

34th Annual Report 2012 - 2013

M A R I S
SPINNERS
LIMITED



MARIS SPINNERS LIMITED

MANAGING DIRECTOR

Sri. Anandkumar Rengaswamy

DIRECTORS

Sri. M. Rengaswamy
Sri. T.Jayaraman
Sri. T. Raghuraman
Sri. S.Venkataramani
Sri. S.Srivatsan
Sri. Premal H Udani

REGISTERED & ADMINISTRATIVE OFFICE

11, Cathedral Road
Chennai - 600 086
Phone : + 91 44 2811 59 10 / 12 / 18
Fax : + 91 44 2811 15 13
Mail : msl@vsnl.com
Web : www.maris.co.in

MILLS

UNIT I : Kattemalalavadi Village
Hunsur Taluk
Mysore District – 571 134
Karnataka

UNIT II : Sevalur Village
Manapparai Taluk
Trichy District – 621 306
Tamilnadu

SHARE TRANSFER AGENTS:

M/s. Cameo Corporate Services Limited
Subramanian Building
No.1, Club House Road
Chennai – 600 002.

AUDITORS : M/s. N.C.S. Raghavan & Co.
No.27, Sri Venkateswara Krupa
1st Main Road
Vyalikaval
Bangalore – 560 003.

BANKERS : Indian Overseas Bank
Cathedral Branch
Chennai – 600 002.

The Karur Vysya Bank Ltd.
Whites Road Branch
Chennai – 600 014.

The Karur Vysya Bank Ltd.
Cantonment Branch
Trichy – 620 001.

Indian Bank
Thousand Lights Branch
Chennai – 600 006.

SHARES LISTED AT :

Madras Stock Exchange Ltd.
Exchange Building
P.B.No.183, 11 Second Line Beach
Chennai – 600 001.

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001.



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **THIRTY FOURTH ANNUAL GENERAL MEETING** of the members of the Company will be held on **Wednesday** the **18th** day of **September 2013** at **9.30 AM** at **Hotel Maris**, I Floor, Conference Hall, 11, Cathedral Road, Chennai - 600 086 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at **31st March 2013** and the Profit and Loss Account for the year ended on that date and the Directors' Report and Auditors' Report thereon.
2. To declare a dividend.
3. To appoint a Director in the place of **Sri T.Jayaraman** who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of **Sri. S.Venkataramani** who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration. **M/s. N. C. S. Raghavan & Co.**, Chartered Accountants, Bangalore, the present Auditors of the Company who retires at this meeting are being eligible for re-appointment.

By Order of the Board

Place: Chennai
Date : 30.05.2013

ANANDKUMAR RENGASWAMY
Managing Director

NOTES :

1. A member who is entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member and proxies in order to be valid should be complete in all respects and be deposited at the Registered Office of the Company before 48 hours time fixed for holding the meeting.
2. The Register of Members and share transfer books of the Company shall remain closed from **12.09.2013 to 18.09.2013** (both the days inclusive) for the purpose of Annual General Meeting.
3. The members are requested to communicate the change of address if any to the Registered Office of the Company or to the share transfer agents M/s. Cameo Corporate Services Limited at " Subramanian Building", No. 1, Club House Road, Chennai - 600 002.
4. The members are requested to bring their copy of the Annual Report as the same will not be provided at the meeting.

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5. Particulars of directors retiring by rotation;

Pursuant to Clause 49 of the listing Agreement with the stock exchange following information are furnished about the directors proposed to be re-appointed, vide item No.3 & 4 of notice dated 30.05.2013

S.No.	PARTICULARS	DIRECTOR	DIRECTOR
a	Name of the director	T. Jayaraman	S. Venkataramani
b	Date of birth	06.12.1956	05.10.1942
c	Date of appointment of the board as the director	15.06.1995	14.11.2005
d	Expertise in specific function areas	Business	Chartered Accountant
e	Qualification	Degree	ACA
f	Number of equity shares held in the company by the director or other persons on a beneficial basis	907425	NIL
g	List of outside directorships held in public companies	Nil	5

6. The company has declared dividend for the financial year 2010-11 and in respect of the said financial year Rs.285448 is the unclaimed dividend. The shareholders are requested to claim the amount. As no money is required to be transferred to Investor Education and Protection Fund under Section 205A of the Companies Act, since seven years have not been completed.



