

GEM^{SPIN} SPINNERS INDIA LIMITED

TWENTY NINTH ANNUAL REPORT

2018 - 2019

Board Of Directors

Mr. R. Veeramani - Managing Director
 Mr. S. Gopal - Non Executive Director
 Mr. P.P. Doddanavar - Independent Director
 Mrs. Poorana Juliet - Independent Director
 Mrs. A. Vani - Company Secretary
 Mr. G. Senthilvel - Chief Financial Officer

Audit Committee

Mr. P.P. Doddanavar - Chairman of the Committee
 Mr. S. Gopal
 Mrs. Poorana Juliet

Stakeholders' Relationship Committee

Mrs. Poorana Juliet - Chairman of the Committee
 Mr. P.P. Doddanavar
 Mr. S. Gopal

Statutory Auditors

M/s. K. Arunkumar & Associates
 Chartered Accountants
 "Kumar House" Plot No. 6,
 Door No. 1/803, Deivanai Nagar,
 Madipakkam, Chennai - 600 091.

SECRETARIAL AUDITORS

M/S. Lakshmmi Subramanian & Associates,
 Company Secretaries
 M.N.O. Complex, 81, Greams Road,
 Chennai – 600 006.

BANKERS

Lakshmi Vilas Bank

Registrar & Share Transfer Agent

Cameo Corporate Services Ltd.
 "Subramanian Building", 1, Club House Road,
 Chennai – 600 002.

Stock Exchange

BSE Limited

Regostered Office & Mills

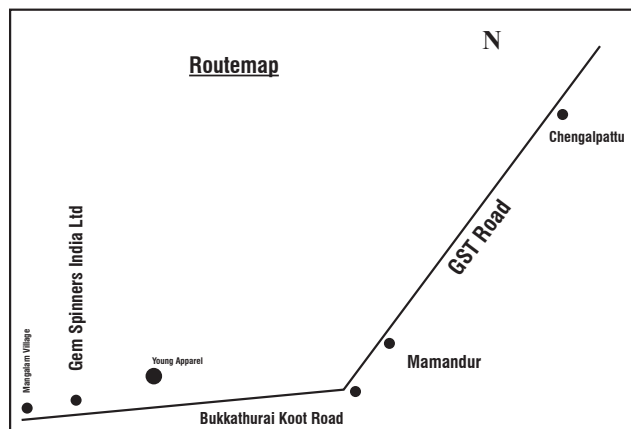
14, Mangalam Village, Madhuranthagam Taluk,
 Kancheepuram District, Tamil Nadu - 603 107

Corporate Office

78, Cathedral Road, Chennai - 600 086.

Website :

www.gemspin.com
 E-mail Id - accounts@gemspin.com
 CIN : L17111TN1990PLC019791



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NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty Ninth Annual General Meeting of the shareholders of the Company will be held on Wednesday, the 18th September 2019 at No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, Tamilnadu – 603 107 at 10.00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr.S.Gopal (DIN: 06448007) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To re-appoint Mr.R.Veeramani (DIN: 00032895) as a Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the basis of recommendation of Nomination and Remuneration Committee and approval of the board read with Regulation 17 (1)(A) of Securities and Exchange Board of India (LODR) Regulations 2015 as amended from time to time, the consent of the Company be and is hereby accorded to the appointment Mr.R.Veeramani (DIN: 00032895) as Managing Director of the Company for a period of 3 years from 01-10-2019 to 30-09-2022 with no remuneration.”

Place : Chennai - 86
Date : 14.08.2019

By Order of the Board
A. Vani
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED/ CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement as per the provisions of section 102 of the Companies Act, 2013 in respect of the items of the Special Business as set out above is annexed.
3. Pursuant to Section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 11th September 2019 to 18th September 2019 (Both days inclusive).
5. Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014,

the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed Mrs. Lakshmmi Subramanian of M/s Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as Scrutinizer.

The procedure and instructions for e-voting are as under:

- i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii) Now click on “Shareholders” to cast your votes.
- iii) Now, select the “Company Name” from the drop down menu and click on “SUBMIT”.
- (iv) Now, fill up the following details in the appropriate boxes:

User ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department
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.

