



Sri Ramakrishna Mills (Coimbatore) Ltd.,

Regd. Office : 1493, Sathyamangalam Road, P.B. No. 2007, Ganapathy, Coimbatore - 641 006, India.
Fax : 91-422-2531579, Phone : 0422-2531022, 2531122, E-mail : srmc@vsnl.com

August 18, 2016

M/s.BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001.

K.Attn: Mr.Jeevan Noronha

Dear Sirs,

Sub: Annual Report for the year 2015-16 –
submission of – reg.
<<<>>>

Pursuant to Regulation 34(1) of SEBI (LO&DR) Regulations 2015,
we are attaching herewith the Annual Report for the year
2015-16 .

Kindly take on record the same.

Thanking you,

Yours faithfully,

Encl : as above

For Sri Ramakrishna Mills (Coimbatore) Ltd.,

(S.A. SUBRAMANIAN)
Company Secretary



69th
ANNUAL REPORT
2015-2016

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED
COIMBATORE - 641 006



Board of Directors

Sri. D. LAKSHMINARAYANASWAMY (DIN : 00028118)
(Managing Director)

Sri. N. JOTHIKUMAR (DIN : 00028025)

Sri. R. NARAYANAMURTHY (DIN : 00028158)

Sri. R. RADHAKRISHNAN (DIN : 00028190)

Smt. L. NAGASWARNA (DIN : 00051610)

Company Secretary

Sri S.A. SUBRAMANIAN

Chief Financial Officer

Sri G. KRISHNAKUMAR

Internal Auditor

Smt. SASIREKHA VENGATESH
Coimbatore.

Secretarial Auditor

Smt. C. JAYANTHI
Coimbatore

Auditors

M/s. M.S. JAGANNATHAN & VISVANATHAN
COIMBATORE.

Bankers

THE SOUTH INDIAN BANK LTD

Registered Office

No.1493, SATHYAMANGALAM ROAD
GANAPATHY POST
COIMBATORE – 641 006
PHONE : 0422-2531022 / 2531122
E-mail : srmc@vsnl.com

Mill

NAGARI (A.P)

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SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

NOTICE OF THE 69th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 69th ANNUAL GENERAL MEETING of the members of SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED will be held on Monday, the 12th day of September 2016 at 9.00 a.m. at the Registered Office of the Company at No.1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641006 to transact the following business:

A G E N D A

ORDINARY BUSINESS

ITEM NO.1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Financial Statements of the company for the year ended 31st March 2016 including audited Balance Sheet of the Company as at 31st March, 2016 and Statement of Profit and Loss of the Company and Cash Flow Statement for the year ended on that date and the reports of the Directors and Auditors thereon.

ITEM NO.2 – RE-APPOINTMENT OF DIRECTOR

To appoint a Director in the place of Smt.L.Nagaswama (DIN: 00051610) who retires by rotation and being eligible, offers herself for re-appointment.

ITEM NO.3 – APPOINTMENT OF AUDITORS

To appoint the Auditors of the Company and fix their remuneration and in this regard to pass the following resolution as an Ordinary Resolution thereof.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee, M/s.M.S.Jagannathan & Visvanathan (Firm Registration No.001209S), Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company to hold Office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

By Order of the Board
For Sri Ramakrishna Mills (Coimbatore) Limited

Place : Coimbatore
Date : 28.07.2016

D. LAKSHMINARAYANASWAMY
Managing Director
(DIN : 00028118)

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY OR PROXIES MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
 - A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as a proxy for any other person or shareholder.
- The Register of Members and Share Transfer Books of the Company will remain closed from 06.09.2016 to 12.09.2016 (both days inclusive).
- As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report for the meeting.
- The Shareholders are requested to intimate, if shares are held in the same name or in the same order and names, but in more than one folio to enable the Company to consolidate the said folios into one folio.
- Members desirous of making nomination in respect of their shareholding in the company as permitted under Section 72 of the Companies Act, 2013 are requested to submit the prescribed Form 2B for this purpose to the Company.
- Members are requested to communicate their change of address, if any, quoting their folio numbers to the Registrars and Share Transfer Agents, M/s.SKDC Consultants Limited, “Kanapathy Towers”, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006. Similarly members holding shares in Demat form, shall intimate the change of address, if any, to their respective Depository Participants.
- Electronic copy of the Notice of the 69th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 69th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Attendance Slip and Proxy Form is being sent in the permitted mode.
- Members who have still not registered their e-mail ID are required to register their e-mail addresses, in respect of shares held in electronic mode, with their Depository Participant and in respect of the shares held in physical mode, with the Company / Registrar and Share Transfer Agent of the Company.
- Members may also note that the Notice of the 69th Annual General Meeting and the Annual Report for the year 2015-16 will also be available on the Company's website www.ramakrishnamills.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email ID : srmc@vsnl.com
- Mrs. Sasirekha Vengatesh, Chartered Accountant has been appointed as a scrutinizer to scrutinize e-voting process in a fair and transparent manner.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 69th Annual general Meeting scheduled to be held on Monday, the 12th September 2016 at 9.00 a.m by electronic means and the business may be transacted through e-voting. The company has engaged the services of CDSL as the authorized Agency to provide the e-voting facilities as per instructions below:-

The instructions for shareholders voting electronically are as under:

- The voting period begins on 09.09.2016 at 9.00 a.m. IST and ends on 11.09.2016 at 5.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.



- iv) Click on Shareholders.
- v) Now 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.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.
- viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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 on 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant SRI RAMAKRISHNA MILLS (COIMBATORE) LTD, on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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.
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Details of persons to be contacted for issues relating to e-voting:

M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor
 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006
 Phone : +91 422 6549995, 2539835-836 Fax : +91 422 2539837
 E-mail : info@skdc-consultants.com
 Website : www.skdc-consultants.com

The notice of the Annual General Meeting and this communication are also available on the website of the www.evotingindia.co.in

AS THE COMPANY HAS PROVIDED E-VOTING / VOTING IN TERMS OF Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING. THE SCRUTINIZER WILL COLLATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES POLLED AT THE AGM THROUGH POLLING PAPER TO DECLARE THE FINAL RESULT FOR EACH OF THE RESOLUTIONS FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING.

The documents referred to in the accompanying NOTICE will be available for inspection at the Registered Office of the Company during business hours on all working days upto the date of declaration of the results of the 69th Annual General Meeting of the Company.

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

Annexure-I to ITEM NO.3 OF THE NOTICE

Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be reappointed.

Name of the Director	Smt. Lakshminarayanawamy Nagaswama
Age	64 years
Date of appointment on Board	14.08.2014
Qualification	B.Com., MBA
Brief Resume including experience	She was employed with Lakshmi Machine Works Ltd, a premier Textile Manufacturing Company in Coimbatore as its Financial Controller. Joined the company as Administrative Manager in 1982 and elevated to the position of Chief Executive of the Company in 1988. She was responsible for the general administration of the Company comprising purchase of stores, spares and other commodities, recruitment and training and coordinating various activities relating to the operations of the company.
Experience in specific functional area	More than 4 decades of experience in textile industry
Other Directorship	NIL
Relationship with other Directors	Related to Managing Director
No.of Equity shares held in the company.	937264

Place: Coimbatore
Date : 28.07.2016

By Order of the Board
For Sri Ramakrishna Mills (Coimbatore) Limited

D. LAKSHMINARAYANASWAMY
Managing Director
(DIN : 00028118)



REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors submit the following Report on the working of the Company for the year ended 31.03.2016.

After meeting all working expenses, interest, repairs to machinery and buildings, the working result of the company for the year 2015-16 is given below :-

Financial results:

	Year Ended	
	31.03.2016 Rs.	31.03.2015 Rs.
(Loss) before Interest and Depreciation	(1,42,80,294)	(2,74,43,316)
Less : Interest	(3,11,59,857)	(4,49,04,680)
Depreciation	(80,21,409)	(1,23,38,637)
(Loss) before Exceptional items	(5,34,61,560)	(8,46,86,633)
Exceptional Item: Surplus on conversion of land into Stock-in-Trade	-	6,82,42,005
(Loss) after Exceptional Item	(5,34,61,560)	(1,64,44,628)
(DEFICIT) carried over to Balance Sheet	(5,34,61,560)	(1,64,44,628)

Performance:

The turnover of the Company marginally increased to Rs.18.62 crores from Rs.16.25 crores and the company has incurred a loss of Rs.5.35 crores after charging interest and depreciation. This is mainly due to increase in raw material cost and sub-optimal utilization of capacity.

The volatility in cotton price continues to hurt the industry very much and there is no matching price increase in yarn prices. Further, the demand has also not picked up significantly. Add to this, higher interest rate has affected the performance.

Future:

Given the strong urban consumption boosted by Pay Commission dole outs and favourable monsoon the demand is expected to pick up considerably. Further, the Government has recently announced a slew of measures for Textile Sector to generate 10 million jobs, boost exports and improve competitiveness and to achieve economy of scales. The company intends to operate its plant in a healthier environment utilizing the available power to the maximum and thereby improve its performance.

Management Discussion and Analysis

In terms of the provisions of Regulation 34(3) and Schedule-V of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Management Discussion and Analysis is set out in this report. It contains an analysis on the performance of the industry, the Company, Internal Control System and Risk management policy.

Board of Directors:

The composition of the Board of Directors of the Company is furnished in the Corporate Governance Report annexed to this report. The Company has issued letters of appointment to all the independent directors and the terms and conditions of their appointment have been disclosed on the website of the company. In terms of Section 149 of the Companies Act, 2013 (Act), Sri.N.Jothikumar (DIN:00028025) Sri.R.Narayanamurthy (DIN:00028158) and Sri.R.Radhakrishnan (DIN:00028190), Independent Directors were appointed by the Shareholders at the 67th Annual General Meeting (AGM) held on September 29, 2014 for a period of five years to hold Office upto September 28, 2019. All the independent directors have affirmed that they satisfy the criteria laid down under Sec.149(6) of the Act and Regulation 16(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Further, the Company's Code of Conduct suitably incorporates the duties of independent directors as laid down in the Act.

Retirement by rotation:

Smt.L.Nagaswama (DIN: 00051610), who has been appointed as a Whole time Director, retires by rotation at the ensuing Annual General Meeting of the Company, as per the terms of her appointment. The place so vacated by her has to be filled up at the same meeting. The retiring Director is eligible for re-appointment at the ensuing Annual General Meeting. Accordingly, a resolution to this effect is included in the Agenda for consideration of members at the ensuing Annual General Meeting of the Company.

Board Meetings:

During the year Four (4) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening period between two consecutive meetings was within the period prescribed under the Act.

Meeting of Independent Directors:

During the year, one separate meeting of independent directors was held. All the independent directors were present at this meeting. In the said meeting, the independent directors assessed the quality, quantity and timeliness of flow of information between the management and the Board and expressed that the current flow of information and contents were adequate for the Board to effectively perform its duties.

Board Evaluation

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been framed by the Nomination and Remuneration Committee and approved by the Board. A questionnaire consisting of certain criteria is adopted for reviewing the functioning and effectiveness of the Board and for identifying possible areas for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision making of the Directors, relationship to Stakeholders, Company performance, company strategy and effectiveness of the whole Board and its various committees on a scale of one to five.

Necessary feed back is provided for improvement in the performance of the Directors and the functioning of the overall Board and the various committees.

Familiarisation Programme for Independent Directors :

The Company has put in place required programme for independent directors to get familiarized with the Organisation and also about their duties and responsibilities.

Key Managerial Personnel:

Sri.D.Lakshminarayanawamy (DIN:00028118), Managing Director, Smt.L.Nagaswama, Wholetime Director (DIN:00051610), Sri.S.A.Subramanian and Sri.G.Krishnakumar as Company Secretary and Chief Financial Officer respectively constitute Key Managerial Personnel of the Company.

Remuneration Policy:

The policy on appointment, remuneration and evaluation criteria for Directors and Senior Management is as per the recommendation of the Nomination and Remuneration Committee of the Board. The Company recognized that Compensation Policy is an important and strategic tool in the achievement of vision and goals of the company. It is in keeping with the performance of the individuals, internal equity, market trends and industry practices, legal requirements and appropriate governance standards.

The Nomination and Remuneration Committee recommends the remuneration of Directors and Senior Management personnel which is approved by the Board of Directors, subject to the approval of shareholders, where necessary.

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

Audit Committee:

In terms of the provisions of Section 177 of the Act and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Audit Committee of the Board was reconstituted to act in accordance with the terms of reference prescribed therein. Detailed disclosure on composition, terms of reference and meetings of the Audit Committee are furnished in the Corporate Governance Report.

Statutory Auditors:

The Auditors of the Company M/s.M.S.Jagannathan & Visvanathan were appointed at the last AGM to hold Office till the conclusion of 69th Annual General Meeting. Pursuant to the provisions of the Companies Act, 2013 and Rules framed thereunder and on the basis of recommendation of the Audit Committee, subject to approval of Members at the ensuing Annual General Meeting, they can be re-appointed. Necessary resolution is included in the Agenda of the ensuing Annual General Meeting for Members' consideration.

Cost Audit:

Ministry of Corporate Affairs (MCA) has vide Notification dated 31st December 2014 amended the Companies (Cost Records and Audit) Rules 2014. Accordingly, the rules apply to the Companies which have turnover exceeding the prescribed limits. Since the Company's turnover is less than the prescribed limit, the company is exempt from maintenance of Cost Records and Audit thereof.

Secretarial Audit:

Smt.C.Jayanthi, Practising Company Secretary was appointed to conduct the Secretarial Audit of the Company for the Financial year 2015-16 as required under Sec.204 of the Act, and Rules made thereunder. The Secretarial Audit Report for the Financial Year 2015-16 forms part of the Annual Report as annexure to the Board's Report.

The Board has appointed Smt.C.Jayanthi, Practising Company Secretary as Secretarial Auditor of the Company for the Financial Year 2016-17.

Internal Auditor :

The Company continues to engage Smt.Sasirekha Vengatesh, Chartered Accountants as Internal Auditors of the Company. The scope of work includes review of processes for safeguarding the assets of the company, review of operational efficiency, effectiveness of systems and processes and assessing the strength and weaknesses of internal control. Internal Auditors reports are placed before the Audit Committee on a regular basis for taking suitable action for improvement, wherever required.

Directors' Responsibility Statement:

As required under section 134 of the Act, it is stated

- that in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures.
- that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year (i.e)31st March 2016 and of the loss of the company for that period.
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- that the directors had prepared the annual accounts on a "going concern" basis.
- that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Related Party Transactions:

All contracts / arrangements / transactions entered into by the company during the Financial Year with related parties were in the ordinary course of business and on arm's length basis. During the year, the company had not entered into any contracts / arrangements / transactions with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

Statement giving details of the Contacts / arrangements / transactions with related parties is placed before the Audit Committee and the Board of Directors for their approval on quarterly basis.

Corporate Social Responsibility :

Pursuant to Sec.135 of the Act, the Company does not satisfy the eligibility criteria with regard to the network, turnover and net profit and hence the company is not required to comply with the provisions relating to CSR.

