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**THAMBBI MODERN
SPINNING MILLS LIMITED**

**40th Annual Report
2017-2018**

THAMBBI MODERN SPINNING MILLS LIMITED

BOARD OF DIRECTORS :

Mr. R. Jagadeesan- Managing Director
Mrs. Malathi Jagadeesan-Non-Executive Director
Mr. M. Pugazhendhi-Independent Director
Mr. Ashok P. Shah-Independent Director

CHIEF FIANANCIAL OFFICER:

Mr. P.Rajasekaran

AUDITORS:

M/s. R.Sundararaman & Co,
Chartered Accountants
Chennai 83

BANKERS:

IDBI BANK LIMITED
Ammamet, Salem 636 003

REGISTERED OFFICE:

Omalur Road
Jagir Ammapalayam Post
Salem 636 302

REGISTRAR & TRANSFER AGENTS:

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

THAMBBI MODERN SPINNING MILLS LIMITED

Registered Office : Omalur Road, Jagir Ammapalayam, Salem-636 302

Corporate Identity Number (CIN) : L 17111TZ1977PLC000776

Website :www.thambbimodern.com,Email : tmsml@ymail.com

Tel :0427-2345425

-NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Fortieth Annual General Meeting of the Company will be held at the Company's Mill Premises at Unit II, Opp. TNEB Sub Station, Udayapatti By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014 on Thursday, the 27th December, 2018 at 11:00 A.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt,
 - a. The Audited Financial Statements of the Company for the year ended 31st March 2018 together with the notes annexed thereto and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Ms.Malathi Jagadeesan, Non-Executive Director (DIN NO.01153985) who retires by rotation and being eligible offers herself for re-appointment be up to 31st March 2019.

APPOINTMENT OF STATUTORY AUDITOR

3. To consider and if deemed fit to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of section 139(2) and other applicable provisions ,if any of the Companies Act 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof for the time being in force),M/S.R.Sundaraman & Co Chartered Accountants (Firm Regn.No.004219S) be and they are hereby appointed as Statutory Auditors of the company to hold for Four Years up to the Financial Year 2021-22 on a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) excluding the out of pocket expenses that may be incurred by them in connection with the audit and excluding the applicable service tax.

NOTES

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the meeting
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 19.

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4. In terms of Section 152 of the Companies Act, 2013, Ms.Malathi Jagadeesan, (DIN : 00153952), Non-Executive Director retire by rotation at this Meeting and being eligible, offer herself for re-appointment and her term would be up to 31st March 2019.The Board of Directors of the Company commends her respective re-appointment. Ms.Malathi Jagadeesan aged about 64 years. She is associated with the company from 10th October 1994 as Director on the Board.

Details of the Directorship/Member of Committee including M/s Thambbi Modern Spinning Mills Limited held by Ms.Malathi Jagadeesan.

Directorship	Membership/Chairmanship at Committees of M/s Thambbi Modern Spinning Mills Limited
Director of M/s Thambbi Modern Spinning Mills Limited	Member of Audit Committee
1. Director of M/s Sunrise Jewellers Private Limited	Chairman of Stakeholders
2. Director of M/s Jagadeesh Apartments Private Limited	Relationship Committee
3. Director of Mangaiyar Benefit Fund Private Limited	Member of Nomination and Remuneration Committee

5. Members/Proxy is requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours up to the date of the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from **Friday, the 21st December, 2018 to Thursday, the 27th December, 2018** (both days inclusive).
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Cameo Corporate Services Limited.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Limited, Chennai.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be requested from the Company.
12. Non – Resident Indian Members are requested to inform Cameo, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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13. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
15. The facility for voting through poll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
16. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
17. The Board of Directors of the Company has appointed Mr.R.Kannan, Practicing Company Secretary, Chennai as Scrutinizer to scrutinize the Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
18. The Scrutinizer, after scrutinizing the votes cast at the meeting poll and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.thambbimodern.com. The results shall simultaneously be communicated to the Stock Exchanges.
19. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Monday, **the 24th day of December, 2018 at 9.00 A.M and ends on Wednesday, the 26th day of December, 2018 at 5.00 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 Monday, the 24th December, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

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For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Thambbi Modern Spinning Mills Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

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

Place : Salem

Date : 08th November, 2018

By order of the Board of Directors

R.Jagadeesan
Managing Director
DIN: 01153985

Malathi Jagadeesan
Director
DIN: 00153952

Board's Report**TO THE MEMBERS,**

The Directors submit the annual report of M/s Thambbi Modern Spinning Mills Limited along with the audited financial statement for the year ended 31st March, 2018.

FINANCIAL RESULTS

Particulars	2017- 2018 In lacs	2016- 2017 In lacs
Revenue from Operation	219.98	179.23
Profit / (Loss) before depreciation and taxation	(105.36)	(26.36)
Depreciation	26.63	23.24
Profit / (Loss) Before Taxation	(131.99)	(49.60)
Net Profit / (Loss)	(131.99)	(49.60)

PERFORMANCE

During the year under review, your company's revenue is Rs.219.98 Lakhs compared to the revenue of Rs.179.23 Lakhs in the previous year.

PROSPECTUS

The company has leased out its buildings to generate income. Our Company will explore to optimize the operations to improve the revenue. Our Company's Demerger is under Process.

DIVIDEND

The Board of Directors has not recommended any dividend for the year.

COMPLIANCE UNDER COMPANIES ACT 2013

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

COST AUDIT

Our Company is exempted from the requirement to conduct Cost Audit

CORPORATE SOCIAL RESPONSIBILITY - Not Applicable

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNEDR SECTION 186 OF THE COMPANIES ACT 2013- NIL

AUDITORS

The Auditors M/S.R.Sundararaman & Co Chartered Accountants (Firm Regn.No.004219S) retires at the ensuing annual general meeting and confirmed their eligibility and willingness to accept the office if reappointed. On the recommendation of the Audit Committee your company's Act 2013 for reappointing them as statutory auditors of the company from the financial year 2018-19 to 2021-22.

AUDIT COMMITTEE

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

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Brief details about the policy are provided in the Corporate Governance Report which forms part of this report.

CORPORATE GOVERNANCE

As required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance is given as a part of the board's report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard. The Auditors' Certificate of the compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

SECRETARIAL AUDIT REPORT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Ms.N.Aiswarya, Practising Company Secretary, Chennai to conduct the Secretarial Audit of the Company for the financial year ended 31st March, 2018. The Secretarial Audit Report (in Form MR-3) is attached as **ANNEXURE- I** to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Ms.Malathi Jagadeesan, Non-Executive Director is the "Key Managerial Personnel" of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In accordance with articles of association of the company and the provisions of the companies Act, 2013, Ms.Malathi Jagadeesan, Non-Executive Director retire by rotation at this Annual General Meeting and being eligible offer herself for re-appointment. None of the Directors is disqualified for appointment/reappointment under Section 164 of the Companies Act, 2013.

The Independent Directors of the Company have declared that they meet the criteria of Independence in terms of Section 149(7) of the Companies Act, 2013 and that there is no change in their status of Independence.

REMUNERATION POLICY OF THE COMPANY

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

BOARD EVALUATION

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

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

BOARD MEETINGS HELD DURING THE YEAR

During the year, 5 meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which forms part of this report.

EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as on 31st March, 2018 is attached as **ANNEXURE – II**, which forms part of this report.

FUND RAISING: Equity – Nil, Deposits - Nil

DEBT

During the year, your Company has obtained LARR Loan to the tune of Rs.965 Lakhs from M/s IDBI BANK Limited. The Company has repaid Rs.10.83 Lakhs as on 31st March, 2018.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

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

DIRECTORS RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a) in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) for the financial year ended 31st March, 2018, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended 31st March, 2018.
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

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- d) the annual financial statements have been prepared on a going concern basis.
- e) that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Significant and Material Orders Passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

Internal Control Systems and their Adequacy

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

Research and Development, Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo - NIL.

Acknowledgement

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

Place : Salem

Date : 08th November, 2018

By order of the Board of Directors

R.Jagadeesan

Managing Director

DIN: 01153985

Malathi Jagadeesan

Director

DIN: 00153952

ADDENDUM TO BOARD OF DIRECTOR'S REPORT

Comments of Secretarial Auditor

1. The company has received notice from Securities and Exchange board of India in respect of SEBI (Listing Obligations and Disclosure Requirements), 2015 for late/non-submission of unaudited financial results for the quarter ended December 2017 & March 2018 and the company has taken necessary actions, replied and paid penalties and applied for refund with Bombay Stock Exchange and Securities and Exchange Board of India, 2015.
2. The Company is yet to appoint Company Secretary as per Section 203 of Companies Act, 2013 for the financial year ended 2017-2018.

Reply by the Board of Directors to Secretarial auditor comments

1. The Company has made necessary actions required by the Bombay stock exchange and paid penalties and also applied with the Bombay Stock exchange to condone the delay and applied for refund the penalties paid by the Company on 31.08.2018.
2. The company did not receive any suitable application for the post of Company Secretary for the pay scale prescribed by the policy of the Company.

ANNEXURES TO BOARD'S REPORT

REPORT ON CORPORATE GOVERNANCE

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

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

2. BOARD OF DIRECTORS

As on 31st March, 2018, Your Company's Board comprised of four Directors. The board is comprised with One Executive Director, One Non-Executive Director and Two Independent Directors (50% of the board is composed with Independent Directors). As per Regulation 17(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board is composed with a women director.

Composition of Board

Name and category of the Directors	% to the total number of Directors
Mr.R.Jagadeesan, Managing Director	25.00 %
Ms.Malathi Jagadeesan, Non-Executive Director	25.00 %
Mr.Ashok P shah, Independent Director	50.00 %
Mr.M. Pugazendhi, Independent Director	

Number of meetings of the board of directors and dates on which held and director's attendance at board meetings during the financial year 2017 – 2018 and last annual general meeting (AGM)

Five board meetings were held during the year ended 31st March, 2018.

Names of the Director	No. of Board Meetings attended during the year 2017-2018	Whether attended last AGM held on 31.08.2017
Mr.R.Jagadeesan	5	No
Ms.Malathi Jagadeesan	4	No
Mr.Ashok P Shah	5	Yes
Mr.M. Pugazendhi	5	Yes

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

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Number of board of directors or board committees including Thambbi Modern Spinning Mills Limited in which the director is a chairman / member is as follows

Name of the Director	No. of Directorship	No. of committees in which Chairman / Member	
		Chairman	Member
Mr.R.Jagadeesan	4	NIL	NIL
Ms.Malathi Jagadeesan	4	1	3
Mr.Ashok P Shah	NIL	NIL	3
Mr.M. Pugazendhi	NIL	2	3

Disclosure of relationship between directors Inter-Se

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

The details of shares held by the Directors of the Company in their individual names as on 31st March, 2018 are furnished below:

Name of the Directors	No. of Equity Shares Held	Designation
Mr.R.Jagadeesan	3284995	Managing Director
Ms.Malathi Jagadeesan	568530	Non-Executive Director
Mr.Ashok P Shah	0	Independent Director
Mr.M.Pugazendhi	200	Independent Director

Number of shares and convertible instruments held by non-executive directors - None of the members of the board hold non-convertible instruments.

