



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	Member of Audit Committee
2. Director of M/s Sunrise Jewelleries Private Limited	Chairman of Stakeholders Relationship Committee
3. Director of M/s Jagadeesh Apartments Private Limited	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

SUBRAMANIAN BUILDING, V FLOOR,
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.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp



	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- i. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- ii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.



- iii. Log on to the e-voting website www.evotingindia.com.
- iv. Click on “Shareholders” tab to cast your votes.
- v. Now, fill up the following details in the appropriate boxes:

	For members holding shares in demat form	For members holding shares in physical form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Any one	

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login – Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <TMSagm> in the PAN field

ix. After entering these details appropriately, click on “SUBMIT” tab.

x. Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is to be also used by 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 recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

xi. You can also update your mobile number and e-mail ID in your demat account, which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.

xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xiii. Select the **Electronic Voting Sequence Number (“EVSN”)** associated with the Company name **“THAMBI MODERN SPINNING MILLS LIMITED”** from the drop down menu and click on Submit.

xiv. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xv. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

xvi. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



xix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to **[https:// www.evotingindia.co.in](https://www.evotingindia.co.in)** and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

2. The voting period begins on Friday, July 23, 2021 (10:00 am) and ends on Sunday, July 25, 2021 (05:00pm). During this period, shareholder of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) as on the July 19 , 2021, may cast their vote electronically.** The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of July 19 , 2021.

5. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

7. Mr. R Thamizhvanan, Practicing Company Secretary (Membership No. ACS 11151, CP No.3721) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

8. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.

9. The results on the resolution shall be declared within 48 hours of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours



(10.00 am to 5.00 pm) on all workingdays except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

By order of the Board of Directors

R. Jagadeesan
Managing Director
DIN: 01153985

Malathi Jagadeesan
Director
DIN: 00153952

Place: Salem
Date: 24/06/2021

INSTRUCTIONS TO THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to



meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. **For Demat shareholders** -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; tmsml@thambbimodern.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
7. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
8. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By order of the Board of Directors

R. Jagadeesan
Managing Director
DIN: 01153985

Malathi Jagadeesan
Director
DIN: 00153952

Place: Salem
Date: 24/06/2021



BOARD'S REPORT

TO THE MEMBERS,

The Directors submit the annual report of M/s Thambbi Modern Spinning Mills Limited along with the audited financial statement for the year ended 31st March, 2021.

FINANCIAL RESULTS

(in lacs)

Particulars	2020- 2021 In lacs	2019- 2020
Revenue from Operation	166.78	191.26
Profit / (Loss) before depreciation and taxation	(42.39)	(134.31)
Depreciation	64.78	63.27
Profit / (Loss) Before Taxation	(114.13)	(197.57)
Net Profit / (Loss) After Taxation	(164.61)	(218.23)

PERFORMANCE

During the year under review, your company's revenue is Rs.166.78 Lakhs compared to the revenue of Rs.191.26 Lakhs in the previous year.

DIVIDEND

In order to conserve the resources of the Company and the Company's net worth was negative, your Directors do not recommend any dividend for the year ending March 31, 2021.

SHARE CAPITAL

During the year under review, there is no change in the capital of the Company. Authorised capital of the Company is Rs. 14 crores and paid up capital is Rs. 5,76,27,700/-

PUBLIC DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and any amendments thereto.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013. The details of the investments made by Company are given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Details of the same are provided in the Management Discussion and Analysis Report which forms part of this report.



CORPORATE SOCIAL RESPONSIBILITY

The Company has not taken any initiatives under “Corporate Social Responsibility” as the ceiling limit was not applicable to the Company as per Section 135 Companies Act 2013.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review Mrs. Malathi Jagadeesan, Non-Executive Director retire by rotation at this Annual General Meeting and being eligible offer herself for re-appointment. There were no changes in the Board of the Company for the year under review.

None of the Directors is disqualified for appointment/reappointment under Section 164 of the Companies Act, 2013.

The composition of the board, meetings of the board held during the year and the attendance of the directors thereat have been mentioned in the report on corporate governance in the board’s report.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

A separate meeting of the Independent Directors was held on June 17, 2020 to review the performances of;

- (a) Non-independent Directors and Executive Directors;
- (b) To assess the quality, quantity and timeliness of flow of Information

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of the familiarisation programme for the Independent Directors is reported in the Report on CorporateGovernance, which is attached to the Board’s Report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 15 (2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors at their meeting without the participation of the Independent Directors, considered/evaluated the Boards’ performance, Performance of the Managing Director and other Independent Directors.

The criteria for performance evaluation have been detailed in the Corporate Governance Report which forms part of this report.



POLICIES

The Company is compliant with the following policies/charters:

- Audit Committee Charter
- Nomination and Remuneration Policy
- Vigil Mechanism/Whistle Blower Policy
- Policy for determination of Materiality of any Event/Information
- Policy on Independent Directors
- Related Party Transaction Policy
- Code of conduct for prevention of insider trading and code of practices and procedures for fair disclosure of unpublished price sensitive information
- Policy for preservation of documents and Archival Policy

All the policies are available in the website of the Company www.thambbimodern.com

BOARD MEETINGS

The Board of Directors met 04 times during the financial year 2020-21. The dates of the Board meetings are as follows:

17th June, 2020, 24th July, 2020, 09th November, 2020, and 10th February, 2021.

AUDIT COMMITTEE

Details of Composition of Audit Committee are covered under corporate governance report annexed with this report and forms part of this report. Further, during this year all the recommendations of the Audit committee have been accepted by the Board.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134 of the Companies Act, 2013:

- a) in the preparation of the annual financial statements for the year ended March 31, 2021, the applicable Accounting Standards had been followed along with proper explanation relating to material departures for the financial year ended 31st March, 2021, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended 31st March, 2021.
- b) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- c) the annual financial statements have been prepared on going concern basis.



- d) that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

SECRETARIAL AUDIT REPORT

According to the provision of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company engaged the services of M/s. S Saraskumar & Associates, Membership No: F3929, Practicing Company Secretary, Chennai to conduct the Secretarial Audit of the Company for the Financial Year 2020-21.

The Secretarial Audit Report submitted by the Company Secretary in Practice is enclosed as a part of this Annual report in Annexure-I, which is self-explanatory.

AUDITORS

The Auditors M/S. R. Sundararaman & Co Chartered Accountants (Firm Regn.No.004219S) has been re-appointed as Statutory Auditors of the Company for the period of audit from financial year 2018-19 to 2021-22 at the 40th Annual General Meeting held on 27th December, 2018.

OBSERVATIONS IN AUDITORS' REPORT

The Auditors' report does not contain any qualification, reservation or adverse remarks.

COST AUDIT

The Central Government has not prescribed maintenance of cost records for the existing business activities of the Company.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

It is comprising of all information as prescribed under Regulation 34 (2) (e) and schedule V of the SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015 is attached to the Board's Report – Annexure VI. Disclosures have been made by the Senior Management relating to all material, financial and commercial transactions with personal interests, if any. Based on the declarations made, no transaction was in conflict with the interest of the Company.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2021 is available on the Company's website and can be accessed at <http://www.thambbimodern.com/investors.php>

HUMAN RESOURCES

Your Company treats its human resources as one of its most important assets. Your Company continuously invests in attracting, retaining and developing talent on an ongoing basis. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, No employees are drawing remuneration in excess of the limits set out in the said Rules.

Having regard to the provisions of Section 136(1) read with its relevant provision of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available at the website and also at the Registered Office of the Company for inspection during working hours and any member interested in obtaining such information may write to the Compliance Officer and the same will be furnished without any fee and free of cost.

REMUNERATION POLICY OF THE COMPANY

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, Independence of a Director and other related matters have been provided in the Corporate Governance Report which forms part of this report.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

The Company has taken adequate steps to adhere to all the stipulations laid down under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance included as a part of this Annual Report is given in Annexure-V.

Certificate from the Statutory Auditors of the Company confirming the compliance with the conditions of Corporate Governance as stipulated under Securities and Exchange Board of India



(Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Annual Report.