Subsidiary and Associate Companies:

The Company does not have any Subsidiary or Associate Companies. Accordingly, furnishing the details as required in Form AOC-1 pursuant to Section 129 of the Companies Act, 2013 in respect of above does not arise.

Fixed Deposits:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Rules framed thereunder. Further, all the deposits prior to the commencement of the Companies Act, 2013 were fully repaid and as on 31.03.2016, there was no Fixed Deposit lying with the Company.

Energy Conservation, Technology Absorption and Foreign Exchange earnings & outgo :

The information on the above stipulated under Sec.134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules 2014 is annexed herewith as Annexure-I.

Particulars of Directors, Key Management Personnel and Employees:

The information required pursuant to Sec.197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 in respect of Directors, Key Management Personnel and employees of the Company are provided in the Annual Report.

Corporate Governance

A separate Report on Corporate Governance is attached to this report. A certificate from the Auditors of the company confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 27 and Part-E of Schedule-II of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, is attached to this report.

Other Disclosures:

- Details of loans, guarantees and investments under the provisions of Sec.186 of the Act are given as Annexure.
- The internal control systems and its adequacy are discussed in the Management Discussion and Analysis annexed to the Directors' Report.
- There was no significant material order passed by the Regulators / Courts which would impact the going concern status of the company and its future operations.
- The details forming part of the extract of the Annual Return in Form MGT-9 is annexed to the Directors' Report.
- The Company has adopted the Whistle Blower Policy for Directors and Employees of the Company to report concerns about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and ethics. The policy is provided pursuant to Reg. 22 and Reg.46(2)e of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. It also provides for adequate safeguard against victimization of Directors / Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The policy is also disclosed in the Company's Website.



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- f. The Company has adopted a code of conduct for the Board of Directors and Senior Management of the company and all of them have affirmed compliance of the same.
- g. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Necessary mechanism has been put across the company in this regard to cover all the women employees in the company.
- h. As contemplated under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, certificate from MD/CEO Sri.D.Lakshminarayanawamy & CFO Sri.G.Krishnakumar was placed before the Board of Directors at the meeting held on 26.05.2016.
- i. Pursuant to Sec.134(3)(l) of the Act, there was no significant material changes and commitments affecting the financial position of the Company has taken place between the end of the financial year of the company and the date of Directors' Report.

Real Estate Development:

Company has entered into a Development Agreement.

Necessary building plans have been submitted to the Town Planning Authority and their approval is expected shortly and the project will be launched immediately.

General:

Our thanks are due to The South Indian Bank Ltd., for their support and assistance to meet our business needs.

The Directors appreciate the services rendered by the Officers, Staff and the employees of the Company.

We pray for the Grace of Almighty Sri Jaganatha Perumal for the prosperity of the Company.

Place : Coimbatore

Date : 28.07.2016

For and on behalf of the Board of Directors
of Sri Ramakrishna Mills (Coimbatore) Limited

D. LAKSHMINARAYANASWAMY

Chairman of the meeting

(DIN : 00028118)

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

ANNEXURE-I TO DIRECTORS' REPORT

Particulars pursuant to provisions of section 134 of the Companies Act, 2013 read with companies (Accounts) Rules, 2014.

A. Conservation of Energy:

- Energy Conservation measures taken : None
- Additional investments and proposals being implemented for reduction of consumption and consequent impact on cost of production:
Proposed to replace the existing motors with energy efficient motors attached to various machinery.
- Impact of measures (a) and (b) for reduction of energy consumption and consequent impact on cost of production:
The proposals implemented in the earlier years are closely monitored.
- Total energy consumption and energy consumption per unit of production as prescribed in Form-A.

	Year Ended	
	31.03.2016	31.03.2015
(A) Power and Fuel Consumption:		
1. Electricity:		
a) Purchased:		
Units (in lakhs)	50.22	62.16
Total amount (Rs.in lakhs)	356.67	398.93
Rate per Unit (Rs.)	7.10	6.41
b) Own Generation:		
i) Through Diesel Generator		
Units (in lakhs)	--	--
Units per litre of Diesel Oil	--	--
Cost/Unit (Rs.)	--	--
ii) Through Steam turbine/Generator	Nil	Nil
2. Coal	Not used	Not used
3. Furnace Oil	Not used	Not used
4. Other/internal generation	Nil	Nil
(B) Consumption per unit of production:		
Electricity – Units per kg. of yarn	5.15	5.16

B. Technology Absorption:

Efforts made in Technology absorption as per Form B:

The company used indigenous technology only. Being a member of South India Textile Research Association, the company is able to get the benefits of the latest technology available for textile industry.

C. Foreign Exchange earnings and Outgo:

Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans:

Steps are being taken to export yarn and to explore new markets.

- Total foreign exchange earned and used:

Earned : Export of yarn - in Foreign Exchange (FOB) : NIL
Used : Expenditure in Foreign Currency on account of Travelling : Rs. 2,53,114/-

For and on behalf of the Board of Directors
of Sri Ramakrishna Mills (Coimbatore) Limited

D. LAKSHMINARAYANASWAMY
Chairman of the meeting
(DIN : 00028118)

Place: Coimbatore
Date : 28.07.2016



ANNEXURE - II

**DISCLOSURE PURSUANT TO SEC.197(12) OF THE COMPANIES ACT, 2013
READ WITH RULE 5(1) OF CHAPTER XIII, COMPANIES
(APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014**

S.No.	Name / Designation	Remuneration for the year ended		% increase	Ratio of remuneration to Median remuneration
		31.03.2016 Rs.	31.03.2015 Rs.		
1.	D.Lakshminarayananaswamy, Managing Director	30,16,500	30,16,500	---	24.8
2.	L. Nagaswama, Whole Time Director	19,79,991	18,26,419	8.4	16.4
3.	Median Remuneration	1,20,999	1,10,844	9.2	---
4.	Total number of permanent Employees	152 Nos.	153 Nos.		
5.	Average increase in remuneration is about 9.8% and this is minimal and in keeping with market trend.				

COMPARISON OF REMUNERATION OF KEY MANAGEMENT PERSONNEL

S.No.	Name / Designation	Remuneration for the year ended		Increase or Decrease %
		31.03.2016 Rs.	31.03.2015 Rs.	
6.	S.A. Subramanian Company Secretary	5,73,379	4,94,226	16.0
	G. Krishnakumar CFO	4,32,487	3,31,774	30.3
7.	Performance of the Company :			
i)	Revenue (in M)	197.70	163.63	20.8
ii)	Loss (in M)	53.46	16.44	-
iii)	Market Capitalisation (in M)	104.64	112.47	(6.96)
iv)	P/E ratio	-ve	-ve	
v)	Market quotation per share	14.70	15.80	(6.96)

8. i) Average percentile increase in the Salaries of employees and the average percentile increase in the remuneration of Managerial Personnel is the same about 9.8%
- ii) There is no exceptional circumstances for the increase in the Managerial remuneration.
9. Against the Company's performance, the remunerations to Key Management Personnel are reasonable and market linked.
10. There is no variable component of remuneration availed by the Directors.
11. No employee received remuneration in excess of the highest paid Director.
12. Remuneration received by the employees is as per the Remuneration Policy of the Company.
13. No employee was in receipt of a remuneration of Rs.60.00 lakhs or more per annum if employed throughout the year or Rs.5.00 lakhs or more per month if employed for a part of the year.
14. No employee was in receipt of remuneration in the year which is in excess of that drawn by Managing Director or Whole Time Director and holding not less than two percent of the Equity Share Capital of the Company.

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

ANNEXURE - III - DIRECTORS REPORT

Form No. MGT-9

(Pursuant to Section 92(3) of the Companies Act, 2013
and Rule 12(1) of the Companies (Management and Administration) Rules 2014

EXTRACT OF ANNUAL RETURN
as on the Financial Year ended on 31st March 2016

I. REGISTRATION AND OTHER DETAILS

- i. CIN : L17111TZ1946PLC000175
ii. Registration Date : 06.09.1946
iii. Name of the Company : Sri Ramakrishna Mills (Coimbatore) Ltd
iv. Category / Sub-Category Of the Company : Textiles
v. Address of the Regd. Office and Contact details : 1493, Sathyamangalam Road
Ganapathy Post
Coimbatore - 641 006
Phone : 0422-2531022/2531122
e-mail : srmc@vsnl.com
Website : www.ramakrishnamills.com
vi. Whether listed company : Yes
vii. Name, Address and contact Details of Registrar
and Transfer Agent, if any : M/s. SKDC Consultants Ltd
Kanapathy Towers, 3rd Floor
139/A-1, Sathy Road, Ganapathy Post
Coimbatore - 641 006
Phone : 0422-6549995, 2539835-836
Fax : 91-422-2539837
e-mail : info@skdcconsultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated :

S.No.	Name & Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1.	Textile Spinning	1311	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Holding Company			NIL	
2.	Subsidiary Company			NIL	
3.	Associate Companies			NIL	



IV. Categorywise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
a) Individuals/ Hindu Undivided Family	3586100	1121	3587221	50.394	3560221	0	3560221	50.015	-0.379
b) Central Government/ State Government(s)	-	-	-	0.000	-	-	-	0.000	0.000
c) Bodies Corporate	683655	0	683655	9.604	683655	0	683655	9.604	0.000
d) Financial Institutions/ Banks	-	-	-	0.000	-	-	-	0.000	0.000
e) Any Others (Specify)	-	-	-	0.000	-	-	-	0.000	0.000
TRUSTS	-	-	-	0.000	-	-	-	0.000	0.000
Sub Total(A)(1)	4269755	1121	4270876	59.998	4243876	0	4243876	59.619	-0.379
(2) Foreign									
"a) Individuals (Non-Residents Individuals/ Foreign Individuals)"	-	-	-	0.000	-	-	-	0.000	0.000
b) Bodies Corporate	-	-	-	0.000	-	-	-	0.000	0.000
c) Institutions	-	-	-	0.000	-	-	-	0.000	0.000
d) Qualified Foreign Investor	-	-	-	0.000	-	-	-	0.000	0.000
e) Any Others (Specify)	-	-	-	0.000	-	-	-	0.000	0.000
Sub Total(A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	4269755	1121	4270876	59.998	4243876	0	4243876	59.619	-0.379
(B) Public shareholding									
(1) Institutions									
a) Mutual Funds/ UTI									
b) Financial Institutions / Banks	100	0	100	0.001	100	0	100	0.001	0.000
c) Central Government/State Government(s)									
d) Venture Capital Funds									
e) Insurance Companies									
f) Foreign Institutional Investors									
g) Foreign Venture Capital Investors									
h) Qualified Foreign Investor									
i) Any Other (specify)									
STRESSED ASSETS STABILISATION FUND	745500	0	745500	10.473	745500	0	745500	10.473	0.000
Sub-Total (B)(1)	745600	0	745600	10.474	745600	0	745600	10.474	0.000
(2) Non-institutions									
a) Bodies Corporate									
i) Indian	65433	15823	81256	1.142	90625	15823	106448	1.495	0.353
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs 1 lakh	474717	366330	841047	11.815	479888	363401	843289	11.847	0.032
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	975960	31791	1007751	14.157	974000	31791	1005791	14.130	-0.027
c) Others (specify)									
DIRECTORS & THEIR RELATIVES	58232	40150	98382	1.382	58232	40150	98382	1.382	0.000
NON RESIDENT INDIANS	45616	0	45616	0.641	45616	0	45616	0.641	0.000

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

CLEARING MEMBERS	2182	0	2182	0.031	805	0	805	0.011	-0.020
HINDU UNDIVIDED FAMILIES	25620	0	25620	0.360	28523	0	28523	0.401	0.041
Sub-Total (B)(2)	1647760	454094	2101854	29.528	1677689	451165	2128854	29.907	0.379
Total Public Shareholding (B)= (B)(1)+(B)(2)	2393360	454094	2847454	40.002	2423289	451165	2874454	40.381	0.379
C.Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A)+(B)+(C)	6663115	455215	7118330	100.000	6667165	451165	7118330	100.000	0.000

ii) Shareholding of Promoters

Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of Change during the year
	No. of shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	
LAKSHMINARAYANASWAMY.D.	666087	9.357	0.000	1440826	20.241	0.000	10.884
NAGASWARNA. L	937264	13.167	0.000	937264	13.167	0.000	0.000
SUHASINI.L.	618725	8.692	0.000	618725	8.692	0.000	0.000
SWATHY. L	563406	7.915	0.000	563406	7.915	0.000	0.000
SWATHY PROCESSORS LIMITED	326942	4.593	0.000	326942	4.593	0.000	0.000
SUHASINI SPINNERS LIMITED	258563	3.632	0.000	258563	3.632	0.000	0.000
SRI RAMAKRISHNA YARN CARRIERS LIMITED	85450	1.200	0.000	85450	1.200	0.000	0.000
SRI JAGANATHA TEXTILES LIMITED	12700	0.178	0.000	12700	0.178	0.000	0.000
DORAISWAMI. R	801739	11.263	0.000				-11.263
TOTAL	4270876	59.997	0.000	4243876	59.618	0.000	-0.379

iii) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S.No.	For each of top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	%	No. of shares	%
1	STRESSED ASSETS STABILIZATION FUND	745500	10.473	745500	10.473
2	SRIKANTH. C .	316450	4.446	316450	4.446
3	GOPISETTY RAVICHANDRA	171950	2.416	169524	2.382
3	GOPISETTY RAVI CHANDRA	1400	0.020	0	0.000
4	GOVINDARAJAN .	105000	1.475	105000	1.475
5	E RANI	79000	1.110	79000	1.110
6	P THIIPPANNA CHOWDARY .	40500	0.569	40500	0.569
7	GHANSHYAM KALWANI	39478	0.555	39478	0.555
8	VIMALA. M .	32500	0.457	32500	0.457
9	KANTILAL G VORA	31098	0.437	31098	0.437
10	SUDHARSHINI VARADARAJ	29872	0.420	29872	0.420

iv) Shareholding of Directors and KMP

S.No.	NAME	Shareholding at the beginning of the year		Shareholding at the end of the year		% of change during the year
		No. of shares	%	No. of shares	%	
1	D.LAKSHMI NARAYANASWAMY .	666087	9.357	1440826	20.241	10.884
2	NAGASWARNA. L .	937264	13.167	937264	13.167	0.000
3	JOTHIKUMAR,N.	12600	0.177	12600	0.177	0.000
4	NARAYANAMOORTHY,R	500	0.007	500	0.007	0.000
5	R. RADHAKRISHNAN	500	0.007	500	0.007	0.000