Web link where details of familiarization programs imparted to independent directors is disclosed – Our Company is exempted under regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. AUDIT COMMITTEE

Brief description of terms of reference

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

Composition, name of members and chairperson

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

All the members of the Audit Committee are financially literate and one-half of the members have expertise in accounting/financial management. Mr.M.Pugazendhi, Chairman, Audit Committee was present at the Annual General Meeting held on 27.12.2018

Mr. P.Rajasekaran, Compliance In charge is the Secretary to the Committee.

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Meetings and attendance during the year

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

Date of Meetings	Total No. of Members	No. of Members Present
25.05.2017	3	2
12.08.2017	3	3
13.11.2017	3	3
13.02.2018	3	2

Besides this, another meeting of the Audit Committee was held on 29th May, 2018 at which meeting the Audited Annual Accounts for the year ended 31st March, 2018, were placed before the Committee for consideration. Details of Composition of Audit Committee are covered under corporate governance report annexed with this report and forms part of this report. Further during this year all the recommendations of the Audit committee have been accepted by the Board.

4. NOMINATION AND REMUNERATION COMMITTEE

Brief description of terms of reference

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

Composition, name of members and chairperson

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

Meetings and attendance during the year

Date of Meeting	Total No. of Members	No. of Members Present
25.05.2017	3	3

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Performance evaluation criteria for independent directors

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

5. REMUNERATION TO DIRECTORS

Details of the remuneration for the year ended 31st March, 2018

Name of the Director	Category	Salary	Commission	Sitting fees	Perquisites and allowances	ESPS
Mr.R.Jagadeesan	Managing Director	125000/- P.M	NIL	NIL	NIL	NIL
Ms.Malathi Jagadeesan	Non- Executive Director	NIL	NIL	4000	NIL	NIL
Mr.M.Pugazendhi	Independent Director	NIL	NIL	5000	NIL	NIL
Mr.Ashok P Shah	Independent Director	NIL	NIL	5000	NIL	NIL

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

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

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

Mr.P.Rajasekaran, Compliance In charge is the Secretary to the Committee and the Compliance In charge appointed for the compliance of capital market related laws.

Meetings and Attendance

Date of Meeting	Total No. of Members	No. of Members Present
08.08.2017	3	2

During the year, the Company has not received any grievance/Complaint letter from investors. No Compliant/Share transfer was pending as on 31.03.2018.

THAMBBI MODERN SPINNING MILLS LIMITED

7. GENERAL BODY MEETINGS

Location and time, where last three annual general meetings held

Year	Date	Time	Location	Special Resolution
2016 to 2017	31.08.2017	10.00 A.M	Unit II, TNEB Sub Station, Udayapatti By-pass road, Kamaraj Nagar Colony Post, Salem - 636014	NIL
2015 to 2016	29.08.2016	10.00 A.M	Unit II, TNEB Sub Station, Udayapatti By-pass road, Kamaraj Nagar Colony Post, Salem - 636014	NIL
2014 to 2015	31.08.2015	10.00 A.M	Unit II, TNEB Sub Station, Udayapatti By-pass road, Kamaraj Nagar Colony Post, Salem - 636014	NIL

Whether any special resolution passed last year through postal ballot/e-voting and Voting Pattern - NIL

Whether any Special Resolution is proposed to be conducted through postal ballot – NIL

8. Means of Communication

The Company's quarterly results are published in 'Makkal Kural' and 'Trinity Mirror', and are displayed on its website www.thambbimodern.com. Official news releases are sent to Stock Exchanges. Your Company has not been requested by any institutional investors / analysts for any detailed presentations on the Company's unaudited quarterly as well as audited annual financial results. The Company's website www.thambbimodern.com contains a separate dedicated section 'Investor Relations' where shareholders' information is available.

9. General Shareholder Information

a)	40 th Annual General Meeting for the financial year ended 31 st March, 2018	
	Day, Date and Time	Thursday, 27 th December, 2018 at 11.00 A.M
	Venue	Unit II, Opp. TNEB Sub Station, Udayapatti By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014
b)	Dividend payment date	NIL
c)	Date of Book Closure	Friday, the 21st December, 2018 to Thursday, the 27th December, 2018 (both days inclusive).
d)	Listing on stock exchange	Bombay Stock Exchange
	Payment of listing fees	Listing fees as applicable has been paid.
e)	Stock Code	514484

Market Price Data – Company Share Price

Month	Company Share Price	
	High	Low
APRIL, 2017	7.66	7.30
MAY, 2017	7.66	7.28
JUNE, 2017	7.10	6.42
JULY, 2017	7.06	6.38

THAMBBI MODERN SPINNING MILLS LIMITED

AUGUST, 2017	6.69	6.36
SEPTEMBER, 2017	8.06	6.34
OCTOBER, 2017	8.46	6.65
NOVEMBER, 2017	---	---
DECEMBER, 2017	6.60	6.33
JANUARY, 2018	6.43	5.35
FEBRUARY, 2018	5.35	4.40
MARCH, 2018	5.62	4.86

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

Registrar to an issue and share transfer agent

Cameo Corporate Services Limited

Subramanian Building, V Floor, No.1, Club House Road

Chennai – 600 002

Contact No. 044 - 28461073

Share Transfer System

The Board has authorized Mr.P.Rajasekaran, CFO Cum Compliance In charge to approve all transfer, transmission and transposition of securities.

Distribution of Shareholding as on 31.03.2018

No.of.Shares	Shareholders		No.of.Shares	
	Number	%	Number	%
Upto – 100	3763	81.31	337706	5.86
101 - 500	610	13.18	180046	3.12
501 -1000	130	2.81	103115	1.79
1001-2000	66	1.43	97379	1.69
2001-3000	16	0.34	39115	0.68
3001-4000	12	0.26	38302	0.67
4001-5000	5	0.11	23093	0.40
5001-10000	10	0.21	68791	1.19
10001 and above	16	0.35	4875223	84.60
Total	4628	100.00	5762770	100.00

THAMBBI MODERN SPINNING MILLS LIMITED

Shareholding pattern as on 31.03.2018

Category Code	Category of Shareholders	Number of Shareholders	Total Number of Shares	As a % of A+B+C
A	Shareholding of Promoter and Promoter Group			
1	Indian	4	4320295	74.97
2	Foreign	0	0	0
Total Shareholding of Promoter and Promoter Group		4	4320295	74.97
B	Public Shareholding	4442	1428275	24.78
1	Institutions	3	14200	.25
2	Non-institutions	0	0	0
Total Public Shareholding		4445	1442475	25.03
C	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
TOTAL (A+B+C)		4449	5762770	100.00

Dematerialization of shares and liquidity

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

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

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

Address for Communication

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

a. Details of establishment of vigil mechanism whistle blower policy, and affirmation that no personnel have been denied access to the audit committee.

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements)

THAMBBI MODERN SPINNING MILLS LIMITED

Regulations, 2015, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on the website of the Company.

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

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

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

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

- b. Web link where policy for determining 'material' subsidiaries is disclosed – Nil
- c. Web link where policy on dealing with related party transactions – Nil.
- d. Disclosure of commodity price risks and commodity hedging activities - Nil.
- e. Non-compliance of any requirement of corporate governance report of sub-para (2) to (10) above, with reasons thereof shall be disclosed.

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

- f. Subsidiary Companies - Yes
- g. Material Subsidiary – Nil
- h. Disclosure with respect to demat suspense account/unclaimed suspense account - Nil
- i. **Risk Management**

Your Company has not constituted Risk Management Committee, since it is non-mandatory. However the Company is keep on assessing and minimizing risk and monitors it continuously.

j. **Independent Directors**

Pursuant to the provisions of Section 149 of the Companies Act, 2013, the Independent Directors of the Company have been appointed for a period of 5 years. Pursuant to Schedule IV of the Companies Act, 2013, every Independent Director has been issued a letter of appointment containing the terms and conditions of his/her appointment. The terms and conditions of appointment have been posted on the website of the Company at www.thambbimodern.com.

k. **Separate meeting of independent directors**

In accordance with the provisions of Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors was held during the year on May 25, 2017 without the attendance of Non-Independent Directors and members of management, inter alia to:

THAMBBI MODERN SPINNING MILLS LIMITED

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

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

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

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

I confirm that the company has in respect of the year ended 31st March, 2018, received from the senior management team of the company and the member of the board a declaration of compliance with the code of conduct as applicable to them.

For the purpose of this declaration, senior management team means the chief financial officer cum Compliance Incharge as on 31st March, 2018.

Place : Salem
Date : 08th November, 2018

For Thambbi Modern Spinning Mills Limited

R.Jagadeesan
Managing Director
DIN: 01153985

Malathi Jagadeesan
Director
DIN: 00153952

INDEPENDENT SECRETARY'S COMPLIANCE CERTIFICATE

CERTIFICATE TO THE MEMBERS OF THAMBBI MODERN SPINNING MILLS LIMITED

We have examined the compliance of conditions of Corporate Governance by Thambbi Modern Spinning Mills Limited, for the year ended 31 March, 2018 as stipulated in SEBI (LODR) Regulations, 2015. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations. We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders' / Investors' Grievance Committee. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 29th May 2018

Aishwarya N
Practising Company Secretary
ACS No: A51960
C P No: 20319

THAMBBI MODERN SPINNING MILLS LIMITED

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

We, R.Jagadeesan, Managing Director (Chief Executive Officer) and P.Rajasekaran, Chief Financial Officer cum Compliance In charge of M/s Thambbi Modern Spinning Mills Limited, certify that:

- A. we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls system for financial reporting and that we have evaluated the effectiveness of Internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and to the Audit Committee that no:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and;
 3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Salem

Date: 29th May 2018

For Thambbi Modern Spinning Mills Limited

P.Rajasekaran
Chief Financial Officer
PAN: ADDPR3091C

R.Jagadeesan
Managing Director
DIN: 01153985

THAMBBI MODERN SPINNING MILLS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. Industry structure and developments

Structure: - The Company has not involved in manufacturing activities. However it has obtained Rs. 219.98 lacs of Rental Receipts and other income.

