

THANJAVUR SPINNING MILL LIMITED



FIFTY SIXTH ANNUAL REPORT AND ACCOUNTS

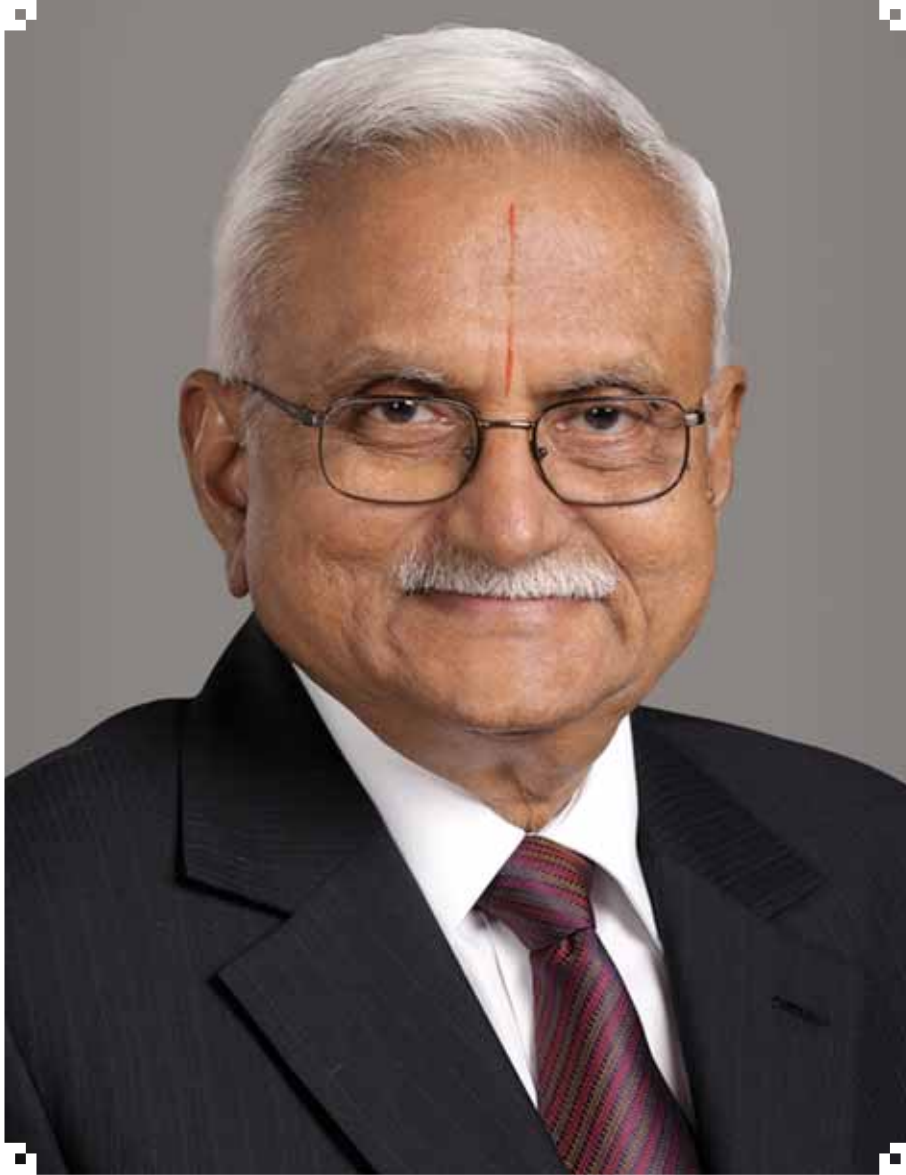
2017 - 2018



SHRI. K. TIRUVENGADA MUDALIAR
Founder



SHRI P.A.C. RAMASAMY RAJA



"Gurubakthamani"
SHRI P.R. RAMASUBRAHMANEYA RAJHA
Sridharmarakshakar - Ramco Group



THANJAVUR SPINNING MILL LIMITED

BOARD OF DIRECTORS

Shri P.R. VENKETRAMA RAJA, B.Tech., M.B.A
Chairman (Upto 15-05-2018)

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

ICICI Bank Limited

RBL Bank Limited

Tamilnad Mercantile Bank Limited

Auditors

M/s. M.S.Jagannathan &
N.Krishnaswami,
Chartered Accountants,
Unit - 5, Ground Floor,
Abirami Apartments,
No. 14, V.O.C. Road, Contonment,
Tiruchirappalli - 620 001,
Tamil Nadu.