v) Transactions of Promoters of The Company from 01.04.2015 to 31.03.2016

Benpos Date	Folio/Demat ID	Name	PAN	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01/04/2015	IN30017510001355	LAKSHMINARAYANASWAMY.D.	AARPL8438J	624158			624158	8.768
31/07/2015	IN30017510001355	LAKSHMINARAYANASWAMY.D.	AARPL8438J	624158	819668		1443826	20.283
25/03/2016	IN30017510001355	LAKSHMINARAYANASWAMY.D.	AARPL8438J	1443826		27000	1416826	19.904
31/03/2016	IN30017510001355	LAKSHMINARAYANASWAMY.D.	AARPL8438J	1416826	0	0	1416826	19.904
01/04/2015	1204500000022616	D.LAKSHMI NARAYANASWAMY .	AARPL8438J	24000			24000	0.337
31/03/2016	1204500000022616	D.LAKSHMI NARAYANASWAMY .	AARPL8438J	24000	0	0	24000	0.337
01/04/2015	IN30017510494892	LAKSHMINARAYANASWAMY. D	AARPL8438J	17929			17929	0.252
31/07/2015	IN30017510494892	LAKSHMINARAYANASWAMY. D	AARPL8438J	17929		17929	0	
01/04/2015	IN30017510201305	NAGASWARNA. L	AADPL4837D	896264			896264	12.591
31/03/2016	IN30017510201305	NAGASWARNA. L	AADPL4837D	896264	0	0	896264	12.591
01/04/2015	1204500000026887	NAGASWARNA. L .	AADPL4837D	41000			41000	0.576
31/03/2016	1204500000026887	NAGASWARNA. L .	AADPL4837D	41000	0	0	41000	0.576
01/04/2015	IN30017510001347	SUHASINI.L.	ABPPS1124D	452354			452354	6.355
15/05/2015	IN30017510001347	SUHASINI.L.	ABPPS1124D	452354	1021		453375	6.369
19/02/2016	IN30017510001347	SUHASINI.L.	ABPPS1124D	453375	100		453475	6.371
31/03/2016	IN30017510001347	SUHASINI.L.	ABPPS1124D	453475	0	0	453475	6.371
01/04/2015	1204500000026891	SUHASINI. L .	ABPPS1124D	165250			165250	2.321
31/03/2016	1204500000026891	SUHASINI. L .	ABPPS1124D	165250	0	0	165250	2.321
01/04/2015	E3274	L. SUHASINI	ABPPS1124D	1121			1121	0.016
14/05/2015	E3274	L. SUHASINI	ABPPS1124D	1121	0	1021	100	0.001
19/02/2016	E3274	L. SUHASINI	ABPPS1124D	100		100	0	
31/03/2016	E3274	L. SUHASINI		0			0	
01/04/2015	IN30017510359994	SWATHY. L	ACAPS0385G	449656			449656	6.317
31/03/2016	IN30017510359994	SWATHY. L	ACAPS0385G	449656	0	0	449656	6.317
01/04/2015	1204500000026908	SWATHY. L .	ACAPS0385G	113750			113750	1.598
31/03/2016	1204500000026908	SWATHY. L .	ACAPS0385G	113750	0	0	113750	1.598
01/04/2015	IN30017510498556	SWATHY PROCESSORS LIMITED	AACCS4776Q	326942			326942	4.593
31/03/2016	IN30017510498556	SWATHY PROCESSORS LIMITED	AACCS4776Q	326942	0	0	326942	4.593
01/04/2015	IN30017510502508	SUHASINI SPINNERS LIMITED	AAECS2055E	258563			258563	3.632
31/03/2016	IN30017510502508	SUHASINI SPINNERS LIMITED	AAECS2055E	258563	0	0	258563	3.632
01/04/2015	IN30017510498846	SRI RAMAKRISHNA YARN CARRIERS LIMITED	AADCS0627D	85450			85450	1.200
31/03/2016	IN30017510498846	SRI RAMAKRISHNA YARN CARRIERS LIMITED	AADCS0627D	85450	0	0	85450	1.200
01/04/2015	IN30017510496066	SRI JAGANATHA TEXTILES LIMITED	AACCS7192L	12700			12700	0.178
31/03/2016	IN30017510496066	SRI JAGANATHA TEXTILES LIMITED	AACCS7192L	12700	0	0	12700	0.178

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01/04/2015	IN30017510359986	DORAISWAMI. R	ACAPD5303M	429823			429823	6.038
31/07/2015	IN30017510359986	DORAISWAMI. R	ACAPD5303M	429823		429823	0	
01/04/2015	IN30017510495299	DORAISWAMI. R	ACAPD5303M	369916			369916	5.197
31/07/2015	IN30017510495299	DORAISWAMI. R	ACAPD5303M	369916		369916	0	
01/04/2015	IN30017510495908	DORAISWAMI. R	ACAPD5303M	1000			1000	0.014
31/07/2015	IN30017510495908	DORAISWAMI. R	ACAPD5303M	1000		1000	0	
01/04/2015	IN30017510496025	DORAISWAMI. R	ACAPD5303M	1000			1000	0.014
31/07/2015	IN30017510496025	DORAISWAMI. R	ACAPD5303M	1000		1000	0	

vi) Transactions of Top 10 Shareholders of the Company from 01.04.2015 to 31.03.2016

Benpos Date	Folio/Demat ID	Name	PAN	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01/04/2015	IN30045012719558	STRESSED ASSETS STABILIZATION FUND	AAETS8709G	745500			745500	10.473
31/03/2016	IN30045012719558	STRESSED ASSETS STABILIZATION FUND	AAETS8709G	745500	0	0	745500	10.473
01/04/2015	120450000000691	SRIKANTH. C .	ABHPS5947E	316450			316450	4.446
31/03/2016	120450000000691	SRIKANTH. C .	ABHPS5947E	316450	0	0	316450	4.446
01/04/2015	IN30039418453107	GOPISETTY RAVICHANDRA	AKKPR2617L	171950			171950	2.416
17/04/2015	IN30039418453107	GOPISETTY RAVICHANDRA	AKKPR2617L	171950	1400		173350	2.435
07/08/2015	IN30039418453107	GOPISETTY RAVICHANDRA	AKKPR2617L	173350		2001	171349	2.407
14/08/2015	IN30039418453107	GOPISETTY RAVICHANDRA	AKKPR2617L	171349		1785	169564	2.382
21/08/2015	IN30039418453107	GOPISETTY RAVICHANDRA	AKKPR2617L	169564		40	169524	2.382
31/03/2016	IN30039418453107	GOPISETTY RAVICHANDRA	AKKPR2617L	169524	0	0	169524	2.382
01/04/2015	IN30226914476714	GOPISETTY RAVI CHANDRA	AKKPR2617L	1400			1400	0.020
17/04/2015	IN30226914476714	GOPISETTY RAVI CHANDRA	AKKPR2617L	1400		1400	0	
01/04/2015	1204920000141062	GOVINDARAJAN .	AIXPG4838R	105000			105000	1.475
31/03/2016	1204920000141062	GOVINDARAJAN .	AIXPG4838R	105000	0	0	105000	1.475
01/04/2015	IN30021412774107	E RANI	AJYPR2963E	79000			79000	1.110
31/03/2016	IN30021412774107	E RANI	AJYPR2963E	79000	0	0	79000	1.110
01/04/2015	1205450000175064	P THIPPANNA CHOWDARY .	AQZPP4036C	40500			40500	0.569
31/03/2016	1205450000175064	P THIPPANNA CHOWDARY .	AQZPP4036C	40500	0	0	40500	0.569
01/04/2015	IN30047640432775	GHANSHYAM KALWANI	AJHPK3622Q	39478			39478	0.555
31/03/2016	IN30047640432775	GHANSHYAM KALWANI	AJHPK3622Q	39478	0	0	39478	0.555
01/04/2015	1204500000027707	VIMALA. M .	AJMPV6029P	32500			32500	0.457
31/03/2016	1204500000027707	VIMALA. M .	AJMPV6029P	32500	0	0	32500	0.457
01/04/2015	IN30045010213608	KANTILAL G VORA	ABAPV2328K	31098			31098	0.437
31/03/2016	IN30045010213608	KANTILAL G VORA	ABAPV2328K	31098	0	0	31098	0.437
01/04/2015	1205860000056590	SUDHARSHINI VARADARAJ	ADDPV1738J	29872			29872	0.420
31/03/2016	1205860000056590	SUDHARSHINI VARADARAJ	ADDPV1738J	29872	0	0	29872	0.420



vii) Transactions of Directors and KMP of The Company from 01.04.2015 to 31.03.2016

Benpos Date	Folio/Demat ID	Name	PAN	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01/04/2015	IN30017510001355	LAKSHMINARAYANASWAMY.D.	AARPL8438J	624158			624158	8.768
31/07/2015	IN30017510001355	LAKSHMINARAYANASWAMY.D.	AARPL8438J	624158	819668		1443826	20.283
25/03/2016	IN30017510001355	LAKSHMINARAYANASWAMY.D.	AARPL8438J	1443826		27000	1416826	19.904
31/03/2016	IN30017510001355	LAKSHMINARAYANASWAMY.D.	AARPL8438J	1416826	0	0	1416826	19.904
01/04/2015	IN30017510494892	LAKSHMINARAYANASWAMY. D	AARPL8438J	17929			17929	0.252
31/07/2015	IN30017510494892	LAKSHMINARAYANASWAMY. D	AARPL8438J	17929		17929	0	
01/04/2015	1204500000022616	D.LAKSHMI NARAYANASWAMY .	AARPL8438J	24000			24000	0.337
31/03/2016	1204500000022616	D.LAKSHMI NARAYANASWAMY .	AARPL8438J	24000	0	0	24000	0.337
01/04/2015	IN30017510201305	NAGASWARNA. L	AADPL4837D	896264			896264	12.591
31/03/2016	IN30017510201305	NAGASWARNA. L	AADPL4837D	896264	0	0	896264	12.591
01/04/2015	1204500000026887	NAGASWARNA. L .	AADPL4837D	41000			41000	0.576
31/03/2016	1204500000026887	NAGASWARNA. L .	AADPL4837D	41000	0	0	41000	0.576
01/04/2015	B0154	JOTHIKUMAR,N.		12600			12600	0.177
31/03/2016	B0154	JOTHIKUMAR,N.		12600			12600	0.177
01/04/2015	E0992	NARAYANAMOORTHY,R		500			500	0.007
31/03/2016	E0992	NARAYANAMOORTHY,R		500			500	0.007
01/04/2015	E3101	R. RADHAKRISHNAN		500			500	0.007
31/03/2016	E3101	R. RADHAKRISHNAN		500			500	0.007

V. INDEBTEDNESS

Indebtedness of the company including interest outstanding/accrued but not due for payment

	Secured loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year as on 1-4-2015				
i) Principal Amount				
From Banks - Long Term				
Term Loans	5,15,68,867	-	-	5,15,68,867
Hire Purchase Loans	12,99,502	-	-	12,99,502
From Banks - Short Term				
Cash Credit Account	1,15,58,534	-	-	1,15,58,534
Letter of Credit	6,01,91,549	-	-	6,01,91,549
From Others				
Hire Purchase Loans	17,72,067			17,72,067
Unsecured - Long Term				
Fixed Deposits - Directors	-	15,43,54,306	-	15,43,54,306
Fixed Deposits - Others	-	47,17,690	-	47,17,690
Unsecured - Short Term				
Others	-	2,57,37,284	-	2,57,37,284
Total i+ii+iii	12,63,90,519	18,48,09,280	-	31,11,99,799
Change in Indebtedness during the financial year				
ADDITIONS				
Long Term				
From Banks - Term Loan	-			-

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

From Others:				
Hire purchase Loans	17,72,067			17,72,067
Short Term				
Cash Credit Account	-			-
Letter of Credit	-			-
Unsecured - Long Term				
Fixed Deposits - Directors	-			-
Inter Corporate Loans		3,35,790		3,35,790
Addition Total	17,72,067	3,35,790	-	21,07,857
REDUCTION :				
Long Terms				
From Banks - Term Loan	1,08,72,295			1,08,72,295
Hire Purchase Loans	12,99,502			12,99,502
Short Term				
Letter of Credit	49,97,691			49,97,691
Unsecured - Long Term				
Fixed Deposits - Others		2,41,93,965		2,41,93,965
Others		47,17,690		47,17,690
Trade Deposit			-	-
Deduction Total	1,71,69,488	28,911,655	-	4,60,81,143
Net Change	11,09,93,098	1,56,233,415	-	26,72,26,513
Indebtedness at the end of the financial year as on 31-3-2016				
From Banks - Long Term				
Term Loans	4,06,96,572			4,06,96,572
Hire Purchase Loans	-			-
From Banks - Short Term				
Cash Credit Account	71,90,997			71,90,997
Letter of Credit	6,51,92,240			6,51,92,240
From Others				
Hire Purchase Loans	10,08,800			10,08,800
Unsecured - Long Term				
Fixed Deposits - Directors		13,01,60,341		13,01,60,341
Fixed Deposits - Others		50,53,480		50,53,480
Inter Corporate Loans		-		-
Unsecured - Short Term		2,10,19,594		2,10,19,594
Others				
Deposits :				
Trade Deposits			-	
ii) Interest due but not paid	-	5,44,614		5,44,614
iii) Interest accrued but not due	-	9,66,576		9,66,576
Total (i+ii+iii)	11,40,88,609	15,77,44,605	-	27,18,33,214



VI. A. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.	Particulars of Remuneration	D. Lakshminarayanawamy	L. Nagaswama
1.	GROSS SALARY:		
a)	Salary as per provisions contained in Sec.17(1) of the Income Tax Act, 1961 VDA	30,00,000 -	15,71,413 1,16,711
b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961 : Bonus PF	- 16,500	1,37,890 16,500
c)	Profits in lieu of salary under sec.17(3) of Income Tax Act, 1961 : Medical	-	1,37,477
2.	Stock option	-	-
3.	Sweat Equity	-	-
4.	Commission - As % of profit - Others - specify	-	-
5.	Others, please specify	-	-
	Total (A)	30,16,500	19,79,991

B. REMUNERATION TO OTHER DIRECTORS:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		N. Jothikumar	R. Narayanamurthy	R.Radhakrishnan	
3.	<u>Independent Directors</u>				
a)	Fee for attending Board/Committee Meetings	26,000	16,000	16,000	58,000
b)	Commission	-	-	-	-
c)	Others, please specify	-	-	-	-
	Total (i)	26,000	16,000	16,000	58,000
4.	<u>Other Non-Executive Directors</u>				
i)	Fee for attending Board/Committee Meetings	-	-	-	-
b)	Commission	-	-	-	-
c)	Others, please	-	-	-	-
	Total (ii)	-	-	-	-
	Total (B) = (i+ii)	26,000	16,000	16,000	58,000
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	Overall ceiling as per the Act	NIL	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER / WTD

S. No.	Particulars of Remuneration	Company Secretary	CFO
1.	GROSS SALARY:		
a)	Salary as per provisions contained in Sec.17(1) of the Income Tax Act, 1961 (Basic + VDA)	3,07,385	2,86,154
b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961 : HRA	1,36,602	57,231
	TA	79,692	26,100
	Bonus	23,700	21,350
	PF	--	21,600
c)	Profits in lieu of salary under sec.17(3) of Income Tax Act, 1961 : Medical	26000	20052
2.	Stock option	-	-
3.	Sweat Equity	-	-
4.	Commission - As % of profit - Others - specify	-	-
5.	Others, please specify	-	-
	Total	5,73,379	4,32,487

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

FORM NO.AOC2
(Pursuant to Clause (h) of Sub-Section(3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014

Form for disclosure of particulars of Contracts / arrangements entered into by the company with related parties referred to in Sub-Section(1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARMS LENGTH BASIS :

S.No.	Particulars	
a)	Name(s) of the related party and nature of relationship	No contract or arrangement or transaction entered into by the company with related parties.
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value if any	
e)	Justification for entering into such contracts or arrangements / or transactions	
f)	Date(s) of approval by the Board	
g)	Amount paid as advance if any	
h)	Date on which the Special Resolution was passed in General Meeting as required under first proviso to Section 189.	

