

36th Annual Report 2014 - 2015

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
Smt. T. Kamala
Sri. S. Venkataramani
Sri. S. Srivatsan
Sri. Premal H Udani

REGISTERED & ADMINISTRATIVE OFFICE

11, Cathedral Road
Chennai - 600 086
Phone : + 91 44 28115910 / 12 / 18
Fax : + 91 44 28111513
Mail : msl@vsnl.com
Web : www.maris.co.in
CIN : L93090TN1979PLC032618

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

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

INTERNAL : M/s. S.N.S. Associates
CHARTERED ACCOUNTANTS
25, 11th Cross Street, Adyar,
Chennai – 600 020.

COMPANY SECRETARY

Sri. K.V.S. Raghavan

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 :

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



NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MARIS SPINNERS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 18, 2015 AT 9.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT HOTEL MARIS, I FLOOR, NO. 11, CATHEDRAL ROAD, CHENNAI - 600 086, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolutions;
"RESOLVED that the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted".
2. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolutions;
To declare dividend for the year 2014-15
3. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolutions;
"RESOLVED that Sri. T. Jayaraman (holding DIN:01402853), 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 resolutions as an Ordinary Resolutions;
"RESOLVED that Sri. S. Srivatsan (holding DIN:02405108), 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 resolutions as an Ordinary Resolutions;
"RESOLVED that M/s N.C. S. Raghavan & Co., Chartered Accountants, Bangalore, (Reg.No. 007335S), the retiring auditors, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification(s) the following a Special Resolution:
Smt. T. Kamala (DIN. 07145031) be and is hereby appointed as a Director subject to retiring by rotation.
7. To consider and if thought fit, to pass with or without modification(s) the following a Special Resolution:
RESOLVED that pursuant to Section 180(1)(c) of the Companies Act 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, for borrowing money for the purposes of the Company, from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the company's bankers

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in the ordinary course of business) will or may exceed the aggregate of the paid-up capital and its free reserves, provided however, that the aggregate of the amounts so borrowed and to be borrowed and outstanding at any time (apart from temporary loans obtained from the Company 's bankers in ordinary course of business) shall not exceed Rs. 500 Crores (Rupees five hundred crores only)

8. To consider and if thought fit, to pass with or without modification(s) the following a Special Resolution

'RESOLVED THAT, Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made there under (Including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions to any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to continue the contract entered into with M/s Maris Hotels and Theatres Private Limited (a subsidiary of the Company) for sale of power of the Company on the following terms and conditions;

- a. Sale Price: The price for sale of the products of the Company shall be negotiated and agreed to by both parties based on estimated total cost and risk and return considering prevalent market conditions.
- b. Payment Schedule : Within 30 days from the date of invoice of the Company.
- c. Nature, material terms and particulars of the arrangement: The Contract is for sale of the products of the Company.
- d. Duration of the Contract: The contract may be terminated by either party with prior notice to the other party.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution"

9. To consider and if thought fit, to pass with or without modification(s) the following a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) enactment thereof, for the time being in force) rules and regulations made there under, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, consents, permissions and /or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

10. To consider and if thought fit, to pass with or without modification(s) the following a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sec.196,197,203 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") and the rules made there under (Including statutory modification(s) of re-enactment thereof for the time being in force) read with Schedule V to the Act and Articles of Association of the Company be and is hereby accorded for the re-appointment of Mr.Anandkumar Rengaswamy (DIN: 00075375) as the Managing Director of the Company for a period

of three years effective from 1st July 2015 on the terms and conditions, including remuneration, as are set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of absence or in-adequacy of profits in any financial year during his tenure as Managing Director, Mr. Anandkumar Rengaswamy is paid the aforesaid remuneration as minimum remuneration for that year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable.

11. To consider and if thought fit, to pass with or without modification(s) the following a Special Resolution:

RESOLVED THAT the consent of the Company be and is hereby granted, in accordance with Section 180(1) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors to mortgage and / or charge, hypothecate, pledge, create lien and other encumbrances to procure such secured loans in addition to the mortgages and/or charges created /to be created by the Company including for any existing or future borrowing or for converting existing borrowing from unsecured to secured borrowings, in such form and manner and with such ranking as priority and for such time and on such terms as the Board may determine, all or any of the moveable and / or immoveable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the debt instruments issued/to be issued by the Company, from time to time, subject to the limits of borrowings as per Section 180(1) (c) of the Companies Act, 2013, together with interest and other charges including any increase as a result of devaluation/revaluation/ fluctuation in rates of exchange and all other monies payable by the Company in terms of loan agreement(s), or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustees, in respect of the said loans/borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s)/agent(s)/trustee(s).

12. To consider and if thought fit, to pass with or without modification(s) the following a Special Resolution:

"RESOLVED THAT, pursuant to Section 148(3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014, M/s A.Gopala Iyengar, Cost Accountants (Registration No. 4915) be and are hereby appointed as the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company pertaining to manufacture of(product/services) for financial year commencing on 1st April 2015 and ending on 31st March 2016, to hold office from conclusion of this meeting until conclusion of next Annual General Meeting.

