



# **THAMBBI MODERN SPINNING MILLS LIMITED**

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47<sup>TH</sup> ANNUAL REPORT  
2024-25

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## **CORPORATE INFORMATION**

### **Board of Directors:**

Mr. Ramasamy Udayar Jagadeesan	- Chairman and Managing Director
Mrs. Malathi Jagadeesan	- Non-Executive Director
Mr. Chandran Ravindran	- Non-Executive Independent Director
Mr. Iyamperumal Kandasami	- Non-Executive Independent Director

### **Key Managerial Personnel:**

Mr. P Rajasekaran	- Chief Financial Officer
Mrs. C Parvathi Nagaraj	- Company Secretary

### **Registered Office:**

Omalur Road, Jagir Ammapalayam, Salem, Tamil Nadu - 636302

### **Auditors:**

ABNJ & Co., Chartered Accountants 302, NAV Vivek Indl Estate, Mogal Lane, Behind Johnson & Johnson Mahim (W), Mumbai - 400 016

### **Registrar & Share Transfer Agents:**

Cameo Corporate Services Limited, Subramanian Building, V Floor, No. 1, Club House Road, Chennai 600 002

### **Bankers:**

HDFC Bank Limited, Brindhavan Road Branch, Salem 636 016



**THAMBBI MODERN SPINNING MILLS LIMITED**  
**CIN: U17111TZ1977PLC000776**  
**REGD. OFFICE: OMALUR ROAD, JAGIR AMMAPALAYAM, SALEM - 636302**  
**Email: [tmsml@ymail.com](mailto:tmsml@ymail.com)**

## **NOTICE OF THE FORTY SEVENTH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Forty Seventh Annual General Meeting of the members of Thambbi Modern Spinning Mills Limited will be held on Monday, 2<sup>nd</sup> June, 2025 at 11:00 A.M. through Video Conferencing ('VC') and other audio-visual means. ('OAVM')

### **ORDINARY BUSINESS**

#### **Item No.1 – Adoption of Financial Statements.**

To consider and if deemed fit to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited financial statements for the year ended 31<sup>st</sup> March, 2025 prepared as per IND AS and the Reports of the Board and Auditors thereon be and are hereby considered, approved and adopted."

#### **Item No.2 – Re-appointment of Mrs. Malathi Jagadeesan, Director (DIN: 00153952) retiring by rotation as a director.**

To consider and if deemed fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to Section 152(6) of the Companies Act, 2013, Mrs. Malathi Jagadeesan, Director (DIN: 00153952) retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a director of the Company.

### **SPECIAL BUSINESS**

#### **Item No.3 – Re-appointment of Mr. Ramasamy Udayar Jagadeesan as Managing Director (DIN: 01153985) of the Company.**

To consider and if deemed fit, to pass the following resolution as a **Special resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ramasamy Udayar Jagadeesan (DIN: 01153985) as the Managing Director of the Company for a term of three (3) years with effect from 01<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2028 (both days inclusive) not liable to retire by rotation.



**RESOLVED FURTHER THAT** Mr. Ramasamy Udayar Jagadeesan (DIN: 01153985), Managing Director be paid remuneration by way of salary of Rs. 2,50,000/- per month with liberty to the Board of to alter and vary the terms and conditions of appointment and/or remuneration.

**RESOLVED FURTHER THAT** in any financial year, during the currency of the tenure of Mr. Ramasamy Udayar Jagadeesan (DIN: 01153985), Managing Director, where the Company has no profits or its profits are inadequate, the Company will pay remuneration to Mr. Ramasamy Udayar Jagadeesan by way of salary, perquisites and allowances as specified above in terms of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary be and are hereby severally authorized to do all other such acts, deeds and things which are necessary to give effect to above resolution.

**25<sup>th</sup> April, 2025**  
**Salem**

**On behalf of the Board**  
**Ramasamy Udayar Jagadeesan**  
**Chairman**  
**(DIN:01153985)**



**NOTES: CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. The forthcoming AGM will be held through video conferencing (VC) or other audio-visual means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) Circulars. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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 Section 113 of the Companies Act, 2013, representatives of the body corporate members can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.thambbimodern.com](http://www.thambbimodern.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, the 27<sup>th</sup> May, 2025 to Monday, the 02<sup>nd</sup> June, 2025 (both days inclusive) for the purpose of Annual General Meeting.
8. The Board of Directors of the Company has appointed Mrs. Srinidhi Sridharan (FCS No. 12510 C.P. No. 17990) of Srinidhi Sridharan & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **29<sup>th</sup> May, 2025, at 09.00 A.M.** and ends on **01<sup>st</sup> June, 2025 at 05.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **26<sup>th</sup> May, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li></ol>



	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding</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</p>



securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>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.</li></ul>

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN - **250507003** for **THAMBI MODERN SPINNING MILLS LIMITED**.
- (viii) 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.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) 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.

- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory 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@ymail.com](mailto:tmsml@ymail.com) with a copy to [cssrinidhi.sridharan@gmail.com](mailto:cssrinidhi.sridharan@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions



mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 at least **Five 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 **Five days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [tmsml@ymail.com](mailto:tmsml@ymail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Mr. Ramasamy Udayar Jagadeesan is the Founder and Promoter of the Company. He was re-appointed as Managing Director for a term of three years with effect from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025. Consequent to the expiry of tenure, the Board of Directors at their meeting held on 05<sup>th</sup> March, 2025, based on the recommendation of Nomination and Remuneration Committee appointed him as the Managing Director for a tenure of three years with effect from 01<sup>st</sup> April, 2025, subject to the approval of the members. Mr. Ramasamy Udayar Jagadeesan shall be entitled to a remuneration of Rs. 2,50,000/- per month. The Company has also received a notice under Section 160 of the Act from a Member proposing his candidature. The information as required under the Secretarial Standards is annexed.

Mr. Ramasamy Udayar Jagadeesan has a rich experience and expertise in the industry and has been leading the company since its incorporation. The Board of Directors are of the view that his re-appointment will immensely benefit the company and recommend his appointment to the members by way of special resolution.