CODE OF BUSINESS CONDUCT AND ETHICS

The Board of Directors has approved a Code of Conduct and Ethics in terms of Schedule IV of Companies Act, 2013 and Listing Agreement. All the Board Members and the Senior Management personnel have confirmed compliance with the Code for the year ended March 31, 2021. The annual report contains a declaration to this effect signed by the Managing Director and CFO.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE POLICY

The Company's policy on Prevention of Sexual Harassment of Women provides for the protection and prevention against sexual harassment of women employees at the workplace and redressal of such complaints. There were no complaints received or pending for redressal during the FY 20-21.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In accordance with section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 the company has established a Vigil Mechanism and has a Whistle Blower Policy. The policy provides a mechanism for all employees to report to the management, grievances about the unethical behavior or any suspected fraud. The policy is available at the website of the company www.thambbimodern.com

PREVENTION OF INSIDER TRADING:

The Company has complied with the provisions of SEBI (Prevention of Insider Trading) Regulations. The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employee's while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. The code of conduct for prevention of insider trading is available in the website of the company www.thambbimodern.com

COMPLIANCE OF SECRETARIAL STANDARD

The Company has complied with the Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government as required under Section 118(10) of the Companies Act, 2013

COMPLIANCE UNDER COMPANIES ACT 2013

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the detail of compliances under Companies Act, 2013 are enumerated below.



FUND RAISING:

Equity – Nil
Deposits - Nil

DEBT

During the year, your company has obtained Working Capital Term Loan of Rs.180 lakhs from IDBI Bank Limited., and in IDBI Rs.874.42 lakhs outstanding as on 31.03.2021 and the Company has repaid Rs.33.34 Lakhs as at 31.03.2021 and closed the LRD Loan availed from HDFC Ltd., Salem.

ACKNOWLEDGEMENT

The Directors wish to express their appreciation for the continued co-operation of financial institutions. The Directors also wish to thank the employees for their contribution, support and continued co-operation throughout the year.

By order of the Board of Directors

R. Jagadeesan
Managing Director
DIN: 01153985

Malathi Jagadeesan
Director
DIN: 00153952

Place: Salem
Date: 24/06/2021



Annexure I
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR 2020-21

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members
THAMBBI MODERN SPINNING MILLS LIMITED
CIN: L17111TZ1977PLC000776
Omalur Road, Jagir Ammapalayam,
Salem 636302

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THAMBBI MODERN SPINNING MILLS LIMITED (hereinafter called the 'Company') for the financial year ended on 31st March 2021. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit covering the financial year ended 31st March, 2021, I hereby report that in my opinion, the company has, during the audit period has complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the said financial year under the provisions of

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992(SEBI Act):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 201
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015



- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (d) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015
- (v) The other laws as may be applicable specifically to the Company based on the operations of the Company viz rental income covered by Indian Contract Act, 1872.

I have also examined whether adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, competition laws, environment laws etc

In respect of financial laws like Tax laws, etc. I have relied on the audit reports made available during my audit for me to have the satisfaction that the Company has complied with the provisions of such laws

I have also examined compliance with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

During the audit period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors and the Committees of the Company are duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there were no dissenting views by any of the Board members during the year.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under audit, there were no instances of :

- a. Public/Rights/Preferential issue of shares / Debentures/ sweat equity.
- b. Redemption / Buy Back of securities.
- c. Merger/ Amalgamations/ reconstruction.
- d. Foreign Technical collaborations.



Note: This report is to be read with my letter of even dated which is enclosed with is Report as Annexure-A which is integral part of this Report.

Place: Chennai
Date: 16/06/2021

Signature :
Name of Company Secretary in Practice : S Saraskumar
FCS No: 3929, CP No: 3491
UDIN: F003929C000474641

Annexure A to Secretarial Audit Report of even date

To

The Members
THAMBBI MODERN SPINNING MILLS LIMITED
CIN: L17111TZ1977PLC000776
Omalur Road, Jagir Ammapalayam,
Salem 636302

My report of even dated is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



7. The opinion expressed in the present report is based on the limited information, Facts and inputs made available to me through electronic means by the company Management.

I wish to highlight that due to the COVID 19 induced restrictions on physical movement, I could not visit the company for carrying out the audit process in a full-fledged manner in order to submit conclusive report including but not limited to:

- Inspection, observation, examination and verification of the original documents/ files / books / registers.
- Examination of the Inspection/visit reports of the statutory officials and their Observations coupled with response of the company.
- Observations with regard to access controls and data security.

Place: Chennai
Date: 16/06/2021

Signature :
Name of Company Secretary in Practice : S Saraskumar
FCS No: 3929, CP No: 3491
UDIN: F003929C000474641



Annexure II

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts/arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
- (e) Justification for entering into such contracts or arrangements or transactions: NIL
- (g) Amount paid as advances, if any: NIL
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts/arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
- (e) Date(s) of approval by the Board, if any: NIL
- (f) Amount paid as advances, if any: NIL

By order of the Board of Directors

R. Jagadeesan
Managing Director
DIN: 01153985

Malathi Jagadeesan
Director
DIN: 00153952

Place: Salem
Date: 24/06/2021



ANNEXURE – III

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

Pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

(Explanation: (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2020-21 are given below:

S. NO	Name	Designation	Percentage increase in remuneration	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year
1	Mr. R. Jagadeesan	Managing Director	No Change	No Change
2	Ms.Malathi Jagadeesan	Non- Executive Director	NIL	NIL
3	Mr.M. Pugazendhi	Independent Director	NIL	NIL
4	Mr. Ashok P Shah	Independent Director	NIL	NIL
5	P. Rajasekaran	Chief Financial Officer	(-40%)	(-25%)
6	M. Harshini	Company Secretary	NA	NA

3. The percentage increase in the median remuneration of employees in the financial year: 25%

4. The number of permanent employees on the rolls of the Company: 23

5. 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 and point out if there are any exceptional circumstances for increase in the managerial remuneration:



The percentage decrease in the salaries of employees other than the managerial personnel in the last financial year is 18% on a cost to Company basis. The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparable basket of relevant companies in India.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

The net worth as at March 31, 2021 was Rs. (433.98 Lakhs) and as at March 31, 2020 was Rs. (269.36 lakhs)



ANNEXURES TO BOARD'S REPORT ANNEXURE IV

REPORT ON CORPORATE GOVERNANCE

Pursuant to Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance is given below

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in abiding by the Code of Governance so as to be a responsible corporate citizen and to serve the best interests of all the stakeholders, viz., the employees, customers, vendors and the society at large. The Company seeks to achieve this goal by being transparent in its business dealings, by disclosure of all relevant information in an easily understood manner, and by being fair to all stakeholders, by ensuring that the Company's activities are managed by a professionally competent and independent Board of Directors.

2. BOARD OF DIRECTORS

As on 31st March, 2021, Your Company's Board comprised of four Directors. The board is comprised with One Executive Director, One Non-Executive Director and Two Independent Directors (50% of the board is composed with Independent Directors). As per Regulation 17(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board is composed with a women director.

COMPOSITION OF BOARD

Mr. R. Jagadeesan, Executive Director
Mrs. Malathi Jagadeesan, Non-Executive Director
Mr. Ashok P shah, Independent Director Mr. M. Pugazendhi, Independent Director

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND DATES ON WHICH HELD AND DIRECTOR'S ATTENDANCE AT BOARD MEETINGS DURING THE FINANCIAL YEAR 2020 – 2021

Four board meetings were held for the year ended 31st March, 2021.

17th June, 2020, 24th July, 2020, 09th November, 2020, and 10th February, 2021

Names of the Director	No. of Board Meetings attended during the year 2020-2021
Mr. R. Jagadeesan	4
Mrs. Malathi Jagadeesan	4



Mr. Ashok P Shah	4
Mr. M. Pugazendhi	4

Every director has attended all the board meetings personally and through Video Conferencing. Certificates have also been obtained from the Independent Directors confirming their position as Independent Directors on the Board of the Company in accordance with Section 149 of the Companies Act, 2013 read with Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NUMBER OF BOARD OF DIRECTORS OR BOARD COMMITTEES INCLUDING THAMBBI MODERN SPINNING MILLS LIMITED IN WHICH THE DIRECTOR IS A CHAIRMAN / MEMBER IS AS FOLLOWS

Name of the Director	No. of Directorship	No. of committees in which Chairman / Member	
		Chairman	Member
Mr. R. Jagadeesan	3	NIL	NIL
Ms. Malathi Jagadeesan	3	1	3
Mr. Ashok P Shah	NIL	NIL	3
Mr. M. Pugazendhi	NIL	2	3

DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE

Our board consists of four directors. Out of the four, two director's i.e. Mr. R. Jagadeesan, Managing Director and Ms. Malathi Jagadeesan, Non-Executive Director has spouse relationship. And other two are independent directors, Mr. Ashok P Shah and Mr. M. Pugazendhi who do not have any relationship with other members of the board.

