



MARIS SPINNERS LIMITED

Since 1979

39th  
Annual  
Report  
2017-2018

# MARIS SPINNERS LIMITED

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## MANAGING DIRECTOR

Sri. Anandkumar Rengaswamy

## DIRECTORS

Sri. T.Jayaraman  
Sri. T.Raghuraman  
Smt. T.Kamala  
Sri. A.Harigovind  
Sri. S.Venkataramani  
Sri. S.Srivatsan  
Sri. Premal H Udani

## REGISTERED & ADMINISTRATIVE OFFICE

11, Cathedral Road  
Chennai - 600 086  
Phone : + 91 44 28115910 / 12 / 18  
Fax : + 91 44 28111513  
Mail : msl@vsnl.com  
Web : www.maris.co.in  
CIN : L93090TN1979PLC032618

## MILLS

**UNIT I** : Kattemalalavadi Village  
Hunsur Taluk  
Mysore District – 571 134  
Karnataka.

**UNIT II** : Sevalur Village  
Manapparai Taluk  
Trichy District – 621 306  
Tamilnadu.

## SHARE TRANSFER AGENTS:

M/s. Cameo Corporate Services Limited  
Subramanian Building  
No.1, Club House Road  
Chennai – 600 002.

## AUDITORS

**STATUTORY:** Mr. Vijayakumar Janadri  
Chartered Accountant  
Dollar Heights Apartment,  
Muthyalanagar,  
Bangalore – 560 054

**INTERNAL :** M/s. S.N.S. Associates  
Chartered Accountants  
25, 11th Cross Street,  
Indira Nagar, Adyar,  
Chennai – 600 020.

**BANKERS :** Indian Overseas Bank  
Cathedral Branch  
Chennai – 600 002.

The Karur Vysya Bank Ltd.  
Whites Road Branch  
Chennai – 600 014.

The Karur Vysya Bank Ltd.  
Cantonment Branch  
Trichy – 620 001.

HDFC Bank Ltd.,  
Mylapore Branch  
Chennai - 600 004.

State Bank of India  
SME Branch, Chennai - 600 032.

## COMPANY SECRETARY

Mr. K V S Raghavan

## SHARES LISTED AT :

Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001.



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## NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MARIS SPINNERS LIMITED WILL BE HELD ON THURSDAY, 30TH AUGUST 2018 AT 9.30 A.M. AT HOTEL MARIS, I FLOOR, NO. 11, CATHEDRAL ROAD, CHENNAI - 600 086, TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolutions;  
"RESOLVED that the Audited Financial Statements of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted".
2. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolutions;  
To declare dividend for the year 2017-18
3. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolutions;  
"RESOLVED that Smt. T. Kamala (holding DIN: 07145031), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.
4. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolutions;  
"RESOLVED that Sri. A Harigovind (holding DIN: 06428975), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.
5. To consider and if thought fit, to pass with or without modifications, appoint or re-appoint auditors and fix their remuneration.  
"RESOLVED that pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to the recommendation of the Audit Committee of the company, Mr. Vijayakumar Janadri Chartered Accountant, Bangalore, (Membership No. 222127), be and is hereby appointed as the statutory auditor of the company for a period of 4 years until the conclusion of Annual General Meeting for the year 2022, and that the Board of Directors of the company be and is hereby authorized to fix the remuneration.

### SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s) the following as Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Sec 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") and the rules made there under (including statutory modification(s) of re-enactment thereof for the time being in force) read with Schedule V to the Act and Articles of Association of the Company be and is hereby accorded for the re-appointment of Mr. Anandkumar Rengaswamy (DIN: 00075375) as the Managing Director of the Company for a period

# MARIS SPINNERS LIMITED

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of three years effective from 1st July 2018 on the terms and conditions, including remuneration, as are set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of absence or in-adequacy of profits in any financial year during his tenure as Managing Director, Mr. Anandkumar Rengaswamy is paid the aforesaid remuneration as minimum remuneration for that year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable.

7. To consider and if thought fit, to pass with or without modification(s) the following as Special Resolution:

"RESOLVED THAT, pursuant to Section 148(3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014, M/s A.Gopala Iyengar, Cost Accountants (Registration No. 4915) be and are hereby appointed as the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company pertaining to manufacture of( product/services) for financial year commencing on 1st April 2018 and ending on 31st March 2019, to hold office from conclusion of this meeting until conclusion of next Annual General Meeting.

8. To consider and if thought fit, to pass with or without modification(s) the following as Special Resolution:

Resolved that pursuant to the provision section 14 and other applicable provisions of the Companies Act, 2013, Articles 38 of the Articles of Association of the Company be and is hereby altered in the third line by adding the word "including premium" after all moneys as stated below be and is hereby approved. The Company shall have a first and paramount lien upon all the Shares/Debentures (other than fully paid-up Shares/Debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys including premium ( whether presently payable or not) called or payable at a fixed time in respect of such Shares/Debentures and no equitable interest in any Shares shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in all respect of such Shares/Debentures. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien, if any, on such Shares/Debentures. The Directors may at any time declare any Shares/Debentures wholly or in part to be exempt from the provisions of this clause.

9. To consider and if thought fit, to pass with or without modification(s) the following as Special Resolution: Appointment of Mr. Mr. T Raghuraman as Whole-time Director of the Company

"RESOLVED THAT subject to the provision of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the appointment of Mr. T Raghuraman as Whole time Director of the Company for a period of three years from 30-08-2018, on the remuneration and on such terms and conditions as recommended by the Board of Directors in their meeting held on 30-05-2018 and set out in explanatory statement attached hereto with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof and as may be agreed to between the Board of Directors and Mr. T Raghuraman.



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FURTHER RESOLVED THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. T Raghuraman, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

Place: Chennai  
Date : 30.05.2018

By Order of the Board  
**ANANDKUMAR RENGASWAMY**  
Managing Director

# MARIS SPINNERS LIMITED

## NOTES :

1. The relative explanatory statement, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
2. A member who is entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member and proxies in order to be valid should be complete in all respects and be deposited at the Registered Office of the Company before 48 hours time fixed for holding the meeting.
3. The Register of Members and share transfer books of the Company shall remain closed from **23.08.2018** to **30.08.2018** (both the days inclusive) for the purpose of Annual General Meeting.
4. The members are requested to communicate the change of address if any to the Registered Office of the Company or to the Share Transfer Agents M/s. Cameo Corporate Services Limited at Subramanian Building, No. 1, Club House Road, Chennai - 600 002.
5. The members are requested to bring their copy of the Annual Report as the same will not be provided at the meeting.
6. As part of green initiative, members are requested to update their e-mail address at "investor@maris.co.in" in order to send information and Annual Report to the registered e-mail ID's.
7. The Company has declared Dividend for the financial years as below:

S.No.	Financial Year	Dividend Amount in Rs.	Unclaimed Amount in Rs.	Date of payment of dividend	Due date for transferring into IEPF
1	2010-11	80,17,060.00	2,33,448.00	21.10.2011	20.10.2018
2	2012-13	80,17,060.00	3,42,172.00	07.10.2013	06.10.2020
3	2013-14	80,17,060.00	3,22,433.00	01.10.2014	30.09.2021
4	2014-15	80,29,860.00	3,23,793.00	05.10.2015	04.10.2022
5	2015-16	80,34,860.00	3,30,471.00	07.10.2016	06.10.2023
6	2016-17	80,40,410.00	3,80,395.00	11.10.2017	10.10.2024

The Shareholders are requested to claim the unclaimed amounts. The un-claimed amounts has not been transferred to Investor Education and Protection Fund under Section 124 of the Companies Act 2013, since seven years have not been completed.

## 8. Voting through Electronic means

Pursuant to the provisions of Sec 108 of the a Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21, of the Companies (Management and Administration) Rules, 2014 and the provisions of clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company shall provide members, the facility to exercise their vote at the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting services provided by Central Depository Services Limited (CDSL)

## INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- i. The voting period begins on 27th August 2018 at 9.00 AM and ends on 29th August 2018 at 5.00 PM, during this period shareholders of the Company, holding shares either in physical form or in dematerialized



- form, as on the cut-off date (record date) Thursday, 23rd August 2018 may cast vote electronically. The E-Voting module disabled by CDSL for voting thereafter. The E-Voting system will be available at all time except between 00.00 hrs to 01.00 hrs (IST).
- ii. Institutional shareholders (i.e. other than Individual, HUF, NRI, etc.) are required to register themselves as Corporates by logging on to <http://www.evotingindia.co.in>. A scanned copy of the Registration Form duly signed and seal affixed should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The login details will be sent by CDSL by reply mail. After receiving the login details they have to create a compliance user who would be able link the account(s) which they wish to vote on. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they can cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- iii. The following are the instructions for participating in the e-voting on the resolutions contained in the notice of the Annual General Meeting. These apply to all the Members of the Company and who receive the notice either by e-mail or physical copy.
- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - Click in "Shareholders" tab to cast your votes
  - Select the "COMPANY NAME" from the drop down Menu and click on "SUBMIT"
  - Enter User ID as shown below:

Members holding shares in demat form with CDSL	Sixteen digits beneficiary ID
Members holding shares in demat form with NSDL	Eight Character DP ID followed eight digit Client ID
Members holding shares in Physical form	Folio No.

- Enter the image verification as displayed and click on "Login"
- Enter the Password:

Members holding shares in Demat form and who have already exercised e-voting on an earlier occasion through [www.evotingindia.com](http://www.evotingindia.com) in respect of their holding in any other Company shall use their existing password. If the password has been forgotten they will have to enter the User ID and Image Verification Code and then click on "Forgot Password" to enter the details as prompted by the system for retrieving the password. Password entry for members who are holding shares in demat form and are exercising e-voting for the first time and for Members holding shares in Physical form shall be as below:

PAN*	10 digit PAN issued by the Income Tax Department, if the same has been registered with the DP or as the case may be with the Company. For Members who have not registered their PAN, the first two letters of their name followed by the eight digit Serial Number printed on the address slip shall be entered in the PAN field.
Date of Birth ##	Date of Birth as registered with the DP or as the case may be with Company in DD/MM/YYYY format
Dividend Bank Details	As registered with the DP or as the case may be with the Company. If both the above details have not been registered with the DP or as the case may be with the Company, the demat account number or the Folio number is to be entered in this field.

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\* Members who have not updated their PAN with the Company / RTA / Depository Participant, are requested to use first 2 letter of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digit, enter the applicable number of "0" (Zeros) before the number of the first two characters in CAPITAL LETTERS. Eg if your name is Anand with sequence number 1 then enter AN00000001 in the PAN field (serial number mentioned in your address can be used as sequence number for this purpose).

## Please enter any one of the details in order to login. In case both the details are not recorded with the depository or the Company, please enter the member ID/Folio number in the divided bank field.

To avoid this problem of filling a default number in future, members are strongly advised to update their PAN details and dividend bank details immediately with the Depository Participants / RTA - Cameo Corporate Services Limited/Company.

- g. Click Submit for further processing. If the password entered is incorrect, system will not allow the login and you will have repeat the process under (e) above the until the proper password entered.
  - h. Members holding shares in physical form will be directed to the "Company Selection" menu.
  - i. Members holding shares in demat form and participating in e-voting through [www.evotingindia.com](http://www.evotingindia.com) for the first time will be required mandatorily to create their own password to proceed with the e-voting process. The new password shall be used by them for any future e-voting on CDSL platform. After completion of the new password creation, they will be directed to the Company Selection Menu.
  - j. Click on the EVSN for Maris Spinners Limited and you will be directed to the E-Voting Screen.
  - k. The description of the Resolutions as set out in the Notice of the Meeting and the voting options "YES/NO" will be displayed for each of the resolutions on this screen for voting.
  - l. Click on the "Resolutions File Link" if you wish to view the full description of the resolutions.
  - m. Select the option YES or No for each of the item as desired by you. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
  - n. After selection click on SUBMIT and a confirmation box will be displayed. If you wish to confirm and complete the vote process OK, else press CANCEL to change your vote.
  - o. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
  - p. You can also take print of the voting done by you by clicking on "Click here to print" option on the voting page.
- iv. Voting through electronic means would be on the basis of proportion of shares held by the members viz., on "one share one-vote" basis as on the "Cut off date" is 23rd August 2018.
- v. For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQ") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Phone No. 022-22723333.
- vi. Voting At AGM:

The facility for voting through ballot paper shall be made available at the AGM 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 meeting through ballot paper.

The members who have cast their vote by remote e voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again.





- vii. Mr.N.Sridharan, Practicing Company Secretary (membership No. PCS 7469) has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of the voting at the general meeting will first count the votes cast at the meeting and thereafter unlock the vote cast in the remote e-voting in the presence of atleast 2 witnesses not in the employment of the Company and shall make, not later than 3 days after the conclusion of the AGM, a consolidated Scrutinizer report of the votes cast in favour or against, if any, to the Chairman or a Person authorized by him in writing who shall counter sign the same and declare the result of the voting forthwith.

- viii. The result declared along with the scrutinizer report shall be placed on the Company's web site [www.maris.co.in](http://www.maris.co.in) and the web site of CDSL and also forward the same to BSE where the shares are listed.
- ix. Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
9. Brief resume of Directors proposed to be appointed, re-appointed, nature of their expertise etc, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges provided as per the Corporate Governance forming part of Annual Report.

#### 10. PARTLY PAID SHARE HOLDERS WILL NOT HAVE VOTING RIGHTS

##### Explanatory statement pursuant to Section 102 of the Companies Act 2013.

##### PARTICULARS OF DIRECTORS RETIRING BY ROTATION

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange following information are furnished about the Director's proposed to be appointed/ reappointed, vide item no.3 & 4 of notice dated 30.05.2016.

S.No.	PARTICULARS	DIRECTOR	DIRECTOR
a	Name of the Director	T. KAMALA	A. HARIGOVIND
b	Date of Birth	10/03/1936	21/08/1983
c	Date of appointment of the Board as the Director	31/03/2015	01/11/2016
d	Expertise in specific function areas		Business
e	Qualification	MATRICULATION	C.A.
f	Number of equity shares held in the Company by the Director or other persons on a beneficial basis	152250	NIL
g	List of outside Directorships held in public Companies	NONE	NONE

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## Item No.6

Mr.Anandkumar Rengaswamy, aged about 61, joined Maris Spinners Limited in 1995.

A notice has been received from a member proposing Mr. Anandkumar Rengaswamy as a candidate for the office of Director of the Company.

The material terms of the Agreement to be entered into between the Company and Mr. Anandkumar Rengaswamy are given below.

The remuneration payable to Mr.Anandkumar Rengaswamy is as follows:

Salary	: Rs.300000.00 - Rs.350000.00 - Rs.400000.00 per month
Perquisite	: Rent free furnished accommodation
Provident fund & superannuation fund	: As per the Company's rules
Leave encashment	: As per the Company's rules
Gratuity	: 15 days salary for every completed year of service
Use of car and Telephone	: Provision of Car with chauffeur and telephone at the residence for company's business will not be treated as perquisite.

The above remuneration shall be revised in accordance with Schedule V of the Companies Act, 2013.

In the event of absence or inadequacy of profits in any year, Mr.Anandkumar Rengaswamy will be paid the aforesaid remuneration and perquisites as minimum remuneration for that year is in accordance with the provisions of the Companies Act, 2013.

The Board shall have the discretion and authority to modify the foregoing terms of remuneration within the parameters of the applicable provisions of the Companies Act, 2013.

As Managing Director Mr.Anandkumar Rengaswamy will have requisite powers and authorities to enable him to manage the Company on a day to day basis.

The appointment will be for a period of three years, which may be terminated by either party by giving to the other ninety days notice in writing or in the case of the Company, by payment of ninety days salary as compensation in lieu of such notice. Upon such termination, Mr.Anandkumar Rengaswamy shall cease to be a Director of the Company.

This statement may also be regarded as a disclosure under Clause 49 of the listing Agreement with the Stock Exchange.

Mr. Anandkumar Rengaswamy and Mr. A Harigovind are interested or concerned with the resolution.

## Item No.7

In pursuance of Sec 148 of the Companies Act 2013 and the Companies (Audit and auditors) Rules, 2014, the Board shall appoint a cost auditor on the recommendation of the Audit Committee. Remuneration S.NO



recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders. On recommendation of the audit committee at its meeting held on 30th May 2018, the Board of Directors has considered and approved appointment of M/s A. Gopal Iyengar, Cost Accountant, for the conduct and approved appointment of M/s A.Gopal Iyengar, Cost Accountants, for the conduct of the Cost Audit of the Company's various manufacturing units for the year 2018-19 at a remuneration as fixed. The resolution at item No.7 of the notice is set out as a special resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the said resolution.

#### **Item No. 8**

The Articles of Association of the Company was amended in the annual general meeting of the company held on 18th September 2015. The company made public issue in the year 1995 and as per the terms of the prospectus the Board of Directors have lien on the call money arrears and adjust this amount from the dividend.

The call money payable by the shareholder is Rs. 10 per share which is Rs. 5 as call money arrear and Rs. 5 towards premium. The total call money due is Rs. 26,39,000/- (call money Rs.13,19,500/- and premium Rs. 13,19,500/-) from 160 members. The Company has requested the members to pay the amount number of times but there is no result and most of the members could not be contacted as communication sent to their addresses was returned as undelivered.

The company is recommending dividend and paid to the members based on the amount paid on the share. As the company is having lien on the calls in arrears and Article 38 of the Amended Article provide that the Company shall have first and paramount lien upon all the shares for all monies (whether presently payable or not) called or payable at a fixed time in respect of such share and such lien shall extend to all dividends and bonuses from time to time declared in all respect of such shares / debentures.

Though it is mentioned all monies but for clarity purpose the word including premium is added after the word for all monies in Article 38 of the Articles of Association. The purpose of this amendment is the Board may decide to adjust the call money arrears including premium from the dividend already paid (but not claimed) / payable. The Board recommends the resolution mentioned in S.No. 8 of the Notice as special resolution for the approval of the shareholders.

The Articles of Association of the Company is available for inspection during the office hours at the Registered Office of the Company.

No director is interested or concerned in the resolution.

#### **Item No. 9**

##### **Appointment of Mr. T. Raghuraman as whole time Director**

##### **Explanatory statement**

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2) the information about the Director seeking appointment in the Extra Ordinary General Meeting is as follows:

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	PARTICULARS	DIRECTOR
a	Name of the Director	T. RAGHURAMAN
b	Date of Birth	16/07/1958
c	Date of appointment of the Board as the Director	27/07/2007
d	Expertise in specific function areas	Wide experience in Textile industry
e	Qualification	Graduate
f	Number of equity shares held in the Company by the Director or other persons on a beneficial basis	700040
g	List of outside Directorships held in public Companies	NONE
h	DIN	01722570
i	Chairman/Member of the Committees of other Companies on which he is a Director	None

The remuneration payable to Mr.T Raghuraman is as follows:

Salary per month	:	Rs.100000.00
Perquisite	:	Rent free furnished accommodation
Provident fund & superannuation fund	:	As per the Company's rules
Leave encashment	:	As per the Company's rules
Gratuity	:	15 days salary for every completed year of service
Use of car and Telephone	:	Provision of Car with chauffeur and telephone at the residence for company's business will not be treated as perquisite.

