



THAMBBI MODERN SPINNING MILLS LIMITED

43rd ANNUAL REPORT 2020 - 2021



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CORPORATE INFORMATION

BOARD OF DIRECTORS: MR. R. JAGADEESAN - MANAGING DIRECTOR
MRS. MALATHI JAGADEESAN - 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

REGISTERED OFFICE OMALUR ROAD,
JAGIR AMMAPALAYAM 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
MRS. MALATHI JAGADEESAN

NOMINATION AND REMUNERATION COMMITTEE:

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

STAKEHOLDER RELATIONSHIP COMMITTEE:

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



THAMBBI MODERN SPINNING MILLS LIMITED

Registered Office: Omalur Road, Jagir Ammapalayam, 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 Third Annual General Meeting of the Company will be held through Video Conferencing on Monday, 26th July, 2021 at 11:00 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 2021 together with the notes annexed thereto and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint Mrs. 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 2022.

By order of the Board of Directors

R. Jagadeesan
Managing Director
DIN: 01153985

Malathi Jagadeesan
Director
DIN: 00153952

Place: Salem
Date: 24/06/2021



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. 20/2020 dated 5th May 2020 followed by Circular No. 02/2021 dated 13th January 2021 issued by the Ministry of Corporate Affairs (MCA) 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. 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. 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 through VC/OAVM and cast their votes through e-voting.

8. 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.2020-2021 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. 2020-2021 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 Tuesday, July 20, 2021 to Monday, July 26, 2021 (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 in Page **No. 16**.

5. In terms of Section 152 of the Companies Act, 2013, Mrs. 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 2022. The Board of Directors of the Company commends her respective re-appointment. Mrs. Malathi Jagadeesan aged about 67 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 Mrs. 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 2. Director of M/s Sunrise Jewelleries Private Limited 3. Director of M/s Jagadeesh Apartments Private Limited	Member of Audit Committee Chairman of Stakeholders Relationship Committee Member of Nomination and Remuneration Committee

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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NO.1, CLUB HOUSE ROAD,
CHENNAI 600 002
PH: 044 2846 1073
investor@cameoindia.com

THAMBBI MODERN SPINNING MILLS LIMITED

OMALUR ROAD,
JAGIR AMMAPALAYAM,
SALEM – 636302
PH: 0427 2345425
tmsml@thambbimodern.com



Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereto, the Company is pleased to provide members facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

The voting period begins on Friday, July 23, 2021 (10:00 am) and ends on Sunday, July 25, 2021 (05:00pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on July 19, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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.

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.