*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 sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) 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.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

- v) After entering these details appropriately, click on “SUBMIT” tab.
- vi) Members holding shares in Physical form will then reach directly to the voting screen.
- vii) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is also to be used by the Demat holders

for voting for resolution 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.

- viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
- xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@gemspin.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xv) In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
- xvi) The e-voting period commences on 15-09-2019 from 9.00 AM onwards and ends on 17-09-2019 at 5.00 PM.
- xvii) During this period members holding shares in physical or dematerialized form as on the Cut-off date (record date) i.e. 10-09-2019 may cast their vote electronically. The e-voting module shall be displayed by CDSL for voting thereafter.
- xviii) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company.
6. Members holding shares in electronic mode may please note that the dividend payable to them would be paid through Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participants (DPs). In absence of availability of ECS facility, the dividend will be paid through warrants and the bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations.

7. In respect of shares held in physical form, members desirous of receiving dividends by way of direct credit to their bank account through ECS may authorize the Company with their ECS mandate. The Shareholders desirous of obtaining the ECS mandate may download the form from the website of the Company at www.gemspin.com or may write to the Company Secretary at the Registered Office of the Company.
8. Members holding shares in physical form are requested to notify change of address immediately to the Share Transfer Agent of the Company, M/s.Cameo Corporate Services Ltd, Subramanian Building, No.1 Club House Road, Chennai 600 002 for the purpose of mailing Dividend Warrants etc. As per SEBI Circular, members holding shares in physical form and in case of transfer of shares means, the Transfer Deed should contain PAN of both Transferor and Transferee.
9. The Shares of the Company have been activated for dematerialisation with Central Depository Services (India) Ltd. (CDSL) vide ISIN INE165F01020. Members wishing to dematerialise their shares may approach any Depository Participant. (DP).
10. Kindly mention your Folio Number/PAN No./Client ID/DPID Number (in case of shares held in electronic form) in all your correspondence to Share Transfer Agents and in the case of electronic form to the Depository Participant in order to reply to your queries promptly.
11. Members seeking any information or clarification with regard to the accounts are requested to write to the Company atleast ten days in advance of the meeting so as to enable the Company to keep the information ready.
12. Members who hold shares in demat form are requested to notify any change in their particulars like change in address, bank particulars etc. to their respective Depository Participants.
13. The Ministry of Corporate Affairs vide its circular dated 21st April 2011 allowed the companies to send notices, annual reports and other documents by means of e-mail to the members of the Company. Hence members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with the Company/ Registrar.
14. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
15. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

16. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.

AS PER REGULATION 36(3) OF SEBI (LODR) 2015 AND AS PER CLAUSES OF SS 2 ADDITIONAL INFORMATION ABOUT THE DIRECTOR FOR THE ITEM NO.2. & 3

Name of the Director	SRI.S.GOPAL	SRI.R.VEERAMANI
DIN	06448007	00032895
Age	59	77
Qualification	M.Sc., MBA	B.Sc., B.L
Experience	33	47
Expertise in specific functional area	Indirect Taxation	Lawyer turned Technocrat entered into the stone industries in 1971. He is in business of Mining, Textiles, Sugar, Hotel and IT Industry
Date of first Appointment in the Board	18/09/2012	Appointed as Managing Director of the Company for a period of 3 years with effect from 1.10.2016
Shareholding in the Company	NIL	12692166
Relationship with other Directors and KMP	NIL	NIL
No. of Meetings attended during the year	3	3
Other directorship / Membership / Chairman of committee of other board.	1. Gem Graphites Pvt Ltd 2. Gem Holiday Resorts Ltd 3. Gem Global Trade Ltd 4. Shanmugha Granite Industries Pvt Ltd 5. Gem Software Solutions Ltd 6. Gem Energy Industry Ltd 7. Gem Agro Industries Ltd 8. Gem Quartz Pvt Ltd 9. Sri Raghuramachandra Minerals Pvt Ltd 10. Ferro Magnets & Allied Products Ltd	1. Gem Sugars Ltd 2. Ferro Magnets & Allied Products Ltd 3. Gem Granites Pvt Ltd 4. Imperial Granites Pvt Ltd 5. Gem Holiday Resorts Ltd 6. Gem Stone Beach Resorts Pvt Ltd 7. Veeramani Minerals Private Ltd 8. Veeramani Natural Stones Private Ltd 9. Stone Wonders (India) Ltd 10. Celia Leather Private Ltd 11. Get Minerals & Coal Private Ltd 12. Balaji Bonded Brake Linings Private Ltd 13. CAPEXIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.3