Mr. T. Jayaraman and Mrs T. Kamala are interested or concerned with the resolution

By Order of the Board

Place: Chennai  
Date : 30.05.2018

**ANANDKUMAR RENGASWAMY**  
Managing Director



## DIRECTOR'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Members,

Your Directors are pleased to present the Thirty Ninth Report together with the Audited Financial Statements for the year ended March 31, 2018. The Management Discussion and Analysis is also included in this Report.

Rs. in lakh

S.NO.	PARTICULARS	2017-18	2016-17
i	Revenue from operations	12492.07	12051.64
ii	Profit before exceptional items/extraordinary items and tax	74.09	298.29
iii	Exceptional and extraordinary items	-	-
iv	Profit/Loss before tax	74.09	298.29
v	Tax adjustments		
	For Current year	15.95	93.37
	Relating to previous year	-	-
	Deferred Tax	-56.69	-37.64
	MAT credit entitlement	15.81	-21.97
vi	Other comprehensive income	4.16	0.49
	Profit after tax	103.18	265.02
vii	Earnings per share	1.26	3.24

### 1. CORPORATE OVERVIEW

Maris Spinners Limited (Your Company) is a leading spinning mill manufacturing high quality yarn for the domestic market with interests in Wind Energy Generation for captive use. The company has its headquarters at Chennai.

### 2. FINANCIAL PERFORMANCE

Amid optimism and rising business sentiments, your Company reported a top line growth over the previous year. The Gross Revenue from operations stood at Rs. 12492.07 lakh compared with Rs. 12051.64 lakh during the Previous Year. The Operating Profit before tax stood at Rs. 74.09 lakh as against Rs.298.29 lakh during the Previous Year. The Net Profit for the year stood at Rs. 103.18 lakh against Rs.265.02 lakh reported during the Previous Year.

### 3. DIVIDEND AND RESERVES

Your Directors are recommending a dividend of Rs. 1/- per share, subject to approval of the members at the ensuing Annual General Meeting.

### 4. INDIAN ACCOUNTING STANDARD (IND AS) IFRS CONVERGED STANDARDS

Pursuant to the notification of the Companies (Indian Accounting Standard) Rules, 2015 by the Ministry of Corporate Affairs (MCA) on 16 February 2015, the company has adopted IND AS ( Indian Accounting standards) from the financial year 2017-18.

## 5. ANALYSIS AND REVIEW

### **Industry conditions and Review of operations**

The Indian textile industry witnessed reasonable improvement during the course of the year. During the year under review your company was able to maintain its performance due to stable cotton prices, remunerative yarn price through dedicated efforts aimed at improving operational efficiency, focus on optimal product mix and effective cost saving practices.

### **Company Outlook**

The Company expects the cotton price to raise, as this is evident from the trend during the last quarter of the financial year 2017-18.

Demand for yarn has remained stable and indicates average year ahead as the prices for yarn are not raising as fast as cotton prices. The overall global economic outlook is good, which the company hopes to provide a boost.

The Company is making all efforts to reduce costs and rationalize operations to have a positive effect. The Company expects to make higher profit during the current year.

### **Opportunities and Risks**

The cotton price is subject to climatic conditions and market volatility. The probable impact of climatic conditions in current year is expected to have a bearing on the cotton prices.

Exports may partly get affected due to global sentiments. Power shortage and Labour shortage are major concerns, which could have impact on operations of the Company. Higher inflation and increase in interest rates would have adverse impact on profit margins of the company.

### **Raw Material**

The cost of raw material viz. cotton was stable during most of the year. There was a raise in the last quarter of the year.

## 6. FINANCE AND ACCOUNTS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the "Act") and other relevant provisions of the Act.

The financial statements up to and for the year ended 31 March 2018 were prepared in accordance with the Companies (Accounting Standards) Rules 2015, notified under section 133 of the Act and other provisions of the Act..

There is no auditor's qualification in the financial statements for the year under review.

## 7. LISTING

The Equity Shares of your Company are listed at BSE Limited, Mumbai (BSE). The listing fees to the Stock Exchange and custodian fees to depositories viz. NDSL and CDSL have been paid by the Company for the financial year 2018-19.

## 8. CORPORATE GOVERNANCE

As per Regulation 17 of the Listing Regulation with the Stock Exchanges, a separate section on Corporate Governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.



## 9. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure - A and forms an integral part of this Report.

## 10. DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing obligations and disclosure regulation) 2015 of the Listing Regulation.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mrs. T. Kamala (DIN: 07145031) and Mr. A. Harigovind (DIN 06428975) retires by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. T Raghuraman is to be appointed as Whole time Director at the ensuing Annual General Meeting for a period of 3 years with effect from 30.8.2018.

## 11. BOARD EVALUATION

During the year, a formal process for annual evaluation of performance of Board, its committees and directors was carried out as per the criteria laid down by the Nomination and Remuneration Committee, pursuant to the provisions of the Companies Act, 2013 (C A 2013) and Clause 49 of the Listing Agreement as applicable at that time.

The criteria of evaluation of Board and its Committees were founded on the structure, composition, Board Management relationship, effectiveness in terms of roles and responsibilities and processes encompassing the information flow and functioning. The guiding standards for the assessment of performance of Directors (including the independent Directors) their attendance and participation at Board Meetings, sharing of their relevant domain expertise and networkings in other forums, the strategic inputs and demonstration towards governance compliances.

For evaluation of performance of the Chairman additional aspects like Institutional image buildings, proving guidance on strategy and performance, maintaining an effective and healthy relationship between the Board and the Management were taken into consideration. The evaluation was carried out through a structured methodology approved by the Nomination and Remuneration Committee after ensuring that the aspects under each of the laid down criteria are comprehensive and commensurate with the size of the Board and the Committee.

## 12. KEY MANAGERIAL PERSONNEL

The following are the key managerial personnel of the Company:

Sr No.	Name of the person	Designation
1	Mr. A.Harigovind	Wholetime Director and Chief Financial Officer
2	Mr. K.V.S. Raghavan	Company Secretary

## 13. NUMBER OF MEETINGS OF THE BOARD

During the year four meetings of the Board of Directors were held viz., on **30th May 2017, 14th September 2017, 13th December 2017 and 14th February 2018.**

# MARIS SPINNERS LIMITED

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## **14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

## **15. WHISTLE BLOWER POLICY**

The Company has a whistle blower policy to report genuine concerns or grievances.

## **16. RELATED PARTY TRANSACTIONS**

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in form AOC - 2 is not required. Further, there are no material related party transactions during the year under review with the promoters, Directors or Key Managerial Personnel.

The Company has developed a Related Party Transactions framework through Standard Operating Procedures for the purpose of identification and monitoring of such transactions.

All Related Party Transactions are placed before the Audit Committee as also to the Board for approval. Omnibus approval was obtained on a quarterly basis for transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are audited by the Risk Assurance Department and a statement giving details of all Related Party Transactions are placed before the Audit Committee and Board for review and approval on a quarterly basis.

## **17. DIRECTOR'S RESPONSIBILITY STATEMENT**

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

- (i) that in the preparation of the Annual Accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- (ii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iii) the annual accounts have been prepared on a going concern basis;
- (iv) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (v) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **18. REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's policy on appointment and remuneration including criteria for determining qualifications, positive





attributes and independence are provided in the Corporate Governance Report forming part of this Report. The policy is given as Annexure D.

## **19. AUDITORS**

### **a. STATUTORY AUDITORS**

Mr. Vijayakumar Janadri Chartered Accountant, Bangalore, (Membership No. 222127), is being appointed as Statutory Auditors of the Company, to hold office for a period for 4 years until the conclusion of Annual General Meeting for the year 2022. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation that the appointment, if made, would be in conformity with the limits specified in the said Section.

### **b. COST AUDITOR**

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records relating to textile mill every year.

The Board of Directors, on the recommendation of Audit Committee, has appointed M/s A. Gopala Iyengar, Cost Accountants as Cost Auditor to audit the cost accounts of the Company for the financial year 2018-19. As required under the Companies Act, 2013, a resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

### **c. SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed M/s N. Sridharan & Associates, Company Secretary in Practice (PCS.No. 7469) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as Annexure - B and forms an integral part of this Report.

There is no secretarial audit qualification for the year under review.

## **20. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s S.N.S. Associates, a reputed firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit or reports to the Chairman of the Audit Committee.

## 21. RISK MANAGEMENT

The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of such risks.

Some of the risks that the Company is exposed to are:

### **Financial Risks**

Given the interest rate fluctuations, the Company has adopted a prudent and conservative risk mitigation strategy to minimize interest costs.

### **Commodity Price Risks**

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

### **Regulatory Risks**

The Company is exposed to risks attached to various statutes and regulations including the Competition Act. The company is mitigating these risks through regular review of legal compliances.

### **Human Resource Risks**

Retaining the existing talent pool and attracting new talent are major risks. The Company has initiated various measures including rolling out strategic talent management system, training and integration of learning and development activities.

## 22. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The compliance under CSR is not applicable for the year under review.

## 23. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

## 24. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on Key Result Areas (KRAs) are in place for senior management staff.

The Company is committed to nurturing, enhancing and retaining top talent through Superior Learning & Organizational Development. This is a part of Corporate HR function and is a critical pillar to support the organization's growth and its sustainability in the long run.



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## 25. COMPOSITION OF AUDIT COMMITTEE

The details pertaining to the composition of the Audit Committee is as under and is also included in the Corporate Governance Report;

### **NAME OF DIRECTOR/MEMBER**

Sri.S.Venkataramani

Sri.S.Srivatsan

Sri. Premal H.Udani

## 26. PREVENTION OF INSIDER TRADING

The Company has adopted a code for prevention of Insider Trading with a view to regulate the trading in securities by the Directors and designated employees of the Company. The code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sale of company's shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company.

## 27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and future operations of the Company.

## 28. STATUTORY INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014 is given as Annexure to this Report.

The information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Director's Report for the year ended March 31, 2018 is given in a separate Annexure to this Report.

The statement containing information as required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Annual Report. In terms of the first proviso to Section 136 of the Act, the Report and accounts are being sent to the shareholders excluding the aforesaid statement which is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company

### **Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has zero tolerance for sexual harassment at its work place and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at the work place in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the Rules thereunder for prevention and redressal of complaints of sexual harassment as workplace. No such cases has been reported during the year under review.

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

# MARIS SPINNERS LIMITED

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## **Acknowledgement**

Your Directors thank the Banks, Customers, Government Authorities, Suppliers and Shareholders for their support. Your directors also place on record their appreciation for the committed services by the employees of the Company.

By Order of the Board

**ANANDKUMAR RENGASWAMY**

Managing Director

**T. JAYARAMAN**

Director

Place : Chennai

Date : 30.05.2018

**A. HARIGOVIND**

Chief Financial Officer

**K.V.S. RAGHAVAN**

Company Secretary



**INFORMATION PERTAINING TO SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31.03.2018.**

**1. CONSERVATION OF ENERGY:**

In accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013, read with the Company (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 details regarding conservation of energy is furnished in Form "A" (See Rule 2).

**2. Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with rules 5 (1) of the Companies (Appointment and Remuneration of managerial Personnel) Rules 2014 are provided in the Annual Report.**

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

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

The ratio of remuneration of Managing Director to the Median Remuneration of all employees who were on the payroll of the Company during the financial year 2017-18 are given below:

Managing Director	Ratio to median remuneration
Mr.Anandkumar Rengaswamy	16.51 : 1

No other director /s are drawing salary or sitting fee.

**b. The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary during the financial year 2017-18 is given below:**

Name/Designation	Percentage increase in remuneration
Mr.Anandkumar Rengaswamy - Managing Director	NIL
Mr.A.Harigovind - Director & CFO	Not Applicable
Mr.K V S Raghavan - Company Secretary	Not Applicable

**c. The percentage increase in the median remuneration of employees in the financial year: : 10.12%.**

d. The number of permanent employees in the rolls of the Company : 224

**e. The explanation on the relationship between average increase in remuneration and Company performance:**

The remuneration applicable to the employees who are members of trade union is governed by the wage settlement agreements entered into by the Management and Union periodically. In the case of other employees, the Company follows a performance management system which is interlinked to both the performance of the individual and the Company to ensure that the remuneration reflects the performance of the Company also.

# MARIS SPINNERS LIMITED

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f. **Comparison of the remuneration of the Key Managerial Personnel (KMPs) against the performance of the Company:**

The total revenue increased by Rs.440.43 lakh (3.52%) in 2017-18 as compared to the previous year. The profit before tax for the year 2017-18 amounting to Rs.74.09 lakh compared to previous year profit of Rs.298.29 lakh. The aggregate remuneration of KMPs in 2017-18 amounts to Rs.25.50 lakh constituting 0.20% of the total revenue.

g. **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

The initial public offer of the equity shares of the Company was made in the year 1996, where 8295160 equity shares with face value of Rs. 10/- were issued at a premium of Rs. 10/- per share. The market rate as at 31st March 2018 was Rs.39.90 per share resulting in an increase of Rs. 29.90 per share, an increase by 299%.

h. **Average percentile increase already made in the salaries if employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase in the salaries of employees other than the managerial personnel during the last financial year was around 8.67%, there was no increase in the remuneration of Managing Director. The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also industry trend.

i. **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.**

The gross sales of the Company (standalone) for the year 2017-18, were Rs.12492.07 lakh, represents an increase of 3.65% over the previous year. The profit before tax for the year 2017-18 amounted to Rs.74.09 lakh as compared to Rs.298.29 lakh last year. There was no change in the Key Managerial Personnel during the year.

j. **The key parameters for any variable components of remuneration availed by the directors:**  
Not applicable.

k. **The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:**

The highest paid Director is the Managing Director. No employee has received remuneration in excess of the Managing Director during the year.

l. It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.



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### 3. TECHNOLOGY ABSORPTION

There was no technology absorption

### 4. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings – Nil

Outgo – **Rs. 23.23 Lakh**

By Order of the Board

**ANANDKUMAR RENGASWAMY**

Managing Director

**T. JAYARAMAN**

Director

Place : Chennai

Date : 30.05.2018

**A. HARIGOVIND**

Chief Financial Officer

**K.V.S. RAGHAVAN**

Company Secretary

### ADDENDUM

#### REPLY TO AUDITORS QUALIFICATION

The management has sent letters of confirmation to various parties nomenclated as Debtors and Creditors which represents trade receivable and trade payables and to parties from whom advances have been received and to whom advances have been given. We have received confirmation of balances from some of the parties while the others are yet to respond as on the date of this report. We however confirm that the balances of the parties in our books is in order and also confirm that we will be making continued efforts to obtain the confirmation of balances from the parties who have not responded.

By Order of the Board

**ANANDKUMAR RENGASWAMY**

Managing Director

**T. JAYARAMAN**

Director

Place : Chennai

Date : 30.05.2018

**A. HARIGOVIND**

Chief Financial Officer

**K.V.S. RAGHAVAN**

Company Secretary

# MARIS SPINNERS LIMITED

ANNEXURE – A  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

## I. REGISTRATION AND OTHER DETAILS:

1	CIN	L93090TN1979PLC032618
2	Registration Date	18.09.1979
3	Name of the Company	MARIS SPINNERS LIMITED
4	Category/Sub-category of the Company	PUBLIC LIMITED COMPANY
5	Address of the Registered office & contact details	11, CATHEDRAL ROAD, CHENNAI - 600086
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	CAMEO CORPORATE SERVICES LIMITED, SUBRAMANIAN BUILDING, No.1, CLUB HOUSE ROAD, CHENNAI - 600 002

## 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	Manufacture of 100% Cotton Yarn	13111	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NOT APPLICABLE				
2					
3					





#### IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

##### (i) Category-wise Share Holding

Name of the Company		MARIS SPINNERS LIMITED								
Face Value		Rs. 10/-								
Paidup Shares as on 01-Apr-2017		8172360								
Paidup Shares as on 31-Mar-2018		8172360								
For the Period From		: 01-Apr-2017				To : 31-Mar-2018				
	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.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	5333710	199050	5532760	67.7008	5333710	199050	5532760	67.7008	0.0000
b.	CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	325000	25000	350000	4.2827	325000	25000	350000	4.2827	0.0000
d.	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(1)	5658710	224050	5882760	71.9836	5658710	224050	5882760	71.9836	0.0000
2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	5658710	224050	5882760	71.9836	5658710	224050	5882760	71.9836	0.0000
B.	PUBLIC SHAREHOLDING									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	600	600	0.0073	0	600	600	0.0073	0.0000
b.	FINANCIAL INSTITUTIONS/BANKS	607500	0	607500	7.4335	607500	0	607500	7.4335	0.0000
c.	CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
	SUB - TOTAL (B)(1)	607500	600	608100	7.4409	607500	600	608100	7.4409	0.0000

# MARIS SPINNERS LIMITED

	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	
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	14585	30000	44585	0.5455	10021	30000	40021	0.4897	-0.0558
b.	INDIVIDUALS -									
	I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	327859	837545	1165404	14.2603	338795	816845	1155640	14.1408	-0.1194
	II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	264978	204000	468978	5.7385	292578	189000	481578	5.8927	0.1541
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	HINDU UNDIVIDED FAMILIES	2533	0	2533	0.0309	4261	0	4261	0.0521	0.0211
		2533	0	2533	0.0309	4261	0	4261	0.0521	0.0211
	<b>SUB - TOTAL (B)(2)</b>	<b>609955</b>	<b>1071545</b>	<b>1681500</b>	<b>20.5754</b>	<b>645655</b>	<b>1035845</b>	<b>1681500</b>	<b>20.5754</b>	<b>0.0000</b>
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	1217455	1072145	2289600	28.0163	1253155	1036445	2289600	28.0163	0.0000
	<b>TOTAL (A)+(B)</b>	<b>6876165</b>	<b>1296195</b>	<b>8172360</b>	<b>100.0000</b>	<b>6911865</b>	<b>1260495</b>	<b>8172360</b>	<b>100.0000</b>	<b>0.0000</b>
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>6876165</b>	<b>1296195</b>	<b>8172360</b>	<b>100.0000</b>	<b>6911865</b>	<b>1260495</b>	<b>8172360</b>	<b>100.0000</b>	<b>0.0000</b>