Developments: - The buildings of the Company have been leased out to generate income. Your Company will explore to optimize the operations to improve the revenue.

b. Opportunities and Threats

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

Threats: - The Company has not involved in textile manufacturing.

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

d. Outlook

During the financial year 2017 – 2018, the Company has revenue from operations of Rs.219.98 Lacs as against Rs. 179.23 Lacs in the financial year 2016 - 2017.

e. Risks and concerns

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

f. Internal control systems and their adequacy

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

g. Discussion on financial performance with respect to operational performance Financial Statement for the financial year 2017 - 2018

Particulars	2017 – 2018 (In Lacs)	2016 – 2017 (In Lacs)
Income		
Revenue from operations	219.98	179.23
Other Income	0.36	9.39
Total	220.34	188.62
Employee benefit expenses	71.09	34.11
Finance costs	114.72	66.53
Depreciation	26.63	23.24
Other Expenses	139.89	114.34
Total	352.33	238.22
Profit before exceptional and extraordinary items and tax	-131.99	-49.60
Previous Year Adjustments	4.75	0
Profit before tax	-136.74	-49.60
Profit (Loss) for the period from continuing operations	-136.74	-49.60

Results in Operations:-

During the financial year 2017 – 2018, the Company has revenue from operations of Rs. 219.98 Lacs as against Rs. 179.23 Lacs in the financial year 2016 - 2017.

The Company Finance cost and repairs to buildings exceed high, which results in increase in expenses. In future the Company will take measures to reduce expenses.

(xx) Material developments in Human Resources / Industrial Relations front, including number of people employed

The Company does not have any manufacturing / commercial activities. Hence there are no permanent workers/ employees at the end of the year.

**ANNEXURE-I
Form No. MR-3**

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

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

To,

The Members,

THAMBBI MODERN SPINNING MILLS LIMITED

OMALUR ROAD, JAGIR AMMAPALAYAM, SALEM, Chennai-636302.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. THAMBBI MODERN SPINNING MILLS LIMITED

(Hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of M/s. THAMBBI MODERN SPINNING MILLS LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. THAMBBI MODERN SPINNING MILLS LIMITED ("the Company") for the financial year ended as at **March 31, 2018** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

THAMBBI MODERN SPINNING MILLS LIMITED

- a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d) The Securities and Exchange Board of India (Prohibition of Inside Trading) Regulations, 2015;
 - e) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement)
- (v) The other laws as may be applicable specifically to the Company based on the operations of the Company.

However, the Company is making revenue out of the rental income earned during the period under review. Hence, Indian Contract Act, 1872 is applicable for the company.

I have also examined compliance with the applicable clauses of the following:

- I. Secretarial standards on the meetings of the board of directors (SS-1) and General Meeting (SS-2) issued by the institute of Company Secretaries of India (ICSI).
- II. The Listing Agreement entered into by the company with the Stock Exchange(s) namely Bombay Stock Exchange (BSE).

I have also examined compliance with the applicable clauses of the Listing agreements and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by BSE Limited.

I report that there were no actions / events in pursuance of the following SEBI Regulations, 2015 :

- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines 1999

I further report that –

The company has received notice from Securities and Exchange board of India in respect of SEBI (Listing Obligations and Disclosure Requirements), 2015 for late/non-submission of unaudited financial results for the quarter ended December 2017 & March 2018 and the company has taken necessary actions, replied and paid penalties and applied for refund with Bombay Stock Exchange and Securities and Exchange Board of India, 2015.

The Company is yet to appoint Company Secretary as per Section 203 of Companies Act, 2013 for the financial year ended 2017-2018.

The Company reported that there are no changes in the ownership in the fixed asset due to formation of subsidiary company.

I further report that -

THAMBBI MODERN SPINNING MILLS LIMITED

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No change in the composition of the Board of Directors that took place during the period under review.

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

Majority decision is carried through while dissenting members' views are captured and recorded as part of the minutes.

I further report that –

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

No specific violations in respect of Tax laws came to the notice of the undersigned from the review of the said check list. However, I report that I have not carried out the audit with reference with the applicable Financial Laws, such as the Direct and Indirect Tax Laws, as same falls under the review of statutory audit and other designated professionals.

Place : Chennai

Date : 29th May 2018

Aishwarya N

Practising Company Secretary

ACS No: A51960

C P No: 20319

'Annexure A'

To,

The Members

THAMBBI MODERN SPINNING MILLS LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

THAMBBI MODERN SPINNING MILLS LIMITED

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 29th May 2018

Signature:

Aishwarya N
Practising Company Secretary
ACS No: A51960
C P No: 20319

ANNEXURE - II

FORM MGT – 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2017

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L17111TZ1977PLC000776
ii.	Registration Date	07.03.1977
iii.	Name of the Company	THAMBBI MODERN SPINNING MILLS LIMITED
iv.	Category / Sub – Category of the Company	Company limited by shares/Indian Non Govt. Company
v.	Address of the Registered Office of the Company	OMALUR ROAD, JAGIR AMMAPALAYAM, SALEM - 636302
vi.	Whether listed Company	Yes
vii.	Name, Address and contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building, V Floor, No.1, Club House Road, Chennai – 600 002 Contact No.044-28461073

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S.No.	Name and Description of main Products / Services	NIC Code of the Product/ service	% to total turnover of the Company
1	Rent receipts	681	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATION COMPANIES - NIL

THAMBBI MODERN SPINNING MILLS LIMITED

IV. SHARE HOLDING PATTERN (equity share capital breakup as % of total equity)

Category-wise share holding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A.PROMOTERS									
1) INDIAN									
Individual/HUF	4032295		4032295	69.97	4320295		4320295	74.97	5
Any other	-	-	-	-	-	-	-	-	-
Sub-total (a) (1)	4032295		4032295	69.97	4320295		4320295	74.97	5
(2) Foreign									
Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of promoter (A) = (A) (1) + (A) (2)	4032295		4032295	69.97	4320295		4320295	74.97	5
B. Public Shareholding of promoter									
1. Institution									
Banks / FI	13800	400	14200	0.25	13800	400	14200	0.25	0
Funds other (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	13800	400	14200	0.25	13800	400	14200	0.25	0
2. Non-Institutions									
	-	-	-	-	-	-	-	-	-
3.a. Bodies Corp.	32151	36000	68151	1.18	30349	36000	66349	1.15	-0.03
b. Individuals	558640	374784	933424	16.20	542033	371630	913663	15.85	-0.35
1.Individual shareholders holding nominal share capital into Rs.2.00 Lakh	700228	-	700228	12.15	412228	0	412228	7.15	-5.00
c. Any other Specify	0	0	0	0	0	0	0	0	0

THAMBBI MODERN SPINNING MILLS LIMITED

1.Clearing Member	0	0	0	0	0	0	0	0	0
2.Hindu Undivided Family	14327	0	14327	0.25	35934	0	35934	0.62	+0.37
3.Non Resident Indians	101	0	101	0.00	101	0	101	0.00	-0.00
Sub-total (B) (2)	1305491	410784	1716275	29.78	1020645	407630	1428275	24.77	-0.00
Total Public Shareholding (B) = (B) (1) + (B) (2)	1319291	411184	1730475	30.03	1034445	408030	1442475	25.03	-0.500
C. Shares held by custodians for GDRs and ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5351586	411184	5762770	100.00	5354740	408030	5762770	100.00	0

(ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1	R.JAGADEESAN	3140995	54.50	0	3284995	57.00	0	2.50%
2	MALATHI JAGADEESAN	424530	7.37	0	568530	9.87	0	2.50%
3	J.RAJALAKSHMI	256820	4.46	0	256820	4.46	0	0
4	J.RAMKUMAR	209950	3.64	0	209950	3.64	0	0

(IV). Shareholding pattern of top ten shareholders

Sl. No	Name	No.of.Shares at the beginning (01.04.17)		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding at the yearend 31.03.18	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the company
1	S.R.MURALI MANOHAR	580000	10.0644	01.04.2017	0	Sales during the year	292000	5.0670

THAMBBI MODERN SPINNING MILLS LIMITED

2	RAJU BHANDARI	117011	2.0303	01.04.2017	0	Nil Movement during the year	117011	2.0305
3	DILIP KUMAR SURANA	3587	0.0622	01.04.2017	0	Purchases during the year	20061	0.3481
4	FATEMA HUSSAININ BHARMAL	18100	0.3141	01.04.2017	0	Nil Movement during the year	18100	0.3141
5	K.RAJENDRAN	17677	0.3067	01.04.2017	0	Nil Movement during the year	17677	0.3067
6	SUBODH RAJARAM MANJHREKAR	15100	0.2620	01.04.2017	0	Nil Movement during the year	15100	0.2620
7	ORIENTAL BANK OF COMMERCE	13800	0.2377	01.04.2017	0	Nil Movement during the year	13800	0.2377
8	NAYAN S MANJREKHAR	13700	0.2377	01.04.2017	0	Nil Movement during the year	13700	0.2377
9	BAJAJ AUTO LTD	12700	0.2203	01.04.2017	0	Nil Movement during the year	12700	0.2203
10	SAURAV GUPTA	12300	0.2134	01.04.2017	0	Nil Movement during the year	12300	0.2134

V. Shareholding of Directors and Key Managerial Personnel:

S. No.	R.JAGADEESAN MANAGING DIRECTOR	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1					
	At the beginning of the year	3140995	54.503	3140995	54.503
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/ bonus / sweat equity etc.,)	144000	2.5007	3284995	57.0037
	At the end of the year	3284995	57.0037	3284995	57.0037

V. Shareholding of Directors and Key Managerial Personnel:

THAMBBI MODERN SPINNING MILLS LIMITED

S. No.	MALATHI JAGADEESAN NON-EXECUTIVE DIRECTOR	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
2					
	At the beginning of the year	424530	7.37	424530	7.37
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/ bonus / sweat equity etc.,)	144000	2.5007	568530	9.8656
	At the end of the year	568530	9.8656	568530	9.8656

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment Rs.in.Lacs

Particulars	Secured Loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	643.77	0	0	643.77
ii. Interest due but not paid	0	0	0	0
iii. interest accrued but not due	0	0	0	0
Total (i+ii+iii)	643.77	0	0	643.77
Change in Indebtedness during the financial year	954.61	0	0	954.61
• Addition	643.77	0	0	643.77
• Reduction				
Net change	310.84	0	0	310.84
Indebtedness at the end of the financial year			0	
i. Principal amount	954.61	0	0	954.61
ii. Interest due but not paid	0	0	0	0
iii. interest accrued but not due	0	0	0	0
Total (i+ii+iii)	954.61	0	0	954.61