As Mr.R.Veeramani, Managing Director since appointed during 2016, his period of service as recommended by Nomination and Remuneration Committee, to be extended for further period of 3 years from 2019 to 2022. Considering the position of the Company, no remuneration was made and hence the Board of Directors are proposing the appointment of Mr.R.Veeramani for a period of 3 years without any remuneration. Pursuant to Section 196 of Companies Act 2013 read with Regulation 17(1)(A) of Securities and Exchange Board of India (LODR) 2015 as amended from time to time, Mr.R.Veeramani aged above 70 years, a special resolution required to be passed.

Accordingly, Item No.3 is placed before the Members for approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in the Company

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 29th Annual Report of our Company along with the Audited Balance Sheet and the Statement of Profit and Loss Account for the year ended March 31, 2019.

1) FINANCIAL RESULTS

Particulars	2018-19 Rs. in Lakhs	2017-18 Rs. in Lakhs
SALES		
Export	0.00	0.00
Operating Profit	961.44	(66.23)
Less: Financial Charges	0.01	0.04
Gross Profit	961.43	(66.27)
Less : Depreciation	23.60	23.61
Profit/(Loss) before Tax	937.83	(89.88)
Net (Loss) / Profit	765.26	(89.88)
Accumulated Loss	(3047.07)	(3812.33)

2) PERFORMANCE AND STATE OF COMPANY'S AFFAIRS

During the year there was no turnover. The Operating profit was of the order of Rs.961.44 Lakhs as compared to the previous year loss of Rs.66.23 Lakhs.

The Company has suspended the manufacturing operation due to market volatility. Your Directors are exploring all the possibilities of recommending the production subject to viability.

3) SHARE CAPITAL

The paid up Equity Share Capital of the Company as on March 31, 2019 was Rs. 30.68 Crores. No additions and alterations to the capital were made during the financial year 2018-19.

4) DIVIDEND

Yours Directors regret for the non-declaration of dividend owing to non-operation of the unit.

5) TRANSFER TO GENERAL RESERVE

Your Company does not propose any transfer of funds to the General Reserve.

6) MATERIAL CHANGES AND COMMITMENTS OF THE COMPANY

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of report; and there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the company's operation in future.

7) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There have been no loans, guarantees or investments given or made by the company under section 186 of the Companies Act, 2013 during the financial year 2018-19.

8) SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The company doesn't have any subsidiaries, associates and joint venture companies.

9) DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the balance sheet.

10) DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL (KMPs)**Board Composition**

The Board consists of the one Executive Director, one Non-Executive Director and Two Non-Executive Independent Directors.

Independent Directors are appointed for a term of five years and are not liable to retire by rotation.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and regulation 16(b) of the SEBI listing regulations.

Retirement by rotation

Pursuant to Section 152 of the Companies Act, 2013, Mr. S.Gopal who retires by rotation at the forthcoming AGM and is eligible for re-appointment.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013 the Key Managerial Personnel of the Company are Mr.R.Veeramani, Managing Director, Mrs.A.Vani, Company Secretary and Mr.G.Senthilvel, Chief Financial Officer.

Mr.R.Veeramani, Managing Director is reappointed for a further period of three years till 2022.

Declaration of Independent Directors

As per the Companies Act, 2013, your company had appointed two independent directors and they have declared that they meet the criteria of independence in terms of Section 149(6) of the Companies Act, 2013 and that there is no change in their status of independence.

