

## **AMBIKA COTTON MILLS LIMITED**

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

Ph. : +91 422 2491504 Fax : +91 422 2499623

CIN No.L17115TZ1988PLC002269

website - [www.acmills.in](http://www.acmills.in), Email -id - [ambika@acmills.in](mailto:ambika@acmills.in)

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### **NOTICE OF THE MEETING**

Notice is hereby given that the Thirtieth Annual General Meeting of the Company will be held on Thursday, the 27th September 2018 at 12.00 Noon at The Residency, Avinashi Road Coimbatore - 641018 to transact the following business:-

#### **A. ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2018 including the Audited Balance Sheet as at March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs.Vidya Jyothish Pillai (DIN 05215390 ) who retires by rotation and being eligible offers herself for re-appointment.
3. To confirm the payment of Interim Dividend of Rs.10 per equity share and to declare a Final Dividend of Rs.25 per equity share for the Financial year 2017-18.
4. To consider the modification of terms of appointment of. M/s Srikishen & Co Chartered Accountants (ICAI Registration No.004009S Statutory Auditors of the Company.

RESOLVED THAT, in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 27th September, 2017 and in accordance with the amended Section 139 of the Companies Act, 2013 read with relevant rules made thereunder, the approval of the shareholders be and is hereby accorded to continue the appointment of M/s Srikishen & Co Chartered Accountants (ICAI Registration No.004009S), as the Statutory Auditors of the Company, at such remuneration as may be decided by the Board of Directors as per the recommendations of the Audit Committee, to hold office from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting and that the said appointment would not be subject to ratification at every subsequent Annual General Meeting.

#### **B. SPECIAL BUSINESS**

5. To ratify / confirm the Remuneration of the Cost Auditors for the Financial year 2018-19.

To consider and if thought 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, 2019, as set out in the Explanatory Statement annexed to the Notice convening this Meeting be and is hereby ratified and confirmed".

# AMBIKA COTTON MILLS LIMITED

## NOTICE OF THE MEETING (Contd...)

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

6. Continuation of Directorship of Sri.K.N.Sreedharan as a Non- executive Independent Director.

To consider and if thoughtfit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, which will come into effect from 1st April 2019 (effective date) vide SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members be and is hereby accorded for continuing Sri.K.N.Sreedharan (holding DIN : 00321585), as a non-executive Independent Director till the end of his present tenure, despite his age of seventy five years or above as on the effective date."

Date : 11.08.2018  
Place : Coimbatore

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

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHARE HOLDER. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANY, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
3. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. 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](http://www.acmills.in)
5. 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 at the meeting.
6. The Register of Members of the Company will remain closed from Friday 21st September 2018 to Thursday 27th September 2018 (Both the days inclusive).
7. 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 20th September, 2018. 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 20th September, 2018.

# AMBIKA COTTON MILLS LIMITED

## NOTICE OF THE MEETING (Contd...)

8. 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.
9. 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.
10. As per amendment to SEBI (LODR) Regulation ,2015 with effect from 05.12.2018 transfer of shares in physical mode will not be processed and hence Shareholders are advised to demat their shares.
11. 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.
12. Payment of dividend through ECS: We recommend to our valued shareholders to make use of Electronic Clearing Services (ECS) / National Electronic Clearing Services (NECS Scheme) of Reserve Bank of India (RBI) for dividend payment. A shareholder availing this Scheme can receive dividend directly into his bank account and avoid hassles relating to handling of physical warrants besides elimination of risk of loss in postal transit/fraudulent encashment of warrants. In view of the conveniences which ECS/NECS offer, we request you to register the same by sending a duly signed request letter along with a cancelled cheque to our Registered Office/ Registrar & Share Transfer Agents Limited for shares held in physical form. In case shares are held in electronic form, the same may be registered with your Depository Participant (DP).
13. Members must quote their Folio Number/ Demat Account number and contact details such as email address, contact number etc in all correspondence with the Company/Registrar and Share Transfer Agents.
14. Members are requested to address all correspondences, including dividend matters to the Registrar & Share Transfer Agents, S.K.D.C. Consultants Ltd, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006. Phone: +91 422 4958995, 2539835-836, Fax: +91 422 2539837 Email ID : [info@skdc-consultants.com](mailto:info@skdc-consultants.com) Website : [www.skdc-consultants.com](http://www.skdc-consultants.com).
15. Shareholders who have not yet en-cashed their dividend warrants for the years FY 2010-11(Final) - FY 2017-18 (Interim) may approach the Company for Revalidation, issue of duplicate warrants etc quoting the Folio Number/Client ID.
16. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 as amended, dividend for the Financial year 2010-2011(Final) and thereafter unpaid/unclaimed for a period of 7 (Seven) years will be transferred to the Investor Education and Protection Fund (the Fund) constituted by the Central Government under Section 125 of the Companies Act, 2013. Unpaid /Unclaimed Equity Dividend for the financial year 2010-2011, in respect of which dividend was declared on 27.09.2011 will fall due for transfer to the said Fund on 2nd November 2018. As regards Unclaimed Dividend for the Financial years upto 2010-2011 (Interim) 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 of the Central Government, no claim shall lie in respect thereof. Further the Unpaid dividend details for FY 2010-11(Final) to FY 2017-18 (Interim) are made available on the website of the Company.
17. Transfer of Unclaimed shares to IEPF A/c : The Company has transferred 9651 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 effective September 7, 2016 .
18. 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.

