

SRI NACHAMMAI COTTON MILLS LIMITED,

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

11.12.2014

To
Sri. PL. Subbiah,
No.5 Malligai Street,
Behind ABT Hospital,
Annamalai Nagar,
TRICHY 620018

Our Ref : _____

Dated : _____

Dear Sir,

We are pleased to inform you that the Shareholders of the Company at the 34th Annual General Meeting held on 10.12.2014 have passed the Resolution for your appointment as an Independent Director of the Company pursuant to the provision stated under the Companies Act, 2013 (Act).

As per the requirements of the Act, the above is being formalized through this letter of appointment. This letter sets out the terms of your appointment as an Independent Director. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

The terms of your appointment, as set out in this letter, are subject to the extent provisions of the :

- applicable laws, including the Act and Clause 49 of the Standard Listing Agreement, as amended from time to time (Listing Agreement) and;
- Articles of Association of the Company

The term Independent Director should be construed as defined under the Companies Act, 2013 and the listing agreement.

The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board

1. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- You shall act in accordance with the Company's Articles of Association.
- You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- You shall discharge your duties with due and reasonable care, skill and diligence.
- You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

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Fax : (0427) 2331951
email : sncm@rediffmail.com
Cell : 98427 - 27766
CIN : L17115TZ1980PLC000916

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.sncmindia.com

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VI. You shall not assign your office as Director and any assignments so made shall be void.

2.Strategy: Non-Executive Directors should constructively challenge and help develop proposals on strategy;

3.Performance: Non-Executive Directors should scrutinise the performance of management in meeting agreed goals and objectives;

4.Risk: Non-Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;

4.People: Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning;

5.Reporting: Non-Executive Directors take responsibility for the processes for accurately reporting on performance and the financial position of Sri Nachammai Cotton Mills Limited .

6.Compliance: Non-Executive Directors should keep governance and compliance with the applicable legislation and regulations under review and the conformity of practices to accepted norms.

7. Conflict of Interest :

7.1 It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

7.2 In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that you are independent, this should be disclosed to both the Chairman and the Secretary.

8. Confidentiality : All information acquired during your appointment is confidential to this Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by this Company

9. Induction : Immediately after your appointment, you will be invited to attend an initial induction session and, thereafter, ongoing training and familiarisation sessions, including briefings from management and site visits. Please avail yourself of these opportunities as fully as is appropriate to your personal circumstances.

10. Evaluation : The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. As per the Policy, the Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Your appointment and re-appointment on the Board shall subject to the outcome of the yearly evaluation process.

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13. Termination

a. You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.

b. Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.

14. Governing Law

This agreement is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

/Certified True Copy/
For Sri Nachammai Cotton Mills Ltd.,


Company Secretary

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To
Sri A Alagappan
Sathyamoorthy Illam
3022/3 V O C Nagar
Thanjavur 613 007

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/Certified True Copy/

For Sri Nachammai Cotton Mills Ltd.,


Company Secretary

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11.12.2014

Our Ref : _____

To
Sri Perumal Madhavagopal,
Director, 51B Pulikuthi Main Road,
Gugai, Salem 636 006

Dated : _____

Dear Sir,

We are pleased to inform you that the Shareholders of the Company at the 34th Annual General Meeting held on 10.12.2014 have passed the Resolution for your appointment as an Independent Director of the Company pursuant to the provision stated under the Companies Act, 2013 (Act).

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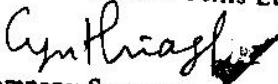
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FOR SRI NACHAMMAI COTTON MILLS LTD.,


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Dated : _____

To
Sri S. Ravichandran,
New no. 45, Sri Shanmugar Road,
R.S.Puram P.O.
COIMBATORE 641002.

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13. Termination

a. You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.

b. Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.

14. Governing Law

This agreement is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

/Certified True Copy/

For Sri Nachammai Cotton Mills Ltd.,


Company Secretary

Telephone : (0427) 2330847, 2331879 & 2330466
Fax : (0427) 2331951
email : sncm@rediffmail.com
Cell : 98427 - 27766
CIN : L17115TZ1980PLC000916

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.sncmindia.com

SRI NACHAMMAI COTTON MILLS LIMITED,

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

Our Ref : _____

Dated : _____ 11.12.2014

To
Smt. Shantha Radhakrishnan,
4 Venkatesapuram,
SALEM 636007

Dear Madam,

We are pleased to inform you that the Shareholders of the Company at the 34th Annual General Meeting held on 10.12.2014 have passed the Resolution for your appointment as an Independent Director of the Company pursuant to the provision stated under the Companies Act, 2013 (Act).

As per the requirements of the Act, the above is being formalized through this letter of appointment. This letter sets out the terms of your appointment as an Independent Director. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

The terms of your appointment, as set out in this letter, are subject to the extent provisions of the :
i. applicable laws, including the Act and Clause 49 of the Standard Listing Agreement, as amended from time to time (Listing Agreement) and;
ii. Articles of Association of the Company

The term Independent Director should be construed as defined under the Companies Act, 2013 and the listing agreement.

