

**TMS**  
**THAMBBI MODERN**  
**SPINNING MILLS LIMITED**

**39th Annual Report**  
**2016-2017**





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**AUDITORS:**

**BANKERS:**

tti ti



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Noti  
ti tti ti

1. To consider and if deemed fi fi ti ti  
Resoluti  
RESOLVED THAT the Audited Balance Sheet as at 31st March 2017 together with the statement of Profi  
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2. To consider and if deemed fi fi ti ti  
Resoluti  
RESOLVED THAT pursuant to the provisions of Secti  
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rotati ti

3. To consider and if deemed fi fi ti ti  
Resoluti  
RESOLVED THAT pursuant to the provisions of secti  
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N.Aishwarya

**NOTES**

1. A Member enti tt ti ti ti  
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2. Corporate Members intending to send their authorized representatives to the Meeting shall be entitled to exercise the same rights as if they were the Members.
3. The business set out in the Notice of Meeting shall be transacted in the order in which it is set out, unless the Members in a meeting otherwise resolve.
4. In terms of Section 100 of the Companies Act, 2008, the Company shall be deemed to have complied with the requirements of that section if the Company has taken all reasonable steps to ensure that the requirements of that section are complied with.

Details of the Directorship/Member of Committee

Directorship	Relationship
	Relative
	Remuneration

5. Members/Proxy is requested to bring their attendance slip to the Meeting.
6. In case of joint holders of shares, any one of them may attend the Meeting and exercise the rights attached to the shares.
7. Relevant documents referred to in the accompanying Notice of Meeting shall be produced to the Meeting.
8. The Company has notified the Registrar of Companies, Mumbai, that the Company's books and records are available for inspection by members.
9. Members holding shares in electronic form are requested to intimate the Company in writing, if they wish to exercise their rights in physical form.
10. The Securities and Exchange Board of India (SEBI) has issued a circular regarding the use of electronic means for the holding of shares. Members are requested to refer to the circular for details.
11. Members holding shares in single name and physical form are advised to make nomination in favour of their nominees.

b) Particulars of the Directors/Member of Committee



- (ix) Members holding shares in physical form will then directly reach the Company selecti
- (x) For Members holding shares in physical form, the details can be used only for e-voti
- (xii) On the voti  
voti  
opti
- (xiv) Aft
- (xvii) If a demat account holder has forgott

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log
  - A scanned copy of the Registrati helpdesk.evoti
  - Aft
  - The list of accounts linked in the login should be mailed to helpdesk.evoti
  - A scanned copy of the Board Resoluti tt
- same.

In case you have any queries or issues regarding e-voti

N.Aishwarya



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<b>Parti</b>		
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Profi ti ti		
Depreciati		
Profi ti		
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**PERFORMANCE**

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**DIVIDEND**

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**AUDITORS**

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**DEBT**

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a) in the preparati  
Accounti

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b) for the fi  
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c) that proper and suffi

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e) that proper internal fi

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f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that

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**ACKNOWLEDGEMENT**

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R.Jagadeesan

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informati  
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Executi

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Regulati

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	ti tt	tt
Mr.R.Jagadeesan	8	No

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Regulati

		tt	
		Chairman	Member
Mr.R.Jagadeesan	3	NIL	NIL

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Regulati





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accounti fi tt fi ti

Meeti tt

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<b>ti</b>		
19.05.2016	3	2
11.08.2016	3	3
11.11.2016	3	3
14.02.2016	3	2

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Compositi tt tt

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- ti
- To ensure that the Remunerati  
att ti fi ti ti
- Identi fi
- ti
- To ensure that the level and compositi  
moti ti ffi tt ti
- Remunerati  
fi ti fi ti ti





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<b>ti</b>		
21.11.2016	3	3

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				Sitti	allowances	ESPS
	ti					

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transpositi ffi ti fff ti tt

ffi ffi ff tt

**Meeti** tt

<b>ti</b>		
26.05.2016	3	2
30.06.2016	3	3
09.08.2016	3	3
22.08.2016	3	3
22.09.2016	3	3
24.03.2017	3	2

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Year	Date	Time	Locati	ti
			Udayapatti	NIL
			Udayapatti	NIL
			Udayapatti	ti

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secti ti ti ffi ti

	ti	fi
		ti tti
d)	Listi	
	ti	ti



Month				
	High	Low	High	Low

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ti ti ffi ff

No.of.Shares				
<b>Total</b>	4609	100.00	5762770	100.00





		Shareholders		A+B+C
1	Indian	4	4032295	69.97
2	Foreign	0	0	0
1	Institutional			
2	Non-institutional			
		0	0	0

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<p style="text-align: center;">ffiti tt</p>	<p>Mr.P.Rajasekaran ff</p>
<p style="text-align: center;">ti</p>	
<p style="text-align: center;">ffi</p>	