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

THAMBBI MODERN SPINNING MILLS LIMITED

A. Remuneration to Managing Director:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total amount
1	Gross Salary	R.JAGADEESAN, MANAGING DIRECTOR				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.125000/- (P.M)	0	0	0	Rs.125000/- (P.M)
	(b) Value of perquisites u/s 17(2) of the Income Tax act, 1961	-----	-----	-----	-----	-----
	(C) profits in lieu of salary under section 17 (3) Income tax act, 1961	-----	-----	-----	-----	-----
2	Stock option	-----	-----	-----	-----	-----
3	Sweat equity	-----	-----	-----	-----	-----
4	Commission - as % of profit - others, specify	-----	-----	-----	-----	-----
5	Others, please specify	-----	-----	-----	-----	-----
	Total (A)	Rs.125000/- (P.M)	0	0	0	Rs.125000/- (P.M)
	Ceiling as per the act	Eligible to provide 5% OF Profit or minimum remuneration in terms of Schedule V of the Companies Act, 2013				

B. Remuneration to other director

S. NO	PARTICULARS OF REMUNERATION	NAME OF DIRECTORS		TOTAL AMOUNT
		M.PUGAZHENDHI	ASHOK P SHAH	
	1. Independent Director			
	Fee for attending board committee meetings	5000	5000	10000
	commission	0	0	0
	others, please specify	0	0	0
	Total (1)	5000	5000	10000
	Other Non – Executive Directors			
		MALATHI JAGADEESAN	-	-
	Fee for attending board committee meetings	4000	0	4000
	commission	0	0	0
	others, please specify	0	0	0
	Total (2)	4000	0	4000
	Total (B) = (1+2)	9000	5000	14000
	Total Managerial Remuneration	9000	5000	14000
	Overall ceiling as per the Act	1% of the Net Profit of the Company		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD - NA

VII. PENALTIES / PUNISHMENTS / COMPOUNDING OF OFFENCES – Nil during the fy. Ended 31.03.2018**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF****THAMBBI MODERN SPINNING MILLS LIMITED****1. Report on the Standalone Financial Statements**

We have audited the attached financial statements of **M/s. Thambbi Modern Spinning Mills Limited** ('the Company'), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss and the Cash Flow Statement for the then year ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

4. Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;

- b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

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 appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect of the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us :
 - i. The Company has no pending litigations affecting its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

As required by the Companies (Auditor's Report) Order 2016 ("the order"), issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, we give in 'Annexure B', a statement on the matters specified in paragraphs 3 and 4 of the Order.

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(Registration No : 004219S)

Place : Chennai
Date : May 29, 2018

S. SRIRAM
Partner
Membership No : 202813

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in Paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **THAMBBI MODERN SPINNING MILLS LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“the Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

THAMBBI MODERN SPINNING MILLS LIMITED

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For R. SUNDARARAMAN & CO.,
Chartered Accountants
(Firm Registration No : 004219S)**

Date : May 29, 2018

Place : Chennai

**S. SRIRAM
Partner
M. No : 202813**

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 2 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 during the year in accordance with the regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - c) The title deeds of immovable properties are held in the name of the Company.
- 2) In our opinion and according to the information and explanations given to us, the Company does not hold any stock of inventory and therefore the provisions of clause ii of the Companies (Auditors Report) Order 2016 is not applicable.
- 3) The Company has granted unsecured loans to its subsidiary and the terms and conditions of the loans are not prejudicial to the interest of the Company. The receipt of principal and interest are regular wherever specified.

THAMBBI MODERN SPINNING MILLS LIMITED

- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the Company.
- 6) We were informed that the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company.
- 7) In respect of statutory dues.
 - a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, custom duty, excise duty, cess, service tax and other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, custom duty, excise duty, service tax and cess were in arrears, as at 31st March, 2018 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 income tax, sales tax, custom duty, excise duty, service tax and cess, which have not been deposited on account of any dispute, except for the following :

Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount (Rs. in lacs)
Income Tax Act	Income Tax	High Court	2010-11	98.77
Sales Tax	TNGST	High Court	2007-08	18.57

- 8) According to the information and explanations given and the records examined by us, the Company has not defaulted in the repayment of Term Loan taken from Bank. The Company does not have any borrowings from financial institutions, Government or debenture holders.
- 9) As per the records of the Company and information and explanations given to us, the money raised by the Company by way of Term Loan was applied for the purposed for which the same was raised.
- 10) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
- 11) The managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- 12) The Company is not a Nidhi Company and therefore the provisions of clause xii of Companies (Auditor's Report) Order 2016 are not applicable.
- 13) The transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

THAMBI MODERN SPINNING MILLS LIMITED

- 14) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 15) The Company has not entered in to any non-cash transactions with directors or persons connected with him and therefore the provisions of clause xv of Companies (Auditor's Report) Order 2016 are not applicable.
- 16) The Company is not required to be registered under Section 45-IA if the Reserve Bank of India Act, 1934 and therefore the provisions of clause xvi of Companies (Auditors Report) Order 2016 are not applicable.

**For R. SUNDARARAMAN & CO.,
Chartered Accountants
(Firm Registration No : 004219S)**

Place : Chennai
Date : May 29, 2018

**S. SRIRAM
Partner
M. No : 202813**

THAMBBI MODERN SPINNING MILLS LIMITED

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2018

(Rs. in lacs)

S.No	Particulars	Note No.	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
A	ASSETS				
1	Non Current Assets				
	(a) Property, Plant and Equipment	2	915.63	386.23	376.02
	(b) Intangible Assets	2	1.86	-	-
	(c) Capital Work in Progress	2	182.97	220.87	-
	Financial Assets				
	(a) Investments	3	1.00	-	-
	(a) Long Term Loans & Advances	4	13.84	13.30	17.61
	(c) Deffered Tax Assets (Net)	5	102.98	102.98	1,015.97
			1,218.28	723.38	1,409.60
2	Current Assets				
	(a) Financial Assets				
	(i) Trade Receivables	6	239.28	242.99	250.37
	(ii) Cash and Cash Equivalents	7	27.03	22.62	50.04
	(iii) Other Current Financial Assets	8	102.99	104.36	91.33
	(b) Current Tax Assets (Net)	9	36.69	20.15	52.08
			405.99	390.12	443.82
	Total Assets		1,624.27	1,113.50	1,853.42
B	EQUITY AND LIABILITIES				
1	Equity				
	(a) Equity Share Capital	10	576.28	576.28	576.28
	(b) Other Equity	11	-417.80	-281.06	734.17
			158.48	295.22	1,310.45
	Liabilities				
2	Non Current Liabilities				
	Financial Liabilities				
	(i) Borrowings	12	931.57	595.95	361.90
	(ii) Other Financial Liabilities	13	117.74	112.82	95.83
			1,049.31	708.77	457.73
3	Current Liabilities				
	(a) Financial Liabilities				
	(i) Trade Payables	14	61.76	37.47	14.43
	(ii) Other Financial Liabilities	15	354.72	72.04	70.81
			416.48	109.51	85.24
	Total Equity & Liabilities		1,624.27	1,113.50	1,853.42

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

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN : 004129S)

S. SRIRAM
Partner
M. No : 202813
Place : Chennai
Date : May 29, 2018

R. Jagadeesan
Managing Director
DIN : 01153985

P. Rajasekaran
Chief Financial Officer

For and on behalf of the Board,
Malathi Jagadeesan
Director
DIN : 00153952

THAMBBI MODERN SPINNING MILLS LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(Rs. in lacs)

S.No	Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
I	Revenue			
	Revenue from Operations	16	219.98	179.23
	Other Income	17	0.36	9.39
	Total Revenue	(A)	220.34	188.62
II	Expenses			
	Materials Consumed	18	55.02	-
	Employee Benefit Expenses	19	71.09	34.11
	Finance Costs	20	114.72	66.53
	Depreciation and Amortisation Expense		26.63	23.24
	Other Expenses	21	84.87	114.34
	Total Expenses	(B)	352.33	238.22
III	Profit / (Loss) before Exceptional Items and Tax	(A) - (B)	-131.99	-49.60
IV	Exceptional Items			
	- Prior Year Adjustments		4.75	-
V	Profit / (Loss) before Tax		-136.74	-49.60
VI	Tax Expense :			
	a) Current Tax		-	-912.99
	b) Deferred Tax		-	-52.64
VII	Profit / (Loss) for the period from continuing operations		-136.74	-1,015.23
VIII	Other Comprehensive Income		-	-
IX	Total Comprehensive Income for the period (Comprising Profit / (Loss) and other comprehensive income)		-136.74	-1,015.23
	Attributable to :			
	Owners to the Company		-136.74	-1,015.23
	Non-controlling interests		-	-
X	Earnings per Equity Share (in Rs.)			
	(1) Basic		-2.37	-17.62
	(2) Diluted		-2.37	-17.62

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

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN : 004129S)

S. SRIRAM

Partner

M. No : 202813

Place : Chennai

Date : May 29, 2018

R. Jagadeesan
Managing Director
DIN : 01153985

P. Rajasekaran
Chief Financial Officer

For and on behalf of the Board,
Malathi Jagadeesan
Director
DIN : 00153952

THAMBBI MODERN SPINNING MILLS LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2018

Rs. In Lacs

A. CASH FLOW FROM OPERATING ACTIVITIES	31st March 2018 (12 months)		31st March 2017 (12 months)	
Net Profit/Loss before tax and Extra Ordinary Items		(131.99)		(49.60)
Adjustments for-				
Depreciation	26.63		23.24	
Interest paid	95.27		62.93	
Prior Year Adjustmwent	(4.75)			
Interest Received	-		(8.51)	
Profit on Sale of Assets	-		(0.88)	
		117.15		76.78
Operating Cash Flow before working capital changes		(14.84)		27.18
Adjustments for (Increase) / Decrease in Operating Assets				
Trade and other receivables	3.71		7.38	
Short Term Loans & Advances	(15.16)		23.21	
Long Term Loans & Advances	(0.54)		-	
Adjustments for Increase / (Decrease) in Operating Liabilities				
Trade Payables	24.29		23.04	
Other Current Liabilities	282.68		(4.77)	
Other Non Current Liabilities	4.92	299.90	16.99	65.85
Cash generated from Operations		285.06		93.03
Direct Taxes (Net)		-		(52.64)
NET CASH FLOW FROM OPERATING ACTIVITIES	(A)	285.06		40.39
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(519.99)		(253.44)	
Increase in Non Current Investments	(1.00)		-	
Interest Income	-	(520.99)	8.51	(244.93)
NET CASH FLOW FROM INVESTING ACTIVITIES	(B)	(520.99)		(244.93)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Long Term Borrowings (Net)	335.62		234.05	
Short Term Borrowings (Net)	-		6.00	
Interest on Borrowings	(95.27)	240.35	(62.93)	177.12
NET CASH FLOW FROM FINANCING ACTIVITIES	(C)	240.35		177.12
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS A+B-C		4.42		(27.42)
Opening Balance in Cash & Cash Equivalents		22.62		50.04
Closing Balance in Cash & Cash Equivalents		27.04		22.62

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

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN : 004129S)

S. SRIRAM
Partner
M. No : 202813
Place : Chennai
Date : May 29, 2018

R. Jagadeesan
Managing Director
DIN : 01153985

P. Rajasekaran
Chief Financial Officer

For and on behalf of the Board,
Malathi Jagadeesan
Director
DIN : 00153952

1 NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

1.1 Basis of preparation of Financial Statements

The financial statements up to the year ended 31st March 2017 were prepared under the Accounting Standards Rules 2006 (as amended) and other relevant provisions of the Companies Act, 2013 (Indian GAAP).

