



Ambika Cotton Mills Limited

29/08/2022

Ref.No.ACM/SE/25/2022-23

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, BandraKurla Complex
Bandra (E), Mumbai – 400 051

The Listing Department
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street, Mumbai – 400 001

BSE - Scrip Code: 531978 Scrip Name: Ambika Cotton Mills Limited

NSE - AMBIKCO

Dear Sirs,

**Filing of Notice of AGM & Annual Report of the Company – FY 2021-22
Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015.**


Please find enclosed the annual report of the company for FY 2021-22 along with the Notice of the 34th Annual General Meeting to be held on Thursday, 29th September, 2022.

Kindly acknowledge the same.

Thanking you.

Yours faithfully,

For Ambika Cotton Mills Limited


Radheyshyam Padia
[Company Secretary]

Reg Office : 15, Valluvar Street, Sivanandha Colony, Coimbatore - 641012, Tamil Nadu, India

tel: +91 422 2491501, +91 422 2491502 fax: +91 422 2499623

email : ambika@acmills.in

CIN : L17115T21988PLC002269

AMBIKA COTTON MILLS LIMITED

Registered Office : No.9 A , Valluvar Street, Sivanandha Colony, Coimbatore - 641 012.

Ph. : +91 422 2491504, 2491503

CIN No.L17115TZ1988PLC002269

website - www.acmills.in, Email -id - ambika@acmills.in

NOTICE OF THE MEETING

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Company will be held on Thursday, the 29th September, 2022 at 12.00 Noon through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

A. ORDINARY BUSINESS(ES):

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31st March 2022 comprising of the Balance Sheet as at March 31, 2022, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of Directors and Auditors thereon.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

RESOLVED that the audited financial statements of the Company, for the year ended 31st March, 2022 comprising of the Balance Sheet as at March 31, 2022, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the notes forming part thereof along with the Report of the Board of Directors and Auditors thereon as placed before the Members, be and is hereby approved and adopted.

2. To declare a Final Dividend of Rs.35/- per equity share for the Financial year 2021-2022.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

RESOLVED that a final dividend of Rs.35/- per equity share of face value of Rs.10 each be and is hereby approved for the financial year 2021-2022, to the Members who are entitled as on Thursday, the 22nd September, 2022.

3. To appoint a Director in place of Mrs. Vidya Jyothish Pillai (DIN 05215930) who retires by rotation and being eligible offers herself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Vidya Jyothish Pillai (DIN 05215930), who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

4. To appoint Statutory Auditors and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. S.Krishnamoorthy & Co, Chartered Accountants (ICAI Firm Registration No.001496s), be and are hereby appointed as Statutory Auditors of the Company, for a period of five years to hold office from the conclusion of 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors of the Company.

B. SPECIAL BUSINESS(ES)

5. Re Appointment of Sri. P.V. Chandran as Chairman and Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

Resolved that Sri.P.V.Chandran (DIN 00628479) be and is hereby reappointed as the Chairman and Managing Director of the Company for a further period of 5 years with effect from 01.04.2022 to 31.03.2027.

Further Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Sri.P.V.Chandran, (DIN 00628479) of Rs.2,00,000/- per month . Further Resolved that Sri.P.V.Chandran be entitled to sitting fees for the meetings of the Board of Directors or the Committee thereof attended by him.

6. Re-appointment of Sri. E.M.Nagasivam as an Independent Director

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED that pursuant to Section 149 and read with Section 150, 152 and schedule IV and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) of re-enactment(s) thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, Sri. E.M.Nagasivam (holding DIN 07894618), Director, who holds office up to the date of this Annual General Meeting, be and is hereby reappointed as Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from the date of the 34th Annual General Meeting (2022) till the date of the 39th Annual General Meeting (2027) of the Company [both dates inclusive].

7. To ratify/confirm the Remuneration of the Cost Auditors for the financial year 2022-2023.

To consider and if deemed fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and Rules made there under, the remuneration payable to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, as set out in the Explanatory Statement annexed to the Notice convening this Meeting be and is here by ratified and confirmed.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board,

Sd/-

(P.V CHANDRAN)

Chairman and Managing Director

DIN: 00628479

Date: 10/08/2022

Place: Coimbatore

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the Notice is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its relevant circulars issued during the years 2020,2021 and 2022 permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant circulars issued during the years 2020,2021 and 2022. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC /OAVM. The deemed venue for the AGM shall be the Registered Office of the Company ie. 9A, Valluvar Street, Sivanandha Colony, Coimbatore - 641012.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC /OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to ca.vthangamuthu@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
5. The Annual Report of the Company and other documents proposed to be sent through e-mail would also be made available on the Company's website at www.acmills.in
6. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the companies Act, 2013 will be available for inspection by the members who request for the same, during the AGM.
7. The Register of Members and share transfer books of the Company will remain closed from Friday 23rd September,2022 to Thursday 29th September, 2022 (Both days inclusive) .
8. Dividend when approved will be paid to such of the members whose names appear in the Register of the Members of the Company as on Thursday, the 22nd September, 2022. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as per the details furnished by the Depositories for this purpose at the end of business hours on Thursday, the 22nd September, 2022.
9. Pursuant to the provisions of Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Share Transfer Agents.

10. As per SEBI Circular. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 Shareholders are advised to furnish to the Registrar & Share Transfer Agents, S.K.D.C. Consultants Ltd (i) Self attested copy of PAN card (s) of sole /joint holder(s) of shares (ii) Bank details form along with original cancelled cheque leaf with the name of the sole/ first holder printed on cheque leaf or copy of Bank passbook attested by your Bank Manager, in case not furnished earlier.
11. As per amendment to SEBI (LODR) Regulation , 2015 with effect from 01.04.2019 transfer of shares in physical mode will not be processed and hence Shareholders are advised to demat their shares.
12. As per the Circular No. MRD / DoP / Cir-05/2009 dt. May 20, 2009 issued by the Securities Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore the transferee(s)/ legal heirs are requested to furnish a copy of their PAN to the Registrar and Share Transfer Agents.
13. a) Members are requested to notify immediately any change of address:
 - i. to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and
 - ii. to the Company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/Passport etc.b) In case the registered mailing address is without the Postal Identification Number Code(“PIN CODE”), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
14. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a) the change in the residential status on return to India for permanent settlement, or
 - b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
15. Members who have not registered their Bank particulars with the Depository Participants (“DP”)/ Company are advised to utilize the electronic solutions provided by National Automated Clearing House (NACH) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., www.acmills.in and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.
16. Members must quote their Folio Number/ Demat Account number and contact details such as email address, contact number etc in all correspondences with the Company/Registrar and Share Transfer Agents.
17. Members are requested to address all correspondences, including dividend matters to the Registrar & Share Transfer Agents, S.K.D.C. Consultants Ltd, “Surya”, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore -641028. Phone: +91 422 4958995, 2539835-836, Fax: +91 422 2539837 Email ID: info@skdc-consultants.com Website: www.skdc-consultants.com
18. Shareholders who have not yet en-cashed their dividend warrants for the years FY 2014-15(Final) - FY 2020-21 (Final) may approach the Company for / RTA Revalidation, issue of duplicate warrants etc quoting the Folio Number/Client ID.

19. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 as amended, dividend for the Financial year 2014-2015 (Final) and thereafter unpaid/ unclaimed for a period of 7 (Seven) years will be transferred to the Investor Education and Protection Fund (IEPF) (the Fund) constituted by the Central Government under Section 125 of the Companies Act, 2013. Unpaid / Unclaimed Equity Dividend for the financial year 2014-2015 (Final), in respect of which dividend was declared on 23.09.2015 will fall due for transfer to the said Fund on 30th October 2021. As regards Unclaimed Dividend for the Financial years upto 2013-2014 (Final) the same have already been transferred to the said Fund. It may kindly be noted that once the unpaid/ unclaimed dividend is transferred to the above said Fund, the claim shall lie with the said IEPF. Further the Unpaid dividend details for FY 2014-15 (Final) to FY 2020-21 (Final) are made available on the website of the Company.
20. Transfer of Unclaimed shares to IEPF A/c : The Company has transferred 11693 equity shares of Rs.10 each to IEPF Authority in respect of which the dividend remained unclaimed for a consecutive period of 7 years or more in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, notified by the Ministry of Corporate Affairs.
21. The details pertaining to Directors proposed to be appointed / reappointment, to be provided in terms of Regulation 36 of the SEBI (LODR) Regulations, 2015 is furnished in the annexure.
22. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.acmills.in , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
23. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
24. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their Residential Status, Category as per IT Act, PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately. A Resident individual shareholder having PAN and entitled to receive dividend amount exceeding Rs. 5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to green@skdc-consultants.com on or before Thursday, 22nd September, 2022. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to green@skdc-consultants.com . The aforesaid declarations and documents need to be submitted by the shareholders on or before on Thursday, 22nd September , 2022.

25. Members seeking any information relating to the accounts may write to the Company at No.9A , Valluvar Street, Sivanandha Colony , Coimbatore - 641012, Phone -0422-2491504 email-Id : ambika@acmills.in at least seven days before the date of the Annual General Meeting.
26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
27. Members holding shares in electronic form may please note that as per the regulations of Securities and Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/ change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants ("DP") and furnish particulars of any changes desired by them.

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act")

ITEM NO.5 : Re- Appointment of Sri. P.V.Chandran as Chairman and Managing Director

Sri.P.V.Chandran was reappointed as the Chairman and Managing Director of the Company by the Board of Directors at their meeting held on 03.02.2022 on the recommendation of the Nomination and Remuneration Committee to hold the office for a period of 5 years with effect from 01.04.2022 to 31.03.2027 at a remuneration of Rs.2,00,000 per month and entitlement to sitting fees for the Board / Committee meetings attended by him.

Under his stewardship the Company has grown multi fold in terms of Sales and Profits and in order to sustain the same and in the interest of the company to reappoint him as the Chairman and Managing Director of the Company for a further period of 5 years with effect from 01.04.2022 to 31.03.2027

Section 197 read with Schedule V of the Companies Act,2013 provides for payment of remuneration up to 5 % of the net profits of the Company to any one Managing Director.

The remuneration to Sri.P.V.Chandran at Rs.2,00,000 per month and sitting fees for the meetings attended is well within the limits permitted under the Companies Act, 2013

Accordingly Directors, recommend the Resolution at item No.5.

The resolution is proposed as a Special Resolution in terms of Section 196(3)(a) of the Companies Act, 2013, on account of Sri. P.V.Chandran has attained the age of 70 years.

No other Director and Key Managerial Personnel, and their relatives is interested except Sri.P.V.Chandran, Mrs. Bhavya Chandran and Mrs. Vidya Jyothish Pillai may be considered as concerned or interested in passing the Resolution.

The aforesaid explanatory statement be considered also as an information pursuant to Regulation 36(3) of the (Listing Obligation and Disclosure Requirements) Regulations, 2015

ITEM NO.6 : Re- Appointment of Sri.E.M.Nagasivam as an Independent Director

Sri.E.M.Nagasivam, was appointed as a Non-executive Independent Director by the members at the 29th Annual General Meeting of the Company held on 27.09.2017 to hold office for a period of five consecutive years until 11th August 2022.

In the opinion of the Board Sri.E.M.Nagasivam fulfils the conditions specified in the Companies Act 2013 and the rules made thereunder for his appointment as an Independent Director of the Company.

Sri.E.M.Nagasivam, a Commerce Graduate, retired as Senior Divisional Manager of The Oriental Insurance Company Ltd after working in various capacities in the Insurance PSU. He has wide experience in handling various general insurance matters and risk related issues, while serving.

Sri.E.M.Nagasivam is the member of the Audit Committee and Nomination & Remuneration Committee.

Sri.E.M.Nagasivam is not related to the other Directors and Key Managerial Personnel of the Company, and their relatives.

Except Sri.E.M.Nagasivam, none of the Directors and Key Managerial Personnel, and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment.

The Nomination and Remuneration Committee and the Board of Directors have recommended for the reappointment of the Directorship of Sri.E.M.Nagasivam till the conclusion of 39th Annual General Meeting (2027)

The afore said explanatory statement be considered also as an information pursuant to Regulation 36(3) of the (Listing Obligation and Disclosure Requirements) Regulations, 2015

ITEM NO. 7 -Remuneration for Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2023 on remuneration as set out in the table below:

Cost Auditor	Product	Audit Fees Rs.
M/s. Sakthivel & Co, Tirupur	Textiles	Rs.75,000/-

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

Additional information on Directors recommended for re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015.

ITEM NO.2

Name of Director	Mrs. Vidya Jyothish Pillai (DIN:05215930)
Brief Resume	She holds Masters in Computer Application and holds directorship in the company since February 2012.
Relationship between Director Interse	Related to Sri. P.V. Chandran, Chairman and Managing Director of the Company & Bhavya Chandran, Director of the Company
List of Directorship and Membership of Committees of the Board in other listed entities	Nil
No. of Shares held in the Company	Nil

Explanatory statement in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM NO.4

M/s. Srikishen & Co, Chartered Accountants, an individual audit firm, was appointed as Statutory Auditors of the company at the 29th Annual General Meeting to hold office for a period of 5 years from 29th Annual General Meeting to 34th Annual General Meeting. In terms of Section 139 of the Companies Act an individual audit firm, in the case of a listed company, is eligible for appointment as Statutory Auditors, for only one term of five consecutive years .

Therefore, on the recommendation of the Audit Committee, the Board of Directors at their Meeting held on 10.08.2022 approved the appointment of M/s. S.Krishnamoorthy & Co, Chartered Accountants (ICAI Firm Registration No. 001496s), Coimbatore , as Auditors of the Company for a period of five years , to hold office from the conclusion of 34th Annual General Meeting till the conclusion of 39th Annual General Meeting , upon M/s.S.Krishnamoorthy& Co, Chartered Accountants confirming their eligibility vide letter dt. 09.08.2022 for appointment as Auditors and peer review certificate dt. 06.11.2020 (valid upto 28.02.2023) .

The audit firm M/s. S.Krishnamoorthy & Co, Chartered Accountants (Firm Registration No. 001496S), Coimbatore , is in practice for more than 3 decades and are serving as Statutory Auditors of a few listed companies and carries a rich experience and knowledge in their domain and there are no order or pending proceeding relating to professional matters of conduct against them before the ICAI or any competent authority or any court.

The proposed fee payable to Auditors Rs. 6,00,000/- per annum /-(exclusive of applicable taxes) for Statutory Audit and there are no variation in the proposed remuneration to the incoming Auditors from that paid to the outgoing Auditors.

For and on behalf of the Board of Directors,
Sd/-

(P.V CHANDRAN)

Chairman and Managing Director

DIN: 00628479

Date: 10/08/2022

Place: Coimbatore

Voting Through Electronic Means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by CDSL as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items:

- a. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. on Thursday, 22nd September, 2022. may refer to this Notice of the AGM of the Company, posted on Company's website www.acmills.in for detailed procedure with regard to remote e-voting. Any person, who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- b. The remote e-voting period will commence on Monday, September 26, 2022 at 9.00 AM and ends on Wednesday, September 28, 2022 at 5.00 PM. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Thursday, 22nd September, 2022. may cast their votes through remote e-voting.
- c. The remote e-voting module shall be disabled by CDSL for voting after 5.00 P.M on Wednesday September 28, 2022 and remote e-voting shall not be allowed beyond the said time.
- d. **The instructions to shareholders for e-voting and joining virtual meetings are as under**
Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting Login The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. i. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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.

- ii. After entering these details appropriately, click on "SUBMIT" tab.
- iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the relevant Ambika Cotton Mills Limited on which you choose to vote.
- vi. 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.
- vii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xi. 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.
- xii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xiii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically and can be delink in case of any wrong mapping
 - It is mandatory that 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer email address viz; ca.vthangamuthu@gmail.com and to the Company at the email address viz ambika@acmills.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

- Process for those shareholders whose email/mobile no. are not registered with the company/depositories.
 - a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company ambika@acmills.in /RTA email id green@skdc-consultants.com.
 - b. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 - c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

f. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E- VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before 5.00 PM, Saturday, 24 September, 2022, mentioning their name, demat account number/folio number, email id, mobile number at ambika@acmills.in . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before 5.00 PM, Saturday, 24 September, 2022, mentioning their name, demat account number/folio number, email id, mobile number at ambika@acmills.in . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Thursday, the 22nd September, 2022.
13. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
14. The Company has appointed Mr. V. Thangamuthu, Chartered Accountant, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
15. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
16. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.acmills.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, where the shares of the Company are listed.

AMBIKA COTTON MILLS LIMITED

**ANNUAL REPORT
2021 - 2022**

AMBIKA COTTON MILLS LIMITED

CIN No.L17115TZ1988PLC002269

website - www.acmills.in, Email -id - ambika@acmills.in

ANNUAL REPORT 2021 - 2022

BOARD OF DIRECTORS	Sri. P.V. Chandran	(DIN : 00628479)
	Sri. K.N. Sreedharan (Upto 23.03.2022)	(DIN : 00321585)
	Dr. K. Venkatachalam	(DIN : 01062171)
	Sri. E.M. Nagasivam	(DIN : 07894618)
	Mrs. Bhavya Chandran	(DIN : 02080649)
	Mrs. Vidya Jyothish Pillai	(DIN : 05215930)
	Mrs. Kalpana Arjunan (Upto 26.08.2021)	(DIN: 08770525)
	Mrs. Vijayalakshmi Narendra (From 11.08.2021)	(DIN: 00412374)

REGISTERED OFFICE 9A, Valluvar Street
Sivanandha Colony
Coimbatore - 641 012.