## ii) Shareholding of promoters

Name of the Company : MARIS SPINNERS LIMITED

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	FOLIO/ DP_CL_ID	PAN	Pledged Shares at beginning of the year	Pledged Shares at end of 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	ANANDKUMAR RENGASWAMY	998000	12.2118	0.0000	1641720	20.0886	0.0000	7.8767	IN30338210076398	AEDPA9870K	0	0
2	ANANDKUMAR RENGASWAMY	790360	9.6711	0.0000	999860	12.2346	0.0000	2.5635	IN30338210076576	AAHR5215A	0	0
3	RAGHURAMAN T	700040	8.5659	0.0000	700040	8.5659	0.0000	0.0000	IN30169611093575	AAIPR3095C	0	0
4	M RENGASWAMY	643720	7.8767	0.0000	0	0.0000	0.0000	-7.8767	IN30338210076154	AAFPR8447M	0	0
5	JAYARAM	458900	5.6152	0.0000	458900	5.6152	0.0000	0.0000	IN30169611126682	AAAHJ2516A	0	0
6	JAYARAM	448525	5.4883	0.0000	448525	5.4883	0.0000	0.0000	IN30169611093567	AAIPJ0605J	0	0
7	THANGAVELU RAGHURAMAN	445100	5.4464	0.0000	445100	5.4464	0.0000	0.0000	IN30169611126906	AAAHT1035Q	0	0
8	MARIS HOTELS AND THEATRES PRIVATE LIMITED	325000	3.9768	0.0000	325000	3.9768	0.0000	0.0000	IN30338210076402	AAACM2174N	0	0
9	G. RAVINDRAN	249600	3.0541	0.0000	249600	3.0541	0.0000	0.0000	IN30108022492195	AAAHG2634N	0	0
10	JAYARAMAN KARTHIK NARAYAN	217715	2.6640	0.0000	217715	2.6640	0.0000	0.0000	IN30169611671334	AWGPK8509A	0	0
11	M RENGASWAMY	209500	2.5635	0.0000	0	0.0000	0.0000	-2.5635	IN30338210076146	AAFHR6593A	0	0
12	S GEETANJALI	199050	2.4356	0.0000	199050	2.4356	0.0000	0.0000	00000008	ABDPS0865K	0	0
13	KAMALA T	152250	1.8629	0.0000	152250	1.8629	0.0000	0.0000	IN30169611093592	AAOPK6705C	0	0
14	SUBHADRA ALLOYS PRIVATE LIMITED	25000	0.3058	0.0000	25000	0.3058	0.0000	0.0000	00001157	AAECS8470P	0	0
15	KRITHYA JAYARAMAN	20000	0.2447	0.0000	20000	0.2447	0.0000	0.0000	IN30169611093583	AANPK6323K	0	0



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)**

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

**Name of the Company : MARIS SPINNERS LIMITED**

S.No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/ DP_CL_ID	PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
1	ANANDKUMAR RENGASWAMY						
	At the beginning of the year 01-Apr-2017	998000	12.2118	998000	12.2118	IN30338210076398	AEDPA9870K
	Purchase 06-Oct-2017	643720	7.8767	1641720	20.0886		
	At the end of the Year 31-Mar-2018	1641720	20.0886	1641720	20.0886		
2	ANANDKUMAR RENGASWAMY						
	At the beginning of the year 01-Apr-2017	790360	9.6711	790360	9.6711	IN30338210076576	AAHR5215A
	Purchase 15-Dec-2017	209500	2.5635	999860	12.2346		
	At the end of the Year 31-Mar-2018	999860	12.2346	999860	12.2346		
3	RAGHURAMAN T						
	At the beginning of the year 01-Apr-2017	700040	8.5659	700040	8.5659	IN30169611093575	AAIPR3095C
	At the end of the Year 31-Mar-2018	700040	8.5659	700040	8.5659		
4	M RENGASWAMY						
	At the beginning of the year 01-Apr-2017	643720	7.8767	643720	7.8767	IN30338210076154	AAFPR8447M
	Sale 06-Oct-2017	-643720	7.8767	0	0.0000		
	At the end of the Year 31-Mar-2018	0	0.0000	0	0.0000		
5	JAYARAM						
	At the beginning of the year 01-Apr-2017	458900	5.6152	458900	5.6152	IN30169611126682	AAAHJ2516A
	At the end of the Year 31-Mar-2018	458900	5.6152	458900	5.6152		
6	JAYARAM						
	At the beginning of the year 01-Apr-2017	448525	5.4883	448525	5.4883	IN30169611093567	AAIPJ0605J
	At the end of the Year 31-Mar-2018	448525	5.4883	448525	5.4883		
7	THANGAVELU RAGHURAMAN						
	At the beginning of the year 01-Apr-2017	445100	5.4464	445100	5.4464	IN30169611126906	AAAHT1035Q
	At the end of the Year 31-Mar-2018	445100	5.4464	445100	5.4464		
8	MARIS HOTELS AND THEATRES PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2017	325000	3.9768	325000	3.9768	IN30338210076402	AAACM2174N
	At the end of the Year 31-Mar-2018	325000	3.9768	325000	3.9768		
9	G. RAVINDRAN						
	At the beginning of the year 01-Apr-2017	249600	3.0541	249600	3.0541	IN30108022492195	AAAHG2634N
	At the end of the Year 31-Mar-2018	249600	3.0541	249600	3.0541		
10	JAYARAMAN KARTHIK NARAYAN						
	At the beginning of the year 01-Apr-2017	217715	2.6640	217715	2.6640	IN30169611671334	AWGPK8509A
	At the end of the Year 31-Mar-2018	217715	2.6640	217715	2.6640		
11	M RENGASWAMY						
	At the beginning of the year 01-Apr-2017	209500	2.5635	209500	2.5635	IN30338210076146	AAFHR6593A
	Sale 15-Dec-2017	-209500	2.5635	0	0.0000		
	At the end of the Year 31-Mar-2018	0	0.0000	0	0.0000		
12	S GEETANJALI						
	At the beginning of the year 01-Apr-2017	199050	2.4356	199050	2.4356	00000008	ABDPS0865K
	At the end of the Year 31-Mar-2018	199050	2.4356	199050	2.4356		
13	KAMALA T						
	At the beginning of the year 01-Apr-2017	152250	1.8629	152250	1.8629	IN30169611093592	AAOPK6705C
	At the end of the Year 31-Mar-2018	152250	1.8629	152250	1.8629		
14	SUBHADRA ALLOYS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2017	25000	0.3058	25000	0.3058	00001157	AAECS8470P
	At the end of the Year 31-Mar-2018	25000	0.3058	25000	0.3058		
15	KRITHYA JAYARAMAN						
	At the beginning of the year 01-Apr-2017	20000	0.2447	20000	0.2447	IN30169611093583	AANPK6323K
	At the end of the Year 31-Mar-2018	20000	0.2447	20000	0.2447		

# MARIS SPINNERS LIMITED

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

### (iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Name of the Company : MARIS SPINNERS LIMITED

S.No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/ DP_CL_ID	PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
1	ICICI BANK LTD						
	At the beginning of the year 01-Apr-2017	400000	4.8945	400000	4.8945	IN30134820002990	AAACI1195H
	At the end of the Year 31-Mar-2018	400000	4.8945	400000	4.8945		
2	THE KARUR VYSYA BANK LTD						
	At the beginning of the year 01-Apr-2017	207500	2.5390	207500	2.5390	IN30007910001066	AAACT3373J
	At the end of the Year 31-Mar-2018	207500	2.5390	207500	2.5390		
3	RAJESH NATHMAL KABRA						
	At the beginning of the year 01-Apr-2017	152068	1.8607	152068	1.8607	1201060002394696	AASPK9851H
	Sale 23-Mar-2018	-152068	1.8607	0	0.0000		
	At the end of the Year 31-Mar-2018	0	0.0000	0	0.0000		
	HAVING SAME PAN						
3	RAJESH NATHMAL KABRA						
	At the beginning of the year 01-Apr-2017	0	0.0000	0	0.0000	1204370000362167	AASPK9851H
	Purchase 23-Mar-2018	152068	1.8607	152068	1.8607		
	At the end of the Year 31-Mar-2018	152068	1.8607	152068	1.8607		
4	B S SRIDHAR						
	At the beginning of the year 01-Apr-2017	74000	0.9054	74000	0.9054	00001418	AKZPS6939D
	At the end of the Year 31-Mar-2018	74000	0.9054	74000	0.9054		
5	UMAPRIYADARSHINI N						
	At the beginning of the year 01-Apr-2017	50000	0.6118	50000	0.6118	00001159	
	At the end of the Year 31-Mar-2018	50000	0.6118	50000	0.6118		
6	A PRAKASH						
	At the beginning of the year 01-Apr-2017	27500	0.3365	27500	0.3365	IN30113510594220	ARMPP8513E
	At the end of the Year 31-Mar-2018	27500	0.3365	27500	0.3365		
7	UDHANI SANJAY SURESHKUMAR JT1 : AYUSHI SANJAY UDHANI"						
	At the beginning of the year 01-Apr-2017	21560	0.2638	21560	0.2638	1201090005024238	AALPU9777F
	At the end of the Year 31-Mar-2018	21560	0.2638	21560	0.2638		
8	CHAMPA DEVI						
	At the beginning of the year 01-Apr-2017	20000	0.2447	20000	0.2447	00001156	
	At the end of the Year 31-Mar-2018	20000	0.2447	20000	0.2447		
9	PRASHANT P BHANSALI JT1 : VEENA P BHANSALI						
	At the beginning of the year 01-Apr-2017	20000	0.2447	20000	0.2447	IN30108022193556	ACUPB6358C
	At the end of the Year 31-Mar-2018	20000	0.2447	20000	0.2447		
10	VEENA P. BHANSALI JT1 : PRASHANT P. BHANSALI						
	At the beginning of the year 01-Apr-2017	20000	0.2447	20000	0.2447	IN30108022195005	AEPBP6165C
	At the end of the Year 31-Mar-2018	20000	0.2447	20000	0.2447		
	NEW TOP 10 AS ON (31-Mar-2018)						



**(v) Shareholding of Directors and Key Managerial Personnel:**

S.No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares	No. of Shares	% of total shares
1	Name						
	At the beginning of the year			–	0.00%	–	0.00%
	Changes during the year			–	0.00%	–	0.00%
	At the end of the year			–	0.00%	–	0.00%
2	Name						
	At the beginning of the year			–	0.00%	–	0.00%
	Changes during the year			–	0.00%	–	0.00%
	At the end of the year			–	0.00%	–	0.00%

**V. INDEBTEDNESS**

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

(Amt. Rs./Lakh)

S.No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i)	Principal Amount	4,311.89	389.75	–	4,701.64
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	–	–	–	–
	<b>Total (i+ii+iii)</b>	<b>4,311.89</b>	<b>389.75</b>	<b>–</b>	<b>4,701.64</b>
<b>Change in Indebtedness during the financial year</b>					
*	Addition	108.89	–	–	108.89
*	Reduction	(1,202.11)	–	–	(1,202.11)
	Net Change	(1,093.22)	–	–	(1,093.22)
<b>Indebtedness at the end of the financial year</b>					
i)	Principal Amount	3,218.67	389.75	–	3,608.42
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	–	–	–	–
	<b>Total (i+ii+iii)</b>	<b>3,218.67</b>	<b>389.75</b>	<b>–</b>	<b>3,608.42</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs./Lakh)
	Name	ANANDKUMAR RENGASWAMY	
	Designation	MANAGING DIRECTOR	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		25.50
	(b) Value of perquisites u/s 17(2) 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) Ceiling as per the Act		25.50

# MARIS SPINNERS LIMITED

## B. Remuneration to other Directors

S.No.	Particulars of Remuneration	Name of Directors			Total Amount (Rs./Lakh)
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	25.50
	Overall Ceiling as per the Act				

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S.No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs./Lakh)
		Name	CEO	CFO	
		Designation			
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-	-	-
	(b) Value of perquisites u/s 17(2) 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		-	-	-

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty		NA	NA	NA	NA
Punishment		NA	NA	NA	NA
Compounding		NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty		NA	NA	NA	NA
Punishment		NA	NA	NA	NA
Compounding		NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty		NA	NA	NA	NA
Punishment		NA	NA	NA	NA
Compounding		NA	NA	NA	NA

Place : Chennai  
Date : 30.05.2018

ANANDKUMAR RENGASWAMY  
Managing Director

FOR MARIS SPINNERS LIMITED  
T. JAYARAMAN  
Director

A HARIGOVIND  
Chief Financial Officer

K.V.S. RAGHAVAN  
Company Secretary



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

### Form No. MR-3

(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,  
**Maris Spinners Ltd**

CIN: L93090TN1979PLC032618  
11, Cathedral Road,  
Chennai - 600 086.

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Maris Spinners Ltd** (CIN: L93090TN1979PLC032618 ) (hereinafter called "the Company") **during the financial year from April 1, 2017 to March 31, 2018** ("the year" / "audit period" / "period under review"). We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on our verification of the books, papers, minute books and other records maintained by the Company, forms and returns filed, compliance related and action taken by the Company during the year as well as after March 31, 2018 but before the issue of this report and the information provided by the Company, its officers, agents and authorized representatives during our conduct of the Secretarial Audit.

#### **1. We hereby report that:**

1.1. In our opinion, during the audit period covering the financial year ended on March 31, 2018, the Company has complied with the statutory provisions listed hereunder and also has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The members are requested to read this report along with our letter of even date annexed to this report as Annexure - A.

1.2. We have examined the books, papers, minute books and other records maintained by the Company and information filed or disseminated during the year according to the applicable provisions/ clauses of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) Companies Act, 1956 (to the extent applicable).
- (iii) Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder.
- (iv) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto May 14, 2015);
  - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (applicable from May 15, 2015);
  - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; and
  - (f) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable from December 1, 2015);

# MARIS SPINNERS LIMITED

- (vi) The listing agreements entered into by the Company with the BSE Limited.
- (vii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings (FEMA). NOT APPLICABLE
- (viii) Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India (applicable from July 1, 2015).

1.3. During the period under review, and also considering the compliance related action taken by the Company after March 31, 2018 but before the issue of this report, the Company has, to the best of our knowledge and belief and based on the records, information and explanations furnished to us:

- (i) Complied with the applicable provisions/clauses of the Acts, Rules, Regulations, and Agreements mentioned under paragraph 1.2 (i) to (vii) above; Except-

The following forms have been filed late with additional filing fees.

SL.NO	FORM. NO	SRN.NO.	ROC FEES	EVENT DATE	DUE DATE	DATE OF FILING	DELAYED IN FILING
1.	MGT-14 (ADOPTION OF ACCOUNTS & SECRETARIAL AUTOR APPOINTMENT)	G45218864	600	30/05/2017	28/06/2017	03/06/2017	NO
2.	ADT-1	G56394778	1200	22/09/2017	06/10/2017	14/10/2017	YES
3.	CRA-2	G56471832	1800	14/09/2017	13/10/2017	14/10/2017	YES
4.	GNL-2	G56472624	600	22/09/2017	21/10/2017	14/10/2017	NO
5.	MGT-14 (CHANGE IN DESIGNATION & COST AUDITOR APPOINTMENT FOR 2017-18)	G56486392	600	22/09/2017	21/10/2017	14/10/2017	NO
6.	DIR-12	G56493208	600	22/09/2017	21/10/2017	14/10/2017	NO
7.	AOC-4 XBRL	G58569708	1800	22/09/2017	21/10/2017	27/10/2017	YES
8.	CRA-4	G60724457	6600	30/05/2017	28/06/2017	9/11/2017	YES
9.	MGT-7	G62443841	600	22/09/2017	20/11/2017	18/11/2017	NO
10.	IEPF-2	G74293663	NIL	-	-	23/01/2018	NO

And

- (ii) Generally complied with applicable Secretarial Standards mentioned under paragraph 1.2 (viii) above.

#### 1.4. We are informed that, during/in respect of the year:

- (i) The Company was not required to comply with the following laws / guidelines / regulations and consequently was not required to maintain any books, papers, minute books or other records or file any forms / returns under:
  - (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;
  - (b) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;





- 
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (e) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (ii) The laws as are applicable specifically to the Company are as under:
1. Textile (Development and Regulation) Order 2001 issued under Section No. 3 of the Essential commodities Act, 1955.
  2. Factories Act, 1960
  3. Local Laws as applicable to various plants and office.
2. **We further report that:**
- 2.1 The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board also has a woman director.
- 2.2 Adequate notice is given to all directors to schedule the Board Meetings. Notice of Board meeting was sent at least seven days in advance. Agenda and detailed notes on agenda were sent at least seven days before the Board meetings with the exception of the following items, which were either circulated separately or at the meetings:
- (i) Supplementary agenda notes and Annexures in respect of unpublished price sensitive information such as audited accounts / results, unaudited financial results and connected papers; and
- (ii) Additional subjects / information and supplementary notes.
- 2.3 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Majority decision is carried through. We are informed that there were no dissenting members' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.
3. **We further report that:**
- 3.1 There are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and
- 3.2 We further report that during the Audit period:
- Mr. Hari Govind was designated as whole time Director cum Chief Finance Officer and necessary forms have been filed with Registrar of Companies.
- 3.3 The Company has not made alterations to the Articles of Association/Memorandum of Association of the Company. Other than the aforesaid there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc referred to above.

Place : Chennai  
Date : 30.05.2018

For **N. Sridharan and Associates**  
Company Secretaries  
N.SRIDHARAN  
Membership No: F1646  
Certificate of Practice No: 7469

# MARIS SPINNERS LIMITED

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## Annexure - A to Secretarial Audit Report of even date

To,  
The Members,  
**Maris Spinners Ltd**  
CIN: L93090TN1979PLC032618  
11, Cathedral Road,  
Chennai - 600 086.

**Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended March 31, 2018 is to be read along with this letter.**

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after March 31, 2018 but before the issue of this report.
4. We have considered compliance related actions taken by the Company based on independent legal / professional opinion obtained as being in compliance with law.
5. We have verified that secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai  
Date : 30.05.2018

For **N. Sridharan and Associates**  
Company Secretaries  
N.SRIDHARAN  
Membership No: F1646  
Certificate of Practice No: 7469



**REPORT ON CORPORATE GOVERNANCE  
IN COMPLIANCE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

The Company firmly believes that Corporate Governance is an on-going process and essential component for a successful enterprise. Sound Corporate Governance no doubt, provides value addition and Compliance of standards, improves the organizational skills to achieve better long term results and disclosures to Stakeholders, ensure adequate information to assess the performance of the Company.

Further the board lays emphasis on trusteeship, transparency, empowerment, accountability and integrity in all its operations and dealings with its Stakeholders and outsiders. The Company makes disclosures of its operations and performance to public through the Annual Reports, Quarterly Financial Results, and timely press releases. The Company has complied with the requirements of Corporate Governance as mandated by SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 (Clause 49 of the erstwhile Listing Agreement executed with the Stock Exchange) (Listing Regulations) as detailed below for the year ended 31st March 2018.

The report on Corporate Governance covers the following:

- i. Board of Directors
- ii. Committees of the Board
- iii. General Shareholder information
- iv. Other disclosures.

**i. BOARD OF DIRECTORS**

**a. COMPOSITION OF BOARD AND ATTENDANCE PARTICULARS:**

The present strength of the Board of Directors is Eight (8) and its composition is as follows:

Executive Promoter Directors	2
Non-Executive Promoter Directors	3
Non-Executive Independent Directors	3

Non-Executive Independent Directors are comprising of professionals and have vast experience in the industry, finance and general expertise to handle and guide the operation towards betterment.

