

SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

NOTICE TO THE MEMBERS

Notice is hereby given that the 24th Annual General Meeting of the Company will be held at 11.00 A.M. on Friday, the 10th August, 2018 at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalaiyam - 626108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS:

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that the Directors' Report and the Company's Statement of Profit & Loss for the year ended 31st March, 2018, Balance sheet as at that date and Cash Flow Statement for the year ended on that date and the Auditors' Report thereon be and are hereby considered and adopted."
2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that Smt. R. Sudarsanam (DIN: 00433926), who retires by rotation, be and is hereby re-appointed as Director of the Company."
3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that Sri S. Kanthimathinathan (DIN: 01124581), who retires by rotation, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered the following in place of the existing Clause 27 in the Articles of Association of the Company".
"27. The Board of Directors may from time to time appoint one of them as Chairman of the Board. The Chairman, if present shall preside at the meetings of the Board and of the General Body. The Chairman shall be liable to retire by rotation and shall be taken into account in determining the retirement of Directors by rotation. He shall ipso facto and immediately ceases to be the Chairman if he ceases to hold office of the Director for any reason".
5. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable of the Companies Act, 2013, and the Rules thereunder, Shri N.K. Shrikantan Raja (DIN 00350693), Independent Director of the Company, Whose term ends on 31-03-2019 be re-appointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024."
6. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.53,000/- (Rupees Fifty three thousand only) plus applicable taxes and Out-of-pocket expenses payable to M/s. RKMS & Associates, Cost Accountants (Firm Registration No. 000335) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2018-19 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified."

By Order of the Board,
For SANDHYA SPINNING MILL LIMITED,
P.R. VENKETRAMA RAJA,
Chairman

Rajapalaiyam,
29th May, 2018.

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NOTES:

- 1) Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
- 2) **A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
- 3) A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Attendance Slip is attached. Members, proxies and Authorised Signatories are requested to bring the duly filled-in and signed, attendance slips to the meeting.
- 4) The cut-off date will be Friday, the 3rd August, 2018 for determining the eligibility to vote by remote e-Voting or in General Meeting.
- 5) Under Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules, 2016'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government .

Hence, Members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund.

The details of due dates for transfer of such unclaimed dividend to the said Fund are:

FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEPF FUND
31.03.2011	20-07-2011	19-07-2018	17-08-2018
31.03.2014	04-08-2014	03-08-2021	01-09-2021

6. In accordance with Section 124(6) of the Companies Act, 2013 and IEPF Rules 2016, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 15,260 shares of Rs. 10/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 31st October, 2017 after following the prescribed procedure. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The statement containing the details of the Shareholders and the shares due for transfer is also uploaded on the Company's website, for information and necessary action by the Shareholders. In the event of the Shareholders not claiming the dividend and the shares are transferred to IEPF, the Shareholders are still entitled to claim the shares from IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at <http://www.sandhyaspinningmill.co.in> and also on www.iepf.gov.in. The notice and the Annual Report are also available on the Company's website www.sandhyaspinningmill.co.in for their download.
 7. A Route Map with prominent land mark for easy location of the venue of the meeting is given with this notice as per requirement of Clause No.1.2.4. of the Secretarial Standard - 2 on "General Meeting".
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8. Voting through electronic means:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members remote e-Voting facility to exercise their right to vote at the 24th Annual General Meeting (AGM) and the business may be transacted through such Voting through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- C. The members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-Voting are as under:

- i) To log on to the e-Voting website www.evotingindia.com.
- ii) To Click on "Shareholder" tab.
- iii) Now enter your User ID as given below:
 - Members should enter Folio Number registered with the Company.
- iv) Next enter the Captcha Code as displayed and Click on Login.
- v) PASSWORD

If you are first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric Sequence Number (Folio Number)*
	<ul style="list-style-type: none">• Members are requested to use the first two letters of their name in capital letters and the 8 digits of the Sequence number in the PAN field.
	<ul style="list-style-type: none">• In case the Folio Number / Sequence number is less than 8 digit, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Ex. if your name is SAKTHIVEL with folio number 1, then enters SA00000001 in the PAN Field.
Dividend Bank details	<ul style="list-style-type: none">• Please enter the Folio Number in the Dividend Bank details field.
Date of Birth	<ul style="list-style-type: none">• Leave Date of Birth column blank.