As per the Notification issued by the Ministry of Corporate Affairs, the adoption of Ind AS has become mandatory for the Company with effect from the financial year commencing on 1st April 2017. Accordingly, the Company has adopted Ind AS from 1st April 2017 (the Transition Date) and the Financial Statements for the year ended 31st March 2018 have been prepared in accordance with the principles laid down in Ind AS.

The Financial statements are presented in Indian Rupees (Rs. In lacs), which is the functional currency of the Company and the currency of the primary economic environment in which the company operates.

The Financial Statements have been prepared on a historical cost basis.

1.2 First time adoption of Ind AS

The Company has restated the Financial Statements as at 1st April 2016, being the Transition Date of the following basis:

- (i) The value of Property, Plant and Equipment considered at the historical costs.

1.3 Exemptions availed under Ind AS 101

- a) Property ,plant and Equipment

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

- b) Investments in other companies

The Company has decided to carry the investments in other companies at deemed which is the previous GAAP carrying amount as on the date of transition to Ind AS.

- c) Fair value of Financial Assets & Liabilities

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

1.4 Significant Accounting Policies

- a) Use of Estimates

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

- b) Property, Plant and Equipment

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

c) Revenue Recognition

Rental Income is recognised on Accrual basis.

d) Borrowing Costs

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

e) Investments

Long Term Investments are carried at cost

f) Employee Benefits

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

g) Income Tax

Provision for Tax is made for both current tax and deferred taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax asset and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods are recognised using tax rates and tax laws, which have been enacted or substantively enacted.

h) Impairment of Assets

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

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

i) Provision and contingent liabilities

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

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

2 Property, Plant and Equipment 2016-17

Particulars	Gross Block			Depreciation			Net Block			
	As at 4/1/2016	Additions	Deletions	Total 3/31/2017	As at 3/31/2016	Additions	Deletions	Total 3/31/2017	As at 3/31/2017	As at 4/1/2016
Tangible Assets										
Freehold Land	28.05	-	-	28.05	-	-	-	-	28.05	28.05
Buildings	702.37	51.57	-	753.94	373.00	22.90	-	395.90	358.04	329.37
Generator Set	3.02	-	3.02	-	1.05	-	1.05	-	-	1.97
Vehicles	49.54	-	49.54	-	33.39	-	33.39	-	-	16.15
Furniture & Fixtures	1.16	-	-	1.16	1.12	-	-	1.12	0.04	0.04
Office Equipments	2.03	-	-	2.03	1.59	0.34	-	1.93	0.10	0.44
Total	786.17	51.57	52.56	785.18	410.15	23.24	34.44	398.95	386.23	376.02
Capital Work in Progress	-	-	-	-	-	-	-	-	220.87	-
Total	786.17	51.57	52.56	785.18	410.15	23.24	34.44	398.95	607.10	376.02

2 Property, Plant and Equipment 2017-18

Particulars	Gross Block			Depreciation			Net Block			
	As at 4/1/2017	Additions	Deletions	Total 3/31/2018	As at 3/31/2017	Additions	Deletions	Total 3/31/2018	As at 3/31/2018	As at 4/1/2017
Tangible Assets										
Freehold Land	28.05	-	-	28.05	-	-	-	-	28.05	28.05
Buildings	753.94	428.44	-	1,182.38	395.90	22.48	-	418.38	764.00	358.04
Plant & Equipments	-	24.74	-	24.74	-	1.17	-	1.17	23.57	-
Generator Set	-	7.77	-	7.77	-	0.18	-	0.18	7.59	-
Electrical Fittings	-	75.25	-	75.25	-	1.79	-	1.79	73.46	-
Furniture & Fixtures	1.16	9.22	-	10.38	1.12	0.27	-	1.39	8.99	0.04
Office Equipments	2.03	7.50	-	9.53	1.93	0.35	-	2.28	7.25	0.10
Computers	-	2.95	-	2.95	-	0.23	-	0.23	2.72	-
Total	785.18	555.87	-	1,341.05	398.95	26.47	-	425.42	915.63	386.23
Intangible Assets										
Software	-	2.02	-	2.02	-	0.16	-	0.16	1.86	-
Total	-	2.02	-	2.02	-	0.16	-	0.16	1.86	-
Capital Work in Progress	-	-	-	-	-	-	-	-	182.97	220.87
Total	785.18	557.89	-	1,343.07	398.95	26.63	-	425.58	1,100.46	607.10

THAMBBI MODERN SPINNING MILLS LIMITED

3. Investments

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Investment in Wholly Owned Subsidiary (10000 Equity Shares of Rs. 10/- each in Roshan Integrated Private Limited)	1.00	-	-
Total	1.00	-	-

4. Long Term Loans & Advances

Security Deposits	13.84	13.30	17.61
Total	13.84	13.30	17.61

5. Deferred Tax Asset (Net)

Business Loss	102.98	102.98	1,015.97
Total	102.98	102.98	1,015.97

6. Trade Receivables

Unsecured - Considered Good Outstanding for a period exceeding 6 months from the date they are due for payment	239.28	242.99	250.37
Other Receivables	-	-	-
Total	239.28	242.99	250.37

7. Cash & Cash Equivalents

Cash on Hand	0.51	0.50	1.46
Balance with Banks in Current Accounts	1.35	21.99	38.61
Balance with Banks in Escrow Accounts	25.17	0.13	-
Fixed Deposits	-	-	9.97
Total	27.03	22.62	50.04

8. Other Current Financial Assets

Advances to Related Parties	31.21	-	-
Advances recoverable in cash or kind for value to be received	71.78	104.36	91.33
Total	102.99	104.36	91.33

Details of Advances to Related Parties :

Roshan Integrated Private Limited (Wholly Owned Subsidiary)	31.21	-	-
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THAMBBI MODERN SPINNING MILLS LIMITED

9. Current Tax Assets

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
TDS / Advance Income Tax (Net of Provision)	36.69	20.15	52.08
Total	36.69	20.15	52.08

10. Share Capital

Authorised Capital			
1,40,00,000 Equity Shares of Rs. 10/- each	1,400.00	1,400.00	1,400.00
Total	1,400.00	1,400.00	1,400.00
Issues, Subscribed & Paid-up Capital			
57,62,770 Equity Shares of Rs. 10/- each	576.28	576.28	576.28
Total	576.28	576.28	576.28

10.1 Number of Equity Shares at the beginning and end of the reporting year

Particulars	As at 31/03/2018		As at 31/03/2017		As at 01/04/2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	5,762,770	576.28	5,762,770	576.28	5,762,770	576.28
Shares issued during the year	-	-	-	-	-	-
Shares outstanding at the close of the year	5,762,770	576.28	5,762,770	576.28	5,762,770	576.28

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

Name of Shareholder	As at 31/03/2018		As at 31/03/2017		As at 01/04/2016	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
R. Jagadeesan	3,284,995	57.00%	3,140,995	54.50%	3,140,995	54.50%
Malathi Jagadeesan	568,530	9.87%	424,530	7.37%	424,530	7.37%
Salem Ramamurthy Murali Manohar	292,000	5.07%	580,000	10.06%	580,000	10.06%

THAMBBI MODERN SPINNING MILLS LIMITED

11. Other Equity

Particulars	Reserves and Surplus				Total
	Capital Reserve	Share Premium A/c	General Reserve	Retained Earnings	
Balance as on 01-04-2016	3,495.62	745.79	587.67	-4,094.91	734.17
Restated Balance at the beginning of the reporting period	-	-	-	-	-
Balance as on 01-04-2016	3,495.62	745.79	587.67	-4,094.91	734.17
Total Comprehensive Income for the year	-	-	-	-1,015.23	-1,015.23
Adjustments on account of transition to IND AS	-	-	-	-	-
Balance as on 31-03-2017	3,495.62	745.79	587.67	-5,110.14	-281.06
Total Comprehensive Income for the year	-	-	-	-136.74	-136.74
Adjustments on account of IND AS	-	-	-	-	-
Balance as on 31-03-2018	3,495.62	745.79	587.67	-5,246.88	-417.80

12. Borrowings

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Secured :			
Term Loans			
IDBI Bank Ltd	931.57	-	-
ICICI Housing Finance Corporation Ltd	-	207.09	361.90
LIC Housing Finance Ltd	-	388.86	-
Total	931.57	595.95	361.90

13. Other Financial Liabilities (Non Current)

Unsecured			
From Directors	9.10	18.92	-
Rent Deposit	108.64	93.90	95.83
Total	117.74	112.82	95.83

14. Trade Payables

Sundry Creditors	61.76	37.47	14.43
Total	61.76	37.47	14.43

THAMBBI MODERN SPINNING MILLS LIMITED

15. Other Current Financial Liabilities

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Current Maturity of Long Term Debt	23.04	47.82	55.22
Duties & Taxes	15.72	17.34	15.59
Accrued Expenses	0.83	0.88	-
Advances Received	315.13	6.00	-
Total	354.72	72.04	70.81

16. Income from Operations

Particulars	As at 31st March 2018	As at 31st March 2017
Sale of Products	53.37	-
Rent Receipts	166.61	179.23
Total	219.98	179.23

17. Other Income

Interest received from Banks	-	8.51
Profit on Sale of Assets	-	0.88
Miscellaneous Income	0.36	-
Total	0.36	9.39