**b. BOARD MEETINGS AND RELATED INFORMATION:**

During the year four meetings of the Board of Directors were held viz., on **30th May 2017, 14th Sept 2017, 13th Dec 2017 and 14th Feb 2018.**

The attendance particulars of each Director at the Board Meetings and last Annual General Meeting :

Directors	No of Board meetings attended during the year	Attendance At last AGM 22.09.2017	No. of other Companies in which they are Directors	No. of other Committees (other than this Company) in which Chairman / Members
<b>Executive Promoter Directors</b>				
Sri.Anandkumar Rengaswamy	4	Yes	9	NONE
Sri.T.Jayaraman	4	Yes	9	NONE
Sri.T.Raghuraman	4	Yes	4	NONE
Smt.T. Kamala	4	Yes	NONE	NONE
Sri. A. Harigovind	4	Yes	2	NONE
<b>Non-Executive Independent Directors</b>				
Sri.S.Venkataramani	4	Yes	6	NONE
Sri.S.Srivatsan	4	Yes	NONE	NONE
Sri.Premal H.Udani	4	Yes	13	NONE

# MARIS SPINNERS LIMITED

## ii. COMMITTEES OF THE BOARD

### 1. AUDIT COMMITTEE

The role and the authority including the powers of this Committee are in line with the requirements of the Companies Act, 2013 and the Listing Regulations as executed with the Stock Exchanges. The said Committee comprises the following Director's as members:

- (a) Sri. S.Venkataramani – Chairman
- (b) Sri. S.Srivatsan
- (c) Sri. Premal H.Udani

The terms of reference of the Committee broadly comprise:

- (a) Overall review of the Company's periodical Financial Statements; financial reporting process; disclosure policies and ensuring that they are appropriate, accurate and credible and more particularly :
  - i) to select and establish accounting policies and changes if any in accounting policies and procedures.
  - ii) qualifications if any given in the draft Audit Report.
  - iii) significant adjustments in the Audit Report.
  - iv) on the major entries made in the accounts based on the exercise of judgment made by the management.
  - v) the going concern concept assumption.
  - vi) Compliance with the Accounting Standards as prescribed by ICAI
  - vii) Compliance with requirements of Stock Exchanges and legal requirements concerning the Financial Statements
  - viii) To review Management Discussion and Analysis of financial condition and results of operation.
  - ix) To review statement of significant related party disclosures submitted by the management.
- (b) Recommending the appointments and removal of external auditor, fixation of audit fee and also approval for payment for other services.
- (c) Periodic reviewing of the adequacy of the internal audit, internal controls and discussions with the External Auditors thereon. Depending upon the necessity the senior personnel from the concerned department are called to the meeting.

During the year Four Audit Committee Meetings were held viz., on **30th May 2017, 14th Sept 2017, 13th Dec 2017 and 14th Feb 2018**, and attendance of the members of the Audit Committee at these meetings is as follows;

NAME OF DIRECTOR/MEMBER	NO.OF MEETINGS HELD	NO.OF MEETINGS ATTENDED
Sri. S.Venkataramani	4	4
Sri. S.Srivatsan	4	4
Sri. Premal H.Udani	4	4

### 2. STAKE HOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Share Transfer / Investor Grievance Committee under the Chairmanship of Sri.S.Venkataramani (Non-Executive Independent Director) to look after various issues of the Shareholders/Investors such as Transfer of Shares, issue of Share Certificate, redressal of Shareholders / investors Complaints. During the financial year four Meetings were held, the attendance of the Members at these meetings is as follows :

NAME OF DIRECTOR/MEMBER	NO.OF MEETINGS HELD	NO.OF MEETINGS ATTENDED
Sri. S.Venkataramani	4	4
Sri. S.Srivatsan	4	4
Sri. Premal H.Udani	4	4



### 3. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted Remuneration Committee under the Chairmanship of Sri.S.Venkataramani (Non-Executive Independent Director) to look after revision of remuneration etc., During the financial year four meetings were held, the attendance of the members at these meetings is as follows:

NAME OF DIRECTOR/MEMBER	NO.OF MEETINGS HELD	NO.OF MEETINGS ATTENDED
Sri. S.Venkataramani	4	4
Sri. S.Srivatsan	4	4
Sri. Premal H.Udani	4	4

Mr. K V S Raghavan, is the Compliance Officer of the Company.

#### iii. GENERAL SHAREHOLDER INFORMATION

##### a. 39th Annual General Meeting

Date & Time : Thursday, 30th August 2018, 9.30. am.

Venue : Hotel Maris  
1st Floor, 11 Cathedral Road, Chennai - 600086.

##### b. Financial Year calendar 2018-19 (Tentative)

: 1st April to 31st March of every year. Financial results will be announced as per tentative schedule.

1st quarter ending June 30, 2018	July 2018
2nd quarter ending September 30, 2018	October 2018
3rd quarter ending December 31, 2018	January 2019
4th quarter ending March 31, 2019	May 2019

CIN : **L93090TN1979PLC032618**

##### c. Date of Book Closure

: 23.08.2018 to 30.08.2018 (both the days inclusive)

##### d. Listing of Stock Exchanges

: The Stock Exchange, Mumbai  
The Annual Listing Fees for the period 1st April 2018 to 31st March 2019 has been paid to Stock Exchanges.

##### e. Depository cum Share Transfer Registrars

: M/s.Cameo Corporate Services Ltd.,  
`Subramanian Building', V Floor, No.1, Club House Road,  
Chennai - 600002. Tel : 2846 03 90 Fax : 2846 01 29.  
E-mail: investor@cameoindia.com

##### f. Share Transfer System

: Share Transfer in physical form is normally effected within a period of 15 days of receipt of the documents, if found in order. The Share Transfer Committee approves all share transfers. Letters are sent to the shareholders after transfer of shares in their names giving an option for dematerialization of shares of the physical shares. Physical Shares are dematerialized and electronic credit is given to those shareholders, who opt for dematerializations and in respect of other shareholders, who have not opted for dematerialization, share certificates are dispatched by Registered Post.

All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days.

# MARIS SPINNERS LIMITED

## DETAILS OF GENERAL BODY MEETING

Particulars of the AGM of the Company for the past three years are as follows:

YEAR	DATE	TIME	VENUE
2015	18.09.2015	9.30 A M	HOTEL MARIS 11, CATHEDRAL ROAD CHENNAI – 600 086
2016	16.09.2016	9.30 A M	HOTEL MARIS 11, CATHEDRAL ROAD CHENNAI – 600 086
2017	22.09.2017	9.30 A M	HOTEL MARIS 11, CATHEDRAL ROAD CHENNAI – 600 086

No resolution was put through postal ballot during last year.

Special Resolutions with respect to the following were passed during the last three years: Nil

g. Distribution of shareholding as on March 31, 2018.

Share or Debenture holding	Share / Debenture holders		Share / Debenture holdings	
	Number	% of total	Shares	% of total
001 – 100	112	9.05	3809	0.05
101 – 500	717	57.92	271646	3.32
501 – 1000	187	15.10	172527	2.11
1001 – 2000	69	5.57	110385	1.35
2001 – 3000	52	4.20	132218	1.62
3001 – 4000	5	0.40	18957	0.23
4001 – 5000	25	2.02	123639	1.51
5001 – 10000	39	3.15	359841	4.40
10001 – And Above	32	2.59	6979338	85.41
<b>Total</b>	<b>1238</b>	<b>100.00</b>	<b>8172360</b>	<b>100.00</b>

h. Category of Shareholding as on March 31, 2018

CATEGORY	NO OF SHAREHOLDERS	NO OF SHARES	% OF SHAREHOLDING
Resident – Ordinary	1189	1637217	20.0335
Resident – HUF	9	4261	0.0521
Resident – Minor	1	1	0.0000
Corporate Body – Domestic	12	38401	0.4698
Corporate Body – Group Company	3	350000	4.2827
Mutual Funds	1	600	0.0073
Corporate Body – Others	1	600	0.0073
Corporate Body – Margin account	3	350	0.0042
Corporate Body-CM/TM-Client Margin a/c	6	670	0.0081
Bank – Others	2	607500	7.4335
Promoters	10	5283160	64.6466
Person Act in concert	1	249600	3.0541
<b>Total</b>	<b>1238</b>	<b>8172360</b>	<b>100.0000</b>



i. Dematerialization of shares and liquidity : The Company shares were dematerialized.  
As on 31st March 2018, **84.58%** of shares constituting the paid up Capital has been dematerialized.

j. Demat ISIN Number : INE866D01010

**k. Market Price Data (IN Rs.)**

Month/Year	Bombay Stock Exchange (BSE)		
	High	Low	No. of Shares
Apr-17	30.95	27.55	2,263
May-17	26.25	25.00	629
Jun-17	34.95	23.70	7,213
Jul-17	37.45	28.60	1,507
Aug-17	32.30	27.80	3,788
Sep-17	29.40	25.00	3,995
Oct-17	27.50	22.60	4,164
Nov-17	26.10	23.10	6,940
Dec-17	44.75	26.70	23,440
Jan-18	42.40	38.00	353
Feb-18	38.00	38.00	1
Mar-18	39.90	39.90	25

i. Plant Locations : **Unit – I** : Kattemalalavadi Village, Hunsur Taluk,  
Mysore District - 571 134 Karnataka  
**Unit – II** : Kulithalai Road,  
Manapparai Taluk, Trichy District - 621 306, Tamilnadu

l. Products : 100% Cotton Yarn

m. Address for correspondence : Shareholders correspondence should be addressed to our Registrar  
and Share Transfer Agents at the following address:

M/s.Cameo Corporate Services Limited  
Subramanian Building, V Floor,  
No.1, Club House Road, Chennai - 600 002.  
Tel : 2846 03 90 Fax : 2846 01 29  
E-mail: investor@cameoindia.com

**For investor complaints** : K V S RAGHAVAN  
**Contact person** : Compliance Officer  
E Mail: investor@maris.co.in  
Web: www.maris.co.in

# MARIS SPINNERS LIMITED

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## iv. OTHER DISCLOSURES

- a. The Company has followed the guidelines of the Accounting Standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.
- b. Transactions with the related parties have been included in the Notes to the Accounts of the Company for the year ended 31st March 2018.
- c. The Board is of the bonafide belief that there are no materially significant related party transactions made by the Company with its Promoters, Directors, or Management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large.
- d. During the last three years, there were no strictures or penalties imposed either by SEBI or the Stock Exchanges or any statutory authority for non-Compliance of any matter related to the Capital Markets.
- e. The Company has not entered into any transactions of material nature with its Promoters, the Directors of Management, their subsidiaries or relatives etc., that may have potential conflict with the interest of the Company. Further, details of general related party transactions are given in the Balance Sheet.
- f. **Whistle Blower Policy**  
The Company has adopted the Whistle Blowers Policy as per the listing regulation pursuant to which, employees of the Company can raise their concerns relating to fraud, mal-practice or any other activities or event detrimental to the interest of the Company.
- g. The Company has generally complied with the mandatory disclosure requirements under Clause 17 of the Listing Regulation executed with the Stock Exchanges.

## Means of communication

- a) The Company has been sending Annual Reports, Notices and other communications to each household of Shareholders.
- b) The Quarterly Reports in the prescribed format were published in the News Papers ( News Today - English and Malai Sudar - Tamil ) as required by the Listing Agreements with The Stock Exchange, Mumbai.
- c) The Company has a dedicated web site and is being updated periodically with latest information.
- d) All disclosures and communications to the BSE Limited (BSE) are filed electronically to the designated portals.
- e) A centralized web based complaints redressal system (SEBI - Scores) which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ARTs) by the concerned companies and the investors can view the action taken on the complaint and its current status.
- f) The company has filed all the necessary documents periodically with the MCA & the Company has also filed its Annual Financial Statements on MCA through XBRL.





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## Annexure-D

### NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### Definitions:

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income tax Act, 1961;

“**Key Managerial Personnel**” means:

- I. Managing Director, or Chief Executive Officer or Manager and in their absence, a Wholetime Director;
- II. Chief Financial Officer;
- III. Company Secretary; and
- IV. Such other officer as may be prescribed.

“**Senior Managerial Personnel**” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

#### Objective:

The objective of the policy is 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; and
- 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.

#### Constitution of the Committee

The Board has constituted the “Nomination and Remuneration Committee” of the Board

The Board has authority to reconstitute this Committee from time to time.

#### Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.

# MARIS SPINNERS LIMITED

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- To recommend to the Board policy relating to remuneration for Directors, Key Managerial personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

## **Frequency of Meetings**

The meeting of the Committee shall be held at such regular intervals as may be required.

## **Committee Members' Interests**

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## **Secretary**

The Company Secretary of the Company shall act as Secretary of the Committee.

## **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.

## **TERM / TENURE**

### **a) Managing Director/Wholetime**

#### **Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding three years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **b) Independent Director:**

An Independent Director may hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.



At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as Whole-time Director of a listed company or such other number as may be prescribed under the Act.

#### **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

#### **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

#### **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

- 1) Remuneration to Managing Director / Whole time Directors:
  - a. The Remuneration/ Commission etc. to be paid to Managing Director / Wholetime Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
  - b. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
- 2) Remuneration to Non Executive / Independent Directors:
  - a. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
  - b. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
  - c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
  - d. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
    - i. The Services are rendered by such Director in his capacity as the professional; and
    - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

# MARIS SPINNERS LIMITED

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- e. The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).
- 3) Remuneration to Key Managerial Personnel and Senior Management:
  - a. The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - b. The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
  - c. The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
  - d. The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

## IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

## POLICY REVIEW

This policy shall be reviewed by the Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or the modifications on the policy as recommended by the Committee would be given for the approval of the Board of Directors.

## CRITERIA FOR EVALUATION

Criteria for Evaluation of the Board and Non-Independent Directors at a separate meeting of the Independent Directors

- a) Composition of the Board and availability of multi-disciplinary skills  
Whether the Board comprises of Directors with sufficient qualifications and experience in diverse fields to make the company a pioneer in its area of operations.
- b) Commitment to good corporate governance practices
  - 1. Whether the company practises high ethical and moral standards
  - 2. Whether the company is fair and transparent in all its dealings with stake holders
- c) Adherence to regulatory compliance  
Whether the company adheres to the various government regulations, local, state and central in time.
- d) Track record of financial performance  
Whether the company has been consistently recording satisfactory and profitable financial performance year on year adding to shareholder value. Whether the company is transparent in all its disclosures on financial data
- e) Grievance Redressal mechanism  
Whether a proper system is in place to attend to the complaints/grievances from the shareholders, depositors, customers, employees and others quickly and fairly.



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f) Existence of integrated Risk Management system

Whether the company has an integrated risk management system to cover the business risks.

g) Use of modern technology

Whether the company has a system for periodical technology up gradation in respect of IT hardware/software, production processes and engineering, designing capabilities, innovation and increasing its technology deployment to meet the requirements of its customers in various industry segments.

h) Commitment to CSR

Whether the company is committed to social causes and CSR and whether there is a system to identify, finance and monitor such social activities

Criteria for evaluation of Chairman at separate meeting of Independent Directors

- a) Leadership qualities
- b) Standard of integrity
- c) Understanding of Macro & micro economic and industry trends
- d) Public relations
- e) Future vision and innovation

Criteria for evaluation of Independent Directors by the entire Board

- a) Qualifications & experience
- b) Standards of integrity
- c) Attendance in Board Meetings/AGM
- d) Understanding of Company's business
- e) Value addition in Board Meetings

Criteria for evaluation of the Audit committee by the Board

- a) Qualification Experience of members
- b) Depth of review of financial performance
- c) Overview of Audit & Inspection
- d) Review of regulatory compliance
- e) Fraud monitoring

# MARIS SPINNERS LIMITED

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## INDEPENDENT AUDITORS' REPORT

*To the Members of*

**M/s MARIS SPINNERS LIMITED**

### **Report on the Financial Statements**

I have audited the accompanying financial statements of **Maris Spinners Limited** ("the Company") No 11, Cathedral Road, Chennai - 600 086, which comprises the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the 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 including other comprehensive income and cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) 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.

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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit. In conducting my audit, I 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 there under and the Order issued under section 143(11) of the Act

I have conducted my audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that I 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 judgement, 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. 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.

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

### **Basis for Qualified Opinion**

The balances of certain Debtors and Creditors as well as advances given to and received from parties are subject to confirmation as mentioned in Note No.24(f) of Notes forming part of the financial statements. The balances of such parties are subject to reconciliation of differences, if any.



Some of the Parties to whom such confirmation letters have been sent have responded pursuant to which their accounts have been reconciled. As all the Parties to whom the letters have been sent have not responded due to which their accounts could not be reconciled, the same cannot be treated as confirmed, although in the opinion of Management the balances of such Parties are in order.

### **Qualified Opinion**

In my opinion and to the best of my information and according to the explanations given to me, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the 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, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### **Report on other Legal and Regulatory Requirements**

1. As required under the Companies (Auditor's Report) Order, 2016 ("The Order"), issued by the Central Government of India in terms of sub section (11) of Section 143 of the Companies Act 2013, I give in the "Annexure-A " a statement of the matters specified in paragraphs 3 and 4 of The Order, to the extent applicable.
2. As required by section 143(3) of the Act, I report that:
  - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit;
  - b) In my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss including other Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In my opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) There are no financial transactions that have adverse effect on the functioning of the company;
  - f) 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 are disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - g) There are no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;
  - h) with respect to the adequacy of internal financial reporting of the Company and operating effectiveness of such controls, refer to my separate report in "Annexure-B"; and
  - i) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of Companies (Audit and Auditors) Rules, 2014 in my opinion and to best of my information and according to the explanations given to me
    - i. The Company does not have any pending litigations which would impact its financial position except as detailed in Note No.24 (m).
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There are no amounts required to be transferred to Investor Education and Protection Fund.

Place : Bangalore  
Date : 30.05.2018

**VIJAYAKUMAR JANADRI**  
CHARTERED ACCOUNTANT  
(Membership No. 222127)

# MARIS SPINNERS LIMITED

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## Annexure 'A' to the Independent Auditors' Report

The Annexure A referred to in the Independent Auditor's Report to the members of Maris Spinners Limited for the year ended on March 31, 2018.