By Order of the Board

ANANDKUMAR RENGASWAMY
Managing Director

Place: Chennai
Date : 30.05.2015

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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 **12.09.2015 to 18.09.2015** (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.
5. As part of green initiative, members are requested to update your e-mail address to " investor@maris.co.in" in order to send information and Annual Report to the registered e-mail ID's.
6. The Company has declared Dividend for the financial years as below:

| S.No. | Financial Year | Dividend Amount in Rs. | Unclaimed Amount in Rs. | Date of payment of dividend | Due date for into IEPF |
|-------|----------------|------------------------|-------------------------|-----------------------------|------------------------|
| 1 | 2010-11 | 80,17,060.00 | 2,42,748.00 | 21.10.2011 | 20.10.2018 |
| 2 | 2012-13 | 80,17,060.00 | 3,47,272.00 | 07.10.2013 | 06.10.2020 |
| 3 | 2013-14 | 80,17,060.00 | 3,28,133.00 | 01.10.2014 | 30.09.2021 |

The Shareholders are requested to claim the unclaimed amounts. The un-claimed amounts has not been transferred to Investor Education and Protection Fund under Section 205 A of the Companies Act, since seven years have not been completed.

7. Voting through Electronic means

Pursuant to the provisions of Sec 108 of the a Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21, of the Companies (Management and Administration) Rules, 2014 and the provisions of clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company shall provide members, the facility to exercise their vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting services provided by Central Depository Services Limited (CDSL).

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- i. The voting period begins on 15th September 2015 at 9.00 AM and ends on 17th September 2015 at 5 PM, during this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, 11th September 2015 may cast vote electronically. The E-Voting module disabled by CDSL for voting thereafter. The E-Voting system will be available at all time except between 00.00 hrs to 01.00 hrs (IST).
- ii. Institutional shareholders (i.e. other than Individual, HUF, NRI, etc.) are required to register themselves as Corporates by logging on to <http://www.evotingindia.co.in>. A scanned copy of the Registration Form duly signed and seal affixed should be e-mailed to helpdesk.evoting@cdslindia.com. The login details will be sent by CDSL by reply mail. After receiving the login details they have to create a compliance



user who would be able link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they can cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- iii. The following are the instructions for participating in the e-voting on the resolutions contained in the notice of the Annual General Meeting. These apply to all the Members of the Company and who receive the notice either by e-mail or physical copy.
- Log on to the e-voting website www.evotingindia.com during the voting period.
 - Click in "Shareholders" tab to cast your votes
 - Select the "COMPANY NAME" from the drop down Menu and click on "SUBMIT"
 - Enter User ID as shown below

| | |
|--|--|
| Members holding shares in demat form with CDSL | Sixteen digits beneficiary ID |
| Members holding shares in demat form with NSDL | Eight Character DP ID followed eight digit Client ID |
| Members holding shares in Physical form | Folio No. |

- Enter the image verification as displayed and click on "Login"
- Enter the Password:

Members holding shares in Demat form and who have already exercised e-voting on an earlier occasion through www.evotingindia.com in respect of their holding in any other Company shall use their existing password. If the password has been forgotten they will have to enter the User ID and Image Verification Code and then click on "Forgot Password" to enter the details as prompted by the system for retrieving the password. Password entry for members who are holding shares in demat form and are exercising e-voting for the first time and for Members holding shares in Physical form shall be as below:

| | |
|-----------------------|---|
| PAN | 10 digit PAN issued by the Income Tax Department, if the same has been registered with the DP or as the case may be with the Company. For Members who have not registered their PAN, the first two letters of their name followed by the eight digit Serial Number printed on the address slip shall be entered in the PAN field. |
| Date of Birth ## | Date of Birth as registered with the DP or as the case may be with Company in DD/MM/YYYY format |
| Dividend Bank Details | As registered with the DP or as the case may be with the Company. If both the above details have not been registered with the DP or as the case may be with the Company, the demat account number or the Folio number is to be entered in this field. |

- * Members who have not updated their PAN with the Company / RTA / Depository Participant, are requested to use first 2 letter of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digit, enter the applicable number of "0" (Zeros) before the number of the first two characters in CAPITAL LETTERS. Eg if your name is Anand with sequence number 1 then enter AN00000001 in the PAN field (serial number mentioned in your address can be used as sequence number for this purpose).

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Please enter any one of the details in order to login. In case both the details are not recorded with the depository or the Company, please enter the member ID/Folio number in the divided bank field.

To avoid this problem of filling a default number in future, members are strongly advised to update their PAN details and dividend bank details immediately with the Depository Participants / RTA - Cameo Corporate Services Limited/Company.