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARMS' LENGTH BASIS

S. No.	Name(s) of the related party and nature of relationship*	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contract or arrangement or transactions including the value if any	Date of approval by the Board if any	Amount paid as advance if any
1)	Sri Jaganatha Textiles Ltd	Purchase of materials	01.04.2015 to 31.03.2016	Rs.2.49 lakhs	Transactions of every quarter were approved at the quarterly meeting of the Board	---
2)	Sri Ramakrishna Yarn Carriers Ltd	Leasing of property	01.04.2015 to 31.03.2016	Rs.1.83 lakhs		---
		Purchase of materials	01.04.2015 to 31.03.2016	Rs.6.72 lakhs		---
3)	Swathy Processors Ld	Rendering of Services	01.04.2015 to 31.03.2016	Rs.40.13 lakhs		---
		Availing of Services	01.04.2015 to 31.03.2016	Rs.42.74 lakhs		---
4)	Sri Jaganatha Ginning & Oil Mills	Leasing of property	01.04.2015 to 31.03.2016	Rs.2.40 lakhs		----

Note : 1. *Group Companies

2. The above mentioned contracts / arrangements / transactions are in the ordinary course of business and are not material transactions as per the criteria of materiality laid down in Regulation 2(1)(zc) & 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as well as the Company's Policy on Materiality of Related Party Transactions.

For and on behalf of the Board of Directors
of Sri Ramakrishna Mills (Coimbatore) Limited

D. LAKSHMINARAYANASWAMY
Managing Director
(DIN : 00028118)

Place : Coimbatore
Date : 28.07.2016

N. JOTHIKUMAR
Director
(DIN : 00028025)



MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development :

Indian Textile Industry spread across in different parts of the Country provides large scale of employment both directly and indirectly. It is the second largest source of employment generation in the Country after agriculture with about 45 million people directly employed in it. Despite all its problems, the Sector still accounts for about 10 percent of all manufacturing products, 2 percent of Nation's GDP and 13 percent of export earnings.

The Cotton Textile Industry in India had to contend with not-so-favourable conditions during the year such as the steep rise in the price of domestically available cotton and depressed yarn prices on lower demand in both the export as well as the domestic markets. In these circumstances, the Company's performance could not be better. This industry requires a large comprehensive vision to achieve the goal of becoming the mainstay of India's economy.

Opportunities and Threats

Given the level distress in the Textile Sector, the steps announced by the Central Government recently to rejuvenate the industry to create more jobs and promote exports are not just welcome but long overdue. If the decision taken by the Govt are effectively implemented, it would give a boost to this Sector. After a raft of reforms, the Government has announced implementation of the Pay Commission's recommendation. This coupled with a good monsoon is expected to boost demand both in Urban and Rural areas. However, the sudden spurt in the price of cotton, would likely impact the performance of the industry in the first half of the current year.

Outlook

Indian Textile Industry has to look forward for robust growth ahead – taking advantage of the policy announcement of the Central Government and other favourable conditions.

Risk & Concerns

Textile Industry is well known for facing crisis in cyclical way. There is need to insulate against such adverse conditions and grab the favourable opportunities in the economy such as demographic dividend, good monsoon and the overall optimism.

Internal Controls

The Company has adequate internal control system to monitor internal business process, financial reporting and compliance with applicable laws. The adequacy and effectiveness of the control system are being reviewed periodically to see that it conforms to the policies and procedures adopted by the company so as to meet the statutory requirements. The Audit Committee at their meetings regularly reviewed the significant observations of the compliance and other reports.

Human Resources Management

Necessary initiatives have been taken for improving the skills of the employees by providing outside training and deputing them to attend various programmes so as to enable them to update their knowledge. Being a Member of The Southern India Mills' Association, the Company avails the services of the Association with regard to development of its human resources.

The Company has participated in the Skill Development Programme launched by the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) during the year in order to improve the skill of the workmen.

Under the Scheme, the Company deputed three trainees for training at the SIMA Textile Training Centre at Vijayawada. These trainees then undertook the training of other employees in the Company at the various operational centres of the Mill during the year. In order to be purposeful, necessary manual was also prepared which was approved by SIMA.

Promotions are effected after carrying out evaluation of performance of the employees.

Review by Audit Committee

The Management Discussion and Analysis was placed before the Audit Committee and duly reviewed by the Committee.

For and on behalf of the Board of Directors
of Sri Ramakrishna Mills (Coimbatore) Limited

D. LAKSHMINARAYANASWAMY
Chairman of the meeting
(DIN : 00028118)

Place : Coimbatore
Date : 28.07.2016

CEO / CFO CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015

- A. We have reviewed the financial statements and the cash flow statement for the year ended 31.03.2016 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee:
- Significant changes in internal control over financial reporting during the year.
 - Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Coimbatore
Date : 26.05.2016

D. LAKSHMINARAYANASWAMY
Managing Director / CEO
(DIN : 00028118)

G. KRISHNAKUMAR
CFO

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

CORPORATE GOVERNANCE

1) Company's Philosophy and Code of Governance

Sri Ramakrishna Mills (Coimbatore) Ltd believes that good corporate governance is essential to achieve long term corporate goals and enhance shareholder value on a sound basis.

2) Board of Directors

As on 31.03.2016, the Board comprised of Sri.D.Lakshminarayananaswamy as the Managing Director and Sri. N Jothikumar, Sri. R. Narayanamurthy and Sri.R.Radhakrishnan as the Independent Directors and Smt.L.Nagaswama as Wholetime Director.

The table below gives the particulars of attendance of each director at the Board Meetings held during the year ended 31.03.2016 and at the last AGM as also the number of directorships in other companies and memberships in other Board Committees.

Name of the Director (1)	DIN	Position (2)	No. of Board Meetings attended (3)	Attendance at last AGM (4)	No. of Directorships in other companies (5)	No. of Membership in Board Committee of other companies (6)	No. of shares held (7)
Sri D Lakshminarayananaswamy	00028118	Managing Director	4	Present	5	Nil	1440826
Sri N Jothikumar	00028025	Independent	4	"	Nil	Nil	12600
Sri R Narayanamurthy	00028158	Independent	3	"	1	Nil	500
Sri R Radhakrishnan	00028190	Independent	3	"	Nil	Nil	500
Smt L Nagaswama	00051610	Wholetime Director	3	"	3	Nil	937264

Board Meetings

From 01.04.2015 to 31.03.2016, four(4) Board meetings were held on the following dates:

28.05.2015, 12.08.2015, 13.11.2015 & 10.02.2016

3) Committees of the Board

a) Nomination and Remuneration Committee

Nomination and Remuneration Committee constituted according to the provisions of the Companies Act, 2013, consists of the following members :-

1. Sri.N. Jothikumar : Chairperson
2. Sri.R. Narayanamurthy : Member
3. Sri.R.Radhakrishnan : Member

The Committee has been formed to recommend the appointment / re-appointment of the Executive and Non-Executive Directors, induction of the Board Members into various Committees. The Committee shall formulate the criteria for determining qualification, positive attributes and independence of directors and recommend to the Board, policy relating to the membership for the Directors, Key Management Personnel and other employees. They would also carry out evaluation of every director's performance.

This committee comprises entirely of independent directors and met as and when required.

Remuneration paid to Non-Executive Directors for the year ended 31.03.2016.

Sl. No.	Director	Sitting Fees (Rs.)
1	Sri N Jothikumar	26000
2	Sri R Narayanamurthy	16000
3	Sri R Radhakrishnan	16000

b) Audit Committee

Audit Committee consists of the following Directors :

1. Sri N Jothikumar - Chairperson
2. Sri R Narayanamurthy - Member
3. Sri D Lakshminarayananaswamy - Member

The Company Secretary is the convenor.

The Audit Committee shall act in accordance with the terms of reference specified by the Board which inter alia includes.

- i) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- ii) Review and monitor the Auditors' independence and performance and effectiveness of audit process.
- iii) Examination of the Financial Statement and the Auditor's Report thereon.
- iv) Approval or any subsequent modification of transactions of the Company with related parties.
- v) Scrutiny of inter corporate loans and investments.
- vi) Valuation of undertakings or assets of the company wherever it is necessary.
- vii) Evaluation of internal financial controls and risk management systems.
- viii) Monitoring the end use of fund raised through public offers and related matters.
- ix) Review of Management Discussion and Analysis of financial condition and results.

Further, the Audit Committee may call for comments of the Auditors about internal control systems the scope of audit including the observations of the auditors and review of financial statements before their submission to the Board and discuss any related issues with the internal and statutory auditors and the management of the company.

The Audit Committee is also empowered to investigate into any matter in relation to the items mentioned above or reported to by the Board and for this purpose it can obtain professional advice from external sources and have full access to information contained in the records of the Company.

The Company has established a vigil mechanism for Directors and Employees to report genuine concerns or grievances. It provides adequate safeguards against victimization of persons who use the vigil mechanism and also direct access to the chairperson of the Audit Committee, wherever necessary.

The minutes of the Audit Committee meetings were circulated to the Board where they were discussed and taken note of.

The Audit Committee met four times on 25.05.2015, 10.08.2015, 12.11.2015 & 09.02.2016

The attendance during the year is as under:-

Sl. No.	Members	Meetings attended
1	Sri N Jothikumar	4
2	Sri R Narayanamurthy	4
3	Sri D Lakshminarayanawamy	4

c) Stakeholders' Relationship Committee

Pursuant to the provisions of 178(5) of the Companies Act, 2013, the Company has constituted the above committee which consists of the following :

- i. Sri. N. Jothikumar - Chairperson
- ii. Sri. R. Radhakrishnan - Member
- iii. Sri. D. Lakshminarayanawamy - Member

The above Committee shall consider and resolve the grievances of shareholders and other stakeholders.

In addition, it is empowered to deal with all the matters connected with transfer of securities of the company, issue of duplicate / new Certificates and other matters related to Shareholders / Security holders.

M/s.SKDC Consultants Ltd, Coimbatore shall continue to act as Registrars & Transfer Agents providing Investors' servicing such as Share Registration and other related services under the supervision of this Committee.

The committee also monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the company and provides continuous guidance to improve the service levels for investors.

There were four meetings of this Committee during the Financial Year ended 31.03.2016 – viz. on 25.05.2015, 10.08.2015, 12.11.2015 & 09.02.2016. All the above members attended the above 4 meetings.

As on 31.03.2016, no complaint from shareholder / investor is pending.

4) Details of General Meetings

a. Annual General Meetings :-

Information regarding last 3 years' Annual General Body meetings are given below:

Sl. No.	Venue	Day	Date	Time
1.	No.1493, Sathyamangalam Road Ganapathy Post, Coimbatore - 641 006	Wednesday	16.09.2015	09.00 a.m.
2.	No.1493, Sathyamangalam Road Ganapathy Post, Coimbatore - 641 006	Monday	29.09.2014	09.00 a.m.
3.	No.3, Bhavani River Street, Ariappampalayam Sathyamangalam - 638 402	Wednesday	26.07.2013	09.30 a.m.

During 2015-16, the Company had not conducted any Postal Ballot to seek the approval of Members for any business.

5. General Shareholder Information:

1	69 th AGM to be held on : Day Date Time Venue	Monday 12 th September 2016 09.00 a.m. Regd.Office : No.1493, Sathyamangalam Road, Ganapathy Post, Coimbatore - 641 006
2	Date of Book Closure	From 06.09.2016 to 12.09.2016 (both days inclusive)
3	Financial Calendar: Results announced Posting of Annual Reports Last date of Receipt of Proxy Forms Announcement of Quarterly Results	26.05.2016 Second week of August 2016 10.09.2016 August 2016 / November 2016 / February 2017 / May 2017
4	Listing on Stock Exchanges	Bombay Stock Exchange – Scrip Code No.521178 – ISIN No. INE306D01017 Annual listing fee to the Stock Exchange paid upto date.
5	Registered Office & Administrative Office	1493, Sathyamangalam Road Ganapathy Post, Coimbatore 641 006 Phone : 0422-2531022/1122 E-mail : srmc@vsnl.com CIN : L17111TZ1946PLC000175 The Company's Website www.ramakrishnamills.com containing financial information, share holding pattern and compliance with Corporate Governance, etc has been activated. The contents are periodically updated. The Company has created an ID as required by SEBI under its SCORES - the web based complaint redressal system – "secretary@ramakrishnamills.com

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

6	Plant Location	Nagari (Andhra Pradesh)
7	Share Transfer System	Shares are in physical and demat form. Share Transfer documents received at the office of Registrar and Share Transfer Agent are processed and returned within a period of 15 days from the date of receipt after the shares are transferred and registered, if the documents being valid and complete in all respects. In order to expedite the process of share transfers, the Board has delegated the power of share transfer to the Registrar & Share Transfer Agents.
8	Share Transfer Agents' Address	M/s.S.K.D.C. Consultants Ltd., Kanapathy Towers, 3 rd Floor, 1391/A-1 Sathy Road, Ganapathy Post, Coimbatore 641 006. Phone : 0422-6549995, 2539835-836 Fax : 0422-2539837 Email : info@skdc-consultants.com

6) Dematerialisation of Shares:

66,67,165 shares representing 93.66% of total equity capital is held in dematerialised form with NSDL and CDSL whereby the shares are available for trading in the dematerialized form under both the Depositories.

7) Market Price Data

The High & Low prices during each month in the last financial year in BSE Ltd, Mumbai, are given below during 2015-16

Month	B S E	
	High (Rs)	Low (Rs.)
April 2015	16.50	16.00
May "	16.00	14.75
June "	15.40	15.40
July "	15.00	13.30
August "	21.94	14.85
September "	23.90	22.35
October "	22.70	21.80
November "	21.50	21.25
December "	20.45	16.15
January 2016	17.00	16.20
February "	17.85	17.85
March "	17.00	13.20

8) Distribution of Shareholding as on 31ST March 2016

Range (No.of shares)	No.of Shareholders	No.of shares	% to total shares
Upto 5000	2004	809747	11.37
5001 – 10000	20	132919	1.87
10001 – 20000	19	246280	3.46
20001 – 30000	5	139158	1.95
30001 – 40000	3	103076	1.45
40001 – 50000	1	40500	0.57
50001 – 100000	2	164450	2.31
100001 and above	10	5482200	77.02
Total	2064	7118330	100.00

9) Categories of Shareholding as on 31st March 2016

Category	No.of shareholders	No.of shares	% to total shares
Promoters' Holding	8	4243876	59.62
Directors & Relatives	9	98382	1.38
Corporate Bodies	45	106448	1.50
Banks	1	100	0.00
Financial Institutions	1	745500	10.47
N R I	5	45616	0.64
Other Public	1995	1878408	26.39
Total	2064	7118330	100.00

Shares under Lock in : NIL.
 Legal proceedings / disputes on share transfer against the company : NIL
 Contact address for Shareholders / Analyst : Company Secretary
 Sri Ramakrishna Mills (Coimbatore) Ltd
 1493, Sathyamangalam Road
 Ganapathy, Coimbatore – 641 006.
 Phone No.: 0422-2531022, 2531122
 E-mail : srnc@vsnl.com

The Company currently does not have any Stock Option Scheme.



