

SRI NACHAMMAI COTTON MILLS LIMITED,

Registered Office :
30, Sugavaneswara Road, Balaji Nagar,
Post Box No. 418, SALEM-636 004.

Our Ref : _____
06.04.2015

Dated : _____

To
Mr. Ashish Mishra,
Relationship Manager,
Bombay Stock Exchange,
Floor 25th, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001.
Stock Code: 521234

Dear Sir,

Sub: QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Sri Nachammai Cotton Mills Limited

Quarter ending on : 31.03.2015

Particulars	Clause of Listing Agreement	Compliance status Yes/No/NA	Remarks
II Board of Directors	49 II		
(A) Composition of Board	49(IIA)	Yes	-----
(B) Independent Directors	49 (IIB)	Yes	-----
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-----
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-----
(E) Code of Conduct	(49 (IIE)	Yes	-----
(F) Whistle Blower Policy	(49 (IIF)	Yes	-----

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Telephone : (0427) 2330847, 2331879 & 2330466
Fax : (0427) 2331951
email : sncm@rediffmail.com
Cell : 98427 - 27766
CIN : L17115TZ1980PLC000918

Sales Tax Internal Area Code No. 149
TIN No : 33952840699
CST.RC.No. 425497 dated 01-08-1993
E.C.C.No. AACCS9491GXM003

Website : www.sncm:india.com

SRI NACHAMMAI COTTON MILLS LIMITED,

Registered Office :
30, Sugavaneswara Road, Balaji Nagar,
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Our Ref : _____

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III. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-----
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-----
(C) Powers of Audit Committee 49 (IIC)	49 (IIIC)	Yes	-----
(D) Role of Audit Committee	49 III(D)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-----
IV. Nomination and Remuneration Committee	49(IV)	Yes	-----
V. Subsidiary Companies	49(V)	NA	-----
VI. Risk Management	49(VI)	Yes	-----
VII. Related Party Transactions	49(VII)	Yes	-----
VIII. Disclosures	49 (VIII)	Yes	-----
(A) Related party transactions	49 (VIII A)	Yes	-----
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	-----
(C) Remuneration of Directors	49(VIIIC)	Yes	-----
(D) Management	49(VIIID)	Yes	-----
(E) Shareholders	49(VIIIE)	Yes	-----
(F) Disclosure of resignation of Directors	49(VIIIF)	NA	No Directors have resigned from the date of amendment of Clause 49 of the Listing agreement

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(G) Disclosure of formal letter of appointment	49(IVIII G)	Yes	-----
(H) Disclosure in the Annual Report	49(VIIII H)	Yes	Will be disclosed in the Annual Report for the Financial year 2014-15
(i) Proceeds from public issues, rights issue, preferential issue etc	49(VIII I)	NA	-----
(IX) CEO/CFO Certification	49(IX)	Yes	-----
(X) Report on Corporate Governance	49(X)	Yes	-----
(XI) Compliance	49(XI)	Yes	-----

Thanking you,

Yours truly,
For Sri Nachammai Cotton Mills Ltd.,


CYNTHIA S.

Company Secretary cum Compliance Officer.

Telephone : (0427) 2330847, 2331879 & 2330466
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SRI NACHAMMAI COTTON MILLS LIMITED,

Registered Office :
30, Sugavaneswara Road, Balaji Nagar,
Post Box No. 418, SALEM-636 004.