- vi) For Members, holding of shares the details can be used only for e-Voting on the Resolutions contained in this notice.
 - vii) Click on the relevant EVSN for "SANDHYA SPINNING MILL LIMITED" on which you choose to vote.
 - viii) 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.
 - ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
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- x) 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.
 - xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xii) You can also take out print of the voting done by you clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
 - xiii) 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 e-mailed 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 linked in the login 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.
- D. The facility for remote e-Voting shall remain open from 9.00 A.M. on Monday the 6th August, 2018 to 5.00 P.M. on Thursday the 9th August, 2018. During the period the Members of the Company, as on cut-off-date, viz., Friday the 3rd August, 2018, may opt for remote e-Voting. e-Voting shall not be allowed beyond 5.00 pm on 9th August, 2018.
- E. 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. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday the 3rd August, 2018.
- G. Sri K. Srinivasan, Chartered Accountants (Membership No:21510), Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- H. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-Voting facility.
- I. The Scrutinizer shall immediately after conclusion of voting at the Annual General Meeting. First count the votes cast at the meeting 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 make not later than three days of conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorised by him in writing who shall countersign the same and the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

Rajapalaiyam,
29th May, 2018.

By Order of the Board,
For SANDHYA SPINNING MILL LIMITED,
P.R. VENKETRAMA RAJA,
Chairman

SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

As per Section 152 of the Companies Act, 2013, not less than 2/3rd of total no. of Directors of a public limited company, shall be persons whose period of office is liable to determination by retirement of Directors by rotation at every annual general meeting. For this purpose, total no. of directors shall not include Independent Directors.

The present strength of our Board is 7 Directors, of which, 2 Directors are independent. Out of remaining 5 Directors, 4 Directors (2/3rd) should be liable to retire by rotation in accordance with the above provision. Presently the office of the following 3 Directors are liable to be determined by retirement of Directors retire by rotation:

1. Smt. R. Sudarsanam (DIN 00433926)
2. Smt. P.V. Nirmala Raju (DIN 00474960)
3. Shri S. Kanthimathinathan (DIN 01124581)

As per clause 21 of the Articles of Association of the Company, a Managing Director shall not, whilst holding that office be subject to retire by rotation or be taken into account in determining the rotation of retirement of Directors.

As per Clause 27 of the Articles of Association of the Company, the Chairman shall not while he continues to hold that office be subject to retire by rotation and he shall not be taken into account in determining the retirement of directors by rotation.

Hence, it is proposed to alter the Clause 27 of the Articles of Association in a manner that the Chairman is liable to retire by rotation in order to comply with the provisions of Section 152 of the Companies Act, 2013. As per Section 14 of the said Act, a Special Resolution is required for alteration of Articles of Association.

Disclosure of Interest:

Shri P.R. Venketrama Raja is deemed to be interested in the Resolution as he is the Chairman of the Company. Smt. B. SriSandhya Raju, Smt. R. Sudarsanam and Smt. P.V. Nirmala Raju are related to Shri P.R. Venketrama Raja.

No other Director or Key Managerial Personnel or any of their relatives are deemed to be interest in this Resolution.

Item No. 5

Shri N.K. Shrikantan Raja (DIN 00350693) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 04-08-2014, Shri N.K. Shrikantan Raja was appointed as Independent Director of the Company, for a period of 5 years from 01-04-2014 to 31-03-2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Shri N.K. Shrikantan Raja by re-appointing him for another period of 5 years starting from 01-04-2019 to 31-03-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri N.K. Shrikantan Raja fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Shri N.K. Shrikantan Raja is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

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His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His profile in brief is given below:-

Shri N.K. Shrikantan Raja, hold a Degree in Commerce.