CATEGORY OF DIRECTORSHIP IN OTHER COMPANIES LISTED ON RECOGNIZED STOCK EXCHANGE(S):

Name of other companies listed at the recognized Stock Exchange(s) in which the Directors of the Company hold position of Directorship (along with category of Directorship), as on 31st March, 2021, are as under:

Names of the Director	Name of other companies listed at the recognized Stock Exchange(s) in which hold Directorship*	Category of Directorship
Mr. R. Jagadeesan	Nil	NA
Mrs. Malathi Jagadeesan	Nil	NA
Mr. Ashok P Shah	Nil	NA
Mr. M. Pugazendhi	Nil	NA



THE DETAILS OF SHARES HELD BY THE DIRECTORS OF THE COMPANY IN THEIR INDIVIDUAL NAMES AS ON 31ST MARCH, 2021 ARE FURNISHED BELOW:

Name of the Directors	No. of Equity Shares Held	Designation
Mr. R. Jagadeesan	32,84,995	Managing Director
Mrs. Malathi Jagadeesan	5,68,530	Non-Executive Director
Mr. Ashok P Shah	0	Independent Director
Mr. M. Pugazendhi	200	Independent Director

NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS–
None of the members of the board hold non-convertible instruments.

CRITERIA OF INDEPENDENCE OF INDEPENDENT DIRECTORS:

Mr. Ashok P Shah and Mr. M. Pugazendhi Independent Directors, have furnished a declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

WEB LINK WHERE DETAILS OF FAMILIARIZATION PROGRAMS IMPARTED TO INDEPENDENT DIRECTORS IS DISCLOSED

Our Company is exempted under regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of the directors seeking re-appointment in the forthcoming annual general meeting (in pursuance of Regulation 36 of the SEBI (LODR) Regulations, 2015 and any amendments thereto)

Name of the Director	Mrs. Malathi Jagadeesan
Mode of Appointment	Reappointment as retires by rotation
Date of Birth	27-04-1954
Number of Shares held as on 31 st March, 2021	5,68,530
Qualifications	BSC
Experience in special functional Area	25 YEARS
Directorship held in other Companies including Listed entities as on (March 31, 2021)	1. SUNRISE JEWELLERIES PRIVATE LIMITED, CHENNAI 2. JAGDEESH APARTMENTS PRIVATE LIMITED, SALEM
Chairman/Membership in Committees of other Companies	Nil

None of the Directors are related to each other



Chart setting out the skills / expertise / competence of the Board of Directors:

While evaluating the Board as a whole, it was ensured that the existing board members have relevant coreskills/expertise /competencies as required in the context of its business (es) and sector(s) to function effectively.

Skill	Description
Leadership/Strategy	Leadership/ Experience of playing leadership roles Strategy in large businesses, with competencies around strategy development & implementation, sales & marketing, business administration/operations and Organization and people management.
Financial	Practical knowledge and experience in Corporate Finance, accounting and reporting and internal financial controls, including strong ability to asses financial impact of decision making and ensure profitable and sustainable growth.
Governance	Strong understanding of and experience in directing the management in the best interests of the Company and its stakeholders and in upholding high standards of governance.
Regulatory	Strong expertise and experience in corporate law and regulatory compliance in India and overseas (including industry specific laws).

3. AUDIT COMMITTEE

COMPOSITION

The Audit Committee comprises of Mr. M. Pugazendhi, Independent Director as Chairman, Mr. Ashok P Shah, Independent Director and Mrs. Malathi Jagadeesan, Non-executive Director as Members.

All the members of the Audit Committee are financially literate and one-half of the members have expertise in accounting/financial management.

MEETINGS AND ATTENDANCE DURING THE YEAR

The Audit Committee met Four times during the year and the time gap between any two meetings did not exceed more than four months.

Date of Meetings	Total No. of Members	No. of Members Present
17.06.2020	3	3
24.07.2020	3	3
09.11.2020	3	3
10.02.2021	3	3

Besides this, another meeting of the Audit Committee was held on 12.05.2021 at which meeting the Audited Annual Accounts for the year ended 31st March, 2021, were placed before the Committee for consideration. Further during this year all the recommendations of the Audit committee have been accepted by the Board.



4. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee consists of Mrs. Malathi Jagadeesan, Non-Executive Director as Chairman, Mr. M. Pugazendhi, Independent Director and Mr. Ashok P Shah, Independent Director as Member. The Committee considers and resolves the grievances of the security holders.

The Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/ SEBI/ Ministry of Corporate Affairs etc., and the responses thereto. Based on the delegated powers of the Compliance In charge approves the transfers, transmissions and transposition of securities on a regular basis and the same is reported at the next meeting of the Committee, normally held periodically.

Meetings and Attendance

Date of Meeting	Total No. of Members	No. of Members Present
28.01.2021	3	3

During the year no letters/complaints were received from investors and none of the complaints is pending as on date.

The Stakeholders Relationship Committee also reviewed the redressal system of the Company. There was no request for Share Transfer and Dematerialization pending as on 31st March, 2021.

The Company has designated an e-mail id exclusively for Investor Relations viz., tmsml@thambbimodern.com

5. NOMINATION AND REMUNERATION COMMITTEE

BRIEF DESCRIPTION OF TERMS OF REFERENCE

- Formulate Remuneration Policy and a policy on Board Diversity.
- Formulate criteria for evaluation of Directors and the Board.
- To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.



COMPOSITION

The Nomination and Remuneration Committee comprises of Mr. M. Pugazendhi, Independent Director as Chairman, Mr. Ashok P.Shah, and Independent Director and Mrs. Malathi Jagadeesan, and Non-executive Director as Members of the Committee.

MEETINGS AND ATTENDANCE DURING THE YEAR

Date of Meeting	Total No. of Members	No. of Members Present
17.06.2020	3	3

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

5. REMUNERATION TO DIRECTORS

DETAILS OF THE REMUNERATION FOR THE YEAR ENDED 31ST MARCH, 2021

Name of the Director	Category	Salary	Commission	Sitting fees	Perquisites and allowances	ESPS
Mr. R. Jagadeesan	Managing Director	15,00,000	NIL	NIL	NIL	NIL
Mrs. Malathi Jagadeesan	Non- Executive Director	NIL	NIL	4000	NIL	NIL
Mr. M. Pugazendhi	Independent Director	NIL	NIL	4000	NIL	NIL
Mr. Ashok P Shah	Independent Director	NIL	NIL	4000	NIL	NIL

Only sitting fees is payable to Non-executive and Independent Directors for the meetings of the Board attended by them.



6. CERTIFICATIONS

MD and CFO Certification under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange have been submitted to the Board and form part of this Annual Report

7. DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

There have been no materially significant related party transactions with the Company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the Company at large. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy.

Full disclosure of related party transactions as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India is given Notes to Financial Statements. All the transactions covered under related party transaction were fair, transparent and at arm's length.

8. WHISTLE BLOWER POLICY

In compliance with Section 177 (9) of the Companies Act, 2013 and pursuant to the Listing Agreement, the Board of Directors of the Company have adopted the Vigil Mechanism/Whistleblower Policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This policy also provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee.

This Policy covers disclosures or formal reporting by the whistleblowers of any unethical and improper practices and events which have taken place/ suspected to have taken place. This policy provides for transparency in dealings and timely and regular response of whistleblower investigations. The approved whistleblower policy is available on the Company's website <http://www.thambbimodern.com/>

9. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS

The Company has implemented all mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

(i) The Board

An executive Chairman heads the Board. Independent Directors possess the requisite qualification and experience to contribute effectively to the Company in their capacity as independent director.



(ii) Shareholder rights:

The unaudited quarterly results of the Company are uploaded in the website of the Company. These are not sent individually to the shareholders.

(iii) Audit Qualifications

The audited financial statements of the Company are unqualified.

(iv) Separate posts of Chairman and CEO

The Company has separate posts of Chairman and CEO

11. MEANS OF COMMUNICATION

The Company's quarterly results are published in 'Makkalkural' and 'Trinity Mirror', and are displayed on its website www.thambbimodern.com. Official news releases are sent to Stock Exchanges. Your Company has not been requested by any institutional investors / analysts for any detailed presentations on the Company's unaudited quarterly as well as audited annual financial results.