Our Ref : _____

07.07.2015

Dated : _____

To

Mr. Ashish Mishra,
Relationship Manager,
Bombay Stock Exchange,
Floor 25, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Stock Code: 521234

Dear Sir,

Sub: QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Sri Nachammai Cotton Mills Limited

Quarter ending on : 30.06.2015

Particulars	Clause of Listing Agreement	Compliance status Yes/No/NA	Remarks
II Board of Directors	49 II		
(A) Composition of Board	49(IIA)	Yes	-----
(B) Independent Directors	49 (IIB)	Yes	-----
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-----
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-----
(E) Code of Conduct	(49 (IIE)	Yes	-----
(F) Whistle Blower Policy	(49 (IIF)	Yes	-----

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Dated : _____

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III. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-----
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-----
(C) Powers of Audit Committee 49 (IIC)	49 (IIIC)	Yes	-----
(D) Role of Audit Committee	49 III(D)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-----
IV. Nomination and Remuneration Committee	49(IV)	Yes	-----
V. Subsidiary Companies	49(V)	NA	-----
VI. Risk Management	49(VI)	Yes	-----
VII. Related Party Transactions	49(VII)	Yes	-----
VIII. Disclosures	49 (VIII)	Yes	-----
(A) Related party transactions	49 (VIII A)	Yes	-----
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	-----
(C) Remuneration of Directors	49(VIIIC)	Yes	-----
(D) Management	49(VIIID)	Yes	-----
(E) Shareholders	49(VIIIE)	Yes	-----
(I) Proceeds from public issues, rights issue, preferential issue etc	49(VIII I)	NA	-----

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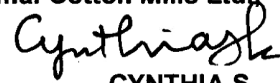
Dated: _____

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(IX) CEO/CFO Certification	49(IX)	Yes	-----
(X) Report on Corporate Governance	49(X)	Yes	-----
(XI). Compliance	49(XI)	Yes	-----

Thanking you,

Yours truly,
For Sri Nachammai Cotton Mills Ltd.



CYNTHIA.S,
Company Secretary cum Compliance Officer,

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Registered Office :
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Our Ref : _____

Dated : _____
06.10.2015

To

Mr. Ashish Mishra,
Relationship Manager,
Bombay Stock Exchange Ltd,
Floor 25, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Stock Code: 521234

Dear Sir,

Sub: QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Sri Nachammai Cotton Mills Limited

Quarter ending on : 30.09.2015

Particulars	Clause of Listing Agreement	Compliance status Yes/No/NA	Remarks
II Board of Directors	49 II		
(A) Composition of Board	49 (IIA)	Yes	-----
(B) Independent Directors	49 (IIB)	Yes	-----
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-----
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-----
(E) Code of Conduct	(49 (IIE)	Yes	-----
(F) Whistle Blower Policy	(49 (IIF)	Yes	-----

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(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-----
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-----
(C) Powers of Audit Committee 49 (IIC)	49 (IIIC)	Yes	-----
(D) Role of Audit Committee	49 III(D)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-----
IV. Nomination and Remuneration Committee	49(IV)	Yes	-----
V. Subsidiary Companies	49(V)	NA	-----
VI. Risk Management	49(VI)	Yes	-----
VII. Related Party Transactions	49(VII)	Yes	-----
VIII. Disclosures	49 (VIII)	Yes	-----
(A) Related party transactions	49 (VIII A)	Yes	-----
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	-----
(C) Remuneration of Directors	49(VIIIC)	Yes	-----
(D) Management	49(VIIID)	Yes	-----
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(IX) CEO/CFO Certification	49(IX)	Yes	-----
(X) Report on Corporate Governance	49(X)	Yes	-----
(XI) Compliance	49(XI)	Yes	-----

Thanking you,

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Our Ref : _____

Corporate Governance Report

Dated : _____ 07-01-2016

ANNEXURE - I

Name of the Listed Entity : SRI NACHAMMAI COTTON MILLS LIMITED
Quarter ending : 31ST DECEMBER, 2015

