



THAMBBI MODERN SPINNING MILLS LIMITED

42nd ANNUAL REPORT 2019 - 2020



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CORPORATE INFORMATION

BOARD OF DIRECTORS:	MR. R. JAGADEESAN - MANAGING DIRECTOR MS. MALATHIJAGADEESAN - DIRECTOR MR. M. PUGAZHENDHI - INDEPENDENT DIRECTOR MR. ASHOK P. SHAH - INDEPENDENT DIRECTOR
CHIEF FINANCIAL OFFICER	MR. P. RAJASEKARAN
COMPANY SECRETARY	MS. M. HARSHINI
AUDITORS:	M/S. R.SUNDARARAMAN & CO, CHARTERED ACCOUNTANTS CHENNAI 600 083
BANKERS:	IDBI BANK LIMITED. AMMAPET, SALEM 636 003 HDFC LIMITED., RAMAKRISHNA ROAD, SALEM-636 007
REGISTERED OFFICE	OMALUR ROAD, JAGIRAMMAPALAYAM POST, SALEM 636 302
CORPORATE IDENTIFICATION NUMBER	L17111TZ1977PLC000776
REGISTRAR & TRANSFER AGENTS:	CAMEO CORPORATE SERVICES LIMITED SUBRAMANIAN BUILDING, V FLOOR, NO.1, CLUB HOUSE ROAD, CHENNAI 600 002



COMMITTEE INFORMATION

AUDIT COMMITTEE:

MR. M. PUGAZENDHI, CHAIRMAN
MR.ASHOK P SHAH
MS.MALATHI JAGADEESAN

NOMINATION AND REMUNERATION COMMITTEE:

MR. M. PUGAZENDHI, CHAIRMAN
MR.ASHOK P SHAH
MS.MALATHI JAGADEESAN

STAKEHOLDER RELATIONSHIP COMMITTEE:

MS.MALATHI JAGADEESAN, CHAIRMAN
MR.ASHOK P SHAH
MR. M. PUGAZENDHI



THAMBBI MODERN SPINNING MILLS LIMITED

Registered Office: Omalur Road, JagirAmmapalayam, Salem-636 302

Corporate Identity Number (CIN): L17111TZ1977PLC000776

Website: www.thambbimodern.com, Email: tmsml@ymail.com

Tel: 0427-2345425

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Forty Second Annual General Meeting of the Company will be held through Video Conferencing on Friday 28th August, 2020 at 10:00 A.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt

The Audited Financial Statements of the Company for the year ended 31st March 2020 together with the notes annexed thereto and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint Ms. Malathi Jagadeesan, Non-Executive Director (DIN NO.01153985) who retires by rotation and being eligible offers herself for re-appointment be up to 31st March 2021.

SPECIAL BUSINESS

3. Reappointment of Mr. Ashok Pukhraj Shah (DIN:01137579) as Independent Director

To consider and if thought fit to pass with or without modification if any the following Resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to re-appoint Mr. Ashok P Shah (DIN:01137579), as Independent Director being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years on the Board of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



4. Reappointment of Mr. Muthu Udayar Pugazhendhi (DIN: 01137623) as Independent Director

To consider and if thought fit to pass with or without modification if any the following Resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to re-appoint Mr. Muthu Udayar Pugazhendhi (DIN: 01137623), as Independent Director being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years on the Board of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

R. Jagadeesan
Managing Director
DIN: 01153985

Malathi Jagadeesan
Director
DIN: 00153952

Place: Salem
Date: 31/07/2020



NOTES

1. In view of the outbreak of CoVID-19 pandemic, social distancing norms is being followed and the continuing restriction on movement of persons at several places in the country and pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members at the AGM venue is not required and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC/OAVM.
2. Pursuant to the aforesaid Circulars, the facility to appoint proxy by Members under Section 105 of the Act, 2013 to attend and cast vote for the Members is not available for this AGM as the physical attendance of Members has been dispensed with. However, Body Corporate are entitled to appoint authorized representatives as its Member to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
3. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more of the total number of shares of the Company as on the cutoff date as defined), 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 AGM without restriction on account of "first come first served" basis.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
5. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Ltd (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by CDSL.
6. In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.thambbimodern.com/>. The Notice can also be accessed from the websites of the Stock Exchange BSE Limited at



www.bseindia.com and also available on the website of Central Depository Services Ltd (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, 2013 read with Circulars issued by MCA and SEBI in this regard.

GENERAL

1. Notice of the AGM together with Annual Report for the F.Y.2019-2020 has been sent to all members by permitted mode electronically to those members who have registered their email address with the Company or their respective Depository. The electronic transmission of notices together with Annual Report has been completed. The Notice of AGM and Annual Report for the F.Y. 2019-2020 are available on the Company's website <http://www.thambbimodern.com/>

2. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, August 22, 2020 to Friday, August 28, 2020 (both days inclusive) for the purpose of Annual General Meeting of the Company.

3. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the meeting

4. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 19.

5. In terms of Section 152 of the Companies Act, 2013, Ms. Malathi Jagadeesan, (DIN : 00153952), Non-Executive Director retire by rotation at this Meeting and being eligible, offer herself for re-appointment and her term would be up to 31st March 2021. The Board of Directors of the Company commends her respective re-appointment. Ms. Malathi Jagadeesan aged about 66 years. She is a Science graduate having experience in the field of Textiles. She is associated with the company from 10th October 1994 as Director on the Board.

Details of the Directorship/Member of Committee including M/s Thambbi Modern Spinning Mills Limited held by Ms. Malathi Jagadeesan

Directorship	Membership/Chairmanship at Committees of M/s Thambbi Modern Spinning Mills Limited
1. Director of M/s Thambbi Modern Spinning Mills Limited	Member of Audit Committee
2. Director of M/s Sunrise Jewelleries Private Limited	Chairman of Stakeholders Relationship Committee
3. Director of M/s Jagadeesh Apartments	Member of Nomination and Remuneration Committee



Private Limited	
4. Director of Mangaiyar Benefit Fund Private Limited	

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours up to the date of the Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address, bank mandates and other details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Cameo Corporate Services Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Limited, Chennai.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be requested from the Company.
11. Non – Resident Indian Members are requested to inform Cameo, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').



14. The facility for voting through poll shall be made available at the Meeting 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 AGM through ballot paper.
15. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
16. The Board of Directors of the Company has appointed Mr. R. Tamizhvanan, Practicing Company Secretary, Chennai as Scrutinizer to scrutinize the Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
17. The Scrutinizer, after scrutinizing the votes cast at the meeting poll and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.thambbimodern.com. The results shall simultaneously be communicated to the Stock Exchanges.
18. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents and/or to the Company.

CAMEO CORPORATE SERVICES LIMITED

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