

STERLING SPINNERS LTD.



TWELVETH ANNUAL REPORT 2005 - 2006

Sterling Spinners Ltd.,**BOARD OF DIRECTORS**

1. **Mr. K.S. VENUGOPALA**
2. **Mr. K. ALAGIRISWAMI**
2. **Mr. R. VIJAYKUMAR**

Chairman-Cum-Managing Director
Director
Director

AUDITORS

S. DHANYAKUMAR & CO.,
3, South Boag Road, Thyagaraya Nagar,
Chennai - 600 017.

BANKERS

PUNJAB NATIONAL BANK,
Sowcarpet Branch,
109, Nainiappan Naicken St.,
Sowcarpet, Chennai - 600 003.

REGISTERED OFFICE

New No. 4, (Old No. 377/2), S.N. Street,
Tollgate,
Chennai - 600 081.

SPINNING MILL

Pa Pudupatti (P.O.),
Vedasandur Taluk,
Dindigul - 624 005.

Contents	Page No.
Notice to Shareholders	3
Director's Report	4
Annexure to the Director's Report	7
Auditor's Report	12
Balance Sheet	17
Profit and Loss Account	18
Schedules to Account	19
Cash Flow Statement	29

TWELVETH ANNUAL REPORT
&
STATEMENT OF ACCOUNTS
FOR THE YEAR ENDED
31st March, 2006

12th Annual Report 2005-2006

NOTICE TO THE SHARE HOLDERS

NOTICE is hereby given that the **Twelveth Annual General Meeting** of Members of **M/s. STERLING SPINNERS LTD., CHENNAI** will be held at the Registered Office of the Company at New No. 4 (Old No. 377/2) Suryanarayana Street, Chennai-600 081 on **FRIDAY** the **29th SEPTEMBER 2006** at **10.00 A.M.** to transact the following business:

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2006 and Profit and Loss Account of the Company for the year ended 31st March, 2006 and the Report of the Auditor's and Director's thereon.

To consider and if thought fit to pass with or without modification the following resolutions as Ordinary Resolutions.

2. "RESOLVED that Sri. K.Alagirisami, Director who retires by rotation and who being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company who shall be liable to retire by way of rotation".

3. "RESOLVED that M/s.S.Dhanyakumar & Co., Chartered Accountants, Chennai retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the Thirteenth Annual General Meeting of the Company on a remuneration of Rs.20,000/- (Rupees Twenty thousand only)".

"BY ORDER OF THE BOARD"

For **STERLING SPINNERS LTD**
(K.S.VENUGOPALA)
CHAIRMAN-CUM-
MANAGING DIRECTOR

Place : Chennai

Date : 19.06.2006

NOTES:

A.1. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. The proxy form must be lodged at the Registered Office of the Company at least 48 hours before the time of the Meeting.

3. The Register of Members and Share Transfer Books will remain closed from **Saturday the 24th September, 2006 to Friday the 29th September, 2006.** (both days inclusive).

4. Nomination facility is available to every shareholder under Section 109 A of the Companies Act, 1956.

B.1. Members are requested to notify immediately any change in their address, to our Registered Office of the Company New No. 4, (Old No.377/2) Suryanarayana Street, Tollgate, Chennai-600 081.

2. Shareholders seeking any information with regard to accounts are requested to write to the Registered Office of the Company at an early date so as to enable the Management to keep the information ready.

3. Members/Proxies should bring the attendance slip for attending the meeting.

4. Shareholders are requested to bring the copy of the Annual Report for the meeting.

Sterling Spinners Ltd.,

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twelveth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2006.

1. OPERATING RESULTS:

	Current Year	Previous Year
	(Rs. in lakhs)	
Net Sales / Income from Operations	370.21	686.95
Other Income	20.30	11.31
	<u>390.51</u>	<u>698.26</u>
Total Expenditure	382.15	764.54
Interest	301.17	354.72
Gross Profit/(Loss) after Interest but before Depreciation and Taxation	(292.81)	(421.00)
Depreciation	75.66	75.53
Net Profit/(Loss)	(368.47)	(496.53)

Your Directors wish to inform that the Company has achieved a Turnover of Rs.370.21 lakhs in the Current Year as against Rs.686.95 Lakhs turnover of previous year. Your Directors report that the Net Loss of the Company for the year under review is decreased to Rs.368.47 lakhs from Rs.496.53 Lakhs of previous year due to increase in gross revenue and also due to decreased in interest on Term Loans and Working Capital Loan to Financial Institution and Bank etc., respectively.