PLANT Kanniyapuram
Dindigul - 624 308.

AUDITORS Srikishen & Co.,
Chartered Accountants,
Coimbatore-641 006.

BANKERS Axis Bank Ltd.
HDFC Bank Ltd.
ICICI Bank Ltd.
IDBI Bank Ltd.
Kotak Mahindra Bank Ltd.

AMBIKA COTTON MILLS LIMITED

Registered Office : No.9 A , Valluvar Street, Sivanandha Colony, Coimbatore - 641 012.

Ph. : +91 422 2491504, 2491503

CIN No.L17115TZ1988PLC002269

website - www.acmills.in, Email -id - ambika@acmills.in

DIRECTORS' REPORT

Your directors have great pleasure in submitting the Thirty Fourth Annual Report together with the audited accounts for the year ended 31st March 2022

FINANCIAL RESULTS

(Rs. in Lakhs)

The Financial results for the year ended 31st March 2022 are furnished below:

	CURRENT YEAR	PREVIOUS YEAR
	2021-22	2020-21
Revenue from Operations & Other Income	92547.98	63369.56
Profit Before Finance Cost and Depreciation	27460.89	12514.13
Less: Finance Cost	123.09	581.40
Gross Profit For the Year	27337.80	11932.73
Less : Depreciation	2938.83	2893.79
Profit before Tax	24398.97	9038.94
Less : Tax Expense	6410.19	2244.25
Profit after Tax	17988.78	6794.69
Other Comprehensive income	-19.08	-21.96
Total Comprehensive income for the year	17969.70	6772.73
Add:Opening Balance of retained earnings	35892.41	30978.43
Amount available for appropriation	53862.11	37751.16
Less: Appropriations		
Transfer to General Reserve	1000.00	1000.00
Dividend on Equity Shares	2003.75	858.75
Closing Balance of retained earnings	50858.36	35892.41

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PERFORMANCE AND STATE OF AFFAIRS

The Company is engaged in manufacturing Cotton Yarn and Knitted Fabrics, which are generic products, the main input raw material is raw cotton, an agricultural produce, and as such there are no social or environmental concerns or risks involved. Raw cotton is widely available, in a sustainable manner, both from domestic and imported. There is no requirement of water for manufacture of cotton yarn. The energy needs are addressed by installation of windmills, renewable and clean energy. Continuous and consistent efforts are made to optimise the resources throughout the entire production process. The upstream manufacturing of products out of cotton yarn would require minimum resources depending upon the production activities carried out by the consumer. Cotton Yarn manufacturing does not involve generation of waste which requires recycling.

Operations of the Company manufacturing Cotton Yarn and Knitted Fabrics, prima facie falls under Green category duly certified by Tamil Nadu Pollution Control Board. In addition, the Company has installed windmills for captive consumption and generates power towards clean development mechanism for reduction of CO2 and to that extent contributes reduction of Global warming and climate change. Besides the Company has obtained the following certificates, i. OKO-Tex Certificate, ii. Global - Organic Textile Standard (Gots), iii. SUPIMA License, iv. Cotton USA Certificate, v. Better Cotton Initiative

AMBIKA COTTON MILLS LIMITED

DIRECTORS' REPORT (Contd...)

The Company's key area of strategic focus is on customer satisfaction, and attracting new customers through commitment to production of high quality products which serves as a strong base in this regard.

The Company imports raw cotton from reputed farmers/intermediaries from USA/EGYPT/Australia and carries strong goodwill among them in terms of honouring such contracts without re-negotiating even under adverse circumstances such as COVID-19, the pandemic and on the other hand accepted requests from Company's buyers for deferment of deliveries to suit their convenience.

The Company's track record of product innovation, consistency in quality and timely delivery of committed orders has substantially contributed to repeat orders and its overall financial performance. Further the demand scenario for cotton yarn and knitted fabrics has substantially improved during the current year coupled with price from the beginning of 3rd quarter of the financial year 2020-21 and has largely contributed for the overall strong financial performance.

The Company's Total Revenue and Gross profit amounted to Rs. 92547.98 Lakhs (Previous year Rs. 63369.56 Lakhs) and Rs. 27337.80 Lakhs (Previous year Rs. 11932.73 Lakhs). This represents growth of 46.04 % in total Revenue as compared to 1.58 % growth in the previous year and growth of 129.10% in Gross Profit as against growth of 23.37% in the previous year.

For the year Company's Direct Export Turnover amounted to Rs. 58340.69 Lakhs as compared to Rs.42087.33 Lakhs in the previous year representing a growth of 38.62% (Previous Year decline of 0.04%)

In terms of percentage the export turnover constituted 66.34% of the total turnover as against 68.45% in the previous year.

During the year the Company has invested Rs.1152.49 Lakhs, out of internal accruals in Factory Building and Plant & Machinery

The Company is not carrying any long term debt.

The company has entered into contracts for import of cotton ensuring availability of adequate cotton for smooth operations of the company until next season. By opening Letter of Credits for import contracts in advance, the issue of the availability of containers for transport of cotton is addressed. The exports to Sri Lanka are to reputed corporates and in turn such corporates are primarily engaged in exporting their finished products which insulates the operations of the company.

The Company has sufficient liquidity in place for the continued operations.

TRANSFER TO RESERVES

The Company proposes to transfer Rs.10.00 Crores to the General Reserve out of the amount available for appropriation.

DIVIDEND

The Board of Directors has recommended payment of dividend for FY 2021-22 as under

Rate of Dividend	Dividend per equity share (Rs.)	Amount of Dividend (Rs.in Lakhs)
350%	35	2003.75

If approved by the members at the Annual General Meeting (AGM) to be held on 29.09.2022, the proposed dividend would result in cash outflow of dividend Rs. 2003.75 Lakhs for FY 2021-22. The payout ratio of dividend works out to 11.14% (Previous year dividend payout ratio 29.49%).

The Dividend Distribution Policy is placed on the Company's website: www.acmills.in in terms of Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AMBIKA COTTON MILLS LIMITED

DIRECTORS' REPORT (Contd...)

DIRECTORS

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Vidya Jyothish Pillai (DIN 05215930) Director, who retires by rotation and being eligible, offers herself for reappointment.

In terms of requirement of Section 149 of the Companies Act, 2013, the Independent Directors of the Company are, Dr. K. Venkatachalam, Sri. E.M. Nagasivam and Mrs. Vijayalakshmi Narendra.

Sri. K.N. Sreedharan, Independent Director, resigned from the Board with effect from 24.03.2022 due to his advanced age, after a long tenure of office for 29 years. The Board wishes to place on record the valuable services rendered by him during his tenure of office.

Mrs. Kalpana Arjunan, Independent Women Director, resigned from the Board with effect from 26.08.2021 and the Board wishes to place on record its appreciation for services rendered during her tenure of office.

In the opinion of the Board, all the Independent Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and are independent of the Management.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (3) (c) of the Companies Act 2013, your Directors state that: -

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. Accounting policies selected have been applied consistently. Reasonable and prudent judgments have been made so as to give a true and fair view of the state of affairs of the Company as at the end of 31st March, 2022 and of the profit of the Company for the year ended on that date;
- iii. Proper and sufficient care has been taken 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 frauds and other irregularities;
- iv. The annual accounts have been prepared on a going concern basis;
- v. Internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. Systems to ensure compliance with the provisions of all applicable laws are in place and were adequate and operating effectively.

MEETINGS OF THE BOARD

The Board held four meetings during the Financial Year 2021-22 namely, June 10, 2021, August 11, 2021, November 06, 2021 and February 03, 2022.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted the Declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6).

DEPOSITS:

The Company has not accepted any deposits from the public and therefore furnishing of details in terms of Rule 8(v) & (vi) of Companies (Accounts) Rules, 2014 does not arise.

AMBIKA COTTON MILLS LIMITED

DIRECTORS' REPORT (Contd...)

AUDITORS

The Statutory Auditors, M/s. Srikishen & Co., Chartered Accountants (ICAI Firm Registration No.004009S) was appointed as Statutory Auditors for a continues period of five years from the conclusion of 29th AGM (2017) till the conclusion of 34 th AGM (2022). In terms of section 139 of the Companies Act, 2013, M/s. Srikishen & Co, Chartered Accountants will cease to hold the office of Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting being an individual Audit firm . Hence, the Board, based on the recommendation of the Audit Committee, proposes the appointment of M/s. S.Krishnamoorthy & Co, Chartered Accountants (ICAI Firm Registration No.001496S) as the Statutory auditors for a continues period of five years from the conclusion of 34th AGM (2022) till the conclusion of 39th AGM (2027) subject to approval of shareholders .Certificate from the Auditors has been received to the effect that they are eligible to act as Statutory Auditors of the Company under Section 141 of the Companies Act, 2013 and further submitted the Peer Review Certificate dt. 06.11.2020 issued to them by Institute of Chartered Accountants of India (ICAI).

AUDITORS' REPORT

The Auditors' Report to the Shareholders does not contain any reservation, qualification or adverse remark.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act,2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Sri.Sundararajan Baalaji, Practising Company Secretary to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report for the financial year ended March 31, 2022 is annexed herewith marked as Annexure V to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

COST AUDITOR & COST AUDIT REPORT

Pursuant to Section 148 of the Companies Act,2013 read with the Companies (Cost Records and Audit) Amendment Rules,2014, cost audit records are maintained by the Company. As required under Companies Act,2013, a resolution seeking approval of the members in this regard is included in the Notice convening the Annual General Meeting. Cost Audit Report for the year ended 31st March, 2022 will be submitted in due course.

INTERNAL FINANCIAL CONTROLS

The Company has in place internal financial controls systems, commensurate with the size and nature of its operations to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances.

AUDIT COMMITTEE

The Committee now comprises of Directors Dr. K.Venkatachalam, Mrs .Vidya Jyothish Pillai, Sri.E.M.Nagasivam and Mrs. Vijayalakshmi Narendra.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has in place a vigil mechanism /Whistle Blower Policy for Directors and Employees to report genuine concerns about any wrongful conduct with respect to the Company of its business or affairs. The details of the Vigil Mechanism / whistle Blower Policy are available on the Company's website www.acmills.in

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility Committee consists of Directors Sri. P.V.Chandran, Dr.K.Venkatachalam and Mrs. Bhavya Chandran as members of the committee. The Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, which has been approved by the Board, the details of the same are made available on the Company's website www.acmills.in.

AMBIKA COTTON MILLS LIMITED

DIRECTORS' REPORT (Contd...)

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee presently consists of Directors, Dr.K.Venkatachalam, Mrs. Bhavya Chandran and Sri. E.M.Nagasivam.

The Company has formulated the policy in this regard prescribing the criteria for determining qualifications positive attributes and independence of a director and the main attribute focused on is positive value creation and contribution in respect of ongoing activities of the Company and its value enhancement with adequate qualifications and independence. Details of the policy are made available in the Corporate Governance Report and on the Company's website www.acmills.in.

RISK MANAGEMENT POLICY

The Risk Management Committee consists of Directors Sri.P.V.Chandran, Dr.K.Venkatachalam and Mrs. Vidya Jyothish Pillai. The Company has developed and adopted a detailed Enterprise Risk Management Policy to sustain the operations of the Company and the same is disclosed in the website of the Company, www.acmills.in.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders relationship committee consists of Directors Dr.K.Venkatachalam , Mrs. Vidya Jyothish Pillai and Mrs. Bhavya Chandran. The Company has formulated policy for early resolution of stakeholders' grievances and the same is made available in the Company's [website www.acmills.in](http://www.acmills.in).

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

There is no appointment of Key Managerial personnel during the year.

SUBSIDIARIES

The Company does not have any subsidiaries.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

LOANS, GUARANTEES AND INVESTMENTS

The Company has not made any investments or given any loans or guarantees or provided any security in connection with a loan to any person or body corporate, as defined under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

The Company does not have any related party transactions as defined in Section 188 of the Companies Act, 2013 hence Form AOC-2 is not enclosed.

MATERIAL CHANGES AND COMMITMENTS

There were no Material changes and Commitments affecting the financial position of the Company that have occurred between the end of the financial year March 31,2022 to which the financial statements relate and the date of this report.

CHANGE IN THE NATURE OF BUSINESS

There were no changes in the nature of business during the year under review as prescribed in Rule 8(ii) of the Companies (Accounts) Rules, 2014.

AMBIKA COTTON MILLS LIMITED

DIRECTORS' REPORT (Contd...)

BOARD EVALUATION

The Board has carried out an annual Performance evaluation of its own performance and that of its Committees and individual Directors. Further the independent Directors have carried out review of performance of non-independent directors and the Board as a whole, performance of the Chairperson and further made an assessment of quality, quantity and time lines of flow of information between the Company management and the Board for effective and reasonable performance of its duties.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is made available in the Company's [website www.acmills.in](http://www.acmills.in).

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars relating to Conservation of Energy, Technology absorption, Foreign Exchange Earnings and out go, as required to be disclosed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are set out in Annexure - I to this report.

CSR EXPENDITURE

The requirement to spend in this regard is 164.23 Lakhs (Previous year Rs.157.05 Lakhs) @ 2% of 3 years average net profit of the Company and the Company has spent Rs. 202.23 Lakhs (Previous year Rs. 168.88 Lakhs) on various CSR activities which are into (i) Disaster Management (ii) Animal Protection (iii) Medical Support, (iv) Relief to Poor (v) Rural Development and Works (vi) Education and the details of expenditure are furnished in Annexure -II to this report.

PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed in Annexure III to this report.

ADDITIONAL DISCLOSURES PURSUANT TO SEBI REGULATIONS

Business Responsibility Report is furnished in Annexure IV and the additional disclosures pursuant to Regulation 34 (3) and 53 (f) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect (i) Management Discussion and Analysis (ii) Corporate Governance Report (iii) Related Party Disclosures for the year under review are given as a separate statement in the Annual Report.

Date : 10/08/2022
Place : Coimbatore

By order of the Board
Sd/-
(P.V.CHANDRAN)
Chairman and Managing Director
(DIN : 00628479)

AMBIKA COTTON MILLS LIMITED

ANNEXURE TO DIRECTORS' REPORT (Contd...)

ANNEXURE - I

Information as required under Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

- i) the steps taken or impact on conservation of energy:-
Usage of Energy is constantly monitored and the need to conserve the same is emphasized.
- ii) the steps taken by the Company for utilizing alternative sources of energy:-
The Company has installed 27.4 MW of wind energy capacity for captive consumption. This would meet 100% power requirement of the spinning segment. The actual generation would vary depending upon vagaries of nature i.e. wind.
- iii) the capital investment on energy conservation equipment. :- Nil

B. TECHNOLOGY ABSORPTION

- i) the efforts made towards technology absorption :- Indigenous Technology alone is used.
- ii) the benefits derived like product improvement , cost reduction , product development or import substitution ;-
Certain plant & machinery such as auto coner, compact systems and Knitting Machines are imported to facilitate for product improvement & development which has facilitated exports of products.
- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):-
 - a) the details of technology imported : Nil
 - b) the year of import : NA
 - c) Whether the technology been fully absorbed : NA
 - d) if not fully absorbed , areas where absorption has not taken place and the reasons there of ;and : NA
- iv) the expenditure incurred on Research and Development : Not quantified

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and Foreign Exchange outgo during the year in terms of actual outflows.

	[Rs in Lakhs]
Foreign Exchange earned (inflow)	59627
Foreign Exchange used (outflow)	13014

AMBIKA COTTON MILLS LIMITED

ANNEXURE TO DIRECTORS' REPORT (Contd...)

ANNEXURE - II

Information as required under Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

ANNUAL REPORT ON CSR ACTIVITIES

- i. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The CSR policy of the Company is to undertake and implement the projects / programs as specified in Schedule- VII of the Companies Act, 2013. The details of the CSR policy of the Company are made available in the Company's website www.acmills.in

- ii. The composition of the CSR committee Consists of the following Directors :

Sl.No	Committee Members	Designation in Committee - Directorship Type	Number of CSR Committee meetings held during the year	Number of CSR Committee meetings attended during the year
1	Sri. P.V.Chandran	Chairman and Managing Director	2	2
2	Dr. K. Venkatachalam	Independent Director	2	2
3	Mrs. Bhavya Chandran	Non-Executive Director	2	2

- iii. Web-link where composition of CSR committee, CSR Policy and CSR projects approved by the Board is disclosed on the website of the Company :

The details of the CSR policy of the Company are made available in the Company's website www.acmills.in

- iv. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule(3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable
- v. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : Nil
- vi. Average Net Profit of the Company as per Section 135 (5) (Amount Rs in Lakhs) : 8211.70 /-
- vii. a) two percent of the amount as per Section 135 (5) (Amount Rs in Lakhs) : 164.23/-
- b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years (Amount Rs in Lakhs) : Nil
- c) Amount required to be set off for the financial year, if any : Nil
- d) Total CSR obligation for the financial year (Amount Rs in Lakhs) (vii a + viib - vii c) : 164.23/-

- viii. a) CSR amount spent or unspent for the financial year (Rs. in Lakhs)

Total Amount Spent for the Financial Year	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
202.23	-NIL-		-NIL-		

AMBIKA COTTON MILLS LIMITED

ANNEXURE TO DIRECTORS' REPORT (Contd...)

b) Details of CSR amount spent against ongoing projects for the financial year:

(Rs. in Lakhs)

1	2	3	4	5	6	7	8	9	10	11
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135 (6)	Mode of implementation	Mode of implementation Through . Implementing Agency
									Direct (Yes/No)	Name CSR Registration Number
-NIL-										

c) Details of CSR amount spent against other than ongoing projects for the financial year

(Rs. in Lakhs)

1	2	3	4	5		6	7	8
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the project		Amount spent for the project	Mode of implementation	Mode of Implementation Through Implementing Agency
				State	District		Direct (Yes/ No)	Name
1	Animal Protection and Development	iv	Yes	Tamil Nadu	Dindigul	62.16	Yes	
2	Tamilnadu State Disaster Management Authority	xii	Yes	Tamil Nadu	Dindigul	65.00		
3	Medical Support	i	Yes	Tamil Nadu	Dindigul	4.40		
4	Medical Support (Naval Station Agrani)	xii	Yes	Tamil Nadu	Coimbatore	19.82		
5	Medical Support (Police Hospital & Premises)	i	Yes	Tamil Nadu	Coimbatore	6.59		
6	Relief to Poor	i	Yes	Tamil Nadu	Dindigul	15.12		
7	Public toilets Maintenance	x	Yes	Tamil Nadu	Dindigul	2.28		
8	Rural Development Primary Health Centre	x	Yes	Tamil Nadu	Dindigul	8.28		
9	Temple Construction	v	Yes	Kerala	Kozhikode	5.00		
10	Rural Works	x	Yes	Tamil Nadu	Dindigul	2.04		
11	Support to Sport/ Education	vii	Yes	Tamil Nadu	Coimbatore	3.54		
12	Medical Support	i	Yes	Tamil Nadu	Coimbatore	8.00	No	VGM Hospital
	Total amount spent for FY 2021-22					202.23		

(d) Amount spent in Administrative overheads - Nil

(e) Amount spent on Impact Assessment, if applicable - NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) (Amount Rs in Lakhs) - 202.23/-

(g) Excess amount for set off, if any

AMBIKA COTTON MILLS LIMITED

ANNEXURE TO DIRECTORS' REPORT (Contd...)