**a. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM WHISTLE BLOWER POLICY, AND AFFIRMATION THAT NO**

Pursuant to Secti ti ti ti ti  
 Regulati ti ti ti ti

This Policy enables stakeholders (including Directors and employees) to report unethical behavior, actual or

Your company hereby affi  
committ

Details of compliance with mandatory requirements and adopti

Obligati

Regulati

e. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons

Every requirement has been complied except non applicable/mandatory requirement. Hence there is no Non-

Your Company has not consti

Pursuant to the provisions of Secti

In accordance with the provisions of Schedule IV of the Companies Act, 2013, a separate meeti

- Review the performance of the Managing Director of the Company, taking into account the views of the executi
- Assess the quality, quanti

Mr.M.Pugazendhi and Mr. Ashok P Shah, Independent directors of the company convened a meeti



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 Offi ti fi ffi

R.Jagadeesan

implementati ti ti ti ti ti  
 ti ti ti ti ti ti ti  
 ti ti ti ti ti ti ti  
 ff ti ffi ff ti

Practi

ACS:25193  
C.P.No.:16772

- A. we have reviewed the fi fl ffi
- these statements do not contain any materially untrue statement or omit any material fact or contain
  - these statements together present a true and fair view of the of the Company's aff  
ti ti ti



B. There are, to the best of our knowledge and belief, no transacti

C. We accept responsibility for establishing and maintaining internal controls system for fi

reporti                      ff ti                      tt fi                      ti fi

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2. signifi                      ti

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3. Instances of signifi

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P.Rajasekaran  
ffi

R.Jagadeesan

Structure:

ti ti

Developments:

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<b>Parti</b>		
		<b>Income</b>
ti		
<b>Total</b>	<b>188.62</b>	<b>229.21</b>
fi		
Depreciati		
<b>Total</b>	<b>238.22</b>	<b>246.03</b>
Profi ti		
Profi		
<b>Profi</b>	<b>ti</b>	<b>ti</b>

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fi fi

tions of Rs. 179.23 Lacs as against Rs.

**(XX) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER**

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**Period)**

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**Act]**

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professionals.





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Practi

ACS:25193  
C.P.No.:16772

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i.	CIN	L17111TZ1977PLC000776
ii.	Registrati	
		Company
	ffi	





	ti ti	ti	
	<b>ti Services</b>		<b>Company</b>

<b>shareholders</b>									
				<b>shares</b>				<b>shares</b>	
<b>A.PROMOTERS</b>									
Individual/HUF	4032295		4032295	69.97	4032295		4032295	69.97	-
	4032295		4032295	69.97	4032295		4032295	69.97	-
	4032295		4032295	69.97	4032295	-	4032295	69.97	-
ti ti									
(specify)	-	-	-	-	-	-	-	-	-
Insti ti	-	-	-	-	-	-	-	-	-
Corp.	33943	36000	69943	1.21	32151	36000	68151	1.18	-0.03





	698741	-	698741	12.12	700228	0	700228	12.15	+0.03
Specify	0	0	0	0	0	0	0	0	0
Member	0	0	0	0	44	0	44	0	0
Family	15422	0	15422	0.27	14327	0	14327	0.25	-0.02
Indians	901	0	901	0.02	101	0	101	0.00	-0.02
(2)	1302891	4133884	1716275	29.78	1305491	410784	1716275	29.78	-0.00
	1316691	413784	1730475	30.03	1319291	411184	1730475	30.03	-0.00
ADRs	0	0	0	0	0	0	0	0	0
(A+B+C)	5348986	413784	5762770	100.00	5351586	411184	5762770	100.00	0

Sl. No	Name							year
		shares	Company	pledged/ shares	shares	Company	pledged/ shares	
1	R.JAGADEESAN	3140995	54.50	0	3140995	54.50	0	0
	JAGADEESAN	424530	7.37	0	424530	7.37	0	0
3	J.RAJALAKSHMI	256820	4.46	0	256820	4.46	0	0
4	J.RAMKUMAR	209950	3.64	0	209950	3.64	0	0

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Sl. No	Name			Date	Shareholding	Reason	Cumulati	
		shares	Company				shares	Company
	MANOHAR	580000	10.0644	01.04.2016	0		580000	10.0644
	BHANDARI	117011	2.0303	01.04.2016	0		117011	2.0303
	BHARMAL	18100	0.3141	01.04.2016	0		18100	0.3141
4	K.RAJENDRAN	17677	0.3067	01.04.2016	0		17677	0.3067
							15182	0.2634
	MANJHREKAR	15100	0.2620	01.04.2016	0		15100	0.2620
	COMMERCE	13800	0.2377	01.04.2016	0		13800	0.2377
	MANJREKHAR	13700	0.2377	01.04.2016	0		13700	0.2377
	LTD	13800	0.2377	01.04.2016	0		13800	0.2377
							12300	0.2134