- g. Click Submit for further processing. If the password entered is incorrect, system will not allow the login and you will have repeat the process under (e) above the until the proper password entered.
 - h. Members holding shares in physical form will be directed to the "Company Selection" menu.
 - i. Members holding shares in demat form and participating in e-voting through www.evotingindia.com for the first time will be required mandatorily to create their own password to proceed with the e-voting process. The new password shall be used by them for any future e-voting on CDSL platform. After completion of the new password creation, they will be directed to the Company Selection Menu.
 - j. Click on the EVSN for Maris Spinners Limited and you will be directed to the E-Voting Screen.
 - k. The description of the Resolutions as set out in the Notice of the Meeting and the voting options "YES/NO" will be displayed for each of the resolutions on this screen for voting.
 - l. Click on the "Resolutions File Link" if you wish to view the full description of the resolutions.
 - m. Select the option YES or No for each of the item as desired by you. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
 - n. After selection click on SUBMIT and a confirmation box will be displayed. If you wish to confirm and complete the vote process OK, else press CANCEL to change your vote.
 - o. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
 - p. You can also take print of the voting done by you by clicking on "Click here to print" option on the voting page.
- iv. Voting through electronic means would be on the basis of proportion of shares held by the members viz., on "one share one-vote" basis as on the "Cut off date" ie. 11st September 2015.
- v. For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or contact Phone No. 022-22723333.
- vi. Voting At AGM:
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e Voting, shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again.
- vii. Mr.N.Sridharan, Practicing Company Secretary (membership No. PCS 7469) has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner

- viii. The Scrutinizer shall immediately after the conclusion of the voting at the general meeting will first count the votes cast at the meeting and thereafter unlock the vote case in the remote e voting in the presence of atleast 2 witnesses not in the employment of the Company and shall make, note later than 3 days after the conclusion of the AGM, a consolidated Scrutinizer report of the votes cast in favour or against, if any, to the Chairman or a Person authorized by him in writing who shall counter sign the same and declare the result of the voting forthwith.
- ix. The result declared along with the scrutinizer report shall be placed on the Company's web site www.maris.co.in and the web site of CDSL and also forward the same to BSE where the shares are listed.
- x. Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
8. Brief resume of Directors proposed to be appointed, re-appointed, nature of their expertise etc, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges provided as per the Corporate Governance forming part of Annual Report.

9. PARTLY PAID SHARE HOLDERS WILL NOT HAVE VOTING RIGHTS

Explanatory statement pursuant to Section 102 of the Companies Act 2013.

PARTICULARS OF DIRECTORS RETIRING BY ROTATION

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange following information are furnished about the Director's proposed to be appointed/ reappointed, vide item No.3, 4 & 6 of notice dated 30.05.2015

| S.No. | PARTICULARS | DIRECTOR | DIRECTOR | DIRECTOR |
|-------|--|--------------|----------------------|---------------|
| a | Name of the Director | T. JAYARAMAN | S. SRIVATSAN | T. KAMALA |
| b | Date of Birth | 06/12/1956 | 14/12/1956 | 10/03/1936 |
| c | Date of appointment of the Board as the Director | 15/06/1995 | 14/11/2005 | 31/03/2015 |
| d | Expertise in specific function areas | Business | Chartered Accountant | |
| e | Qualification | Graduate | ACA | Matriculation |
| f | Number of equity shares held in the Company by the Director or other persons on a beneficial basis | 448525 | Nil | 152250 |
| g | List of outside Directorships held in public Companies | NONE | NONE | NONE |

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Item No.6

Smt.T. Kamala was appointed as an additional Director of the Company..

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of women Directors by a listed Company.

It is proposed to appoint Smt. T.Kamala as Director under Clause 49 of the Listing Agreement.

Smt. T.Kamala is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 164 of the Act proposing the candidature of Smt. T.Kamala for the office of Directors of the Company.

The Company has also received declaration from Smt. T.Kamala that she will meet with the criteria under Clause 49 of the Listing Agreement.

In the opinion of the board, Smt. T. Kamala fulfills the conditions for appointment as Director as specified in the Act and the Listing Agreement.

Brief resume of Smt.T.Kamala, listing nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholdings and relationships between Directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointment of Smt.T. Kamala as Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Smt. T. Kamala is interested in the resolutions set out respectively at Item No.6 of the Notice with regard to his respective appointments.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item No.6 of the Notice for approval by Shareholders.

Item No. 7

The Company propose to borrow money upto Rs. 500 crores for its business from time to time, as permitted by Companies Act 2013 and any other applicable laws. As per the Companies Act, 2013, shareholders approval by way of special resolution is required to authorise the Board of Directors to borrow the money. Hence, the resolution is recommended for the approval of the shareholders as special resolution.

None of the directors of the Company are interested in the resolution.

Item No. 8

The Company has entered into a contract with M/s Maris Hotels & Theatres Private Limited for purchase of Power from M/s Maris Hotels & Theatres Private Limited, which the Company wishes to continue. M/s Maris Hotels & Theatres Private Limited is a "related party" within the meaning of Section 2(76) of the Companies Act, 2013 and this the transaction required the approval of members by a Special Resolution under Section 188 of the Companies Act, 2013 and clause 49 of the Listing Agreement with the stock exchanges.