

## **AMBIKA COTTON MILLS LIMITED**

Registered Office : No.15/9 A , Valluvar Street, Sivanandha Colony, Coimbatore - 641 012.

Ph. : +91 422 2491504, 2491505

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 Thirty Seventh Annual General Meeting of the Company will be held on Saturday, 27<sup>th</sup> September, 2025 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 31<sup>st</sup> March, 2025 comprising of the Balance Sheet as at 31<sup>st</sup> March , 2025, 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 31<sup>st</sup> March 2025 comprising of the Balance Sheet as at 31<sup>st</sup> March, 2025, 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.37/- per equity share for the Financial year 2024-2025.

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.37/- per equity share of face value of Rs.10 each be and is hereby approved for the financial year 2024-2025, to the Members who are entitled as on Saturday, 20<sup>th</sup> September, 2025.

3. To appoint a Director in place of Mrs. Bhavya Chandran (DIN 02080649) 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. Bhavya Chandran (DIN 02080649), 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.

## **B. SPECIAL BUSINESS(ES)**

### **4. Approval for Continued Holding of Office by Dr. K. Venkatachalam (DIN: 01062171) as Non-Executive Director upon attaining the age of 75 Years and thereafter in accordance with Regulation 17(1A) and the proviso thereto of SEBI (LODR) Regulations, 2015**

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

RESOLVED THAT pursuant to the provisions of Regulation 17(1A) and the proviso thereto of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members be and is hereby accorded for the continued holding of office by Dr. K. Venkatachalam (DIN: 01062171), as Non-Executive Director, liable to retire by rotation, who will be attaining the age of 75 years on 14<sup>th</sup> July, 2027, as provided under the proviso to Regulation 17(1A).

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

### **5. Appointment of Sri. Sundararajan Baalaji, B.Com., FCS. (Membership No. 5966, Certificate of Practice No. 3514, Peer Review Certificate No.774/2020), Practicing Company Secretary, Coimbatore , as Secretarial Auditor of the Company for a term of five (5) consecutive financial years.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('SEBI Listing Regulations') and based on the recommendation of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of Sri.Sundararajan Baalaji, B.Com.,FCS. (Membership No. 5966, Certificate of Practice No. 3514, Peer Review Certificate No.774/2020), Practicing Company Secretary, Coimbatore, as the Secretarial Auditor of the Company, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, for a period of five (5) consecutive years, commencing from the Financial Year 2025- 2026 till Financial Year 2029-2030, at such remuneration, as may be mutually agreed between the Board of Directors and the Secretarial Auditor from time-to-time.

### **6. Amendment of Article 69(a) of the Articles of Association of the Company**

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

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the shareholders be and is hereby accorded to amend Article 69(a) of the Articles of Association of the Company to read *The Board shall consist of not more than fifteen directors* and the existing article 69(a) stands Deleted.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies.

**7. Approval for Voluntary Delisting of Equity Shares from BSE Limited (BSE)**

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

RESOLVED THAT, pursuant to Regulation 6 of the SEBI (Delisting of Equity Shares) Regulations, 2021, the Company do voluntarily delist its equity shares from BSE Limited, while continue to remain listed on National Stock Exchange of India Limited (NSE) which has nation wide trading terminals.

FURTHER RESOLVED THAT the Company be and is hereby authorised to file necessary applications to BSE, file requisite forms, and take all actions required for delisting from BSE.

**8. To ratify/confirm the Remuneration of the Cost Auditors for the financial year 2025-26**

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 thereunder, 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 31<sup>st</sup> March, 2026, 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 here by 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: 08.08.2025

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 here to.
2. The Ministry of Corporate Affairs ("MCA") vide its relevant circulars issued during the years 2020,2021, 2022 and 2023 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, 2022 and 2023. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI 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 15/9A, 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 / SEBI 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 registered email address to [kmuralimohan1948@gmail.com](mailto:kmuralimohan1948@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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](http://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 Sunday, 21<sup>st</sup> September, 2025 to Saturday, 27<sup>th</sup> September, 2025 (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 Saturday, 20<sup>th</sup> September, 2025. 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 Saturday, 20<sup>th</sup> September, 2025.
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 and Share Transfer Agents, MUFG Intime India Private 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](http://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 and Share Transfer Agents, M/s. MUFG Intime India Private Limited (Formerly Link-Intime India Private Limited), Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, Phone: 91 422 4958995/ 2539835-836, e-mail: [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.com) Website: [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)
18. Shareholders who have not yet en-cashed their dividend warrants for the years FY 2018-19 (Final)- FY 2023-24 (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 2018-19 (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 2018-19 (Final), in respect of which dividend was declared on 27.09.2019 will fall due for transfer to the said Fund on 03<sup>rd</sup> November 2026. As regards Unclaimed Dividend for the Financial years upto 2017-18 (interim) the same have already been transferred to the said Fund. In respect of dividend FY 2017-18 (Final) the unpaid dividend falls due for transfer on 03<sup>rd</sup> November 2025 would be transferred to IEPF with in due date. 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 FY2018-19 (Final) to FY2023-24(Final) are made available on the website of the Company.



