

SRI NACHAMMAI COTTON MILLS LIMITED
Registered Office: 30, Sugavaneswara Road, Balaji Nagar,
SALEM 636004. CIN No. L17115TZ1980PLC000916
Phone No. 0427-2331879, Fax No. 0427 – 2331951
E-mail : sncm@rediffmail.com Website: www.sncmindia.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given pursuant to Section 96 and other applicable provisions of the Companies Act, 2013 that the 37th Annual General Meeting will be held on Wednesday, the 27th day of September, 2017 at 5.00 P.M at Sarathy Classic, 8/3, Park Street, Fairlands, Salem– 636016 to transact the following business. All the Shareholders are requested to attend the same.

ORDINARY BUSINESS

1. To consider and adopt the audited Annual Financial Statements including Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri. A. Annamalai (DIN 00625832), Director who retires by rotation and being eligible, offers himself for re-election.
3. To appoint Auditors and to fix their remuneration and in this regard to pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any of the Companies Act, 2013, M/S V.V.SOUNDARARAJAN & CO., Chartered Accountants (Registration No.003944S) Salem be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company subject to the ratification at each annual general meeting held after this Annual General Meeting. The Board of Directors be and are hereby authorised to fix their remuneration on the recommendation of the Audit Committee”.

SPECIAL BUSINESS

4. To consider and if deemed fit to pass the following Resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Sections 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 including any statutory amendments and modifications thereof, for the time being in force, the remuneration payable to Sri V. Balasubramanian, Cost Accountant, Coimbatore having the Membership No.4771 appointed by the Board of Directors to conduct the Audit of the Cost accounting records of the Company for the Financial Year 2017 -18 amounting to Rs.21,000/- per annum exclusive of service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Place: Salem
Date: 29th May, 2017.

By Order of the Board,
For Sri Nachammai Cotton Mills Limited,

P.Umayal,
Chairman cum Managing Director,
Din.00110260.

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, as maintained under Section 189 of the Companies Act, 2013 will be available for inspection for the members at the AGM.
4. The Register of Members and Share Transfer books of the Company shall remain closed from **21st September, 2017 to 27th September, 2017** (both days inclusive).
5. Details in respect of the Director seeking appointment/re-appointment at the Annual General Meeting are furnished and form a part of the notice. The Director have furnished the requisite consents/declarations for his appointment /re-appointment.
6. Members holding shares in Physical form are requested to intimate immediately, any changes in their address to the Company's Share Transfer Agent, M/S. Cameo Corporate Services Limited. 'Subramanian Building', No.1, Club House Road, Chennai - 600002 and members holding shares in electronic mode may inform the same to their respective Depository Participant.
7. Members who hold shares in physical form in multiple folios and/or in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agents, for consolidation into a single folio.

8. Members are advised to demat the shares held in physical form, as holding of securities in demat form eliminates bad delivery, saves stamp duty on transfers, ensures faster settlement, eases portfolio management and provides 'online' access through internet'.
9. Members are requested to register their e-mail to obtain faster, accurate and complete communications from the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Account (s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
11. Copies of the Annual Report 2017, the Notice of the 37th Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form are being sent by permitted mode.
12. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report 2017 will be available on the Company's website, www.sncmindia.com. The physical copies of the aforesaid documents will also be available at the Company's Registered office for inspection during business hours on working days. Members who require communication, or have any other queries, may write to us at sncmro@gmail.com.
13. A member requiring clarification on account or operations of the Company shall write to the Chief Financial Officer/Company Secretary at least 7 days before the meeting, so that the information required can be provided.
14. Voting through Electronic Means
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the Company is pleased to provide its members, facility to exercise their right to vote at the 37th Annual General Meeting by Electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:

- (i) The e-voting period begins on **24th September, 2017(9.00 a.m) and ends on 26th September, 2017 (5.00 p.m.)** During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **20.09.2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Enter your User ID.
 - a) For CDSL: 16 digits beneficiary ID.
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as Physical shareholders)</p> <p>*Members who have not updated their PAN with the Company/RTA/DP / are requested to use the first two letters of their name and the sequence number in the PAN field. The Sl. No. Printed on your address slip pasted on the Annual Report envelope added with sufficient 0s in between the first two letters of your name and the Sl.No. to fill the ten digit PAN field for this purpose. Example: If your name is Ramesh Kumar with Sl.No. 1 then enter RA00000001 in the "PAN field".</p>
Date of Birth (DOB) Dividend Bank Detail	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company in which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of "Sri Nachammai Cotton Mills Limited".