Sl.No	Particular	(Amount Rs in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	164.23
(ii)	Total amount spent for the Financial Year	202.23
(iii)	Excess amount spent for the financial year [(ii)-(I)]	38.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl.No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135 (6) if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer	
- Nil -							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) :

1	2	3	4	5	6	7	8	9
Sl.No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration	Project duration Total amount allocated for the project in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project Completed / Ongoing.
- Nil -								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year(asset-wise details).

Sl.No.	Date of creation or acquisition of the capital asset(s).	Amount of CSR spent for creation or acquisition of capital asset(Rs. In Lakhs)	Details of the entity public. authority or beneficiary under whose name such capital asset is registered, their address etc	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
1	From 26.07.2021	6.59	Police Hospital & Premises- Police Commissionerate, Coimbatore, State Government, Tamil Nadu	Improvement over the existing assets - Police Commissionerate, Coimbatore, TN
2	From 30.04.2021	8.28	Primary Health Centre, State Government, Tamil Nadu	Improvement over the existing assets-Kosavapatti, Dindigul, TN
2	04.10.2021	5.00	Sri Bhadrakali Kshethra Committee	For construction - Cherooty Road, Kozhikode, Kerala

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) - NA

By order of the Board
Sd/-

Place : Coimbatore
Date : 10/08/2022

P.V.Chandran
Chairman and Managing Director
Chairman - CSR Committee
(DIN: 00628479)

AMBIKA COTTON MILLS LIMITED

ANNEXURE TO DIRECTORS' REPORT (Contd...)

ANNEXURE - III

Statement as per Rule 5(1) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director , Company Secretary and Chief Financial Officer (CFO) , ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2021-22.

S.No	Name of the Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2021-22 (Rupees in Lakhs)	% increase in Remuneration in the Financial year 2021-22	Ratio of Remuneration of each Director, KMP to median remuneration of employees
1	Sri.P.V.Chandran, Chairman and Managing Director	25.00	--	20.40:1
2.	Sri. K.N.Sreedharan , Non- Executive - Independent	4.40	--	3.59:1
3.	Dr.K.Venkatachalam , Non- Executive - Independent	3.50	75%	2.86:1
4.	Sri.E.M. Nagasivam , Non- Executive - Independent	2.00	--	1.63:1
5.	Mrs. Bhavya Chandran, Non- Executive - Promoter group	1.00	--	0.82:1
6.	Mrs.Vidya Jyothish Pillai, Non- Executive - Promoter group	2.00	--	1.63:1
7.	Mrs. Kalpana Arjunan, Non- Executive - Independent	0.75	-	0.361:1
8.	Mrs. Vijayalakshmi Narendra Non- Executive - Independent	1.00	--	0.82:1
9.	Sri. Radheshyam Padia, Company Secretary	6.00	--	4.90:1
10.	Sri. M.Vijayakumar, CFO	5.27	7.08%	4.30:1

- ii) The percentage Increase in the median remuneration of the employees in the financial year : 4.43%
- (iii) The number of permanent employees on the rolls of Company:1824
- (iv) The explanation on the relationship between average increase in remuneration and Company performance: The Profit after Tax for FY 2021-22 amounted to Rs. 17988.78 Lakhs as compared to Rs.6794.69 Lakhs for FY 2020-21, increase of 164.75% whereas increase in employees' remuneration is 18.99%
- (v) Comparison of remuneration of the Key Managerial Personnel against the performance of the Company :The Profit after Tax for FY 2021-22 increased 164.75% as compared to FY 2020-21, whereas increase in Key Managerial Personnel remuneration is 0.97%.
- (vi) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year :

Particulars	31.03.2022	31.03.2021
Market capitalization of the Company (Rs in Crore)	1348.98	509.81
Issued Capital (in No.s)	57,25,000	57,25,000
Closing Price at NSE (in Rs.)	2356.30	890.50
Earning Per share	314.21	118.68
Price Earnings Ratio at the closing date	7.50	7.50

Note: Percentage Increase over decrease in market quotations of the shares of the Company with the last public offer : The last offer for sale of shares was made in the year 1996 and hence not comparable .

AMBIKA COTTON MILLS LIMITED

ANNEXURE TO DIRECTORS' REPORT (Contd...)

- vii) Percentage increase in the salaries of employees other than the Key Managerial Personnel (KMP) as compared to percentage increase in the KMP remuneration in the last financial year i.e 2021-22 : The Increase in remuneration is 18.99% for employees other than KMP while it is increase 0.97% for KMP.
- (viii) The Key parameters for any variable component of the remuneration availed by the Directors: There are no variable component in the Managerial Remuneration.
- (ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year :- None
- (x) Affirmation that the remuneration is as per the remuneration policy of the Company: Yes.

AMBIKA COTTON MILLS LIMITED

BUSINESS RESPONSIBILITY REPORT

ANNEXURE - IV

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company	: L17115TZ1988PLC002269
2. Name of the Company	: Ambika Cotton Mills Limited
3. Registered address	: No.9A , Valluvar Street , Sivanandha Colony , Coimbatore - 641012
4. Website	: www.acmills.in
5. E-mail id	: ambika@acmills.in
6. Financial Year reported	: 2021-22
7. Sectors that the Company is engaged in	: Textile – Manufacturing of Cotton yarn and Knitted fabrics
8. List three key products/services that the Company manufactures	: i. Cotton Yarn ii. Knitted Fabrics
9. Total number of locations where business activity is undertaken by the Company	: The Company's plants situate at the following locations
International Locations	: Nil
National Locations Unit I	: Kanniyapuram, Natham Main Road, Kanniyapuram, Dindigul – 624308.
Unit II, III& IV and Knitting	: Kanniyapuram- Ellaipatti Road, Kanniyapuram, Dindigul – 624308
Windmills	: Thirunelveli ,Dharapuram and Theni
10. Markets served by the Company - Local/State/National/International	: Both National (Domestic) & international markets.

Section B: Financial Details of the Company (2021-22)

Sl No	Particulars	Unit of Measure	Details
1	Paid up capital	(Rs in Lakhs)	572.50
2	Total Turnover	(Rs in Lakhs)	87936.72
3	Total Profit after Taxes	(Rs in Lakhs)	17988.78
4	Total Spending on Corporate Social Responsibility (CSR) as a percentage of Profit after Tax (%)		Corporate Social Responsibility spending is as mandated under Companies Act, 2013. Amount spent on CSR during 2021-22 Rs.202.23 Lakhs representing 1.12% of Profit after Tax.
5	List of activities in which expenditure as per point 4 above has been incurred		Refer Annexure II of Directors' Report

AMBIKA COTTON MILLS LIMITED

BUSINESS RESPONSIBILITY REPORT (Contd...)

Section C : Other Details

1. Does the Company have any Subsidiary Company/ Companies -No
2. Does the Subsidiary Company/Companies participate in the Business Responsibility (BR) Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(ies) - NA
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities?-NA

The Company constantly apprises its business responsibility initiatives with all the stakeholders

Section D: BR Information

1. Details of Director / Directors responsible for BR:

(a) Details of the Director/ Directors responsible for implementation of the BR policy/ policies

1. DIN Number : 00628479
2. Name : Sri. P.V.Chandran
3. Designation : Chairman and Managing Director

(b) Details of the BR head:

1. DIN Number : Not Applicable
2. Name : Sri.G.Veerakumar
3. Designation : General Manager (Admin)
4. Telephone No : +91 04512449916
5. Email ID : ambikamillsdgl@gmail.com

2. Principle-wise (as per NVGs) BR Policy/policies

The Ministry of Corporate Affairs has issued the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) as under:

The Ministry of Corporate Affairs has issued the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) as under:

- I. Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
- II. Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- III. Businesses should promote the well-being of all employees.
- IV. Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- V. Businesses should respect and promote human rights.
- VI. Businesses should respect, protect and make efforts to restore the environment.
- VII. Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
- VIII. Businesses should support inclusive growth and equitable development.
- IX. Businesses should engage with and provide value to their customers and consumers in a responsible manner.

AMBIKA COTTON MILLS LIMITED

BUSINESS RESPONSIBILITY REPORT (Contd...)

The company has in place the Business Responsibility Policy (www.acmills.in) covering all the principles as per the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business for pursuance and across the Company at all levels and further ensuring that the business practices are governed by these principles.

(a) Details of compliance (Reply in Y/N)

Sr. No.	Questions	P1:	P2:	P3:	P4:	P5:	P6:	P7:	P8:	P9:
		Ethics and Transparency	Sustainable Products	Well being of employees	Responsiveness to Stakeholders	Respect Human Rights	Environmental Responsibility	Public policy advocacy	Support inclusive growth	Engagement with Customers
1	Do you have a policy /policies for	-----Yes-----								
2	Has the policy been formulated in consultation with the relevant stakeholders?	Even though there are no formal consultation with the stakeholders, however, are educated , at the point of initiation of transactions, the practices and policies put in place are made known, for strict compliance								
3	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	The Company takes into consideration all national/international standards, in all spheres , wherever available, and pursues the same								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/ CEO/ appropriate Board Director?	-----Yes - Approved by the Board of Directors-----								
5	Does the Company have a specified committee of the Board/Director/ Official to oversee the implementation of the policy?	Even though there are no specified committee, the compliance with he policies are being monitored across at all the levels of operations of the company								
6	Indicate the link for the policy to be viewed online?	-----Yes- Company's website www.acmills.in -----								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes - The business practices are carried out in such a way that all the stakeholders are being made known the policies of the company								
8	Does the Company have in house structure to implement the policy/ policies.	Yes - At each stage, the transactions are cross verified and followed and are verified for compatibility with the policies of the company								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	----- Yes-----								
10	Has the Company carried out - independent audit/ evaluation of the working of this policy by an internal or external agency?	----- Such an audit was not carried out-----								

AMBIKA COTTON MILLS LIMITED

BUSINESS RESPONSIBILITY REPORT (Contd...)

3. Governance related to BR:

- a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

Assessment of the BR performance is monitored continuously without any defined time period

- b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The report is made part of Annual Report

Section E: Principle-wise performance

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability.

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No.

Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The policy covers both the company and its suppliers. There are no group/ joint venture entities. NGOs/Others are also covered within the frame work of the policies.

2. How many stakeholder complaints have been received in the past Financial Year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Generally there are no complaints, if any raised, are resolved effectively to the satisfaction of stakeholders

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.

The company manufactures Cotton Yarn and Knitted Fabrics, which are generic products, the main input is raw cotton, an agricultural produce, and as such there are no social or environmental concerns or risks involved.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain? For manufacture of cotton yarn the input raw cotton is an agricultural produce and a natural product. There is no requirement of water for manufacture of cotton yarn. The energy needs are addressed by installation of windmills, renewable and clean energy. Continuous and consistent efforts are made to optimise the resources throughout the entire production process.

- b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The upstream manufacturing of products out of cotton yarn would require minimum resources depending upon the production activities carried out by the buyers.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs sustainably? Also, provide details thereof, in about 50 words or so.

Yes- The main input raw material cotton is widely available, in a sustainable manner, both from domestic and imported

4. Has the Company taken any steps to procure goods and services from local & small producers, including Communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and Capability of local and small vendors?

Yes – Emphasis is placed to source the materials from local & small producers and suppliers. Based upon the input requirements the vendors are advised to upgrade the product supplies .

AMBIKA COTTON MILLS LIMITED

BUSINESS RESPONSIBILITY REPORT (Contd...)

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Cotton Yarn manufacturing does not involve generation of waste which requires recycling.

Principle 3: Businesses should promote the well being of all Employees.

1. Please indicate the total number of employees: 1824
2. Please indicate the total number of employees hired on temporary/contractual/casual basis: Nil
3. Please indicate the number of permanent women employees: 1253
4. Please indicate the number of permanent employees with disabilities: 13
5. Do you have an employee association that is recognized by management? Workers welfare committees are in place
6. What percentage of your permanent employees are members of this recognized employee association? Nil.
7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year- Nil

Sl No	Category	No. of complaints filed on end of the Financial Year	No. of Complaints pending as during the financial year
1	Child Labour/Forced Labour/Involuntary Labour	NIL	As a policy the Company is not engaging persons below 18 years of age
2	Sexual Harassment*	NIL	NIL
3	Discriminatory Employment	NIL	NIL

*The above may be treated as information pursuant to provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2015

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

a) Permanent Employees	-	1824
b) Permanent Women Employees	-	1253
c) Casual/Temporary/Contractual Employees	-	NA
d) Employees with Disabilities	-	13

All the employees are trained to upgrade their skills constantly

Principle 4: Businesses should respect the interests of, and be responsive towards all Stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the Company mapped its internal and external stakeholders? Yes- Engagement process with the stakeholders in an informal manner, is in vogue.
2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders? -to certain extent
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, Vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company has always engaged itself in special initiatives with the disadvantaged, vulnerable and marginalized stakeholders

AMBIKA COTTON MILLS LIMITED

BUSINESS RESPONSIBILITY REPORT (Contd...)

Principle 5: Businesses should respect and promote human rights.

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Yes – The Policies in the aforesaid matter of Human Rights covers the Company and also extends to all the stakeholders of the Company.

2. How many stakeholder complaints have been received in the past Financial Year and what percent was satisfactorily resolved by the management?- Nil

Principle 6: Businesses should respect, promote and make efforts to restore the environment.

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures Suppliers/Contractors/NGOs/others.

Yes – it covers all the concerned stakeholders

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global Warming, etc? Y/N. If yes, please give hyperlink for web page etc.

Yes –Operations of the company prima facie falls under Green category. Windmills are installed to generate green Power to the extent of 100% of power requirements. Besides the company has obtained the following certificates,

1. OKO-Text Certificate
2. Global – Organic Textile Standard (Gots)
3. SUPIMA Licensee
4. Cotton USA Licensee
5. Better Cotton Initiative

3. Does the Company identify and assess potential environmental risks?

The product manufactured cotton yarn does not involve any environmental risk.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

Yes- The company has installed windmills and generates power towards clean development mechanism for reduction of CO2 and to that extent contributes reduction of Global warming and climate change. Further the operations are duly certified by Tamil Nadu Pollution Control Board.

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Yes- The company has installed windmills for renewable energy captive power to the extent of 100 % of its power requirement

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

There are no such emissions/ waste are being generated in the operations of the company, which requires to be reported.

7. Number of show cause / legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.- Nil.

AMBIKA COTTON MILLS LIMITED

BUSINESS RESPONSIBILITY REPORT (Contd...)

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. Is your Company a member of any trade or chamber or association? If Yes, name only those major ones that your business deals with:

The Company is a member of

- Indian Chamber of Commerce and Industry, Coimbatore.
 - The Cotton Textiles Export Promotion Council, Mumbai.
 - Tamilnadu Spinning Mills Association, Dindigul.
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good?
Yes/No; if yes specify the broad areas like: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)
Yes - We constantly draw attention of the associations on such matters which need to be addressed for facilitating business operations.

Principle 8: Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes /initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

The company has formulated its CSR policy in accordance with the provisions of the Companies Act, 2013 and the same being are pursued broadly into i. Medical support , ii.Education, iii.Rural Development and works, iv.Relief to poor, v. Animal Protection, vi. Disaster Management .

2. Are the programmes / projects undertaken through in-house team/own foundation/ external NGO/ government structures /any Other organization?

The CSR activities are primarily carried out directly and further through Trusts/ Hospitals

3. Have you done any impact assessment of your initiative? - No
4. What is your Company's direct contribution to community development projects and the details of the projects undertaken?
The Company has spent Rs. 202.23 Lakh towards CSR activities during the year. The details are furnished in the Annual Report
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the Community?
Yes - Widely in use for public purposes.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year. Generally there are no cases of complaints. There are no pending cases.
2. Does the Company display product information on the product label, over and above what is mandated as per local laws?
Yes / No / N.A. /Remarks (additional information) - Yes
3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising And/or anti-competitivebehaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so. - No
4. Did your Company carry out any consumer survey / consumer satisfaction trends? -
Such trends are sourced from customers, who interact with the end consumers.