#### **Particulars pursuant to Secretarial Standard on General Meetings (SS-2)**

Name	<b>Mrs. Malathi Jagadeesan</b>	<b>Mr. Ramasamy Udayar Jagadeesan</b>
DIN	00153952	01153985
Date of Birth	27-04-1954	18-06-1948
Date of first appointment on the Board	10-10-1994	16-09-1978
Shareholding in the Company as on March 31, 2025	10,68,530 (10%)	89,41,704 (77%)
Relationship with other Director/KMP	Spouse of Mr. Ramasamy Udayar Jagadeesan, Managing Director	Spouse of Ms. Malathi Jagadeesan, Director



Number of Meetings attended during the year (2024-25)	5(5)	5(5)
Directorship in other Companies as on March 31, 2025	1. Sunrise Jewelleries Private Limited 2. Jagdeesh Apartments Private Limited 3. Vanpugazh Private Limited 4. Rajalakshmi Resources Private Limited	1. Sunrise Jewelleries Private Limited 2. Jagdeesh Apartments Private Limited 3. Vanpugazh Private Limited 4. Rajalakshmi Resources Private Limited
Membership/ Chairmanship of committees of other Board	Nil	Nil



## BOARDS' REPORT

Your directors have pleasure in presenting the 47<sup>th</sup> Annual Report of the Company together with the Audited financial statements for the year ended 31<sup>st</sup> March, 2025.

### FINANCIAL RESULTS

<b>PARTICULARS</b>	<b>2024-25 (Rs. In Lakhs)</b>	<b>2023-24 (Rs. In Lakhs)</b>
Revenue from Operations	332.29	309.87
Operating Profit before Interest, Depreciation & Other Income	181.47	124.81
Less: Depreciation	54.51	58.04
Less: Interest	179.51	152.14
<b>Profit before exceptional and extra ordinary items and tax of Continuing business</b>	(52.55)	(85.37)
Exceptional Items	11.24	(30.34)
<b>Profit after exceptional and extra ordinary items and tax of continuing business</b>	(63.79)	(55.03)
Less: Provision for Tax (Current Tax and Deferred Tax)	21.48	1.83
Profit after Tax	(85.27)	(56.86)

### PERFORMANCE

During the year our Company's revenue is Rs. 332.29 Lakhs compared to the previous year of Rs. 309.87 Lakhs. The Company expects to generate more revenues in the coming year.

### SHARE CAPITAL

The paid-up capital of the Company as on 31<sup>st</sup> March 2025 was Rs.11,52,55,400/-. During the year under review, the company has not issued shares with differential voting rights nor granted stock options or issued sweat equity shares.

### DIVIDEND

Taking into account the financial performance of the company, your directors did not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2025.

Consequently, no amount is proposed to be transferred to the General Reserves of the company.

### DETAILS OF DEPOSITS

The Company has not accepted Deposits covered under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014



## **PARTICULARS OF LOANS/GUARANTEES/INVESTMENTS**

During the year there were no loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013.

## **RISK MANAGEMENT POLICY**

The Company has a Risk Management policy which systematically evaluates the business risks, operational control and policy compliance associated with its business through its risk document, on an ongoing basis.

## **SUBSIDIARY / ASSOCIATE / HOLDING COMPANY**

The Company does not have any subsidiary/ Associate Company.

## **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The company has an adequate internal control system, commensurate with the size, scale and complexity of its operations with proper checks and balances.

The Internal control framework including delegation of authority and standard operating procedures are established and laid out across the businesses and functions. These are reviewed and improved on a regular basis.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board comprises of a Managing Director and three (3) Non- Executive Directors out of which two Directors are Independent Directors.

The tenure of Mr. Ramasamy Udayar Jagadeesan, Managing Director (DIN: 01153985) expired on 31<sup>st</sup> March, 2025. The Board of Directors at their meeting held on 05<sup>th</sup> March, 2025, based on the recommendation of Nomination and Remuneration Committee appointed him as the Managing Director for a tenure of three years with effect from 01<sup>st</sup> April, 2025, subject to the approval of the members.

Ms. Malathi Jagadeesan (DIN: 00153952) retires by rotation pursuant to Section 152 (6) of the Companies Act, 2013 and the Articles of Association of the Company at the forth coming Annual General Meeting and being eligible, offers herself for re-appointment.

The necessary resolution for the re-appointment of Ms. Malathi Jagadeesan as a Director of the Company included in the notice sent along with the annual report.

During the financial year, Ms. Parvathi Nagaraj was appointed as Company Secretary of the Company with effect from 12<sup>th</sup> April, 2024.

## **MEETINGS OF THE BOARD**

The Board met 5 (five) times during the financial year ended 31<sup>st</sup> March 2025. The intervening gap between the meetings was within the time prescribed under the Companies Act, 2013.



## **REMUNERATION POLICY**

Pursuant to Section 178 of the Companies Act, 2013, the Board on the recommendation of the Nomination and Remuneration Committee framed the remuneration policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, and independence of a director. The Remuneration Policy is available at website of the Company at [https://www.thambbimodern.com/investors.php#corporate\\_policies](https://www.thambbimodern.com/investors.php#corporate_policies)

## **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors' make the following Statements in terms of Section 134(3)(c) of the Companies Act,2013:

- a. that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- b. that the Directors had selected such accounting policies as mentioned in Note No. 1 & 2 of the Financial Statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2025 and of the loss of the company for the year ended on that date;
- c. that the Directors had taken proper and sufficient care 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.
- d. that the Directors had prepared the annual accounts on a going concern basis and
- e. that the Directors had devised proper systems to ensure compliance with the provisions of applicable laws and that such systems were adequate and operating effectively.

## **INDEPENDENT DIRECTORS**

The Company has received necessary declarations from Mr. Iyamperumal Kandasami (DIN: 10271149) and Mr. Ravindran Chandran (DIN: 03439804), Independent Directors of the Company under Section 149(7) of the Companies Act, 2013, Rule 4 and Rule 6 of Companies (Appointment and Qualifications of Directors) Rules,2014 that they meet with the criteria of Independence as laid down in Section 149(6) and have registered themselves in the databank maintained by the Indian Institute of Corporate Affairs and shall pass/ have been exempted from passing the Online Proficiency Self-Assessment Test conducted by the institute. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act and the rules made there under for appointment as Independent Director and confirmed that they are independent of the management.



Pursuant to the provisions of Schedule IV of the Companies Act, 2013 (the Act) the Independent Directors of the company had a separate meeting during the financial year without the attendance of non-independent Directors and members of management.

