

THANJAVUR SPINNING MILL LIMITED



FIFTY FIFTH ANNUAL REPORT AND ACCOUNTS

2016 - 2017



SHRI. K. TIRUVENGADA MUDALIAR
Founder



SHRI P.A.C. RAMASAMY RAJA



SHRI P.R. RAMASUBRAHMANEYA RAJHA
Chairman, Ramco Group of Companies. Rajapalayam
04.07.1935 - 11.05.2017



THANJAVUR SPINNING MILL LIMITED

BOARD OF DIRECTORS

Shri P.R. RAMASUBRAHMANEYA RAJHA, B.Sc.
Chairman (Upto 11-05-2017)

Shri P.R. VENKETRAMA RAJA, B.Tech., M.B.A
Chairman (From 04-06-2017)

Shri S. KANTHIMATHINATHAN, M.Sc. (Tech)

Shri P.J. RAMKUMAR RAJHA, B.Com.

Shri P.A.S. KRISHNAMA RAJA, B.Com.

Chief Executive Officer

Shri S. Muthusamy

Chief Financial Officer

Shri G. Ramachandran

Company Secretary

Shri A. Karthiswaran

Registered Office

"Rajapalayam Mills Premises",
P.A.C. Ramasamy Raja Salai,
Rajapalayam - 626 117, Tamil Nadu.
E-mail: tsml@ramcotex.com
Phone:04563-235666
Fax:04563-236520

Web Site

www.thanjavurspinningmill.co.in

Corporate Identification Number

U17111TN1961PLC004505

Factory

Vallam One Road,
Thanjavur - 613 005, Tamil Nadu.

Bankers

Axis Bank Limited

Canara Bank

ICICI Bank Limited

Indian Bank

RBL Bank Limited

Tamilnad Mercantile Bank Limited

Auditors

M/s. N.A. JAYARAMAN & CO.,
Chartered Accountants,
9, Cedar Wood,
No. 11, 4th Main Road,
Raja Annamalaipuram,
Chennai - 600 028.

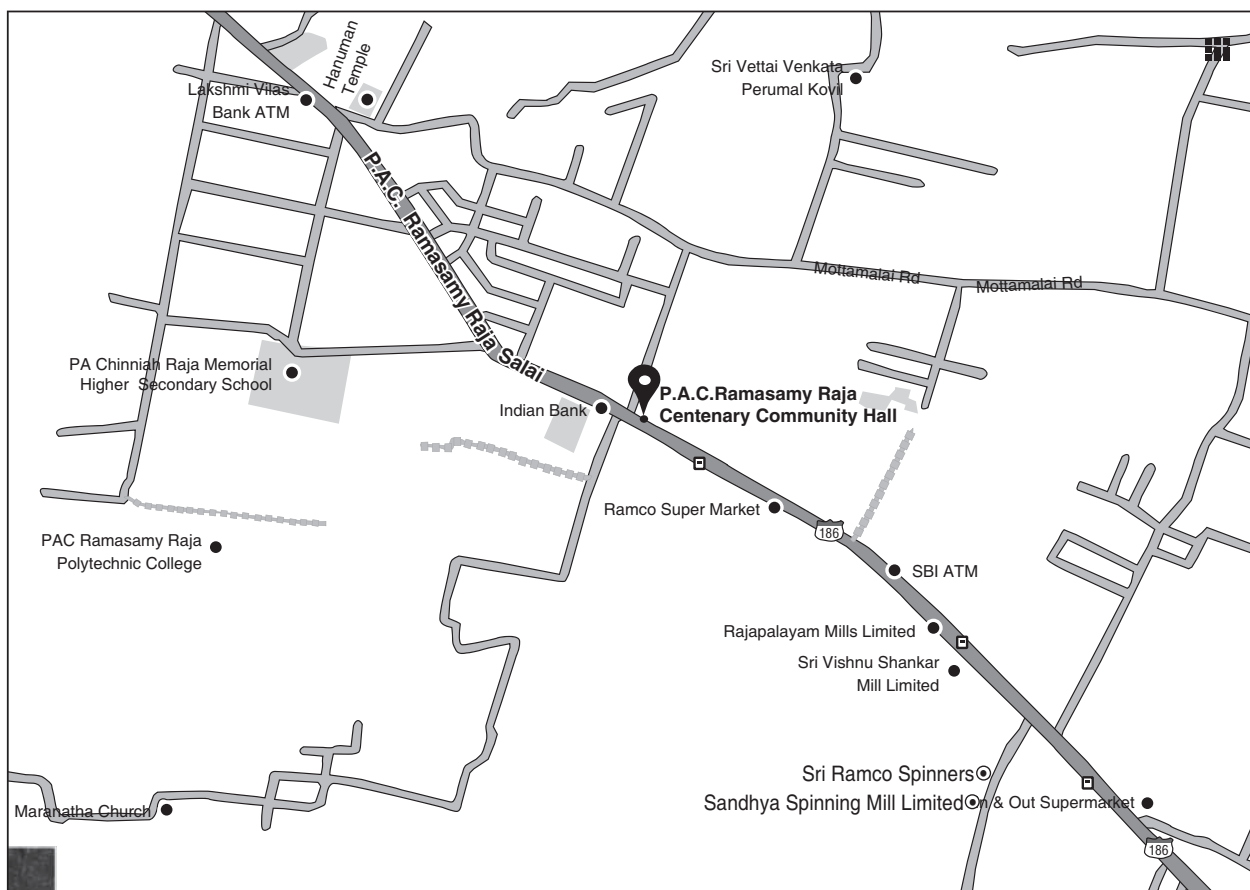
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Map Showing location of venue of 55th Annual General Meeting

