



## AMARJOTHI SPINNING MILLS LIMITED

### 27<sup>th</sup> Annual Report

#### **BOARD OF DIRECTORS**

<b>CHAIRMAN</b>	<b>Sri. N. RAJAN</b>
<b>MANAGING DIRECTOR</b>	<b>Sri. R. PREMCHANDER</b>
<b>WHOLE-TIME DIRECTOR</b>	<b>Sri. R. JAICHANDER</b>
<b>DIRECTORS</b>	<b>Dr. V. SUBRAMANIAM</b>
	<b>Sri. N. RADHAKRISHNAN</b>
	<b>Sri. V.T. SUBRAMANIAN</b>
	<b>Sri. M. MOORTHY</b>
	<b>Sri. V. MANIKANDAN</b>
	<b>Sri. M.S. SIVAKUMAR</b>
	<b>Smt. M. AMUTHA</b>

**CHIEF FINANCIAL OFFICER**      **Sri. P. SINGARAVELU** (Appointed on 30.07.2015)

**COMPANY SECRETARY**      **Smt. A. MANJU SRI** (Appointed on 30.07.2015)

**STATUTORY AUDITOR**      **Sri. V. NARAYANASWAMI M.A., F.C.A.**  
Chartered Accountant, Coimbatore

**BANKERS**      Bank of Baroda  
Karur Vysya Bank Limited

**REGD. OFFICE**      "AMARJOTHI HOUSE"  
157, Kumaran Road, Tirupur - 641 601  
Phone : +91-421-4311600 - 01  
Fax : 91 421-4326694  
Email : mill@amarjothi.net, arun@amarjothi.net  
Website : www.amarjothi.net  
CIN: L17111TZ1987PLC002090

**FACTORIES AT**      Pudusuripalayam, Nambiyur - 638 458  
Gobi Taluk (Spinning Unit)  
SIPCOT, Perundurai, Erode Dist (Processing unit)

**REGISTRAR AND  
SHARE TRANSFER AGENTS**      **M/s. S.K.D.C. Consultants Ltd.**  
Kanapathy Towers, 3<sup>rd</sup> Floor  
1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006



## CONTENTS

1.	Notice to the Members	3
2.	Director's Report	11
3.	Report on Corporate Governance	23
4.	The Annual Report on the CSR Activities	39
5.	Secretarial Audit Report	40
6.	Extract of Annual Return	43
7.	Auditor's Report	57
8.	Balance Sheet	60
9.	Statement of Profit and Loss	61
10.	Notes Forming Part of Financial Statements	62
11.	Cash Flow Statement	75



## NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Friday, the 25<sup>th</sup> September, 2015, at 11.00 A.M. at the Meeting Hall of Gayathri Hotel, Kangayam Road, Tirupur – 641 604 to transact the following business:

### ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**"RESOLVED** that the Audited Statements of Accounts of the Company for the year ended 31<sup>st</sup> March 2015 and the Director's and Auditors' Reports thereon, be and are hereby approved and adopted."

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**"RESOLVED** that a final dividend of Rs.2/- per share (20% on the face value of Rs.10/-), as recommended by the Directors, be and is hereby declared for the year ended 31<sup>st</sup> March 2015 on the paid-up capital of Rs. 6,75,00,000. And the same be paid to shareholders, whose names stand on the Register of Members of the Company on 18<sup>th</sup> September 2015, and that the total dividend amount of Rs.1,35,00,000 representing the said total dividend of Rs.2 per share (20% on the face value of Rs.10/-) be paid out of the profits for the year 2014-15."

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**"RESOLVED** that Mr. N. Rajan (Holding DIN:00390813), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**"RESOLVED** that Mr. Rajan Premchander (Holding DIN: 00390795), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**"RESOLVED** that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, Mr. V. Narayanaswami, Chartered Account, Coimbatore, (Membership No.023661), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of Twenty Seventh (27th) Annual General Meeting until the conclusion of the Thirty Second (32nd) Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."



## SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution** :

"**RESOLVED** that pursuant to Section 149 read with Sections 150, 152 and Schedule IV, and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) of re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, Mrs. M. Amutha (DIN 07137884), Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years i.e. from the date of the 27<sup>th</sup> Annual General Meeting (2015) till the date of the 32<sup>nd</sup> Annual General Meeting (2020) of the Company [both dates inclusive]."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"**RESOLVED** that pursuant to the provisions of Sections 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory amendments and modifications thereof, for the time being in force, the remuneration payable to **Shri M. Nagarajan**, Practicing Cost Accountant, Coimbatore appointed by the Board of Directors to conduct the Audit of the cost accounting records of the Company for the Financial Years 2014-15 and 2015-16 amounting to Rs. 40,000/- per Annum exclusive of service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

By Order of the Board

Place : Tirupur  
Date : 30.07.2015

(Sd/-) **N. RAJAN**  
Chairman

(Sd/-) **R. PREMCHANDER**  
Managing Director

## NOTE :

1. **A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member.** The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting. A person can act as proxy on behalf of not more than fifty (50) members holding in the aggregate not more than 10% of the total share capital of the Company.
2. The register of members and share transfer books of the Company will remain closed from 19<sup>th</sup> September, 2015 to 25<sup>th</sup> September, 2015 (both days inclusive). The dividend, if declared at the meeting, will be paid on or before 25<sup>th</sup> October, 2015.
3. Pursuant to the provisions of Sections 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed and unpaid dividends for the financial years 1995-96 to 2006-07, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant



to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 05<sup>th</sup> September 2014 (date of last Annual General Meeting) on the website of the Company ([www.amarjothi.net](http://www.amarjothi.net)), as also on the Ministry of Corporate Affairs website.

4. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting.

The Board of Directors has appointed Sri. R.RAMCHANDAR, Company Secretary In Practice as the Scrutinizer, for conducting the postal ballot and e-voting process in a fair and transparent manner:

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility.

The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period.

**The remote e-voting would commence on Tuesday, the 22<sup>nd</sup> September 2015 (9:00 am) and end on Thursday, the 24<sup>th</sup> September 2015 (5:00 pm).**

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18<sup>th</sup> September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on 24<sup>th</sup> September 2015. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 18<sup>th</sup> September 2015. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (18<sup>th</sup> September 2015) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper.

Notice is being sent to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CSDL) as at the close of business hours on Friday, the 21<sup>st</sup> August 2015.

Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice, but holding shares as on the cut-off date for remote e-voting i.e. 18<sup>th</sup> September 2015, may obtain the login Id and Password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact our Registrar & Share Transfer Agent at the address mentioned on Note no.5 (ii).



The facility for voting through poll shall be made available at the Meeting and the members attending the Meeting and who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through poll by ballot paper.

The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

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.

Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

The procedure and instructions for e-voting is furnished in this notice.

The Scrutinizer will submit his report to the Chairman after completion of the Scrutiny and the results of the physical ballot / e-voting will be announced by the Company on its website - [www.amarjothi.net](http://www.amarjothi.net) within 48 hours of the conclusion of the AGM.

5. Members are requested to:

- Provide Permanent Account Number if not already provided;
- Opt for NECS / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant; and

Avail nomination facility.

For the above purposes,

- i) shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
  - ii) Shareholders holding shares in physical mode can approach M/s. S.K.D.C Consultants Limited, our Registrar & Share Transfer Agent – Tel. No. 0422-6549995, 2539835 Email: [info@skdc-consultants.com](mailto:info@skdc-consultants.com).
6. Members who are holding shares in physical form are requested to avail dematerialization facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website [www.nsdl.co.in](http://www.nsdl.co.in) and Central Depository Services (India) Limited on its website [www.cdslindia.com](http://www.cdslindia.com).