Place: Coimbatore
Date: 10/08/2022

By order of the Board
P.V.Chandran
Chairman and Managing Director
(DIN: 00628479)

AMBIKA COTTON MILLS LIMITED

SECRETARIAL AUDIT REPORT

ANNEXURE - V

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,
M/s. Ambika Cotton Mills Limited,
CIN: L17115TZ1988PLC002269,
No.9 A, Valluvar Street,
Sivanandha Colony,
Coimbatore - 641 012.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Ambika Cotton Mills Limited, (hereinafter 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. Ambika Cotton Mills 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 authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2022 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 maintained by M/s. Ambika Cotton Mills Limited (the Company) for the Financial Year ended on 31st March, 2022 according to the applicable provisions of:

- (I) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

AMBIKA COTTON MILLS LIMITED

SECRETARIAL AUDIT REPORT (Contd...)

- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - e. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) The management has identified and confirmed the following laws as specifically applicable to the Company:-
1. National Textile Policy, 2000
 2. The Textiles Committee Act, 1963
 3. Cotton Control Order, 1986
 4. Cotton Control (Amendment) Orders, 1987
 5. Cotton Control (Amendment) Orders, 1994
 6. Indian Standard specification for Cotton Bales
 7. Textiles (Development and Regulation) Order, 2001
 8. Essential Commodities Act 1955, with reference to "Hank Yarn Packing Notification 2003" (No.2/TDRO/8/2003 dated 17th April, 2003); and
 9. The Electricity Act, 2003

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

- (i) Secretarial Standards with respect to the Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI);
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Standards, etc. mentioned above.

I further report that, during the year under review, there were no actions/events in pursuance of the following Rules/Regulations requiring compliance thereof by the Company:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

AMBIKA COTTON MILLS LIMITED

SECRETARIAL AUDIT REPORT (Contd...)

I further report that having regard to the compliance system prevailing in the Company and on the review of quarterly compliance reports taken on record by the Board of Directors and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the labour and environmental laws as applicable.

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 has been subject to review by statutory financial auditor and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors, Independent Directors and a Woman Director. 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 is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally 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.

All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

Other than the above, there were no instances of

- Public/Rights/Preferential issue of shares/debentures/sweat equity.
- Redemption/Buy-back of securities.
- Major decision taken by the members pursuant to Section 180 of the Companies Act, 2013.
- Merger/ Amalgamation/ reconstruction etc.
- Foreign technical collaborations.

Sd/

Name of the Practising Company Secretary : SUNDARARAJAN BAALAJI

FCS No. : 5966

CP No. : 3514

Peer Review Certificate No. : 774/2020

UDIN : F005966D000770664

Place: Coimbatore

Date: 10/08/2022

This report is to be read with our letter of even date which is annexed as *Annexure-A* and forms an integral part of this report.

AMBIKA COTTON MILLS LIMITED

SECRETARIAL AUDIT REPORT (Contd...)

ANNEXURE-A SECRETARIAL AUDIT REPORT OF EVEN DATE

The Members,
M/s. Ambika Cotton Mills Limited,
CIN: L17115TZ1988PLC002269,
No.9 A, Valluvar Street,
Sivanandha Colony,
Coimbatore - 641 012.

My Secretarial Audit Report of even date is to be read along with this letter

1. Maintenance of Secretarial records is the responsibility of the management of the company. My responsibility is to make a report based on the secretarial records produced for my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my report.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's representations about the compliance of laws, rules and regulations and happenings of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on random test basis.
6. The 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.

Sd/

Name of the Practising Company Secretary : SUNDARARAJAN BAALAJI

FCS No. : 5966

CP No. : 3514

Peer Review Certificate No. : 774/2020

UDIN : F005966D000770664

Place: Coimbatore

Date: 10/08/2022

AMBIKA COTTON MILLS LIMITED

ADDITIONAL DISCLOSURES PURSUANT TO REGULATIONS

ADDITIONAL DISCLOSURES PURSUANT TO REGULATIONS (34)(3) AND 53(f) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

A. RELATED PARTY TRANSACTIONS

Key Management Personnel	Sri P.V.Chandran
Relatives of Key Management Personnel	Mrs.Vidya Jyothish Pillai (Daughter of Sri.P.V.Chandran) Mrs. Bhavya Chandran (Daughter of Sri.P.V.Chandran)

Nature of Transactions	Salary	Director Sitting Fees	Total (Rs in Lakhs)	Balance Payable as at 31.03.2021
Short term Employee benefits to Sri.P.V.Chandran	24.00	1.00	25.00	2.00
Mrs.Vidya Jyothish Pillai	-	2.00	2.00	-
Mrs. Bhavya Chandran	-	1.00	1.00	-

Notes :

1. Remuneration to Sri.P.V.Chandran was approved by the shareholders at the 28th Annual General Meeting held on 23.09.2016 pursuant to Section 197 of the Companies Act ,2013
2. The Sitting fees to Directors are approved by the Board of Directors at their Meeting held on 27.05.2017

B. MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Structure & Developments

India's textiles sector is one of the oldest industries in Indian economy and one of the largest contributors to India's exports. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale. The Indian textiles industry is extremely varied, with the hand-spun and hand woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum.

The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world. The textiles industry is also labour intensive and employs large number of persons.

The fundamental strength of the textile industry in India is its strong production base of wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic / man-made fibres like polyester, viscose, nylon and acrylic.

AMBIKA COTTON MILLS LIMITED

ADDITIONAL DISCLOSURES PURSUANT TO REGULATIONS (Contd...)

2. Market Size

The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. The sector is expected to reach US\$ 226 billion by FY 2023. Urbanization is expected to support higher growth due to change in fashion and trends. This is amplified by opening of exclusive stores by the leading brands across the country.

For textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers. It will also bring in greater investments along the entire value chain – from agricultural production to final manufacture of goods. With global retail brands assured of a domestic foothold, outsourcing will also rise significantly.

3. Opportunities & Threats

Cotton yarn accounts for the largest share in total yarn production; India's growing population has been a key driver of textile consumption growth in the country. It has been complemented by a young population which is growing and at the same time is exposed to changing tastes and fashion. Rising income has been a key determinant of domestic demand for the sector; with income rising in the rural economy as well, the upward push on demand from the income side is set to continue.

Complementing this factor is rising female workforce participation in the Country. With consumerism and disposable income on the rise, the retail sector is set to experience a rapid growth. The organized apparel segment is expected to grow at a compound annual growth rate of more than 13% over a ten year period.

According to the new draft of the National Textile Policy, the Government is planning to attract foreign investments thereby creating employment opportunities to 35 million people.

4. Product wise Performance

Product wise performance in terms of Production and Sales quantities are given below:

Particulars	FY 2021-22 Qty (In Lakh Kgs)		FY 2020-21 Qty (In Lakh Kgs)	
	Production	Sales	Production	Sales
Cotton Yarn	191.85	124.40	163.00	116.50
Cotton Yarn for captive consumption(for knitting)	60.60	-	58.71	-
Cotton Fabrics (Knitted)	72.22	71.31	75.10	83.02
Waste Cotton	85.71	85.22	71.57	73.47
Wind units for captive consumption	475.42 Lakh units		464.28 Lakh units	

5. Outlook.

The Company, on account of manufacturing specialty cotton yarn, continues to have good demand and has created specific markets for its products. Further the Company's wider range of products in its knitting segment has established the newer markets in knitting segment. This ensures more sustained profitable operations. The company continues to strengthen its production base by modernization and adding balancing equipments and improvising production process. The Company has installed windmills for 100% of its captive requirements and installed EHT line (110 KVA Sub-Station) for smooth flow of quality power. New Stenter plant is established for knitting division to heat process the fabrics. These measures will continue to support the operations of the company.

AMBIKA COTTON MILLS LIMITED

ADDITIONAL DISCLOSURES PURSUANT TO REGULATIONS (Contd...)

6. Risks and Concerns

- (i) Positive economic environment
- (ii) Government policies.
- (iii) Evacuation of 100% Wind energy generated to State Grid and favorable wind season.
- (iv) Stability in Raw cotton prices
- (v) Impact of COVID-19 over supply chain disruption
- (vi) Logistics of transport of imported raw materials

7. Internal control systems and their adequacy

The Company has put in place effective control systems in respect of all its operations and such systems are continuously reviewed and upgraded.

8. Discussion on Financial Performance with Respect to Operational Performance

The key financial data are furnished below for the current year as compared to the previous year

S. No	Particulars	CurrenYear 2022	Previous Year 2021
1	Increase in Net Sales (Rs. in Lakh)	26455	715
2	Increase in Net Sales (%)	43.03	1.18
3	Increase in Exports (Rs. in Lakh)	16253	-1646
4	Increase in Exports (%)	38.62	-3.76
5	Operating Profit Margin before Tax(%)	31.23	20.35
6	Operating Profit Margin after Tax (%)	23.94	16.70
7	Cash Profit Margin before Tax (%)	31.09	19.41
8	Cash Profit Margin after Tax (%)	23.80	15.76
9	Net Profit Margin before Tax (%)	27.75	14.70
10	Net Profit Margin after Tax (%)	20.46	11.05

* Profit Margin calculations are on the basis of Net Sales

9. Material developments in Human resources/Industrial relations

The Company places its utmost value on the human resource and contribution from the employees is always fine-tuned towards to achieve the overall organization performance by constant education, training and various incentive schemes, which are in vogue. The company has cordial industrial relationship and have in total 1824 employees consisting of staff and workmen in its roll. The Company ensures high safety and environmental standards in all its operations at all the units. Safety needs are continuously monitored and preventive actions are initiated through departmental safety committees consisting of plant staff and workmen.

10. Cautionary Statement

Certain Statements in this report on Management Discussion may be forward looking statements and which have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged.

AMBIKA COTTON MILLS LIMITED

C. CORPORATE GOVERNANCE REPORT

1. Brief statement on Company's philosophy on Code on Governance:

The Corporate Governance Policy of the Company is to ensure transparency, accountability and integrity in all its operations and in respect of all matters concerned with shareholders, employees, the Government and the financial institutions / banks and a consistent effort to broad base and improve upon these aspects on continuous basis.

2 . Board of Directors

(A)Composition and Category of Directors

Name of the Director	Promoter /Executive/ Non Executive / Independent	No. of outside Directorship in Public Limited Companies	Membership held in Committee of Directors	Chairmanship held in Committee of Directors
Sri. P.V. Chandran	Chairman and Managing Director (Promoter & Executive)	Nil	Nil	Nil
Sri. K.N. Sreedharan (Upto 23.03.2022)	Director (Independent -Non Executive)	1	1	1
Dr. K. Venkatachalam	Director (Independent -Non Executive)	Nil	Nil	Nil
Sri E.M. Nagasivam	Director (Independent -Non Executive)	Nil	Nil	Nil
Mrs. Bhavya Chandran	Director (Promoter Group-Non Executive)	Nil	Nil	Nil
Mrs.Vidya Jyothish Pillai	Director (Promoter Group-Non Executive)	Nil	Nil	Nil
Mrs. Kalpana Arjunan (Upto 26.08.2021)	Director (Independent - Non Executive)	Nil	Nil	Nil
Mrs. Vijayalakshmi Narendra From 11.08.2021)	Director (Independent - Non Executive)	1	4	Nil

This does not include Membership / Chairmanship of Committee of Directors of Ambika Cotton Mills Limited.

(B) Number of Board Meetings and Attendance Record of Directors :

Number of Board Meetings held during the year 2021 - 2022 : 4			
S.No.	Date of Board Meeting	S.No.	Date of Board Meeting
1	10.06.2021	2	11.08.2021
3	06.11.2021	4	03.02.2022

(C) Attendance Record of Directors :

S.No	Name of the Director	Number of Meetings held	Number of Meetings attended	Whether attended last AGM held on 29 th September, 2021
1	Sri. P.V. Chandran, Chairman and Managing Director	4	4	Yes
2	Sri. K.N. Sreedharan, Director(Upto 23.03.2022)	4	4	Yes
3	Dr.K.Venkatachalam, Director	4	4	Yes
4	Sri. E.M. Nagasivam	4	4	Yes
5	Mrs. Bhavya Chandran, Director	4	4	Yes
6	Mrs.Vidya Jyothish Pillai, Director	4	4	Yes
7	Mrs. Kalpana Arjunan, Director (Upto 26.08.2021)	4	3	No
8	Mrs. Vijayalakshmi Narendra, Director (from 11.08.2021)	4	2	Yes

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

D) Disclosure of Directors inter- se Relationships

The Directors Mrs.Bhavya Chandran and Mrs. Vidya Jyothish Pillai are daughters of Sri.P.V.Chandran Chairman and Managing Director of the Company

(E) Shares of the company held by Non-Executive Directors: Nil

(F) Weblink of Familiarization Programmes imparted to independent Directors : www.acmills.in

(G) Core skills, expertise and competencies identified in the context of the Business of the company to function effectively

The core skills required in the context of the business of the company are varied in nature, as envisaged by the company, are as under

Core Skills	
Business Competency	Product innovation, Constant and continued upgradation and absorption of new technologies, Penetration of new markets, Offering new products, Business practices ensuring long term relationships with suppliers and customers and Generating confidence goodwill and dependability amongst all stakeholders.
Financial leverages	Acceptable Financial leverages.
Government laws and regulations	Compliance with Government laws and regulations.
Plant practices and Human Resources	Plant protection & safety measures, Development of human resources skills in production process, Quality work practices and safety measures and Identifying cost reduction measures such as generation of clean power for captive consumption.

In the opinion of the Board, that it consists of Directors who have skill, knowledge and long experience in respect of the aforesaid skill sets required by the company in the context of its business and sector for it to function effectively.

The Board of Directors are of the opinion that the independent directors fulfil the conditions specified in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

3. Audit Committee:

The role and terms of reference of the Audit Committee cover the matters specified for Audit Committees under Regulation 18 of SEBI (Listing Obligations and Other Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013.

The Composition of the Audit Committee consists of Directors, Sri.K.N.Sreedharan (Upto 23.03.2022), Dr.K.Venkatachalam, Sri.E.M.Nagasivam, Mrs.Vidya Jyothish Pillai and Mrs. Vijayalakshmi Narendra (from 03.02.2022).

During the year, the Audit Committee held its meetings on 10.06.2021, 11.08.2021, 06.11.2021 and 03.02.2022.

Members' attendances at the meetings were as follows.

Name of the Directors	Category	No. of Meetings attended during the year 2021-22
Sri. K.N. Sreedharan ((Upto 23.03.2022)	Independent / Non Executive	4
Dr.K.Venkatachalam	Independent / Non Executive	4
Sri. E.M.Nagasivam	Independent / Non Executive	4
Mrs.Vidya Jyothish Pillai	Non-Executive Director-Promoter Group	4
Mrs. Vijayalakshmi Narendra (From 03.02.2022)	Independent / Non Executive	1

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

4. Nomination & Remuneration Committee

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and to recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Committee consists of Directors, Chaired by, Dr.K.Venkatachalam, Sri.K.N.Sreedharan (Upto 23.03.2022), Sri.E.M.Nagasivam (From 03.02.2022) and Mrs. Bhavya Chandran.

During the year, the Nomination & Remuneration Committee held its meetings on 11.08.2021, 06.11.2021 and 03.02.2022.

Members' attendances at the meetings were as follows

Name of the Directors	Category	No. of Meetings attended during the year 2021-22
Dr..K.Venkatachalam	Independent Director	3
Sri.K.N. Sreedharan (Upto 23.03.2022)	Independent Director	3
Sri. E.M.Nagasivam (From 03.02.2022)	Independent Director	1
Mrs. Bhavya Chandran	Non-Executive Director-Promoter Group	3

5. Performance Evaluation Criteria For Independent Directors:

The main attribute to be focused on is positive value creation and contribution in respect of ongoing activities of the Company and its value enhancement with adequate qualifications and independence.

6. Remuneration of Directors

(a) Non executive Directors

S.No.	Name of the Director	Sitting Fees (Rs.)
1	Mrs.Vidya Jyothish Pillai	200000
2	Mrs.Bhavya Chandran	100000
	Total	300000

(b) Independent Directors

S.No.	Name of the Director	Sitting Fees (Rs.)	Professional Charges (Rs.)	Total (Rs.)
1.	Sri.K.N. Sreedharan (Upto 23.03.2022)	2,00,000	2,40,000	4,40,000
2.	Dr.K. Venkatachalam	2,00,000	150000	3,50,000
3	.Sri.E.MNagasivam	2,00,000	0	2,00,000
4.	Mrs. Kalpana Arjunan (Upto 26.08.2021)	50,000	25,000	75,000
5.	Mrs.Vijayalakshmi Narendra (From 11.08.2021)	75,000	25,000	1,00,000

c) Chairman and Managing Director

Name of the Director	Salary (Rs)	Sitting Fees (Rs.)	Total (Rs.)
Sri. P.V. Chandran	24,00,000	1,00,000	25,00,000

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

7. Stakeholders Relationship Committee

- i. a. The Committee consists of Directors Dr.K.Venkatachalam, Mrs. Vidya Jyothish Pillai and Mrs .Bhavya Chandran.
b. Number of shareholders Complaints received during the year: Nil
c. Number not solved to the satisfaction of the shareholders during the year: NA
d. Number of pending complaints : NA
e. Name & Designation of Compliance Officer :RadheyshyamPadia, Compliance Officer
- ii. The Committee held its meetings on 10.06.2021, 11.08.2021, 06.11.2021 and 03.02.2022. attendance of the members were as follows:

Name of the Directors	Category	No. of Meetings attended during the year 2021-22
Dr.K.Venkatachalam	Independent Director	4
Mrs. Vidya Jyothish Pillai	Non-Executive Director-Promoter Group	4
Mrs.Bhavya Chandran	Non-Executive Director-Promoter Group	4

8. Risk Management Committee

The Committee consists of Directors Sri. P.V.Chandran, Dr.K.Venkatachalam and Mrs. Vidya Jyothish Pillai.