20. Transfer of Unclaimed shares to IEPF A/c : The Company has transferred 13280 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 afore said MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the year 2024-25 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 2024-25 will also be available on the Company's website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 with effect from 1<sup>st</sup> 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. Members are requested to submit the required documents to the Mail IDs of RTA [coimbatore@in.mpms.mufig.com](mailto:coimbatore@in.mpms.mufig.com) and Company [ambika@acmills.in](mailto:ambika@acmills.in) on or before Saturday, 20<sup>th</sup> September, 2025.
25. Members seeking any information relating to the accounts may write to the Company at No.15/9A , 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.
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. 4 – Approval for Continued Holding of Office by Dr. K. Venkatachalam (Non-Executive Director) under Regulation 17(1A) and proviso thereto of SEBI (LODR) Regulations, 2015**

Dr. K. Venkatachalam was appointed as a Non-Executive Director, liable to retire by rotation, by the shareholders at the 36<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September 2024, with effect from 28<sup>th</sup> September 2024. He is subject to retirement by rotation in accordance with the provisions of Section 152(6) of the Companies Act, 2013.

Dr. K. Venkatachalam (Date of Birth: 14<sup>th</sup> July 1952) who will be attaining the age of 75 years on 14<sup>th</sup> July 2027. In accordance with Regulation 17(1A) and proviso thereto of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Non-Executive Director upon attaining and beyond the age of 75 years requires approval of shareholders by way of a Special Resolution, which may be obtained at any time prior to the director attaining the said age.

Dr. K. Venkatachalam is an eminent expert in labour laws and electricity matters, particularly in the area of renewable energy. Considering that the Company operates in a labour-intensive and energy-intensive industry, his expertise and continued guidance are critical for ensuring compliance and effective management. His in-depth legal knowledge also plays a significant role in supporting the Company's broader corporate governance and legal framework.

The Board of Directors considers that the continued association of Dr. K. Venkatachalam would be of significant value to the Company and recommends the passing of the Special Resolution for his continued holding of office as a Non-Executive Director, liable to retire by rotation, in compliance with Regulation 17(1A) and proviso thereto of the SEBI (LODR) Regulations, 2015.

#### **Interest of Directors and KMP:**

Except Dr. K. Venkatachalam, none of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, in the resolution.

Your Directors recommend the resolution for your approval.

### **Item No. 6 - Amendment of Article 69(a) of the Articles of Association to Increase the Maximum Number of Directors to Fifteen**

The existing Article 69(a) of the Articles of Association of the Company provides that the Board shall consist of not more than nine directors.

In view of the Company's growing operations and the need for broader expertise and diversity in the Board's composition, it is proposed to amend Article 69(a) of the Articles of Association to allow the Board to consist of not more than fifteen directors, in line with the provisions of Section 149(1) of the Companies Act, 2013, which permits a company to have up to fifteen directors without the need for special approval.

The proposed amendment will enable the Company to induct additional directors with varied experience and skills, thereby strengthening the overall governance framework.

In terms of Section 14 of the Companies Act, 2013, any alteration to the Articles of Association of the Company requires the approval of the shareholders by way of a Special Resolution.

A copy of the existing and proposed Article is available for inspection at the registered office of the Company during business hours on all working days up to the date of the Annual General Meeting.

**Interest of Directors and KMP:**

None of the Directors or Key Managerial Personnel or their relatives is, in any way, concerned or interested, in the resolution.

Your Directors recommend the resolution for your approval.

**Item No. 7 - Approval for Voluntary Delisting of Equity Shares from BSE Limited (BSE)**

The shares of the Company are presently listed both in NSE and BSE stock exchanges. It is felt that listing with two stock exchanges involves additional cost to the company and it would be prudent to delist from any one of the stock exchanges and in view of this the company has proposed to delist from BSE, while continue to have the listing with NSE. The company has duly paid all the listing fees to BSE and there is no outstanding in this regard.

Regulation 6 of the SEBI (Delisting of Equity Shares) Regulations, 2021, permits the Company to voluntarily delist its equity shares from any one of the stock exchanges, while continue to remain listed in a stock exchange which has nationwide trading terminals. As the company continuous to have its shares listed in NSE satisfy the requirement of SEBI Regulations.

**Interest of Directors and KMP:**

None of the Directors or Key Managerial Personnel or their relatives is, in any way, concerned or interested, in the resolution.