### I report that:

- i. In respect of the Company's fixed assets:
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
  - b) According to the information and explanation given to me and in my opinion the management has carried out physical verification of Fixed Assets at reasonable intervals and no material discrepancies have been noticed on such verification;
  - c) On the basis of my verification, all the title deeds of the immovable properties owned by the company are held in the name of the company;
- ii. According to the information and explanation given to me and in my opinion the inventory, has been physically verified at reasonable intervals during the year under review by the management and no material discrepancies have been noticed on such verification.
- iii. a) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.  
b) As the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013, reporting under clause (iii) of paragraph 3 of the Order does not arise.
- iv. According to the information and explanation given to me and in my opinion, there are no loans, investments, guarantees and security granted by the company which attracts provisions of section 185 and 186 of the Companies Act, 2013;
- v. The Company has not accepted deposits and hence reporting under clause (v) of paragraph 3 of the Order does not arise;
- vi. I have reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government under section 148(1) of the Companies Act, 2013 for the maintenance of cost records and I am of the opinion that, prima facie the prescribed accounts and records have been made and maintained. However, I have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. a) According to the information and explanations given to me, the company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities except for few marginal delays in remittance of service tax and TDS payable;  
b) According to the information and explanations given to me, there are no undisputed amounts in respect of Income-Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess, VAT and Goods and Service Tax and other material statutory dues in arrears;
- viii. According to the information and explanation given to me and on the basis of my examination of the records, the company has not defaulted in the repayment of dues to Banks or financial institutions. As per the information and explanation received, the company has neither availed borrowings from Governments nor issued Debentures and hence, reporting on the repayment of loans to Government or dues to Debenture Holders does not arise;





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- ix. The Company did not raise any money by way of initial public offer or further public offer including debt instruments during the year. On the basis of review of utilization of funds pertaining to the term loans on an overall basis and related information made available to me, the term loans taken by the company have been utilised for the purposes for which they were obtained.
- x. According to the information and explanation given to me and in my opinion, no fraud by or on the Company has been noticed or reported during the year under review;
- xi. According to the information and explanation given to me and in my opinion, the Managerial Remuneration paid/ provided is in accordance with the provisions of section 197 read with Schedule V of the Companies Act, 2013 and hence reporting under sub-clause (xi) of paragraph 3 of the order does not arise;
- xii. As the Company is not in the nature of Nidhi Company, reporting under sub-clause (xii) of paragraph 3 of the order does not arise;
- xiii. According to the information and explanation given to me and in my opinion, transactions with all the related parties are in compliance with section 177 and 188 of the Companies Act 2013 and where applicable, the company has disclosed the details in the financial statements etc., as required by the applicable accounting standards;
- xiv. According to the information and explanation given to me, the company has not made any preferential or private placement of shares or fully or partly convertible debentures during the year under review, reporting under sub-clause (xiv) of paragraph 3 of the order does not arise;
- xv. In my opinion and according to the information and explanation given to me, the company has not entered into any non-cash transactions with directors or persons connected with them and hence reporting under sub-clause (xv) of paragraph 3 of the order does not arise;
- xvi. The company is not engaged in the business of non-banking financial institution. Hence it is not required by the company to obtain registration under section 45-IA of the Reserve Bank Act, 1934.

Place : Bangalore  
Date : 30.05.2018

**VIJAYAKUMAR JANADRI**  
CHARTERED ACCOUNTANT  
(Membership No. 222127)

# MARIS SPINNERS LIMITED

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## **Annexure 'B' to the Independent Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

I have audited the internal financial controls over financial reporting of **M/s Maris Spinners Limited** ("the Company") No.11, Cathedral Road, Chennai - 600086, as of 31 March 2018 in conjunction with my audit of the 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 ('ICAI'). 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.

#### **Auditors' Responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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. Those Standards and the Guidance Note require that I 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 respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



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**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 my opinion, to the best of my information and according to the explanations given to me, 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 31 March 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.

Place : Bangalore  
Date : 30.05.2018

**VIJAYAKUMAR JANADRI**  
CHARTERED ACCOUNTANT  
(Membership No. 222127)

# MARIS SPINNERS LIMITED

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## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The Members of Maris Spinners Ltd,

We have examined all the records of M/s Maris Spinners Limited for the year ended 31-03-2018 as stipulated in Clause 49 of the Listing Agreement of the said Company, with the Stock Exchanges. We have obtained all the information and explanations which to the best knowledge and belief were necessary for the purpose of certification.

The Compliance of the conditions of Corporate Governance is the responsibility of management. Our examination was limited to the procedure and implementation thereof. The certificate 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.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

For N SRIDHARAN AND ASSOCIATES

Place : Chennai

Date : 30.05.2018

**N. SRIDHARAN**

Company Secretary



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## CEO CERTIFICATION

To the Board of Directors of Maris Spinners Limited

In Compliance with Regulation 17(8) of the Listing Regulation with the Stock Exchanges I hereby certify that;

- a. I have reviewed financial statements and cash flow statements for the year ended 31st March 2018 and that to the best of my knowledge and belief;
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. These statements together present a true and fair view of the Company's affairs and are in Compliance with existing accounting standards, applicable laws and regulations and
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year 2017-18, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control system of the Company and I have not observed any deficiencies in the design or operation of the internal controls.
- d. I have indicated to the Auditors and the Audit Committee that there are:
  - i. No significant change in controls during the year
  - ii. No significant changes in the accounting policies during the year
  - iii. No instances of significant fraud where the involvement of the Management or and employee having a significant role in the Company's internal control systems have been observed.

Place : Chennai  
Date : 30.05.2018

**ANANDKUMAR RENGASWAMY**  
Managing Director

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### **DECLARATION BY THE MANAGING DIRECTOR UNDER PARA D OF SCHEDULE V OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE OF THE CODE OF CONDUCT.**

In accordance with Para D of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with their respective Codes of Conduct, as applicable to them, for the financial year ended March 31, 2018.

for **MARIS SPINNERS LIMITED**

Place : Chennai  
Date : 30.05.2018

**ANANDKUMAR RENGASWAMY**  
Managing Director

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# MARIS SPINNERS LIMITED

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## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. INDUSTRY STRUCTURE, DEVELOPMENT AND PRODUCT WISE PERFORMANCE

The Company is in the business of manufacturing of 100% Cotton Yarns, having its units at Hunsur, Mysore Dt., Karnataka and Manapparai, Trichy District, Tamilnadu. The unit supplies its produce to the domestic markets.

### 2. INDIAN TEXTILE INDUSTRY

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, weaving, apparels and garments segment which applies modern machineries and techniques to enhance productivity and achieve economies of scale.

The textile industry employs about 105 million people directly and indirectly. India's overall textile exports during FY 2017-18 stood at US\$ 37.74 billion.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

The Indian textiles industry, currently estimated at around US\$ 150 billion, is expected to reach US\$ 230 billion by 2020. The Indian Textile Industry contributes approximately 2 per cent to India's Gross Domestic Product (GDP), 10 per cent to manufacturing production and 14 per cent to overall Index of Industrial Production (IIP).

### 3. OPPORTUNITIES AND THREATS

#### 3.1 Opportunities:

**Rising disposable income:** Rising disposable incomes and evolving lifestyles of India's prospering urban and semi urban consumer, are broadening their clothing needs. Today, Indian consumers are more inclined to buy apparels for a specific purpose, than consumers in other markets.

**Growing exports:** India has overtaken Germany and Italy to emerge as the world's second largest textile exporter but lags behind China, whose exports are nearly seven times higher. This presents a huge opportunity for the industry in the coming years.

**High industrial growth:** Average yearly growth rate for the Indian textile industry ranges around 10%. It is quite likely for the international players to move into India for meeting their demands. This will allow the industry to grow further in the near future.

**Foreign Direct Investment (FDI):** The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 2.82 billion during April 2000 to December 2017.



### 3.2 Threats:

Firms in textiles sector are facing following problems in adding capacity due to:

- Non-Availability of Adequate raw materials in terms of quantity and quality and at attractive prices
- Manufacturing Competitiveness across the textile Value Chain
- Lack of Infrastructure
- Shortage of skilled manpower and labour related issues
- Competition from low cost countries like Bangladesh, Vietnam and Pakistan
- Uncertainty in market conditions.
- Low export demand due to unfavourable trade environment
- Low domestic demand due to low per capita income resulting in low per capita consumption of textiles
- Competition from imports or at par cost in terms of labour, power.
- High cost of funds and energy to operate

### 4. RISKS AND CONCERNS:

- Economic slowdown

Textiles as a product is highly dependent on macro-economic scenario of the countries across the world. Any slowdown in the economy might have a direct impact on the operations of the Company.

- Sharp wage Increase and High energy Cost

The Sharp increase in wages in most of the states by more than 20% and high energy cost, cross subsidies, cess and taxes adding additional 20% to energy cost.

- Appreciation in US Dollar

### 5. OUT LOOK:

The Textile Industry plays a significant role in the Indian economy

- (i) It contributes 14 per cent to industrial production and 4 per cent to GDP.
- (ii) With over 45 million people, the industry is one of the largest source of employment generation in the country.

The size of India's textile market as of July 2017 was around US\$ 150 billion, which is expected to touch US\$ 250 billion market by 2019, growing at a CAGR of 13.58 per cent between 2009-2019.

The central government is planning to finalise and launch the new textile policy in the coming months. The policy aims to achieve US\$ 300 billion worth of textile exports by 2024-25 and create an additional 35 million jobs.

The industry is driven by the following strengths:

- Availability of a wide variety of cotton fibre
- Fast growing synthetics-fibre industry
- Wide range of cotton/spun yarn
- Presence across the value chain
- Trained manpower-technical and managerial

With these fundamental advantages, the overall picture of the Indian textile and apparel sector presents an enormous potential.

# MARIS SPINNERS LIMITED

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## **6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an adequate internal control system commensurate with the size and complexity of the organization. The Company has undertaken a comprehensive review of all internal control systems to take care of the needs of the expanding size of the Company and also upgraded the IT support systems. A system of internal audit to meet the statutory requirement as well as to ensure proper implementation of management and accounting controls is in place. The Audit Committee periodically reviews the adequacy of the internal audit functions.

## **7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

There are no material developments in the Human Resources area. The industrial relations have been generally satisfactory. The Company constantly reviews the man power requirements and has a properly equipped Department to take care of the requirements. The total number of people employed by the Company as on 31.03.2018 was 443.

## **8. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The total Revenue for the year 2017-18 was Rs. 12492.07 lakh with a profit of Rs. 74.09 lakh.

## **9. DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of financial statements, no treatment different from that prescribed in Accounting Standard has been followed.

On behalf of the Board of Directors

Place : Chennai  
Date : 30.05.2018

**ANANDKUMAR RENGASWAMY**  
Managing Director

### ***Disclaimer***

*Statement in the Management discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results may however differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates. Changes in government regulations, tax laws and other statutes and other incidental factors. The Company assumes not responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments information or events.*




**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**
**Rs. in Lakh**

Particulars	As at 31.03.2018	As at 31.03.2018	As at 31.03.2017	As at 31.03.2017
<b>Cash flow from Operating Activities</b>				
Net Profit before tax		74.09		298.29
<b>Adjustments for:</b>				
Depreciation	497.85		505.88	
(Profit)/ loss on sale of Assets	6.39		-	
Financial Expenses	490.78		473.77	
Actuarial gain	4.16		0.49	
Sundry Balance Written Off	-		-	
<b>Less</b>				
Interest Subsidy Received	11.05		23.76	
Interest received	20.58		12.52	
Profit on Sale of Asset	-		0.18	
		967.54		943.68
<b>Operating profit before working capital changes</b>		<b>1,041.63</b>		<b>1,241.97</b>
<b>Adjustments for:</b>				
Decrease/(Increase) in Trade and other receivables	(424.15)		26.73	
Decrease/(Increase) in Other current assets	(133.66)		357.38	
Decrease/(Increase) in Inventories	(2.16)		(886.31)	
Decrease/(Increase) in Short Term Loan and Advances	-		(45.97)	
Increase/(Decrease) in Trade and Other Payables	806.46		1,018.19	
Increase/(Decrease) in Other Current Liabilities	5.73		12.80	
Increase/(Decrease) in Provisions	(49.80)		(478.18)	
Increase/(Decrease) in Short Term Borrowings	(171.60)		1,013.05	
Operating activities before tax		30.83		1,017.71
Taxes paid		15.81		92.82
<b>Net Cash flow from Operating activities</b>		<b>1,056.66</b>		<b>2,166.85</b>
<b>Cash Flows from Investing Activities</b>				
Purchase of Fixed Assets	(75.96)		(229.64)	
Purchase of Investments	(0.12)		(6.22)	
Sale of Investments	-		0.88	
Sale of Fixed Assets	11.49		1.60	
Capital Work In Progress	(114.21)		(71.85)	
<b>Net Cash flow from Investing activities</b>		<b>(178.80)</b>		<b>(305.23)</b>
<b>Cash Flows from Financing Activities</b>				
Dividend paid	(96.04)		-	
Interest Subsidy Received	11.05		23.76	
Interest received	20.58		12.52	
Increase/(Decrease) in Borrowings	(293.30)		(94.32)	
Decrease/(Increase) in Loans and advances	468.37		(362.63)	
Financial Charges	(490.78)		(473.77)	
Calls in arrears received	0.02		1.04	
Share premium Received	0.02		1.04	
Net Cash flow from Financing activities		<b>(380.09)</b>		<b>(892.36)</b>
<b>Net Increase in Cash and Cash Equivalents</b>		<b>497.76</b>		<b>969.26</b>
Cash and Cash Equivalents at the beginning of the year		(1,985.16)		(2,953.42)
Cash and Cash Equivalents at the end of the year		(1,487.40)		(1,985.16)

**AUDITORS' REPORT**

I have examined the attached Cash Flow Statement of M/s. MARIS SPINNERS LIMITED, CHENNAI for the year ended 31.03.2018.

The Statement has been prepared by the company in accordance with the requirements of Clause 32 of Listing agreement with Stock Exchanges and is based on and in agreement with the corresponding Statement of Profit and Loss and Balance Sheet of the Company covered by our Report to the Members of the Company.

For MARIS SPINNERS LIMITED

**ANANDKUMAR RENGASWAMY**  
Managing Director

**T.JAYARAMAN**  
Director

**A HARIGOVIND**  
Chief Financial Officer

**K.V.S. RAGHAVAN**  
Company Secretary

**VIJAYAKUMAR JANADRI**  
Chartered Accountant  
(Membership No. 222127)

Place : Chennai  
Date : 30.05.2018

# MARIS SPINNERS LIMITED

## FORM A (See Rule 2) FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

S/N	PARTICULARS	UNIT I	UNIT II	CONSOLIDATED	
		31.03.2018	31.03.2018	31.03.2018	31.03.2017
<b>A Power and Fuel Consumption</b>					
1.	Electricity				
a.	Purchased				
	Unit	13205687	10999325	24205012	24364939
	Total Amount – Rs.	88639128	63419095	152058223	153509610
	Rate per Unit	6.712	5.766	6.28	6.30
b.	Own Generation through Diesel Generator				
	Unit	251691	71569	323260	276131
	Unit per litre Diesel	3.284	3.730	3.37	3.19
	Cost/Unit	15.583	16.580	15.804	15.600
2.	Coal	–	–	–	–
3.	Furnace Oil	–	–	–	–
4.	Others / Internal Generation	65,200	–	65,200	68,800
<b>B Consumption per Unit of Production</b>					
	(Standard if any - Nil)	–	–	–	–
	Products (with) details unit for Manufacture of cotton yarn.	–	–	–	–
	Electricity	5.489	5.166	5.3275	6.132
	Furnace Oil	–	–	–	–
	Coal	–	–	–	–
	Others	–	–	–	–

By Order of the Board

Place : Chennai  
Date : 30.05.2018

**ANANDKUMAR RENGASWAMY**  
Managing Director



## BALANCE SHEET AS AT 31ST MARCH, 2018

Rs. in Lakh

PARTICULARS	NOTE NO.	UNIT I	UNIT II	Consolidated As at 31st March 2018	Consolidated As at 31st March 2017
		As at 31st March 2018	As at 31st March 2018		
<b>ASSETS</b>					
<b>1. Non-current assets</b>					
(a) Property, Plant and Equipment	2	2,154.26	363.21	2,517.47	2,957.23
(b) Capital work in progress		216.49	–	216.49	102.28
<b>(c) Financial assets</b>					
(i) Investments	3	6.00	0.67	6.67	6.55
(ii) Other financial assets	4	252.79	36.90	289.68	752.95
(d) Other Non current assets		–	–	–	5.10
<b>2. Current assets</b>					
(a) Inventories	5	2,794.77	898.89	3,693.66	3,691.50
<b>(b) Financial assets</b>					
(i) Trade Receivables	6	1,088.59	636.91	1,725.50	1,301.36
(ii) Cash and Bank Balances	7	47.54	4.09	51.63	154.65
(iii) Short Term Loans and Advances	8	62.21	32.47	94.68	122.22
(c) Other Current Assets	9	213.93	99.25	313.18	179.52
<b>Total Assets</b>		<b>6,836.57</b>	<b>2,072.39</b>	<b>8,908.96</b>	<b>9,273.36</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
(a) Equity Share Capital	10	429.52	374.53	804.04	804.03
(b) Other Equity	11	1,310.76	140.95	1,451.71	1,444.56
<b>Liabilities</b>					
<b>(1). Non-Current Liabilities</b>					
<b>(a) Financial liability</b>					
(i) Borrowings	12	185.20	584.17	769.37	1,062.67
(b) Deferred Tax Liability (Net)		154.92	-27.92	127.00	183.70
<b>(2) Current liabilities</b>					
<b>(a) Financial liability</b>					
(i) Trade Payables	13	2,231.02	196.53	2,427.54	1,621.08
(ii) Borrowings	14	2,198.46	640.59	2,839.05	3,638.97
(iii) Other Financial Liabilities	15	224.29	46.93	271.22	265.49
(b) Short Term Provisions	16	102.40	116.62	219.03	252.87
<b>Total</b>		<b>6,836.57</b>	<b>2,072.39</b>	<b>8,908.96</b>	<b>9,273.36</b>

Summary of significant accounting policies and other Notes to accounts

1  
24 Integral part of the financial statements

For MARIS SPINNERS LIMITED

ANANDKUMAR RENGASWAMY  
Managing Director

T.JAYARAMAN  
Director

A HARIGOVIND  
Chief Financial Officer

K.V.S. RAGHAVAN  
Company Secretary

VIJAYAKUMAR JANADRI  
Chartered Accountant  
(Membership No. 222127)

Place : Chennai  
Date : 30.05.2018

# MARIS SPINNERS LIMITED

## First-time adoption of Ind AS

### B: Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

#### Reconciliation of equity as at date of transition (1 April 2016) (Amount in Rs.)

	Notes to first-time adoption	Previous GAAP*	Adjustments	Ind AS
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	2	326,532,250	–	326,532,250
Investment properties		–	–	–
Goodwill		–	–	–
Other intangible assets		–	–	–
Investments accounted for using the equity method		–	–	–
Financial assets		–	–	–
i. Investments	3	121,000	–	121,000
ii. Loans		–	–	–
iii. Other financial assets	4	39,031,973	–	39,031,973
Deferred tax assets		–	–	–
Other non-current assets		510,000	–	510,000
<b>Total non-current assets</b>		<b>366,195,223</b>	<b>–</b>	<b>366,195,223</b>
<b>Current assets</b>				
Inventories	5	280,519,345	–	280,519,345
Financial assets		–	–	–
i. Investments		–	–	–
ii. Trade receivables	5	132,808,532	–	132,808,532
iii. Cash and cash equivalents	7	4,183,309	–	4,183,309
iv. Loans	8	7,625,499	–	7,625,499
v. Other financial assets		–	–	–
Other current assets	9	42,215,732	–	42,215,732
<b>Total current assets</b>		<b>467,352,418</b>	<b>–</b>	<b>467,352,418</b>
<b>Total assets</b>		<b>833,547,641</b>	<b>–</b>	<b>833,547,641</b>
<b>EQUITY AND LIABILITIES EQUITY</b>				
Equity share capital	10	80,298,600	–	80,298,600
<b>Other equity</b>				
Reserves and surplus	11	74,632,722	–	74,632,722
Other reserves	11	43,222,393	–	43,222,393
<b>Equity attributable to owners of Value Ind AS Limited</b>		<b>198,153,715</b>	<b>–</b>	<b>198,153,715</b>
Non-controlling interest		–	–	–
<b>Total equity</b>		<b>198,153,715</b>	<b>–</b>	<b>198,153,715</b>



(Amount in Rs.)