10) Information Pursuant to Schedule-VI of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015:

There are NIL unclaimed shares as per the certificate issued by Registrars and Share Transfer Agents of the company and as such the question of adhering to the procedure specified and furnishing the details required, pursuant to the Regulation 39(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 does not arise.

11) Nomination facility:

As provided in the Companies Act, 2013, nomination facility is available for the shares held in the company. The nomination form (Form 2B) will be provided to the members on request.

12) Disclosures:

a. Disclosure of material transaction

During the financial year ended 31st March 2016 there was no material, financial or commercial transaction which had potential interest of the senior management personnel or which might have had potential conflict with the interests of the Company.

b. Related party transactions

During the financial year ended 31st March, 2016 there were no transactions of material nature, between the Promoters, Directors and Relatives and the Management that had potential conflict with the interest of the company. Details of related party transactions are given elsewhere in the Annual Report.

c. Information supplied to the Board

All information, as required under Regulation 17(7) and Part-A of Schedule-II of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, is made available to the Board. The Board is also regularly updated on statutory compliances, as are applicable to the Company.

d. Code of Conduct

The Company has adopted a Code of Conduct for Directors and Senior Management personnel for prevention of Insider Trading based on SEBI (Insider Trading) Regulations 2015 and disclosed in the Company's website. The Directors and Senior Management Personnel of the Company have affirmed their adherence to the Code.

e. Whistle Blower Policy :

The company has adopted a Whistle Blower Policy enabling any employee, if he/she so desires to have free access to meet Senior Level Management and report any matter of concern.

f. Compliance by the Company

During the last three years, there were no penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets.

13) Means of Communication:

The quarterly/annual results are published in the Newspapers as prescribed by Stock Exchange.

For and on behalf of the Board of Directors
of Sri Ramakrishna Mills (Coimbatore) Limited

D. LAKSHMINARAYANASWAMY
Chairman of the meeting
(DIN : 00028118)

Place: Coimbatore
Date : 28.07.2016

AUDITORS' CERTIFICATE

To the Members of

M/s. SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED
COIMBATORE.

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by M/s.SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED for the year ended on March 31, 2016 as stipulated in Clause 49 of the Listing Agreement of the said Company with Bombay Stock Exchange Ltd., Mumbai.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was conducted in the manner prescribed in the Guidance Note on Certification of Corporate Governanace issued by the Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and on the basis of our examination described above, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

On the basis of Certificate issued by the share transfer agents we state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the shareholders/investors grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M S Jagannathan & Visvanathan
Chartered Accountants
Firm Regd.No. : 001209S

Place : Coimbatore
Date : 28.07.2016

M.V. JEGANATHAN
Partner
M No. 214178

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

Independent Auditor's Report

To the Members of Sri Ramakrishna Mills (Coimbatore) Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Sri Ramakrishna Mills (Coimbatore) Limited ('the Company'), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed its pending litigations in Note No. 27(2) under additional information.
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. As the Company has not declared any dividends in the earlier years, transferring of dividends to Investor Education and Protection Fund does not arise

For M.S. Jagannathan and Visvanathan
Chartered Accountants
Firm Regd No: 001209 S

M.V. JEGANATHAN
Partner
M. No. 214178

Place: Coimbatore
Date : 26-05-2016



Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2016, we report that:

- 1 a The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the period and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed proved to us, we report that, the title deeds, comprising all the immovable properties which are freehold, are held in the name of the company as at the balance sheet date. Immovable properties of whose title deeds have been pledged as security for Borrowings taken from Banks are held in the name of the Company based on the confirmations received from Banks.
- 2 a As explained to us, inventories have been physically verified by the management at regular intervals during the year.
- b In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification as compared to the book records.
- 3 During the year, the company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and hence, Clause (b) and (c) is not applicable.
- 4 During the year, Company has not made any loans or investments or given any guarantees and hence disclosure under this clause related to compliance with the provisions of Section 185 and 186 of the Act does not arise.
- 5 The company has not accepted any deposits from the public and as such clause 3(v) of the Order is not applicable.
- 6 We have broadly reviewed the cost records maintained by the company specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, as applicable to the company, and are of the opinion that prima facie the specified cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7 a According to the information and explanations given to us the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State insurance, Income tax, Service Tax, value added tax, and any other statutory dues with the appropriate authorities during the year.
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.
- b According to the information and explanations given to us, the statutory dues which have not been deposited on account of dispute are as follows:

Name of the Statute	Nature of the Dues	Amount [Rs.] (in lakhs)	Period to which the amount relates	Forum where dispute is pending
TNGST	Addl. Sales tax	7.43	A.Y.2004-05 to A.Y.2006-07	Madras High Court
TNGST	Sales tax	54.59	A.Y.1995-96	Madras High Court
TNGST	Sales tax	89.37	A.Y.1999-00	Madras High Court
TNGST*	Sales Tax	61.66*	A.Y.1998-99	Madras High Court
TNGST	TNGST, AST	121.97	A.Y.2000-01	Madras High Court
Customs	Customs duty on Cotton	8.26	A.Y.2003-04	Madras High Court
APEB	Fuel Surcharge adjustment	3.20	July 2012 and November 2012	AP High Court

* [Rs.31 lakhs, since paid]

- 8 In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to any of the banks.
- 9 The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3 (ix) of the Order is not applicable.
- 10 To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year that causes the financial statements to be materially misstated.
- 11 According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12 In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- 13 According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14 According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15 According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with him. Accordingly paragraph 3(xv) of the Order is not applicable.
- 16 The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act 1934.

For M.S. Jagannathan and Visvanathan
Chartered Accountants
Firm Regd No: 001209 S

M.V. JEGANATHAN
Partner
M. No. 214178

Place: Coimbatore
Date : 26.05.2016

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

Annexure – B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sri Ramakrishna Mills (Coimbatore) Limited as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M.S. Jagannathan and Visvanathan
Chartered Accountants
Firm Regd No: 001209 S

M.V. JEGANATHAN
Partner
M. No. 214178

Place: Coimbatore
Date : 26-05-2016

FORM NO. MR 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2016

[Pursuant to Section 204(1) of the Companies Act 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]

The Members

Sri Ramakrishna Mills (Coimbatore) Limited
CIN Number L17111TZ1946PLC000175

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Sri Ramakrishna Mills (Coimbatore) Limited (herein after called "the company") Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of M/s Sri Ramakrishna Mills (Coimbatore) Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on 31st March, 2016 according to the applicable provisions of

- i. The Companies Act, 2013(the Act) and the rules made there under;
- ii. The Securities Contract (Regulation) Act, 1956('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- iv. Foreign Exchange Management Act 1999 and rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;



- v. The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT)
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.

During the period under Review the Company has complied with the provisions of the Act, Rules, Regulations etc mentioned above.

I Further Report that during the period under Audit there were no actions/events in pursuance of the following Rules, Regulations requiring compliance thereof by the Company:

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 and amendments from time to time.
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with the client.
- The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee stock Purchase Scheme) Guidelines 1999 and The Securities Exchange Board of India (Share Based Employee Benefits) Regulations 2014;
- The Securities and Exchange Board of India (Issue and Listing of Debts Securities) Regulations 2008.
- The Securities Exchange Board of India (Delisting of Equity Shares) Regulations 2009.
- The Securities and Exchange Board of India (Buy Back of Securities) Regulations 1998

I further report that based on the representations given by the Company, its officers there are no laws specifically applicable to the Company.

I Further Report that Based on the information provided and the representation made by the Company and also on the review of the Compliance report by Vice President – Operations taken on record by the Board of Directors of the Company, In my opinion, adequate systems and processes exist in the Company to monitor and ensure Compliance with provisions of applicable general laws like labour laws and environmental laws.

I Further Report that the compliance by the Company of applicable financial laws like Direct and indirect tax laws has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I have also examined compliance with the applicable of the following:

- Secretarial Standards issued by the Institute of Company Secretaries Of India, with respect to conduct of Board and General Meetings and made applicable with effect from 1st July 2015, the Company has generally complied with the same.
- The Listing agreements entered into by the Company with Bombay Stock Exchange read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc mentioned above.

I Further Report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the Minutes of the Board and Committee Meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no instances of

- Public /Rights/Preferential Issue of Shares /Debentures/Sweat Equity
- Redemption / buy-back of securities
- Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- Merger / amalgamation / reconstruction, etc.
- Foreign technical collaborations.

Place : Coimbatore

Date : 28.7.2016

This Report is to be read with my letter of even date which is annexed as an Annexure and forms an integral part of this report.

C. JAYANTHI
Company Secretary in Practice
FCS No. : 4487
CP No. : 8720

'Annexure '

The Members

Sri Ramakrishna Mills (Coimbatore) Limited

My report of even date is to be read along with this letter.

- Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- I have followed the audit practices and process as were appropriate to obtain Reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on random test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- Wherever required, I have obtained the Management Representation about the Compliance of laws, rules and regulations and occurrence of events.
- The Compliance of provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of the management. My examination was limited to the verification of procedures on a random test basis.
- This Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Place : Coimbatore

Date : 28.7.2016

C. JAYANTHI
Company Secretary In Practice
FCS No: 4487
CP No: 8720

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

BALANCE SHEET AS AT 31st MARCH 2016

PARTICULARS	Note No	As at 31.03.2016 ₹	As at 31.03.2015 ₹
EQUITY AND LIABILITIES:			
Shareholders' funds :			
Share capital	2	7,11,83,300	7,11,83,300
Reserves and surplus	3	(43,93,832)	4,90,67,728
Non-current liabilities :			
Long Term Borrowings	4	17,69,19,193	21,37,12,432
Other Current Liabilities	5	5,42,00,000	1,92,00,000
Long Term Provisions	6	1,79,69,134	1,63,51,259
Current liabilities :			
Short Term Borrowings	7	7,23,83,237	9,74,87,367
Trade payables	8	5,53,42,088	3,95,03,837
Other current liabilities	9	12,97,96,090	10,95,46,376
Short-term provisions	10	16,85,125	22,19,122
TOTAL		57,50,84,336	61,82,71,421
ASSETS			
Non-current assets :			
Fixed assets			
a) Tangible assets	11	9,72,95,449	10,56,16,066
Non-Current Investments	12	1,99,100	1,99,100
Deferred Tax Assets		11,90,36,188	11,90,36,188
Long-term loans and advances	13	12,59,36,693	13,01,06,794
Current assets :			
Inventories	14	18,95,96,725	22,31,05,998
Trade receivables	15	1,51,54,631	1,44,06,549
Cash and cash equivalents	16	64,64,948	80,63,578
Short-term loans and advances	17	2,07,32,567	1,72,56,711
Other current assets	18	6,68,034	4,80,437
TOTAL		57,50,84,336	61,82,71,421
Significant Accounting Policies	1		
Additional Information to financial statements			
See accompanying notes to the financial statements			

In terms of our Report of even date

For and on behalf of the Board of Directors of
Sri Ramakrishna Mills (Coimbatore) Limited

D. Lakshminarayananaswamy
Managing Director
(DIN : 00028118)

N. Jothikumar
Director
(DIN : 00028025)

S.A. Subramanian
Company Secretary

G. Krishnakumar
CFO

Place : Coimbatore
Date : 26.05.2016

For M.S. JAGANNATHAN & VISVANATHAN
Chartered Accountants,
Firm Regd. No. 001209S

(Sd.) **M.V. Jeganathan**
Partner
M.No. 214178

(Sd.) **Sasirekha Vengatesh**
Chartered Accountant
Internal Auditor
M.No. 200464



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2016

PARTICULARS	Note No	Year ended 31.03.2016 ₹	Year ended 31.03.2015 ₹
REVENUE			
Revenue from operations	19	18,61,57,189	16,25,53,590
Other income	20	1,15,44,656	10,81,276
TOTAL REVENUE		19,77,01,846	16,36,34,866
EXPENSES			
Cost of materials consumed	21	8,92,99,889	8,71,77,970
Changes in inventories of finished goods, work in progress	22	2,30,17,608	(89,25,129)
Power and fuel		3,63,12,158	4,02,63,830
Employee benefits expense	23	4,39,84,694	5,22,57,728
Finance costs	24	3,11,59,857	4,49,04,680
Depreciation	11	80,21,409	1,23,38,637
Other expenses	25	1,93,67,790	2,03,03,785
TOTAL EXPENSES		25,11,63,406	24,83,21,500
Loss before Exceptional Items and Tax		(5,34,61,560)	(8,46,86,633)
Exceptional Items			
Surplus on conversion of Land into Stock-in-Trade		-	6,82,42,005
Loss after Exceptional Items Transferred to Surplus A/c		(5,34,61,560)	(1,64,44,628)
Basic and Diluted EPS (of Rs.10/- each) before exceptional items		-7.51	-11.90
Basic and Diluted EPS (of Rs.10/- each) after exceptional items		-7.51	-2.31
Significant Accounting Policies	1		
Additional Information to financial statements	26		
See accompanying notes to the financial statements			

In terms of our Report of even date

For and on behalf of the Board of Directors of
Sri Ramakrishna Mills (Coimbatore) Limited

D. Lakshminarayananaswamy
Managing Director
(DIN : 00028118)

N. Jothikumar
Director
(DIN : 00028025)

S.A. Subramanian
Company Secretary

G. Krishnakumar
CFO

Place : Coimbatore
Date : 26.05.2016

For M.S. JAGANNATHAN & VISVANATHAN
Chartered Accountants,
Firm Regd. No. 001209S

(Sd.) **M.V. Jeganathan**
Partner
M.No. 214178

(Sd.) **Sasirekha Vengatesh**
Chartered Accountant
Internal Auditor
M.No. 200464

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

Particulars	Year ended 31.03.2016 ₹	Year ended 31.03.2015 ₹
1) Cash Flow from Operating Activities:		
Net loss after Exceptional items	(5,34,61,560)	(1,64,44,628)
Adjustments for:		
Depreciation	80,21,409	1,23,38,637
Interest Charged	2,77,58,205	3,96,66,842
Profit/(Loss) on sale of assets	(8,20,2,902)	8,39,437
Lease Rent	(4,23,000)	(8,96,430)
Interest Receipts	(11,75,507)	(7,29,485)
Operating profit before working capital changes	(2,74,83,355)	3,47,43,733
Adjustments for change in:		
Trade & other receivables	16,19,676	2,85,54,514
Inventories	3,35,09,272	(1,84,92,775)
Other Current assets	-	14,95,860
Trade payable	7,17,73,848	(3,08,06,650)
Cash Generated from operations	7,94,19,443	1,55,25,323
Direct taxes paid	(16,73,511)	(3,50,247)
Cash flow from operating activities before Exceptional Items	7,77,45,932	1,51,75,076
Exceptional items- Profit on conversion of land into stock-in-trade	-	(6,82,42,005)
Cash flow after Extraordinary items	7,77,45,932	(5,30,66,929)
2) Cash Flow from Investing Activities:		
Purchase of Fixed Assets	(37,20,499)	(1,29,88,514)
Interest Received	9,87,910	8,30,447
Sale of Fixed Assets	1,22,22,607	36,26,150
Lease Rent Receipt	4,23,000	8,96,430
Net Cash flow from Investing Activities	99,13,018	(76,35,487)
3) Cash Flow from Financing Activities:		
Long Term Borrowings Received	-	13,11,71,158
Long Term Borrowings Repaid	(3,67,93,239)	-
Short Term Borrowings Repaid	(2,51,04,129)	(2,80,00,293)
Interest paid	(2,73,60,211)	(4,02,98,713)
Net Cash flow from Financing Activities	(8,92,57,580)	6,28,72,152
Net changes in cash and cash equivalents (1+2+3)	(15,98,630)	21,69,735
Cash and cash equivalents as at opening	80,63,578	58,93,843
Cash and cash equivalents as at closing	64,64,948	80,63,578
Closing cash balance consists of the following:		
Cash on hand	2,51,445	1,32,741
Bank balances		
In current Account	1,73,511	18,90,199
In LC Margin Deposit	60,39,310	60,39,310
Stamp on hand	682	1,329
	64,64,948	80,63,578