Sl. No.				Cumulati	
	shares			shares	
		-	-	-	-



Sl. No.				Cumulati	
		shares		shares	
		-	-	-	-

Sl. No.				Cumulati	
		shares		shares	
		-	-	-	-

Parti		loans		Indebtedness
fi				
ii. Interest due but not paid	0	0	0	0
iii. interest accrued but not due	0	0	0	0
fi				
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ti				
fi				





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Sl.No.	Parti	ti				
	a) Salary as per provisions contained	ti				
	(b) Value of perquisites u/s 17(2) of the		----	----	----	----
	(c) profi		----	----	----	----
	secti					
	ti					
	specify	fi	----	----	----	----
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	tt	tt		
	meeti			
	commission		0	0
	ti			
	tt	tt	4000	0
	meeti			7000
	commission		0	0
		ti		
			ti	ti



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Opinion

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specifi

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a) We have sought and obtained all the informati ti

b) In our opinion proper books of account as required by law have been kept by the Company so far as it ti

c) The Balance Sheet, the Statement of Profi

d) In our opinion, the aforesaid fi ti fi

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e) On the basis of writt ti fi

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f) With respect to the adequacy of the internal fi fi ti

ti ff ti

g) With respect to the other matt ti

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i. The Company has no pending liti ti fi ti

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ii. The Company has made provision, as required under the applicable law or accounti fi

ti ti

**M.BALACHANDRAN**



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- I. (a) The Company has maintained proper records showing full parti ti ti  
situati fi  
(b) The Company does not have any Fixed Asset excepti  
verifi ti  
(c) Whether ti
- III. The company has not given or granted any loan, Secured or Unsecured to companies, Firms or other parti  
ti
- IV. The Company has not granted loan to its directors and other body corporate, hence this clause is not applicable.
- V. According to the informati ti  
public.
- VI. According to the informati ti  
ti ti
- VII. (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees'  
authoriti ti ti  
  
(b) According to the informati ti  
ti
- IX. The Company has not raised any funds by way initi fi ti ti  
ff ff
- X. During the course of our examinati  
ti ti  
ffi ti  
management.
- XI. The Company has paid/ provided for Managerial Remunerati  
ti
- XIII. As per the informati ti ti  
ti ti  
ti
- XIV. The Company has not made any preferenti  
converti

XVI. According to the informati  
Secti

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M.BALACHANDRAN

LIMITED

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Parti		st	st
		295.22	1310.45
		708.77	457.73
		109.51	85.24
	<b>TOTAL</b>	<b>1113.50</b>	<b>1853.42</b>
		710.08	1391.99
		403.42	461.43
	<b>TOTAL</b>	<b>1113.50</b>	<b>1853.42</b>

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ti  
M.Balachandran.  
Partner

Director.  
N.Aishwarya

R.Jagadeesan

P.Rajasekaran  
ffi

2017

Parti				st	st
	ti				
	fi	fi			
Depreciati					
fi	ti				
fi					
fi		ti	ti		

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R.Jagadeesan

Director.

ti  
M.Balachandran.  
Partner

N.Aishwarya

P.Rajasekaran  
ffi

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Parti				
	Rs.	140,000,000		140,000,000
(b) the number of shares issued, subscribed and fully paid, and				
	Rs.	576.28		576.28
(d) a reconciliati		Nil		Nil
(e) shares in the company held by each shareholder holding more				
	%	No.of.Shares	%	No.of.Shares
R.Jagadeesan	54.50	3140995	54.50	3140995
(f) shares reserved for issue under opti		Nil		Nil
(g) For the period of fi		Nil		Nil
		Nil		Nil
		Nil		Nil
(h) Terms of any securiti		Nil		Nil
(i) Calls unpaid (showing aggregate value of calls unpaid by		Nil		Nil
(j) Forfeited shares (amount originally paid up)		Nil		Nil



<b>Parti</b>		
Add/Less:Profi		
ti ti		
fi		
Add/Less:Profi		
	<b>-281.06</b>	<b>734.17</b>

<b>Secured</b>		
	<b>595.95</b>	<b>361.90</b>

<b>Unsecured</b>		
	<b>112.82</b>	<b>95.83</b>

Others	6.00	0.00
	6.00	0.00

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<b>Parti</b>		
ti		
	<b>66.04</b>	<b>70.81</b>
ties includes Income Tax Demand of Rs.9.97 lacs towards		