	Notes to first-time adoption	Previous GAAP*	Adjustments	Ind AS
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
i. Borrowings	12	115,699,023	–	115,699,023
ii. Other financial liabilities		–	–	–
Employee benefit obligations		–	–	–
Deferred tax liabilities		22,133,481	–	22,133,481
Government grants		–	–	–
<b>Total non-current liabilities</b>		<b>137,832,504</b>	<b>–</b>	<b>137,832,504</b>
<b>Current liabilities</b>				
Financial liabilities				
i. Borrowings	14	348,236,197	–	348,236,197
ii. Trade payables	13	60,289,143	–	60,289,143
iii. Other financial liabilities	15	25,268,802	–	25,268,802
Provisions	16	63,767,281	–	63,767,281
Employee benefit obligations		–	–	–
Government grants	–	–	–	–
Current tax liabilities	–	–	–	–
Other Current liabilities	–	–	–	–
<b>Total current liabilities</b>		<b>497,561,423</b>	<b>–</b>	<b>497,561,423</b>
<b>Total liabilities</b>		<b>635,393,927</b>	<b>–</b>	<b>635,393,927</b>
<b>Total equity and liabilities</b>		<b>833,547,642</b>	<b>–</b>	<b>833,547,642</b>

# MARIS SPINNERS LIMITED

## First-time adoption of Ind AS

### B: Reconciliations between previous GAAP and Ind AS

#### Reconciliation of equity as at 31 March 2017

(Amount in Rs.)

	Notes to first-time adoption	Previous GAAP*	Adjustments	Ind AS
<b>ASSETS</b>				
Non-current assets				
Property, plant and equipment	2	305,951,434	–	305,951,434
Investment properties		–	–	–
Goodwill		–	–	–
Other intangible assets		–	–	–
Investments accounted for using the equity method		–	–	–
Financial assets		–	–	–
i. Investments	3	655,000	–	655,000
ii. Loans		–	–	–
iii. Other financial assets	4	75,295,293	–	75,295,293
Deferred tax assets		–	–	–
Other non-current assets		510,000	–	510,000
<b>Total non-current assets</b>		<b>382,411,727</b>	<b>–</b>	<b>382,411,727</b>
<b>Current assets</b>				
Inventories	5	369,149,871	–	369,149,871
Financial assets		–	–	–
i. Investments		–	–	–
ii. Trade receivables	6	130,135,517	–	130,135,517
iii. Cash and cash equivalents	7	15,464,938	–	15,464,938
iv. Loans		–	–	–
v. Other financial assets		–	–	–
Other current assets	9	17,951,503	–	17,951,503
<b>Total current assets</b>		<b>544,924,247</b>	<b>–</b>	<b>544,924,247</b>
<b>Total assets</b>		<b>927,335,974</b>	<b>–</b>	<b>927,335,974</b>
<b>EQUITY AND LIABILITIES EQUITY</b>				
Equity share capital	10	80,402,600	–	80,402,600
<b>Other equity</b>				
Reserves and surplus	11	101,129,394	–	101,129,394
Other reserves	11	43,326,393	–	43,326,393
<b>Equity attributable to owners of Value Ind AS Limited</b>		<b>224,858,387</b>	<b>–</b>	<b>224,858,387</b>
Non-controlling interest		–	–	–
<b>Total equity</b>		<b>224,858,387</b>	<b>–</b>	<b>224,858,387</b>



(Amount in Rs.)

	Notes to first-time adoption	Previous GAAP*	Adjustments	Ind AS
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
i. Borrowings	12	106,266,789	–	106,266,789
ii. Other financial liabilities		–	–	–
Employee benefit obligations		–	–	–
Deferred tax liabilities		18,369,647	–	18,369,647
Government grants				
<b>Total non-current liabilities</b>		<b>124,636,436</b>	<b>–</b>	<b>124,636,436</b>
<b>Current liabilities</b>				
Financial liabilities				
i. Borrowings	14	363,897,178	–	363,897,178
ii. Trade payables	13	162,108,273	–	162,108,273
iii. Other financial liabilities	15	26,548,720	–	26,548,720
Provisions	16	25,286,980	–	25,286,980
Employee benefit obligations		–	–	–
Government grants		–	–	–
Current tax liabilities		–	–	–
Other Current liabilities		–	–	–
<b>Total current liabilities</b>		<b>577,841,151</b>	<b>–</b>	<b>577,841,151</b>
<b>Total liabilities</b>		<b>702,477,587</b>	<b>–</b>	<b>702,477,587</b>
<b>Total equity and liabilities</b>		<b>927,335,974</b>	<b>–</b>	<b>927,335,974</b>

# MARIS SPINNERS LIMITED

## First-time adoption of Ind AS

### B: Reconciliations between previous GAAP and Ind AS

#### Reconciliation of total comprehensive income for the year ended 31 March 2017

(Amount in Rs.)

	Notes to first-time adoption	Previous GAAP*	Adjustments	Ind AS
<b>Continuing Operations</b>				
Revenue from Operations	17	1,177,298,303	–	1,177,298,303
Other Income	18	27,865,657	–	27,865,657
Other Gains/(Losses)-Net		–	–	–
<b>Total Income</b>		<b>1,205,163,960</b>	<b>–</b>	<b>1,205,163,960</b>
<b>Expenses</b>				
Cost of materials consumed	19	693,320,329	–	693,320,329
Purchases of stock in trade		–	–	–
Change in inventories of work-in-progress, stock-in-trade and finished goods	20	34,440,778	–	34,440,778
Excise Duty		–	–	–
Employee benefit expenses	21	86,865,646.00	49,903	86,915,549.00
Depreciation and amortisation expense	2	50,588,271	–	50,588,271
Other expenses	23	262,694,041	–	262,694,041
Finance costs	22	47,376,943	–	47,376,943
<b>Total expenses</b>		<b>1,175,286,008</b>	<b>49,903</b>	<b>1,175,335,911</b>
<b>Profit before exceptional items, share of net profits of investments accounted for using equity method and tax</b>		<b>29,877,952</b>	<b>(49,903)</b>	<b>29,828,049</b>
<b>Profit before exceptional items and tax</b>		<b>29,877,952</b>	<b>(49,903)</b>	<b>29,828,049</b>
Exceptional items				
Profit before tax from continuing operations		29,877,952	–	29,877,952
Income tax expense				
Current tax		9,337,217	–	9,337,217
Deferred tax & Adjustment towards MAT credit entitlement		(5,960,935)	–	(5,960,935)
<b>Total tax expense</b>		<b>3,376,282</b>	<b>–</b>	<b>3,376,282</b>
Profit from continuing operations		26,501,670	–	26,501,670
Profit from discontinued operation		–	–	–
<b>Profit for the year</b>		<b>26,501,670</b>	<b>–</b>	<b>26,501,670</b>
<b>Other comprehensive income</b>		<b>–</b>	<b>49,903</b>	<b>49,903</b>
<b>Total comprehensive income</b>		<b>26,501,670</b>	<b>49,903</b>	<b>26,551,573</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this





## First-time adoption of Ind AS

### Reconciliation of total equity as at 31 March 2017 and 1 April 2016

(Amount in Rs.)

	Notes to first-time adoption	31-Mar-17	1-Apr-16
Total equity (shareholder's funds) as per previous GAAP	10 & 11	224,858,387	198,153,715
<b>Adjustments:</b>			
Consolidation of subsidiary under Ind AS		–	–
Deferred revenue on customer loyalty programme		–	–
Fair valuation of investments		–	–
Fair valuation of derivatives		–	–
Provision for expected credit losses on trade receivables		–	–
Fair valuation of security deposits		–	–
Proposed dividend		–	–
Borrowings – transaction cost adjustment		–	–
Discounting of provisions		–	–
Forward element of forward contracts designated in a hedging relationship		–	–
Tax effects of adjustments		–	–
<b>Total adjustments</b>		–	–
<b>Total equity as per Ind AS</b>		<b>224,858,387</b>	<b>198,153,715</b>

(All amounts in INR lakhs, unless otherwise stated)

First -time adoption of Ind AS

### Reconciliation of total comprehensive income for the year ended 31 March 2017

	Notes to first-time adoption	31-Mar-17
Profit after tax as per previous GAAP		26501670
<b>Adjustments:</b>		
Consolidation of subsidiary under Ind AS		–
Deferred revenue on customer loyalty programme		–
Fair valuation of investments		–
Fair valuation of derivatives		–
Provision for expected credit losses on trade receivables		–
Fair valuation of security deposits Borrowings – transaction cost adjustment Discounting of provisions		–
Forward element of forward contracts designated in a hedging relationship		–
Employee stock option expense recognised based on fair value method		–
Remeasurements of post-employment benefit obligations		–
Tax effects of adjustments		–
<b>Total adjustments</b>		–
<b>Profit after tax as per Ind AS</b>		<b>26,501,670</b>
<b>Other comprehensive income</b>		–
<b>Total comprehensive income as per Ind AS</b>		<b>26,501,670</b>

# MARIS SPINNERS LIMITED

## First-time adoption of Ind AS

Impact of Ind AS adoption of the consolidated statements of cash flow for the year ended 31 March 2017

(Amount in Rs.)

	Notes to first-time adoption	Previous GAAP*	Adjustments	Ind AS
Net cash flow from operating activities		131040952	–	131040952
Net cash flow from investing activities		(30,523,061)	–	(30,523,061)
Net cash flow from financing activities		(89,236,262)	–	(89,236,262)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>11281629</b>	<b>–</b>	<b>11281629</b>
Cash and cash equivalents as at 1 April 2016		4183309		4183309
Effects of exchange rate changes on cash and cash equivalents		–	–	–
<b>Cash and cash equivalents as at 31 March 2017</b>		<b>15464938</b>	<b>–</b>	<b>15464938</b>



## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2018

Rs. in Lakh

PARTICULARS	NOTE NO.	UNIT I	UNIT II	Consolidated as at 31st March 2018	Consolidated as at 31st March 2017
Revenue from Operations	17	6,700.99	5,518.52	12,219.50	11,772.98
Other Income	18	269.26	3.30	272.56	278.66
<b>Total Revenue</b>		<b>6,970.25</b>	<b>5,521.82</b>	<b>12,492.07</b>	<b>12,051.64</b>
<b>Expenses:</b>					
Cost of materials consumed	19	4,142.14	3,712.42	7,854.55	6,933.20
Purchases of Stock-in-Trade					
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	48.40	-40.69	7.71	344.41
Employee Benefit Expenses	21	622.68	319.60	942.28	869.15
Finance Cost	22	379.39	111.39	490.78	473.77
<b>Other Expenses</b>	23				
Direct Manufacturing Expenses		1,143.58	977.99	2,121.58	2,093.22
Administrative and Other Expenses		339.95	163.28	503.23	533.72
Depreciation and Amortisation Expenses	2	381.90	115.95	497.85	505.88
<b>Total Expenses</b>		<b>7,058.04</b>	<b>5,359.94</b>	<b>12,417.98</b>	<b>11,753.35</b>
<b>Profit before Tax</b>		<b>(87.79)</b>	<b>161.88</b>	<b>74.09</b>	<b>298.29</b>
<b>Less: Tax expense</b>					
Current Tax		-	15.95	15.95	93.37
Deferred Tax Expenses/(Savings)		(40.07)	(16.62)	(56.69)	(37.64)
Adjustment towards MAT Credit Entitlement of Earlier Years		15.66	0.14	15.81	(21.97)
Other Comprehensive Income					
Items that will not be reclassified to profit and loss in subsequent periods					
Remeasurement of net defined benefit liability/assets					
Total other comprehensive Income for the year		2.39	1.77	4.16	0.49
Total comprehensive Income for the year					
<b>Profit (Loss) for the Period</b>		<b>(60.99)</b>	<b>164.17</b>	<b>103.18</b>	<b>265.02</b>
<b>Weighted Average Number of Shares</b>		4,295,160	3,877,200	8,172,360	8,172,360
<b>Earnings per Equity Share - Basic and Diluted (Rs.)</b>		<b>(1.42)</b>	<b>4.23</b>	<b>1.26</b>	<b>3.24</b>

Summary of significant accounting policies  
and Other Notes to accounts

1      Integral part of the financial statements  
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For MARIS SPINNERS LIMITED

ANANDKUMAR RENGASWAMY  
Managing Director

T.JAYARAMAN  
Director

A HARIGOVIND  
Chief Financial Officer

K.V.S. RAGHAVAN  
Company Secretary

VIJAYAKUMAR JANADRI  
Chartered Accountant  
(Membership No. 222127)

Place : Chennai  
Date : 30.05.2018

# MARIS SPINNERS LIMITED

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## Note - 1: Significant Accounting Policies

### 1. Accounting Convention:

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the "Act") and other relevant provisions of the Act.

The financial statements up to and for the year ended 31 March 2018 were prepared in accordance with the Companies (Accounting Standards) Rules 2015, notified under section 133 of the Act and other provisions of the Act.

### 2. Statement of Compliance

The Financial Statements comprising Balance Sheet, Statement of changes in Equity, Cash Flow statement, together with notes for the year ended March 31, 2018 have been prepared in accordance with Ind AS as notified.

### 3. Functional and presentation currency:

These financial statements are presented in Indian Rupees, which is also the Company's functional currency. All the amounts have been rounded- off to the nearest rupees, unless otherwise indicated.

### 4. Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial assets and financial liabilities to the extent applicable are measured at fair values.

### 5. Measurement of Fair Values:

A number of Company's accounting policies and disclosures require a measurement of their fair value, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes periodic review of all significant fair value measurement, including level 3 fair values.

The management regularly reviews significant unobservable inputs and valuation adjustments.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes has occurred

### 6. Use of estimates and judgments:

"In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively."

#### a) Judgements

Information about judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are disclosed in financial statement wherever necessary:



**b) Assumptions and estimations uncertainties**

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial year ending 31 March 2018 are disclosed in financial statement wherever necessary:

**7. Significant accounting policies:**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**(i) Impairment of Assets:**

**a. Impairment of financial instruments**

"The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost;"

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt investments at FVCOI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

"Evidence that a financial asset is credit - impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 365 days or more;
- The restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- It is probable that the borrower will enter bankruptcy or the other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties"

"The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- Debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition."

"Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-months expected credit losses are the portion of expected credit loss that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk."

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

# MARIS SPINNERS LIMITED

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"The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Company considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is 365 days or past due."

## **Measurement of expected credit losses**

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for the financial assets measured at amortised cost are deducted from the gross carrying amount of assets.

## **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of the amounts due."

## **b. Impairment of non-financial assets**

The Company's non-financial assets and deferred tax asset, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents smallest group of assets that generates cash inflows that are largely independent of the cash inflows or other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use or its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

"The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis."

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

## ii. Revenue recognition

"Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, net of taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised."

Recognition of dividend income, interest income or expense

### a) Dividend income

Dividends are recognised in profit or loss on the date on which the Company's right to receive payment is established.

### b) Interest income or expense

"Interest income or expense is recognised using the effective interest rate method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of a financial asset; or
- the amortised cost of financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis."

### c) Financial Instruments

#### I. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial assets or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

#### II. Classification and subsequent measurement

##### Financial assets

On initial recognition, a financial asset is classified as measured at,

- amortised cost
- Fair value through other comprehensive income (FVOCI) - debt investment;
- Fair value through other comprehensive income (FVOCI) - equity investment; or
- Fair value through profit & loss- (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

# MARIS SPINNERS LIMITED

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A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrecoverably elect to present subsequent changes in investment's fair value in OCI (designated as FVOCI - equity investment). The election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise

## **Financial assets: Business model assessment**

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to the management.

The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial asset to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- The risk that effects the performance of the business model (and the financial asset held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of the financial assets in prior periods, the reasons for such sales and expectations about future sales activity .

Transfers of financial assets to third parties in transactions that do not qualify for de-recognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.





For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

To assess whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable interest rate futures;
- Prepayments and extension features; and
- Terms that limits the Company's claim to cash flows from specified assets (e.g. non-recourse feature)

A prepayment feature is consistent with the solely payment of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

"Financial assets at FVTPL:

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss. "

"Financial assets at amortised cost:

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss."

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains or losses are recognised in profit or loss. Any gain or loss on de-recognition is also recognised in profit and loss.

### **iii. De-recognition**

Financial Assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of the ownership and does not retain control of the financial asset.

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If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all the risks and rewards of the transferred assets, the transferred assets are not de-recognised.

## **Financial Liabilities**

The Company de-recognises a financial liability when the contractual obligations are discharged or cancelled, or expire.

The Company de-recognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the extinguished liability and the new financial liability with modified terms is recognised in profit and loss.

### **iv. Offsetting**

Financial assets and liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### **iii) Taxes**

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

#### **Current tax**

"Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis to simultaneously."

#### **Minimum alternate tax ('MAT')**

MAT paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as 'MAT Credit Entitlement'. The Company reviews the 'MAT credit entitlement' asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

#### **Deferred tax**

"Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for the financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary difference arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;



- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future."

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in any case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

"Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of the deferred tax reflects tax consequences that would flow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on a different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously."

#### iv) Provisions

A provision is recognised if, as a result of past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-fix rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

#### v) Earnings per share

"The basic loss per share is computed by dividing the net profit/ (loss) attributable to owner's of the Company for the year by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/ (loss) per share comprises the weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included."

### 8. Recent accounting pronouncements

#### a) Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7 "Statements of Cash Flows" and Ind AS 102 "Share Based Payment". These amendments are applicable to the Company from April 1, 2017.

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## **Amendments to Ind AS 7:**

"The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The Company has evaluated the disclosure requirements of amendment and the effect on the financial statements is not expected to be material.

## **Amendments to Ind AS 102:**

The above standard is not applicable to the Company.

## **9. Earnings per Share:**

Basic Earning per Share is computed by dividing net profit for the year attributable to the equity holders of the Company by the weighted average number of common stock outstanding during the period.