I. Composition of Board of Directors								
Title Mr/Ms	Name of the Director	PAN & DIN	Category/(Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the Current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of listing regulations)	No. of member ships in Audit/ Stakeholder Committee(s) including this listed entity Refer Regulation 26(1) of listing Regulations)	No. of post of Chairperson in Audit/stake holder committee held in listed entities including this listed entity Refer Regulation 26(1) of listing Regulations)
Mr.	P.Palaniappan* Managing Director	ADFPP1825J 01577805	Executive Director	19.12.14 To 18.12.19	-	1	1	-
Mrs.	P.Umayal* Managing Director	AAFPU3052P 00110260	Chairman - Executive Director	19.12.14 To 18.12.19	-	1	1	-
Mr.	A.Annamalai	AUEPA1006A 00625832	Non-Executive Director	15.12.15	-	1	-	-
Mr.	A.Alagappan**	AARPA0307M 00363600	Independent Director	10.12.14 to 09.12.19	5yrs	1	1	-
Mr.	Perumal Madhavagopal**	ADMPM0833A 00363963	Independent Director	10.12.14 to 09.12.19	5yrs	1	2	1
Mr.	Ravichandran**	ACJPR7627R 00759455	Independent Director	10.12.14 to 09.12.19	5yrs	1	2	1
Mr.	PL.Subbiah**	APJPS0454E 02131140	Independent Director	10.12.14 to 09.12.19	5yrs	1	-	-
Mrs.	Shantha Radhakrishnan**	ACSPR5483J 06976554	Independent Director	10.12.14 to 09.12.19	5yrs	1	-	-
Mrs.	Vasantha	ACVPV3123G 00627405	Non-Executive Director	10.12.15	-	1	-	-
Mr.	A.Arunkumar	AJOPA2856R 07176491	Non-Executive Director	15.12.15	-	1	-	-

* Mr. P.Palaniappan - Managing Director and Mrs. P. Umayal, Chairman-Managing Director was reappointed for a period of 5 years w.e.f. from 19.12.14 to 18.12.19.

** ID - Independent Directors were appointed w.e.f. 10.12.14 to 09.12.19

II. Composition of Committees		
Name of Committee	Name of the Committee Members	Category/(Chairperson/ Executive/ Non Executive/Independent/Nominee)
1. Audit committee	Sri Perumal Madhavagopal Sri A. Alagappan Sri S. Ravichandran	Independent Director - Chairman Independent Director - Vice-Chairman Independent Director
2. Nomination & Remuneration committee	Sri Perumal Madhavagopal Sri A. Alagappan Sri S. Ravichandran	Independent Director - Chairman Independent Director - Vice-Chairman Independent Director
3. Stakeholders Relationship committee	Sri S.Ravichandran Sri Perumal Madhavagopal Sri P.Palaniappan Smt.P.Umayal	Independent Director - Chairman Independent Director - Vice-Chairman Executive Director Executive Director

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Dated : _____

ANNEXURE - III

Format to be submitted by listed entity at the end of 6 months after end of financial year also with
Second quarter report of next financial year

1.Affirmations Broad heading	Regulation Number	Compliance status(Yes/No/NA)
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For Sri Nachammai Cotton Mills Limited



CYNTHIA.S.

Company Secretary cum Compliance Officer

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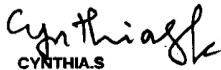
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive meetings (in number of days)
27.08.2015	31.10.2015	63 days

IV. Meeting of Committees			
Dates of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Dates(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	YES		
Audit Committee - 30.10.2015	Sri Perumal Madhavagopal - Chairman Sri A. Alagappan - Vice-Chairman Sri S. Ravichandran - Member	Audit Committee - 26.08.2015	63 days
Stake holders Relationship Committee - 31.10.2015	Sri S. Ravichandran - Chairman Sri Perumal Madhavagopal - Vice-Chairman Sri P. Palaniappan - Member Smt.P.Umayal - Member	Stake holders Relationship Committee - 27.08.2015	63 days

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
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

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements), 2015
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & Remuneration Committee
c. Stakeholders relationship Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manne as specified in SEBI Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The Report was placed before the Board and it was considered to be in compliance with the required Disclosures as mandated by SEBI.

For Sri Nachammai Cotton Mills Limited


CYNTHIA S

Company Secretary cum compliance Officer

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