The Committee held its meetings on 06.11.2021 and 03.02.2022 and attendance of the members were as follows:

Name of the Directors	Category	No. of Meetings attended during the year 2021-22
Sri. P.V.Chandran	Chairman and Managing Director	2
Dr.K.Venkatachalam	Independent Director	2
Mrs. Vidya Jyothish Pillai	Non-Executive Director-Promoter Group	2

9. General Body Meetings:

- (i) Location, Date and time of the General Meetings held during the last three years.

Year	Location	Date	Time
2019	The Residency , 1076 Avinashi Road , Coimbatore -641018	27.09.2019	12 Noon
2020	Through Video Conferencing (Deemed Venue: Registered Office of the Company)	29.09.2020	12 Noon
2021	Through Video Conferencing (Deemed Venue: Registered Office of the Company)	29.09.2021	12 Noon

- (ii) Special resolutions passed in previous three Annual General Meeting

Year	Special Resolution for
2019	Re-appointment of Sri.K.N.Sreedharan as an Independent Director for a term of 5 years Re- appointment of Dr. K.Venkatachalam as an Independent Director for a term of 5 years
2020	Nil
2021	Appointment of Mrs. Vijayalakshmi Narendra (DIN: 00412374) Women Independent Director

- (iii) No special resolution was put through by Postal Ballot during FY 2021-22 and is proposed to be conducted through postal ballot

10. Means of Communication:

Publications of Financial Results are generally made in dailies Financial Express and Dinamani and further are made available in the company's website www.acmills.in

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

11. General Information to Shareholders:

Annual General Meeting (AGM) Date and Time	Thursday 29th September 2022 at 12.00 Noon	
Venue	Annual General Meeting (AGM) to be conducted through Video Conferencing (VC) /Other Audio Visual Means (OAVM), pursuant to MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars"), without the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company	
Financial year	2021-22	
Dividend Payment Date	Within 30 days from the date of AGM	
Results for Quarter ending	June 30, 2022	2nd Week of August, 2022
	September 30, 2022	2nd Week of November, 2022
	December 31, 2022	2nd Week of February, 2023
	March 31, 2023	Last week of May 2023 (Audited).
	AGM	September 2023
Listing on Stock Exchanges	Listed in National Stock Exchange, Bombay Stock Exchange, Annual Listing Fee has been paid to the Stock Exchanges.	
Stock Code	531978 (BSE), AMBIKCO (NSE)	
Date of Book Closure	23.09.2022 to 29.09.2022 (Both days inclusive)	
Demat ISIN Number in NSDL & CDSL for Equity Shares	ISIN Number: INE540G01014.	

Stock Market Data :

Month	The Stock Exchange		National Stock Exchange	
	Mumbai (BSE)		Mumbai (NSE)	
	High	Low	High	Low
April-21	949.00	846.00	943.90	846.05
May-21	1225.00	870.05	1224.00	876.25
Jun-21	1323.80	1087.55	1324.00	1086.90
July-21	1615.00	1165.60	1616.00	1166.40
August-21	1730.00	1313.40	1732.50	1315.00
September-21	1856.60	1474.65	1858.20	1471.00
October-21	2196.70	1780.85	2196.00	1780.20
November-21	2349.00	1741.25	2340.00	1739.10
December-21	2128.00	1734.00	2185.00	1720.75
January-22	2269.00	1911.00	2270.00	1921.00
February-22	2829.00	1966.25	2830.00	1961.00
March-22	2664.90	2255.00	2671.95	2252.30

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

Registrar & Share Transfer Agents	SKDC Consultants Ltd., "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore -641028
Share Transfer System	Presently, the share transfers which are received in physical form are processed and the Share Certificates returned within a period of 7 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board of Directors of the Company have delegated powers of approving transfer of securities to the Company's Registrars and Transfer Agents subject to placing of summary statement of transfer/ transmission of securities etc. of the Company at meetings of the Stakeholders Relationship Committee. The Company has obtained and filed with the Stock Exchange(s) the half yearly certificates from a Company Secretary in practice for due compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015).

Pattern of Share Holding as on 31.03.2022

S. No.	Category	No. of Shares	% of Share holding
1	Promoters	2872350	50.17
2	Banks, Financial Institutions, Mutual Funds	3851	0.07
3	Alternate Investment Funds	3700	0.06
4	Foreign Portfolio investments - Corporate	195943	3.42
5	Corporate Bodies	364722	6.37
6	Public		
	1. Individuals (holding nominal share capital upto Rs.2.00 Lakh)	1797596	31.40
	2. Individuals (Holding nominal share capital in excess of Rs.2.00 Lakh)	211902	3.70
7	Any other		
	a. Directors and their relatives	100	0.00
	b. LLP	5616	0.10
	c. Trusts	5	0.00
	d. Nonresident Indians	177079	3.09
	e. Clearing Members	17589	0.31
	f. Hindu Undivided Families	62754	1.10
	g. IEPF	11793	0.21

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

Distribution of Share Holding as on 31.03.2022				
Range (No. of Shares)	No. of Shares	% to total number of shares	No. of Shareholders	% to total number of Shareholders
0001 - 0500	1029397	17.98	24643	97.0503
0501 - 1000	276497	4.83	373	1.4690
1001 - 2000	293146	5.12	198	0.7798
2001 - 3000	177472	3.10	72	0.2836
3001 - 4000	107920	1.89	31	0.1221
4001 - 5000	66897	1.17	15	0.0591
5001 - 10000	209640	3.66	29	0.1142
10001 and above	3564031	62.25	31	0.1221
Total	5725000	100.00	25392	100.0000
Dematerialization of Shares	99.45% of the Company's paid-up Equity Share Capital has been dematerialized up to March 31, 2022. Trading in Equity shares of the Company is permitted only in dematerialized segment as per notification issued by the Securities & Exchange Board of India (SEBI).			
Liquidity	The Shares are actively traded in Bombay Stock Exchange Limited (BSE) & National Stock Exchange of India Limited (NSE)			
Outstanding GDR/ Warrants / Convertible Instruments	NIL			
Foreign exchange risk and hedging activities	Foreign exchange risks are mitigated through forward exchange contracts besides natural hedge of exports against imports.			
Plant Locations	<p>The Company has four Units and its locations are given below:</p> <p>Unit-I-Natham Main Road, Kanniyapuram, Dindigul-624 308</p> <p>Unit - II - Kanniyapuram - Ellaipatty Road, Kanniyapuram, Dindigul - 624 308</p> <p>Unit - III - Kanniyapuram - Ellaipatty Road, Kanniyapuram, Dindigul - 624 308. (Adjacent to Unit - II).</p> <p>Unit - IV - Kanniyapuram - Ellaipatty Road, Kanniyapuram, Dindigul - 624 308 (Adjacent to Unit - III)</p> <p>Knitting Division - Kanniyapuram - Ellaipatty Road, Kanniyapuram, Dindigul - 624 308 (Adjacent to Unit - IV)</p>			
Investor Correspondence/ Query Information :				
For Transfer Shares	SKDC Consultants Ltd., "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore -641028			
Any other matter	Regd.Office: 9-A, Valluvar Street, Sivanandha Colony, Coimbatore - 641 012			

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

12. Other Disclosures

- i. There are no materially significant related party transactions that have potential conflict with the company.
 - ii. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
 - iii. The Company has established a vigil mechanism / whistle blower policy for directors and employees and the same has been disclosed on the website of the Company and no personnel has been denied access to the audit committee.
 - iv. The Company has duly complied with mandatory and adopted nonmandatory requirements.
 - v. There are no subsidiary Companies.
 - vi. The policy on dealing with related party transactions is disclosed in weblink : <http://www.acmills.in/2016/04/related-party-transactions-policy>
 - vii. Raw cotton, the main input raw material, is subject to commodity price risks but there are no commodity hedging activities.
 - viii. The Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - ix. Certificate from Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority has been obtained and is annexed to this report.
 - x. During the year under review, the recommendations made by the different Committees have been accepted and there were no instances where the Board of Directors had not accepted any recommendation of the Committees.
 - xi. The Company has paid a sum of Rs. 6,00,000/- as fees for audit to the Statutory auditor and all entities in the network firm / entity of which the Statutory auditor is a part for the services rendered by them.
 - xii. As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee. During the year 2021-22, no complaint was received by the Committee. As such, there are no complaints pending as at the end of the financial year.
13. All the requirements of corporate governance report of sub paragraphs (2) to (10) Para C of Schedule V of (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been duly complied with.
14. The Company has adopted the following discretionary requirements as prescribed in Part E of Schedule -II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- a. The auditors' report on statutory financial statements of the Company are unmodified
 - b. The internal auditor directly report to the audit committee.
15. The Company is fully compliant with the Corporate Governance requirements as specified by Regulation 17 to 27 and clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. DECLARATION REGARDING COMPLIANCE BY BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL AFFIRMING COMPLIANCE WITH COMPANY'S CODE OF CONDUCT.

This is to confirm that the Company has adopted a Code of Conduct for its Board and Staff of the Company and a declaration to the effect that the same have been complied with has been received from them in respect of the Financial Year Ended 31.03.2022.

By order of the Board

Sd/-

(P.V.CHANDRAN)

Chairman and Managing Director

(DIN : 00628479)

Date : 10/08/2022

Place : Coimbatore

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

E. AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members of Ambika Cotton Mills Limited

We have examined the compliance of conditions of Corporate Governance by Ambika Cotton Mills Limited ("the Company") for the year ended March 31, 2022, as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of 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, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We 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 Srikishen & Co
Chartered Accountants
Firm Regn. No. 004009S

Sd/-

K. Murali Mohan
Proprietor, Auditor
Membership No. 014328
(UDIN: 22014328AMXBLA8590)

Date : 28.05.2022
Place : Coimbatore

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

F. ANNUAL CONFIRMATION PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

To
The Board of Directors
Ambika Cotton Mills Limited
Coimbatore

Dear Sirs,
We hereby certify that:

We have reviewed the financial statement read with the cash flow statement of the Company for the year ended March 31, 2022 and that to the best of our knowledge and belief, we state that:

- a) i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
ii) 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 to our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2022 which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems pertaining to financial reporting of the Company and there were no deficiencies in the design or operation of internal controls.
- d) We have indicated to the auditors and the Audit Committee:
 - i) There are no significant changes in internal control over financial reporting during the year ended March 31, 2022.
 - ii) There are no significant changes in accounting policies made during the year ended March 31, 2022 and
 - iii) There have been no instances of significant fraud of which we have become aware.

Sd/-
M. Vijayakumar
Chief Financial Officer

Sd/-
P.V. Chandran
Chairman and Managing Director
(DIN : 00628479)

Date : 10/08/2022
Place : Coimbatore

AMBIKA COTTON MILLS LIMITED

CORPORATE GOVERNANCE REPORT (Contd...)

G. CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS BY A COMPANY SECRETARY IN PRACTICE

(Pursuant to Regulation 34(3) and Schedule V Para-C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
M/s. Ambika Cotton Mills Limited,
No.9A Valluvar Street,
Sivanandha Colony,
Coimbatore - 641 012.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. AMBIKA COTTON MILLS LIMITED** having CIN: **L17115TZ1988PLC002269** and having registered office at No.9-A, Valluvar Street, Sivanandha Colony, Coimbatore - 641 012 (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) Status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers. I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2022** has been debarred or disqualified from being appointed or continuing as Director of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No.	DIN	Name of the Director	Date of appointment in Company
1.	00628479	Mr. PuthanVeedu Chandran	06/10/1988
2.	01062171	Mr. Karuppaiah Venkatachalam	31/07/2002
3.	05215930	Mrs. Vidya Jyothish Pillai	14/02/2012
4.	02080649	Mrs. Bhavya Chandran	30/01/2008
5.	07894618	Mr. EgambaramMadhavanNagasivam	12/08/2017
6.	00412374	Mrs. Vijayalakshmi Narendra *	11/08/2021
7.	00321585	Mr. KangeyamNagesh Sreedharan ***	05/10/1994
8.	08770525	Mrs. Arjunan Kalpana **	27/06/2020

*Mrs. Vijayalakshmi Narendra has been appointed as Additional Director on 11.08.2021.

**Mrs. Arjunan Kalpana resigned from her Directorship on 26.08.2021.

***Mr. KangeyamNagesh Sreedharan has resigned from his Directorship on 24.03.2022.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Name of the Practising Company Secretary : SUNDARARAJAN BAALAJI

Date : 10/08/2022

FCS No. : 5966

Place : Coimbatore

CP No. : 3514

Peer Review Certificate No. : 774/2020

UDIN

: F005966D000770653

AMBIKA COTTON MILLS LIMITED

INDEPENDENT AUDITORS' REPORT

To
To the Members of Ambika Cotton Mills Limited

Report on the Financial Statements

Opinion

We have audited the Financial Statements of Ambika Cotton Mills Limited (“the Company”), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

AMBIKA COTTON MILLS LIMITED

INDEPENDENT AUDITORS' REPORT

Key Audit Matter	How our audit addressed the key audit matter
Evaluation of open tax litigations (Indirect tax)	
<p>The Company has uncertain tax positions on matters under dispute which involve significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Note 30.1 to the Financial statements.</p>	<ul style="list-style-type: none">• Obtained details of completed tax assessments and demands as on March 31,2022 from the management.• Obtained an understanding of key uncertain tax positions.• Discussed with appropriate senior management and assessed management's estimate of the possible outcome of the disputed case.

Information Other than the Financial Statements and Auditor's Report There on

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

AMBIKA COTTON MILLS LIMITED

INDEPENDENT AUDITORS' REPORT

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

AMBIKA COTTON MILLS LIMITED

INDEPENDENT AUDITORS' REPORT

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Financial Statements comply with the Ind AS 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 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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 "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act and is within the limit specified under the said section.

AMBIKA COTTON MILLS LIMITED

INDEPENDENT AUDITORS' REPORT

(h) 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 the impact of pending litigations on its financial position in its financial statements - Refer Note. 30.1 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Srikishen & Co
Chartered Accountants
Firm Regn. No. 004009S

Sd/-
K. Murali Mohan
Proprietor, Auditor
Membership No. 014328
(UDIN:22014328AKUMLE8422)

Place : Coimbatore
Date : 28/05/2022

AMBIKA COTTON MILLS LIMITED

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1(f) of Report on Other Legal and Regulatory Requirements)

Report on the Internal Financial Controls Over Financial Reporting 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 Ambika Cotton Mills Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls system over financial reporting of the Company.

AMBIKA COTTON MILLS LIMITED

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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 authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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, to the best of our information and according to the explanations given to us, 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 March 31, 2022, 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 Srikishen & Co
Chartered Accountants
Firm Regn. No. 0040095

Sd/-
K. Murali Mohan
Proprietor, Auditor
Membership No. 014328
(UDIN:22014328AKUMLE8422)

Place : Coimbatore
Date : 28/05/2022

AMBIKA COTTON MILLS LIMITED

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 2 of Report on Other Legal and Regulatory Requirements)

According to the information and explanations sought by us and given by the Company and the books and records examined by us during the course of our Audit and to the best of our knowledge and belief we report the following:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (b) The Property, Plant and Equipment have been physically verified in a phased periodical manner, by the management, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such physical verification.
 - (c) The title deeds of all the immovable properties of land and building which are freehold are held in the name of the company as at the Balance Sheet date.
 - (d) The company has not Revalued any of the Property, Plant and Equipment during the Year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
 - (a) The physical verification of inventory has been conducted by the management at reasonable intervals. The Company has maintained proper record of inventory and no material discrepancies were noticed on the physical verification of inventories as compared to the book records.
 - (b) The Company has been sanctioned working capital limits in excess of Rs.5 Crores during the year from banks on the basis of security of current assets. The quarterly returns filed by the company with banks are in agreement with the books of account of the company.
- (iii) The Company has not made Investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act.
- (iv) The Company has not advanced any loans to its directors or any other person in whom the directors are interested or made any investments or given any guarantee or provided any security in connection with any loan taken by the directors or such other person as contemplated under section 185 of the Act.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has prescribed the maintenance of cost records under section 148(1) of the Act. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however carried out a detailed examination of the cost records with a view to determine whether they are accurate or complete

AMBIKA COTTON MILLS LIMITED

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, Income-tax, goods and service tax, duty of customs, cess and other material statutory dues with the appropriate authorities. There are no undisputed arrears of statutory dues which were outstanding as at 31 March 2022 for a period of more than six months from the date they became payable.

(b) The details of disputed statutory dues which have not been deposited by the Company are as given below:

Name of the Statute	Nature of Dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Customs Act, 1962	Customs Duty	410.01	Demand Raised in FY 2008-2009	Madurai Bench of Madras High Court

(viii) In our opinion, there are no transactions that are not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The company has not taken any loans or other borrowings from any lender. Company has not issued any debentures.