**NOTE NO. 2  
STATEMENT OF FIXED ASSETS - (UNIT I) FORMING PART OF BALANCE SHEET**

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK		Rs. In Lakh
	COST AS ON 01.04.2017	ADDITIONS 2017-18	DELETIONS 2017-18	TOTAL COST 31.03.2018	AS ON 01.04.2017	WITHDRAWN 2017-18	FOR THE YEAR	AS AT 31.03.2018	AS AT 31.03.2018	AS AT 31.03.2017	
	LAND	39.13	-	-	39.13	-	-	-	-	39.13	39.13
BUILDINGS	797.72	-	-	797.72	278.17	-	26.01	304.19	493.53	519.55	
BOREWELL	1.77	-	-	1.77	1.47	-	0.03	1.50	0.27	0.30	
PLANT & MACHINERY	4984.93	9.79	-	4994.73	4,087.59	-	226.00	4,313.59	681.14	897.35	
TRANSFORMER	88.20	-	-	88.20	34.68	-	10.43	45.10	43.09	53.52	
ELECTRICAL INSTALLATION	395.62	6.86	-	402.48	270.38	-	34.68	305.06	97.42	125.24	
TOOLS & EQUIPMENTS	68.36	3.63	-	71.99	28.59	-	4.67	33.25	38.74	39.77	
OFFICE EQUIPMENTS	30.49	-	-	30.49	21.94	-	3.73	25.67	4.82	8.55	
VEHICLES	176.64	23.66	21.88	178.42	142.24	16.03	21.27	147.48	30.94	34.40	
FURNITURES & FIXTURES	35.47	0.10	-	35.57	24.21	-	1.40	25.61	9.96	11.27	
COMPUTERS	36.86	0.64	-	37.50	32.14	-	2.77	34.90	2.59	4.72	
WIND MILL	1088.88	-	-	1088.88	325.34	-	50.90	376.25	712.63	763.54	
<b>TOTAL</b>	<b>7744.06</b>	<b>44.68</b>	<b>21.88</b>	<b>7766.87</b>	<b>5246.73</b>	<b>16.03</b>	<b>381.90</b>	<b>5612.60</b>	<b>2154.26</b>	<b>2497.33</b>	

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**NOTE NO. 2**  
**STATEMENT OF FIXED ASSETS - (UNIT II) FORMING PART OF BALANCE SHEET** **Rs. In Lakh**

DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK		
	COST AS ON 01.04.2017	ADDITIONS 2017-18	DELETIONS 2017-18	TOTAL COST 31.03.2018	AS ON 01.04.2017	WITHDRAWN 2017-18	FOR THE YEAR	AS AT 31.03.2018	AS AT 31.03.2017
LAND	13.24	-	-	13.24	-	-	-	13.24	13.24
BUILDINGS	575.88	-	-	575.88	374.56	-	21.67	179.64	201.31
PLANT & MACHINERY	2,865.25	-	-	2,865.25	2,682.41	-	75.58	107.26	182.83
COMPRESSOR	34.41	-	-	34.41	29.37	-	-	5.04	5.04
ELECTRICAL INSTALLATION	239.47	-	-	239.47	206.85	-	6.17	26.44	32.61
TOOLS & EQUIPMENTS	10.65	-	-	10.65	9.65	-	-	1.00	1.00
FURNITURES & FIXTURES	4.62	-	-	4.62	4.62	-	-	-	-
VEHICLES	65.58	30.99	23.31	73.26	42.68	11.28	11.91	29.96	22.90
OFFICE EQUIPMENTS	5.77	0.21	-	5.98	5.15	-	0.44	0.39	0.62
BOREWELL	1.96	-	-	1.96	1.96	-	-	-	-
COMPUTERS	8.92	0.08	-	9.00	8.58	-	0.18	0.24	0.34
<b>TOTAL</b>	<b>3,825.75</b>	<b>31.28</b>	<b>23.31</b>	<b>3,833.73</b>	<b>3,365.85</b>	<b>11.28</b>	<b>115.95</b>	<b>3,470.52</b>	<b>459.90</b>



Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Note - 3 - Non Current Investments</b>				
Invested in shares of ARS ENERGY PVT. LTD. (200 Shares at Nominal Value of Rs.10/- each and Premium at Rs 265/-)	–	0.41	0.41	0.55
Invested in ARH ENERGY LLP (26% of the total capital of Rs. 1,00,000/-)	–	0.26	0.26	–
Invested in shares of Green Infra Wind Power Generation Limited (60,000 Shares at Nominal value of Rs.10/- each-)	6.00	–	6.00	–
	6.00	0.67	6.67	6.55
<b>Note - 4 - Long Term Loans and Advances</b>				
<b>DEPOSITS</b>				
Deposits	46.02	36.90	82.92	150.70
Loans and Advances	206.77	–	206.77	602.00
<b>Total</b>	<b>252.79</b>	<b>36.90</b>	<b>289.68</b>	<b>752.70</b>
<b>Note - 5 - Inventories</b>				
Finished Goods	60.00	106.04	166.04	181.86
Raw Materials	2,536.16	695.18	3,231.35	3,217.65
Stock in Process	112.16	74.09	186.25	170.08
Stores & Spares	85.60	2.76	88.36	112.35
Waste Cotton	0.84	20.81	21.65	9.55
<b>Total</b>	<b>2,794.77</b>	<b>898.89</b>	<b>3,693.66</b>	<b>3,691.50</b>
<b>Note - 6 - Trade Receivables</b>				
A. Secured	–	–	–	–
B. Unsecured, considered good				
(a) Outstanding for a period exceeding six months	1.05	–	1.05	208.48
(b) Others	1,087.54	636.91	1,724.45	1,092.88
<b>Total</b>	<b>1,088.59</b>	<b>636.91</b>	<b>1,725.50</b>	<b>1,301.36</b>
<b>Note - 7 - Cash and Bank Balances</b>				
<b>Cash and cash equivalents</b>				
Balance with banks	40.44	1.30	41.75	140.41
Cash in hand	7.10	2.78	9.88	14.24
<b>Total</b>	<b>47.54</b>	<b>4.09</b>	<b>51.63</b>	<b>154.65</b>

# MARIS SPINNERS LIMITED

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Note - 8 - Short Term Loans and Advances</b>				
Unsecured - considered good Loans & Advances	62.21	32.47	94.68	122.22
<b>Total</b>	<b>62.21</b>	<b>32.47</b>	<b>94.68</b>	<b>122.22</b>
<b>Note - 9 - Other Current Assets</b>				
Advance Paid - Capital Goods	4.67	–	4.67	4.69
Advance Paid - Stores and Spares	8.21	5.79	13.99	9.15
Duties & Taxes	124.19	98.42	222.61	98.48
Prepaid Expenses	60.81	7.98	68.79	65.74
Interest accrued but not due	0.61	–	0.61	0.22
Margin on Bill	0.91	–	0.91	0.93
Others	1.59	–	1.59	0.31
<b>Total</b>	<b>213.93</b>	<b>99.25</b>	<b>313.18</b>	<b>179.91</b>



Notes to the financial statement  
Note - 10 - Equity Share capital

Rs. in Lakh

Particulars	Unit I		Unit II		Consolidated		Consolidated	
	As at 31st March 2018		As at 31st March 2018		As at 31st March 2018		As at 31st March 2017	
	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)
<b>Authorised Share Capital</b>								
99,50,000 Equity shares of Rs. 10/- each	99,50,000	995.00					99,50,000	995.00
50,000 Preference Shares of Rs.10/- each	50,000	5.00					50,000	5.00
<b>Issued Share Capital</b>								
82,95,160 Equity Shares of Rs.10/- each	82,95,160	829.52					82,95,160	829.52
<b>Subscribed Share Capital</b>								
81,72,360 Equity Shares of Rs.10/- each	81,72,360	817.24					81,72,360	817.24
<b>Paid up Share Capital</b>								
4295160 Equity Shares of Rs. 10/- each	4,295,160	429.52					42,95,160	429.52
38,77,200 Equity Shares of Rs. 10/- each	-	-	3,877,200	387.72			3,877,200	387.72
<b>Less: Calls unpaid</b>								
	-	-		13.20			-	13.21
<b>Total</b>	<b>4,295,160</b>	<b>429.52</b>	<b>3,877,200.00</b>	<b>374.53</b>	<b>8,172,360</b>	<b>804.04</b>	<b>8,172,360</b>	<b>804.03</b>

# MARIS SPINNERS LIMITED

## 10.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

### Equity shares

Rs. in Lakh

Particulars	31st March 2018		31st March 2017	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	8,172,360	804.04	8,172,360	802.99
Shares issued during the year	–	–	–	–
Shares bought back during the year	–	–	–	–
<b>Shares outstanding at the end of the year</b>	<b>8,172,360</b>	<b>804.04</b>	<b>8,172,360</b>	<b>802.99</b>

## 10.2 Details of shareholders' holding equity shares more than 5%

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Anandkumar Rengaswamy	1,641,720	20.09	998,000	12.21
Anandkumar Rengaswamy HUF	999,860	12.23	790,360	9.67
M Rengaswamy	–	–	643,720	7.88
T Raghuraman	700,040	8.57	700,040	8.57
T Jayaraman HUF	458,900	5.62	458,900	5.62
T Jayaraman	448,525	5.49	448,525	5.49
T Raghuraman HUF	445,100	5.45	445,100	5.45

**10.3** "The Company has issued only one class of shares referred to as Equity shares having a par value of Rs. 10 each - Holder of Equity is entitled to one vote per share"

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently other than loans from banks and financial institutions. The distribution of assets will be in proportion to the number of equity shares held by the shareholders.



Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Note - 11 - Other Equity</b>				
<b>Central Subsidy</b>				
Balance at the beginning of the reporting period	15.00	–	15.00	15.00
Add: Current Year Transfer	–	–	–	–
<b>Balance at the closing of the reporting period</b>	<b>15.00</b>	<b>–</b>	<b>15.00</b>	<b>15.00</b>
<b>Generator Subsidy</b>				
Balance at the beginning of the reporting period	8.45	–	8.45	8.45
Add: Current Year Transfer	–	–	–	–
<b>Balance at the closing of the reporting period</b>	<b>8.45</b>	<b>–</b>	<b>8.45</b>	<b>8.45</b>
<b>General Reserve</b>				
Balance at the beginning of the reporting period	21.81	–	21.81	21.81
Add: Transferred from Investment Allowance	–	–	–	–
<b>Balance at the closing of the reporting period</b>	<b>21.81</b>	<b>–</b>	<b>21.81</b>	<b>21.81</b>
<b>Wind Mill Subsidy</b>				
Balance at the beginning of the reporting period	13.50	–	13.50	13.50
Add: Current Year Transfer	–	–	–	–
<b>Balance at the closing of the reporting period</b>	<b>13.50</b>	<b>–</b>	<b>13.50</b>	<b>13.50</b>
<b>Securities Premium Account</b>				
Balance at the beginning of the reporting period	–	387.72	387.72	387.72
Less: Premium due on 263900 shares at Rs.5/-	–	13.20	13.20	13.21
Add: Current Year Transfer	–	–	–	–
<b>Balance at the closing of the reporting period</b>	<b>–</b>	<b>374.53</b>	<b>374.53</b>	<b>374.51</b>
<b>Surplus/(Deficit) in the statement of profit and loss</b>				
Balance at the beginning of the reporting period	1,364.30	(353.00)	1,011.29	746.33
Add: Profit/(Loss) for the current year	(60.99)	164.17	103.18	265.02
<b>Less : Appropriations</b>				
Dividend Paid	42.95	37.45	80.40	–
Dividend Distribution Tax	8.35	7.28	15.64	–
Short Provision of Dividend	–	–	–	0.05
Net surplus in the statement of profit and loss	1,252.00	(233.57)	1,018.43	1,011.29
<b>Total</b>	<b>1,310.76</b>	<b>140.95</b>	<b>1,451.71</b>	<b>1,444.56</b>

# MARIS SPINNERS LIMITED

## Note - 12 - Long Term Borrowings

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>(a) Term Loans</b>				
<b>Secured Loans</b>				
<b>From Banks</b>				
<b>Indian Overseas Bank TUF Loan III</b> (Secured By Exclusive First Charge on Machineries purchased and pari-pasu charged on the building constructed) Terms of Repayment - 84 Monthly Installments of Rs. 12 Lakh	15.53	–	15.53	171.54
<b>Indian Overseas Bank TI IV (Windmill)</b> (Secured By Exclusive First Charge on Windmill Installed) Terms of Repayment - 96 Monthly Installments of Rs. 8.34 Lakhs with a holiday of 12 Months	66.49	–	66.49	174.33
<b>Indian Overseas Bank Term Loan - Staff Qtrs</b> (Secured By Exclusive First charge on land and building proposed to be constructed out of the proposed term loan) Terms of Repayment - 84 Monthly Installments of Rs. 1.46 Lakhs	91.32	–	91.32	–
<b>Common Collateral Security for working capital limits and terms loans availed from Indian Overseas Bank</b> Secured by land admeasuring 21.51 acres located at TS. Nos. 861/pt, 870, 728, 726 part and 725 part of Ootacamund Village and building constructed thereon with a plinth area of 4800 Sq ft owned by Mrs.T Kamala W/o. Mr.Thangavelu, Havukal Estate, Kotagiri, Nilgris. Secured by land admeasuring 21.08 acres located at TS. Nos. 861/pt, 726 part and 723 part of Ootacamund Village and building constructed thereon with a plinth area of 4800 Sq ft owned by Anand Kumar Rengaswamy (legal heirs of Mrs.R Meenakshi W/o Mr.M Rengaswamy)				
<b>Personal Guarantee of Directors and Others</b> The above Long Term Borrowings are also guaranteed by Personal Guarantee of Sri Mr.T.Jayaraman (Director) - Individual & HUF, Mr.Anand Rangawamy(Director), Mr.T.Raghuraman (Director) and T.Kamala.				



**Note - 12 - Long Term Borrowings (Contd.)**

**Rs. in Lakh**

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<p><b>Karur Vysya Bank - Term Loan II</b> Terms of Repayment - 60 monthly installments of Rs.2,66,251/-</p>	-	7.99	7.99	37.28
<p><b>Karur Vysya Bank - Term Loan III</b> (48 Monthly Installments after a Holiday period of 6 months. Monthly interest to be serviced as and when debited) (Pari Passu Charge in the entire current assets of the company with IOB) (First Charge on the Fixed assets of the company at Unit II at Mannapparai and Second charge on the Land and building and other fixed assets of the Unit I of the company situated at Mysore along with Indian Overseas Bank)</p>	-	186.43	186.43	286.28
<p><b>Common Collateral Security for working capital limits and terms loans availed from Indian Overseas Bank</b>  Pari Passu Second Charge on the Land and Buildings and other Fixed Assets of Unit 1 of the Company situated in the Factory at Hunsur, Mysore District, along with Indian Overseas Bank  Additional Equitable Mortgage on the Land and Building of Unit II of the Company situated at Manapparai, Tamilnadu under Pari Passu basis along with Indian Overseas Bank  Secured by land admeasuring 21.51 acres located at TS. Nos. 861/pt, 870, 728, 726 part and 725 part of Ootacamund Village owned by Mrs.T Kamala W/o Mr.Thangavelu, Secured by land admeasuring 21.08 acres located at TS. Nos. 861/pt, 726 part and 723 part of Ootacamund Village owned by Anand Kumar Rengaswamy (legal heirs of Mrs.R Meenakshi W/o Mr.M Rengaswamy)</p>				
<p><b>Personal Guarantee of Directors and Others</b> Personal Guarantee of the promoter Director (Shri.T.Raghuraman) and the two title holders (Smt.T.Kamala W/o M.Thangavelu and Legal heirs of Smt.R.Meenakshi W/o Shri.M Rengaswamy)</p>				

# MARIS SPINNERS LIMITED

## Note - 12 - Long Term Borrowings (Contd.)

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>HDFC Car Loan</b> (Secured By Hypothecation of Ford ECO SPORT Car Terms of Repayment -60 Monthly Installments of Rs.19,369/- each including interest)	1.40	–	1.40	3.49
<b>HDFC Car Loan</b> (Secured By Hypothecation of Innova Terms of Repayment -36 Monthly Installments of Rs.69409/- each including interest) The company has not defaulted in repayment of Principal and Interest on above said loans.	10.47	–	10.47	–
<b>Unsecured Loans</b>				
<b>(a) From Related Parties</b>				
Sri.Raghuraman - Director	–	50.00	50.00	50.00
<b>(b) From Inter Corporate Deposits</b>				
Eternal Enterprises Private Limited	–	158.75	158.75	158.75
Southern India Depository Services P Ltd.,	–	145.00	145.00	145.00
A.A. Foods Private Limited.	–	36.00	36.00	36.00
<b>Total</b>	<b>185.20</b>	<b>584.17</b>	<b>769.37</b>	<b>1,062.67</b>

## Note - 13 - Trade Payables

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Trade payables for</b>				
Capital Goods	1.57	-	1.57	10.52
Raw Material	2,078.56	116.92	2,195.48	1,385.85
Stores & Spares	16.79	40.54	57.32	28.96
Expenses	94.04	26.37	120.40	122.77
Yarn Sales Commission	40.06	12.70	52.77	72.98
<b>Total</b>	<b>2,231.02</b>	<b>196.53</b>	<b>2,427.54</b>	<b>1,621.08</b>



**Note - 14 - Short Term Borrowings**

**Rs. in Lakh**

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>(a) Loan Repayable on Demand:</b>				
<b>(i) From Banks</b>				
<b>Secured:</b>				
<b><u>Open Cash Credit</u></b>				
Karur Vysya Bank	-	272.97	272.97	49.65
(Terms of Repayment - Repayment on Demand)				
<b><u>Working Capital Term Loan</u></b>				
Karur Vysya Bank	-	230.00	230.00	0.00
Terms of Repayment - Repayment on Demand				
<b>Above Loans are Secured By-</b>				
First Charge on the entire Current Assets of the company on pari passu basis with Indian Overseas Bank				
Pari Passu Second Charge on the land and buildings and other Fixed Assets of Unit 1 of the Company situated in the Factory at Hunsur, Mysore District				
Additional Equitable Mortgage on the Land and Building of Unit II of the Company situated at Manaparai, Tamilnadu under Pari Passu basis along with Indian Overseas Bank				
Personal Guarantee of the two promoter Directors (Shri.T.Raghuraman and Shri Anand Kumar Rengaswamy) and the two title holders (Smt.T.Kamala W/o M.Thangavelu and Legal heirs of Smt.R.Meenakshi W/o Shri.M Rengaswamy)				
The company has not defaulted in repayment of Principal and Interest on above said loans				
<b>Karur Vysya Bank - Term Loan I</b>	-	-	-	-
Terms of Repayment - 48 monthly installments after holiday period of 6 months				
<b>Karur Vysya Bank - Term Loan II</b>	-	29.29	29.29	31.95
Terms of Repayment - 60 monthly installments of Rs.2,66,251/-				