In terms of our Report of even date

For and on behalf of the Board of Directors of
Sri Ramakrishna Mills (Coimbatore) Limited

D. Lakshminarayananaswamy

Managing Director

(DIN : 00028118)

N. Jothikumar

Director

(DIN : 00028025)

S.A. Subramanian

Company Secretary

G. Krishnakumar

CFO

Place : Coimbatore

Date : 26.05.2016

For M.S. JAGANNATHAN & VISVANATHAN
Chartered Accountants,
Firm Regd. No. 0012095

(Sd.) **M.V. Jeganathan**

Partner

M.No. 214178

(Sd.) **Sasirekha Vengatesh**

Chartered Accountant

Internal Auditor

M.No. 200464

1 SIGNIFICANT ACCOUNTING POLICIES

(In the order of applicability of Accounting Standards)

AS-1 DISCLOSURE AND BASIS OF ACCOUNTING

The Financial Statements have been prepared under the Historical cost convention in accordance with the provisions of the Companies Act, 2013 and accounting principles generally accepted in India and comply with the Accounting Standards as prescribed under 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, provisions of Companies Act, 2013 to the extent notified. Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use.

The Company has been consistently following the accrual basis of accounting in respect of its Income and Expenditure.

The Accounts are prepared on the basis of Going Concern concept only.

AS-2 VALUATION OF INVENTORIES

Inventories are valued at lower of cost and net realizable value, where

Cost of raw materials is determined on specific identification method Stock of stores, spares and packing materials is determined on weighted average method.

Finished goods and work in progress is determined under FIFO method where cost includes conversion and other costs incurred in bringing the inventories to their present location and condition.

AS-3 CASH FLOW STATEMENT

Cash flows are reported using the indirect method, where by the profit before tax is adjusted for the effect of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. Cash and Cash equivalent include cash on hand and balances with banks in current and deposit accounts with necessary disclosure of cash and cash equivalent balances that are not available for use by the company.

AS-6 DEPRECIATION ACCOUNTING

Depreciation on Fixed Assets has been provided on Straight line basis based on the balance useful life of the assets in respect of Plant and Machineries and on WDV in respect of other assets as prescribed in Schedule II of the Companies Act, 2013 effective from 01/04/2014. In respect of additions and sales, pro rata depreciation is calculated from the date of purchase or to the date of sale as the case may be.

AS-9 REVENUE RECOGNITION

Revenue from sale transactions is recognised as and when the property in the goods sold is transferred to the buyer for a definite consideration. Revenue from service transactions are recognised on the completion of the contract at the contracted rate and when there is no uncertainty regarding the amount of consideration or collectability.

Direct Sales as reported are net of Sales Tax.

Dividend income from investments and interest on NSC is accounted in the year in which it is actually received.

Other incomes are accounted on accrual basis.

AS-10 ACCOUNTING FOR FIXED ASSETS

The cost of fixed assets except Land, Building and Plant and Machineries are shown at historical cost less accumulated depreciation. Land, Building and Plant and Machineries are shown at revalued figure less accumulated depreciation.

AS-11 FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded at the prevailing exchange rates at the time of initial recognition. Exchange differences arising on final settlement are recognized as income or expense in the profit and loss account. Outstanding balances of monetary items denominated in foreign currency are restated at closing exchange rates.

The premium or discount arising at the inception of forward exchange contracts is accounted as income or expense over the life of the contract. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense in the period in which they arise.

AS-13 ACCOUNTING FOR INVESTMENTS

Long term investments are stated at cost. A provision for diminution, if any, is made to recognize a decline, other than temporary, in the value of long term investments.

AS-15 EMPLOYEE BENEFITS

Short term employee benefits (other than termination benefits) which are payable within 12 months after the end of the period in which the employees render service are accounted on accrual basis.

Defined Contribution Plans

Company's contributions paid / payable during the year to Provident Fund, Superannuation Fund and ESIC are recognized in the statement of profit and loss.

Defined Benefit Plans

Company's liabilities towards gratuity is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits becomes vested. Actuarial gains or losses are recognized immediately in the statement of profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate

AS-16 BORROWING COSTS

Borrowing Costs that are attributable to the acquisition of construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

AS-19 LEASES

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

AS-20 EARNING PER SHARE

The earning considered in ascertaining the Company's earnings per share comprises of Net Profit after tax and includes post tax adjustments of prior period and extraordinary items.

AS-22 ACCOUNTING FOR TAXES ON INCOME

Deferred tax resulting from timing differences between book and tax profits is accounted under liability method at enacted or substantively enacted rate as on the balance sheet date. Deferred tax asset, other than those arising on account of unabsorbed depreciation or carried forward of losses under tax loss, are recognised and carried forward subject to consideration of prudence only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

Deferred tax asset, arising on account of unabsorbed depreciation or carried forward of losses under tax loss, are recognised and carried forward subject to consideration of prudence only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised.

Current tax is determined at the amount of tax payable in respect of estimated taxable income for the year.

AS-26 INTANGIBLE ASSETS

Software is being amortised over a period of 1-3 years depending on the licenses of the respective software.

AS-28 IMPAIRMENT OF ASSETS

An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting year is reversed if there has been a change in the estimate of the recoverable amount.

AS-29 PROVISIONS, CONTINGENT LIABILITY AND CONTINGENT ASSETS

Provisions involving degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources.

Contingent liabilities in respect of show cause notice received are considered only when they are converted to demands. Contingent liabilities are disclosed by way of notes to accounts.

Contingent liability under various fiscal laws includes those in respect of which the company/department is in appeal.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities as at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to the estimates is recognized prospectively.



NOTES FORMING PART OF FINANCIAL STATEMENTS

Particulars	As at	As at	As at	As at
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
	No. of shares	No. of shares	Amount ₹	Amount ₹
2. SHARE CAPITAL:				
(a) Authorised:				
i) Equity Shares of Rs.10 each	1,00,00,000	1,00,00,000	10,00,00,000	10,00,00,000
ii) Redeemable Preference Shares of Rs.100/- each	5,00,000	5,00,000	5,00,00,000	5,00,00,000
Total			15,00,00,000	15,00,00,000
(b) Issued:				
Equity Shares of Rs.10 each	71,19,421	71,19,421	7,11,94,210	7,11,94,210
Total	71,19,421	71,19,421	7,11,94,210	7,11,94,210
(c) Subscribed and Fully Paid Up:				
Equity Shares of Rs.10 each	71,18,330	71,18,330	7,11,83,300	7,11,83,300
Total	71,18,330	71,18,330	7,11,83,300	7,11,83,300

Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting year:

Shares at the beginning of the year	71,18,330	71,18,330
Shares issued during the year	-	-
Shares outstanding at the end of the year	71,18,330	71,18,330

Details of shares held by each shareholder holding more than 5% of the Share Capital:

Name of Shareholder	No. of shares held	No. of shares held	% of holding	% of holding
Sri. R. Doraiswami (Deceased)	-	4,31,823	-	6.06
Sri. D. Lakshminarayanawamy	14,40,826	6,66,087	20.24	9.36
Sri. R. Doraiswami (Deceased) & Sri.D.Lakshminarayanawamy	-	3,69,916	-	5.20
Smt. L. Nagaswama	9,37,264	9,37,264	13.17	13.17
Smt. L. Suhasini	6,18,725	6,18,725	8.69	8.69
Smt. L. Swathy	5,63,406	5,63,406	7.92	7.92
Stressed Assets Stabilisation Fund	7,45,500	7,45,500	10.47	10.47

NOTE:

The Company has only one class of equity shares having a par value of Rs.10 per share. Each Share holder is eligible for one vote per share.

In the event of liquidation the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion of their share holding.

There are no shares allotted as fully paid without payments being received in cash, bonus shares or shares bought back.

3. RESERVES AND SURPLUS:

Capital Reserve - Land		96,45,052	96,45,052
		96,45,052	96,45,052
Securities Premium Account			
As per last Balance Sheet		10,81,07,045	10,81,07,045
		10,81,07,045	10,81,07,045
Revaluation Reserve (Land)			
As per last Balance Sheet		2,76,14,693	3,08,66,293
"Less: Adjustment on assets converted into Stock-in-Trade during the year"		-	32,51,600
		2,76,14,693	2,76,14,693
Revaluation Reserve (Buildings and Machinery)			
As per last Balance Sheet		3,87,08,994	3,87,08,994
		3,87,08,994	3,87,08,994
Surplus			
As per last Balance Sheet		(13,50,08,056)	(9,75,29,199)
Less: Write down of carrying amount of assets whose remaining useful life is nil as per schedule II of the Companies Act, 2013.		-	(2,10,34,229)
Loss for the year transferred from statement of Profit and Loss		(5,34,61,560)	(1,64,44,628)
Total		(18,84,69,616)	(13,50,08,056)
		(43,93,832)	4,90,67,728

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd....)

Particulars	As at 31.03.2016 Amount ₹	As at 31.03.2015 Amount ₹		
Non-Current Liabilities:				
4. LONG TERM BORROWINGS :				
Secured				
From Banks				
Term Loans	4,06,96,575	5,15,68,867		
Hire Purchase loans	-	12,99,502		
From Others				
Hire Purchase loans	10,08,800	17,72,067		
Unsecured				
Fixed Deposits				
- From Directors	13,01,60,341	15,43,54,306		
Inter Corporate Loan	50,53,480	47,17,690		
Total	17,69,19,193	21,37,12,432		
There is no case of continuing default as on the balance sheet date in respect of repayment of loans and interest.				
Particulars	Outstanding amount	No of instalment	Interest %	Periodicity
Repayment Schedule for term loans:				
Within 1 year	1,21,80,000			
Beyond 1 year	4,06,96,572			
Hire Purchase Loan				
HDFC Ltd	11,89,384	8	10.31	Monthly
Kotak Mahindra Prime Ltd:	18,88,465	18	8.18	Monthly
Repayment Schedule for hire purchase:				
Within 1 year	20,69,049			
Beyond 1 year	10,08,800			
Repayment Schedule for Inter Corporate loans:				
Within 1 year	16,68,663			
Beyond 1 year	50,53,480			
The South Indian Bank Ltd:				
Working Capital Term Loan	5,28,76,572	91	17.40	Monthly
Details of Security :				
i) Secured by equitable mortgage of 4.135 acres of vacant land situated at Coimbatore with all its present and future superstructure				
ii) Hire Purchase Loans are secured by hypothecation of respective assets				
Aggregate amount of loans guaranteed by Chairman & Managing Director towards term loans: Rs. in lacs				
From The South indian Bank Ltd 1,326				
5. OTHER NON CURRENT LIABILITIES				
Advances Towards Land			5,42,00,000	1,92,00,000
Total			5,42,00,000	1,92,00,000
6. LONG TERM PROVISIONS:				
Provision for Gratuity :				
- Managerial personnel			54,58,844	54,58,844
- Others			1,25,10,290	1,08,92,415
Total			1,79,69,134	1,63,51,259
7. SHORT TERM BORROWINGS:				
Secured				
From Banks				
Cash Credit Account			71,90,997	1,15,58,534
Letter of Credit			6,51,92,240	6,01,91,549
Unsecured				
Others			-	2,57,37,284
Total			7,23,83,237	9,74,87,367

Loans from The South Indian Bank Ltd are secured by first charge on hypothecation of Stock-in-Trade, and Book Debts and Second charge of the movable and immovable properties of the company.



NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd....)

Particulars	As at	As at
	31.03.2016	31.03.2015
	Amount ₹	Amount ₹
8 TRADE PAYABLES:		
Due to Micro, Small & Medium Enterprises	35,96,004	40,32,206
Others	5,17,46,083	3,54,71,631
Total	5,53,42,088	3,95,03,837
9. OTHER CURRENT LIABILITIES:		
Current maturities of term loans - Secured	1,21,80,000	1,22,25,441
Current maturities of Hire Purchase Loan - Secured	20,69,049	25,16,239
Current maturities of Inter corporate Loan	16,68,663	32,23,711
Interest accrued and due on borrowings	5,44,614	6,73,127
Interest Accrued but not due on Borrowings	9,66,576	4,40,069
Advance towards Land	4,11,00,000	1,75,00,000
Liabilities for expenses	1,50,32,009	1,73,69,170
Liabilities for other finance	5,62,35,180	5,55,98,619
Total	12,97,96,090	10,95,46,376
10. SHORT TERM PROVISIONS:		
Provision for Gratuity	15,18,164	16,87,874
Provision for Leave Encashment	1,66,961	5,31,248
Total	16,85,125	22,19,122

11. FIXED ASSETS:

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01.04.2015	Additions during the year	Sales/ With drawals during the year	As at 31.03.2016	Upto 31.03.2015	Provided during the year	Withdrawn during the year	Transferred to Retained Earnings	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
(A) TANGIBLE ASSETS :											
Land : (Cost)	4,90,561	-	-	4,90,561	-	-	-	-	-	4,90,561	4,90,561
(Revalued)	2,76,14,693	-	-	2,76,14,693	-	-	-	-	-	2,76,14,693	2,76,14,693
Buildings : (Cost)	6,40,07,450	-	2,85,510	6,37,21,940	5,42,90,167	10,60,837	2,72,478	-	5,50,78,526	86,43,413	97,17,283
(Revalued)	6,68,98,442	-	-	6,68,98,442	5,87,54,043	5,57,129	-	-	5,93,11,172	75,87,270	81,44,399
Plant & Machinery (Cost)	25,18,83,578	36,68,999	3,23,78,398	22,31,74,179	19,96,41,468	34,80,176	2,84,16,324	-	17,47,05,320	4,84,68,859	5,22,42,110
(Revalued)	4,50,77,438	-	-	4,50,77,438	4,23,15,728	11,35,042	-	-	4,34,50,770	16,26,668	27,61,710
Computer	26,18,440	51,500	-	26,69,940	25,43,518	15,730	-	-	25,59,248	1,10,692	74,922
Office Equipment	16,86,435	-	1,33,599	15,52,836	16,30,204	-	1,26,919	-	15,03,285	49,551	56,231
Furniture	12,14,903	-	-	12,14,903	11,94,052	1,043	-	-	11,95,095	19,808	20,851
Motor Vehicles	1,49,95,457	-	7,52,801	1,42,42,656	1,05,02,162	17,71,453	7,14,882	-	1,15,58,733	26,83,923	44,93,295
Library	1,921	-	-	1,921	1,910	-	-	-	1,910	11	11
TOTAL (A)	47,64,89,319	37,20,499	3,35,50,309	44,66,59,509	37,08,73,253	80,21,409	2,95,30,603	-	34,93,64,060	9,72,95,449	10,56,16,066
(B) INTANGIBLE ASSETS :											
Software	19,01,951	-	-	19,01,951	19,01,951	-	-	-	19,01,951	-	-
TOTAL (B)	19,01,951	-	-	19,01,951	19,01,951	-	-	-	19,01,951	-	-
TOTAL (A+B)	47,83,91,270	37,20,499	3,35,50,309	44,85,61,460	37,27,75,204	80,21,409	2,95,30,603	-	35,12,66,011	9,72,95,449	10,56,16,066
Previous Year	51,37,79,025	1,29,88,514	4,83,76,270	47,83,91,269	37,04,64,650	1,23,38,637	4,06,51,088	3,06,23,007	37,27,75,206	10,56,16,063	14,33,14,375

Note: 1) Land Revalued as on 30/09/2003

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd....)