### **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no material significant related party transactions made by the Company with Directors and other designated persons which may have a potential conflict with the interest of the Company at large. There are no contracts or arrangements entered into with related parties during the year to be disclosed under Sections 188(1) and 134(h) of the Act in form AOC-2 (Enclosed as **Annexure- 1**)

All proposed transactions with related parties are placed before the audit committee for approval at the beginning of the financial year. The transactions entered into pursuant to the approvals granted are placed before the audit committee/Board for its review and consideration for modifications, if any, on a quarterly basis.

### **MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD'S REPORT AND THE END OF FINANCIAL YEAR**

There have been no material changes or commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### **AUDIT COMMITTEE**

Pursuant to Section 177 of the Companies Act, 2013, the Committee was formed by the Board of Directors and consists of the following members:

- |                              |   |          |
|------------------------------|---|----------|
| 1. Mr. Ravindran Chandran    | - | Chairman |
| 2. Mr. Iyamperumal Kandasami | - | Member   |
| 3. Mrs. Malathi Jagadeesan   | - | Member   |

The Board has accepted the recommendations of the Audit Committee and there were no incidences of deviation from such recommendations during the financial year under review.

### **NOMINATION AND REMUNERATION COMMITTEE**

Pursuant to Section 178 of the Companies Act, 2013, the Board has constituted Nomination and Remuneration Committee consisting of the following members:

- |                              |   |          |
|------------------------------|---|----------|
| 1. Mr. Iyamperumal Kandasami | - | Chairman |
| 2. Mr. Ravindran Chandran    | - | Member   |
| 3. Mrs. Malathi Jagadeesan   | - | Member   |

The Board has accepted the recommendations of the Nomination and Remuneration Committee and there were no incidences of deviation from such recommendations during the financial year under review.



## **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Pursuant to Section 178 of the Companies Act, 2013, the Committee was formed by the Board of Directors and consists of the following members:

- |                              |   |          |
|------------------------------|---|----------|
| 1. Mrs. Malathi Jagadeesan   | - | Chairman |
| 2. Mr. Ravindran Chandran    | - | Member   |
| 3. Mr. Iyamperumal Kandasami | - | Member   |

The Board has accepted the recommendations of the Stakeholder Relationship Committee and there were no incidences of deviation from such recommendations during the financial year under review.

## **VIGIL MECHANISM**

The provisions relating to establishment of vigil mechanism for Directors and employees is not applicable to the Company.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Company does not meet the criteria specified under Section 135(1) of the Companies Act, 2013, consequently, the provisions pertaining to Corporate Social Responsibility shall not be applicable to the Company.

## **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:**

The company has not received any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## **STATUORY AUDITORS**

ABNJ & Co. Chartered Accountants were appointed as the Statutory Auditors of the Company at the 45<sup>th</sup> Annual General Meeting held on 07<sup>th</sup> July 2023 to hold office until the conclusion of 50<sup>th</sup> Annual General Meeting.

The Auditors have furnished their consent to continue to act as the Statutory Auditors, in terms of Section 139 of the Act and have also provided a certificate to the effect that their appointment shall be in accordance with the conditions laid down and that they satisfy the criteria provided under Section 141 of the Act.

## **INTERNAL AUDITORS**

The company is not required to appoint internal auditors as per the applicability prescribed under Section 138 of the Companies Act, 2013 read with rule 13 of Companies (Accounts) Rules, 2014.



## **SECRETARIAL AUDITORS**

The Company is not required to obtain Secretarial Audit Report as required under Section 204 of the Companies Act, 2013.

## **EXPLANATION AND COMMENTS**

The reports of Statutory auditors are self-explanatory and having no adverse comments. The details in respect of frauds reported by auditors under Section 143(12) other than those which are reportable to the Central Government is not applicable.

## **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Committee (IC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2024-25.

No. of complaints received – Nil

No. of complaints disposed of – Not Applicable

## **CHANGE IN THE NATURE OF BUSINESS**

During the year, there is no change in nature of Business of the Company.

## **COST RECORD AND COST AUDIT**

Maintenance of cost records and requirements of cost audit as prescribed under the provisions of section 148(1) of the Act is not applicable to the Company.

## **DETAILS OF APPLICATION MADE UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 AND DETAILS OF ONE TIME SETTLEMENT**

There are no applications made or any proceedings pending under the Insolvency and Bankruptcy Code, 2016 during the year. The Company had not made any one-time settlement with banks or financial institutions during the year.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE**

The Company has no commercial activities calling for conservation of energy and/or technology absorption and no foreign exchange earnings attracting disclosure in pursuance of Rule 8(3) of the Companies (Account) Rules, 2014. During the year the Company has no dealings with foreign exchange earnings and outgo.



## **ANNUAL RETURN**

The details forming part of the annual return in the prescribed Form MGT – 7 is available at the website of the Company [https://www.thambbimodern.com/investors.php#annual\\_return](https://www.thambbimodern.com/investors.php#annual_return).

## **COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Board Meetings (SS-1) and General Meeting (SS-2) held during the year.

## **ACKNOWLEDGEMENT**

The Board of Directors acknowledges the continued co-operation and support received from Bankers, Institutions, Suppliers and Customers and also records its appreciation to all the employees of the Company for their contribution to the Company's operations during the year under review.

**25<sup>th</sup> April, 2025**  
**Salem**

**On behalf of the Board**  
**Ramasamy Udayar Jagadeesan**  
**Chairman**  
**(DIN:01153985)**

**FORM NO. AOC.2**

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

**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 arms length transactions under third proviso thereto**

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

Name(s) of the related party and nature of relationship	NIL
Nature of contracts/arrangements/transactions	
Duration of the contracts/arrangements/transactions	
Salient terms of the contracts or arrangements or transactions including the value if any	
Justification for entering such contracts or arrangements or transactions	
Date of approval by the Board	
Amount paid as advances, if any	
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

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

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

On behalf of the Board

25<sup>th</sup> April, 2025  
Salem

Ramasamy Udayar Jagadeesan  
Chairman  
(DIN: 01153985)

## **Independent Auditor's Report**

### **To The Members of THAMBBI MODERN SPINNING MILLS LIMITED Report on the Audit of the Financial Statements**

#### **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 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of the Significant Accounting Policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, its total loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **2. Basis of Opinion**

We conducted our audit of the financial statements 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 ICAI's code of ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **4. Other Matter Paragraphs**

We draw attention to the fact that the Company was required to obtain a tax audit and file a tax audit report in Form 3CD under Section 44AB of the Income-tax Act, 1961 in the previous years. However, the Company has not filed such tax audit report as on the date of this report. Our opinion is not modified in respect of this matter.

