

# SRI NACHAMMAI COTTON MILLS LIMITED,

Registered Office :  
Door No. 181, 'VASANTHAM', 4<sup>th</sup> Cross Street, New Fairlands,  
SALEM - 636 016.

Our Ref: \_\_\_\_\_

Dated: \_\_\_\_\_

## CLARIFICATION LETTER

07.04.2024

To,  
BSE Limited,  
Listing Department,  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001.

**Scrip Code: 521234**

**REG: Delayed Submission of Proceedings of General Meetings.**

This is to clarify that we had conducted our AGM on 25/09/2023 at 03.00 P.M. and concluded by 04.00 P.M. As there was a significant material event happened in our company ie., We Re-Appointed Mrs. Sujatha Sivakumar as Independent Director for her second tenure we awaited for the scrutinizer's report to be filed along with AGM Proceedings. We received the results from our scrutinizer on 26/09/2023 hence we filed the proceedings of AGM along with results by 12: 46 P.M. on 26/09/2023.

We also clarify that this event's result is not emanating within the company as we are depending on the Scrutinizers result, We filed the proceedings on 26/09/2023 by 12.40 p.m. ie., within 24 hours specified in the Reg.30(6)(iii) of SEBI LODR REGULATIONS 2015.

So this is the reason for the filing beyond 12 hours. In case our interpretation is wrong we assure you to rectify the same from the ensuing General Meetings.

Thanks and Regards

For Sri Nachammai Cotton Mills Limited



CS M Harish

Company Secretary cum Compliance Officer

e-mail : [sncm@rediffmail.com](mailto:sncm@rediffmail.com)  
Telephone : (0427) 2330847 & 2330466  
Fax : (0427) 2331951  
Cell : 98427 - 27766  
Website : [www.sncmindia.com](http://www.sncmindia.com)

\*

Sales Tax Internal Area Code No. 149  
GSTIN : 33AACCS9491G1Z4  
CST. RC. No. 425497 dated 01-08-1993  
E.C.C.No. AACCS9491GXM003  
CIN : L17115TZ1980PLC000916

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Door No. 181, 'VASANTHAM', 4<sup>th</sup> Cross Street, New Fairlands,  
SALEM - 636 016.

Our Ref : \_\_\_\_\_

Dated : \_\_\_\_\_ 25.09.2023

To  
The Listing Centre,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI 400 001.

Dear Sir,

Sub: Proceedings and Voting Results of 43<sup>rd</sup> Meeting of the Company.  
Ref: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015.

In accordance with Regulation 30 and 44(3) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, we herewith enclosed Proceedings and Voting Results of the 43<sup>rd</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September 2023 at 3.00 P.M through video conferencing.

We have also enclosed the Scrutinizer Report on e-voting and ballot voting (AGM Venue Voting) results.

The above are being uploaded on the Company's website [www.sncmindia.com](http://www.sncmindia.com).

Kindly take the same for your records.

Thanking you,

Yours faithfully,

For SRI NACHAMMAI COTTON MILLS LIMITED



P.Palaniappan  
Managing Director  
DIN:01577805

e-mail : [sncm@rediffmail.com](mailto:sncm@rediffmail.com)  
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## PROCEEDINGS OF THE ANNUAL GENERAL MEETING

The 43<sup>rd</sup> Annual General Meeting of the members was held on Monday, 25<sup>th</sup> September, 2023 at 3.00 P.M (IST) through video conferencing.

Smt P.Palaniappan, Managing Director was appointed as the Chairman of the meeting. 20 Members attended the meeting. The requisite quorum being present the meeting was declared open. The Chairman along with his welcome address answered all the queries asked by the shareholders via mail.

With the consent of the members, the Director Report for the year ending 31.03.2023 was taken as read.

At the request of the members the Independent Auditors' Report for the year ended 31<sup>st</sup> March, 2023 was taken as read.

CS M.Harish, Company Secretary cum Compliance Officer read the resolutions in detail.

The host of the meeting explained the procedure for live e-voting.

Chairman provided a time of 15 Mins to cast Vote through live e-voting. The Shareholders also casted their votes by the way of live e-voting.

The company provided its members the facility to cast their votes by electronic mode ("e -Voting") for all resolutions. The e-voting period commenced on 22<sup>nd</sup> September 2023 (9.00 a. m) and ended on 24<sup>th</sup> September, 2023 (5.00 p.m).

A Q&A session happened for the shareholders registered as speakers the Company Secretary answered their queries.

CS M.R.L. Narasimha, Company Secretary in practice who was appointed as the Scrutinizer for remote e-voting and live e-voting.

Date of AGM	25.09.2023
Total number of Shareholder on Record Date	3679
Promoters and Promoter Group	7
Public	12
No. of Shareholders attended in the meeting Video Conferencing Promoters, Promoter Group and Pubic	19 Members

The Company Secretary thereafter declared the proceedings of the 43<sup>rd</sup> AGM as closed at 04.00 P.M with vote of thanks.