REPORT OF THE BOARD OF DIRECTORS TO THE SHARE HOLDERS

Dear Shareholders,

The Directors have pleasure in presenting the **Thirty Fourth Annual Report** on the business and operations of your Company, together with Audited Financial Statements for the year ended **31st March 2013**

FINANCIAL RESULTS:

HIGHLIGHTS OF FINANCIAL RESULTS

	(Rs. In Lakh)	
	Year Ended 31.03.2013	Year Ended 31.03.2012
TURNOVER	10452.85	9273.57
Profit before Depreciation & Tax	1121.51	78.51
Less: Depreciation	693.33	688.95
Profit / Loss before Tax	428.18	(610.43)
Less: Provision for Taxation	60.00	(115.30)
Profit / Loss for the year	368.18	(495.13)

The turnover for the year 2012-13 is Rs.10452.85 lakh as against Rs. 9273.57 lakh during the previous year. The increase in turnover was mainly due to demand in domestic consumption and good rates for quality yarn.

DIVIDEND :

In view of the profits made during the year under review, the directors are recommending a dividend of 10%.

BUSINESS OPERATIONS :

Your company has been able to achieve a turnover of Rs.10452.85 Lakh and confident of better performance in the coming years.

ENVIRONMENT SAFETY AND POLLUTION CONTROL :

Your Company has been taking proper care in complying with all Statutory requirements relating to safety, environmental and Pollution Control.

INDUSTRIAL RELATIONS :

The industrial relations continued to be good and cordial throughout the year.

Your Directors wish to place on record their sincere appreciation for the wholehearted support and contribution made by all the employees during the year. The competence, hard work, solidarity, sincerity and co-operation have enabled the company to achieve the desired results.

MARIS SPINNERS LIMITED

PARTICULARS OF EMPLOYEES as required u/s 217 (2A) of the Companies Act, 1956 :

During the year under review, no employee of the company, whether employed whole or part of the year, was drawing a remuneration exceeding the limits prescribed in Section 217 (2A) of the Companies Act, 1956.

DIRECTORS :

Your Directors intrinsically believe in the philosophy of Corporate Governance and are committed to it for the effective functioning of the Board.

In accordance with the provisions of the Companies Act 1956, **Sri T.Jayaraman and Sri. S.Venkataramani** directors retires by rotation and being eligible offer themselves for re-appointment.

PUBLIC DEPOSITS :

The Company has not accepted any deposits from the public during the year under review.

INSURANCE :

All the insurable interests and risks of your company have been adequately insured.

CEO CERTIFICATION:

Shri. Anandkumar Rengaswamy, Managing Director has given his certification to the Board as required under Clause 49 of the listing agreement,

CORPORATE GOVERNANCE :

Your company firmly believes that good corporate governance strengthens the shareholders confidence and ensures long term partnership that really helps in achieving the corporate goals.

Your company has been practicing good corporate governance and it believes in transparency in operations, professionalism and accountability and follows the philosophy of working towards enhancing the stake holders value, catering to the needs of its customers, employees and society at large.

Pursuant to clause 49 of the listing agreement executed with the stock exchanges, your company has generally complied and implemented the mandatory requirements of the code of corporate governance and a detailed note in this regard is annexed in the Annual report.

Status of compliance of the code of corporate governance is being reported to the stock exchanges on quarterly basis.

Directors Responsibility Statement :

The Directors confirm that :

1. In preparation of the Annual accounts, the applicable accounting standards had been followed. There are no material departures from the applicable accounting standards.
2. Such accounting policies have been selected and applied consistently and such judgments and estimates have been made as are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on **31st March 2013** and of the profit of the Company for that period.



3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. The statements of accounts for the year ended on **31st March 2013** have been prepared on a going concern basis.

LISTING:

As per the listing agreement, the shares of the Company are listed in Bombay Stock Exchange (BSE) and Madras Stock Exchange (MSE). The Company has taken necessary steps to resume trading.

AUDITORS :

The retiring Auditors **M/s. N.C.S. Raghavan & Co.**, Chartered Accountants, Bangalore, are being eligible for re-appointment.

COST AUDITORS:

M/s A Gopala Iyengar, Cost Accountant has been re-appointed as Cost Auditors of the company for the financial year 2013-14.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES 1988.

Pursuant to the said rules the Board is pleased to furnish the particulars as prescribed therein vide Form A, which forms part of this Report.