#### **5. Information other than the Financial Statements and Auditors' Report thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.
- 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 the course of our 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.

#### **6. 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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

The 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 is 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.

## **7. Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

## **8. Report on Other Legal and Regulatory Requirements**

- I. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in **Annexure 'A'**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 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 including Other Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2025 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.
  - iv. 1. 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.

2. The management has represented, that, to the best of its 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;
3. Based on such audit procedures which 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. The company has not declared or paid any dividend during the period. Hence this is clause not applicable.
- vi. Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, which included test checks, we report that the company had not used an accounting software for maintaining its books of account, with the feature of recording audit trail (edit log) facility. However, in our opinion, this does not have a direct impact on true and fair view of financial statements, hence we have not modified the audit report.

**For ABNJ & CO.,  
Chartered Accountants  
(FRN: 121677W)**

**Akash Jain  
Partner  
Membership No.: 187531  
UDIN: 25187531BMJPCN4636**

Place : Mumbai  
Date : 25 April 2025

## **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.
  - d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.
- 2) In respect of Inventory and Working Capital:
  - a) As explained to us, the Company does not hold any stock of inventory and therefore the provisions of clause ii(a) of the Order is not applicable.
  - b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause ii(b) of the Order is not applicable.
- 3) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, LLPs or any other parties during the year, and hence reporting under clause iii of the Order is not applicable.
- 4) The Company has not granted any loans or made any investments, or provided any guarantees or securities and hence reporting under clause iv of the Order is not applicable.
- 5) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence reporting under clause v of the Order is not applicable.
- 6) Having regard to the nature of the Company's business / activities, reporting under clause vi of the Order is not applicable.

- 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, goods and services 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 31<sup>st</sup> March, 2025 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, goods and services tax and cess, which have not been deposited on account of any dispute.
- 8) According to the information and explanations provided to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- 9) In respect of Borrowings:
- a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
  - b) The Company has not been declared wilful defaulter by bank or financial institution or government or any government authority.
  - c) The Term Loans have been utilised for the purpose for which the loans were obtained.
  - d) The Company has not raised funds on short term basis and hence reporting under clause ix(d) of the Order is not applicable.
  - e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause ix(e) of the Order is not applicable.
  - f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associates and joint ventures.
- 10) In respect of Funds Raised and Utilisation:

- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause x(b) of the Order is not applicable.

11) In respect of Fraud and Whistle Blower Complaints:

- a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

12) The Company is not a Nidhi Company and hence reporting under clause xii of the Order is not applicable.

13) In our opinion, the Company is in compliance with Sections 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

14) Internal Audit System

- a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit reports issued to the Company during the year.

15) In our opinion, the Company has not entered in to any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause xvi (a), (b) and (c) of the Order is not applicable.

17) The Company has incurred cash losses during the financial year covered by our audit, however no cash losses were incurred in the immediately preceding

financial year. The cash losses for the current financial year is Rs. 9.28 lacs and Rs. NIL for preceding financial year.

- 18) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable
- 19) On the basis of the financial ratios, ageing and expected dated of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) The provisions of clause xx of the Order with regard to obligations under Corporate Social Responsibility are not applicable to the Company.
- 21) The Company does not have any subsidiary or associate or joint venture and therefore consolidated financial statements are not prepared. Hence reporting under clause xxi of the Order with regard to consolidated financial statements are not applicable to the Company.

**For ABNJ & Co.**  
**Chartered Accountants**  
**(FRN: 121677W)**  
**Peer Review No. 013365**

**Akash Jain**  
**Partner**  
**Membership No: 187531**

**UDIN: 25187531BMJPCN4636**

Place: Mumbai

Date: 25 April 2025

**THAMBBI MODERN SPINNING MILLS LIMITED**  
**CIN: U17111TZ1977PLC000776**  
**BALANCE SHEET AS AT 31ST MARCH 2025**

(Amount in Lakhs)

S.No.	Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non Current Assets</b>			
	(a) Property, Plant and Equipment	2	1,243.90	1,176.20
	(b) Intangible Assets	2	-	-
	(c) Capital Work in Progress	2	25.76	109.04
	Financial Assets			
	(a) Long Term Loans & Advances	3	16.67	13.25
			1,286.33	1,298.49
<b>2</b>	<b>Current Assets</b>			
	(a) Financial Assets			
	(i) Trade Receivables	4	60.09	26.60
	(ii) Cash and Cash Equivalents	5	36.49	42.01
	(iii) Other Current Financial Assets	6	2.72	2.49
	(b) Current Tax Assets (Net)	7	33.30	31.97
			132.60	103.08
	<b>Total Assets</b>		<b>1,418.93</b>	<b>1,401.57</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Equity</b>			
	(a) Equity Share Capital	8	1,152.55	1,152.55
	(b) Other Equity	9	(1,887.15)	(1,801.88)
			(734.59)	(649.33)
<b>2</b>	<b>Liabilities</b>			
	<b>Non Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	10	1,640.55	1,305.12
	(ii) Other Financial Liabilities	11	337.88	489.35
	(b) Deferred Tax Liability	12	46.62	25.14
			2,025.05	1,819.61
<b>3</b>	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Trade Payables	13	0.06	5.20
	(ii) Other Financial Liabilities	14	128.41	226.09
			128.47	231.29
	<b>Total Equity &amp; Liabilities</b>		<b>1,418.93</b>	<b>1,401.57</b>

Statement on Significant Accounting Policies and Notes to the Financial Statements are an integrated part of this Balance Sheet

**For M/s. ABNJ & Co.,**  
**Chartered Accountants**  
**(FRN : 121677W)**

**For and on behalf of the Board**  
**THAMBBI MODERN SPINNING MILLS LIMITED**

**Akash Jain**  
**Partner**  
**M. No : 187531**

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

**Malathi Jagadeesan**  
**Director**  
**DIN:00153952**

**Place : Mumbai**  
**Date : 25/04/2025**

**P. Rajasekaran**  
**Chief Financial Officer**

**C.Parvathi Nagaraj**  
**Company Secretary**

**THAMBBI MODERN SPINNING MILLS LIMITED**  
**CIN: U17111TZ1977PLC000776**  
**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2025**

