



THE SRI GANAPATHY MILLS COMPANY LIMITED

Regd. Office: Sankar Nagar, Tirunelveli - 627 357.

NOTICE FOR ANNUAL GENERAL MEETING

Notice is hereby given that the 68th Annual General Meeting of The Sri Ganapathy Mills Company Limited will be held on 21st September 2016 at the Registered Office of the Company Viz., Sankar Nagar, Tirunelveli - 627 357 at 4 p.m to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March 2016 and the Balance Sheet and cash flow statement as at that date along with report of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Smt. Niranjani Kousigan, who retires by rotation and being eligible offers herself for re-appointment.
3. To reappoint M/s Krishnan and Raman, Chartered Accountants, Rajapalayam as Statutory Auditors of the Company and fix their remuneration and in this regards pass with or without modification(s) the following resolution as an ordinary resolution.
M/s. Krishnan & Raman, Chartered Accountants, Rajapalayam, were appointed as Statutory Auditors for a period of 5 years in the Annual General Meeting held on 30.09.2014. Their continuance of appointment and payment of remuneration are to be confirmed / ratified and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

SPECIAL BUSINESS :

4. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS AN ORDINARY RESOLUTION

“RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and 152 and other applicable provisions if any of the Companies Act 2013 and companies (Appointment and remuneration of managerial personnel) rules 2014 read with schedule V thereof as amended up to date, and consent of the company be and is hereby accorded to the re-appointment of Sri. R. Karthikeyan (DIN No. 00867590), Whole Time Director for a period of five years from 01/04/2016 to 31/03/2021 (both days inclusive) on the following terms and conditions:

- 1) Salary : Rs. 1,00,000/- per month
- 2) Perquisites

Category A

a. Gas, Electricity, water & Furnishing

The expenditure incurred on gas, electricity, water and furnishing shall be valued as per the Income Tax rules 1962. This shall be subject to a ceiling of 10% of his salary

b. Medical Reimbursement

Expenses incurred for himself and the family subject to a ceiling of one month salary in a year.

c. Leave Travel Concession

Leave as per the rules of the company, Leave travel concession for self and family once in a year incurred in accordance with the rules of the company

d. Club Fees

Fees of clubs subject to maximum of two clubs. This will not include life membership fees and admission fees

e. Personal Accident Insurance

Premium on personal accident not to exceed to Rs. 1.80 lacs

Category B

a. Contributions by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the company

b. Gratuity payable should not exceed half a month salary for each completed year of service

Category C

a. The Company shall provide a Car with driver and telephones at the residence

b. Car for use on Company's business and telephone and other communications facilities at residence will not be considered as perquisites

RESOLVED FURTHER that the absence of or inadequacy of profits in any year Sri. R. Karthikeyan be paid the above remuneration as minimum remuneration subject provisions of Schedule V of the Companies Act, 2013

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

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

Resolved that, pursuant to Section 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013, A. Jerard, who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 03, 2016 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose A.Jerard as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years, not liable to retire by rotation

Place: Sankar Nagar
Date: 03/08/2016

For and on Behalf of the Board
(sd) K.Vee.Rajenthiran
Managing Director

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote for himself/herself and the Proxy need not be a member.
2. Proxy forms in order to be valid should reach the Registered Office of the Company at least 48 hours prior to the time appointed for holding the Meeting.
3. The Registrar of Members and Share Transfer Books will remain closed from 15th September 2016 to 21st September 2016 (Both days inclusive)
4. The company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Demat) are SKDC Consultants Limited, having their office premises at Kanapathy Towers, 3rd Floor, 1391/a1 Sathy Road, Ganapathy, Coimbatore - 641 006.
5. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to promptly notify their change of address by quoting their folio no to the Company's Share Transfer Agent as mentioned above or Company's Registered Office address.
6. Members are requested to participate in the "Green Initiative" launched by the Ministry of Corporate Affairs and register their e-mail address with the registrar (in case of Physical holdings) and with their respective depository participants (in case of demat holdings).
7. Members desiring any information as regards accounts are requested to write to the company at least 7 days before the meeting to enable the management to keep the information ready.
8. Members are requested to note that the company's Equity Shares are under Compulsory Demat trading with effect from August 28, 2000 for all investors. Members are therefore requested to demat their Equity shareholdings to avoid inconvenience in future.
9. E-Voting:
In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the items of Business given in the Notice of Annual General Meeting may be transacted through electronic voting system and the Company is providing e-voting facility to the members who are members as on 14th September 2016 being the "Record Date" fixed for the purpose, to exercise their right to vote at the Annual General Meeting by electronic means through the e-voting platform provided by Central Depository Services Limited (CDSL).
E-Voting period starts from Sunday 18th September, 2016 at 9.00 A.M and ends on Tuesday 20th September 2016 at 5.00 P.M. The e-voting module will be disabled after 5.00 P.M on Tuesday 20th September 2016 for voting by Shareholders.
10. Mr. S.Muthuraju, Practicing Company Secretary, Madurai has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
11. The instructions for members for voting electronically are as under:-
 - (i) The voting period begins on 18th September 2016, 9.00 a.m and ends on Tuesday 20th September 2016, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.



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- (vii) 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.
- (viii) 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) <ul style="list-style-type: none">• 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.
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. <ul style="list-style-type: none">• 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "The Sri Ganapathy Mills Co., Ltd on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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.
 - 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.
- (xx) 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.

Place : Sankar Nagar
Date : 03/08/2016

For and on behalf of the Board
(sd) **K.Vee.Rajenthiran**
Managing Director