

Corporate Governance : Quarter ending : December 2022

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Quarter Ending :December 2022

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,CEO-MD	10 Aug 1981	19 Dec 2019	-	-	1	1	0
Mr	P PALANIAPPAN	Executive Director,Chairperson,MD	15 Oct 1984	19 Dec 2019	-	-	1	1	0
Mr	S RAVICHANDRAN	Non-Executive - Independent Director	27 Aug 2010	10 Dec 2019	-	33.00	1	2	2
Mr	A ALAGAPPAN	Non-Executive - Independent Director	27 Sep 1996	10 Dec 2019	-	33.00	1	1	0
Mr	PL SUBBIAH	Non-Executive - Independent Director	27 Aug 2010	10 Dec 2019	-	33.00	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	-	-	37.00	1	0	0

- [Composition of Committee](#)

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$	
Scrip Code :521234	Quarter Ending : December 2022

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,	26-04-2022	-
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 PALANIAPPAN	Executive Director,Member,	26-04-2002	-
P UMAYAL	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,	-	-
S RAVICHANDRAN	Non-Executive - Independent Director,Member,	-	-

A ANNAMALAI	Non-Executive - Non Independent Director,Member,	-	-
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- [Meeting of Board of Directors](#)

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$	
Scrip Code :521234	Quarter Ending : December 2022

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)
08 Aug 2022	-	0
-	10 Nov 2022	93

- Meeting of Committees

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$	
Scrip Code :521234	Quarter Ending : December 2022

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,	08 Aug 2022	0
Audit Committee	10 Nov 2022	Yes,	-	93
Stakeholders Relationship Committee	-	Yes,	08 Aug 2022	0
Stakeholders Relationship Committee	10 Nov 2022	Yes,	-	93

Other Committee	03 Nov 2022	Yes,	-	0
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- [Related Party Transactions](#)

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$	
Scrip Code :521234	Quarter Ending : December 2022

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	-
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- Affirmations

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$	
Scrip Code :521234	Quarter Ending : December 2022

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

Signatory Details

Name of signatory	CS M HARISH
Designation of person	Company Secretary and Compliance Officer

Annexure 2
Website Affirmations

Item	Compliance status	Details of non-compliance
No Record found		

- [Annual Affirmation](#)

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$	
Scrip Code :521234	Quarter Ending : December 2022

Annexure 2

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
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No Data Available

- Affirmation

Corporate Governance

SRI NACHAMMAI COTTON MILLS LTD.-\$	
Scrip Code :521234	Quarter Ending : December 2022

Annexure 2

Affirmation

Sr.	Particulars	Compliance status (Yes/No)
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No Data Available

Signatory Details

Name of signatory	CS M HARISH
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	CS M HARISH
Designation of person	Company Secretary and Compliance Officer

Annexure 4
Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

II. Affirmations:

Affirmations	Compliance Status
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All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	
Designation	