(Amount in Lakhs)

S.No	Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
<b>I</b>	<b>Revenue</b>			
	Revenue from Operations	15	332.29	309.87
	Other Income	16	2.33	1.73
	<b>Total Revenue</b>	<b>(A)</b>	<b>334.62</b>	<b>311.60</b>
<b>II</b>	<b>Expenses</b>			
	Employee Benefit Expenses	17	67.06	61.34
	Finance Costs	18	179.51	152.14
	Depreciation and Amortisation Expense		54.51	58.04
	Other Expenses	19	86.09	125.45
	<b>Total Expenses</b>	<b>(B)</b>	<b>387.17</b>	<b>396.97</b>
<b>III</b>	<b>Profit / (Loss) before Exceptional Items and Tax</b>	<b>(A) - (B)</b>	<b>(52.55)</b>	<b>(85.37)</b>
<b>IV</b>	<b>Exceptional Items</b>			
	- Prior Year Adjustments		11.24	(30.34)
<b>V</b>	<b>Profit / (Loss) before Tax</b>		<b>(63.79)</b>	<b>(55.03)</b>
<b>VI</b>	<b>Tax Expense :</b>			
	a) Current Tax		-	-
	b) Deferred Tax		21.48	1.83
<b>VII</b>	<b>Profit / (Loss) for the period from continuing operations</b>		<b>(85.27)</b>	<b>(56.86)</b>
VIII	Other Comprehensive Income		-	-
<b>IX</b>	<b>Total Comprehensive Income for the Year (Comprising Profit / (Loss) and other comprehensive income)</b>		<b>(85.27)</b>	<b>(56.86)</b>
	Attributable to :			
	Owners to the Company		<b>(85.27)</b>	<b>(56.86)</b>
	Non-controlling interests		-	-
X	<b>Earnings per Equity Share (in Rs.)</b>			
	<b>(1) Basic</b>		(0.74)	(0.49)
	<b>(2) Diluted</b>		(0.74)	(0.49)

Statement on Significant Accounting Policies and Notes to the Financial Statements are an integrated part of this Statement of Profit and Loss

**For M/s. ABNJ & Co.,**  
**Chartered Accountants**  
**(FRN : 121677W)**

**Akash Jain**  
**Partner**  
**M. No : 187531**

**Place : Mumbai**  
**Date : 25/04/2025**

**For and on behalf of the Board**  
**THAMBBI MODERN SPINNING MILLS LIMITED**

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

**Malathi Jagadeesan**  
**Director**  
**DIN:00153952**

**P. Rajasekaran**  
**Chief Financial Officer**

**C.Parvathi Nagaraj**  
**Company Secretary**

**THAMBBI MODERN SPINNING MILLS LIMITED**  
**CIN: U17111TZ1977PLC000776**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2025**

**Amount in Lakhs**

	31st March 2025		31st March 2024	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net Profit/Loss before Tax</b>		<b>(63.79)</b>		<b>(55.03)</b>
<b>Adjustments for-</b>				
Depreciation	54.51		58.04	
Interest paid	179.51		152.14	
(Profit) / Loss on Sale of Assets	-		-	
Interest Received	(2.33)		(1.27)	
		231.69		208.91
<b>Operating Cash Flow before working capital changes</b>		<b>167.90</b>		<b>153.88</b>
<b>Adjustments for (Increase) / Decrease in Operating Assets</b>				
Trade and other receivables	(33.48)		(1.72)	
Short Term Loans & Advances	(0.23)		3.35	
Long Term Loans & Advances	(3.42)		(1.77)	
Other Non Current Assets	-		-	
<b>Adjustments for Increase / (Decrease) in Operating Liabilities</b>				
Trade Payables	(5.14)		(70.73)	
Other Current Liabilities	(97.68)		2.57	
Other Non Current Liabilities	(151.46)	(291.41)	101.35	33.05
<b>Cash generated from Operations</b>		<b>(123.50)</b>		<b>186.93</b>
Current Tax Assets (Net)		(1.33)		(4.19)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>		<b>(124.84)</b>		<b>182.74</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase/Sale of Fixed Assets (Net)	(38.93)		(91.86)	
Interest Income	2.33	(36.60)	1.27	(90.59)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>		<b>(36.60)</b>		<b>(90.59)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Long Term Borrowings (Net)	335.43		(15.40)	
Interest on Borrowings	(179.51)	155.92	(152.14)	(167.54)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>		<b>155.92</b>		<b>(167.54)</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B-C)</b>		<b>(5.52)</b>		<b>(75.40)</b>
Opening Balance in Cash & Cash Equivalents		42.01		117.41
Closing Balance in Cash & Cash Equivalents		36.49		42.01

