

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 Second Annual General Meeting of the Company will be held on Tuesday, the 29th September, 2020 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 and adopt the Audited Financial Statements of the Company for the year ended 31st March 2020 comprising of the Balance Sheet as at March 31, 2020, 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, 2020 comprising of the Balance Sheet as at March 31, 2020, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes forming part thereof thereto 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 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."

3. To declare a Final Dividend of Rs.15/- per equity share for the Financial year 2019-2020.

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.15/- per equity share of face value of Rs.10 each be and is hereby approved for the financial year 2019-2020, to the Members who are entitled as on Tuesday, 22nd September , 2020."

B. SPECIAL BUSINESS(ES)

4. Appointment of Mrs. Kalpana Arjunan (DIN: 08770525) as a Woman Independent Director of the company

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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Kalpana Arjunan (DIN: 08770525), who was appointed as an Additional Director of the Company effective from June 27, 2020 to hold the office of Independent Director up to the date of the ensuing Annual General Meeting of the Company, and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Act, signifying his intention to propose candidature of Mrs. Kalpana Arjunan (DIN: 08770525) for the office of Director, be and is hereby appointed as a Woman Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from June 27, 2020 including and upto June 26, 2025

5. To ratify/ confirm the Remuneration of the Cost Auditors for the financial year 2020-2021.

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, 2021, 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 authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: 08.08.2020

Place: Coimbatore

By Order of the Board,

Sd/-

(P.V CHANDRAN)

Chairman and Managing Director

DIN: 00628479

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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") 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. 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 bk.scrutiniser@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 Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (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 on Tuesday, 22nd September, 2020." 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 on Tuesday, 22nd September, 2020."
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 canceled 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 correspondence 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, 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

18. Shareholders who have not yet en-cashed their dividend warrants for the years FY 2012-13(Final) - FY 2018-19 (Final) may approach the Company for 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 2012-2013 (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 2012-2013 (Final) , in respect of which dividend was declared on 27.09.2013 will fall due for transfer to the said Fund on 03rd November 2020. As regards Unclaimed Dividend for the Financial years upto 2011-2012 (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 2012-13 (Final) to FY 2018-19 (Final) are made available on the website of the Company.
20. Transfer of Unclaimed shares to IEPF A/c : The Company has transferred 10691 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 12thMay, 2020, Notice of the AGM along with the Annual Report for the year 2019-20 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 2019-20 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. Members may note that M/s. Srikishen &Co., Chartered Accountants, Coimbatore, (FRN: 004009S), the Statutory Auditors of the Company were appointed by the Shareholders at the 29thAnnual General Meeting (AGM) to hold office for a period of 5 years till the conclusion of 34thAGM to be held during the year 2022, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7thMay, 2018 amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM.

Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this Annual General Meeting. The Board of Directors at their Meeting held on 27th June, 2020, based on the recommendation of the Audit Committee have fixed an amount of Rs.6,00,000/- (exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the Statutory Audit) as remuneration payable to Statutory Auditors for the Financial Year 2020- 21. The remuneration proposed to be paid to the Statutory Auditors during the Financial Year 2020- 21 is same as the remuneration paid during the previous Financial Year 2019-20.

25. 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 22nd September, 2020. 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 Tuesday, 22nd September, 2020.”
26. 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.
27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
28. 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.

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

Item No. 4 - Appointment of Mrs. Kalpana Arjunan (DIN: 08770525) as a Woman Independent Director of the company

Mrs. Kalpana Arjunan, is a law graduate from Bharathiyar University Coimbatore and studied in University of Georgia (USA), School of law, LLM in international legal studies. She has law firm and corporate experience both in India and USA and in dealing with U.S. Government Agencies including the USCIS, AAO, U.S. Department of Labour, U.S. Department of Justice, U.S. Department. She carries works experiences as legal freelancer, Indian Corporate laws, during 2014-2019, doing research in Indian Corporate Laws and Regulations/ Case laws, Intellectual property and immigration laws.

In the opinion of the Board Mrs. Kalpana Arjunan fulfils the conditions specified in the Companies Act 2013 and the rules made there under for her appointment as an Independent Director of the Company.

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

Interest of the Directors:

Except Mrs. Kalpana Arjunan 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, 2021 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.

Annexure to Item No.2 of the Notice dated 08th August, 2020

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

Name of Director	Mrs. Vidya Jyothish Pillai (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 Interse	Related to Sri. P.V. Chandran, Chairman and Managing Director of the Company & Mrs. 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

Date: 08.08.2020

Place: Coimbatore

For and on behalf of the Board of Directors,

Sd/-

(P.V CHANDRAN)

Chairman and Managing Director

DIN: 00628479

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 Tuesday, 22nd September, 2020." 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 Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- c. The remote e-voting period will commence on Saturday, September 26, 2020 at 9.00 AM and ends on Monday, September 28, 2020 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 Tuesday, 22nd September, 2020.", may cast their votes through remote e-voting.
- d. The remote e-voting module shall be disabled by CDSL for voting after 5.00 P.M on Monday September 28, 2020 and remote e-voting shall not be allowed beyond the said time.
- e. Electronic e- voting through CSDL
 - 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 DPID 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.

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">• Enter your 10digit 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.• 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.
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 as mentioned in instruction (iii).

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 and register themselves as Corporate.
- 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 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.

xix. 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

f. Instructions for members for e-voting on the day of the AGM are as under:

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be 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 in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

g. Instructions for members for attending the AGM through VC/OAVM are as under:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at ambika@acmills.in on or before 05.00 PM on Thursday, 24th September, 2020.
- vi. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ambika@acmills.in on or before 05.00 PM on Thursday, 24th September, 2020. . The same will be replied by the Company suitably.
- vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- viii. 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.
- h. 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 Tuesday, 22nd September , 2020."
- i. The remote e-voting module shall be disabled for voting thereafter. 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.
- j. The Company has appointed Sri B. Krishnamoorthi, Chartered Accountant, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- k. 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.

1. 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.

- m. 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.