12. GENERAL SHARE HOLDERS INFORMATION

The Company's website www.thambbimodern.com contains a separate dedicated section 'Investor Relations' where shareholders' information is available. A separate section has been annexed to the Annual Report furnishing various details viz., previous annual General Meeting, its time and venue, share price movement, distribution of shareholding, location of development centre, means of communication, etc., for shareholders reference.

14. ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETING

The details of the Annual General Meetings / Extraordinary General Meeting held in the last three years are as follows:

Financial Year	Date & Time	Location	Special Resolution
2019 – 2020	28.08.2020 10.00 A.M	Through Video conference	Re-appointment of Mr. Ashok Pukhraj and Mr. M. Pugazhendhi as Independent Director
2018 -19	20.06.2019 10.30 A.M	Unit II, TNEB Sub Station, Udayapatti By-pass road, Kamaraj Nagar Colony Post, Salem - 636014	Re-appointment of Sri. R. Jagadeesan as Managing Director



2017 -18	27.12.2018 11.00 A.M	Unit II, TNEB Sub Station, Udayapatti By-pass road, Kamaraj Nagar Colony Post, Salem - 636014	NIL
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No resolution was passed through postal ballot during the year under review.

Following resolutions were passed at the Annual General Meeting held for FY 2019-20:

Items	Type of Resolutions
Adoption of financial Statements	Ordinary Resolution
Reappoint Mrs. Malathi Jagadeesan who retires by rotation	Ordinary Resolution
Reappointment of Mr. Ashok Pukhraj Shah (DIN:01137579) as Independent Director	Special Resolution
Reappointment of Mr. Muthu Udayar Pugazhendhi (DIN: 01137623) as Independent Director	Special Resolution

15. Risk Management

Periodic assessments are made to identify the risk areas and management is briefed on the risks in advance to enable the Company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company also looks into the following:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company’s human, physical and financial assets.

15. Code of conduct for the board of directors and the senior management

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the Company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. A copy of the said code of conduct is available on the website <http://www.thambbimodern.com/>. The Board members and senior management personnel have affirmed compliance with the code of conduct for the Financial Year 2020-2021.



16. Certificate from Practicing Company Secretary:

The Company has received a certificate from the Secretarial Auditor of the Company stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this report as Annexure.

17. Fees paid to Statutory Auditor on a consolidated basis:

During the year, the Company has paid Rs 88,500/- to the statutory Auditors for all services received by the listed entity on a consolidated basis.

18. List of Credit Rating: Not applicable to the Company

GENERAL SHAREHOLDER INFORMATION

a)	43rd Annual General Meeting for the financial year ended 31st March, 2021	
	Day, Date and Time	Monday, 26 th Day of July, 2021 at 11.00 am
	Medium	Through Video Conference
b)	Dividend payment date	NIL
c)	Date of Book Closure	From 20 th July, 2021 (Tuesday) till 26 th July, 2021 (Monday)
d)	Listing on stock exchange	Bombay Stock Exchange
	Payment of listing fees	Listing fees as applicable has been paid.
e)	Stock Code	514484

MARKET PRICE DATA – COMPANY SHARE PRICE AND BSE SENSEX

Month	Company Share Price	
	High	Low
APRIL, 2020	-	-
MAY, 2020	-	-
JUNE, 2020	-	-
JULY, 2020	-	-
AUGUST, 2020	-	-
SEPTEMBER, 2020	-	-
OCTOBER, 2020	8.03	7.00
NOVEMBER, 2020	7.36	6.60
DECEMBER, 2020	8.06	6.92
JANUARY, 2021	8.40	7.26
FEBRUARY, 2021	7.58	6.84
MARCH, 2021	7.90	6.81



[Source: This information is compiled from the data available from the websites of BSE]

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2021

Category Code	Category of Shareholders	Number of Shareholders	Total Number of Shares	As a % of A+B+C
A	Shareholding of Promoter and Promoter Group			
1	Indian	4	4320295	74.97
2	Foreign	0	0	0
Total Shareholding of Promoter and Promoter Group		4	43,20,295	74.97
B	Public Shareholding			
1	Institutions	3	14200	0.25
2	Non-institutions	4351	1428275	24.78
Total Public Shareholding		4354	14,42,475	25.03
C	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
TOTAL (A+B+C)		4358	57,62,770	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2021

No.of.Shares	Shareholders		No.of.Shares	
	Number	%	Number	%
Upto – 100	3713	81.93	331528	5.75
101 - 500	598	13.20	176496	3.06
501 -1000	117	2.58	93037	1.61
1001-2000	55	1.21	82429	1.43
2001-3000	11	0.24	27386	0.48
3001-4000	10	0.22	32448	0.56
4001-5000	4	0.09	18493	0.32
5001-10000	9	0.20	64880	1.13
10001 and above	15	0.33	4936073	85.66
Total	4532	100.00	5762770	100.00



LIST OF TOP 10 SHAREHOLDERS AS ON 31ST MARCH 2021

S.No	Name of Shareholder	No of shares held as on 31.03.2021	% of holding
1	R JAGADEESAN	3284995	57.00
2	MALATHI JAGADEESAN	568530	9.87
3	SALEM RAMAMURTHY MURALIMANO HAR	292000	5.07
4	J RAJALAKSHMI	256820	4.46
5	J RAMKUMAR	209950	3.64
6	RAJU BHANDARI	117011	2.03
7	KRISHNAMOORTHY	98588	1.71
8	FATEMA HUSSAINI BHARMAL JT1 : HUSSAINI JIWAJI BHARMAL	18100	0.31
9	SUBODH RAJARAM MANJREKAR	15100	0.26
10	PUNJAB NATIONAL BANK	13800	0.24

Dematerialization of shares

Category	No. of Shares	Percentage %
PHYSICAL	392179	6.81
NSDL	5204071	90.30
CDSL	166520	2.89
TOTAL	5762770	100

REGISTRAR AND SHARE TRANSFER AGENT

CAMEO CORPORATE SERVICES LIMITED

Subramanian Building, V Floor,
No.1, Club House Road
Chennai – 600 002
Contact No. 044 - 28461073

CAMEO CORPORATE SERVICES LIMITED are the Registrars for the demat segment and also the share transfer agents of the company, to whom communications regarding share transfer and dematerialization requests must be addressed. All matters connected with share transfer, transmission, dividend payment is handled by the share transfer agent. Share transfers are processed within 15 days of lodgement. A Practicing Company Secretary certifies on a half yearly basis timely dematerialization of shares of the company.



SHARE TRANSFER SYSTEM

The Board has authorized Ms. M. Harshini, Company Secretary of the Company in charge to approve all transfer, transmission and transposition of securities.

REQUEST TO INVESTORS

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the Company.

- Shareholders are requested to convert their physical holding to demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.
- Shareholders holding shares in physical form, should communicate the change of address, if any, directly to the Registrars and Share Transfer Agent of the Company.
- It has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares held in physical mode.
- Shareholders holding shares in physical form who have not availed nomination facility and would like to do so are requested to avail the same, by submitting the nomination in Form No. SH-13. The form will be made available on request. Those holding shares in electronic form are advised to contact their DPs.
- As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons.

Reconciliation of Share Capital Audit

A quarterly audit was conducted by a Practicing Company Secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2021 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories. 57,62,770 Equity shares representing 100% of the paid up equity capital have been dematerialized as on 31st March 2021

DEMATERIALIZATION OF SHARES AND LIQUIDITY

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialization form.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity – NIL



Disclosure of commodity price risks or foreign exchange risk and commodity hedging activities – NIL

ADDRESS FOR COMMUNICATION

Registrar & Share Transfer Agents (R&TA) (matters relating to Shares, Dividends, Annual Reports)	Cameo Corporate Services Limited Subramanian Building, V Floor, No.1, Club House Road Chennai – 600 002 Contact No. 044 - 28461073
For any other general matters or in case of any difficulties/ grievances	Mr. P. Rajasekaran Chief Financial Officer Omalur Road, JagirAmmalayam, Salem – 636302 T : +91 0427 2345425
Website address	www.thambbimodern.com
Email ID of Investor Grievances Section	tmsml@thambbimodern.com
Name of the Compliance Officer	Ms. M. Harshini, Company Secretary

A. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM WHISTLE BLOWER POLICY, AND AFFIRMATION THAT NO PERSONNEL HAVE BEEN DENIED ACCESS TO THE AUDIT COMMITTEE.

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on the website of the Company.

This Policy enables stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The policy provides adequate safeguards against victimization of director(s)/ employee(s) and direct access to the chairman of the audit committee. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the chairman of the audit committee.