Policy of Director's Appointment and Remuneration

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance report, which forms part of the Board's Report.

Information U/S 197(12) Of The Companies Act 2013

The information required u/s 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is NIL

Training Of Independent Directors

To familiarize the strategy, operations and functions of our Company, the executive directors make presentations/orientation programme to non – executive independent directors about the company's strategy, operations, product and service offerings, markets, organization structure, finance, human resources, production facilities and quality and risk management.

11) MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company had met during the year on 14th February, 2019 to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the company management and the Board.

12) DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13) BOARD MEETINGS:

During the year, four board meetings were held and the intervening gap between two gap between two board meetings did not exceed 120 days. Dates of the Board meetings and details of Directors' attendance at the meetings are furnished in the Corporate Governance report.

14) RELATED PARTY TRANSACTIONS

As per the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at www.gemspin.com.

The Policy intends to ensure that proper reporting approval and disclosure processes are in place for all transactions between the Company and Related Parties. This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

There were no contract / arrangement / transactions entered in to during the year ended March 31, 2019.

15) CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Directors and Members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Mr.G.Senthilvel, Chief Financial Officer.

16) ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE, ETC

The information as required to be disclosed on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure - I" to this Report.

17) EXTRACT OF ANNUAL RETURN

The extract of Annual Return of the Company is annexed herewith as Annexure - "II" to this report.

18) CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS REPORT AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS 2015.

As per the provisions of the SEBI(LODR) Regulations, 2015, Management Discussion & Analysis Report (Annexure III) and Corporate Governance Report with Auditors' Certificate thereon (Annexure - IV) are attached and form part of this report.

19) CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company is not having Net profits of more than 5 Crore rupees, in the Year 2018-19 and therefore Constituting of a CSR committee in accordance with the provisions of section 135 of the Act does not arise.

20) PERSONNEL

According to Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the directors are drawing remuneration and thereby the said section is not applicable and hence not furnished.

21) STATUTORY AUDITORS

M/s. K.Arunkumar & Associates, Chennai, Chartered Accountants, (Registration Number 016215S) has been appointed as statutory auditors of the Company at the Annual General Meeting held on 30th November 2017 from the conclusion of 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the company.

COMMENT ON STATUTORY AUDITOR'S REPORT - NIL

22) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive programme of internal audit, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and other data for maintaining accountability of assets.

23) SECRETARIAL AUDITOR

As required under Section 204 of the Companies Act, 2013 and Rules there under the Board has appointed Lakshmmi Subramanian & Associates, Practising Company Secretaries as Secretarial Auditor of the company to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 in Form MR-3 is annexed herewith marked as Annexure - "V" to this Report.

COMMENT ON SECRETARIAL AUDITOR'S REPORT - The Board of Directors has taken adequate measures to regularize the qualification stated in their report.

24) DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company.

25) DISCLOSURE UNDER THE SEXUAL HARASMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDESSAL) ACT, 2013.

The company has in place an anti-sexual Harassment Policy as required under prevention of Sexual Harassment of Woman at workplace (Prohibition, Prevention and Redressal) Act 2013. However an Internal Complaints Committee (ICC) could not be constituted due to closure of manufacturing unit. Your Directors further states that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the Financial year 2018-19, there were no complaints received on sexual harassment.

26) ACKNOWLEDGEMENT

Your Directors thank the Central and State Governments and the Banks for their continued help and support.

Your Directors also thank the Authorised Wholesale Dealers, Stockiest and Retailers for their excellent support under difficult conditions and the Consumers for their continued patronage of your Company's

products. Your Directors are especially thankful to the esteemed Shareholders for their continued encouragement and support.