**Venue Address : P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens,
P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu**



Land Mark : Near Indian Bank, P.A.C.R. Polytechnic College Branch

Distance from Rajapalayam Bus Stand : 3.5 KM; Distance from Rajapalayam Railway Station : 3.9 KM.

THANJAVUR SPINNING MILL LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the 55th Annual General Meeting of the Company will be held at 11.30 A.M on Thursday, the 10th August, 2017 at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED that the Directors’ Report and the Company’s Statement of Profit & Loss for the year ended 31st March 2017, Balance sheet as at that date and Cash Flow Statement for the year ended on that date and the Auditors’ Report thereon be and are hereby considered and adopted.”

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED that Shri S.Kanthimathinathan, (DIN: 01124581), who retires by rotation, be and is hereby re-appointed as Director of the Company.”

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED that in terms of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, holding Firm Registration No.: 001208S be and is hereby appointed as Statutory Auditors of the Company, (in the place of M/s. N.A. Jayaraman & Co., Chartered Accountants, whose tenure as auditors come to an end at the close of the 55th Annual General Meeting in terms of Section 139(2) of the Companies Act, 2013) for 5 consecutive financial years commencing from the financial year 2017-18 and to hold office from the conclusion of 55th Annual general Meeting till the conclusion of 60th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every intervening Annual General Meeting to be held after this Annual General Meeting.

RESOLVED FURTHER that Auditors shall be paid for the financial year 2017-18 a remuneration of Rs. 85,000/- (Eighty five thousand only) per year plus applicable taxes and out-of-pocket expenses.

RESOLVED FURTHER that for the financial years 2018-19 to 2021-22, the Board of Directors are authorized to fix the remuneration based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

4. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri P.R. Venketrama Raja (DIN 00331406), appointed as an Additional Director

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of the Company on 04-06-2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri P.R. Venketrama Raja, for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

RAJAPALAYAM,
04th June, 2017.

By order of the Board,
For THANJAVUR SPINNING MILL LIMITED,
P.R. VENKETRAMA RAJA
CHAIRMAN

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item of Special Business is annexed hereto.
2. **A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Attendance Slip is attached. Members, Proxies and Authorised Signatories are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
4. The cut-off date will be Friday, 4th August, 2017 for determining the eligibility to vote by remote e-Voting or in General Meeting.
5. In accordance with Section 124(6) of the Companies Act, 2013, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to IEPF. The Company has sent individual notices through Registered Post to the Shareholders, who have not claimed the final dividend for the year 2007-2008 on 26-08-2015. The statement containing the details of the Shareholders and the shares due for transfer is also uploaded on the Company's website, <http://www.thanjavurspinningmill.co.in> for information and necessary action by the Shareholders. Since the modalities for transfer of Shares to IEPF is yet to be finalised by Ministry of Corporate Affairs (MCA), the unclaimed shares will be transferred to IEPF as per the due date notified by MCA. Once the Shares are transferred to IEPF the Shareholders will be entitled to claim the shares from IEPF by making

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an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available on the website of the Company at www.thanjavurspinningmill.co.in and also on www.iepf.gov.in

6. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2016-17 are being sent to all the Members whose E-Mail IDs are registered with the Company/ Share Transfer Agent (Cameo Corporate Services Limited) / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to Members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website – www.thanjavurspinningmill.co.in for their download.
7. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-Mail address and changes therein with the Company in respect of physical Shares and with Depository Participants in respect of dematerialised Shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / Share Transfer Agent / Depository Participants.
8. A Route map with prominent Landmark for easy location of the venue of the meeting is given with this notice as per the requirement of Clause No. 1.2.4 of the Secretarial Standard - 2 on "General Meetings".
9. Voting through electronic means
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members remote e-Voting facility to exercise their right to vote at the 55th Annual General Meeting (AGM) and the business may be transacted through such voting, through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
 - B. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.
 - C. The Members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-Voting are as under:

- i) To log on to the e-Voting website www.evotingindia.com
- ii) To Click on Shareholders tab.

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- iii) Now enter your User ID as given below:
- For CDSL: 16 Digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Captcha Code as displayed and Click on Login.
- v) PASSWORD
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - If you are first time user follow the steps given below:
 - (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No. / Client ID in the PAN field.

In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is R.Murugan with folio number 1 then enter RM00000001 in the PAN Field.
 - (b) Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.

If both of the above details are not recorded with the depository or Company, please enter the user ID [mentioned in (iii) above] in the Dividend Bank details field.
- vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly
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