



F : +91 44 2811 15 13  
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W : www.maris.co.in  
CIN : L93090TN1979PLC032618

# MARIS SPINNERS LIMITED

11, Cathedral Road,  
Chennai - 600 086.

## 42<sup>nd</sup> Annual General Meeting of Maris Spinners Limited

### Information at a Glance:

S.No.	Particulars	Details
1	Day, Date and time of AGM	Friday, September 17, 2021 at 10.15 AM.
2	Mode	Video Conferencing (VC) / Other Audio Visual Means (OAVM)
3	Link for participating AGM through VC/OAVM(CDSL)	<a href="https://www.evotingindia.com">https://www.evotingindia.com</a>
4	Link for e-voting website(CDSL)	<a href="https://www.evotingindia.com">https://www.evotingindia.com</a>
5	Helpline number for VC participation and e-voting(CDSL)	022-23058738 022-23058542 022-23058543
6	E mail IDs for any assistance or support for VC participation and e-voting	helpdesk.evoting@cdslindia.com
7	Cut off date for e-voting	Friday, September 10, 2021
8	E-Voting start time and date	9.00 AM on Tuesday, 14 <sup>th</sup> September 2021
9	E-Voting end time and date	5.00 PM on Thursday, 16 <sup>th</sup> September 2021
10	Link for Members to temporarily update e-mail ID's	<a href="mailto:companysecretary@maris.co.in">companysecretary@maris.co.in</a>
11	Registrar and Share Transfer Agent(RTA) Contact details	Mr. Murali (Unit: Maris Spinners Limited) Cameo Corporate Services Limited Subramanian Building No.1, Club House Road, Chennai - 600 002

N. Sridharan



Mills Unit I : Kattemalavadi Village, Hunsur Taluk, Mysore District - 571 134.

Telephone : 08222-252153 Fax : 08222 - 252180

Unit II : Kulithalai Road, Manapparai, Trichy District - 621 306.



**MARIS SPINNERS LIMITED**

Since 1979

**42nd Annual Report  
2020-2021**



# MARIS SPINNERS LIMITED

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## MANAGING DIRECTOR

Sri. Anandkumar Rengaswamy

## DIRECTORS

Sri. T. Jayaraman  
Sri. T. Raghuraman  
Smt. Ananthakumar Dhamayanthi  
Sri. A. Harigovind  
Sri. Parag H Udani  
Sri. S. Kalyanaraman  
Sri. S. Swaminathan  
Sri. Adithya Raghuraman

## REGISTERED & ADMINISTRATIVE OFFICE

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

## MILLS

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

**UNIT II** : Sevalur Village  
Kulithalai Road, 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.

## STATUTORY

**AUDITOR** : Mr. Vijayakumar Janadri  
Chartered Accountant  
Dollar Heights Apartment,  
No. 45/8, G-8, 12th Main Road,  
Muthyalanagar,  
Bangalore – 560 054

## INTERNAL

**AUDITORS** : M/s. S.N.S. Associates  
Chartered Accountants  
25, 11th Cross Street,  
Indira Nagar, Adyar,  
Chennai – 600 020.

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

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

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

## COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. N SRIDHARAN

## SHARES LISTED AT :

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



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## NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 42nd ANNUAL GENERAL MEETING OF THE MEMBERS OF MARIS SPINNERS LIMITED WILL BE HELD ON FRIDAY, 17TH SEPTEMBER 2021 AT 10.15 A.M. THROUGH VIDEO AND OTHER AUDIO VISUAL MEANS 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 Resolution;

"**RESOLVED** that the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon as circulated to the Members, be and are hereby approved and adopted".

2. To recommend dividend of 10% for the financial year 2020-21.
3. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolution;

"**RESOLVED** that Mr. Hari Govind (DIN 06428975), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following as 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 2021 and ending on 31st March 2022 to hold office from conclusion of this meeting until conclusion of next Annual General Meeting.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

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

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, (the "ACT") or any other statutory modifications or re-enactment thereof and subject to the approval of the members of the Company the consent of the Board is hereby given for the reappointment of Mr. Anandkumar Rengaswamy as Managing Director of the Company for a period of three years with effect from 1st July 2021 to 30th June 2024 on the following terms and conditions.