He has been on the Board of Sandhya Spinning Mill Limited since 2001.

He is a Member in the Board of Directors of the following Companies:-

1. The Ramaraju Surgical Cotton Mills Limited
2. Sri Yannarkay Servicers Limited
3. Ramco Industries Limited
4. Sri Vishnu Shankar Mill Limited
5. Sudarsanam Investments Limited
6. N.R.K. Construction Systems (P) Limited
7. N.R.K. Infra System Private Limited
8. Sri Harini Textiles Limited
9. Vinvent Chemilab Private Limited

He is also a Member in the following Committees :-

Name of the Company	Name of Committee	Position Held (Chairman / Member)
Sandhya Spinning Mill Limited	Audit Committee	Chairman
	Nomination & Remuneration Committee	Chairman
	Stakeholders Relationship Committee	Chairman
	Share Transfer Committee	Member
	Corporate Social Responsibility Committee	Member
The Ramaraju Surgical Cotton Mills Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Chairman
	Corporate Social Responsibility Committee	Member
	Stakeholders Relationship Committee	Member
	Sale Committee - Silvassa Division	Member
Sri Harini Textiles Limited	Share Transfer Committee	Member
Sri Vishnu Shankar Mill Limited	Share Transfer Committee	Member
	Audit Committee	Chairman
	Nomination and Remuneration Committee	Chairman
	Corporate Social Responsibility Committee	Member
Ramco Industries Limited	Nomination and Remuneration Committee	Member
	Stakeholders Relationship Committee	Member

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He holds 2,100 shares in Sandhya Spinning Mill Limited.

The draft letter of reappointment for Shri. N.K. Shrikantan Raja as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Shri. N.K. Shrikantan Raja, being an appointee, none of the Directors and their relatives is concerned or interested in the Resolution.

Item No.6

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Textile Products for the financial year 2018-19.

On the recommendation of the Audit Committee at its meeting held on 28-05-2018, the Board had approved the appointment of M/s. RKMS & Associates, Cost Accountant as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of Textile products at a remuneration of Rs.53,000/- (Rupees Fifty Three thousand only) plus applicable taxes and out-of-pocket expenses for the financial year 2018-19.

The remuneration of the cost auditor is required to be ratified by the Members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

Rajapalaiyam,
29th May, 2018.

By Order of the Board,
For SANDHYA SPINNING MILL LIMITED,
P.R. VENKETRAMA RAJA,
Chairman

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SANDHYA SPINNING MILL LIMITED

[CIN : U17111TN1994PLC027037]

Regd. Office: No. 47, P.S.K. Nagar, Rajapalayam, Pin : 626 108, Tamil Nadu.

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./DP ID-Client ID :

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name : Address :

E-mail ID : Signature :, or failing him

2. Name : Address :

E-mail ID : Signature :, or failing him

3. Name : Address :

E-mail ID : Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of the Company, to be held on Friday, the 10th August, 2018 at 11.00 A.M. at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions
	Ordinary Business
1.	Adoption of Financial Statements for the year ended 31 st March, 2018.
2.	Appointment of Smt. R. Sudarsanam, as Director, who retires by rotation.
3.	Appointment of Shri S. Kanthimathinathan, as Director, who retires by rotation.

Please see overleaf

SANDHYA SPINNING MILL LIMITED

[CIN : U17111TN1994PLC027037]

Regd. Office: No. 47, P.S.K. Nagar, Rajapalayam, Pin : 626 108, Tamil Nadu.

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I / We hereby record my / our presence at the 24th Annual General Meeting of the Company.

Venue : P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108.

Date & Time : Friday, 10th August, 2018, at 11.00 AM

Name of the Member _____ Folio No/DP ID - Client ID _____

Name of the Proxy* _____ Signature of Member / Proxy Attending _____

* (To be filled in, if the proxy attends instead of the Member)

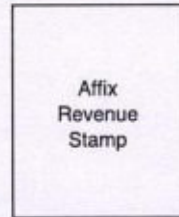
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Resolution No.	Resolutions
Special Business - Special Resolutions	
4.	Alteration of Articles of Association.
5.	Re-appointment of Shri N.K. Srikanthan Raja, as an Independent Director.
Special Business - Ordinary Resolution	
6.	Ratification of fee payable to M/s. RKMS & Associates, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2018-19.

