

Sec/BM/29/2016
04.05.2016

To
All Directors,

Dear Sirs,

Meeting No.BM/29/2016 of the **Board Meeting** of the Directors will be held on **Monday, 23rd May, 2016 at 11.30 A.M** at No. 30, Sugavaneswara Road, Balaji Nagar, Salem 636 004 (Telephone No. 0427-2330847). Please make it convenient to attend.

A G E N D A

1. To grant leave of absence to Directors.
2. To note Minutes of the Board meeting held on 30th January, 2016.
3. To read and record the minutes of the Shares Transfer Committee meeting.
4. To note the minutes of the meeting of the Audit Committee of Board of Directors of the Company held on 30th January, 2016.
5. To note the minutes of the meeting of the Stakeholders Relationship Committee held on January, 2016.
6. To approve/ratify the contracts entered into by the Company during the period 01.01.16 to 31.03.16 with such companies /firms in which the Directors of the Company are interested.
7. To Record the status of Dematerialisation of Company's Equity shares and Shareholding/Distribution.
8. To consider and approve the Draft Balance Sheet for the period ended (9 months) 31st March, 2016, Cash flow statement and the Profit and Loss Account for the period ended (9 months) on that date.
9. To consider the Draft Auditors' Report on the accounts for the period ended (9 months) 31st March, 2016.
10. To ascertain the Directors who are liable retire by rotation.
11. To consider and approve the draft Directors' Report, Management discussion and Analysis Report and Corporate Governance Report for the period ended (9 months) 31st March, 2016.
12. To consider Audit Committee Recommendations Report.
13. To consider and to take on record the Audited Financial Results of the Company for the period ended (9 months) 31st March, 2016 and publishing the same in Regulation 33 of SEBI (LODR) Regulations, 2015 with Stock Exchange.
14. To consider the Internal Financial controls and Internal Financial Report by Statutory Auditors.
15. To record the Certificate (Form MBP-1) pursuant to Section 184(1) of Companies Act, 2013 received from the Directors of the Company.
16. To approve/ratify the Capital Expenditure incurred by the Company during the quarter ended 31st March, 2016.
17. To consider the Resignation of Miss.Cynthia.S, Company Secretary cum Compliance Officer of the Company.
18. To consider reappointment of Auditors to hold office for a period of 1 year from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.
19. To consider the appointment of Internal Auditor.
20. To consider the appointment of Cost Auditor.

-Contd/-

21. To convene the 36th Annual General Meeting and to fix place, date, time for the meeting.
22. To fix the duration and dates for closure of Register of Members for the purpose of Annual General Meeting.
23. To consider and approve the Notice to be sent to the members of the Company convening the Thirty Sixth Annual General Meeting.
24. To consider information placed before the Board in Regulation 27(2) of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.
25. To consider and record compliance with various statues as applicable to the Company for the quarter ended 31st March, 2016 as reported by officers responsible for compliance.
26. To take note of the Reconciliation of Secretarial Audit Report of issued and listed capital for the quarter ended 31st March, 2016.
27. To consider the Compliance Certificate given by a Practicing Company Secretary for the half year ended 31st March,2016.
28. To Record the status of compliance under internal Code of Conduct of the Company.
29. To authorise CDSL to conduct and facilitate e –voting.
30. To appoint Mr.M.R.L.Narasimha, Practising Company Secretary as the Scrutinizer for e-voting.
31. To appoint Mr.M.R.L.Narasimha, Practising Company Secretary as the Scrutinizer for Postal Ballot.
32. To consider any other subject(s) with the permission of the Chairman and the majority of Directors present in the Meeting.

Kindly acknowledge the receipt.

Yours truly,
For Sri Nachammai Cotton Mills Limited.,

Sd/-
P.Umayal,
Chairman cum Managing Director.
Din. 00110260