2. DIVIDEND:

The Directors do not recommend any dividend for the year under review.

3. DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Sri. K.Alagiriswami, Director will retire by rotation and being eligible offers himself for re-appointment.

4. AUDITORS' OBSERVATION ON ACCOUNTS:

- In respect of qualification made by Auditors under Clause 4 (a) (i) of Auditor's Report, the Company has made a reference before BIFR on 28.05.2001 and the Company has been declared as Sick Industrial Company by the BIFR on 6.5.2003. The rehabilitation package is yet to be approved. The accounts have been prepared on a going concern basis since the Company is running the business inspite of sickness of the Company.
- In respect of qualification made by Auditors under Clause 4 (a) (ii) of Auditor's Report, due to sickness of the Company, the Company is not able to repay the principal and to pay interest to the Financial Institutions and Bank.
- In respect of qualification made by the Auditors under Clause 4 (a) (iii), the Company will take steps to obtain remaining confirmation letters for balances of Loans and Advances, Sundry Debtors and Sundry Creditors.

12th Annual Report 2005-2006

d) In respect of comments made by the Auditors under clause ix (c), (x) and (xi) of the Annexure to the Auditor's Report, no explanation has been offered since the same are self-explanatory.

5. **AUDIT COMMITTEE:** An Audit Committee of the Board of Directors has been constituted as per Section 292A of the Companies Act, 1956. The Committee comprises of Sri.R. Vijaykumar, Director, Sri. K. Alagiriswami, Director and Sri. K.S. Venugopala, Chairman-cum-Managing Director with Sri.R.Vijaykumar as its Chairman.

The role, terms of reference and the authority and powers of the Audit Committee are in conformity with the requirements of the Companies Act, 1956.

6. **SHAREHOLDERS / INVESTORS' GRIEVANCES COMMITTEE :** The Shareholders / Investors' Grievances Committee was constituted with Mr. K. Alagirisamy as Chairman, Mr. R. Vijaykumar as Member and Mr. K.S. Venugopala as Member and Compliance Officer.

The Scope of the Committee is to look into the Shareholders/Investors' Complaints / Grievances relating to transfer of shares, non-receipt of Balance Sheet and issue of Duplicate Share Certificates. In addition, the Board shall also from time to time to provide requisite guidelines / scope of work for the Grievance Committee and the Committee will discharge such other functions as are required under the provisions of the Listing Agreement and Companies Act, 1956.

The Committee met twice during the year under review - on 28th July, 2005 and 30th January, 2006 to review the status of complaints from the Shareholders / investors and the redressal measures taken by the Company.

The following table shows the nature of complaints received from the Shareholders during the year 2005-2006.

<u>Nature of Complaints</u>	<u>No. of Complaints</u>
Non-receipt of shares sent for transfer/transmission	-
Non-receipt of Balance Sheet	-
Others	-
Total	Nil

The above shows that complaints received were 'Nil' and Pending Complaints were 'Nil'

Both the above meetings were attended by all the members of the Grievance Committee.

7. **MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE:** A report on Management Discussion and Analysis and a Status report on the compliance of Corporate Governance are annexed and form part of the Annual Report.

8. **DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 217 (2AA) of the Companies Act, 1956, Your Directors declare:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) that they 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 at the end of the financial year and of the profit or loss of the Company for that period;
- iii) that they have taken proper and sufficient care 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
- iv) that they have prepared the annual accounts on a 'going concern' basis.

Sterling Spinners Ltd.,

9. AUDITORS:

M/s. S. Dhanyakumar & Co., Chartered Accountants will retire as Auditors at the ensuing Annual General Meeting and are eligible for re-appointment.

10. PARTICULARS OF EMPLOYEES :

In terms of the requirement of Section, 217 (2A) of the Companies Act , 1956, No employee was in receipt of remuneration of Rs, 24,00,000/- per annum during the year ended 31st March 2006.