18. Cost of Materials Consumed

Materials Consumption	55.02	-
Total	55.02	-

19. Employment Benefit Expenses

Salaries & Wages	64.01	32.96
Staff Welfare Expenses	7.08	1.15
Total	71.09	34.11

20. Finance Cost

Interest to Banks	86.93	55.09
Interest to Others	8.34	7.84
Bank Charges / Commission	19.45	3.60
Total	114.72	66.53

THAMBBI MODERN SPINNING MILLS LIMITED

21. Other Expenses

Particulars	As at 31st March 2018	As at 31st March 2017
Power & Fuel	8.72	2.78
Repairs to Buildings	21.93	30.05
Insurance	0.83	0.32
Rent	15.23	15.00
Rates & Taxes	7.27	7.31
Security Charges	3.21	-
Travelling & Conveyance	10.30	5.91
Professional & Legal Fees	8.14	9.61
Audit Fees	0.89	0.96
Miscellaneous Expenses	7.87	13.22
Bad Debts w/off	-	28.13
Advertisement	0.23	0.95
Donations	0.25	0.10
Total	84.87	114.34

22. Contingent Liabilities

Claims against the Company which are contested / proposed to be contested before various judicial forums :

Particulars	As at 31.03.2018	As at 31.03.2017
The Cotton Corporation of India Limited., Coimbatore	100.72	62.59
Sales Tax	18.57	18.57
Income Tax	98.77	-
Corporation Tax	14.76	14.76
Others	-	6.13
Total	232.82	102.05

THAMBBI MODERN SPINNING MILLS LIMITED

23. Related Party Information

Related party information as required by AS18 is given below :

A. Names of the Related Parties and their relationships :

i) Key Management Personnel

Mr. R. Jagadeesan, Managing Director

ii) Subsidiary Company

Roshan Integrated Private Limited

B. Transactions with Related Parties :	Year Ended 31.03.2018	Year Ended 31.03.2017
Services Rendered		
Roshan Integrated Private Limited	31.21	-
Remuneration paid		
Mr. R. Jagadeesan	15.00	15.00
Outstanding Payable / (Receivable) at the year end		
Mr. R. Jagadeesan	9.10	18.92
Roshan Integrated Private Limited	(31.21)	-

24. Segment Reporting

The Company's textile manufacturing activities have been stopped and the Company 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.

25. Quantity Particulars

Since the Company has no manufacturing activity during the year, quantity particulars information on consumption, stock et. are not furnished.

26. Breakup of Payment made to Auditors

	Year Ended 31.03.2018 (Rs. in lacs)	Year Ended 31.03.2017 (Rs. in lacs)
Towards :		
Statutory Audit	0.59	0.42
Tax Audit	0.12	0.09
Certification & Other Matters	0.18	0.45
Total	0.89	0.96

27. Earning per Share

	Year Ended 31.03.2018	Year Ended 31.03.2017
i) (Loss)/Profit after tax as per the Statement of Profit and Loss	(136.74)	(1,015.23)
ii) Weighted average number of equity shares outstanding during the year		
for Basic EPS (Nos)	5,762,770	5,762,770
for Diluted EPS (Nos)	5,762,770	5,762,770
iii) Basic and diluted earnings per share of Rs.10/- each		
for Basic EPS (in Rs.)	(2.37)	(17.62)
for Diluted EPS (in Rs.)	(2.37)	(17.62)

28. No provision for tax has been made in the absence of taxable profits for the current year.

Deferred Tax Asset has not been recognised as there is no virtual certainty that sufficient future taxable income will be available against which deferred tax assets can be realised.

29. Sundry Debtors and Creditors Balances are subject to confirmation and reconciliation.

30. Previous year's figures have been regrouped wherever necessary, to confirm with the current year's disclosures.

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN : 004129S)

S. SRIRAM
Partner
M. No : 202813
Place : Chennai
Date : May 29, 2018

R. Jagadeesan
Managing Director
DIN : 01153985

P. Rajasekaran
Chief Financial Officer

For and on behalf of the Board,
Malathi Jagadeesan
Director
DIN : 00153952

**CONSOLIDATED FINANCIAL STATEMENTS
2017-18**

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF

1. Report on the Consolidated financial statements

We have audited the accompanying consolidated financial statements of **M/s. Thambbi Modern Spinning Mills Limited** (hereinafter referred to as 'the Company') and its subsidiary (the Company and its subsidiary together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31st March 2018, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the then year ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Consolidated financial statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. The respective Board of Directors of the Companies included in the Group are responsible for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the

accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Company as at March 31, 2018;
- b) In the case of the Consolidated Statement of Profit and Loss, of the consolidated Loss for the year ended on that date; and
- c) In the case of Consolidated Cash Flow Statement, of the consolidated cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

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 of the aforesaid consolidated financial statements.
- b) In our opinion proper books of account as required by law relating to the preparation of the consolidated financial statements have been kept so far as appears from our examination of those books.
- c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and the Consolidated Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of written representations received from the directors of the Company as on 31 March, 2018, taken on record by the Board of Directors of the Company and its subsidiary and the report of the statutory auditor of its subsidiary company, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect of the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in 'Annexure A', which is based on the auditor's report of the Company and its subsidiary company. Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting.
- g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us :

THAMBBI MODERN SPINNING MILLS LIMITED

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
- ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiary company.

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(Registration No : 004219S)

Place : Chennai
Date : May 29, 2018

S. SRIRAM
Partner
Membership No : 202813

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in Paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **THAMBBI MODERN SPINNING MILLS LIMITED** (“the Company”) and its subsidiary company as of March 31, 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“the Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

THAMBI MODERN SPINNING MILLS LIMITED

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For R. SUNDARARAMAN & CO.,
Chartered Accountants
(Registration No : 004219S)**

Place : Chennai
Date : May 29, 2018

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

THAMBBI MODERN SPINNING MILLS LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018

(Rs. in lacs)

S.No	Particulars	Note No.	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
A	ASSETS				
1	Non Current Assets				
	(a) Property, Plant and Equipment	2	915.63	386.23	376.02
	(b) Intangible Assets	2	1.86	-	-
	(c) Capital Work in Progress	2	232.91	220.87	-
	Financial Assets				
	(a) Long Term Loans & Advances	3	13.94	13.30	17.61
	(b) Other Long Term Assets	4	0.55	-	-
	(c) Deferred Tax Assets (Net)	5	102.98	102.98	1,015.97
			1,267.87	723.38	1,409.60
2	Current Assets				
	(a) Financial Assets				
	(i) Trade Receivables	6	239.28	242.99	250.37
	(ii) Cash and Cash Equivalents	7	28.82	22.62	50.04
	(iii) Other Current Financial Assets	8	71.77	104.36	91.33
	(b) Current Tax Assets (Net)	9	36.69	20.15	52.08
			376.56	390.12	443.82
	Total Assets		1,644.43	1,113.50	1,853.42
B	EQUITY AND LIABILITIES				
1	Equity				
	(a) Equity Share Capital	10	576.28	576.28	576.28
	(b) Other Equity	11	-417.80	-281.06	734.17
			158.48	295.22	1,310.45
2	Liabilities				
	Non Current Liabilities				
	Financial Liabilities				
	(i) Borrowings	12	931.57	595.95	361.90
	(ii) Other Financial Liabilities	13	137.74	112.82	95.83
			1,069.31	708.77	457.73
3	Current Liabilities				
	(a) Financial Liabilities				
	(i) Trade Payables	14	61.92	37.47	14.43
	(ii) Other Financial Liabilities	15	354.72	72.04	70.81
			416.64	109.51	85.24
	Total Equity & Liabilities		1,644.43	1,113.50	1,853.42

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

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN : 0041295)

S. SRIRAM
Partner
M. No : 202813
Place : Chennai
Date : May 29, 2018

R. Jagadeesan
Managing Director
DIN : 01153985

P. Rajasekaran
Chief Financial Officer

For and on behalf of the Board,
Malathi Jagadeesan
Director
DIN : 00153952

THAMBBI MODERN SPINNING MILLS LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(Rs. in lacs)

S.No	Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
I	Revenue			
	Revenue from Operations	16	219.98	179.23
	Other Income	17	0.36	9.39
	Total Revenue	(A)	220.34	188.62
II	Expenses			
	Materials Consumed	18	55.02	-
	Employee Benefit Expenses	19	71.09	34.11
	Finance Costs	20	114.72	66.53
	Depreciation and Amortisation Expense		26.63	23.24
	Other Expenses	21	84.87	114.34
	Total Expenses	(B)	352.33	238.22
III	Profit / (Loss) before Exceptional Items and Tax	(A) - (B)	-131.99	-49.60
IV	Exceptional Items			
	- Prior Year Adjustments		4.75	-
V	Profit / (Loss) before Tax		-136.74	-49.60
VI	Tax Expense :			
	a) Current Tax		-	-912.99
	b) Deferred Tax		-	-52.64
VII	Profit / (Loss) for the period from continuing operations		-136.74	-1,015.23
VIII	Other Comprehensive Income		-	-
IX	Total Comprehensive Income for the period (Comprising Profit / (Loss) and other comprehensive income)		-136.74	-1,015.23
	Attributable to :			
	Owners to the Company		-136.74	-1,015.23
	Non-controlling interests		-	-
X	Earnings per Equity Share (in Rs.)			
	(1) Basic		-2.37	-17.62
	(2) Diluted		-2.37	-17.62

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

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN : 004129S)

S. SRIRAM

Partner
M. No : 202813
Place : Chennai
Date : May 29, 2018

R. Jagadeesan
Managing Director
DIN : 01153985

P. Rajasekaran
Chief Financial Officer

For and on behalf of the Board,
Malathi Jagadeesan
Director
DIN : 00153952

THAMBBI MODERN SPINNING MILLS LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2018