Your company hereby affirms that no director/ employee have been denied access to the chairman of the audit committee and that no complaints were received during the year.

b. Details of compliance with mandatory requirements and adoption of the non-Mandatory requirements of this clause.

The company has adopted all the mandatory requirements as per the listing agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has not adopted non-mandatory requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Web link where policy for determining 'material' subsidiaries is disclosed – Nil

Web link where policy on dealing with related party transactions – Nil.



Disclosure of commodity price risks and commodity hedging activities - Nil

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

Every requirement has been complied except non applicable/mandatory requirement. Hence there is no Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above.

Subsidiary Companies - Nil

Material Subsidiary – Nil

Disclosure with respect to demat suspense account/unclaimed suspense account – Nil

INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 of the Companies Act, 2013, the Independent Directors of the Company have been reappointed for a period of 3 years from the date of ensuing Annual General meeting. Pursuant to Schedule IV of the Companies Act, 2013, every Independent Director has been issued a letter of appointment containing the terms and conditions of his/her appointment. The terms and conditions of appointment have been posted on the website of the Company at www.thambbimodern.com.



SEPARATE MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors was held during the year on June 17, 2020 without the attendance of Non-Independent Directors and members of management, inter alia to:

- Review the performance of the Non-Independent Directors and the Board as a whole;
- Review the performance of the Managing Director of the Company, taking into account the views of the executive directors and non-executive directors;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Mr. M. Pugazendhi and Mr. Ashok P Shah, Independent directors of the company convened a meeting of independent directors and discussed matters pertaining to the Company's affairs and functioning of the Board and presented their views to the Managing Director for appropriate action.



ANNEXURE V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. Industry structure and developments

Structure: - The Company has involved in Rental and property development activities. However it has obtained Rs.248.19 lacs of Rental Receipts and other income.

Developments: - The buildings of the Company have been leased out to generate income.

b. Opportunities and Threats

Opportunity: - The Company has started concentrating on leasing its existing land & building.

c. Segment-wise or product-wise performance – Nil

d. Outlook

During the financial year 2020 – 2021, the Company has revenue from operations of Rs.166.78 Lacs as against Rs. 191.26 Lacs in the financial year 2019 - 2020

e. Risks and concerns

The Company is keep on assessing and minimizing risk and monitors it continuously

f. Internal control systems and their adequacy

The Company is keep on reviewing internal audit function, discussion on internal audit reports, reviewing of vigil mechanism, internal control systems and review of risk management policies especially enterprise level risk management.

g. Discussion on financial performance with respect to operational performance Financial Statement for the financial year 2020– 2021

Particulars	2020 – 2021 (In Lacs)	2019 – 2020 (In Lacs)
Income		
Revenue from operations	166.78	191.26
Other Income	81.41	1.29
Total	248.19	192.55
Employee benefit expenses	43.00	58.05
Finance costs	169.05	181.71
Depreciation	64.78	63.27



Other Expenses	78.54	87.09
Total	355.37	390.12
Profit/(Loss) before exceptional and extraordinary items and tax	-107.17	-197.57
Previous Year Adjustments	6.96	0.00
Profit/(Loss) before tax	-114.13	-197.57
Tax Expenses	50.48	20.66
Total Income/(Loss)	-164.61	-218.23

Results in Operations:-

During the financial year 2020 – 2021, the Company has revenue from operations of Rs.248.19 Lacs as against Rs. 192.55 Lacs in the financial year 2019 - 2020.



DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the company has adopted a code of conduct for its employees including the Managing Director and Executive Directors. In addition, the company has adopted a code of conduct for its Non-Executive Directors and Independent Directors. These codes are available on the company's website.

I confirm that the company has in respect of the year ended 31st March, 2021, received from the senior management team of the company and the member of the board a declaration of compliance with the code of conduct as applicable to them.

For the purpose of this declaration, senior management team means the chief financial officer cum Compliance Officer as on 31st March, 2021.

Place: Salem

Date: 12.05.2021

For Thambbi Modern Spinning Mills Limited

**R.Jagadeesan
Managing Director
Din: 01153985**

**MalathiJagdeesan
Director
Din: 00153952**



CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD PURSUANT TO REGULATION 17(8) AND PART B OF SCHEDULE II OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, R.Jagadeesan, Managing Director and P.Rajasekaran, Chief Financial Officer of M/s Thambbi Modern Spinning Mills Limited, certify that:

A. we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2021 and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls system for financial reporting and that we have evaluated the effectiveness of Internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and to the Audit Committee that no:

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and;
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Salem

Date: 12.05.2021

For Thambbi Modern Spinning Mills Limited

R.Jagadeesan	P.Rajasekaran
Managing Director	Chief Financial Officer
DIN: 01153985	PAN: ADDPR3091C



PRACTISING CHARTERED ACCOUNTANT'S REPORT ON CORPORATE GOVERNANCE TO THE MEMBERS OF THAMBBI MODERN SPINNING MILLS LIMITED

To,

**The Members
THAMBBI MODERN SPINNING MILLS LIMITED**

We have examined the compliance of conditions of Corporate Governance by THAMBBI MODERN SPINNING MILLS LIMITED for the year ended 31st March, 2021 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable amendments from time to time (as was applicable from effective) with the stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied in general with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai

Date : May 12, 2021

**For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN: 004219S)**

**S. SRIRAM
Partner
Membership No : 202813
UDIN NO :
21202813AAAAFC9726**



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
THAMBBI MODERN SPINNING MILLS LIMITED
OMALUR ROAD, JAGIR AMMAPALAYAM,
SALEM-636302

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s THAMBBI MODERN SPINNING MILLS LIMITED having CIN: L17111TZ1977PLC000776 and having registered office at OMALUR ROAD, JAGIR AMMAPALAYAM, SALEM-636302 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr.No	Name of Director	DIN	Date of appointment in Company
1	MALATHI JAGADEESAN	00153952	10/10/1994
2	ASHOK PUKHRAJ SHAH	01137579	08/06/2002
3	MUTHU PUGAZHENDHI	01137623	08/06/2002
4	RAMASAMY JAGADEESAN UDAYAR	01153985	16/09/1978

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 17/06/2021

Name: R. Thamizhvanan
(Practising company secretary)
Membership No.:11151 CP No.: 3721
UDIN: A011151C000480708



Independent Auditor's Report

To
**The Members of
THAMBBI MODERN SPINNING MILLS LIMITED**

1. Opinion

We have audited the accompanying Financial Statements of **M/s. Thambbi Modern Spinning Mills Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the Significant Accounting Policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, its Loss, changes in equity and cash flows for the year ended on that date.

2. Basis of Opinion

We conducted our audit in accordance with the standards on auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statement.

3. Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The Other information comprises of the Board's Report including its Annexures, and other report placed by the management before the members.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



4. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies(Accounting Standards) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

5. Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

6. Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e) On the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) Since the Company's turnover as per last audited financial statements is less than Rs. 50 crores and its borrowings from Banks and Financial Institutions at any time during the year is less than Rs 25 crores, the Company is exempted from getting an audit opinion with respect to the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls vide notification dated June 13, 2017;
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act and



- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would have any impact on its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were having any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2021.
 - iv.
 - a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, **that the Intermediary shall, whether, directly or indirectly lend or invest** in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. No dividend has been declared or paid during the year by the company.

Place : Chennai

Date : May 12, 2021

**For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN: 004219S)**

**S. SRIRAM
Partner
Membership No : 202813
UDIN NO :**



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" Section of our report of even date)

1) In respect of fixed assets :

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties are held in the name of the Company.

2) In respect of Inventory :

As explained to us, the Company does not hold any stock of inventory and therefore the provisions of clause ii of the Companies (Auditors Report) Order 2016 is not applicable.

- 3) The Company has not granted any loans, secured or unsecured, to companies, firms, LLPs or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of clause iii of the Companies (Auditor's Report) Order 2016 are not applicable.
- 4) The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of clause iv of the Companies (Auditor's Report) Order 2016 are not applicable.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the Company.
- 6) We were informed that the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company.

7) In respect of statutory dues :

- a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services act, provident fund, employees' state insurance, income tax, sales tax, custom duty, excise duty, cess, service tax and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of goods and services act, provident fund, employees state insurance, income tax, sales tax, custom duty, excise duty, service tax and cess were in arrears, as at 31st March, 2021 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no amounts payable in respect of



goods and services act, income tax, sales tax, custom duty, excise duty, service tax and cess, which have not been deposited on account of any dispute.

