

Quarter Ending :September 2023

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	NA
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status												
1	Mrs	P UMAYAL	00110260	Executive Director, Chairperson, CEO-MD	No	-	-	-	Active	NA	-	10-08-1981	19-12-2019	-	-	1	0	1	0		
2	Mr	P PALANIAPPAN	01577805	Executive Director, MD	No	-	-	-	Active	NA	-	15-10-1984	19-12-2019	-	-	1	0	1	0		
3	Mr	S RAVICHANDRAN	00759455	Non-Executive - Independent Director	No	-	-	-	Active	Yes	15-07-2021	27-08-2010	10-12-2019	-	45.00	1	1	2	2		
4	Mr	A ALAGAPPAN	00363600	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	27-09-1996	10-12-2019	-	45.00	1	1	1	0		
5	Mr	PL SUBBIAH	02131140	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	27-08-2010	10-12-2019	-	45.00	1	1	0	0		
6	Mr	A ANNAMALAI	00625832	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	19-09-1997	-	-	-	1	0	2	0		
7	Mrs	C RENUKA	02209915	Non-Executive - Non Independent Director	No	-	-	-	Active	Yes	16-09-2021	30-05-2018	-	-	-	1	0	0	0		
8	Mrs	SUJATHA SIVAKUMAR	08536232	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	14-08-2019	-	-	49.00	1	1	0	0		

- Composition of Committee

Corporate Governance							
SRI NACHAMMAI COTTON MILLS LTD.-\$							
Scrip Code :521234				Quarter Ending : September 2023			
Annexure 1							
II. Composition of Committees							
Disclosure of notes on composition of committees explanatory				-			
Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00759455	S RAVICHANDRAN	Non-Executive - Independent Director	Chairperson	24-01-2012	-	-
2	00363600	A ALAGAPPAN	Non-Executive - Independent Director	Member	26-04-2002	-	-
3	00625832	A ANNAMALAI	Non-Executive - Non Independent Director	Member	15-04-2019	-	-
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00759455	S RAVICHANDRAN	Non-Executive - Independent Director	Chairperson	24-01-2012	-	-
2	00363600	A ALAGAPPAN	Non-Executive - Independent Director	Member	26-04-2002	-	-
3	00625832	A ANNAMALAI	Non-Executive - Non Independent Director	Member	15-04-2019	-	-
Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00759455	S RAVICHANDRAN	Non-Executive - Independent Director	Chairperson	24-01-2012	-	-
2	00625832	A ANNAMALAI	Non-Executive - Non Independent Director	Member	15-04-2019	-	-
3	01577805	P PALANIAPPAN	Executive Director	Member	26-04-2002	-	-
4	00110260	P UMAYAL	Executive Director	Member	26-04-2002	-	-

SHARE TRANSFER COMMITTEE							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	01577805	P PALANIAPPAN	Executive Director	Chairperson	-	-	-
2	00110260	P UMAYAL	Executive Director	Member	-	-	-
3	00759455	S RAVICHANDRAN	Non-Executive - Independent Director	Member	-	-	-
4	00625832	A ANNAMALAI	Non-Executive - Non Independent Director	Member	-	-	-

- Meeting of Board of Directors

Corporate Governance							
SRI NACHAMMAI COTTON MILLS LTD.-\$							
Scrip Code :521234				Quarter Ending : September 2023			
Annexure 1							
III. Meeting Of Board Of Directors							
Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	22-05-2023	-	-	Yes	8.00	7	4
2	10-08-2023	79	-	Yes	8.00	6	3

- Meeting of Committees

Corporate Governance										
SRI NACHAMMAI COTTON MILLS LTD.-\$										
Scrip Code :521234					Quarter Ending : September 2023					
Annexure 1										
IV. Meeting Of Committees										
Disclosure of notes on meeting of committees explanatory						-				
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)

			(in number of days)							
1	Audit Committee	22 May 2023	-	-	-	Yes	3	3	2	0
2	Audit Committee	10 Aug 2023	79	-	-	Yes	3	3	2	0
3	Stakeholders Relationship Committee	22 May 2023	-	-	-	Yes	4	4	1	0
4	Stakeholders Relationship Committee	10 Aug 2023	79	-	-	Yes	4	4	1	0
5	Other Committee	12 Jun 2023	-	SHARE TRANSFER COMMITTEE	-	Yes	4	4	1	0
6	Other Committee	14 Jul 2023	31	SHARE TRANSFER COMMITTEE	-	Yes	4	4	1	0
7	Other Committee	04 Sep 2023	51	SHARE TRANSFER COMMITTEE	-	Yes	4	4	1	0
8	Other Committee	12 Sep 2023	7	SHARE TRANSFER COMMITTEE	-	Yes	4	4	1	0
9	Nomination and remuneration committee	10 Aug 2023	-	-	-	Yes	3	3	2	0

- [Related Party Transactions](#)

Corporate Governance			
SRI NACHAMMAI COTTON MILLS LTD.-\$			
Scrip Code :521234		Quarter Ending : September 2023	
Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	Yes	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

- Affirmations

Corporate Governance		
SRI NACHAMMAI COTTON MILLS LTD.-\$		
Scrip Code :521234		Quarter Ending : September 2023
Annexure I		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-
Annexure I		
Sr	Subject	Compliance status
1.	Name of signatory	CS M HARISH
2.	Designation	Company Secretary and Compliance Officer

Annexure II
Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
	Disclosure of notes on website in terms of Listing Regulations explanatory	-		

- Annual Affirmation

Corporate Governance					
SRI NACHAMMAI COTTON MILLS LTD.-\$					
Scrip Code :521234			Quarter Ending : September 2023		
Annexure 2					
II. Annual Affirmation					
	Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
Any other information to be provided			-		
No Data Available					
Annexure II					
Name of signatory	CS M HARISH				
Designation	Company Secretary and Compliance Officer				

- Affirmation

Corporate Governance		
SRI NACHAMMAI COTTON MILLS LTD.-\$		
Scrip Code :521234		Quarter Ending : September 2023
Annexure II		
III. Affirmation		
Sr.	Particulars	Compliance status (Yes/No/NA)
Any other information to be provided		-
No Data Available		
Annexure II		
1.	Name of signatory	CS M HARISH
2.	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
6	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
Any other information to be provided			-	

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

Annexure IV
Additional Half Yearly Disclosure

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

Applicability of disclosure	Not Applicable
Reason for Non Applicability	Not Applicable

(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			

(D) Additional Information

Affirmations	Compliance Status
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	-
Place	-
Date	

Signatory Details:

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