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 6**

The Board of Directors at their meeting held on 27.03.2015 appointed Smt. M.Amutha (DIN:07137884) as Additional Director (Non-Executive Independent Director) of the company. She will hold office up to the



ensuing 27<sup>th</sup> Annual General Meeting pursuant to section 161 of the companies Act, 2013 ("the Act") and being eligible, in terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, she will be seeking election/ appointment as Independent Director for Five consecutive years i.e from the date of 27<sup>th</sup> Annual General Meeting (2015) till the date of 32<sup>nd</sup> Annual General Meeting (2020). A notice has been received from a Member along with deposit of Rs. 1 Lakh, proposing Smt. M.Amutha as a candidate for the office of Director of the Company.

In this opinion of the Board, Smt. M.Amutha fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter for appointment of Smt. M.Amutha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The board considers that Smt. M.Amutha's continued association would be immense benefit to the company and it is desirable to avail her services as Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Smt. M.Amutha as an Independent Director, for approval by the shareholders of the Company.

#### **INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Other than the appointee none of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

#### **ITEM No. 7**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to **Shri M. Nagarajan**, Practising Cost Accountant for the audit of cost accounting records of the Company pursuant to the Companies (Cost Records and Audit ) Rules 2014 for the Financial Years 2014-15 and 2015-16 at a remuneration of Rs. 40,000/- per annum excluding the applicable service tax and reimbursement of out of pocket expenses incurred by him in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the members of the Company. Board recommends this resolution for the approval of the members.

#### **INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Other than the appointee none of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

By Order of the Board

Place : Tirupur  
Date : 30.07.2015

(Sd/-) **N. RAJAN**  
Chairman

(Sd/-) **R. PREMCHANDER**  
Managing Director



## PROCEDURE AND INSTRUCTION FOR – E-VOTING :

- i) The voting period begins on <22.09.2015 – 9.00 AM> and ends on <24.09.2015- 5.00 PM>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of <18.09.2015> 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](http://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.
- vii) 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 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	<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>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.</li><li>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.</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 as mentioned in instruction (v).</li></ul>

- 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 relevant for <AMARJOTHI SPINNING MILLS LIMITED>
- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xxi) **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](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By Order of the Board

Place : Tirupur  
Date : 30.07.2015

(Sd/-) **N. RAJAN**  
Chairman

(Sd/-) **R. PREMCHANDER**  
Managing Director



**Particulars of the Directors seeking re-appointment in the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement**

**ITEMS 3 & 4**

<b>Name of the Director</b>	<b>N. RAJAN</b>	<b>R. PREMCHANDER</b>
DIN	00390813	00390795
Date of Birth	14/03/1939	16/11/1968
Expertise in specific functional areas	Practicing Chartered Accountant having professional experience of more than 40 years.	Has more than 20 Years experience in the field of marketing, finance and management of the Company.
Qualifications	B.Com., F.C.A	B.Com., MBA
List of other companies in which directorship held as on 31 <sup>st</sup> March 2015	<b>Chairman :</b> - Amarjothi Power Generation and Distribution Company Limited - R P J Textiles Limited	<b>Chairman :</b> Nil  <b>Managing Director :</b> - Amarjothi Power Generation and Distribution Company Limited - Vinformax Systems India Private Limited
	<b>Director :</b> - Amarjothi Power Generation and Distribution Company Limited - R P J Textiles Limited	<b>Director :</b> - Propin India Developers Private Limited - Freeze Adventures Private Limited - R P J Textiles Limited - Vixta Solutions Private Limited - Vinformax Technology Systems Private Limited
Chairman / Members of the Committees of the Board of other companies in which he is a Director as on 31 <sup>st</sup> March 2015	<b>Chairman :</b> Nil  <b>Member :</b> Nil	<b>Chairman :</b> Nil  <b>Member :</b> Nil
Shareholding as on 31 <sup>st</sup> March 2015: a) held individually b) held as Karta of HUF c) held jointly with others d) held as Executor / Trustee	11,64,780 Nil Nil Nil	12,75,653 Nil Nil Nil
Relationship with other Directors	Father of Mr. R. Premchander, Managing Director and Mr. R. Jaichander, Whole-Time Director	Son of Mr. N. Rajan, Non-Executive Director and Brother of Mr. R. Jaichander, Whole-Time Director.