ACKNOWLEDGEMENTS :

The Board conveys acknowledgement for the fullest support extended by The Karur Vysya Bank Ltd., Indian Overseas Bank and Indian Bank. The Directors also wish to place on record their appreciation of the support and co-operation they have received from the Central and State Government and Employees of Company at all levels through out the year.

The Board of Directors also wishes to thank the company's stake holders and esteemed business associates for their valued contribution and support.

By Order of the Board

Place: Chennai
Date : 30.05.2013

ANANDKUMAR RENGASWAMY
Managing Director

M. RENGASWAMY
Director

MARIS SPINNERS LIMITED

INFORMATION PERTAINING TO SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31.03.2013

1. CONSERVATION OF ENERGY:

In accordance with the provisions of Section 217(1) (e) of the Companies Act, 1956, read with the Company (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 details regarding conservation of energy is furnished in Form “A” (See Rule 2).

2. TECHNOLOGY ABSORPTION

There was no technology absorption

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings – Nil

Outgo – Rs 59.19 Lakh

By Order of the Board

Place: Chennai

Date : 30.05.2013

ANANDKUMAR RENGASWAMY

Managing Director

M. RENGASWAMY

Director

ADDENDUM

REPLY TO AUDITORS QUALIFICATION

The Management has sent letters of confirmation to various parties nomenclated as Debtors and Creditors which represents trade receivables and trade payables and to parties from whom advances have been received and to whom advances have been given. We have received confirmation of balances from some of the parties while the others are yet to respond as on the date of this report. We however confirm that the balances of the parties in our books is in order and also confirm that we will be making continued efforts to obtain the confirmation of balances from the parties who have not responded.

With regard to the provision of Leave encashment, we wish to confirm that the leave encashment to the workers is provided in a year on year basis based on the calendar year as mandated under the Factories Act and that in the case of staff is provided on the basis of the financial year. This policy has been consistently followed by the company from the past several years and the differential amount to be provided towards the said liability of the workers to bring it in line with the financial year basis would be marginal.



REPORT ON CORPORATE GOVERNANCE (IN COMPLIANCE OF CLAUSE 49 OF THE LISTING AGREEMENT EXECUTED WITH THE STOCK EXCHANGES)

The Company firmly believes that Corporate Governance is an on-going process and essential component for a successful enterprise. Sound corporate governance no doubt, provides value addition and compliance of standards, improves the organizational skills to achieve better long term results and disclosures to stakeholders, ensure adequate information to assess the performance of the Company.

Further the board lays emphasis on trusteeship, transparency, empowerment, accountability and integrity in all its operations and dealings with its stakeholders and outsiders. The Company makes disclosures of its operations and performance to public through the Annual Reports, quarterly financial results, and timely press releases. The Company has generally implemented all mandatory requirements of the 'Code of Governance' as mentioned in Clause 49 of the Listing Agreement in force for the time being.

The report on Corporate Governance covers the following:

- i. Board of Directors
- ii. Committees of the Board
- iii. Shareholder information
- iv. Other disclosures.

i. BOARD OF DIRECTORS

a. COMPOSITION OF BOARD AND ATTENDANCE PARTICULARS:

The present strength of the Board of Directors is seven (7) and its composition is as follows:

Executive Promoter Directors	4
Non-Executive Independent Directors	3

Non-Executive Independent Directors are comprising of professionals and have vast experience in the industry, finance and general expertise to handle and guide the operation towards betterment.

b. BOARD MEETINGS AND RELATED INFORMATION:

During the year six meetings of the Board of Directors were held viz., on 30th April 2012, 30th June 2012, 31st July 2012, 20th August 2012, 31st October 2012 and 31st January 2013.

The attendance particulars of each Director at the Board Meetings and last Annual General Meeting :

Directors	No of Board meetings attended during the year	Attendance At last AGM 21.09.2012	No. of other Companies in which they are Directors	No. of other Committees (other than this Company) in which Chairman / Members
Executive Promoter Directors				
Sri. M.Rengaswamy	6	Yes	5	NONE
Sri. Anandkumar Rengaswamy	6	Yes	6	NONE
Sri. T.Jayaraman	6	Yes	3	NONE
Sri. T.Raghuraman	6	Yes	3	NONE
Non-Executive Independent Directors				
Sri. S.Venkataramani	6	Yes	5	NONE
Sri. S.Srivatsan	4	Yes	NONE	NONE
Sri. Premal H.Udani	4	Yes	11	4