**For M/s. ABNJ & Co.,**  
**Chartered Accountants**  
**(FRN : 121677W)**

**Akash Jain**  
**Partner**  
**M. No : 187531**

**Place : Mumbai**  
**Date : 25/04/2025**

**For and on Behalf on the Board**  
**THAMBBI MODERN SPINNING MILLS LIMITED**

**R.Jagadeesan**  
**Managing Director**  
**DIN 01153985**

**Malathi Jagadeesan**  
**Director**  
**DIN:00153952**

**P. Rajasekaran**  
**Chief Financial Officer**

**C.Parvathi Nagaraj**  
**Company Secretary**

**2 Property, Plant and Equipment and other Intangible Assets (2023-24)**

Particulars	Gross Block				Depreciation				Amount in Lakhs	
	As at	Additions	Deletions	Total	As at	Additions	Deletions	Total	As at	As at
	01-04-2023			31-03-2024	01-04-2023			31-03-2024	31-03-2024	31-03-2023
<b>Property, Plant and Equipment</b>										
Freehold Land	26.15	-	-	26.15	-	-	-	-	26.15	26.15
Buildings	1,822.33	-	-	1,822.33	643.99	52.79	-	696.78	1,125.55	1,178.34
Generator Set	16.02	-	-	16.02	4.41	3.88	-	8.29	7.73	11.61
Electrical Fittings	30.02	-	-	30.02	13.29	1.05	-	14.34	15.68	16.73
Furniture & Fixtures	3.60	-	-	3.60	2.49	0.32	-	2.81	0.79	1.12
Office Equipments	0.76	-	-	0.76	0.46	-	-	0.46	0.30	0.30
Computers	2.60	-	-	2.60	2.60	-	-	2.60	-	-
<b>Total</b>	<b>1,901.48</b>	<b>-</b>	<b>-</b>	<b>1,901.49</b>	<b>667.24</b>	<b>58.04</b>	<b>-</b>	<b>725.28</b>	<b>1,176.20</b>	<b>1,234.25</b>
<b>Other Intangible Assets</b>										
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Capital Work in Progress</b>									<b>109.04</b>	<b>17.17</b>
<b>Total</b>	<b>1,901.48</b>	<b>-</b>	<b>-</b>	<b>1,901.49</b>	<b>667.24</b>	<b>58.04</b>	<b>-</b>	<b>725.28</b>	<b>1,285.24</b>	<b>1,251.42</b>
<b>Previous Year</b>	<b>1,691.69</b>	<b>209.80</b>	<b>-</b>	<b>1,901.49</b>	<b>613.39</b>	<b>53.85</b>	<b>-</b>	<b>667.24</b>	<b>1,251.42</b>	<b>1,276.91</b>

**2 Property, Plant and Equipment and other Intangible Assets (2024-25)**

Particulars	Gross Block				Depreciation				Net Block	
	As at	Additions	Deletions	Total	As at	Additions	Deletions	Total	As at	As at
	01-04-2024			31-03-2025	01-04-2024			31-03-2025	31-03-2025	31-03-2024
<b>Property, Plant and Equipment</b>										
Freehold Land	26.15	-	-	26.15	-	-	-	-	26.15	26.15
Buildings	1,822.33	122.20	-	1,944.54	696.78	49.86	-	746.64	1,197.90	1,125.55
Generator Set	16.02	-	-	16.02	8.30	1.52	-	9.82	6.20	7.72
Electrical Fittings	30.02	-	-	30.02	14.34	2.85	-	17.19	12.83	15.68
Furniture & Fixtures	3.60	-	-	3.60	2.81	0.22	-	3.03	0.57	0.80
Office Equipments	0.76	-	-	0.76	0.46	0.04	-	0.51	0.26	0.30
Computers	2.60	-	-	2.60	2.60	-	-	2.60	-	-
<b>Total</b>	<b>1,901.49</b>	<b>122.20</b>	<b>-</b>	<b>2,023.69</b>	<b>725.28</b>	<b>54.51</b>	<b>-</b>	<b>779.79</b>	<b>1,243.90</b>	<b>1,175.20</b>
<b>Other Intangible Assets</b>										
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Capital Work in Progress</b>		<b>25.76</b>	<b>-</b>	<b>25.76</b>					<b>25.76</b>	<b>109.04</b>
<b>Total</b>	<b>1,901.49</b>	<b>147.96</b>	<b>-</b>	<b>2,049.45</b>	<b>725.28</b>	<b>54.51</b>	<b>-</b>	<b>779.79</b>	<b>1,269.66</b>	<b>1,284.24</b>
<b>Previous Year</b>	<b>1,901.49</b>	<b>-</b>	<b>-</b>	<b>1,901.49</b>	<b>667.24</b>	<b>58.04</b>	<b>-</b>	<b>725.28</b>	<b>1,285.24</b>	<b>1,251.42</b>

**Note :**

The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company. The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended 31 March 2025.

Capital Work in Progress as on 31.03.2025

Less than 1 year	Rs.	25.76
1 - 2 years	Rs.	0.00
<b>Total</b>	Rs.	<u>25.76</u>

**THAMBBI MODERN SPINNING MILLS LIMITED**  
**CIN: U17111TZ1977PLC000776**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

(Rupees in Lakhs)

	As at 31st March 2025	As at 31st March 2024
<b>3. Long Term Loans &amp; Advances</b>		
Security Deposits	16.67	13.25
<b>Total</b>	<b>16.67</b>	<b>13.25</b>

	As at 31st March 2025	As at 31st March 2024
<b>4. Trade Receivables</b> <i>Unsecured - Considered Good</i>		
Other Receivables	60.09	26.60
<b>Total</b>	<b>60.09</b>	<b>26.60</b>

	As at 31st March 2025	As at 31st March 2024
<b>5. Cash &amp; Cash Equivalents</b>		
Cash on Hand	0.18	0.09
Balance with Banks in Current Accounts	10.55	0.23
Balance with Banks in Escrow Accounts	5.76	21.70
Balance in HDFC-Fixed Deposits	20.00	20.00
<b>Total</b>	<b>36.49</b>	<b>42.02</b>

	As at 31st March 2025	As at 31st March 2024
<b>6. Other Current Financial Assets</b>		
Advances recoverable in cash or kind for value to be received	0.00	1.00
Interest Receivable from Bank	2.72	1.49
<b>Total</b>	<b>2.72</b>	<b>2.49</b>

	As at 31st March 2025	As at 31st March 2024
<b>7. Current Tax Assets</b>		
TDS / Advance Income Tax (Net of Provision)	33.30	31.97
<b>Total</b>	<b>33.30</b>	<b>31.97</b>

<b>8. Share Capital</b>		
<b>Authorised Capital</b>		
1,40,00,000 Equity Shares of Rs. 10/- each	1,400.00	1,400.00
<b>Total</b>	<b>1,400.00</b>	<b>1,400.00</b>
<b>Issues, Subscribed &amp; Paid-up Capital</b>		
115,25,540 Equity Shares of Rs. 10/- each (PY - 115,25,540 Equity Shares of Rs. 10/- each)	1,152.55	1,152.55
<b>Total</b>	<b>1,152.55</b>	<b>1,152.55</b>

**THAMBBI MODERN SPINNING MILLS LIMITED**

**CIN: U17111TZ1977PLC000776**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

**8.1 Number of Equity Shares at the beginning and end of the reporting year (Amount in Lakhs)**

Particulars	As at 31/03/2025		As at 31/03/2024		As at 31/03/2023	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	1,15,25,540	1,152.55	1,15,25,540	1,152.55	57,62,770	576.28
Shares issued during the year (Rights Issue @ 1:1)	-	-			57,62,770	576.28
Shares outstanding at the close of the year	<b>1,15,25,540</b>	<b>1,152.55</b>	<b>1,15,25,540</b>	<b>1,152.55</b>	<b>1,15,25,540</b>	<b>1,152.55</b>