Rs. In Lacs

		31st March 2018 (12 months)		31st March 2017 (12 months)	
A. CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit/Loss before tax and Extra Ordinary Items			(131.99)		(49.60)
Adjustments for-					
Depreciation		26.63		23.24	
Interest paid		95.27		62.93	
Prior Year Adjustments		(4.75)			
Interest Received		-		(8.51)	
Profit on Sale of Assets		-		(0.88)	
			<u>117.15</u>		<u>76.78</u>
Operating Cash Flow before working capital changes			(14.84)		27.18
Adjustments for (Increase) / Decrease in Operating Assets					
Trade and other receivables		3.71		7.38	
Short Term Loans & Advances		16.05		23.21	
Long Term Loans & Advances		(0.64)		-	
Other Long term Assets		(0.55)			
Adjustments for Increase / (Decrease) in Operating Liabilities					
Trade Payables		24.45		23.04	
Other Current Liabilities		282.68		(4.77)	
Other Non Current Liabilities		24.92	350.62	16.99	65.85
Cash generated from Operations			<u>335.78</u>		<u>93.03</u>
Direct Taxes (Net)			-		(52.64)
NET CASH FLOW FROM OPERATING ACTIVITIES	(A)		335.78		40.39
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets		(569.93)		(253.44)	
Increase in Non Current Investments				-	
Interest Income		-	(569.93)	8.51	(244.93)
NET CASH FLOW FROM INVESTING ACTIVITIES	(B)		(569.93)		(244.93)
C. CASH FLOW FROM FINANCING ACTIVITIES					
Long Term Borrowings (Net)		335.62		234.05	
Short Term Borrowings (Net)		-		6.00	
Interest on Borrowings		(95.27)	240.35	(62.93)	177.12
NET CASH FLOW FROM FINANCING ACTIVITIES	(C)		<u>240.35</u>		<u>177.12</u>
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS A+B+C			6.20		(27.42)
Opening Balance in Cash & Cash Equivalents			22.62		50.04
Closing Balance in Cash & Cash Equivalents			<u>28.82</u>		<u>22.62</u>

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

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN : 004129S)

S. SRIRAM
Partner
M. No : 202813
Place : Chennai
Date : May 29, 2018

R. Jagadeesan
Managing Director
DIN : 01153985

P. Rajasekaran
Chief Financial Officer

For and on behalf of the Board,
Malathi Jagadeesan
Director
DIN : 00153952

1 CONSOLIDATED NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2018

1.1 Group Overview

Thambbi Modern Spinning Mills Limited is a public limited company incorporated and domiciled in India and has its registered office at Salem, Tamilnadu, India. The Company has its primary Listings on the BSE Limited in India.

Subsidiary with percentage Holding:

Name of the entity	Country of incorporation and other particulars	Holding (%)
Roshan Integrated Private Limited	a subsidiary of the Company incorporated under the laws of India	100.00

1.2 Basis of preparation of Consolidated Financial Statements

The financial statements up to the year ended 31st March 2017 were prepared under the Accounting Standards Rules 2006 (as amended) and other relevant provisions of the Companies Act, 2013 (Indian GAAP).

As per the Notification issued by the Ministry of Corporate Affairs, the adoption of Ind AS has become mandatory for the Group with effect from the financial year commencing on 1st April 2017. Accordingly, the Group has adopted Ind AS from 1st April 2017 (the Transition Date) and the Financial Statements for the year ended 31st March 2018 have been prepared in accordance with the principles laid down in Ind AS.

The Consolidated Financial statements are presented in Indian Rupees (Rs. In lacs), which is the functional currency of the Company and the currency of the primary economic environment in which the company operates.

The Consolidated Financial Statements have been prepared on a historical cost basis.

1.3 Basis of Consolidation

The consolidated financial statements include the financial statements of Thambbi Modern Spinning Mills Limited and its wholly owned subsidiary. The consolidated financial statements are prepared on the following basis:

The financial statements of the parent company and its subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profit/losses in full in accordance with Ind AS 110 for Consolidated Financial Statements. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiary.

The proportionate share of the Group's interest in associates is accounted under equity method of accounting in accordance with Ind AS 28 Investments in Associates and Joint Ventures.

1.4 First time adoption of Ind AS

The Group has restated the Consolidated Financial Statements as at 1st April 2016, being the Transition Date of the following basis:

- (i) The value of Property, Plant and Equipment considered at the historical costs as on the date of transition date.
- (ii) The accounting for employee benefits has been carried out in accordance with the provisions of Ind AS 19 and necessary adjustments have been made in the Financial Statements.

1.5 Exemptions availed under Ind AS 101

a) Property, Plant and Equipment

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

b) Investments in other companies

The Company has decided to carry the investments in other companies at deemed which is the previous GAAP carrying amount as on the date of transition to Ind AS.

c) Fair value of Financial Assets & Liabilities

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

1.6 Significant Accounting Policies

a) Use of Estimates

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

b) Property, Plant and Equipment

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

c) Revenue Recognition

Rental Income is recognised on Accrual basis.

d) Borrowing Costs

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

e) Investments

Long Term Investments are carried at cost

f) Employee Benefits

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

g) Income Tax

Provision for Tax is made for both current tax and deferred taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax asset and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods are recognised using tax rates and tax laws, which have been enacted or substantively enacted.

h) Impairment of Assets

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

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

i) Provision and contingent liabilities

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

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

2 Property, Plant and Equipment 2016-17

Particulars	Gross Block			Depreciation			Net Block			
	As at 4/1/2016	Additions	Deletions	Total 3/31/2017	As at 3/31/2016	Additions	Deletions	Total 3/31/2017	As at 3/31/2017	As at 4/1/2016
Tangible Assets										
Freehold Land	28.05	-	-	28.05	-	-	-	-	28.05	28.05
Buildings	702.37	51.57	-	753.94	373.00	22.90	-	395.90	358.04	329.37
Generator Set	3.02	-	3.02	-	1.05	-	1.05	-	-	1.97
Vehicles	49.54	-	49.54	-	33.39	-	33.39	-	-	16.15
Furniture & Fixtures	1.16	-	-	1.16	1.12	-	-	1.12	0.04	0.04
Office Equipments	2.03	-	-	2.03	1.59	0.34	-	1.93	0.10	0.44
Total	786.17	51.57	52.56	785.18	410.15	23.24	34.44	398.95	386.23	376.02
Capital Work in Progress	-	-	-	-	-	-	-	-	220.87	-
Total	786.17	51.57	52.56	785.18	410.15	23.24	34.44	398.95	607.10	376.02

2 Property, Plant and Equipment 2017-18

Particulars	Gross Block			Depreciation			Net Block			
	As at 4/1/2017	Additions	Deletions	Total 3/31/2018	As at 3/31/2017	Additions	Deletions	Total 3/31/2018	As at 3/31/2018	As at 4/1/2017
Tangible Assets										
Freehold Land	28.05	-	-	28.05	-	-	-	-	28.05	28.05
Buildings	753.94	428.44	-	1,182.38	395.90	22.48	-	418.38	764.00	358.04
Plant & Equipments	-	24.74	-	24.74	-	1.17	-	1.17	23.57	-
Generator Set	-	7.77	-	7.77	-	0.18	-	0.18	7.59	-
Electrical Fittings	-	75.25	-	75.25	-	1.79	-	1.79	73.46	-
Furniture & Fixtures	1.16	9.22	-	10.38	1.12	0.27	-	1.39	8.99	0.04
Office Equipments	2.03	7.50	-	9.53	1.93	0.35	-	2.28	7.25	0.10
Computers	-	2.95	-	2.95	-	0.23	-	0.23	2.72	-
Total	785.18	555.87	-	1,341.05	398.95	26.47	-	425.42	915.63	386.23
Intangible Assets										
Software	-	2.02	-	2.02	-	0.16	-	0.16	1.86	-
Total	-	2.02	-	2.02	-	0.16	-	0.16	1.86	-
Capital Work in Progress	-	-	-	-	-	-	-	-	232.91	220.87
Total	785.18	557.89	-	1,343.07	398.95	26.63	-	425.58	1,150.40	607.10

THAMBBI MODERN SPINNING MILLS LIMITED

3. Long Term Loans & Advances

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Security Deposits	13.94	13.30	17.61
Total	13.94	13.30	17.61

4. Other Long Term Assets

Preliminary Expenses	0.55	-	-
Total	0.55	-	-

5. Deferred Tax Asset (Net)

Business Loss	102.98	102.98	1,015.97
Total	102.98	102.98	1,015.97

6. Trade Receivables

Unsecured - Considered Good Outstanding for a period exceeding 6 months from the date they are due for payment	239.28	242.99	250.37
Other Receivables	-	-	-
Total	239.28	242.99	250.37

7. Cash & Cash Equivalents

Cash on Hand	1.20	0.50	1.46
Balance with Banks in Current Accounts	2.45	21.99	38.61
Balance with Banks in Escrow Accounts	25.17	0.13	-
Fixed Deposits	-	-	9.97
Total	28.82	22.62	50.04

8. Other Current Financial Assets

Advances recoverable in cash or kind for value to be received	71.77	104.36	91.33
Total	71.77	104.36	91.33

9. Current Tax Assets

TDS / Advance Income Tax (Net of Provision)	36.69	20.15	52.08
Total	36.69	20.15	52.08

THAMBBI MODERN SPINNING MILLS LIMITED

10. Share Capital

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Authorised Capital 1,40,00,000 Equity Shares of Rs. 10/- each	1,400.00	1,400.00	1,400.00
Total	1,400.00	1,400.00	1,400.00
Issues, Subscribed & Paid-up Capital 57,62,770 Equity Shares of Rs. 10/- each	576.28	576.28	576.28
Total	576.28	576.28	576.28

10.1 Number of Equity Shares at the beginning and end of the reporting year

Particulars	As at 31/03/2018		As at 31/03/2017		As at 01/04/2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	5,762,770	576.28	5,762,770	576.28	5,762,770	576.28
Shares issued during the year	-	-	-	-	-	-
Shares outstanding at the close of the year	5,762,770	576.28	5,762,770	576.28	5,762,770	576.28

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

Name of Shareholder	As at 31/03/2018		As at 31/03/2017		As at 01/04/2016	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
R. Jagadeesan	3,284,995	57.00%	3,140,995	54.50%	3,140,995	54.50%
Malathi Jagadeesan	568,530	9.87%	424,530	7.37%	424,530	7.37%
Salem Ramamurthy Murali Manohar	292,000	5.07%	580,000	10.06%	580,000	10.06%

11. Other Equity

Particulars	Reserves and Surplus				Total
	Capital Reserve	Share Premium A/c	General Reserve	Retained Earnings	
Balance as on 01-04-2016	3,495.62	745.79	587.67	-4,094.91	734.17
Restated Balance at the beginning of the reporting period	-	-	-	-	-
Balance as on 01-04-2016	3,495.62	745.79	587.67	-4,094.91	734.17
Total Comprehensive Income for the year	-	-	-	-1,015.23	-1,015.23
Adjustments on account of transition to IND AS	-	-	-	-	-
Balance as on 31-03-2017	3,495.62	745.79	587.67	-5,110.14	-281.06
Total Comprehensive Income for the year	-	-	-	-136.74	-136.74
Adjustments on account of IND AS	-	-	-	-	-
Balance as on 31-03-2018	3,495.62	745.79	587.67	-5,246.88	-417.80