# AMBIKA COTTON MILLS LIMITED

## NOTICE OF THE MEETING (Contd...)

19. 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](mailto:ambika@acmills.in) at least seven days before the date of the Annual General Meeting.
20. All documents referred to in the Notice shall be open for inspection at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m on all days except on holidays up to and including the date of the Annual General Meeting of the Company.
21. The route map of the venue of the Meeting is given in the Attendance Slip.

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

#### ITEM No. 5 - 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, 2019 on remuneration as set out in the table below:

| Cost Auditor   | Product  | Audit Fees Rs. |
|--|----------|----------------|
| M/s. Sakthivel & Co, Tirupur<br>(Firm Reg.No.100414) | 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.

#### ITEM No. 6

Continuation of Directorship of Sri.K.N.Sreedharan as a Non- executive Independent Director.

The Securities and exchange Board of India ( SEBI) vide notification dated 9th May 2018 has inserted a new regulation 17(1A) in SEBI ( Listing Obligations and Disclosure Requirements) Regulation, 2015. The new regulation will come into effect from 1st April 2019 (effective date)

The said regulation states that "no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person".

Details of the non-executive Directors of the Company and their present tenure as such are furnished hereunder:

| Name of the Director (DIN) and Designation                 | Age as on the effective date (in years) | End date of present tenure                            |
|--|---|---|
| Sri.K.N.Sreedharan<br>DIN:00321585<br>Independent Director | 80                                      | 24.09.2019 or the date of 31st AGM whichever is later |

Sri.K.N.Sreedharan is a senior practising Chartered Accountant based at Coimbatore and handling various corporate related matters and he is in the Board since October,1994 . His widespread knowledge in the Corporate field would be most useful in the management of affairs of the Company and hence the special resolution for his continuation of holding of office as independent director of the Company till the end of his present tenure.

The Nomination and Remuneration Committee and the Board of Directors have recommended for the continuation of the Directorship of Sri.K.N.Sreedharan till the present tenure.

# AMBIKA COTTON MILLS LIMITED

## NOTICE OF THE MEETING (Contd...)

ANNEXURE TO ITEM NO:2 OF THE NOTICE DATED 11TH AUGUST, 2018

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

### Brief

|   |   |
|---|---|
| Name of Director  | Mrs. Vidya Jyothish Pillai<br>(DIN:05215930)  |
| Brief Resume  | Mrs. Vidya Jyothish Pillai holds Masters in Computer Application and holds directorship in the company since February 2012. |
| Relationship between Director Inter se  | 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   |

For and on behalf of the Board of Directors

Sd/-

**P.V.Chandran**

Chairman and Managing Director

(DIN : 00628479)

Place : Coimbatore

Date : 11.08.2018

### VOTING THROUGH ELECTRONIC MEANS

Pursuant to the 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:

- The remote e-voting period will commence on Monday ,September 24,2018 at 9.00 AM and ends on Wednesday, September 26, 2018 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 Thursday, September 20, 2018, may cast their votes through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 P.M on Wednesday September 26, 2018 and remote e-voting shall not be allowed beyond the said time.
- The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Thursday, September 20, 2018
- Once the vote on a resolution is cast by a Member through remote e-voting, he/she/it shall not be allowed to change it subsequently

# AMBIKA COTTON MILLS LIMITED

## NOTICE OF THE MEETING (Contd...)

- d. 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. Thursday, September 20,2018 may refer to this Notice of the AGM of the Company, posted on Company's website [www.acmills.in](http://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.
- e. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the meeting who have not cast their vote by remote e-voting.
- f. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but cannot vote again at the AGM.
- g. If a Member casts votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.

**The instructions for remote e-voting are as under:**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

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



# AMBIKA COTTON MILLS LIMITED

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## NOTICE OF THE MEETING (Contd...)

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- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN relevant to Ambika Cotton Mills Limited .
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non - Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

# AMBIKA COTTON MILLS LIMITED

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## NOTICE OF THE MEETING (Contd...)

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- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

S.K.D.C. Consultants Ltd, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006  
Telephone +91 422 4958995, 2539835-836, Fax: +91 422 2539837 Email ID : [info@skdc-consultants.com](mailto:info@skdc-consultants.com) Website : [www.skdc-consultants.com](http://www.skdc-consultants.com).

Sri.B.Krishnamoorthi, FCA, Practising Chartered Accountant has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the voting at General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting, to the Chairman of the meeting. The Chairman shall declare the results of the voting forthwith.

The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.acmills.in](http://www.acmills.in) and on the website of CDSL, immediately, after the Chairman declares the result.

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.acmills.in](http://www.acmills.in) and Service Provider's website [www.evotingindia.com](http://www.evotingindia.com) and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.