

Sec/BM/45/2019

06.05.2019

To
All Directors,

Dear Sirs,

Meeting No.BM/45/2019 of the **Board Meeting** of the Directors will be held on **Friday, 24th May, 2019 at 4.30 P.M** at Door No. 181, 'VASANTHAM' 4th Cross Street, New Fairlands, Salem- 636016 (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 15th April 2019 and circular resolution passed on 3rd May, 2019.
3. To ratify the resolution passed by circulation.
4. To read and record the minutes of the Stakeholders Relationship Committee meeting.
5. To note the minutes of the meeting of the Audit Committee of Board of Directors of the Company held on 4th February, 2019.
6. To read and record the minutes of the Share Transfer Committee meeting
7. To record the status of Dematerialization of Company's Equity shares and Shareholding/Distribution.
8. Re-appointment of Smt P.Umayal (DIN 00110260) as Chairman cum Managing Director of the company w.e.f. 19th December 2019 upto 18th December 2022.
9. Re-appointment of Shri P.Palaniappn (DIN 01577805) as Managing Director of the company w.e.f. 19th December 2019 upto 18th December 2022.
10. Re-appointment of Sri A Alagappan (Din 00363600) as an Independent Director of the company
11. Re-appointment of Shri S Ravichandran (Din 00759455) as an Independent Director of the company
12. Re-appointment of Shri PL Subbiah (Din 02131140) as an Independent Director of the company
13. Re-appointment of Smt. Shantha Radhakrishnan (Din 06976554) as an Independent Director of the company
14. To obtain DIN for Smt. Sujatha Sivakumar proposed to be appointed as Director
15. To consider information placed before the Board in terms of Regulation 27(2) And 17(3) Of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
16. To consider and approve the Balance Sheet for the year ended 31st March, 2019, Cash Flow Statement and Statement of Profit & Loss Account on that date
17. To consider the Draft Auditors' Report on the accounts for the year ended 31st March, 2019
18. To consider the Internal Financial controls and Internal Financial Report by Statutory Auditors.
19. To ascertain the Directors who are liable to retire by rotation.
20. To consider and to take on record the Audited Financial Results of the Company for the year ended 31st March, 2019 and publishing the same in Regulation 33 of SEBI (LODR) Regulations, 2015 with Stock Exchange.
21. To approve the Draft Director's report and to authorize the chairman to sign on behalf of the Board
22. To consider and approve the draft Management Discussion and analysis report and corporate governance report for the year ended 31st March, 2019
23. To convene the 39th Annual General Meeting and to fix the place, date, time for the Meeting

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24. To fix the duration and dates for closure of register of members for the purpose of Annual General Meeting.
25. To consider and approve the notice to be sent to the members of the company convening the thirty ninth Annual General Meeting
26. To record the general notice of disclosure received under section 184(1) of the companies act, 2013 in form MBP-1
27. To consider appointment of secretarial auditor
28. To consider the re-appointment of internal auditor
29. To consider the appointment of cost auditor
30. To approve/ratify the contracts entered into by the company during the period 01.01.2019 to 31.03.2019 with such companies/firms in which the directors of the company are interested.
31. To review report on reconciliation of share capital audit for the quarter ended 31st March, 2019
32. To consider the compliance certificate given by practicing company secretary for the half year ended 31st March, 2019
33. To record the status of compliance under internal code of conduct of the company
34. To consider and record compliance with various statues as applicable to the company for the quarter ended 31st March, 2019 as reported by officers responsible for compliance
35. To consider the proposal of extending the lease agreement for the further period of 11 months
36. To consider CDSL to conduct and facilitate e-voting
37. To appoint Mr.M.R.L.NARASIMHA, Practicing Company Secretary as the scrutinizer for e-voting
38. To review action taken on Board's Earlier Decision
39. To avail the Adhoc Cash Credit limit of Rs.400 lakhs from Indian Overseas Bank, Salem Main Branch, Salem
40. To filing of return of deposit DPT-3
41. Approval for the Scheme of arrangement of Arkay Energy Rameswarm Limited ('applicant company') as per Section 230 of the Companies Act, 2013
Kindly acknowledge the receipt.

For **SRI NACHAMMAI COTTON MILLS LIMITED,**

Sd/-

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