Particulars	As at 31.03.2016 Amount ₹	As at 31.03.2015 Amount ₹
12. NON-CURRENT INVESTMENT:		
NON - TRADE INVESTMENTS		
UN-QUOTED		
Investments in Equity Instruments		
2000 Equity Shares of Rs.10/-each fully paid up in		
Sentra Yarns Ltd	20,000	20,000
10000 Equity Shares of Rs.10/- each fully paid up in COSCO LTD.,	1,00,000	1,00,000
Investments in Government Securities		
7 Years National Savings Certificate	1,000	1,000
6 Years National Savings Certificate	62,000	62,000
Indira Vikas Patra	1,100	1,100
Investment in the Capital of Partnership Firm	15,000	15,000
Total	1,99,100	1,99,100
Details regarding Investment in the Capital of Partnership Firm (Dove Real Estate)		
Name of the partner	Percentage	Percentage
Sri Ramakrishna Mills (CBE) Limited	98	98
Sri. D. Lakshminarayananaswamy	2	2
NON-CURRENT ASSETS:		
13. LONG TERM LOANS AND ADVANCES:		
Unsecured, considered Good:		
Advances recoverable in cash or in kind, or for value to be received	20,17,784	21,93,329
Due from Companies in which Directors are interested	3,04,21,198	3,04,21,198
Due from Partnership Firm in which Company is Partner	97,63,385	97,70,879
Due from Partnership Firm in which Director is Partner	4,05,20,547	4,55,28,041
Security Deposits	2,19,12,899	2,10,90,686
Advance for purchase of capital assets	-	14,75,294
MAT Credit Entitlement	1,65,31,200	1,65,31,200
Advance tax (Net of provisions)	47,69,679	30,96,168
Total	12,59,36,693	13,01,06,794
CURRENT ASSETS:		
14. INVENTORIES		
(at lower of cost or net realisable value)		
Raw materials	71,026	1,02,77,871
Work-in-process	59,90,283	50,53,738
Finished Goods	1,03,35,151	3,39,57,244
Waste	2,95,474	6,27,534
Stock-in-Trade-Land	17,00,37,500	17,00,37,500
Stock of Stores	28,67,292	31,52,111
Total	18,95,96,725	22,31,05,998
15. TRADE RECEIVABLES:		
Unsecured, considered good :		
Outstanding for a period exceeding six months from the due date	19,61,668	81,43,831
Others	1,31,92,963	62,62,718
Total	1,51,54,631	1,44,06,549
16. CASH AND CASH EQUIVALENTS:		
Cash on hand	2,51,445	1,32,741
Balance with banks :		
In Current Account	1,73,511	18,90,199
In Margin Money Deposit Account	60,39,310	60,39,310
Stamps on hand	682	1,329
Total	64,64,948	80,63,578



NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd....)

Particulars	As at 31.03.2016 Amount ₹	As at 31.03.2015 Amount ₹
17. SHORT TERM LOANS AND ADVANCES:		
Unsecured, considered Good:		
Advances recoverable in cash or in kind, or for value to be received	1,52,49,440	1,21,35,996
Balance with Excise Department, Sales Tax, etc.	40,14,209	38,79,314
Pre-paid expenses	14,68,918	12,41,401
Total	2,07,32,567	1,72,56,711
18. OTHER CURRENT ASSETS:		
Interest accrued on Deposits	6,68,034	4,80,437
Total	6,68,034	4,80,437
	Year ended	Year ended
	31.03.2016	31.03.2015
	Amount ₹	Amount ₹
19. REVENUE FROM OPERATIONS:		
Sale of products :		
Yarn	17,52,93,387	11,92,28,906
Waste	53,84,761	1,01,07,679
Sale of services - Conversion receipts	54,79,042	3,32,17,005
Total	18,61,57,189	16,25,53,590
20. OTHER INCOME:		
Interest Receipts	11,75,507	7,29,485
Miscellaneous Income	9,58,811	3,00,788
Profit on sale of Assets (Net)	82,02,902	(8,39,437)
Lease Rent	4,23,000	8,96,430
Sundry Creditors forfeited	7,91,931	-
Share of profit/(Loss) from Partnership Firm	(7,494)	(5,990)
Total	1,15,44,656	10,81,276
21. COST OF MATERIALS CONSUMED:		
Opening Stock	1,02,77,871	3,14,530
Add : Purchases	7,90,93,044	9,71,41,310
	8,93,70,915	9,74,55,840
Less: Closing Stock	71,026	1,02,77,871
Total	8,92,99,889	8,71,77,970
22. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROCESS		
Opening Stock		
Finished Goods - Yarn	3,39,57,244	2,66,28,599
Work-in-process	50,53,738	36,09,071
Waste	6,27,534	4,75,716
Sub-Total (1)	3,96,38,515	3,07,13,386
Closing Stock		
Finished Goods - Yarn	1,03,35,151	3,39,57,244
Work-in-process	59,90,283	50,53,738
Waste	2,95,474	6,27,534
Sub-Total (2)	1,66,20,907	3,96,38,514
Stock (Decrease) / Increase Net (1 - 2)	2,30,17,608	(89,25,128)
23. EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	3,05,31,328	3,89,49,164
Contribution to provident and other funds	58,19,708	76,30,803
Staff Welfare expenses	26,70,168	26,77,761
Managerial Remuneration	49,63,491	30,00,000
Total	4,39,84,694	5,22,57,729

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd....)

Particulars	Year ended 31.03.2016 Amount ₹	Year ended 31.03.2015 Amount ₹
24. FINANCE COST		
Interest expenses		
On Loans From Banks	1,02,47,222	1,12,87,118
On others	1,75,10,983	2,83,79,724
Bank charges	34,01,652	52,37,837
Total	3,11,59,857	4,49,04,680
25. OTHER EXPENSES		
Consumption of stores and spare parts	32,24,608	20,63,059
Consumption of Packing Materials	20,62,901	22,78,219
Processing Charges	41,62,582	54,33,593
Repairs & Maintenance of :		
i) Buildings	5,80,275	4,44,550
ii) Machinery	5,73,237	9,53,293
iii) Other Assets	8,97,644	15,67,014
Printing & Stationery	1,82,659	1,89,984
Postage, Telegram & Telephones	4,34,093	4,46,805
Travelling and maintenance of vehicles	34,42,538	30,12,332
Insurance	2,85,841	1,93,156
Advertisement, Subscription and Periodicals	7,04,360	5,62,047
Rates and taxes, excluding, taxes on income.	12,46,990	15,91,926
Brokerage on yarn sales	2,08,189	1,04,294
Filing Fees	34,330	45,955
Directors' sitting Fees	58,000	68,000
Auditors' Remuneration	1,98,039	2,02,269
Yarn Sales Expenses other than brokerage	1,38,795	86,818
Legal and Professional charges	4,42,660	2,88,507
Donations	2,59,738	1,61,332
Miscellaneous expenses	2,30,312	6,10,632
Total	1,93,67,790	2,03,03,785


27. Additional Information to Financial Statements
31.03.2016 31.03.2015

1. Estimated amount of contracts remaining to be executed on Capital account (Net of Advance)

NIL NIL

Contingent Liabilities:

2. The following Sales Tax demands are being contested before Hon'ble Madras High Court and no provision is made in the accounts as these are stayed:-

Asst. Year	Nature of Dispute	31.03.2016	31.03.2015
		Disputed Demand (₹ in lakhs)	
1995-96	TNGST Demand	54.59	54.59
1998-99	TNGST Demand	61.66	61.66
		(₹ 31.00 lacs since paid as per Madras High Court Interim Order)	
1999-00	TNGST Pre-assessment Demand	89.37	89.37
2000-01	Total (TNGST + Additional Sales Tax	121.97	121.97
01.04.2004 to 31.12.2006	Additional Sales Tax under TNGST	7.43	7.43

- (b) Customs department filed an appeal before Hon'ble Madras High Court against the orders of Settlement Commission under Advance License Scheme in respect of reduction of Interest of Rs.8.26 lakhs allowed to us pending final orders. No provision is made in the accounts.
- (c) There is a demand of Rs.3,19,712/- raised by Andhra Pradesh Electricity Department in respect of Fuel Surcharge adjustment (FSA). The same is disputed by the Company before Hon'ble Andhra Pradesh High Court and pending final orders. No provision is made in the accounts.
3. a) Income Tax assessments from Assessment year 2014-15 and onwards are pending.
b) Sales Tax Assessments pending:
a) Under TNGST : 1999-00 to 2000-01 & 2004-05 to 31.12.06
b) Under TNVAT : 01.01.07 to 31.03.15
c) Under CST (TN) : 1999-00 to 2011-15
d) Under KGST : 2005-06
e) Under CST (Kerala) : 2005-06
f) Under APVAT : 2014-15
g) Under CST (AP) : 2014-15

4. Consumption:	31.03.2016		31.03.2015	
	Value (₹)	%	Value (₹)	%
Raw materials:				
Imported	-		-	-
Indigenous	8,92,99,889	100	8,71,77,970	100
Total	8,92,99,889	100	8,71,77,970	100
5. Stores, Spares & Components:				
Imported	-	-	-	-
Indigenous	52,87,509	100	43,41,278	100
Total	52,87,509	100	43,41,278	100

6. i. The amount remitted during the year in Foreign currencies on account of dividends:-	31.03.2016		31.03.2015	
a. Number of Non-resident shareholders	5		5	
b. Number of shares held by them	45616		45616	
c. The year to which the dividend related	-		-	
d. The amount remitted in foreign currencies	-		-	
ii. Earnings in Foreign Exchange:				
Export of goods – FOB Value (Rs.)	-		-	
iii. Expenditure in foreign currency				
i. Travelling (Rs)	2,53,114		Nil	
ii. Technical Knowhow, Royalty, Consultation, etc.	Nil		Nil	
iii. Interest	Nil		Nil	
iv. Others	Nil		Nil	

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

ADDITIONAL INFORMATION TO FINANCIAL STATEMENTS (Cont'd)

7. Managerial Remuneration:

Due to inadequacy of profits, only minimum remuneration was paid to Managing Director as under:-

	Sri D. Lakshminarayananaswamy Managing Director		Smt. L. Nagaswama Whole-time Director	
	31.03.2016 ₹	31.03.2015 ₹	31.03.2016 ₹	31.03.2015 ₹
Salary (₹)	30,00,000	30,00,000	19,63,491	18,09,919
P F Contribution	16,500	16,500	16,500	16,500
Total	30,16,500	30,16,500	19,79,991	18,26,419

8. The Balance of Debtors and Creditors, which in the absence of confirmations wherever necessary are taken as per the books and are subject to reconciliation and adjustments thereon having an impact of revenue nature, if any will be made in the year in which the same are finalized and settled.
9. In the opinion of Directors, assets other than fixed assets and non-current investments have the value on realization in the ordinary course of business at least equal to the amount at which they are stated.
10. Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows:

		31.03.2016 ₹	31.03.2015 ₹
(a)	Principal amount due	35,96,004	40,32,911
(b)	Interest due on the above	Nil	Nil
(c)	Interest paid during the period beyond the appointed day	Nil	Nil
(d)	Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act	Nil	Nil
(e)	Amount of interest accrued and remaining unpaid at the end of the period	Nil	Nil
(f)	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Act	Nil	Nil

11. Building, Plant & Machinery had been revalued as on 30th September 2002 and land had been revalued as on 30th September 2003 (by approved valuers, since their original costs no longer gave a true and fair view of their then values) and surplus (arisen on revaluation of Building, Plant & Machinery) amounting to Rs.15,56,26,170/- and Rs.6,88,20,020/- respectively were credited to Revaluation Reserve Account.
12. Particulars regarding investment in the capital of M/s.Dove Real Estates:

Particulars	31.03.2016 ₹	31.03.2015 ₹
Capital Contribution	15,000/-	15,000/-
Profit Sharing Ratio	98%	98%

13. Auditors' Remuneration

	31.03.2016 ₹	31.03.2015 ₹
Audit fees	74,750	74,100
Tax Audit fee	22,425	22,230
I T Representation fee	22,425	22,230
Certificate fees	73,439	78,709
Travelling Expenses	5,000	5,000
Total	1,98,039	2,02,269



ADDITIONAL INFORMATION TO FINANCIAL STATEMENTS (Cont'd)