11. INFORMATION AS PER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956:

Particulars required under Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988:

A. CONSERVATION OF ENERGY:

	2005-2006	2004-2005
1) POWER AND FUEL CONSUMPTION		
(i) ELECTRICITY PURCHASED		
Units	54.18 Lakhs	55.95 Lakhs
Total Amount	Rs. 221.96 Lakhs	Rs. 223.45 Lakhs
Rate/Unit	Rs. 4.10	Rs. 3.99
(ii) OWN GENERATION THROUGH DIESEL GENERATION:		
Units	0.75 Lakhs	0.61 Lakhs
Total Amount	Rs. 8.33 Lakhs	Rs. 6.96 Lakhs
Rate/Unit	Rs. 11.10	Rs. 11.42
2) a) Consumption per Kg. of Production	3.12 Per Unit	4.06 per Unit
b) Cost of Consumption per Kg. of Production	Rs. 13.09	Rs. 16.54

B. TECHNOLOGY ABSORPTION:

The Company has taken steps in carrying out Research & Development Activities in the areas of:

- Grading of Cotton for specific count and quality of yarn.
- Evaluation and maintenance of quality of Yarn at various stages of processing and optimising the process parameters to achieve the best quality of yarn to cope with the International Standards.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, there is neither Foreign Exchange Earnings nor out go.

12. ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude to the Central and State Governments, M/s. State Industries Promotion Corporation of Tamilnadu Limited, M/s. Tamil Nadu Industrial Investment Corporation Limited, M/s. Punjab National Bank, M/s. Textool Company Limited, Suppliers, Dealers and the Share holders for their continued co-operation and support.

On behalf of the Board of Directors
For STERLING SPINNERS LTD.,

K.S. VENUGOPALA
Chairman-cum-Managing Director

Place : Chennai

Date : 19.06.2006

12th Annual Report 2005-2006

ANNEXURE TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Company has become a Sick Industrial Company within the meaning of (Clause 'O') of Sub-Section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985. The Company has made a reference before BIFR on 28.05.2001 and the Company has been declared as Sick Industrial Company by the BIFR on 6.5.2003.

OUTLOOK:

The Company has submitted rehabilitation proposal to operating Agency M/s. Punjab National Bank for consideration. The management is hopeful of getting approval of Rehabilitation proposal from the BIFR with the help of Financial Institutions, M/s. SIPCOT, M/s. TIIC, under OTS Scheme.

Risk and Concerns:

Fluctuations in the raw material prices will directly affect the cost of production.

Internal Control Systems:

The Company has constituted an Audit Committee, which looks into the aspects of internal control systems and ensures that all is well with the systems in vogue.

Financial and Operational Performance:

The financial statements have been prepared in accordance with the requirements of the Companies Act, 1956 and applicable Accounting Standards issued by the Institute of Chartered Accountants of India. The Management accepts the integrity and objectivity of these financial statements as well as various estimates and judgments as used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect a true and fair manner, the form of transactions and reasonably present the Company's state of affairs and loss for the year.

The Company has achieved a gross Turnover of Rs.370.21 lakhs in the Current year as against Rs.686.95 lakhs of turnover of previous year.

Human Resources and Industrial Relations:

The Industrial relations, by and large were cordial and the Management believes that its people are going to be main strength of its organisation in future.

REPORT ON CORPORATE GOVERNANCE

Company Philosophy on code of Governance:

Company firmly believes in and it has consistently practiced good corporate governance for conduct of its business and permitting its obligations towards all its shareholders.

I. BOARD OF DIRECTORS:

The Company has a Chairman-cum-Managing Director with two other independent Directors.

The number of independent Directors is more than fifty percent of the total number of Directors. The number of Non-Executive Directors is more than 50% of the total number of Directors.

None of the Directors on the board is a member on more than Ten Companies and Chairman of more than 5 committees, across all the companies in which he is a Director. The necessary disclosures regarding committee position have been made by the Directors.

Sterling Spinners Ltd.,

II) BOARD MEETING:

The Board of Directors formulate the business and operational policies and decide on strategic issues concerning the Company. The Board of Directors generally meets as and when situation so demand to review the business performance.

During the year under review 10 meetings of the Board of Directors were held.

2005		2006
16.05.2005	30.08.2005	31.01.2006
24.06.2005	30.09.2005	06.03.2006
28.07.2005	28.10.2005	
24.08.2005	15.11.2005	

The details of attendance at Board Meetings and details of other directorship committee chairmanship/ membership held by the Directors during the period from April 2005 to March 31, 2006 are as follows :

Name of the Director	Board Meetings Attended	Directorships (other than Sterling Spinners Ltd.)	Committees in which / Chairman / member (other than M/s. Sterling Spinners Ltd.)	
			Chairman	Member
Sri. K.S. Venugopala	10	1	-	1
Sri. K. Alagiriswami	10	-	-	-
Sri. R. Vijaykumar	10	-	-	-

All the Directors of the company attended the 11th Annual General Meeting held on 29.09.2005.

