-	-	1	0	0
Mrs	SUJATHA SIVAKUMAR	Non-Executive - Independent Director	14 Aug 2019	-	-	60.00	1	0	0

- [Composition of Committee Corporate Governance](#)

SRI NACHAMMAI COTTON MILLS LTD.-\$

Scrip Code :521234

Quarter Ending : March 2020

Annexure 1
Composition Of Committee**Audit Committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
S RAVICHANDRAN	Non-Executive - Independent Director,Chairperson	24-01-2012	-
A ALAGAPPAN	Non-Executive - Independent Director,Member	26-04-2002	-
A ANNAMALAI	Non-Executive - Non Independent Director,Member	15-04-2019	-

Nomination and remuneration committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
S RAVICHANDRAN	Non-Executive - Independent Director,Chairperson	24-01-2012	-
A ALAGAPPAN	Non-Executive - Independent Director,Member	26-04-2002	-
A ANNAMALAI	Non-Executive - Non Independent Director,Member	15-04-2019	-

Stakeholders Relationship Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
S RAVICHANDRAN	Non-Executive - Independent Director,Chairperson	24-01-2012	-
A ANNAMALAI	Non-Executive - Non Independent Director,Member	15-04-2019	-
P UMAYAL	Executive Director,Member	26-04-2002	-
P PALANIAPPAN	Executive Director,Member	26-04-2002	-

Share Transfer Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
P PALANIAPPAN	Executive Director,Chairperson	-	-
P UMAYAL	Executive Director,Member	-	-
A ANNAMALAI	Non-Executive - Non Independent Director,Member	-	-
S RAVICHANDRAN	Non-Executive - Independent Director,Member	-	-

- Meeting of Board of Directors
Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-S	
Scrip Code :521234	Quarter Ending : March 2020

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)
14 Nov 2019	-	0
-	08 Feb 2020	85

- Meeting of Committees

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-S

Scrip Code :521234

Quarter Ending : March 2020

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	-	Yes,	14 Nov 2019	0
Audit Committee	08 Feb 2020	Yes,	-	85
Stakeholders Relationship Committee	-	Yes,	14 Nov 2019	0
Stakeholders Relationship Committee	08 Feb 2020	Yes,	-	85
Other Committee	-	Yes,	14 Oct 2019	0

- [Related Party Transactions](#)

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-S

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Quarter Ending : March 2020

Annexure 1
Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
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	-

• Affirmations

- Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$	
Scrip Code :521234	Quarter Ending : March 2020

- 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

5.This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
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- Signatory Details

Name of signatory	Sarita Jain
Designation of person	Company Secretary and 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	Yes	-
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	NA	-

New name and the old name of the listed entity	NA	-
Criteria of making payments to non-executive directors	Yes	-

- Annual Affirmation
Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$

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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	Disclosure of shareholding by non-executive directors	-	Yes	-
19	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
21	Approval for material related party transactions	23(4)	Yes	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	-
24	Maximum directorship and tenure	25(1) & (2)	NA	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	No	policy is to be framed

- [Affirmation](#)
Corporate Governance

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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	Company Secretary and Compliance Officer

Annexure 3

Broad heading	Regulation Number	Compliance status(Yes/No/NA)	If status is “No” details of non-compliance
no record found			

Name of signatory	Sarita Jain
Designation of person	Company Secretary and Compliance Officer