

**SRI NANDAA SPINNERS LIMITED**  
**(Previously known as White House Cotton**  
**Industries Limited)**

**ANNUAL REPORT**  
**2016**

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **SRI NANDAA SPINNERS LIMITED** will be held on **19<sup>th</sup> September 2016** at **3.00 PM** at , Prince Centre, II floor, 709 & 710, Anna Salai, Chennai-600006 to transact the following business.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements for the period ended 31 March 2016 and the Reports of Directors and Auditors thereon.

**“RESOLVED THAT** Pursuant to Section 129 and other applicable provisions, if any of the Companies Act 2013, the financial statements of the Company for the period ended 31 March 2016, together with the Reports of the Directors, Auditors thereon and the report of Secretarial Auditor as circulated to the members and presented at the meeting be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Devaraj Venkitasamy (DIN: 00470350), who retires at this meeting and being eligible, offers himself for re-appointment by passing the following as an Ordinary Resolution:

**“RESOLVED THAT** Pursuant to Section 152 and other applicable provisions, if any of the Companies Act 2013, Mr. Devaraj Venkitasamy (DIN: 00470350), Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

3. To appoint a Director in place of Mr. Jaganathan Venkitasamy (DIN: 00474951), who retires at this meeting and being eligible, offers himself for re-appointment by passing the following as an Ordinary Resolution:

**“RESOLVED THAT** Pursuant to Section 152 and other applicable provisions, if any of the Companies Act 2013, Mr. Jaganathan Venkitasamy (DIN: 00474951), Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** M/s.Venkatesh & Co, Chartered Accountants, (F.R.No.004636S) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company at such remuneration and out of pocket expenses as shall be fixed by the Board of Directors of the Company.”

## SPECIAL BUSINESS

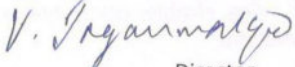
5. To Consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolutions.

**"RESOLVED THAT** pursuant to the Section 161 and other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. K Bindhu Sadhakan (DIN: )is appointed as a director of the Company.

**FURTHER RESOLVED THAT Sri K. Bindhu Sadhakan be defined as Promoter of the company and classification as may be necessary for the purpose of listing compliance and Companies Act 2013 be made accordingly.**

Place : Chennai  
Date : 12 August 2016

By order of the Board  
For Sri Nandaa Spinners Limited



Director

## NOTES:

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. A blank form of proxy is enclosed, which, if used, should be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

The Register of Members and the Transfer Books will remain closed from 13th September 2016 to 19th September 2016 both days inclusive.

Pursuant to the stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting by electronic means. The detailed process for participating in e-voting is furnished in the Annexure to the Notice. The Company has appointed Mr. R Kannan, Practicing Company Secretary as the scrutinizer for E-voting

A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members is irrelevant. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules.

Since the company incurs huge loss, it doesnot have sufficient funds to conduct E Voting.

As per SEBI directive, submission of self attested PAN copy of transferee/ legal heir including joint holders, if any is mandatory for registration of transfer/transmission/transposition of shares. Hence the respective transferee/ legal heir including joint holders are requested to attach their self attested PAN copy to Company/RTA while lodging the documents for registration

Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company/ RTA and those who hold share(s) in demat to concerned depository participants.

Shareholders are aware that, the Ministry of Corporate Affairs has allowed Companies to send Notices for meetings and other shareholders correspondences in electronic form. Hence the Shareholders are requested to register their E-mail ID's with the Registrars of the Company by submitting EARF( E-mail address Registration Form).

The related Explanatory statement pursuant to sec 102 of the companies Act 2013, are annexed here to

### **ANNEXURE TO NOTICE**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT

#### **ITEM No. 5**

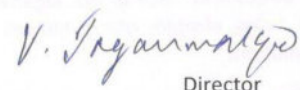
At the Board Meeting held on 11<sup>th</sup> July 2016, Mr. K Bindhu Sadhakan has been appointed as the Additional Director of the Company to approval of the Members. Hence, his appointment needs to be approved by a resolution passed by the members of the Company.

He holds more than 20% of the shares in the Company. It is desired to appoint him as director of the Company in order to develop the business of the Company.

The Board of Directors of your Company recommends the passing of Ordinary Resolution as set out at Item No.5 of the Notice.

Except Mr. K Bindhu Sadhakan none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5 of the Notice.

By Order of the Board  
For Sri Nandaa Spinners Limited

  
Director

Place: Chennai

Date : 12 August 2016

## BOARD'S REPORT

Your Directors are pleased to present the Annual Report and the Audited Financial Statements of the Company for the period ended 31 March 2016.

### REVIEW OF OPERATIONS:

During the period the company has reported a Loss of Rs. 6,33,638 as against Rs 20,222 in the previous year

### FINANCIAL RESULTS:

(`In Rs)

Description	2015-16	2014-15
Income from Operations		
Total Expenditure	6,33,638	20222
Profit/(Loss)Before Depreciation	-6,33,638	-20222
Depreciation		
Net Profit/(Loss) before Provision for Tax	-6,33,638	-20222
Deferred Tax		
Profit/(Loss) after Tax	-6,33,638	-20222

### DIVIDEND

The Company has not declared any dividend for the period.