**8.2 Details of Shareholders holding more than 5% shares in the Company**

Name of Shareholder	As at 31/03/2025		As at 31/03/2024		As at 31/03/2023	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
R. Jagadeesan	89,41,704	77%	89,12,551	77%	71,05,290	62%
Malathi Jagadeesan	10,68,530	10%	10,68,530	10%	10,68,530	10%

**9. Other Equity**

Particulars	Reserves and Surplus				Total
	Capital Reserve	Share Premium	General Reserve	Retained Earnings	
Balance as on 01-04-2022	3,495.62	745.79	587.67	(6,349.67)	(1,520.59)
Total Comprehensive Income for the year	-	-	-	(224.43)	(224.43)
Adjustments on account of transition to IND AS	-	-	-	-	-
Balance as on 01-04-2023	3,495.62	745.79	587.67	(6,574.10)	(1,745.01)
Total Comprehensive Income for the year	-	-	-	(56.86)	(56.86)
Adjustments on account of IND AS	-	-	-	-	-
Balance as on 31-03-2024	3,495.62	745.79	587.67	(6,630.96)	(1,801.88)
Total Comprehensive Income for the year	-	-	-	(85.27)	(85.27)
Adjustments on account of IND AS	-	-	-	-	-
<b>Balance as on 31-03-2025</b>	<b>3,495.62</b>	<b>745.79</b>	<b>587.67</b>	<b>(6,716.23)</b>	<b>(1,887.15)</b>

**THAMBBI MODERN SPINNING MILLS LIMITED**  
**CIN: U17111TZ1977PLC000776**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

(Amount in Lakhs)

<b>10. Borrowings</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Secured :		
Loan against Rent Receivables		
IDBI Bank Ltd.,Salem	-	453.48
HDFC Bank Ltd.,Salem -LAP Loan (Interest @ 9.40% pa.)	1,266.71	829.45
	1,266.71	1,282.93
Less : Current Maturities of Long Term Debt	62.02	96.35
	1,204.69	1,186.58
Unsecured :		
From Directors	435.86	118.54
<b>Total</b>	<b>1,640.55</b>	<b>1,305.12</b>

**Terms of Borrowings - Refer Note No : 25**

Loan from HDFC Bank Ltd are secured by mortgage of title deeds of the Property situated at Jagir Ammapalyam, Salem-636302.

<b>11. Other Financial Liabilities (Non Current)</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Rent Deposit	337.88	489.35
<b>Total</b>	<b>337.88</b>	<b>489.35</b>

<b>12. Deferred Tax Liability (Net)</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Business Loss	(64.99)	(64.99)
Depreciation	111.61	90.12
<b>Total</b>	<b>46.62</b>	<b>25.13</b>

<b>13. Trade Payables</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Dues to Micro & Small Enterprises	-	-
Dues to Other than Micro & Small Enterprises	0.06	5.20
<b>Total</b>	<b>0.06</b>	<b>5.20</b>

<b>14. Other Current Financial Liabilities</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Current Maturity of Long Term Debts	62.02	96.35
Statutory Liabilities	11.76	10.13
Accrued Expenses	4.53	10.50
Advances Received	50.10	109.11
<b>Total</b>	<b>128.41</b>	<b>226.09</b>

**THAMBBI MODERN SPINNING MILLS LIMITED**

**CIN: U17111TZ1977PLC000776**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

**(Amount in Lakhs)**

<b>15. Income from Operations</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Rent Receipts	332.29	309.87
<b>Total</b>	<b>332.29</b>	<b>309.87</b>

<b>16. Other Income</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Interest - Bank FD	1.37	0.46
Interest - Others	0.96	1.27
<b>Total</b>	<b>2.33</b>	<b>1.73</b>

<b>17. Employment Benefit Expenses</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Salaries & Wages	64.72	58.28
Staff Welfare Expenses	2.34	3.06
<b>Total</b>	<b>67.06</b>	<b>61.34</b>

<b>18. Finance Cost</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Interest to Banks	126.32	132.36
Interest to Others	39.17	19.58
Bank Charges / Preclosure Charges	14.02	0.20
<b>Total</b>	<b>179.51</b>	<b>152.14</b>

<b>19. Other Expenses</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Power & Fuel	4.90	4.68
Repairs & Maintenance	28.05	53.31
Insurance	7.45	2.45
Rates & Taxes	10.10	20.39
Travelling & Conveyance	10.46	16.07
Professional & Legal Fees	16.48	14.76
Audit Fees	1.00	1.50
Miscellaneous Expenses	5.89	6.46
Directors Sitting Fees	0.12	0.21
Advertisement Expenses	1.63	5.62
<b>Total</b>	<b>86.09</b>	<b>125.45</b>

**THAMBBI MODERN SPINNING MILLS LIMITED**  
**CIN: U17111TZ1977PLC000776**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025**

**20 Related Party Information**

Related party information 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>B Transactions with Related Parties :</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
Remuneration Paid		
Mr. R. Jagadeesan	30.00	30.00
Interest Paid		
Mr. R. Jagadeesan	27.06	8.72
Loans Avalied / (Paid)		
Mr. R. Jagadeesan	290.27	(48.09)
Mrs. Malathi Jagadeesan	-	16.00
Outstanding Payable / (Receivable) at the year end		
Mr. R. Jagadeesan	419.86	102.54
Mrs. Malathi Jagadeesan	16.00	16.00

**21 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.

<b>22 Breakup of Payment made to Auditors</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<u>Towards :</u>		
Statutory Audit	1.00	1.00
Certification & Other Matters	0.00	0.50
<b>Total</b>	<b>1.00</b>	<b>1.50</b>

**23 Terms of Borrowings**

The principal terms of borrowings are as below :

a) **Interest**

The Interest rate charged by the Banks are as below :

<b>Name of the Bank</b>	<b>Nature</b>	<b>Interest Rate</b>
HDFC Bank Limited	Term Loan -Rent Receivables	9.40% (Floating interest rate linked to Policy Repo rate i.e. 6.50% (as Reference Rate) +2.90% spread).