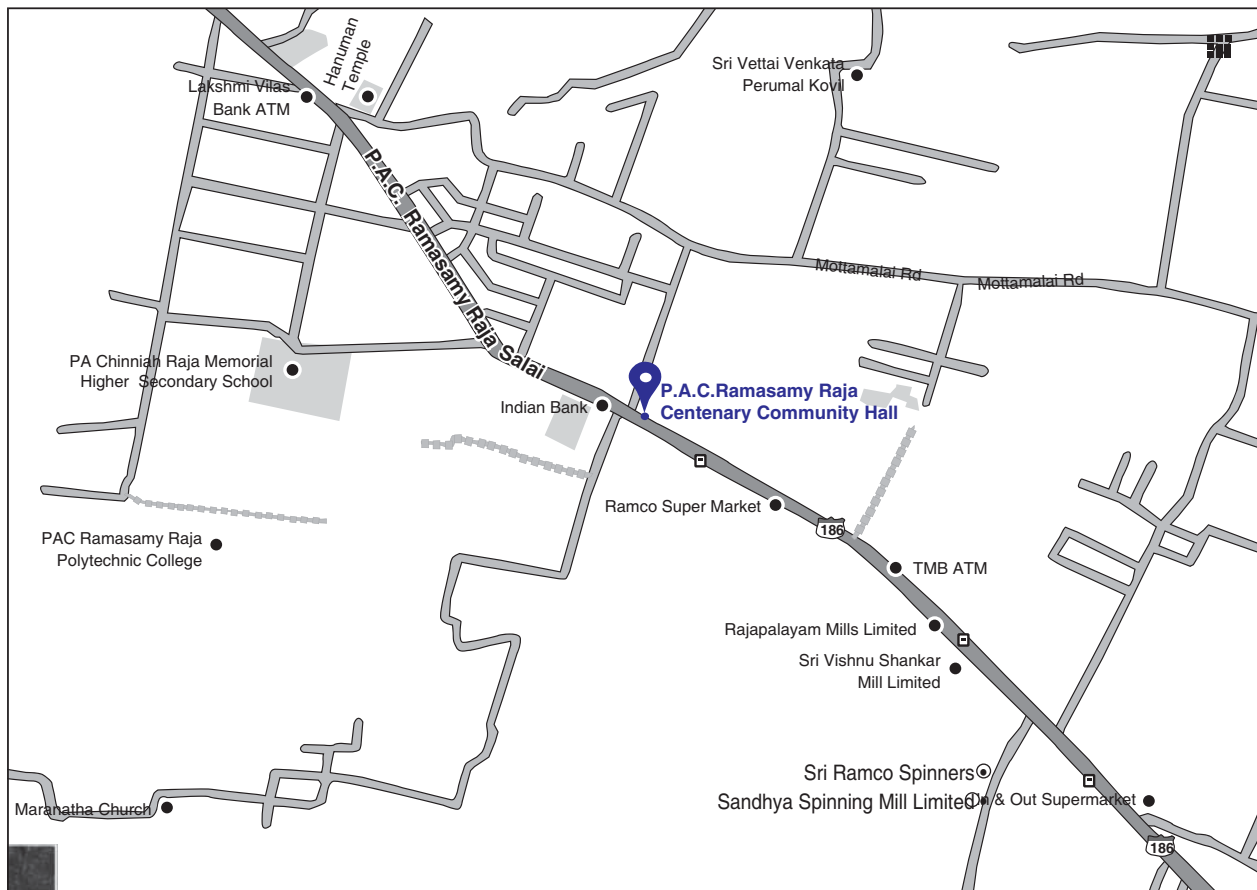
THANJAVUR SPINNING MILL LIMITED

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Map Showing location of venue of 56th 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 56th Annual General Meeting of the Company will be held at 11.30 A.M on Friday, the 10th August, 2018 at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Garden, 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 2018, 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.”

SPECIAL BUSINESS

3. To consider and pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 and rules thereunder, the Board of Directors of the Company be and is hereby authorized to give Inter Corporate Deposits / Investments upto the limit of Rs. 25.00 Crores (Twenty five crores only) by the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary from time to time to give effect to this Resolution, including delegating whole or part of their powers in this regard to any Committee of Directors, or any other Principal Officer of the Company in the manner permitted under the Act or Rules made there under”.

By Order of the Board,
For THANJAVUR SPINNING MILL LIMITED,

RAJAPALAYAM,
29th May, 2018.

S. KANTHIMATHINATHAN
Chairman of the Meeting

THANJAVUR SPINNING MILL LIMITED

NOTICE

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 3rd August, 2018 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 and IEPF Rules 2016, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 1,05,114 nos of Shares of Rs. 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 31st October, 2017 after following the prescribed procedure. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The statement containing the details of the Shareholders and the shares transferred were uploaded on the Company's website www.thanjavurspinningmill.co.in for information and necessary action by the Shareholders. In the event of the Shareholders not claiming the dividend and the shares are transferred to IEPF, the Shareholders are still entitled to claim the shares from IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.iepf.gov.in
6. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for the financial year 2017-18 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.