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OF ASSETS							VALUE	
	31.03.2016	ADDITIONS (DEDNS)	31.03.2017	31.03.2016	ADDITIONS (DEDNS)	31.03.2017	31.03.2017	31.03.2016
Land	28.05	0.00	28.05	0.00	0.00	0.00	28.05	28.05
Buildings	702.37	51.57	753.94	373.00	22.90	395.90	358.04	329.37
Sets	3.02	-3.02	0.00	1.05	-1.05	0.00	0.00	1.97
Vehicles	49.54	-49.54	0.00	33.39	-33.39	0.00	0.00	16.15
Fixtures	1.16	0.00	1.16	1.12	0.00	1.12	0.04	0.04
Off Equipments	2.03	0.00	2.03	1.59	0.34	1.93	0.10	0.44
Progress	-	220.87	220.87	-	-	-	220.87	0.00
	786.17	272.44	1006.05	410.15	23.24	398.95	607.10	376.02
YEAR	769.42	16.75	786.17	441.76	-31.61	410.15	376.02	327.66

						102.98	1015.97
	ti	ff	fi			ti	ti
ff			ti				

	0.00	0.00
	<b>0.00</b>	<b>0.00</b>

Parti			
		242.99	250.37
Total	(A+B)	<b>242.99</b>	<b>250.37</b>

				<b>22.62</b>	<b>50.04</b>
fi					
			Total (Rs.)		
08.11.2016					
Permitt					
Permitt					
30.12.2016					

ti			
		<b>137.81</b>	<b>161.02</b>

ti  
M.Balachandran.  
Partner

Director.  
N.Aishwarya

R.Jagadeesan  
P.Rajasekaran  
ffi



<b>Parti</b>		
ti		
	<b>179.23</b>	<b>201.99</b>

ti fi		
	<b>9.39</b>	<b>27.22</b>

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ti ff	32.96	29.46
	<b>34.11</b>	<b>33.94</b>

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	<b>62.93</b>	<b>43.05</b>

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ff ff		
ti tt		







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Parti		
(a) Esti ft ti	0.00	0.00
(b) Claims against the company which are contested/proposed to be tt ti		
(iii) Corporati		
(iv) Others	6.13	0.00
	<b>0.00</b>	<b>9.97</b>

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ti  
 M.Balachandran.  
 Partner

Director.  
 N.Aishwarya

R.Jagadeesan  
 P.Rajasekaran  
 ffi



Parti			
fi		-49.60	-16.82
ti			
		32.63	61.06
Operati	fi		
		93.35	67.17
		-23.21	7.84
Note:	fi		
	fi		

M.Balachandran.  
Partner

Director.  
N.Aishwarya

R.Jagadeesan  
P.Rajasekaran  
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Additi  
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Registrati

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1.Name	2.Name	3.Name
Address	Address	Address

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Sl. No	Resoluti	Resoluti		Yes	No
1.	Adopti				
2.	To Appoint Non Executi ti ti ff				
3.	Appointment of Statutory Auditors				

Affi

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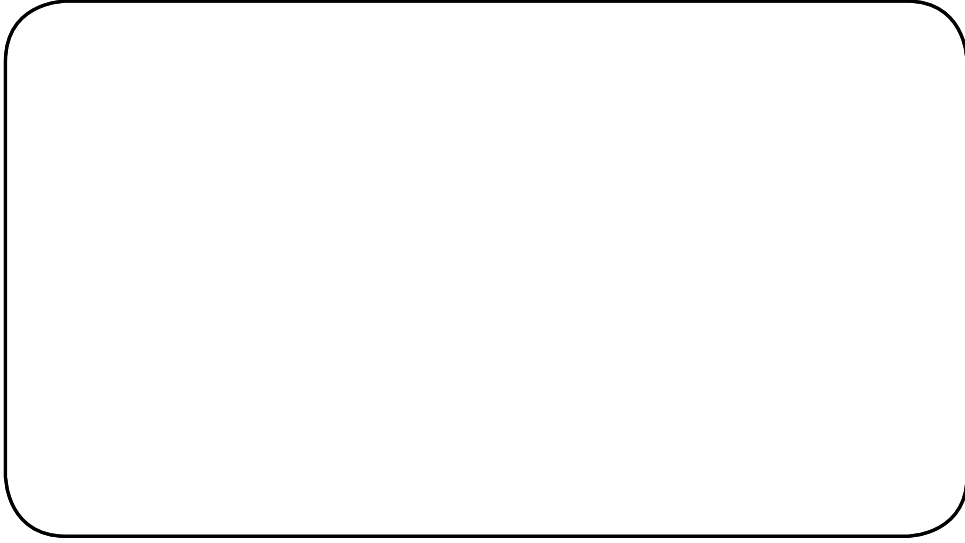
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listi





To:



*If Undelivered, please return to:*  
**THAMBBI MODERN SPINNING MILLS LIMITED**  
Omalur road  
Jagir Ammapalayam Post  
Salem - 636 302, Tamilnadu.