- 8) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- 9) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and terms loans and therefore the provisions of clause ix of Companies (Auditor's Report) Order, 2016 are not applicable.
- 10) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- 11) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with Schedule V to the Companies Act.
- 12) The Company is not a Nidhi Company and therefore the provisions of clause xii of Companies (Auditor's Report) Order 2016 are not applicable.
- 13) The transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- 14) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause xiv of the Companies (Auditor's Report) Order, 2016 are not applicable.
- 15) The Company has not entered in to any non-cash transactions with directors or persons connected with him and accordingly the provisions of clause xv of Companies (Auditor's Report) Order 2016 are not applicable.
- 16) The Company is not required to be registered under Section 45-IA if the Reserve Bank of India Act, 1934 and therefore the provisions of clause xvi of Companies (Auditors Report) Order 2016 are not applicable.

Place : Chennai

Date : May 12, 2021

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN: 004219S)

S. SRIRAM
Partner
Membership No : 202813
UDIN NO :



THAMBBI MODERN SPINNING MILLS LIMITED				
BALANCE SHEET AS AT 31ST MARCH 2021				
(Amount in Rupees)				
S.No	Particulars	Note No.	As at 31st March 2021	As at 31st March 2020
A	ASSETS			
1	Non Current Assets			
	(a) Property, Plant and Equipment	2	1172,18,642	1126,55,641
	(b) Intangible Assets	2	10,119	58,183
	(c) Capital Work in Progress	2	-	55,19,698
	Financial Assets			
	(a) Long Term Loans & Advances	3	9,80,269	9,35,503
	Other Non Current Assets	4	10,96,079	10,96,079
	Deffered Tax Assets (Net)	5	7,61,641	58,09,845
			1200,66,750	1260,74,949
2	Current Assets			
	(a) Financial Assets			
	(i) Trade Receivables	6	246,60,735	252,68,789
	(ii) Cash and Cash Equivalents	7	36,61,575	28,54,661
	(iii) Other Current Financial Assets	8	49,79,369	35,54,321
	(b) Current Tax Assets (Net)	9	30,28,119	34,70,456
			363,29,798	351,48,227
	Total Assets		1563,96,548	1612,23,176
B	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	10	576,27,700	576,27,700
	(b) Other Equity	11	(1010,25,832)	(845,64,016)
			(433,98,132)	(269,36,316)
	Liabilities			
2	Non Current Liabilities			
	Financial Liabilities			
	(i) Borrowings	12	1699,94,627	1401,46,293
	(ii) Other Financial Liabilities	13	138,64,695	127,01,854
			1838,59,322	1528,48,147
3	Current Liabilities			
	(a) Financial Liabilities			
	(i) Trade Payables	14	10,56,686	7,41,709
	(ii) Other Financial Liabilities	15	148,78,672	345,69,636
			159,35,358	353,11,345
	Total Equity & Liabilities		1563,96,548	1612,23,176
Statement on Significant Accounting Policies and Notes to the Financial Statements are an integrated part of this Balance Sheet				
For R. SUNDARARAMAN & CO., Chartered Accountants (FRN : 004129S)				
		R. Jagadeesan Managing Director DIN : 01153985	Malathi Jagadeesan Director DIN : 00153952	
S. SRIRAM Partner M. No : 202813 Place : Chennai Date : 12/05/2021		P. Rajasekaran Chief Financial Officer	M. Harshini Company Secretary	



THAMBBI MODERN SPINNING MILLS LIMITED				
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021				
(Amount in Rupees)				
S.No	Particulars	Note No.	As at 31st March 2021	As at 31st March 2020
I	Revenue			
	Revenue from Operations	16	166,78,274	191,25,908
	Other Income	17	81,41,197	1,29,520
	Total Revenue	(A)	248,19,471	192,55,428
II	Expenses			
	Employee Benefit Expenses	18	42,99,711	58,05,043
	Finance Costs	19	169,05,181	181,71,218
	Depreciation and Amortisation Expense		64,78,316	63,26,931
	Other Expenses	20	78,53,635	87,08,993
	Total Expenses	(B)	355,36,843	390,12,186
III	Profit / (Loss) before Exceptional Items and Tax	(A) - (B)	(107,17,372)	(197,56,758)
IV	Exceptional Items			
	- Prior Year Adjustments		6,96,240	--
V	Profit / (Loss) before Tax		(114,13,612)	(197,56,758)
VI	Tax Expense :			
	a) Current Tax		--	--
	b) Deferred Tax		50,48,204	20,66,708
VII	Profit / (Loss) for the period from continuing operations		(164,61,816)	(218,23,466)
VIII	Other Comprehensive Income		--	--
IX	Total Comprehensive Income for the Year (Comprising Profit / (Loss) and other comprehensive income)		(164,61,816)	(218,23,466)
	Attributable to :			
	Owners to the Company		(164,61,816)	(218,23,466)
	Non-controlling interests		--	--
X	Earnings per Equity Share (in Rs.)	26		
	(1) Basic		(1.86)	(3.43)
	(2) Diluted		(1.86)	(3.43)
Statement on Significant Accounting Policies and Notes to the Financial Statements are an integrated part of this Statement of Profit and Loss				
For R. SUNDARARAMAN & CO., Chartered Accountants (FRN : 004129S)			For and on behalf of the Board	
		R. Jagadeesan Managing Director DIN : 01153985	Malathi Jagadeesan Director DIN : 00153952	
	S. SRIRAM Partner M. No : 202813 Place : Chennai Date : 12/05/2021	P. Rajasekaran Chief Financial Officer	M. Harshini Company Secretary	



THAMBBI MODERN SPINNING MILLS LIMITED					
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021				Amount in Rupees	
		31st March 2021		31st March 2020	
		(12 months)		(12 months)	
A. CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit/Loss before Tax			(114,13,611)		(197,56,758)
Adjustments for-					
Depreciation		64,78,316		63,26,931	
Interest paid		168,44,832		174,15,771	
Profit on Sale of Assets		(80,23,197)		-	
Interest Received		(1,18,000)		(1,29,520)	
			151,81,951		236,13,182
Operating Cash Flow before working capital changes			37,68,340		38,56,424
Adjustments for (Increase) / Decrease in Operating Assets					
Trade and other receivables		6,08,054		(3,83,753)	
Short Term Loans & Advances		(14,25,048)		6,52,040	
Long Term Loans & Advances		(44,766)		(6,47,773)	
Adjustments for Increase / (Decrease) in Operating Liabilities					
Trade Payables		3,14,977		(10,27,959)	
Other Current Liabilities		(196,90,966)		(43,26,668)	
Other Non Current Liabilities		11,62,841	(190,74,907)	7,99,654	(49,34,459)
Cash generated from Operations			(153,06,568)		(10,78,035)
Current Tax Assets (Net)			4,42,337		95,064
NET CASH FLOW FROM OPERATING ACTIVITIES	(A)		(148,64,231)		(9,82,971)
B. CASH FLOW FROM INVESTING ACTIVITIES					
Sale of Fixed Assets (Net)		25,49,642		(55,19,698)	
Interest Income		1,18,000	26,67,642	1,29,520	(53,90,178)
NET CASH FLOW FROM INVESTING ACTIVITIES	(B)		26,67,642		(53,90,178)
C. CASH FLOW FROM FINANCING ACTIVITIES					
Long Term Borrowings (Net)		298,48,334		239,50,569	
Short Term Borrowings (Net)		-		-	
Interest on Borrowings		(168,44,832)	130,03,502	(174,15,771)	65,34,798
NET CASH FLOW FROM FINANCING ACTIVITIES	(C)		130,03,502		65,34,798
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	A+B-C		8,06,915		1,61,650
Opening Balance in Cash & Cash Equivalents			28,54,661		26,93,011
Closing Balance in Cash & Cash Equivalents			36,61,576		28,54,661
Statement on Significant Accounting Policies and Notes to the Financial Statements are an integrated part of this Statement of Profit and Loss					
For R. Sundararaman & Co,		For and on Behalf on the Board			
Chartered Accountants,					
Firm Registration No:004219S					
		R.Jagadeesan		Malathi Jagadeesan	
		Managing Director		Director	
		DIN 01153985		DIN 00153952	
S.SRIRAM					
Partner					
Membership No:202813					
Place: Chennai		P. Rajasekaran		M.Harshini	
Date : 12/05/2021		Chief Financial Officer		Company Secretary	



1. NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

1.1 Basis of preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (“Ind AS”), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been applied consistently to all periods presented in these financial statements. The financial statements correspond to the classification provisions contained in Ind AS 1, “Presentation of Financial Statements”. For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable. Previous year figures have been regrouped/re-arranged, wherever necessary.