For SRI NACHAMMAI COTTON MILLS LIMITED

  
P.Palaniappan  
Managing Director  
DIN:01577805

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DECLARATION OF RESULTS BY THE CHAIRMAN FOR THE RESOLUTIONS CONTAINED IN THE NOTICE OF THE 43<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY BASED ON CONSOLIDATED REPORT OF THE SCRUTINIZER

Sl.No.	Resolutions	Type of Resolution	Result
1	To consider and adopt the Audited Balance Sheet, Profit & Loss Account and Cash Flow statement for the year ended 31 <sup>st</sup> March, 2023 and Reports of Directors and Auditors thereon	Ordinary Resolution	Resolution passed as an Ordinary Resolution
2	Appointment Smt. A. Annamalai, Director retiring by rotation	Ordinary Resolution	Resolution passed as an Ordinary Resolution
4	To ratify the Remuneration paid to Cost Auditor	Ordinary Resolution	Resolution passed as an Ordinary Resolution
5	Re-appointment of Smt. Sujatha Sivakumar (din 08536232) as non executive independent director of the company.	Special Resolution	Resolution passed as a Special Resolution

For SRI NACHAMMAI COTTON MILLS LIMITED

  
P. Palaniappan  
Managing Director  
DIN:01577805

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## SRI NACHAMMAI COTTON MILLS LIMITED, SALEM – 636016. AGENDA WISE RESOLUTION

### Resolution-1

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	2395862	99.999%
Dissent	2	4	0.001%
Total	23	2395866	100%

### Resolution-2

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	2395862	99.999%
Dissent	2	4	0.001%
Total	23	2395866	100%

### Resolution-3

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	2395862	99.999%
Dissent	2	4	0.001%
Total	23	2395866	100%

### Resolution-4

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	2395862	99.999%
Dissent	2	4	0.001%
Total	23	2395866	100%

For SRI NACHAMMAI COTTON MILLS LIMITED

  
P. Palaniappan  
Managing Director  
DIN:01577805

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CIN : L17115TZ1980PLC000916

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To, The Chairman,

43<sup>rd</sup> (Forty Third) Annual General Meeting (AGM) of the Equity Shareholders of Sri Nachammai Cotton Mills Limited held on Monday, September 25, 2023, at 03:00 p.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Dear Sir,

I, M.R.L. Narasimha, Practising Company Secretary, residing at 'LOTUS' 370-A Alagesan Road SB Mission Post Coimbatore 641-011, appointed as Scrutinizer by the Board of Directors of Sri Nachammai Cotton Mills Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company held on Monday, September 25, 2023 at 03:00 p.m. through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 43<sup>rd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by Central Depository Services (India) Limited (CDSL)

*M. R. L. Narasimha*

3. In accordance with the Notice of the 43<sup>rd</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on August 28, 2023, the remote e-voting opened at 9:00 AM on September 22, 2023 and remained open up to 5:00 PM on September 24, 2023.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on September 18, 2023, "cut off date", were entitled to vote electronically on the resolutions stated in the Notice of the 43<sup>rd</sup> Annual General Meeting of the Company. For any person who acquired shares after the cut-off day, special instructions were given in the Notice dt 10-08-2023, with regards to the procedures to be performed for e-voting
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services Limited ([https:// www.evotingindia.com](https://www.evotingindia.com)) . The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted. The report was finalized at 16.09 PM on September 25, 2023.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice of the AGM are as under :

*M. R. L. Narasimha*

a) **Resolution-1: Ordinary Resolution**

To consider and adopt the audited Annual Financial Statements including Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended as on that date and the Report of the Board of Directors and Auditors thereon

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	23,95,862	99.999
Dissent	2	04	0.001
Abstain	-	-	-
Rejections	-	-	-
<b>Total</b>	<b>23</b>	<b>23,95,866</b>	<b>100</b>

b) **Resolution-2: Ordinary Resolution**

A. Annamalai (DIN. 00625832) Director retires by rotation and being eligible, offers himself for re appointment.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	23,95,862	99.999
Dissent	2	04	0.001
Abstain	-	-	-
Rejections	-	-	-
<b>Total</b>	<b>23</b>	<b>23,95,866</b>	<b>100</b>

*M. R. L. Narasimha*



c) **Resolution-3: Ordinary Resolution**

Ratification of remuneration of Cost Auditors for the Financial Year 2023-2024

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	23,95,862	99.999
Dissent	2	04	0.001
Abstain	-	-	-
Rejections	-	-	-
<b>Total</b>	<b>23</b>	<b>23,95,866</b>	<b>100</b>

d) **Resolution-4: Special Resolution**

Re-Appointment of Smt. Sujatha Sivakumar (DIN 08536232) as Non Executive Independent Director of the company.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	23,95,862	99.999
Dissent	2	04	0.001
Abstain	-	-	-
Rejections	-	-	-
<b>Total</b>	<b>23</b>	<b>23,95,866</b>	<b>100</b>

*M. R. L. Narasimha*

*M. R. L. Narasimha* BCom, FCS  
PRACTISING COMPANY SECRETARY

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 43<sup>rd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Place:- Coimbatore

Date:- 25-09-2023

UDIN:- F002851E001078464

*M. R. L. Narasimha*

M.R.L. Narasimha

Practicing Company Secretary

FCS:- 2851

COP:- 799

PRC:-1420/2021

**M.R.L. NARASIMHA. B.Com., FCS**  
Practising Company Secretary  
M.No: 2851 C. P. 799, PR. No. 1420/2021  
'Lotus' 370-A, Alagesan Rd, SB Mission Post,  
Coimbatore - 641 011

All resolutions stand passed under E-Voting as Ordinary and Special Resolution with requisite majority as specified under the Companies Act 2013

**For Sri Nachammai Cotton Mills Ltd.,**

*A.M.W*

Managing Director DIN: 01577805  
CHAIRMAN