The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board

1. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- I. You shall act in accordance with the Company's Articles of Association.
- II. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- III. You shall discharge your duties with due and reasonable care, skill and diligence.
- IV. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

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Our Ref : _____

2

Dated : _____

VI. You shall not assign your office as Director and any assignments so made shall be void .

2.Strategy: Non-Executive Directors should constructively challenge and help develop proposals on strategy;

3.Performance: Non-Executive Directors should scrutinise the performance of management in meeting agreed goals and objectives;

4.Risk: Non-Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;

4.People: Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning;

5.Reporting: Non-Executive Directors take responsibility for the processes for accurately reporting on performance and the financial position of Sri Nachammai Cotton Mills Limited .

6.Compliance: Non-Executive Directors should keep governance and compliance with the applicable legislation and regulations under review and the conformity of practices to accepted norms.

7. Conflict of Interest :

7.1 It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

7.2 In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that you are independent, this should be disclosed to both the Chairman and the Secretary.

8. Confidentiality : All information acquired during your appointment is confidential to this Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by this Company.

9. Induction : Immediately after your appointment, you will be invited to attend an initial induction session and, thereafter, ongoing training and familiarisation sessions, including briefings from management and site visits. Please avail yourself of these opportunities as fully as is appropriate to your personal circumstances.

10. Evaluation : The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. As per the Policy, the Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Your appointment and re-
~~appointment on the Board shall subject to the outcome of the yearly evaluation process.~~

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Our Ref : _____

Dated : _____

3

11. Independent Professional Advice : There may be occasions when you consider that you need professional advice in furtherance of your duties as a Director and it will be appropriate for you to consult independent advisers at the Company's expense. The Company will reimburse the full cost of expenditure incurred in accordance with the Company's policy.

12. Disclosure of Interest : The Company must include in its Annual Accounts a note of any material interest that a Director may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

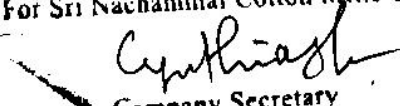
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/Certified True Copy/
For Sri Nachammai Cotton Mills Ltd.,

Company Secretary

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PROFILE OF THE DIRECTORS

1.Mr.PL.Subbiah, Independent Director

Born on 12/04/1969, he completed his B.E. (ECE) in the year 1990 and since then has worked in the electronic industry for about 22 years. He was first recruited as a senior Engineer in Rawmat Electronics – Singapore from 1990-1994 and then underwent training in Ireland and Germany for designing Power transformers and magnetic components and had helped to set up a production unit in Czech Republic. Later in the year 1997-2000, he had held the position of Director – Indian operations in Talema Electronic India Pvt Ltd (Subsidiary of Talema Group – Germany) and as a project manager in the year 2000-2001 in Burr Brown – A unit of Texas Instruments. He was the Managing Director of GT Electronic India Pvt Ltd, Pondicherry during the year 2001-2005 and in Talema Electronic India Pvt Ltd from 2005-2011 respectively. At present, he is the Managing Director of Egston Electronic India Pvt.Ltd.

2.Mr.Perumal Madhava Gopal, Independent Director

Born on 06/02/1944, he completed his Diploma in Textile Manufacturing in Coimbatore and has a Diploma in Textile Technology from British Institute of Education, London. He is carrying on the Business of Manufacturing of Handloom Cloth, and is also a dealer of Gold Thread (Jari) and a Distributor of Electronic Entertainment Equipments.

3.Mr. A. Alagappan, Independent Director

Born on 07/07/1956, he graduated in Business Administration from Madurai University in the year 1976 and thereafter he carried on his family business of coffee Cultivation and Consumer products distribution for more than two decades. He has served as the President of Thanjavur Chamber of Commerce & Industry. At present, he is the Managing trustee of Wisdom Foundation, an educational trust established to impart education to the younger section of the Society and is also the Founder Director of Blossom Public School, Thanjavur and is the Director of Alagu Human Resources Development Enterprise.

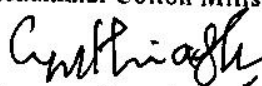
4.Mr. S.Ravichandran, Independent Director

Born on 23/01/1946, he is a graduate in Chemical Engineering and a post graduate in Business Administration with well over 40 years of professional experience. He has been associated with Textile Industry since 1979 as a distributor of Textile machinery accessories.

5.Mrs. Shantha Radhakrishnan, Independent Director

Born on 13/08/1947, she is a Doctor by profession holding a degree in Medicine (M.B.B.S) in M.B.B.S. and has completed DCH in London having 35 years of professional experience.

For Sri Nachammai Cotton Mills Ltd.,


Company Secretary