12. Borrowings

Particulars	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
Secured :			
Term Loans			
IDBI Bank Ltd	931.57	-	-
ICICI Housing Finance Corporation Ltd	-	207.09	361.90
LIC Housing Finance Ltd	-	388.86	-
Total	931.57	595.95	361.90

13. Other Financial Liabilities (Non Current)

Unsecured			
From Directors	29.10	18.92	-
Rent Deposit	108.64	93.90	95.83
Total	137.74	112.82	95.83

14. Trade Payables

Sundry Creditors	61.92	37.47	14.43
Total	61.92	37.47	14.43

15. Other Current Financial Liabilities

Current Maturity of Long Term Debt	23.04	47.82	55.22
Duties & Taxes	15.72	17.34	15.59
Accrued Expenses	0.83	0.88	-
Advances Received	315.13	6.00	-
Total	354.72	72.04	70.81

THAMBBI MODERN SPINNING MILLS LIMITED

16. Income from Operations

Particulars	As at 31st March 2018	As at 31st March 2017
Sale of Products	53.37	-
Rent Receipts	166.61	179.23
Total	219.98	179.23

17. Other Income

Interest received from Banks	-	8.51
Profit on Sale of Assets	-	0.88
Miscellaneous Income	0.36	-
Total	0.36	9.39

18. Cost of Materials Consumed

Materials Consumption	55.02	-
Total	55.02	-

19. Employment Benefit Expenses

Salaries & Wages	64.01	32.96
Staff Welfare Expenses	7.08	1.15
Total	71.09	34.11

20. Finance Cost

Interest to Banks	86.93	55.09
Interest to Others	8.34	7.84
Bank Charges / Commission	19.45	3.60
Total	114.72	66.53

21. Other Expenses

Power & Fuel	8.72	2.78
Repairs to Buildings	21.93	30.05
Insurance	0.83	0.32
Rent	15.23	15.00
Rates & Taxes	7.27	7.31
Security Charges	3.21	-
Travelling & Conveyance	10.30	5.91
Professional & Legal Fees	8.14	9.61
Audit Fees	0.89	0.96
Miscellaneous Expenses	7.87	13.22
Bad Debts w/off	-	28.13
Advertisement	0.23	0.95
Donations	0.25	0.10
Total	84.87	114.34

22. Contingent Liabilities

Claims against the Company which are contested / proposed to be contested before various judicial forums :

Particulars	As at 31.03.2018	As at 31.03.2017
The Cotton Corporation of India Limited., Coimbatore	100.72	62.59
Sales Tax	18.57	18.57
Income Tax	98.77	-
Corporation Tax	14.76	14.76
Others	-	6.13
Total	232.82	102.05

23. Related Party Information

Related party information as required by AS18 is given below :

A. Names of the Related Parties and their relationships :

i) Key Management Personnel

Mr. R. Jagadeesan, Managing Director

B. Transactions with Related Parties :	Year Ended 31.03.2018	Year Ended 31.03.2017
Remuneration paid		
Mr. R. Jagadeesan	15.00	15.00
Outstanding Payable / (Receivable) at the year end		
Mr. R. Jagadeesan	9.10	18.92

24. Segment Reporting

The Company's textile manufacturing activities have been stopped and the Company 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.

25. Quantity Particulars

Since the Company has no manufacturing activity during the year, quantity particulars information on consumption, stock et. are not furnished.

26. Breakup of Payment made to Auditors

	Year Ended 31.03.2018 (Rs. in lacs)	Year Ended 31.03.2017 (Rs. in lacs)
Towards :		
Statutory Audit	0.59	0.42
Tax Audit	0.12	0.09
Certification & Other Matters	0.18	0.45
Total	0.89	0.96

27. Earning per Share

	Year Ended 31.03.2018	Year Ended 31.03.2017
i) (Loss)/Profit after tax as per the Statement of Profit and Loss	(136.74)	(1,015.23)
ii) Weighted average number of equity shares outstanding during the year		
for Basic EPS (Nos)	5,762,770	5,762,770
for Diluted EPS (Nos)	5,762,770	5,762,770
iii) Basic and diluted earnings per share of Rs.10/- each		
for Basic EPS (in Rs.)	(2.37)	(17.62)
for Diluted EPS (in Rs.)	(2.37)	(17.62)

28. No provision for tax has been made in the absence of taxable profits for the current year.

Deferred Tax Asset has not been recognised as there is no virtual certainty that sufficient future taxable income will be available against which deferred tax assets can be realised.

29. Sundry Debtors and Creditors Balances are subject to confirmation and reconciliation.

30. Previous year's figures have been regrouped wherever necessary, to confirm with the current year's disclosures.

For R. SUNDARARAMAN & CO.,
Chartered Accountants
(FRN : 004129S)

S. SRIRAM
Partner
M. No : 202813
Place : Chennai
Date : May 29, 2018

R. Jagadeesan
Managing Director
DIN : 01153985

P. Rajasekaran
Chief Financial Officer

For and on behalf of the Board,

Malathi Jagadeesan
Director
DIN : 00153952

THAMBBI MODERN SPINNING MILLS LIMITED

Registered Office : Omalur Road, Jagir Ammapalayam, Salem-636 302

Corporate Identity Number (CIN) : L 17111TZ1977PLC000776

Website :www.thambbimodern.com,Email : tmsml@ymail.com Tel :0427-2345425

ADMISSION SLIP

Please fill the slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional slip at the venue of the following

DP ID :	FOLIO NO
Client ID	No.of Shares

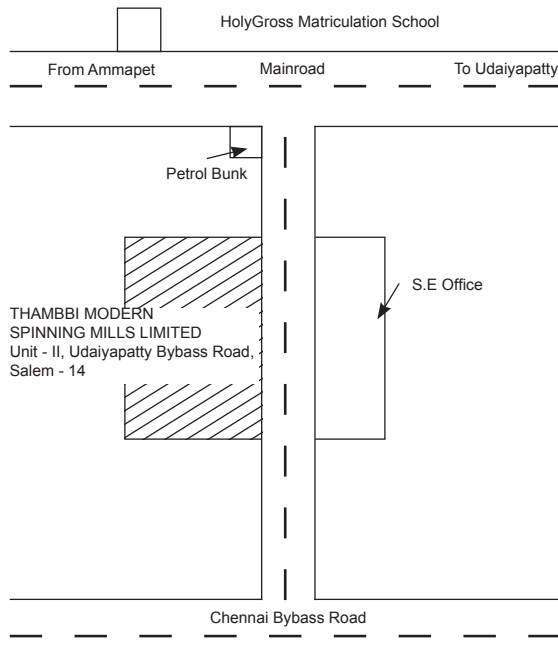
Name and Address of the Shareholders

I hereby record my presence at the 40th Annual General Meeting to the Company held at Unit II Premises, Opp. TNEB Sub Station, Udayapatti By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014 on Thursday the 27th December' 2018 at 11:00 a.m.

Signature of Attending Member/Proxy

_____ cut here _____

Road Map



THAMBBI MODERN SPINNING MILLS LIMITED

Registered Office : Omalur Road, Jagir Ammapalayam, Salem-636 302

Corporate Identity Number (CIN) : L 17111TZ1977PLC000776

Website :www.thambbimodern.com,Email : tmsml@ymail.com Tel :0427-2345425

PROXY FORM

(Form No: MGT-11)

(Pursuant to sec.105 (6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)

I / We _____ of _____ being the Member(s) of

Thambbi Modern Spinning Mills Limited hereby appoint

1.Name	2.Name	3.Name
Address	Address	Address
E mail id	E mail id	E mail id
Signature or failing him	Signature or failing him	Signature or failing him

Signature of the Shareholder.....

Signature of the 1st proxy holder

Signature of the 2nd proxy holder

Signature of the 3rd proxy holder

Please put a tick (✓) mark at the appropriate column against the respective Resolutions to record your assent (Yes) or your dissent (No). If you leave the 'Yes' or 'No' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner he / she thinks appropriate.

Sl. No	Resolutions	Type of Resolution	No. of Shares held	Yes	No
1.	Adoption of Financial Statements.	Ordinary			
2.	To Appoint Non Executive Director in the place of Ms.Malathi Jagadeesan who retires by rotation and being eligible, offers herself for re-appointment.				
3.	Appointment of Statutory Auditors				

Signed This _____ day of _____ 2018

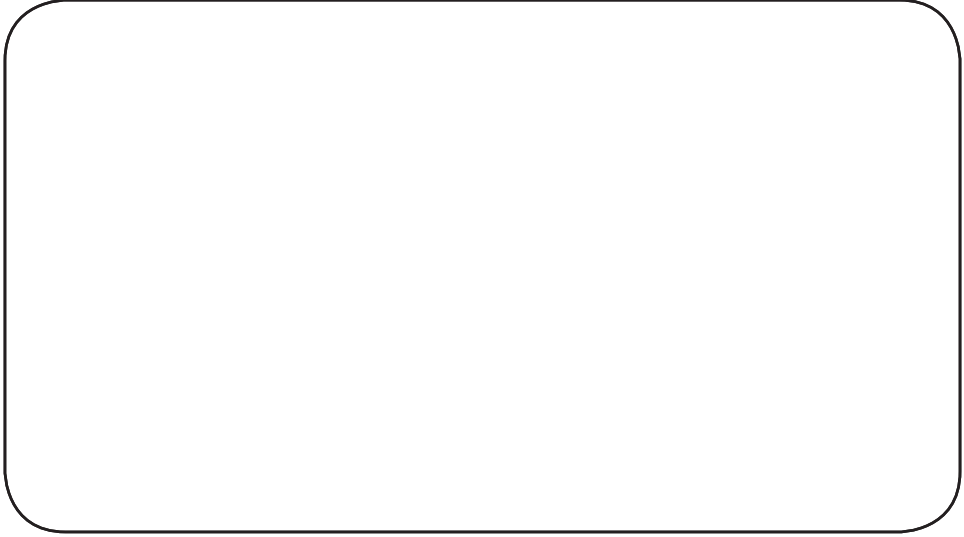
Signature of Shareholder

Signature of Proxy holder

Affix Revenue Stamp

Notes: N.B: 1. This proxy form must be deposited at the Registered office of the Company not less than 48 hours before the time for holding the meeting. (i.e.) before 27th December 2018. 2. Proxy need not a member. 3. Attendance slip should be sent to the proxy appointed by the member and not to the Company. 4. Strike out blank space not used. 5. Members should sign the proxy form duly affixing Rs.1/- Revenue Stamp. Unstamped or unsigned proxy is not valid and is liable for rejection. 5. A shareholder may vote either for or against each resolution [clause 34(g) of listing agreement].

To:



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