Your Directors recommend the resolution for your approval.

**Item No. 8 - 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 31<sup>st</sup> March, 2026 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.

**Interest of Directors and KMP:**

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

Your Directors recommend the resolution for your approval.



**Additional information on Directors recommended for re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards-2.**

**Item No.3**

| <b>Sr. No.</b> | <b>Particulars</b>  |   |
|----------------|---|---|
| 1              | Name  | Mrs. Bhavya Chandran  |
| 2              | Category/Designation  | Non- Executive Director liable to retire by rotation  |
| 3              | Director Identification Number (DIN)  | 02080649  |
| 4              | Age   | 42 years  |
| 5              | Date of Birth   | 20th June 1983  |
| 6              | Original Date of Appointment  | 30/01/2008  |
| 7              | Qualifications  | Master Degree in Business Administration (Finance)  |
| 8              | Name of listed entities from which the person has resigned in the past three years*                               | NIL   |
| 9              | Director ship in other Companies*   | NIL   |
| 10             | Chairmanship/Membership of Committees in other Companies*   | NIL   |
| 11             | Number of Equity Shares held in the Company*  | NIL   |
| 12             | Number of Equity Shares held in the Company for any other person on a beneficial basis*                           | NIL   |
| 13             | Relationship between Directors inter-se;with other Directors and Key Managerial Personnel of the Company          | Related to Sri. P.V. Chandran, Chairman and Managing Director of the Company and Mrs. Vidya Jyothish Pillai, Director of the Company.                                     |
| 14             | Terms and conditions of appointment   | Non- Executive Director liable to retire by rotation  |
| 15             | Remuneration last drawn (in FY2023-24), if applicable   | Rs. 1.25 Lakh - Sitting fees for Board Meetings and as applicable to other directors  |
| 16             | Remuneration proposed to be paid  | Sitting fees for Board Meetings in accordance with the provisions of the Companies Act, 2013 and as applicable to other directors.  |
| 17             | Number of Meetings of the Board attended during the year 2024-25  | 5   |
| 18             | Justification for choosing the appointee for appointment as Independent Director                                  | For Management of Corporate affairs of the Company.   |
| 19             | Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Ability to take decision in the management of corporate affairs and Mrs. Bhavya Chandran possess the requisite knowledge and qualification.                               |
| 20             | Brief Resume  | Mrs. Bhavya Chandran holds Master Degree in Business Administration (Finance) and holds directorship in the company since January 2008..                                  |
| 21             | Nature of expertise in specific functional areas  | Carries expertise in overall Management of Corporate affairs of the company   |
| 22             | Interest of Directors   | Sri. P.V. Chandran, Chairman and Managing Director of the Company and Mrs. Vidya Jyothish Pillai, Director of the Company, being relatives, interested in the resolution. |

\*As per disclosures received from the Director.

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

**(P.V CHANDRAN)**

Chairman and Managing Director

DIN: 00628479

Date: 08.08.2025

Place: Coimbatore

## Voting Through Electronic Means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (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 Saturday, 20<sup>th</sup> September, 2025, may refer to this Notice of the AGM of the Company, posted on Company 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.
- b. The remote e-voting period will commence on Wednesday, 24<sup>th</sup> September, 2025 at 9.00 A.M and ends on Friday, 26<sup>th</sup> September, 2025 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 Saturday, 20<sup>th</sup> September, 2025., 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 Friday, 26<sup>th</sup>, September, 2025 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

### **Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-VotingService Providers.</p>  |
| Individual Shareholders holding securities in demat mode with NSDL | <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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re- directed to e-Voting service provider website for casting your vote during the remote e-Voting</p> |

|   |   |
|---|---|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants(DP)</b> | 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. |
|---|---|

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 18002109911 |
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 4886 7000 and 022 2499 7000                      |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- e. i. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholder other than individual holding in Demat form
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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  | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>                 |

- 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](http://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](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 linked in the login will be mapped automatically and can be delinked 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 mandatorily 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; [kmuralimohan1948@gmail.com](mailto:kmuralimohan1948@gmail.com) and to the Company at the email address viz [ambika@acmills.in](mailto: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](mailto:ambika@acmills.in) /RTA email id [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 18002109911

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 18002109911

**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, 20<sup>th</sup> September, 2025, mentioning their name, demat account number/folio number, email id, mobile number at [ambika@acmills.in](mailto: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, 20<sup>th</sup> September, 2025, mentioning their name, demat account number/folio number, email id, mobile number at [ambika@acmills.in](mailto:ambika@acmills.in).
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 may 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 Saturday, 20<sup>th</sup> September, 2025.
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. K. Muralimohan, 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 Scrutiniser shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast by e-Voting during the AGM and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results 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](http://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.



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NOTICE 2024-25