14. Employee Benefits (AS-15):

I. Defined Benefit Plans

	Gratuity (unfunded)		
	31.03.2016 ₹.	31.03.2015 ₹.	31.03.2014 ₹.
A. Expenses recognized in the Statement of Profit and Loss for the year ended:-			
1. Current Service Cost	6,37,229	5,16,574	6,72,696
2. Interest Cost	10,61,520	10,33,927	16,12,051
3. Settlement Cost	Nil	Nil	Nil
4. Expected return on planned assets	Nil	Nil	Nil
5. Net actuarial (gain)/Loss recognized during the year	1,16,542	9,18,204	(19,668)
6. Expenses/(Income) recognized in the Statement of Profit and Loss	18,15,291	24,68,705	22,65,079
B. Actuarial return on Plan Assets for the Year Ended:			
1. Expected return on Plan assets	Nil	Nil	Nil
2. Actuarial (gain)/Loss on Plan assets	Nil	Nil	Nil
3. Actuarial return on Plan assets	Nil	Nil	Nil
C. Net Asset / (Liability) recognised in the Balance Sheet as at			
1. Present Value of Obligation	1,51,98,454	1,35,80,289	1,14,88,077
2. Fair Value of Plan assets	Nil	Nil	Nil
3. Net asset/(liability)recognised in the Balance Sheet	1,51,98,454	(1,35,80,289)	(1,14,88,077)
D. Change in Defined Obligation during the year ended:			
1. Present Value Obligation at the beginning of the Year	1,35,80,289	1,14,88,077	2,01,50,643
2. Current Service Cost	6,37,229	5,16,574	6,72,696
3. Interest Cost	10,61,520	10,33,927	16,12,051
4. Benefits paid	(1,97,126)	(3,76,493)	1,09,27,646
5. Actuarial (gain) / Loss	1,16,542	9,18,204	(19,668)
6. Present Value Obligation at the end of the year	1,51,98,454	1,35,80,289	3,33,43,368
E. Changes in Fair Asset during the year ended:			
1. Fair Value of Plan assets as at	Nil	Nil	Nil
2. Expected return on Plan assets	Nil	Nil	Nil
3. Contributions made	Nil	Nil	Nil
4. Benefits paid	Nil	Nil	Nil
5. Actuarial gain/(loss) on Plan assets	Nil	Nil	Nil
6. Fair value of Plan assets as at	Nil	Nil	Nil
F. Major categories of Plan assets as a percentage of total Planned assets			
1. Central Government Securities	Nil	Nil	Nil
2. State Government Securities	Nil	Nil	Nil
3. Private Sector bonds	Nil	Nil	Nil
4. Special deposit Scheme	Nil	Nil	Nil
5. Cash at Bank	Nil	Nil	Nil
6. Investments in Insurance Companies	Nil	Nil	Nil
7. Others	Nil	Nil	Nil
G. Actuarial assumptions			
1. Discount rate	8%	8 %	8%
2. Expected rate of return on Planned Assets	Nil	Nil	Nil
3. Salary Escalation	6%	6%	6%
4. Mortality rate	LIC 94-96	LIC 94-96	LIC 94-96

Future salary increase considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

II. Defined Contribution Schemes

Provident Fund	43,01,544	25,11,303	23,83,671
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SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

15. Related party disclosure (AS-18)

Key Management Personnel	Relatives of Key Management Personnel	Other Related Parties
Sri. D. Lakshminarayananaswamy Smt. L. Nagaswama	Sri. R. Doraiswami (Deceased) Smt. R. Suhasini Smt. L. Swathy	Sri Jaganatha Ginning & Oil Mills (JGOM) Sri Jaganatha Textiles Ltd (SJTL) Suhasini Spinners Ltd (SSL) Swathy Processors Ltd (SPL) Sri Ramakrishna Yarn Carriers Ltd(SRYC) Dove Real Estates

ii) Transactions with Related Parties

Nature of Transactions	31.03.2016			31.03.2015		
	Key Management Personnel	Relatives of KMP	Other Related Parties	Key Management Personnel	Relatives of KMP	Other Related Parties
Managerial Remuneration	30,00,000	-	-	30,16,500	-	-
D. Lakshminarayananaswamy						
Smt. L. Nagaswama	19,63,491	-	-	18,26,419	-	-
Godown Lease Rent Received						
SJTL	-	-	-	-	-	1,74,077
SRYC	42,000	-	-	-	-	2,05,620
JGOM	2,40,000	-	-	-	-	2,69,664
Land Lease Rent Received:						
SRYC	1,41,000	-	-	-	-	-
JGOM	-	-	-	-	-	-
Yarn Conversion Charges Received						
SPL	-	-	40,12,726	-	-	39,53,449
SJTL (others)	-	-	-	-	-	4,478
Yarn Conversion Charges Paid						
SPL	-	-	42,74,227	-	-	-
Purchases						
SRYC	-	-	6,72,302	-	-	8,86,466
SJTL	-	-	2,29,500	-	-	-
Share of Profit/(Loss) From Firm:						
Dove Real Estates	-	-	(7,494)	-	-	(5,989)
Raw Material / PSF Purchases:						
SRYC	-	-	-	-	-	11,68,054
SJTL	-	-	20,471	-	-	5,481
Trade Deposit Repaid						
JGOM	-	-	-	-	-	15,99,064
Loan Received :						
D. Lakshminarayananaswamy	69,25,200	-	-	21,85,36,806	-	-
L. Nagaswama	-	-	-	1,00,00,000	-	-
Interest on Trade Deposit						
JGOM	-	-	-	-	-	-
Loan repaid :						
R. Doraiswami (Deceased)	-	-	-	-	50,78,980	-
D. Lakshminarayananaswamy	10,87,58,610	-	-	8,29,39,356	-	-
L. Nagaswama	21,42,872	-	-	4,65,810	-	-
Interest on Loan						
R. Doraiswami (Deceased)	-	-	-	-	6,24,349	-
D. Lakshminarayananaswamy	1,49,38,048	-	-	13,11,897	-	-
L. Nagaswama	13,51,045	-	-	3,48,644	-	-
R. Suhasini	-	-	-	-	-	-
Outstanding Balance Payable						
SRYC	-	-	-	-	-	10,89,201
R. Doraiswami (Deceased)	-	-	-	-	-	-
D. Lakshminarayananaswamy	-	-	-	14,45,23,272	-	-
L. Nagaswama	95,31,058	-	-	1,02,98,834	-	-
Receivable						
SRYC	31,04,444	-	-	-	-	-
SJTL	2,78,11,386	-	-	-	-	2,72,29,523
SPL	5,09,794	-	-	-	-	3,73,980
JGOM	4,07,70,547	-	-	-	-	4,55,28,041
Dove Real Estates	97,63,385	-	-	-	-	97,70,879

**ADDITIONAL INFORMATION TO FINANCIAL STATEMENTS (Cont'd)****18. Lease (AS-19)**

The Lease Agreement provides for an option to the company to renew the lease period for a further period varying from 1 to 2 years at the end of the period provided atleast three months' prior notice is given :

Future Minimum lease rent to be received:

	31.03.2016 ₹	31.03.2015 ₹
Not later than 1 year	4,23,000	4,23,000
Later than 1 year but not more than 5 years	16,92,000	16,92,000
More than 5 years	21,15,000	21,15,000

19. Earnings per Share (AS-20)

	31.03.2016 ₹	31.03.2015 ₹
Net Profit / (Loss) before exceptional items	(5,34,61,560)	(8,46,86,633)
Less: Exceptional Items	---	6,82,42,005
(Loss) after exceptional items	(5,34,61,560)	(1,64,44,628)
Weighted average number of shares (Nos.)	71,18,330	71,18,330
Nominal Value of share	Rs.10/-	Rs.10/-
Basic & diluted EPS before exceptional items	(7.51)	(11.90)
Basic & diluted EPS after exceptional items	(7.51)	(2.31)

20. The components of Deferred Tax Asset consists of the following :-

	31.03.2016 ₹	31.03.2015 ₹
i) Deferred Tax Asset:		
Business Loss	9,83,93,837	9,83,93,837
Unabsorbed Depreciation On account of Depreciation	2,06,42,351	2,06,42,351
Deferred Tax Asset	11,90,36,188	11,90,36,188

21. Capital Reserve relates to revaluation of land made during 2013 in Partnership Firm in which Company is a Partner. The revaluation of land is done on the basis of valuation certified by Certified Valuer. Corresponding effect is accounted under receivable from Partnership Firm.

22. Previous year figures have been re grouped and reclassified wherever necessary to correspond with current year's classification/disclosure.

In terms of our Report of even date

For and on behalf of the Board of Directors of
Sri Ramakrishna Mills (Coimbatore) Limited

D. Lakshminarayanawamy

Managing Director
(DIN : 00028118)

N. Jothikumar

Director
(DIN : 00028025)

S.A. Subramanian

Company Secretary

G. Krishnakumar

CFO

Place : Coimbatore

Date : 26.05.2016

For M.S. JAGANNATHAN & VISVANATHAN
Chartered Accountants,
Firm Regd. No. 001209S

(Sd.) **M.V. Jeganathan**

Partner
M.No. 214178

(Sd.) **Sasirekha Vengatesh**

Chartered Accountant

Internal Auditor
M.No. 200464

SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

FORM AOC 1
STATEMENT PURSUANT TO SEC.129 OF THE COMPANIES ACT, 2013
(Statement containing Salient Features of the Financial Statements of Associate Companies)

	Name	Dove Real Estate
1.	Latest Audited Financial Statement dated	31.03.2016
2.	Shares of firm held by the company	98%
3.	Amount of investment	Rs.15,000/-
4.	Description of Significance influence	Note 1
5.	Reasons for non-consolidation	Not applicable
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	Not applicable
7.	Profit / (loss) for the year (in lakhs)	(Rs.0.07) *

Note :

1. The Company and Managing Director are Partners in the Firm.
2. *Considered in the Company's Statement of Profit and Loss

Place : Coimbatore
Date : 28.07.2016

For and on behalf of the Board of Directors
of Sri Ramakrishna Mills (Coimbatore) Limited

D. LAKSHMINARAYANASWAMY
Managing Director
(DIN : 00028118)

N. JOTHIKUMAR
Director
(DIN : 00028025)

SRI RAMAKRISHNA MILLS (COIMBATORE) LTD
 Regd. Office : 1493, Sathyamangalam Road, Ganapathy Post,
 Coimbatore-641 006
 CIN : L17111TZ1946PLC000175

Name of the Member(s) :

Registered Address :

e-mail ID :

Folio No. / Client ID :

DP ID :

I/We being the Member(s) of ____ Shares of Sri Ramakrishna Mills (Coimbatore) Ltd hereby appoint :

- 1) of having e-mail id or jointly him/her
 2) of having e-mail id or jointly him/her
 3) of having e-mail id or jointly him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company to be held on Monday, the 12th September 2016 at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:-

** I wish my above proxy to vote in the matter as indicated in the box below :-

S.No.	Resolution	For	Against
1.	Adopting of Financial Statements for the Financial Year ended on 31s March 2016		
2.	Appointment of Statutory Auditors		
3.	Re-appointment of Smt. L. Nagaswarnna (DIN:00051610) who retires by rotation and being eligible offers herself for re-appointment		

Signed this ____ day of _____ 2016

Signature of Shareholder

Signature of first
Proxy Holder

Signature of second
Proxy holder

Signature of third
Proxy holder

Notes:

- This form or proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting..
- A proxy need not be a member of the company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
- In case of joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.
- ** This is only optional. Please put a ✓ in the appropriate column against the resolutions indicated in the Box. If you leave the "For" and "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the matter as he / she thinks appropriate.

SRI RAMAKRISHNA MILLS (COIMBATORE) LTD
 Regd. Office : 1493, Sathyamangalam Road, Ganapathy Post,
 Coimbatore-641 006
 CIN : L17111TZ1946PLC000175

ATTENDANCE SLIP

(Particulars to be completed by Member / Proxy)

Name of the Member : _____
 (IN BLOCK LETTERS)

Member Folio Number / ID No. : _____

Name of Proxy : _____

No. of Shares held : _____

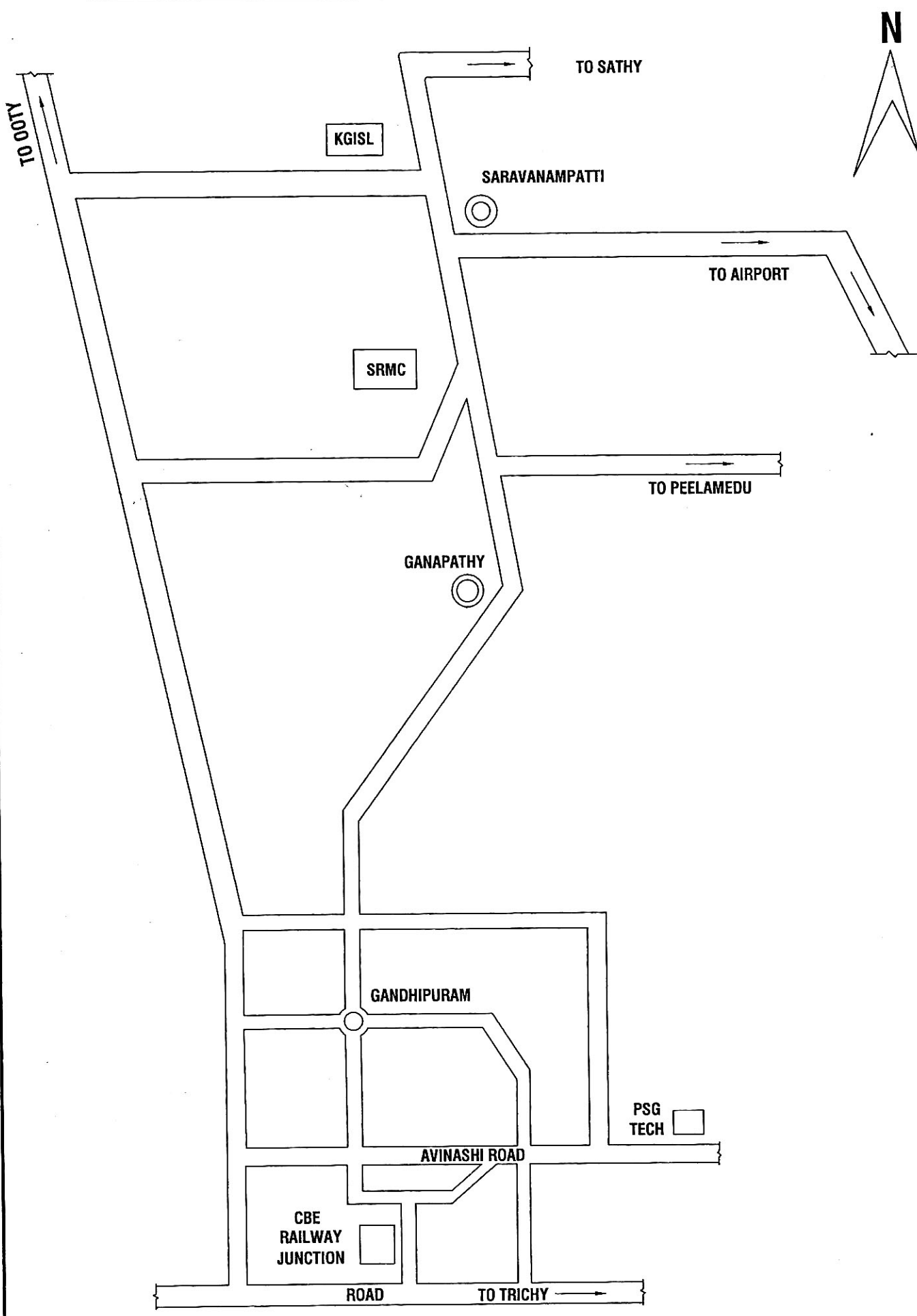
I hereby record my presence at the 69th Annual General Meeting of the Company at Registered Office at 1493, Sathyamangalam Road, Ganapathy Post, Coimbatore - 641 006 on Monday, the 12th September 2016 at 9.00 a.m.

Signature of the Member / Proxy

NOTE:

- The meeting is for Members of the Company only. Members are requested not to bring non members or children.
- The Company will accept only the attendance slip of person personally attending the meeting as a Member or a valid proxy duly registered with the company.
- Please read carefully the instructions given in the Notice of 69th Annual General Meeting under the heading "voting through electronic means".

ROUTE MAP TO THE VENUE OF THE 69th AGM OF THE COMPANY



REGISTERED - BOOK-POST

If undelivered please return to
SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED
Post Box No. 2007, Ganapathy Post
Coimbatore - 641 006