(xii) On the voting page, there will be "RESOLUTION DESCRIPTION" and against the same the option YES/NO" for voting. Select the option YES or NO as desired. The option YES implies assent to the Resolution and option NO implies dissent to the resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" to view the Resolution details.

(xiv) After selecting the resolution to vote on, click on "SUBMIT". A confirmation box will be displayed. To confirm the vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.

(xv) Once the vote on the resolution is "CONFIRM", shall not be allowed to modify the vote.

(xvi) A print of the votes cast can be taken by clicking on "Click here to print" option.

(xvii) If a Demat account holder has forgotten the login password then Enter User ID and the image

verification code a and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders, Custodians and Non- individual shareholders

* Non- individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to www.evoting.com and register themselves as Corporates.

* A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e- mailed to helpdesk.evoting@cdslindia.com.

* After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

* The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

* A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.e-voting@cdslindia.com.

(xx) In case of members receiving the Physical copy and person who acquire shares of the Company and become a member of the Company as on the Cut -off date.

a) Please follow all steps from Sl. Nos. (i) to (xvi) above to cast vote.

b) In case of any queries or issues regarding e-voting, members may refer to Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to heldesk.evoting@cdslindia.com.

VOTING AT THE VENUE OF THE AGM

i) The Company offers the facility for voting through polling paper at the meeting. The Members as on the cut-off date 20.09.2017 attending the AGM are entitled to exercise their voting right at the meeting.

ii) Members who have cast their vote by e-Voting may attend the AGM and shall not be entitled to cast their vote.

iii) The Chairman will fix the time for voting at the Meeting. Shareholders present in person or by Proxy can vote.

General Instructions

1. The cut – off date for the purpose of e-voting has been fixed as 20.09.2017. Members holding shares as on this cut off date should endeavour to cast their vote.

2. Voting rights of Shareholders shall be in proportion to their shareholding in the Company as on the cut-off date of 20.09.2017
3. In case a Shareholder by inadvertence or otherwise has voted under more than one option, his voting by only one mode shall be taken as final and valid.
4. Mr.M.R.L. Narasimha, Company Secretary in Practice, Coimbatore (Membership No. 2851' CP No. 799) has been appointed as Scrutinizer to scrutinize the e-voting.
5. The Scrutinizer shall after the conclusion of voting at the AGM.
 - (i) Count the votes cast at the Meeting through polling paper.
 - (ii) Thereafter unlock the votes cast through remote e-voting which will be done in the presence of two witnesses, not in the employment of the Company.
 - (iii) The Scrutinizer not later than two days of the conclusion of the AGM shall submit a Consolidated scrutinizer report of the total votes cast through remote e-voting process and poll cast at the AGM to the Chairman.
 - (iv) The Chairman or a person authorised by him in writing shall declare the result of the voting based on Scrutiniser's Report.
 - (v) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of AGM.
 - (vi) The results declared along with the Scrutiniser's report will be placed on the company's website www.sncmindia.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared and also communicated to BSE.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No.4

The Board of Directors on the recommendation of the Audit Committee, has approved the appointment of Sri V. Balasubramanian, Cost Accountant for the audit of Cost accounting records of the Company pursuant to the Companies (Cost Records and audit) Rules, 2014 for the financial year 2017-18 at a remuneration of Rs.21,000/- per annum excluding the applicable service tax and reimbursement of out of pocket expenses incurred by him in connection with the audit. Board of Directors has accepted the recommendation of the Audit Committee and approved his appointment. As per the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, Remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company shall be ratified by the Shareholders.

The Company has received a Certificate from the Cost Auditor confirming his independence and his willingness to act as the Cost Auditor of the Company.

None of the Directors, Key managerial personnel or their relatives is concerned or interested in the resolution.

By Order of the Board,
For Sri Nachammai Cotton Mills Limited,

Place: Salem
Date: 29th May, 2017.

P.Umayal,
Chairman cum Managing Director.
Din.00110260

Details of Director seeking appointment /and re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015	
Name	Sri. A. Annamalai
DIN No.	00625832
Date of Birth & Age	15.02.1956(61 yrs)
Nationality	INDIAN
DOA on the Board	19.09.1997
Relation with other Director	Father of Sri. A. Arunkumar
Qualification	SSLC
Experience	27 Years in Business
No. of Shares held	3718
List of Directorships held in other Companies	Supreme Yarn Spinners Limited
Chairman/Member of the Committees of the Board of other companies in which he/she is Director	Nil