

AMBIKA COTTON MILLS LIMITED

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

CIN No.L17115TZ1988PLC002269

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

NOTICE OF THE MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held on Wednesday, the 27th September 2017 at 12.00 Noon at Vivanta by Taj - Surya , 105, Race Course Road, Coimbatore - 641 018 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 2017 including the Audited Balance Sheet as at March 31, 2017, 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.Bhavya Chandran (DIN 02080649) who retires by rotation and being eligible offers herself for re-appointment.
3. 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 Sri Kishen & Co., Chartered Accountants (ICAI Registration No.004009S), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting to be held during the said period, on such remuneration as shall be fixed by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors or the Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

B. SPECIAL BUSINESS

4. Appointment of Sri.E.M.Nagasivam as an Independent Director

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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereon for the time being in force) Sri.E.M.Nagasivam (holding DIN:07894618), who has been co-opted as an Additional Director of the Company with effect from 12th August 2017 and holding office as such upto the date of the ensuing 29th Annual General Meeting and who has been recommended for appointment by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received by the Company together with requisite deposit, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from 12th August 2017 to 11th August 2022.

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NOTICE OF THE MEETING (Contd...)

5. To ratify / confirm the Remuneration of the Cost Auditors for the Financial year 2017-18

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, 2018, as set out in the Explanatory Statement annexed to the Notice convening this Meeting be and is hereby ratified and confirmed”.

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.

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.”

By Order of the Board,
Sd/-

(P.V. CHANDRAN)

Chairman and Managing Director
DIN : 00628479

Date : 12.08.2017

Place : Coimbatore

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. 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.
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 Wednesday 30th August 2017 to Saturday 2nd September 2017 (Both the days inclusive).
7. 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.

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NOTICE OF THE MEETING (Contd...)

8. 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.
9. 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).
10. 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.
11. 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 Website : www.skdc-consultants.com.
12. Shareholders who have not yet en-cashed their dividend warrants for the years 2010-16 may approach the Company for Revalidation, issue of duplicate warrants etc quoting the Folio Number/Client ID.
13. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 as amended, dividend for the Financial year 2009-2010 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 2009-2010, in respect of which dividend was declared on 27.09.2010 will fall due for transfer to the said Fund on 2nd November 2017. As regards Unclaimed Dividend for the Financial years upto 2008-2009 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 2009-10 to FY 2015-16 are made available on the website of the Company.
14. 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.
15. Members seeking any information relating to the accounts may write to the Company at No.9A , Valluvar Street , Sivanandha Colony , Coimbatore - 641012 ,Phone -0422-2491501/02 email-Id : ambika@acmills.in at least seven days before the date of the Annual General Meeting.
16. 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.
17. 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.4 APPOINTMENT OF SRI. E.M.NAGASIVAM AS INDEPENDENT DIRECTOR

Sri.E.M.Nagasivam (DIN 07894618; Date of Birth 02.05.1957).

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.

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He holds no Directorship / membership of committees in other Companies. He does not hold any share in the Company.

Interest of the Directors:

Except Sri.E.M.Nagasivam being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

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, 2018 on remuneration as set out in the table below:

Cost Auditor	Product	Audit Fees Rs.
M/s. Sakthivel & Co, Tirupur (Firm Reg.No.100414)	Textiles	Rs.50,000/-

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.

Interest of the Directors

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

ANNEXURE TO ITEM NO: 2 OF THE NOTICE DATED 12TH AUGUST, 2017

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.Bhavya Chandran (DIN: 02080649)
Brief Resume	Mrs. Bhavya Chandran holds Masters in Business administration and holds directorship in the company since January 2008
Relationship between Director Inter se	Related to Sri. P.V. Chandran, Chairman and Managing Director of the company & Mrs .Vidya Jyothish Pillai, 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 : 12.08.2017

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NOTICE OF THE MEETING (Contd...)

Voting through electronic means

Pursuant to the 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. The remote e-voting period will commence on Sunday, September 24, 2017 at 9.00 AM and ends on Tuesday, September 26, 2017 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 Wednesday, September 20, 2017, 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 Tuesday September 26, 2017 and remote e-voting shall not be allowed beyond the said time.
- b. 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 Wednesday, September 20, 2017.
- c. 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
- 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. Wednesday, September 20, 2017 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.
- 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 cast 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.
- 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 and voted on an earlier voting of any company, then your existing password is to be used.

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- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- 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. 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 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.

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- 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 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.

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, under help section or write an email to 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 Website : 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 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 and Service Provider's website www.evotingindia.com and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.