1.2 Exemptions availed under Ind AS 101

a) Property ,plant and Equipment

The historical cost of the Property, Plant and Equipment as at the Transition Date is adopted as the deemed cost.

b) Fair value of Financial Assets & Liabilities

As per Ind AS Exemption, the Company has not fair valued the financial assets and liabilities retrospectively, and has measured the same prospectively.

1.3 Significant Accounting Policies

a) Use of Estimates

The preparation of financial statements in conformity with the generally accepted Indian Accounting Standards (Ind AS) principles, requires the management to make estimates and assumption that effect the reported amounts of the assets & liabilities and disclosure of contingent liabilities as at the date of financial statements and the result of operations during the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, the actual results could differ from these estimates.

b) Property, Plant and Equipment

Property, Plant and Equipment are accounted for at the deemed cost which is the historical cost as per the previous GAAP. Depreciation is provided on Straight Line Basis over the remaining useful life of the assets, as per Schedule II of the Companies Act, 2013.

c) Revenue Recognition

Rental Income is recognised on Accrual basis.



d) Borrowing Costs

Interest and other cost in connection with borrowing of funds to the extent related / attributed to the acquisition / construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use. Other borrowing costs are charged to Profit and Loss Account.

e) Investments

Long Term Investments are carried at cost

f) Employee Benefits

The Company does not have any manufacturing activity. There are no permanent workers / employees as at the end of the year. Accordingly there are no liabilities with respect to Bonus, Gratuity, Provident Fund, Employees State Insurance, Leave Encashment and other retirement benefits.

g) Impairment of Assets

As at the Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

- The extent of recognition of impairment loss, if any, required or
- The reversal, if any, required of impairment loss recognised in previous periods. Where the carrying amount of an asset exceeds its recoverable amount, such excess is recognised as impairment loss and charged in the Statement of Profit and Loss.

h) Provision and contingent liabilities

Provision is recognised in respect of present obligation requiring settlement by outflow of resources and of which reliable estimate of the amount of obligation could be made.

Contingent liability is not recognised and is disclosed unless the possibility of outflow of resources embodying economic benefit is remote. Present obligation arising from past events and the existence of which is subject to occurrence or non-occurrence of an in certain future event is disclosed.



2 Property, Plant and Equipment 2019-2020										
Particulars	Gross Block				Depreciation				Net Block	
	As at	Additions	Deletions	Total	As at	Additions	Deletions	Total	As at	As at
	01-04-2019			31-03-2020	31-03-2019			31-03-2020	31-03-2020	01-04-2019
Tangible Assets										
Freehold Land	28,05,276	-	-	28,05,276	-	-	-	-	28,05,276	28,05,276
Buildings	1489,85,865	-	-	1489,85,865	458,49,192	42,70,686	-	501,19,878	988,65,987	1031,36,673
Plant & Equipments	24,73,567	-	-	24,73,567	5,87,472	4,69,978	-	10,57,450	14,16,117	18,86,095
Generator Set	7,77,000	-	-	7,77,000	91,863	73,863	-	1,65,726	6,11,274	6,85,137
Electrical Fittings	75,24,756	-	-	75,24,756	8,93,972	7,14,805	-	16,08,777	59,15,979	66,30,784
Furniture & Fixtures	10,38,250	-	-	10,38,250	2,48,822	1,09,458	-	3,58,280	6,79,970	7,89,428
Office Equipments	35,41,785	-	-	35,41,785	7,35,209	5,30,490	-	12,65,699	22,76,086	28,06,576
Computers	2,95,480	-	-	2,95,480	1,16,960	93,568	-	2,10,528	84,952	1,78,520
Total	1674,41,979	-	-	1674,41,979	485,23,490	62,62,848	-	547,86,338	1126,55,641	1189,18,489
Intangible Assets										
Software	2,02,370	-	-	2,02,370	80,104	64,083	-	1,44,187	58,183	1,22,266
Total	2,02,370	-	-	2,02,370	80,104	64,083	-	1,44,187	58,183	1,22,266
Capital Work in Progress	-	-	-	-	-	-	-	-	55,19,698	-
Total	1676,44,349	-	-	1676,44,349	486,03,594	63,26,931	-	549,30,525	1182,33,522	1190,40,755

2 Property, Plant and Equipment 2020-2021										
Particulars	Gross Block				Depreciation				Net Block	
	As at	Additions	Deletions	Total	As at	Additions	Deletions	Total	As at	As at
	01-04-2020			31-03-2021	31-03-2020			31-03-2021	31-03-2021	01-04-2020
Tangible Assets										
Freehold Land	28,05,276	-	1,90,000	26,15,276	-	-	-	-	26,15,276	28,05,276
Buildings	1489,85,865	131,47,056	-	1621,32,921	501,19,878	47,10,393	-	548,30,271	1073,02,650	988,65,987
Plant & Equipments	24,73,567	-	-	24,73,567	10,57,450	4,69,978	-	15,27,428	9,46,139	14,16,117
Generator Set	7,77,000	-	-	7,77,000	1,65,726	73,862	-	2,39,588	5,37,412	6,11,274
Electrical Fittings	75,24,756	-	-	75,24,756	16,08,777	7,14,805	-	23,23,582	52,01,174	59,15,979
Furniture & Fixtures	10,38,250	-	-	10,38,250	3,58,280	1,09,458	-	4,67,738	5,70,512	6,79,970
Office Equipments	35,41,785	-	33,17,931	2,23,854	12,65,699	2,81,578	13,54,128	1,93,149	30,705	22,76,086
Computers	2,95,480	-	-	2,95,480	2,10,528	70,178	-	2,80,706	14,774	84,952
Total	1674,41,979	131,47,056	35,07,931	1770,81,104	547,86,338	64,30,252	13,54,128	598,62,462	1172,18,642	1126,55,641
Intangible Assets										
Software	2,02,370	-	-	2,02,370	1,44,187	48,064	-	1,92,251	10,119	58,183
Total	2,02,370	-	-	2,02,370	1,44,187	48,064	-	1,92,251	10,119	58,183
Capital Work in Progress	-	-	-	-	-	-	-	-	-	55,19,698
Total	1676,44,349	131,47,056	35,07,931	1772,83,474	549,30,525	64,78,316	13,54,128	600,54,713	1172,28,761	1182,33,522



	As at 31st March 2021	As at 31st March 2020
3. Long Term Loans & Advances		
Security Deposits	9,80,269	9,35,503
Total	9,80,269	9,35,503
4. Other Non Current Assets		
Balances with Government Authorities (Other than Income Tax)	10,96,079	10,96,079
Total	10,96,079	10,96,079
5. Deferred Tax Asset (Net)		
Business Loss	76,46,838	123,76,610
Depreciation	(68,85,197)	(65,66,765)
Total	7,61,641	58,09,845
6. Trade Receivables		
Unsecured - Considered Good		
Outstanding for a period exceeding 6 months from the date they are due for payment	221,64,488	228,85,173
Other Receivables	24,96,247	23,83,616
Total	246,60,735	252,68,789
7. Cash & Cash Equivalentents		
Cash on Hand	61,922	19,454
Balance with Banks in Current Accounts	8,37,891	1,34,336
Balance with Banks in Escrow Accounts	27,61,762	27,00,871
Total	36,61,575	28,54,661
8. Other Current Financial Assets		
Advances recoverable in cash or kind for value to be received	49,79,369	35,54,321
Total	49,79,369	35,54,321



9. Current Tax Assets		
Particulars	As at	
	31st March 2021	31st March 2020
TDS / Advance Income Tax (Net of Provision)	30,28,119	34,70,456
Total	30,28,119	34,70,456
10. Share Capital		
Authorised Capital		
1,40,00,000 Equity Shares of Rs. 10/- each	1400,00,000	1400,00,000
Total	1400,00,000	1400,00,000
Issues, Subscribed & Paid-up Capital		
57,62,770 Equity Shares of Rs. 10/- each	576,27,700	576,27,700
Total	576,27,700	576,27,700