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025**

**b) Tenor**

<b>Name of the Bank</b>	<b>Nature</b>	<b>Tenor</b>
IDBI Bank Limited	Loan against Receivables	Closed during the year
HDFC Bank Limited	Term Loan -Rent Receivables	120 Months

**c) Security**

<b>Name of the Bank</b>	<b>Nature</b>	<b>Interest Rate</b>
HDFC Bank Limited	Term Loan -Rent Receivables	Assignment of Receivables arising from the premises, such other security on the premises as acceptable to the Bank and such other security as may be acceptable by the Bank. Secured by mortgage of title deeds of a portion of land located at Udayapatty, Salem.

**24** In the opinion of the Management, Current Assets and Loans and Advances have the value at which these are stated in the Balance Sheet, if realised in the ordinary course of business, unless otherwise stated and adequate provisions for all known liabilities have been made and are not in excess of the amount reasonably required.

**25** To comply with the requirement of the Micro, Small and Medium Enterprises Development Act, 2006, which became effective from 2nd October 2006, the Company requested its suppliers to confirm whether they are covered as Micro, Small and Medium Enterprise as defined in the said Act. As the Company did not receive any communication from its suppliers informing their coverage as such enterprise, it is considered that none of them are covered as such enterprise under the said Act.

**26** Sundry Debtors and Creditors Balances are subject to confirmation and reconciliation.

**27** No provision for tax has been made in the absence of taxable profits for the current year. Deferred Tax has been provided on the timing differences. The unabsorbed losses for the 7 years ending 31.03.2025 have not been considered on account of the continued losses.

**28 Capital Management**

The Company manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or raise / retire debt. The primary objective of the Company's capital management is to maximise the shareholder's value.

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For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value and to ensure the Company's ability to continue as a going concern.

Particulars	As at 31st March 2025	As at 31st March 2024
Borrowings	1702.57	1401.47
Less : Cash & Cash Equivalents	36.49	42.01
Net Debt	1666.08	1359.46
Total Equity	-734.59	-649.32
Gearing Ratio	-ve	-ve

**29** Additional regulatory information required by Schedule III

(i) **Details of benami property held**

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions(Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) **Borrowing secured against current assets**

The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.

(iii) **Wilful defaulter**

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) **Relationship with struck off companies**

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) **Compliance with approved scheme(s) of arrangements**

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vi) **Utilisation of borrowed funds and share premium**

The Company has not advanced or loaned or invested funds to any person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. 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
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. 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
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(vii) **Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) **Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(ix) **Valuation of Property, plant and equipment, intangible asset and investment property**

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

(x) **Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(xi) **Utilisation of borrowings availed from banks and financial institutions**

The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

(xii) **Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Companies Act, 2013.



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**32 Disclosure of various ratios -**

<b>Ratio</b>	<b>FY 24-25</b>	<b>FY 23-24</b>	<b>Variance</b>	<b>Description</b>
(a) Current Ratio	1.03	0.45	132%	<u>Current assets</u> Current liabilities
(b) Debt-Equity Ratio	-ve	-ve	-	<u>Total Debt</u> Shareholders equity
(c) Debt Service Coverage Ratio	-ve	-ve	-	<u>Earning available for debt services</u> Debt services
(d) Return on Equity Ratio	-ve	-ve	-	<u>Net profit after taxes - Preference Dividend (if any)</u> Average Shareholder's Equity
(e) Inventory Turnover Ratio	-	-	-	<u>Cost of goods sold or Sales</u> Average Inventory
(f) Trade Receivables Turnover Ratio	7.67	0.00	36%	<u>Net Credit Sales</u> Average Accounts Receivables
(g) Trade Payables Turnover Ratio	-	-	-	<u>Net credit purchase</u> Average Trade payables
(h) Net Capital Turnover Ratio	81.15	(2.43)	-3439%	<u>Net sales</u> Working Capital
(i) Net Profit Ratio	(0.25)	(0.18)	40%	<u>Net profit</u> Total Income
(j) Return on Capital Employed	-ve	-ve	-	<u>Earning before interest and taxes</u> Capital Employed
(k) Return on Investment	-	-	-	<u>Dividend</u> Cost of investment

**Reasons for > 25% Variance :**

(a) Current Ratio - The increase in Current Ratio is on account of increase in Current Assets and reduction in Current Liabilities as compared to previous year.

(b) Debt Equity Ratio - The Shareholder's Equity is negative on account of accumulated losses.

(c) Debt Service Coverage Ratio - The Company has incurred losses for both the years and hence DSCR is -ve for both the years.

(d) Return to Equity Ratio - The Shareholder's Equity is negative on account of accumulated losses.

(e) Inventory Turnover Ratio - The Company does not have any inventory and therefore not applicable.

(f) Trade Receivables Turnover Ratio - The reduction in Trade Receivables Ratio is on account of increase in trade receivable as compared to previous year.

(g) Trade Payables Turnover Ratio - The Company does not have any operating purchases and therefore not applicable.

(h) Net Capital Turnover Ratio - The increase in Net Capital Turnover Ratio is on account of increase in Working Capital as compared to previous year.

(i) Net Profit Ratio - The reduction in Net Profit Ratio is on account of increase in Net Losses as compared to previous year.

(j) Return on Capital Employed - The Capital Employed is negative on account of accumulated losses.

(k) Return on Investment - Not Applicable

**THAMBBI MODERN SPINNING MILLS LIMITED**  
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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025**

**33 Earning per Share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
Profit / (Loss) after Tax as per Statement of Profit & Loss (Rs.)	(85.27)	(56.86)
Weighted Average number of Equity Shares outstanding during the year		
For Basic EPS (Nos)	115.26	115.26
For Diluted EPS (Nos)	115.26	115.26
Basic and Diluted Earning per Share (EPS) of Rs. 10/- each		
For Basic EPS (Nos) (in Rs.)	(0.74)	(0.49)
For Diluted EPS (Nos) (in Rs.)	(0.74)	(0.49)

34 Previous Year figures have been regrouped wherever necessary, to confirm with the current year disclosures.

**Vide our Report of even date**  
**For M/s. ABNJ & Co.,**  
**Chartered Accountants**  
**(FRN : 121677W)**

**Akash Jain**  
**Partner**  
**M. No : 187531**

**For and on behalf of Board of Directors**

**R.Jagadeesan**  
**Managing Director**  
**DIN 01153985**

**Malathi Jagadeesan**  
**Director**  
**DIN:00153952**

**P. Rajasekaran**  
**Chief Financial Officer**

**C.Parvathi Nagaraj**  
**Company Secretary**

**Place : Mumbai**  
**Date : 25/04/2025**