### FIXED DEPOSIT

The Company has neither accepted nor renewed any deposits during the period under review.

### MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the period to which this financial statement relates and the date of this report.

### STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

## **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The said provisions of Corporate Social Responsibility are not applicable to the Company for the current period.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not given loans, guarantees or made investments which are covered by section 186 of the companies Act, 2013.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

The Company has not entered into any contracts or agreements with related parties during the period ended 31 March 2016 under review

## **EXPLANATIONS OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There are no qualifications / reservations / adverse remarks / disclaimers made by the auditors of the Company

## **COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Company has devised a Policy relating to appointment of Directors, Payment of Managerial remuneration, Directors qualifications, positive attributes, Independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013

## **NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Company had Six Board meetings during the period under review. Details of the same are given in the Corporate Governance Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **FUTURE OUTLOOK**

The Company is now looking for a new investor who would infuse funds to revive the business. It has been proposed to change the main object of the business. Also, the Company has applied for revocation of suspension of trading with Stock Exchanges.

### **OPPORTUNITIES AND THREATS**

As the Indian economy is experiencing a slow growth phase, the long term prospects for infrastructural activities continues to be attractive.

## **RISKS & CONCERNS**

Delay in revocation of suspension of trading will delay the revival process of the company.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement:-

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments 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 period and of the profit and loss of the company for the period ended 31 March 2016;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis;
- (v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively. Internal financial control means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information and
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DIRECTORS**

The Company's Board comprises of the following directors at present:

Mr. Venkataraman  
Mr. Devaraj Venkitasamy Naidu  
Mr. Krishnasamy Narayanasamy  
Mr. Jaganathan Venkitasamy Naidu  
Mr. Raman Radhakrishnan  
Mr. Subrahmaniam Muthuraman  
Ms. Bhagya Lakshmi Rameshkumar  
Mr. K Bindhu Sadhakan

Mr. K Bindhu Sadhakan was appointed as director during the period with effect from 11<sup>th</sup> July 2016. Ms. Bhaghya Lakshmi Rameshkumar resigned from the Board during the period wef 11th July 2016

## **COMMITTEES OF THE BOARD**

Currently, the Board has three Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

A detailed note on board and its committees is provided in the Corporate Governance Report.

## **DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013, so as to qualify themselves for the continuance / appointment as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

## **AUDITORS**

M/s.Venkatesh & Co, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual general Meeting.

## **CS APPOINTMENT**

During the year Ms. S Aarthi was appointed as Company Secretary of the Company.

## **SECRETARIAL AUDIT REPORT**

The Company has appointed Mrs. J. Bhuvaneswari, Company Secretary in Practice to undertake the Secretarial Audit for the period ended 31 March 2016. The Report of the Secretarial Audit Report is annexed to this report

## **DIRECTOR'S REPLY TO SECRETARIAL AUDITOR'S OBSERVATION**

Company is taking steps to appoint Company Secretary and regarding suspension of trading in shares, the Company has submitted revocation application to BSE Limited.

## **CORPORATE GOVERNANCE**

A Report on Corporate Governance as stipulated under LODR forms part of this Annual Report. The requisite certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as is attached to this Report.



## DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND WHISTLE BLOWER POLICY

The Audit Committee as on 31 March 2016 consists of three Directors:

Mr. D. P. Venkataraman

Mr. S. P. Muthuraman

Mr R. Radhakrishnan

## SHARES

The Company has not bought back any of its shares during the period under review. The Company also has not issued any Sweat Equity Shares, Bonus Shares or Stock Option Scheme during the period under review.

## ANNUAL RETURN

The extracts of Annual Return in Form MGT 9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed to this report.

## PARTICULARS OF EMPLOYEES

The Company has no Employees whose salary exceeds the limits as prescribed under Rule(5)(2) of Companies ( Appointment and Remuneration of Key Managerial Personnel) Rules, 2014.

## INFORMATION PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the period ended 31 March 2016	Not applicable	
The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the period ended 31 March 2016	Not applicable	
The Percentage Increase in the median Remuneration of Employees In the period ended 31 March 2016	Not applicable	
The number of permanent employees on the rolls of Company period ended 31 March 2016	Not applicable	
The explanation on the relationship between average increase in remuneration and	Profit (Loss) After Tax (` lakhs)	Not Applicable
	Average increase in	Not

Company performance.	Remuneration		applicable
Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Income from operations(`in Rs)		55,000
	Remuneration of Key Managerial Personnel (`in Rs)		Nil
Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current period and percentage increase over decrease in the market quotations of the shares of the company	Month	Share Price	Capitalisation `in lakhs
	Not applicable		
Price Earnings Ratio	Not applicable		
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof	Average Percentile Increase already made in the salaries of employees and managerial personnel in the period ended 31 March 2015		Not applicable

#### **AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY**

The Company has devised remuneration policy for fixing the remuneration of the Officers / Executives. The policy would be followed during payment of remuneration to Directors and Key Managerial Personnel of the Company