III. AUDIT COMMITTEE:

Composition of the Audit Committee is as follows:

Name of the Directors:

Sri. R. Vijaykumar	: Chairman
Sri. K.S. Venugopala	: Director
Sri. K. Alagiriswami	: Director

The Audit Committee reviews the financial accounts / Policies, adequacy of Internal Control Systems and interacts with the Statutory Auditor and Internal Auditors. The Directors and other functional heads are invited to all the committee meetings. Besides, the committee reviews the audit plans, audited and un-audited financial results, observations of the internal and external auditors and follow up with the management.

During the year the committee met 5 times on 11th May 05, 14th June 05, 14th July 05, 16th Oct 05 and 28th Jan 06. All the members attended all the committee meetings.

IV. REMUNERATION OF DIRECTORS:

The Chairman-cum-Managing Director of the company has been appointed on contractual terms, based on the approval of the shareholders. The remuneration package comprises of salary. The quantum of Commission payable to him will be subject to a ceiling of 1% of the Net Profit for each financial year. In the absence of Profits, the company has paid minimum remuneration to Chairman-cum-Managing Director upto August 2005. The remuneration is within the limits prescribed under Schedule XIII to the Companies Act, 1956. The Company has applied for Central Government approved for payment of remuneration to Chairman-cum-Managing Director w.e.f. 1.9.2005 and awaits for its approval.

V) COMMITTEE OF BOARD OF DIRECTORS:

Composition of the share transfer committee for approval of share transfers are as follows:

Name of the directors:

Sri. R. Vijaykumar	: Chairman
Sri. K.S. Venugopala	: Director
Sri. K. Alagiriswami	: Director

12th Annual Report 2005-2006

The share transfer committee formed under Clause 49 of the Listing Agreement approves and monitors transfers and transmission of shares of the Company. The committee also reviews the compliance with various statutory and regularity requirements.

During 2005 – 2006 the committee met 4 times on 21st July 2005, 24th November 2005 and 27th January, 2006 24th February, 2006. All the members attended all the committee meetings.

VI) GENERAL BODY MEETINGS:

Time and location of Last three Annual General Meetings

Year	Date	Time	Location
2005	29.09.2005	10.45 A.M.	New No. 4, (Old No. 377/2) Suryanarayana Street, Tollgate, Chennai-600 081.
2004	29.09.2004	10.15 A.M.	New No. 4, (Old No. 377/2) Suryanarayana Street, Tollgate, Chennai-600 081.
2003	18.08.2003	10.15 A.M.	New No. 4, (Old No. 377/2) Suryanarayana Street, Tollgate, Chennai-600 081.

No Special Resolutions was put through postal ballot last year.

VII) DISCLOSURES:

There are no materially significant transactions with related parties i.e., Promoters, Directors or the management and companies under the same management conflicting with the Company's interest.

VIII) MEANS OF COMMUNICATION:

Quarterly un-audited results of the Company were published in accordance with Stock Exchange Listing Agreement in "Trinity Mirror" (English) and "Makkal Kural" (Tamil) Annual audited results of the company were published in "Trinity Mirror" (English) and "Makkal Kural" (Tamil).

IX) GENERAL SHAREHOLDER'S INFORMATION WITH REGARD TO NEXT ANNUAL GENERAL MEETING:

Date	Time	Location
28.09.2006	10.00 A.M.	New No. 4, S.N. Street, Tollgate, Chennai-600 081.

X) UNIT LOCATION: : Pa Pudupatti, (P.O.)
Vedasandur Taluk,
Dindigul-624 005.

XI) Address for Investor Correspondence: : New No. 4, (Old No. 377/2) S.N. Street,
Tollgate, Chennai-600 081.

Financial Calender: 2006 - 2007

Financial Reporting:

For the quarter ending June 30, 2006	:	July, 2006	}	
For the quarter ending September 30, 2006	:	October, 2006	}	
For the quarter ending December 31, 2006	:	January, 2007	}	Tentative
For the quarter ending March 31, 2007	:	May / June 2007	}	
Annual General Meeting for 2006 – 2007	:	September, 2007	}	