# MARIS SPINNERS LIMITED

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Salary in the scale of Rs. 325000 - Rs. 375,000 - Rs. 475000 per month which includes the Perquisites and benefits viz. Provident Fund & Superannuation Fund, Leave Encashment as per the Rules of the Company, Gratuity as per the Gratuity Trust of the Company, use of Car and Telephone

RESOLVED FURTHER that in the absence of inadequacy 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 the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, (including powers conferred by this resolution) are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration subject to the same shall not exceed the limit in accordance with the Companies Act, 2013.

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.

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

RESOLVED THAT Mr. Adithya Raghuraman (DIN: 08172745) who was appointed as an additional director of the Company by the Board of Directors in their meeting held on 9-6-2021 under Section 161 of the Companies Act 2013 (including any statutory modifications thereof) and applicable provisions of the Articles of Association of the Company who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 and Sections 196, 197 and 203 read with Schedule V and Articles of Association of the Company amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) thereof for the time being in force) the approval of the Company be and are hereby accorded to approve terms of appointment of Mr. Adithya Raghuraman (DIN : 08172745) as a wholtime director of the Company for a period of three years with effect from 30-8-2021 to 29-8-2024 as recommended / approved by the Nomination and Remuneration Committee and Board of Directors in its meeting held on 30-6-2021 on the terms and conditions including remuneration as set out to this notice convening this meeting with liberty to the Board of directors to vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be accepted to Shri Adithya Raghuraman subject to the same not exceeding the limit specified under Schedule V to the Companies Act 2013 or any other statutory modifications or re-enactment thereof.

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

7. To consider and if thought fit, to pass with or without modification(s) the following as Special Resolution Resolved that pursuant to the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 and Sections 196, 197 and 203 read with Schedule V and Articles of Association of the Company amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) thereof for the time being in force) the approval of the Company be and are hereby accorded to approve terms of the Re-appointment of Mr. T Raghuraman (DIN No 1722570) as Wholetime Director of the Company for a period of three years from 30-8-2021, on the remuneration of Rs. 1,00,000/- per month and perquisites and benefits as Companies Rules which are within the limits prescribed by Schedule V of the Companies Act 2013 and as recommended by the Nomination and Remuneration Committee be and is hereby approved.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year the Company shall pay to Mr. T Raghuraman, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and Schedule V of the Companies Act, 2013.

By Order of the Board

**N SRIDHARAN**

Company Secretary and  
Compliance Officer  
FCS : 1646

Place: Chennai  
Date : 30.06.2021

# MARIS SPINNERS LIMITED

## NOTES :

1. The relative explanatory statement, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
2. In view of the continuing lockdown restrictions on the movement of people at several places in the country due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG Format) of the relevant Board Resolution / Authority letter etc., authorizing its representatives to attend the AGM, by e mail to [companysecretary@maris.co.in](mailto:companysecretary@maris.co.in).
5. The Register of Members and share transfer books of the Company shall remain closed from 11-9-2021 to 17-9-2021 both the days inclusive for the purpose of Annual General Meeting.
6. 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.
7. As part of green initiative, members are requested to update their e-mail address at "[investor@maris.co.in](mailto:investor@maris.co.in)" in order to send information and Annual Report to the registered e-mail ID's.
8. 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 transferring into IEPF
1	2013-14	80,17,060.00	2,69,583.00	01.10.2014	30.09.2021
2	2014-15	80,29,860.00	2,57,593.00	05.10.2015	04.10.2022
3	2015-16	80,34,860.00	2,71,671.00	07.10.2016	06.10.2023
4	2016-17	80,40,410.00	3,14,795.00	11.10.2017	10.10.2024
5	2017-18	80,40,410.00	2,48,412.00	20.09.2018	20.09.2025
6	2018-19	80,40,410.00	1,41,916.00	14.10.2019	14.10.2026

The Shareholders are requested to claim the unclaimed amounts. The un-claimed amounts for the year 2012 has been transferred to Investor Education and Protection Fund under Section 124 of the Companies Act 2013, since seven years have been completed.

### **e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.maris.co.in](http://www.maris.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).



# MARIS SPINNERS LIMITED

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7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

## **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on 14TH September 2021 at 9.00 AM and ends on 16th September 2021 at 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 (record date) of 10th September 2021 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>