(b) The company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) The company has not availed any term loans during the year.

(d) The company has not raised any funds on short term basis.

(e) The company has no investments in subsidiaries, joint ventures and associate companies.

(x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) The company has not made a Preferential Allotment or Private Placement of shares or convertible Debentures during the year.

(xi) (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) The Company has not received any Whistle-Blower complaints during the year.

(xii) The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion the transactions with the related parties are in compliance with sections 177 and 188 of the Act and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

(xiv) (a) The company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the reports of the Internal Auditors for the period under audit, to the extent the same has a bearing on the Financial Statements.

AMBIKA COTTON MILLS LIMITED

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

- (xv) The company has not entered into non-cash transactions with directors or persons connected with them.
- (xvi) (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities.
- (C) The company is not a Core-Investment-Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (xvii) The company has not incurred cash loss during the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.
- (b) The Company does not have any ongoing projects as at the end of the previous financial year.

For Srikishen & Co
Chartered Accountants
Firm Regn. No. 004009S

Sd/-
K. Murali Mohan
Proprietor, Auditor
Membership No. 014328
(UDIN:22014328AKUMLE8422)

Place : Coimbatore
Date : 28/05/2022

AMBIKA COTTON MILLS LIMITED

BALANCE SHEET AS AT 31st MARCH 2022

(Rs. in Lakhs)

Particulars	Note No	As at 31st 31.03.2022	As at 31st 31.03.2021
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	4	22701.95	24454.72
(b) Capital work-in-progress		3.02	385.71
(c) Intangible assets	5	0.00	0.00
(d) Financial assets			
(i) Investments		0.00	0.00
(ii) Trade receivables		0.00	0.00
(iii) Loans		0.00	0.00
(iv) Other financial assets	10	760.18	705.39
(e) Other non-current assets	12	18.63	204.03
Total Non-current assets	(A)	23483.78	25749.85
(2) Current assets			
(a) Inventories	6	22922.49	31319.56
(b) Financial Assets			
(i) Investments	7	43.50	38.52
(ii) Trade receivables	8	4586.98	1346.71
(iii) Cash and cash equivalents	9	27955.99	217.74
(iv) Loans		0.00	0.00
(v) Other financial assets	10	2652.28	2612.49
(c) Current tax assets (Net)	11	146.61	184.85
(d) Other current assets	12	562.65	1443.26
Total Current Assets	(B)	58870.50	37163.13
Total Assets	(A+B)	82354.28	62912.98
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	13	572.50	572.50
(b) Other Equity	14	71914.23	55948.28
Total Equity	(A)	72486.73	56520.78
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings		0.00	0.00
(ia) Lease Liabilities		0.00	0.00
(ii) Trade payables		0.00	0.00
(iii) Other financial liabilities	18	670.58	600.88
(b) Deferred tax liabilities (Net)	15	2029.03	2079.78
(c) Other non-current liabilities		0.00	0.00
Total non-current liabilities	(B)	2699.61	2680.66
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	0.00	10.10
(ia) Lease Liabilities		0.00	0.00
(ii) Trade payables	17	6025.01	2320.28
(iii) Other financial liabilities	18	925.72	806.78
(b) Other current liabilities	19	204.16	200.53
(c) Current Tax Liabilities (Net)	20	13.05	373.85
Total Current Liabilities	(C)	7167.94	3711.54
Total Equity and Liabilities	(A+B+C)	82354.28	62912.98
See accompanying notes to the financial statements		0.00	0.00

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR SRIKISHEN & CO
CHARTERED ACCOUNTANTS
FIRM REG. NO. 0040095

Sd/-
(K.MURALI MOHAN)
MEMBERSHIP NO.14328
PROPRIETOR

DATE : 28.05.2022
PLACE : COIMBATORE

FOR AND ON BEHALF OF THE BOARD

Sd/-
(P.V. CHANDRAN)
CHAIRMAN AND MANAGING DIRECTOR
(DIN : 00628479)

Sd/-
RADHESHYAM PADIA
[COMPANY SECRETARY]

Sd/-
DR.K.VENKATACHALAM
[DIRECTOR]
(DIN : 01062171)

Sd/-
(E.M. NAGASIVAM)
DIRECTOR
(DIN : 07894618)

Sd/-
M.VIJAYAKUMAR
[CHIEF FINANCIAL OFFICER]

AMBIKA COTTON MILLS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2022 (Rs. in Lakhs)

Particulars	Note No	Year Ended 31.03.2022	Year Ended 31.03.2021
INCOME			
Revenue from operations	21	92051.80	63336.47
Other income	22	496.18	33.09
Total income		92547.98	63369.56
EXPENSES			
Cost of materials consumed	23	52989.87	35536.75
Purchase of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods and work-in-progress	24	-2229.39	4591.30
Employee benefit expense	25	4578.18	3739.59
Finance costs	26	123.09	581.40
Depreciation and amortization expense	27	2938.83	2893.79
Other expenses	28	9748.43	6987.79
Total expenses		68149.01	54330.62
Profit before exceptional items and tax		24398.97	9038.94
Exceptional items		0.00	0.00
Profit before tax after exceptional items		24398.97	9038.94
Tax expense			
Current tax		6460.94	2604.55
Deferred tax		-50.75	-360.30
Total tax expense		6410.19	2244.25
Profit after tax from continuing operations for the year		17988.78	6794.69
Other Comprehensive income			
Items that will not be reclassified to Profit & Loss			
Remeasurements of the defined benefit plans		-25.50	-29.35
Income tax relating to items not reclassified to Profit & Loss		6.42	7.39
Items that will be reclassified to Profit & Loss		0	0
Total Other Comprehensive income		-19.08	-21.96
Total Comprehensive income for the year		17969.70	6772.73
Basic Earnings per share (In Rs) [Face Value Rs 10/- per share]		314.21	118.68
Diluted Earnings per Share (In Rs) [Face Value Rs 10/- per share]		314.21	118.68

See accompanying notes to the financial statements

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR SRIKISHEN & CO
CHARTERED ACCOUNTANTS
FIRM REG. NO. 004009S

FOR AND ON BEHALF OF THE BOARD

Sd/-
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(E.M. NAGASIVAM)
DIRECTOR
(DIN : 07894618)

DATE : 28.05.2022
PLACE : COIMBATORE

Sd/-
RADHESHYAM PADIA
[COMPANY SECRETARY]

Sd/-
M.VIJAYAKUMAR
[CHIEF FINANCIAL OFFICER]

AMBIKA COTTON MILLS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2022

A. EQUITY SHARE CAPITAL:

(Rs. in Lakhs)

Balance as at 01/04/2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01/04/2021	Changes in equity share capital during the year	Balance as at 31/03/2022
572.50	0.00	572.50	0.00	572.50

Balance as at 01/04/2020	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01/04/2020	Changes in equity share capital during the year	Balance as at 31/03/2021
572.50	0.00	572.50	0.00	572.50

B. OTHER EQUITY:

(Rs. in Lakhs)

Particulars	Other Equity				Total Other Equity
	Reserves and Surplus				
	Capital Redemption Reserve	Share Premium Reserve	General Reserve	Retained Earnings	
As at 31.03.2021	15.00	361.06	19679.81	35892.41	55948.28
Total Comprehensive Income for the year				17969.70	17969.70
Payment of Final Dividend				-2003.75	-2003.75
Transfer to General Reserve			1000.00	-1000.00	0.00
As at 31.03.2022	15.00	361.06	20679.81	50858.36	71914.23

Particulars	Other Equity				Total Other Equity
	Reserves and Surplus				
	Capital Redemption Reserve	Share Premium Reserve	General Reserve	Retained Earnings	
As at 31.03.2020	15.00	361.06	18679.81	30978.43	50034.30
Total Comprehensive Income for the year				6772.73	6772.73
Payment of Final Dividend				-858.75	-858.75
Transfer to General Reserve			1000.00	-1000.00	0.00
As at 31.03.2021	15.00	361.06	19679.81	35892.41	55948.28

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR SRIKISHEN & CO
CHARTERED ACCOUNTANTS
FIRM REG. NO. 0040095

FOR AND ON BEHALF OF THE BOARD

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(DIN : 07894618)

DATE : 28.05.2022
PLACE : COIMBATORE

Sd/-
RADHESHYAM PADIA
[COMPANY SECRETARY]

Sd/-
M.VIJAYAKUMAR
[CHIEF FINANCIAL OFFICER]

AMBIKA COTTON MILLS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2022

(Rs. in Lakhs)

Particulars	Year Ended 31.03.2022	Year Ended 31.03.2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax after exceptional items	24373.47	9009.59
Adjustment for		
Depreciation and amortisation expense	2938.83	2893.79
Finance Costs	123.09	581.40
Sale of Assets	-11.59	0.00
Increase/ Diminution in fair value of Investments	-4.98	-18.69
Investments Income:		
Interest/Dividend Received	-491.20	-14.40
Operating Profit Before Working Capital Changes	26927.62	12451.69
Adjustments for (increase)/decrease in operating assets		
Inventories	8397.07	-1045.70
Trade receivables	-3240.27	465.81
Other Financial Assets - Non current	-54.79	380.06
Other Financial Assets - Current	-39.79	-454.16
Other Current Assets - Non Current	185.40	-137.80
Other Current Assets- Current	880.61	-424.55
	33055.85	11235.35
Adjustments for increase /(decrease) in operating liabilities		
Trade Payables	3704.73	1377.19
Other Non Current Financial Liabilities	69.70	-78.63
Other Financial Liabilities	118.94	-69.32
Other Current Liabilities	3.63	71.06
Cash used in / generated from operations	36952.85	12535.65
Taxes paid	-6777.08	-2204.12
Net Cash used in /generated from operating activities	(A) 30175.77	10331.53
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-1232.47	-2709.29
Capital work in progress	382.69	231.95
Sale of Fixed assets	58.00	0.00
Interest Received	491.10	14.36
Dividend Received	0.10	0.04
Net cash used in Investing activities	(B) -300.58	-2462.94

AMBIKA COTTON MILLS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2022 (Contd...)

C. CASH FLOW FROM FINANCING ACTIVITIES

(Rs. in Lakhs)

Particulars		Year Ended 31.03.2022	Year Ended 31.03.2021
Proceeds from Working Capital borrowings		-10.10	-6933.03
Dividend Paid		-2003.75	-858.75
Interest Paid		-123.09	-581.40
Net Cash Used in Financing Activities	(C)	-2136.94	-8373.18
Net increase / (decrease) in Cash and Cash Equivalents	(A+B+C)	27738.25	-504.59
Cash and Cash Equivalents at beginning of the period	(D)	217.74	722.33
Unrealised Loss / (Gain) on Foreign Currency Cash and Cash equivalents		0.00	0.00
Cash and Cash Equivalents at end of the period	(E)	27955.99	217.74

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR SRIKISHEN & CO
CHARTERED ACCOUNTANTS
FIRM REG. NO. 004009S

FOR AND ON BEHALF OF THE BOARD

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(K.MURALI MOHAN)
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(E.M. NAGASIVAM)
DIRECTOR
(DIN : 07894618)

DATE : 28.05.2022
PLACE : COIMBATORE

Sd/-
RADHESHYAM PADIA
[COMPANY SECRETARY]

Sd/-
M.VIJAYAKUMAR
[CHIEF FINANCIAL OFFICER]

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

1. CORPORATE INFORMATION

Ambika Cotton Mills Limited is engaged in manufacturing and selling speciality cotton yarn catering to the needs of manufacturers of premium branded shirts and t-shirts. Exports constitute significant portion of the operations. The company operates with total installed spindle capacity of 108288 (Previous Year 108288 Spindles) of compact facility housed in four units and Knitting facility of converting 40,000 Kgs of yarn per day into fabrics. The company has installed 27.4 MW wind power capacity for captive consumption of spinning segment. The Spinning Plants are located at Kanniyapuram, Dindigul and Windmills are located in Tirunelveli, Dharapuram and Theni in the State of Tamilnadu. The financial statements are approved for issue by the Company's Board of Directors on 28th May 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Statement of compliance

The financial statements have been prepared in accordance with IND AS notified under Section. 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) (IndAS) Rules 2015 and other relevant provisions of the Act.

2.2. Basis of preparation and presentation

These financial statements are prepared in accordance with Indian Accounting Standards (IndAS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013(' Act')(to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) (IndAS) Rules, 2015 and The Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

2.3. Property, Plant and Equipment

Property, plant and equipment are carried at cost of acquisition including any attributable cost of bringing the assets to its working condition for its intended use and net of Cenvat /GST or any other claim receivable less accumulated depreciation and impairment losses, if any.

The depreciation charge is based on useful life and the expected residual value at the end of its life and are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end with the effect of any changes in estimate accounted for on a prospective basis. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Depreciation is recognised using the straight-line method.

Estimated useful lives of the tangible assets are as follows:	
Buildings	30- 40 Years
Plant and Equipment	18.94 Years
Wind Mills	13.33 Years
Furniture & fixtures	3 Years
Vehicles	8 years
Office Equipments	3 Years

An item of property, plant and equipment is de recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

For transition to IND AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

2.4. Intangible Assets

Intangible assets are carried at cost less accumulated amortisation. Amortisation is recognised on a straight line basis over their estimated useful lives.

Estimated useful lives of the intangible assets are as follows:	
Technical Know how	4 years

2.5 Impairment of assets

A tangible or intangible asset is treated as impaired when the carrying amount of the asset exceeds its estimated recoverable value. Carrying amounts of tangible or intangible assets are reviewed at each balance sheet date to determine indications of impairment, if any, of those assets. If any such indication exists, the recoverable amount of the asset is estimated and an impairment loss equal to the excess of the carrying amount over its recoverable value is recognised as an impairment loss. The impairment loss, if any, recognised in prior accounting period is reversed if there is a change in estimate of recoverable amount.

2.6 Financial Instruments

(Financial assets and financial liabilities constitute Financial Instruments and are recognised only when the company becomes party to the contractual provisions of the instrument.

On initial recognition, (i) financial assets are classified either at amortised cost or fair value through other comprehensive income (OCI) or fair value through profit or loss (FVTPL) and (ii) financial liabilities either at amortised cost or fair value through profit or loss (FVTPL)

On initial recognition, a financial asset or a financial liability is measured at its fair value. In the case of a financial asset or liability which is not categorised at FVTPL, the financial asset or liability will be measured at its fair value plus/minus transaction cost that are directly contributed to the acquisition or issue of the financial asset or financial liability.

The financial assets and liabilities are carried at FVTPL and there are no financial assets and liabilities falling under other categories.

The equity instruments are categorised at FVTPL and are measured at the end of each reporting period.

In the case of derivatives, the contractual rights and obligations are recognised as assets or liabilities in the balance sheet.

The financial assets are derecognised when the contractual rights to the cash flows from the asset expires.

The financial liabilities are derecognised when the obligations are discharged.

2.7 Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the company's own equity instruments.

2.8 Valuation of Inventories

Inventories are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary.

The costs of inventories are ascertained on weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

2.9. Foreign Currency transactions:

Foreign currency transactions are recorded at the exchange rates prevailing at the date of the transaction.

Foreign currency monetary items at the balance sheet date are reported using the closing rate.

Exchange differences arising on the settlement of monetary items or on reporting of monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements are recognized as income or expense in the year in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

2.10 Recognition of revenue

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns. The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity.

Dividend income from investments is recognised when the right to receive payment is established

Interest income is recognized on time proportionate basis with reference to the principal outstanding and at the effective interest rate applicable.

Export incentives are recognised when the right to receive payment/credit is established and no significant uncertainty as to measurability or collectability exists.

2.11 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

2.12 Date of recording of Final Dividend declared by the Company as a liability

Final dividend on shares are recorded as a liability on the date of approval by the shareholders at the annual general meeting and interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors.

2.13 Earnings per share:

Basic Earnings per share is calculated by dividing the Net Profit after tax attributable to the equity shareholders by the weighted average number of Equity Shares outstanding during the year.

2.14 Employee Benefits:

Employee benefits consist of provident fund and gratuity. The company's contribution to provident fund is considered as defined contribution plan and charged as an expense based on the amount of contribution required to be made. For defined benefit plan the company contributes to group gratuity scheme formulated by Life Insurance Corporation of India as demanded by the said corporation to discharge its liability on account of employee post employment benefits.

2.15. Taxes on Income

Income tax expense comprises current and deferred income tax.

Current tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting date.

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income, in which case, the current and deferred tax are also recognised in other comprehensive income.

2.16 Provisions, contingent liabilities and contingent assets

Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Asset is neither recognized nor disclosed in the financial statements.

2.17 Cash Flow statement and Cash and Cash equivalents

Cash Flows are reported using the Indirect method, whereby profit before tax is adjusted for the effects 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 equivalents include cash on hand and balances with banks in current accounts with necessary disclosure of cash and cash equivalent balances that are not available for use by the company.

3. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Information about such estimates and judgments are included in the relevant notes together with the basis of calculation for relevant line item in the financial statements. Estimates and judgments are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

4. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK -IN-PROGRESS

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Carrying amounts of:		
Freehold land	372.58	347.18
Buildings	6033.37	6037.91
Plant and Equipment	16108.61	17871.94
Electrical Fittings	0.00	0.00
Furniture and fixtures	0.07	0.20
Vehicles	174.26	176.07
Office Equipment	13.06	21.42
Total	22701.95	24454.72
Capital Work-in-progress	3.02	385.71
Total	3.02	385.71
Total	22704.97	24840.43

(Rs. in Lakhs)

Particulars	Free hold Land	Buildings	Plant & Equip- ment	Electrical Fittings	Furniture & fixtures	Vehicles	Office equip- ments	Total	Capital Work in progress
Cost or deemed cost									
Balance at 1st April 2021	347.18	9424.12	53266.91	2.66	15.03	592.88	169.18	63817.96	385.71
Additions	25.40	339.89	809.59	0.00	0.00	41.15	16.45	1232.48	3.02
Capitalised									385.71
Eliminated on disposals of assets	0.00	0.00	237.91	0.00	0.00	0.00	0.00	237.91	0.00
Balance at 31st March 2022	372.58	9764.01	53838.59	2.66	15.03	634.03	185.63	64812.53	3.02
Accumulated depreciation and impairment									
Balance at 1st April 2021	0.00	3386.21	35394.97	2.66	14.83	416.81	147.76	39363.24	0.00
Eliminated on disposals of assets	0.00	0.00	191.49	0.00	0.00	0.00	0.00	191.49	0.00
Depreciation Expense	0.00	344.43	2526.50	0.00	0.13	42.96	24.81	2938.83	0.00
Balance at 31st March 2022	0.00	3730.64	37729.98	2.66	14.96	459.77	172.57	42110.58	0.00
Carrying Amount									
Balance at 1st April 2021	347.18	6037.91	17871.94	0.00	0.20	176.07	21.42	24454.72	385.71
Additions	25.40	339.89	809.59	0.00	0.00	41.15	16.45	1232.48	3.02
Capitalised									385.71
Eliminated on disposals of assets	0.00	0.00	46.42	0.00	0.00	0.00	0.00	46.42	0.00
Depreciation expense	0.00	344.43	2526.50	0.00	0.13	42.96	24.81	2938.83	0.00
Balance at 31st March 2022	372.58	6033.37	16108.61	0.00	0.07	174.26	13.06	22701.95	3.02

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

5. INTANGIBLE ASSETS

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Carrying amounts of:		
Know-how	0	0
Total	0	0
Particulars		Know-How
Cost or deemed cost		
Balance at 1st April 2021		79.43
Additions		0
Eliminated on disposals of assets		0
Balance at 31st March 2022		79.43
Accumulated depreciation and impairment		
Balance at 1st April 2021		79.43
Eliminated on disposals of assets		0
Depreciation Expense		0
Balance at 31st March 2022		79.43
Carrying Amount		
Balance at 1st April 2021		0
Additions		0
Eliminated on disposals of assets		0
Depreciation expense		0
Balance at 31st March 2022		0

6. INVENTORIES

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Inventories (lower of cost and net realisable value)		
Raw Materials	16550.75	27354.91
Work-in-progress	2282.75	2668.72
Finished Goods	2866.90	331.28
Waste Cotton	135.90	56.16
Stores and Spares	926.41	761.26
Packing Materials	159.78	147.23
Total	22922.49	31319.56

The cost of inventories recognised as an expense during the year is Rs.52989.86Lakhs
(Previous year Rs.35536.75 Lakhs)

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

7. INVESTMENTS

(Rs. in Lakhs)

Particulars	As at 31st March 2022		As at 31st March 2021	
	Quantity	Amount	Quantity	Amount
Current				
Investment in quoted equity instruments (fully paid up) [At fair values]				
Cholamandalam Investment & Finance Co. Limited	3250	23.35	3250	18.16
City Union Bank	6050	7.81	6050	9.44
Investment in Mutual Fund [at Nav]				
LICMF Equity Fund- Dividend-Reinvestment plan	58182.257	12.34	58182.257	10.92
Total	67482.257	43.50	67482.257	38.52
Aggregate book value of quoted investments		0.87		0.87
Aggregate market value of quoted investments		31.16		27.60
Aggregate book value of unquoted investments		0.00		0.00
Aggregate amount of impairment in the value of investments		0.00		0.00
Aggregate book value of Mutual fund		6.46		6.46
Aggregate net asset value of Mutual fund		12.34		10.92
Category-wise investments - as per IND AS 109 classification				
Financial assets carried at fair value through profit or loss (FVTPL)		43.50		38.52
Financial assets carried at amortised cost		0.00		0.00
Financial assets carried at fair value through Other Comprehensive Income (FVTOCI)		0.00		0.00

8. TRADE RECEIVABLES

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Current		
Unsecured Considered Good		
From related Parties	0.00	0.00
From others	4586.98	1346.71
Allowance for doubtful debts (Expected credit loss allowance)	0.00	0.00
Total	4586.98	1346.71

Concentration of Risk

Generally the sales are made against specific orders and to those customers who have long term relationship. Export Sales are backed by irrevocable letter of credits. In respect of domestic sales advance payments are collected before delivery of goods. However exceptions are made based on the credit quality of customers. Expected credit loss is placed at Nil.

(Rs. in Lakhs)

Age of receivables	As at 31st March 2022	As at 31st March 2021
Within the credit period	4586.98	1346.71
30-60 Days	0	0
60-90 Days	0	0
More than 90 Days	0	0
Total	4586.98	1346.71

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

Movement in the expected credit loss allowance

(Rs. in Lakhs)

Age of receivables	As at 31st March 2022	As at 31st March 2021
Balance at the beginning of the year	0	0
Movement in the expected credit loss allowance on trade	0	0
Receivables calculated at lifetime expected credit losses	0	0
Balance at the end of the year	0	0

Trading Receivables ageing Schedule as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(I) Undisputed Trade receivables – considered good	4586.98	0	0	0	0	4586.98
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0
(iii) Undisputed Trade Receivables – credit impaired	0	0	0	0	0	0
(iv) Disputed Trade Receivables– considered good	0	0	0	0	0	0
(v) Disputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0
(vi) Disputed Trade Receivables – credit impaired	0	0	0	0	0	0

Trading Receivables ageing Schedule as at 31st March 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1346.71	0	0	0	0	1346.71
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0
(iii) Undisputed Trade Receivables – credit impaired	0	0	0	0	0	0
(iv) Disputed Trade Receivables– considered good	0	0	0	0	0	0
(v) Disputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	0
(vi) Disputed Trade Receivables – credit impaired	0	0	0	0	0	0

9 CASH AND CASH EQUIVALENTS

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Balances with Banks		
Current account	1225.06	158.95
EEFC A/c	669.71	0.00
Deposit Account	26025.00	14.65
Unpaid Dividend account	22.09	21.71
Cash on hand	14.13	22.43
Total	27955.99	217.74

Deposits with more than 12 months maturity

7379.00

0.00

The deposits maintained by the company with banks comprise of time deposits which can be withdrawn by the company at any point without prior notice or penalty on the principal.

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

10. OTHER FINANCIAL ASSETS

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Non-current		
Cenvat and service tax credit receivable	17.64	17.64
Cenvat Trans credit Receivable	4.17	115.28
Particulars Outstanding for following periods from due date of payment Total		
Security Deposit for Electricity TWAD Board & Others	738.37	572.47
Total	760.18	705.39
Current		
Cotton Purchase debit note	18.07	15.85
Duty drawback & RoDTepy receivable	599.65	445.39
EB receivable (for wind)	46.81	46.81
Forward cover receivable(Foreign Currency derivative)	442.70	154.61
Gratuity Receivable (From LIC)	6.58	5.35
GST receivable	1447.74	1939.24
Interest accrued & Receivable	90.73	0.00
VAT & Sales tax receivable	0.00	5.24
Total	2652.28	2612.49

11. CURRENT TAX ASSETS (NET)

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Current tax assets		
Income tax advances	0.00	0.00
Current tax liabilities		
Income tax liability	0.00	0.00
	0.00	0.00
Income tax refund due	146.61	184.85
Total	146.61	184.85

12. OTHER CURRENT ASSETS

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Non-Current		
Capital Advances	18.63	204.03
Total	18.63	204.03
Current		
Advance for supply of materials	155.06	80.86
Advance for Cotton	37.08	1014.24
LC Opening Charges for import of Cotton	54.32	10.69
Prepaid Expenses	316.19	337.47
Total	562.65	1443.26

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

13. EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
a. Authorized Share Capital		
1,00,00,000 Fully paid Equity Shares of Rs.10 each	1000.00	1000.00
b. Issued and subscribed and fully paid up capital		
5725000 Equity shares of Rs.10 each	572.50	572.50
		(Rs in Lakhs)
Fully paid Equity Shares	Number of Shares	Share Capital
Balance as on March 31, 2021	5725000	572.50
Balance as on March 31, 2022	5725000	572.50

The company has issued only one class of Equity share having a par value of Rs.10 per share. They entitle the holder to participate in dividends, and to share in the proceeds of winding up of the company in proportion to the number of and amounts paid on the shares held. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Shares held by promoters at the end of the year 2022

S.No.	Promoter Name	No. of Shares	%of total shares	%Change during the year
1.	C. Bhavani	2272566	39.70	0
2.	P.V. Chandran	599784	10.47	0
	Total	2872350	50.17	

Shares held by promoters at the end of the year 2021

S.No.	Promoter Name	No. of Shares	%of total shares	%Change during the year
1.	C. Bhavani	2272566	39.70	0
2.	P.V. Chandran	599784	10.47	0
	Total	2872350	50.17	

(Rs. in Lakhs)

Shareholders holding more than 5% Equity shares

Particulars	As at 31st March 2022		As at 31st March 2021	
	Number of Shares	Percentage	Number of Shares	Percentage
1. C. Bhavani	2272566	39.70	2272566	39.70
2. P.V. Chandran	599784	10.47	599784	10.47

14. OTHER EQUITY

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Capital Redemption Reserve	15.00	15.00
Securities Premium Account	361.06	361.06
General Reserve	20679.81	19679.81
Retained Earnings	50858.36	35892.41
Total	71914.23	55948.28

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

14.1 CAPITAL REDEMPTION RESERVE

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Balance at the beginning of the year	15.00	15.00
Movements during the year	0.00	0.00
Balance at the end of the year	15.00	15.00

Capital Redemption Reserve is a statutory reserve created at amounts equal to the face value of the shares bought back as per the provisions of company law.

14.2 SECURITIES PREMIUM RESERVE

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Balance at the beginning of the year	361.06	361.06
Movements during the year	0.00	0.00
Balance at the end of the year	361.06	361.06

Security Premium reserve is a reserve created out of amounts received over and above the par value at the time of issue of shares .

14.3 GENERAL RESERVE

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Balance at the beginning of the year	19679.81	18679.81
Add: Transfer from retained earnings	1000.00	1000.00
Balance at the end of the year	20679.81	19679.81

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss

14.4 RETAINED EARNINGS

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Balance at the beginning of the year	35892.41	30978.43
Add: Total comprehensive income for the year	17969.70	6772.73
Less: Payment of dividends on equity shares	2003.75	858.75
Less: Transfer to General Reserve	1000.00	1000.00
Balance at the end of the year	50858.36	35892.41

The directors have proposed dividend of Rs.35/- per share amounting to Rs.2003.75/- Lakhs for the year ended March 31, 2022 and the same is subject to approval of shareholders at the Annual General Meeting and hence not included as a liability

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

15. DEFERRED TAX LIABILITY (NET)

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Deferred Tax Liability	2029.03	2079.78
Deferred Tax Asset	0.00	0.00
Total	2029.03	2079.78

2021 - 22

(Rs. in Lakhs)

Particulars	Opening Balance	Recognised in Profit or loss	Closing Balance
On account of Property , Plant & Equipment	2072.80	-52.00	2020.80
On account of fair value of Equity instruments	6.98	1.25	8.23
	2079.78	-50.75	2029.03

2020-21

(Rs. in Lakhs)

Particulars	Opening Balance	Recognised in Profit or loss	Closing Balance
On account of Property , Plant & Equipment	2437.80	-365.00	2072.80
On account of fair value of Equity instruments	2.28	4.70	6.98
	2440.08	-360.30	2079.78

16. BORROWINGS

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
From Banks (Secured)		
Loans Repayable on Demand - Working Capital	0.00	10.10
From Banks (Unsecured)		
Loans Repayable on Demand - Working Capital	0.00	0.00
	0.00	10.10

NATURE OF SECURITY

Working Capital Loans from Banks are secured by Paripassu First charge over the current assets and Paripassu second charge over the movable fixed assets excluding Windmills.

Loans Guaranteed by Directors	Nil
Period and amount of continuing Default	Nil

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

17. TRADE PAYABLES

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Current		
Due to Micro and Small Enterprises	127.86	90.10
Others	5897.15	2230.18
Total	6025.01	2320.28

Trading Payables ageing Schedule as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 years	
(I) MSME	127.86	0	0	0	127.86
(ii) Others	5897.15	0	0	0	5897.15
(iii) Disputed dues - MSME	0	0	0	0	0
(iv) Disputed dues - Others	0	0	0	0	0
Total	6025.01	0	0	0	6025.01

Trading Payables ageing Schedule as at 31st March 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 years	
(I) MSME	90.10	0	0	0	90.10
(ii) Others	2230.15	0	0	0	2230.15
(iii) Disputed dues - MSME	0	0	0	0	0
(iv) Disputed dues - Others	0	0	0	0	0
Total	2320.28	0	0	0	2320.28

18. OTHER FINANCIAL LIABILITIES

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Non- current		
Liabilities for Expenses	670.58	600.88
	670.58	600.88
Current		
Unpaid dividends	22.09	21.71
Interest accrued but not due on borrowings	5.50	0.95
Statutory payables	72.12	63.27
LIC Gratuity (Plan Assets) Net	14.92	21.56
Other liabilities for Expenses	811.09	699.29
Total	925.72	806.78

19. OTHER CURRENT LIABILITIES

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Advance received from Customers	204.16	200.53
Total	204.16	200.53

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

20. CURRENT TAX LIABILITIES (NET)

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Current tax liabilities		
Income tax provisions	6435.73	2582.51
Current tax assets		
Income tax advances	6422.68	2208.66
Total	13.05	373.85

21. REVENUE FROM OPERATIONS

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Sale of Products (Refer Note (i) below)	87936.72	61482.04
Other Operating Revenue (Refer Note (ii) below)	4115.08	1854.43
	92051.80	63336.47
Note (i)		
Sale of Products Comprises		
Cotton Yarn	50535.01	31704.74
Knitted Fabrics	29797.28	23973.08
Waste Cotton	7604.43	5804.22
	87936.72	61482.04
Note (ii)		
Other Operating Revenue		
Export Benefits	1615.57	1015.66
Foreign Exchange Fluctuation	1052.21	488.76
Profit on disposal of rawmaterial	1210.15	289.78
EB Receivable (Banking)	11.59	0.00
Insurance Claim	17.51	0.00
REC Sales	20.87	18.82
Customs Refund	0.00	17.76
Wind Energy	12.57	0.00
Sale of Scrap	38.67	23.65
Sundry Parties Written Back	135.94	0.00
	4115.08	1854.43

22. OTHER INCOME

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Interest (Refer Note (i) below)	491.10	14.36
Dividend from Current Investments	0.10	0.04
Other non-operating income (Refer Note (ii) below)	4.98	18.69
	496.18	33.09
Note (i)		
Interest Income Comprises of		
From banks on deposits	466.02	0.30
Other Interest	25.08	14.06
Total Interest Income	491.10	14.36
Note (ii)		
Other non-operating income comprises of		
Increase in fair value of Investments	4.98	18.69
	4.98	18.69

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

23. COST OF MATERIALS CONSUMED

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Opening Stock	27354.91	21740.83
Add : Purchases	43785.65	44858.33
	71140.56	66599.16
Less: Cost of materials disposed	1599.94	3707.50
	69540.62	62891.66
Less : Closing Stock	16550.75	27354.91
Total Cost of Materials Consumed	52989.87	35536.75
Materials Consumed Comprise		
Raw Cotton	47177.26	29858.59
Modal	1326.71	1765.68
Lycra	1648.06	844.77
Yarn	2837.84	3067.71
	52989.87	35536.75

24.CHANGES IN INVENTORIES OF WORK IN PROGRESS AND FINISHED GOODS

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Opening Stock Work in progress	2668.72	1938.49
Opening Stock Finished Goods	331.28	5480.32
Opening Stock of Waste Cotton	56.16	228.65
Total (A)	3056.16	7647.46
Closing Stock Work in progress	2282.75	2668.72
Closing Stock Finished Goods	2866.90	331.28
Closing Stock of Waste Cotton	135.90	56.16
Total (B)	5285.55	3056.16
Increase / Decrease in Stock (A - B) (-)/(+)	-2229.39	4591.30

25. EMPLOYEES BENEFIT EXPENSES

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Salaries & Wages	3482.91	2934.66
Contribution to Provident Fund & Other Funds	202.10	167.64
Staff Welfare Expenses	893.17	637.29
	4578.18	3739.59

26. FINANCE COSTS

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Interest - Working Capital Loans	119.84	578.40
Other Borrowing Costs	3.25	3.00
	123.09	581.40

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

27. DEPRECIATION AND AMORTISATION EXPENSE

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Depreciation of property, plant and equipment	2938.83	2893.79
Amortisation expense	0.00	0.00
Total depreciation and amortisation expense	2938.83	2893.79