Signed this day of 2018

Signature of Shareholder :

Signature of Proxy holder(s) :

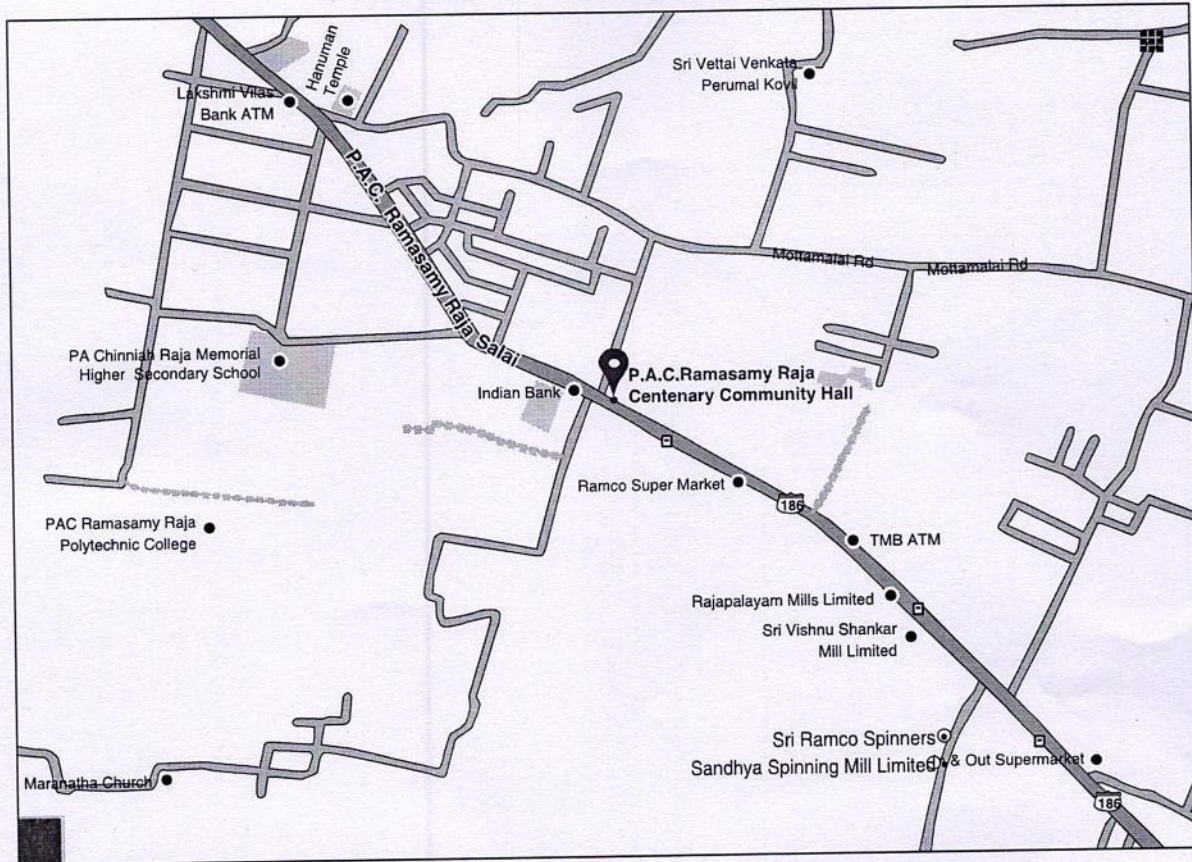


Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Map Showing location of venue of 24th Annual General Meeting

Venue Address : P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens,

P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu



Land Mark : Near Indian Bank, P.A.C.R. Polytechnic College Branch

Distance from Rajapalayam Bus Stand : 3.5 KM; Distance from Rajapalayam Railway Station : 3.9 KM.