10.1 Number of Equity Shares at the beginning and end of the reporting year						
Particulars	As at 31/03/2021		As at 31/03/2020		As at 31/03/2019	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	57,62,770	576,27,700	57,62,770	576,27,700	57,62,770	576,27,700
Shares issued during the year	-	-	-	-	-	-
Shares outstanding at the close of the year	57,62,770	576,27,700	57,62,770	576,27,700	57,62,770	576,27,700

10.2 Details of Shareholders holding more than 5% shares in the Company						
Name of Shareholder	As at 31/03/2021		As at 31/03/2020		As at 31/03/2019	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
R. Jagadeesan	32,84,995	57%	32,84,995	57%	32,84,995	57%
Malathi Jagadeesan	5,68,530	10%	5,68,530	10%	5,68,530	10%
Salem Ramamurthy Murali Manoh	2,92,000	5%	2,92,000	5%	2,92,000	5%



11. Other Equity						
Particulars	Reserves and Surplus				Total	
	Capital Reserve	Share Premium	General Reserve	Retained Earnings		
Balance as on 01-04-2019	3495,62,334	745,79,000	587,66,833	(5246,87,700)	(417,79,533)	
Total Comprehensive Income for the year	-	-	-	(209,61,017)	(209,61,017)	
Balance as on 01-04-2020	3495,62,334	745,79,000	587,66,833	(5456,48,717)	(627,40,550)	
Total Comprehensive Income for the year	-	-	-	(218,23,466)	(218,23,466)	
Adjustments on account of transition to IND AS	-	-	-	-	-	
Balance as on 31-03-2020	3495,62,334	745,79,000	587,66,833	(5674,72,183)	(845,64,016)	
Total Comprehensive Income for the year	-	-	-	(164,61,815)	(164,61,815)	
Adjustments on account of IND AS	-	-	-	-	-	
Balance as on 31-03-2021	3495,62,334	745,79,000	587,66,833	(5839,33,998)	(1010,25,831)	

12. Borrowings		
Particulars	As at 31st March 2021	As at 31st March 2020
Secured :		
Loan against Rent Receivables		
IDBI Bank Ltd.,Salem	834,72,635	873,47,037
IDBI Bank Ltd.,Salem- WCTL Loan	144,15,009	-
HDFC Ltd.,Salem	-	256,31,291
Unsecured :		
From Directors	721,06,983	271,67,965
Total	1699,94,627	1401,46,293
Note :		
Loans from IDBI Bank Limited are secured by mortgage of title deeds of a portion of Unit I Land located at Jagir Ammapalayam Village, Salem.		



13. Other Financial Liabilities (Non Current)		
Rent Deposit	138,64,695	127,01,854
Total	138,64,695	127,01,854
14. Trade Payables		
Sundry Creditors	10,56,686	7,41,709
Total	10,56,686	7,41,709
15. Other Current Financial Liabilities		
Current Maturity of Long Term Debts	75,54,357	57,97,916
Statutory Liabilities	6,35,198	8,69,834
Accrued Expenses	6,16,346	1,89,741
Advances Received	60,72,770	277,12,145
Total	148,78,671	345,69,636

16. Income from Operations		
Particulars	As at 31st March 2021	As at 31st March 2020
Rent Receipts	166,78,274	191,25,908
Total	166,78,274	191,25,908
17. Other Income		
Interest received - Others	1,18,000	1,29,520
Profit/Loss on Sale of Assets	80,23,197	-
Total	81,41,197	1,29,520
18. Employment Benefit Expenses		
Salaries & Wages	41,45,211	54,70,461
Staff Welfare Expenses	1,54,500	3,34,582
Total	42,99,711	58,05,043



19. Finance Cost		
Interest to Banks	138,47,528	119,62,858
Interest to Others	29,97,304	54,52,914
Bank Charges / Commission	60,349	7,55,447
Total	169,05,181	181,71,218
20. Other Expenses		
Power & Fuel	8,38,057	11,02,851
Repairs & Maintenance	30,88,273	21,01,782
Insurance	1,89,156	66,868
Rent	8,75,000	15,15,000
Rates & Taxes	12,20,125	17,83,112
Travelling & Conveyance	2,30,476	9,88,910
Professional & Legal Fees	7,72,550	3,82,396
Audit Fees	88,500	88,500
Miscellaneous Expenses	4,39,837	5,10,011
Directors sitting fees	12,000	15,000
Advertisement	99,661	1,54,563
Total	78,53,635	87,08,993

21	Contingent Liabilities		
	Claims against the Company which are contested / proposed to be contested before various judicial forums :		
	Particulars	As at 31.03.2021	As at 31.03.2020
	The Cotton Corporation of India Limited., Coimbatore	126,15,907	126,15,907
	Total	126,15,907	126,15,907



22	Related Party Information			
	Related party information as required by AS18 is given below :			
A	Names of the Related Parties and their relationships :			
	i) Key Management Personnel			
	Mr. R. Jagadeesan, Managing Director			
	Mrs. Malathi Jagadeesan			
B	Transactions with Related Parties :	Year Ended 31.03.2021	Year Ended 31.03.2020	
	Remuneration paid			
	Mr.R.Jagadeesan	15,00,000	15,00,000	
	Interest Paid			
	Mr. R. Jagadeesan	14,74,782	13,31,450	
	Loans Avalied (Net)			
	Mr. R. Jagadeesan	451,17,486	173,20,221	
	Ms.Malathi Jagadeesan	(16,53,250)	19,28,685	
	Outstanding Payable / (Receivable) at the year end			
	Mr. R. Jagadeesan	712,27,198	246,34,930	
	Ms.Malathi Jagadeesan	8,79,785	25,33,035	
23	Segment Reporting			
	The Company's presently earns revenue from letting out the factory premises, which constitutes single business segment. As per management's perspective, the risks and returns from them do not materially vary geographically. Accordingly there are no business/geographical segments to be reported under Accounting Standard (AS) 17 issued by the Institute of Chartered Accountants of India.			
24	Quantity Particulars			
	Not Applicable.			
25	Breakup of Payment made to Auditors	Year Ended 31.03.2021	Year Ended 31.03.2020	
	Towards :			
	Statutory Audit	59,000	59,000	
	Tax Audit	11,800	11,800	
	Certification & Other Matters	17,700	17,700	
	Total	88,500	88,500	



26	Earning per Share	Year Ended 31.03.2021		Year Ended 31.03.2020	
	i) (Loss)/Profit after tax as per the Statement of Profit and Loss		(164,61,815)		(218,23,466)
	ii) Weighted average number of equity shares outstanding during the year				
	for Basic EPS (Nos)		57,62,770		57,62,770
	for Diluted EPS (Nos)		57,62,770		57,62,770
	iii) Basic and diluted earnings per share of Rs.10/- each				
	for Basic EPS (in Rs.)		(2.86)		(3.43)
	for Diluted EPS (in Rs.)		(2.86)		(3.43)
27	No provision for tax has been made in the absence of taxable profits for the current year. Deffered Tax has been provided on the timing differences. The Unabsorbed losses and depreciation for 3 years ending 31.03.2021 have not been considered on account of the continued losses.				
28	Sundry Debtors and Creditors Balances are subject to confirmation and reconciliation.				
29	Previous year's figures have been regrouped wherever necessary, to confirm with the current year's disclosures.				
	For R. Sundararaman & Co,	For and on behalf of the Board,			
	Chartered Accountants,				
	Firm Registration No:004219S				
		R.Jagadeesan		Malathi Jagadeesan	
		Managing Director		Director	
	S.SRIRAM	DIN 01153985		DIN 00153952	
	Partner				
	Membership No:202813				
	Place : Chennai	P. Rajasekaran		M.Harshini	
	Date : 12/05/2021	Chief Financial Officer		Company Secretary	



FORWARD LOOKING STATEMENT

These forward looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Annual Report. These forward – looking statements contained in the Annual Report involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements expressed or implied to vary.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to:

- General economic and business conditions.
- Company's ability to successfully implement its strategy and Business plans.
- Increasing competition or other factors affecting the industry segments in which our Company operates.
- Loss of our management team and other key personnel who are critical to our continued success.
- Our ability to meet our capital expenditure requirements and/or increase in capital expenditure.
- Our ability to keep pace with changing technology, evolving industry standards and new product introduction.
- Changes in laws and regulations relating to the sectors/areas in which we operate.
- Changes in government regulations and impact of fiscal, economic or political conditions in India
- Conflicts of interest with affiliated companies, the promoter group and other related parties
- Social or civil unrest or hostilities with neighboring countries or acts of international terrorism