28. OTHER EXPENSES

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Stores Consumed	799.01	623.52
Power & Fuel	3156.06	2223.82
Materials Sizing & Fabrication	416.94	297.06
Freight Inwards	28.63	29.32
Machinery Maintenance	78.34	37.10
Building Maintenance	46.19	61.53
Vehicle Maintenance	218.68	216.05
Printing & Stationary	11.28	8.06
Postage & Telephone	17.11	22.57
Travelling Expenses	34.44	31.26
Insurance	247.77	186.95
Licence Fees & Taxes	144.47	121.79
Bank Charges	112.99	110.65
Professional & Legal Charges	69.78	63.53
Salary to Managing Director	24.00	24.00
Auditors Remuneration	6.00	6.00
Freight Outwards	1626.37	938.73
Packing Materials	719.34	565.24
Brokerage & Commission	1599.10	1050.18
Godown Rent	70.20	60.00
Advertisement	4.39	4.53
Sundry Parties Written Off	0.00	25.67
Security Service Charges	56.83	59.35
CSR Expenses	202.23	168.89
Miscellaneous Expenses	58.28	51.99
Total	9748.43	6987.79

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

29. INCOME TAX RELATING TO CONTINUING OPERATIONS

29.1. INCOME TAX RECOGNISED IN PROFIT & LOSS

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Current tax		
Current tax on profits for the year	6442.15	2530.75
Add: interest	0.00	59.14
Adjustments for current tax of prior periods	18.79	14.66
Current tax expense	6460.94	2604.55
Deferred Tax		
(Decrease) in DTL - depreciation	-52.00	-365.00
Increase(+)/ decrease (-) in DTL - Fair value of Investments	1.25	4.70
Deferred tax	-50.75	-360.30
Total Tax expense for continuing Operations	6410.19	2244.25
Less: Tax relating to other comprehensive income	6.42	7.39
Total tax expense for the year	6403.77	2236.86

29.2. RECONCILIATION OF INCOME TAX EXPENSE TO THE ACCOUNTING PROFIT FOR THE YEAR

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Profit before tax after exceptional items	24398.97	9038.94
Enacted tax rate in India	25.168%	25.168%
Computed expected tax expense at enacted tax rate	6140.73	2274.92
Tax effect on account of items treated separately	-4.28	-12.22
Tax effect of non-deductible expenses	50.90	42.50
Tax effect on Difference of book and IT Depreciation	254.80	225.55
Total income tax expense recognised for the year	6442.15	2530.75

29.3 . INCOME TAX RECOGNISED IN OTHER COMPREHENSIVE INCOME

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Arising on income and expenses recognised in other comprehensive income:		
Remeasurement of defined benefit obligations	25.50	29.35
Total	25.50	29.35
Bifurcation of income tax recognised in other comprehensive income into:		
Items that will not be reclassified to profit or loss	6.42	7.39
Items that may be reclassified to profit or loss	0.00	0.00
Total	6.42	7.39

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

30.1. CONTINGENT LIABILITIES AND COMMITMENTS TO THE EXTENT NOT PROVIDED FOR

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
a) Contingent liabilities :		
Claims against the company not acknowledged as debt		
Customs Duty	410.01	410.01
Other money for which the company is contingently liable		
Export Bills Deposited with the Bank covered under Irrevocable Letter of Credits	13330.48	4931.78
Total Contingent Liabilities	13740.49	5341.79
Nature of Disputes and amount of demand		
Demand relating to de-bonding of 100% EOU	410.01	410.01
	410.01	410.01
<p>The company has duly discharged its duty liability on debonding of its 100% EoU. However the department has raised demand 2nd time. The demand is disputed before the Hon'ble Madurai Bench of Madras High Court and the case is likely to be disposed of in favour of the company and hence no provision is considered.</p>		
b) Commitments		
Estimated amount of contracts remaining to be executed on capital account not provided for"	1388.22	1127.69
Advances made in respect of the above works	21.65	385.71
Total Commitments (Capital Commitments net of advances)	1366.57	741.98
Total Contingent Liabilities and Commitments	15107.06	6083.77

30.2. DETAILS OF DIVIDEND PROPOSED AND PAID

(Rs. in Lakhs)

Particulars	Year Ended 31 st March 2022	Year Ended 31 st March 2021
a) Final dividend paid during the year for the year ended March 31, 2022 is Rs.35/- per share	2003.75	0
b) Final dividend paid during the year for the year ended March 31, 2021 is Rs.35/- per share	0	858.75
c) In respect of the current year i.e. FY 2021-22 ,the directors propose that a dividend of Rs. 35/- per share be paid on equity shares. The equity dividend is subject to approval by shareholders at the Annual General meeting and has not been included as a liability in these financial statements. The total estimated equity dividend to be paid is Rs.2003.75/- Lakhs		

30.3. ADDITIONAL REGULATORY INFORMATION

30.3.a. Disclosure Not Applicable

The disclosure requirements with regard to the following regulatory information are not applicable to the company for the reasons stated therein against the specified regulatory information disclosure requirement

1. Title deeds of Immovable Properties not held in name of the Company :	There are no immovable properties not held in the name of the company
2. Fair value of Investment property :	There are no Investment property
3. Revaluation of property plant and equipment :	No Revaluation of property Plant & Equipment
4 Revaluation of Intangible assets :	No Revaluation of Intangible assets
5 Loans or advances in the nature of loans granted to promoters, directors, KMPs and the related parties that are a) repayable on demand or without specifying any terms or period of repayment :	No loans are granted to the specified persons/relatives

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

6. Ageing schedule of intangible assets under development :	There are no Intangible assets under development
7. Details of Benami property held :	No Benami property held
8. Wilful defaulter :	No default so as to fall under category of wilful defaulter
9. Relationship with struck of companies :	No Relationship with struck of companies
10. Registration of charges or satisfaction with Registrar of Companies (ROC) :	There are no charges omitted to be created / satisfied
11. Compliance with number of layers of companies:	No such layers of holding of shares by Companies, shares are held by Individual promoters.
12. Compliance with approved scheme of arrangements :	The company is not part of any approved scheme of arrangements
13. Utilisation of Borrowed funds and share premium :	There are no arrangements or transactions for cross transfers

30.3.b. Disclosure Applicable

1. Ageing schedule of capital work in progress	within 1 year
2. Where the Company has borrowings from banks or financial institutions the basis of security of current assets, it shall disclose the following:- (a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts; - (b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed. -	Yes NA

30.3.c. Disclosure of Ratios

	Numerator	Denominator	Year Ended 31 st March 2022	Year Ended 31 st March 2021	Variance
(a) Current Ratio,	Current Assets	Current Liabilities	8.213	10.013	-1.80
(b) Debt-Equity Ratio,*	-	-	NA	NA	-
(c) Debt Service Coverage Ratio*	-	-	NA	NA	-
(d) Return on Equity Ratio,	Profit After Tax	Average Equity	27.89	12.69	15.20
(e) Inventory turnover ratio,	Cost of Goods Sold	Average Inventory	2.41	1.68	0.73
(f) Trade Receivables turnover ratio,	Sale of Products	Average Trade Receivables	29.64	38.92	-9.28
(g) Trade payables turnover ratio,	Net Credit Purchase	Average Trade Payables	12.70	21.78	-9.08
(h) Net capital turnover ratio,	Revenue from Operations	Working Capital	1.79	1.89	-0.10
(i) Net profit ratio,	Profit After Tax	Revenue from Operations	19.44	10.72	8.71
(j) Return on Capital employed,	EBITDA	Net worth	0.38	0.22	0.16
(k) Return on investment.	Income from Investments	Cost of Investments	0.01	0.01	-

* There are no long term debts and hence (b) Debt-Equity Ratio and (c) Debt Service Coverage Ratio does not arise.

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

30.4. DISCLOSURE AS PER SCHEDULE

As defined under Micro, Small and Medium Enterprises Development Act, 2006, the disclosure in respect of the amounts payable to such enterprises as at the end of the year has been made in the financial statements based on information received and available with the Company.

Particulars	(Rs. in Lakhs)	
	As at 31st March 2022	As at 31st March 2021
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	127.86	90.10
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the year	Nil	Nil
The 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	Nil	Nil

30.5. FINANCIAL INSTRUMENTS

i) Financial Instruments by category

(Rs. in Lakhs)

Particulars	As at 31st March 2022			As at 31st March 2021		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
(a) Cash and cash equivalents	-	-	27955.99	-	-	217.74
(b) Other financial assets-Non current	-	-	760.18	-	-	705.39
(c) Trade receivables	-	-	4586.98	-	-	1346.71
(d) Other financial assets- Current	-	-	2652.28	-	-	2612.49
(e) Investments in subsidiaries	-	-	-	-	-	-
(f) Investments in equity	43.50	-	-	38.52	-	-
Total	43.50	0.00	35955.43	38.52	0.00	4882.33
Financial Liabilities						
(a) Borrowings	-	-	0.00	-	-	10.10
(b) Trade payables	-	-	6025.01	-	-	2320.28
(c) Other financial liabilities - Non current	-	-	670.58	-	-	600.88
(d) Other financial liabilities	-	-	925.72	-	-	806.78
(e) Other Current liabilities	-	-	204.16	-	-	200.53
Total	0.00	0.00	7825.47	0.00	0.00	3938.57
Financial assets			35998.93			4920.85
Financial liabilities			7825.47			3938.57

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

ii) Fair Valuation techniques and Inputs used - recurring Items

(Rs. in Lakhs)

Particulars	Fair value as at 31 March 2022	Fair value as at 31 March 2021
Financial assets measured at Fair value		
Financial assets		
Investments		
i) Quoted Equity investments	43.50	38.52
Total financial assets	<u>43.50</u>	<u>38.52</u>

iii) Fair Value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short term and settlement on demand nature.

For all other financial assets and liabilities measured at amortised cost, the Company considers that their carrying amounts approximates their fair values.

30.6. AUDITORS' REMUNERATION

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
For Audit	6.00	6.00
For Other works and Reimbursement of Expenses	0.00	0.00
	<u>6.00</u>	<u>6.00</u>

30.7. CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Amount spent through approved trusts and institutions	8.00	5.00
Amount spent directly	194.23	163.88
Total	<u>202.23</u>	<u>168.88</u>
Amount required to be spent as per Sec. 135 of the Act	164.23	157.05
Amount spent during the year on:-		
Construction / acquisition of an asset	19.87	40.41
On purposes other than above	182.36	128.47
Total	<u>202.23</u>	<u>168.88</u>

CSR Expenses relating to gross amount required to be spent for the year and the actual amount spent by the Company during the year is furnished as Annexure to the Directors' Report.

30.8. EARNINGS PER SHARE

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Earnings used in the calculation of Basic and diluted earnings per share (Rs in Lakhs)	17988.78	6794.69
Weighted Average Number of Equity Shares used for the purpose of calculating basic and diluted earnings per share	5725000	5725000
Nominal Value per Equity Share [in Rs.]	10.00	10.00
Basic & Diluted Earnings Per Share [in Rs]	314.21	118.68

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

30.9. RELATED PARTY TRANSACTIONS

Related party Relationships

Key Management personnel

Sri.P.V.Chandran	Chairman and Managing Director
Wholly Owned Subsidiary	Nil
Other Related parties	Nil
Related to Key Management personnel	Nature of relationship
Mrs.Vidya Jyothish Pillai	Daughter of Sri.P.V.Chandran
Mrs.Bhavya Chandran	Daughter of Sri.P.V.Chandran

Key Management personnel compensation

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Short term employee benefits	24.00	24.00
Post employment benefits	0.00	0.00
Total compensation	24.00	24.00
Other related parties		
Director's Sitting Fees paid to		
Mrs.Vidya Jyothish Pillai	2.00	2.00
Mrs.Bhavya Chandran	1.00	1.00

Note : Related party relationships are as identified by the Management

30.10 EMPLOYEE DEFINED BENEFIT AND CONTRIBUTION PLANS

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Present Value Of Obligations		
Obligations at the beginning of the year*	135.78	104.76
Interest Cost	9.51	7.60
Current Service Cost	11.51	9.02
Past service Cost	0.00	0.00
Benefit paid	-3.61	-6.42
Actuarial (Gain) / Loss on obligations	15.16	20.82
Obligations at the end of the year	168.35	135.78
Fair value of Plan assets, beginning of the year	114.22	102.57
Expected return on plan assets	10.68	8.09
Contributions	32.14	9.98
Benefit paid	-3.61	-6.42
Actuarial (Gain) / Loss on Plan Assets	0.00	0.00
Fair value of Plan assets, end of the year	153.43	114.22
Sri.P.V.Chandran		
Funded Status	-14.92	-21.56
Expenses to be recognized for the current year		
Current Service Cost	11.51	9.02
Interest Cost	9.51	7.60
Expected return on plan assets	-10.68	-8.09
Net Actuarial (Gain) / Loss recognized in the year	15.16	20.82
Expense to be recognized in other comprehensive income	25.50	29.35
Actuarial Assumption		
Discount Rate	7.00%	7.25%
Salary Escalation	6.50%	5.00%

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

30.11 . GEOGRAPHICAL SEGEMENT

(Rs. in Lakhs)

Particulars	Europe	Asia	North America	Africa	India	Total
Sale of Goods (Figures in Brackets relates to Previous Year)	1997.30 (2220.59)	52196.89 (38166.50)	1339.47 (887.19)	2807.03 (813.04)	29596.03 (19394.72)	87936.72 (61482.04)

Information about major customers Contributing 10% or more to the Company's revenue

The sale revenue includes sale to three customers amounting to Rs. 42458 Lakhs (Previous year three customers amounting to Rs. 31956 Lakhs) contributing more than 10% of the company's sale revenue in each case.

30.12. APPROVAL OF FINANCIAL STATEMENTS

The Financial statements were approved for issue by the Board of Directors on 28.05.2022

30.13. FINANCIAL RISK MANAGEMENT OBJECTIVES

The Company prima facie is exposed to financial risks which is inclusive of Market risk, Interest rate risk, Price risk, Credit risk and Liquidity risk.

Market Risk : The substantial operations of the Company are into exports and imports and are subject to Foreign Currency Fluctuation risk. The Company enters into Foreign Currency forward contracts based on underlying to mitigate such Flutucation risks. Further the Company is also having natural hedge on account of exports exceeding imports.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars		Amount in foreign currency		Equivalent	
		USD	USD	INR	INR
		31.03.2022	31.03.2021	31.03.2022	31.03.2021
Liabilities					
PCFC	USD	0.00	0.00	0.00	0.00
Acceptances	USD	5459098.03	1434420.56	4144.00	1061.47
Advances Received	USD	101891.00	158996.59	77.35	117.66
Sundry Creditors	USD	292588.24	103987.64	222.10	76.95
Libor Interest	USD	7250.65	0.00	5.50	0.00
		<u>5860827.92</u>	<u>1697404.79</u>	<u>4448.95</u>	<u>1256.08</u>
Assets					
Sundry Debtors	USD	5477649.47	1532572.00	4158.08	1130.38
Debit Note	USD	23805.44	21413.38	18.07	15.85
EEFC	USD	882246.73	0.00	669.71	0.00
		<u>6383701.64</u>	<u>1553985.38</u>	<u>4845.86</u>	<u>1146.23</u>
Net Exposure	USD	522873.72	-143419.41	396.91	-109.85
The earnings in Foreign Currency out of exports would easily cover deficit exposure, if any, further the forward cover would protect the fluctuations.					

AMBIKA COTTON MILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2022

FOREIGN CURRENCY SENSITIVITY ANALYSIS (USD)	31-03-2022	(Rs. in Lakhs) 31-03-2021
Foreign Currency sensitivity analysis (USD)		
Impact on profit : 5% increase in currency rate	19.85	-5.49
Impact on profit : 5% decrease in currency rate	-19.85	5.49

Interest Rate Risk: The Company's working capital borrowings are short term in nature and hence any fluctuation in market interest rates would not impact the profitability of the Company in terms of debt servicing and liquidating of such borrowings.

Price Risk: The price risk arises on account of holding marketable financial assets. The company's equity investments forms insignificant portion and hence any price fluctuation would not have any impact over the financial position of the company.

Credit Risk : Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The credit risk in trade receivables is managed by selling goods to specific orders and reputed customers . Exports are made against irrevocable letter of credits . Domestic sales are largely against advance payments. However certain exceptions are made in specific cases .There are no other financial assets carrying credit risk.

Liquidity Risk: Liquidity risk refers to the risk that the company cannot meet its financial obligations. The Company carries substantial current assets to pay off short term obligations arising from working capital bank borrowings , trade payables and other related liabilities .

Capital Management: The company manages its capital to ensure that it will continue to operate as a going concern while maximising the return to stakeholders. The core focus is to safeguard and maintain the company's financial stability and independence. The fund requirements of the company are generally met through internal accruals. The working capital borrowings are meant for augmenting current assets. Substantial capital assets and current assets are built and maintained

30.14.

Previous year's figures have been regrouped / reclassified, wherever necessary, to conform with the current period presentation.

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR SRIKISHEN & CO
CHARTERED ACCOUNTANTS
FIRM REG. NO. 004009S

Sd/-
(K.MURALI MOHAN)
MEMBERSHIP NO.14328
PROPRIETOR

DATE : 28.05.2022
PLACE : COIMBATORE

FOR AND ON BEHALF OF THE BOARD

Sd/-
(P.V. CHANDRAN)
CHAIRMAN AND MANAGING DIRECTOR
(DIN : 00628479)

Sd/-
RADHESHYAM PADIA
[COMPANY SECRETARY]

Sd/-
DR.K.VENKATACHALAM
[DIRECTOR]
(DIN : 01062171)

Sd/-
(E.M. NAGASIVAM)
DIRECTOR
(DIN : 07894618)

Sd/-
M.VIJAYAKUMAR
[CHIEF FINANCIAL OFFICER]

Book-post

To:

From

Regd.Office : AMBIKA COTTON MILLS LIMITED

9 A , Valluvar Street,
Sivanandha Colony,
Coimbatore - 641 012.