For and on behalf of the Board of Directors

For Gem Spinners India Limited

Place: Chennai

R.Veeramani

S.GOPAL

Date: 14.08.2019

DIN: 00032895

DIN: 06448007

ANNEXURE - I

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details on Conservation of energy, Technology absorption and Foreign exchange earnings and outgo

Details	Disclosure	
(A) Conservation of energy –	The Company has suspended the manufacturing operation, hence the conservation of energy reporting is not applicable.	
(i) the steps taken or impact on conservation of energy;		
(ii) the steps taken by the company for utilizing alternate sources of energy;		
(iii) the capital investment on energy conservation equipments;	Nil	
(B) Technology Absorption	Nil	
(C) Foreign exchange earnings and Outgo	Since there is no manufacturing activity, the disclosure under this clause is not applicable.	
	Rs. In lakhs	
	2018-19	2017-18
(1) Expenditure on Foreign Currency		
a) Commission	Nil	Nil
b) Travel	Nil	Nil
(2) Earnings in Foreign Exchange	Nil	Nil

ANNEXURE - II

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i)	CIN	L17111TN1990PLC019791
ii)	Registration Date	18-10-1990
iii)	Name of the Company	GEM SPINNERS INDIA LIMITED
iv)	Category / Sub – category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVT. COMPANY
v)	Address of the Registered office and Contact Details	NO 14 MANGALAM VILLAGE, MADURATHAGAM TALUK, KANCHEEPURAM DISTRICT
vi)	Whether listed company	YES
vii)	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	CAMEO CORPORATE SERVICES LTD.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl No.	Name & Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	COTTON YARN	5205 00	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary/ Associate	% of Shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
a) Individual/ HUF	42353500	90000	42443500	69.16	42353500	90000	42443500	69.16	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	42353500	90000	42443500	69.16	42353500	90000	42443500	69.16	0
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other -Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	42353500	90000	42443500	69.16	42353500	90000	42443500	69.16	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	12486790	200	12486990	20.35	12486790	200	12486990	20.35	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	12486790	200	12486990	20.35	12486790	200	12486990	20.35	0

2. Non-Institutions									
a) Bodies Corporate									
i) Indian	54900	163900	218800	0.36	50100	163900	214000	0.35	-0.01
ii) Overseas									
b) Individuals									
i) individual shareholders holding nominal share capital upto Rs.1 lakh	724600	5117400	5842000	9.52	744800	5100900	5845700	9.53	0.01
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	92600	267500	360100	0.59	92600	297500	390100	0.64	0.05
(iii) Qualified Foreign investor	0	0	0	0	0	0	0	0	0
(c) Any Other									
i) Clearing Members	1600	0	1600	0.003	1400	0	1400	0.0022	(0.0003)
ii) Hindu Undivided families	18700	0	18700	0.03	19700	0	19700	0.03	0.0016
iii) Non Resident Indians	0	0	0	0.00	300	0	300	0.0004	0.0004
iii) Trusts	300	0	300	0.00	300	0	300	0.0004	0.000
Total	20600	0	20600	0.033	21700	0	21700	0.035	0.002
Sub-total (B)(2)	892700	5548800	6441500	10.50	909200	5562300	6471500	10.54	0.05
Total Public Shareholding (B) = (B)(1) + (B)(2)	13379490	5549000	18928490	30.84	13395990	5562500	18958490	30.89	0.05
TOTAL (A) + (B)	55732990	5639000	61371990	100	55749490	5622500	61371990	100	0
(C) Shares held by Custodian for GDRs and ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A) + (B) + (C)	55732990	5639000	61371990	100	55749490	5622500	61371990	100	0

(ii) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in the shareholding during the year
		No. of Shares	% of total Shares of the Company	% of shares pledged / encumbered total shares	No. of Shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	
1.	SRI. R.VEERAMANI	12692166	20.68	0	12692166	20.68	0	0
2.	SRI.S.R.ASAITHAMBI	10174638	16.58	0	10174638	16.58	0	0
3.	SRI.R.SEKAR	9743348	15.87	0	9743348	15.87	0	0
4.	SRI.S.R.KUMAR	9743348	15.87	0	9743348	15.87	0	0
5.	SMT. RAJI VEERAMANI	30000	0.05	0	30000	0.05	0	0
6.	SMT. A. SEETHALAKSHMI	30000	0.05	0	30000	0.05	0	0
7.	SMT. VEDAVALLI KUMAR	30000	0.05	0	30000	0.05	0	0