# MARIS SPINNERS LIMITED

## Note - 14 - Short Term Borrowings (Contd.)

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<p><b>Karur Vysya Bank - Term Loan III</b> (48 Monthly Installments after a Holiday period of 6 months. Monthly interest to be serviced as and when debited)</p> <p>(First Charge on the Fixed assets of the company at Unit II at Mannapparai and Second charge on the Land and building and other fixed assets of the Unit I of the company situated at Mysore along with Indian Overseas Bank)</p> <p><b>Common Collateral Security for working capital limits and terms loans availed from Indian Overseas Bank</b></p> <p>Pari Passu Second Charge on the Land and Buildings and other Fixed Assets of Unit 1 of the Company situated in the Factory at Hunsur, Mysore District, along with Indian Overseas Bank</p> <p>Additional Equitable Mortgage on the Land and Building of Unit II of the Company situated at Manaparai, Tamilnadu under Pari Passu basis along with Indian Overseas Bank</p> <p>Secured by land admeasuring 21.51 acres located at TS. Nos. 861/pt, 870, 728, 726 part and 725 part of Ootacamund Village owned by Mrs.T Kamala W/o Mr.Thangavelu</p> <p>Secured by land admeasuring 21.08 acres located at TS. Nos. 861/pt, 726 part and 723 part of Ootacamund Village owned by Anand Kumar Rengaswamy (legal heirs of Mrs.R Meenakshi W/o Mr.M Rengaswamy)</p> <p><b>Personal Guarantee of Directors and Others</b> Personal Guarantee of the promoter Director (Shri.T.Raghuraman) and the two title holders (Smt.T.Kamala W/o M.Thangavelu and Legal heirs of Smt.R.Meenakshi W/o Shri.M Rengaswamy)</p> <p><b>State Bank of India-Warehouse financing</b> (Secured against Raw Cotton stored in warehouse situated at the Mills premises, Hunsur)</p> <p><b>Personal Guarantee of Directors and Others</b> Personal Guarantee of the promoter Directors (Shri.T.Raghuraman, Shri Anand Rengaswamy, Shri Jayaraman, and Smt. Kamala)</p>	-	108.33	108.33	103.65
	805.59	-	805.59	600.00





**Note - 14 - Short Term Borrowings (Contd.)**

**Rs. in Lakh**

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Term Loans Payable within 12 Months</b>				
<b>Indian Overseas Bank TUF Loan I</b> (Secured By Hypothecation of Machinery with exclusive charge) Terms of Repayment -84 Monthly Installments of Rs. 10.45 Lakhs	-	-	-	92.21
<b>Indian Overseas Bank TUF Loan II</b> (Secured By Hypothecation of Machinery with exclusive charge) Terms of Repayment -84 Monthly Installments of Rs. 1.17 Lakhs	-	-	-	1.03
<b>Indian Overseas Bank TUF Loan III</b> (Secured By Exclusive First Charge on Machineries purchased and pari-pasu charged on the building constructed) Terms of Repayment -84 Monthly Installments of Rs. 12 Lakhs	144.00	-	144.00	144.00
<b>Indian Overseas Bank (Windmill)</b> (Secured By Exclusive First Charge on Windmill Installed) Terms of Repayment - 96 Monthly Installments of Rs. 8.34 Lakhs with a holiday of 12 Months	100.08	-	100.08	100.08
<b>Indian Overseas Bank (Staff quarters)</b> (Secured By Exclusive First Charge on land and building proposed to be constructed out of the proposed term loan) Terms of Repayment - 84 Monthly Installments of Rs. 1.46 Lakhs	17.57	-	17.57	-
<b>Common Collateral Security for working capital limits and terms loans availed from Indian Overseas Bank</b> Secured by land admeasuring 21.51 acres located at TS. Nos. 861/pt, 870, 728, 726 part and 725 part of Ootacamund Village and building constructed thereon with a plinth area of 4800 Sq ft owned by Mrs.T Kamala W/o Mr.Thangavelu, Havukal Estate, Kotagiri, Nilgris. Secured by land admeasuring 21.08 acres located at TS. Nos. 861/pt, 726 part and 723 part of Ootacamund Village and building constructed thereon with a plinth area of 4800 Sq ft owned by Anand Kumar Rengaswamy (legal heirs of Mrs.R Meenakshi W/o Mr.M Rengaswamy)				

# MARIS SPINNERS LIMITED

## Note - 14 - Short Term Borrowings (Contd.)

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Personal Guarantee of Directors and Others</b> The above Long Term Borrowings are also guaranteed by Personal Guarantee of Sri Mr.T.Jayaraman (Director) - Individual & HUF, Mr.Anand Rangaswamy (Director), Mr.T.Raghuraman (Director) and T.Kamala.				
<b>HDFC - Ford Eco Sport</b> (Secured By Hypothecation of Ford ECO SPORT Car) Terms of Repayment -60 Monthly Installments of Rs.19,369/- each)	2.09	–	2.09	2.32
<b>HDFC - Innova</b> (Secured By Hypothecation of Innova) Terms of Repayment -36 Monthly Installments of Rs.69,409/- each)	7.11	–	7.11	–
<b>HDFC Car Loan (Skoda)</b> (Secured By Hypothecation of Skoda Car) (Terms of Repayment - 60 Monthly Installments of Rs. 27022/-)				
<b>(b) Other Loan and Advances</b>				
<b>Unsecured:</b>				
<b>Secured:</b>				
<b>Cash Credit</b>				
Indian Overseas Bank, Chennai Bank OD	993.72	–	993.72	2,075.75
Indian Overseas Bank, KM Vadi	13.79	–	13.79	13.40
<b>All the above loans are secured by:</b> (Stocks of cotton, WIP, Finished goods of yarn / Book Debts by way of first charge on pari passu basis with KVB Second Charge on fixed assets of Unit II on pari passu basis with other working capital lenders viz. KVB excluding the assets financed by KVB and charged exclusively to them Additional Equitable Mortgage on the Land and Building of Unit II of the Company situated at Manaparai, Tamilnadu under Pari Passu basis along with Indian Overseas Bank Personal Guarantee of Sri. Mr.T.Jayaraman (Director) - Individual & HUF, Mr.Anand Rangawamy(Director), Mr.T.Raghuraman (Director) and T.Kamala (Director).				
<b>HDFC BANK LTD - MYLAPORE [50200020995634]</b> The company has not defaulted in repayment of Principal and Interest on above said loans	114.51	–	114.51	424.92
<b>Total</b>	<b>2,198.46</b>	<b>640.59</b>	<b>2,839.05</b>	<b>3,638.97</b>



Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Note - 15 - Other Current Liabilities</b>				
<b>Other Payables</b>				
Advance Received from Customers	209.72	0.61	210.33	201.59
Duties and Taxes	14.44	32.91	47.35	49.13
Other Liabilities	0.13	13.41	13.54	14.77
<b>Total</b>	<b>224.29</b>	<b>46.93</b>	<b>271.22</b>	<b>265.49</b>
<b>Note - 16 - Short Term Provisions</b>				
<b>(a) Provision For Employee Benefits</b>				
	56.39	47.98	104.37	101.46
<b>(b) Others</b>				
Provision for Income Tax	46.01	53.81	99.82	137.94
Provision for Scheme Batch Lumpsum Payable	–	14.82	14.82	13.46
Dividend Payable	–	–	–	–
Dividend Distribution Tax Payable	–	–	–	–
<b>Total</b>	<b>102.40</b>	<b>116.61</b>	<b>219.02</b>	<b>252.87</b>
<b>Note - 17 - Revenue From Operations</b>				
<b>a) Sale of Products</b>				
Yarn Sales - Domestic	6,470.97	5,153.89	11,624.86	11,360.69
<b>b) Other Operating Revenues</b>				
Packing Income	7.62	6.42	14.03	13.16
Waste Cotton Sales	217.51	348.08	565.59	390.50
Waste Yarn Sales	–	8.21	8.21	5.88
Scrap Sales	4.89	1.92	6.82	2.76
<b>Total</b>	<b>6,700.99</b>	<b>5,518.52</b>	<b>12,219.50</b>	<b>11,772.98</b>

# MARIS SPINNERS LIMITED

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Note - 18 - Other Income</b>				
<b>Other Incomes</b>				
Wind Generation	236.51	–	236.51	237.65
Interest – Others	16.62	3.30	19.93	10.34
Interest Subsidy– TUF Loan	11.05	–	11.05	23.76
Profit on Sale of Assets	–	–	–	0.18
Solar Power	4.43	–	4.43	4.54
Sundry Balances Written Back	–	–	–	–
Testing charges	–	–	–	–
Other Income	–	–	–	–
Insurance claim	–	–	–	–
Interest on FD	0.65	–	0.65	2.18
<b>Total</b>	<b>269.26</b>	<b>3.30</b>	<b>272.56</b>	<b>278.66</b>
<b>Note - 19 - Cost of Material Consumed</b>				
<b>Materials Consumed</b>				
Opening Stock of Raw Material	2,474.21	743.44	3,217.65	1,974.05
Add: Purchase Cost of Raw Material	4,204.09	3,664.16	7,868.25	8,176.81
Less: Closing Stock of Raw Material	2,536.16	695.18	3,231.35	3,217.65
<b>Total</b>	<b>4,142.14</b>	<b>3,712.42</b>	<b>7,854.55</b>	<b>6,933.20</b>
<b>Note - 20 - Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>				
<b>Increase/(Decrease) in Inventories</b>				
<b>CLOSING STOCK</b>				
Finished Goods	60.00	106.04	166.04	181.86
Work in Process	112.16	74.09	186.25	170.08
Waste Cotton	0.84	2.76	3.60	9.55
Stores & spares	–	20.81	20.81	–
	173.00	203.71	376.71	361.50
<b>OPENING STOCK</b>				
Finished Goods	122.67	59.19	181.86	541.07
Work in Process	97.75	72.33	170.08	162.43
Waste Cotton	0.98	8.58	9.55	2.41
Stores & spares	–	22.92	22.92	–
	221.40	163.02	384.42	705.91
<b>Increase/(Decrease) in Inventories</b>	<b>(48.40)</b>	<b>40.69</b>	<b>(7.71)</b>	<b>(344.41)</b>

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2018	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Note - 21 - Employee Benefit expenses</b>				
Salaries, Wages and Bonus	487.10	297.81	784.91	726.70
Staff Welfare Expenses	128.33	11.34	139.67	122.66
Other Expenses	7.25	10.44	17.69	19.79
<b>Total</b>	<b>622.68</b>	<b>319.60</b>	<b>942.28</b>	<b>869.15</b>
<b>Note - 22 - Finance Costs</b>				
<b>Interest Expenses</b>				
Interest on Working Capital	251.04	67.02	318.06	267.43
Interest on Others	13.74	–	13.74	17.23
Interest on Term Loan	56.31	–	56.31	137.03
Charges on Bill Discounted	–	–	–	0.32
Interest on Bills Discounted	56.71	–	56.71	6.74
Interest on Unsecured loan	–	44.38	44.38	44.38
Interest on Car loan	1.58	–	1.58	0.64
<b>Total</b>	<b>379.39</b>	<b>111.39</b>	<b>490.78</b>	<b>473.77</b>
<b>Note - 23 - Other Expenses</b>				
Direct Manufacturing Expenses	1,143.58	977.99	2,121.58	2,093.22
Administrative and Other Expenses	339.95	163.28	503.23	533.72
<b>Total</b>	<b>1,483.53</b>	<b>1,141.28</b>	<b>2,624.81</b>	<b>2,626.94</b>

# MARIS SPINNERS LIMITED

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## Note - 24: Other Notes to Accounts

### a) Taxes on Income and Deferred Taxes :

The Company has not made a provision for Income Tax for during the year based on the taxable income of the company for the year as per the provisions of Income Tax Act, 1961.

The Tax Savings of Rs. 56,69,190.00 has been credited to the Profit and Loss Account and correspondingly Deferred Tax Liability amounting to Rs. 1,27,00,457.00 has been disclosed in the Balance Sheet as at 31-03-2018. The disclosure of the same is as follows:

### b) Cash Flow Statement:

The cash flow statement is prepared under "Indirect Method" and the same is annexed.

Particulars	Amount (in Rs.)
Deferred Tax Liability as on 01/04/2017	1,83,69,647.00
Less: Reversal of Deferred Tax Liability	(56,69,190.00)
<b>Deferred Tax Liability as on 31/03/2018</b>	<b>1,27,00,457.00</b>

### c) Events occurring after the date of Balance Sheet:

There are no events occurring after the date of the Balance Sheet, which has a material effect on the accounts.

### d) Disclosure With Regard To Micro enterprises and Small Scale Undertaking:

In view of insufficient information received from suppliers concerning their status as "Micro Enterprise", "Small Enterprise" as defined under clause (h) & (m) of Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, disclosure of particulars regarding unpaid amounts to such suppliers could not be made in the accounts.

In view of insufficient information received from suppliers concerning their status as Small Scale undertaking as defined under clause (j) of section 3 of the Industries (Development & Regulations) Act 1951, disclosure of particulars regarding unpaid amounts to such suppliers could not be made in the accounts.

### e) Inventories

- Cost Comprises expenditure incurred in the normal course of business in bringing such inventories to its location and includes, where applicable, appropriate overheads based on normal level of activity.
- Inventories are stated at cost and as certified by the management and are valued as follows:
  - i. Raw Cotton - At Cost
  - ii. Stock in Process - At Cost
  - iii. Yarn Stock - At Cost
  - iv. Waste Cotton - At Cost or at Net Realisable Value whichever is lower

### f) Debtors/Advances and Creditors/Retentions:

Confirmations of balance of certain Debtors and Creditors as well as advances given to and received from parties have not been received by as on the date of this report and hence the said balances are subject to such confirmations and reconciliations.



g) **Remuneration payable to Statutory Auditors debited to Profit & Loss Account:**

Particulars	2017-18	2016-17
Statutory Audit Fees	Rs. 80,000.00	Rs. 80,000.00
Tax Audit Fees	Rs. 80,000.00	Rs. 80,000.00
Total	Rs. 1,60,000.00	Rs. 1,60,000.00

Note: The above fee is exclusive of service tax.

h) **Related party disclosure:**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director whether executive or otherwise. Key management personnel includes the board of directors and other senior management executives.

The disclosure required to be made as per Indian Accounting Standard - 24 "Related Party Disclosure" has been furnished separately as an *Annexure-I* to this report.

i) **Earnings Per Share:**

Basic earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year (81,72,360 Shares). The company has not issued any potential equity shares and accordingly, the basic earnings per share and diluted earnings per share are the same.

Particulars	Current Year (in Rs.)	Previous Year (in Rs.)
Profit after Taxation	1,03,17,830	2,65,01,671
Profit attributable to ordinary shareholders	1,03,17,830	2,65,01,671
Weighted average Number of Equity Shares - Issued & Subscribed	81,72,360	81,72,360
Basic Earnings Per Share (Rs.)	1.26	3.24
Diluted Earnings Per share (Rs.)	1.26	3.24

j) **Segment Reporting:**

The Company operates two Units at Hunsur, **Karnataka** and Kulithalai Road, Manapparai, Trichy, **Tamil Nadu**. However, as the products manufactured by both the units are same and as the risks and rewards attached to the operations of both the units are not significantly different treating each unit as separate segment for purpose of applicability of Accounting Standard - 17 does not arise.

k) **Dividend:**

The Board of Directors, in its meeting on 30th May, 2018, have proposed a final dividend of Rs.1/- per equity share for the financial year ended 31st March, 2018. The proposal is subject to the approval of shareholders at the Annual General Meeting and if approved would result in a cash outflow of approximately Rs.97,61,787/-, including Dividend Distribution Tax.

The Proposed dividend will be recognized in the Financial Statements in the subsequent year that is in the year in which the proposed dividend is approved by the shareholders.

# MARIS SPINNERS LIMITED

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## l) Letter of Credit

During the year, Maris Spinners Limited Unit I Hunsur has entered into a letter of credit limit with Indian Overseas Bank for Rs.16,00,00,000/- towards purchase of Raw Cotton which is secured by Documents of Title goods/ accepted hundies and charge on current assets.

## m) Contingent Liability:

- a. An amount of Rs.8,02,455/- has been raised by The Superintending Engineer, Tamil Nadu Electricity Board Trichy (Metro) Circle dated 13.05.2010 towards Excess Demand and Energy charges for exceeding the demand and energy quota during the period November & December'08 to July 2009. The company had remitted the amount and the matter had been disputed before the Appellate Tribunal for Electricity (APTEL), New Delhi and the same has been decided in our favour and the Electricity Department has gone an appeal to the Supreme Court. The company is confident of obtaining complete relief in the Apex court there by confident of getting refund of above amount.
- b. An amount of Rs.42,395/- towards difference in Stamp Duty for 14.78 acres Land purchased at Manaparai during 1995 has been claimed by The Special Deputy Collector (Stamps), which is still in dispute. The Management is confident that the differential stamp Duty is not payable and hence no provision has been made for the same.
- c. The company has been served with a notice of demand by the Assistant Commissioner, Woraiyur Assessment Circle, Trichy, for a sum of Rs.4,00,032/- under the Tamil Nadu VAT Act, 2006, pursuant to the orders passed in this regard, holding that the company was not eligible to claim input tax credit in respect of interstate sales to the extent mentioned in the said order. The company has filed an appeal against the said order and obtained a stay in the Madurai Bench of Madras High Court and the company is confident of obtaining complete relief in the matter and hence no provision has been made in the books of accounts.
- d. E-Tax on maximum demand charges which was levied in monthly CC Bill by TANGEDCO was paid by the company till September 2012. In view of an interim order passed by the Hon'ble Supreme Court staying the procedure of leaving E-Tax on maximum demand charges on 12/10/2012 responding to the SLP filed by SIMA (SLP (C) NO.31039 of 2012) we have not been paying E-tax for the maximum demand charges since October 2012. The accrued E-Tax amount till March 2017 was Rs.11,59,906/-. As the case has been pending before the Apex court and SIMA is confident of getting order in favour of its member mills, no provision has been made in the books of accounts.
- e. TANGEDCO has issued a show cause notice dated 20/04/2017 on the company, informing its intention to levy Cross Subsidy Surcharge on us for an amount of Rs.5,44,94,998/- in connection with non fulfilling of Captive Generating status for the Financial Year 2014-15,2015-16 and 2016-17. The company has filed its response to the show cause notice on 04/05/2017 where it as contested the claim of TANGEDCO.  
  
As the move initiated by TANGEDCO on all H.T. Consumers as well as the Power Generating and Supplying Plants was not maintainable as per the Central Electricity Rules 2005 the Hon'ble High Court of Madras has directed TNERC to ascertain the status on the above and also stayed TANGEDCO taking any action from based on its correspondences issued to the consumer on the above matter. The Company is confident of obtaining complete relief in the matter and hence no provision is required to be made in the books of the company.
- f) The company has been served with notices of Demand by the Assistant Commissioner, Woraiyur Assessment Circle, Trichy, for a sum of Rs.21,46,430/- under the Tamil Nadu VAT Act, 2006 for reversal of input tax credit in respect of Invisible loss and Waste cotton % (for the Sales Tax Assessment Year 2008-09 to 2012-13) and for a sum of Rs.63,45,971/- (for the Sales Tax Assessment Year 2013-14 & 2014 -15) in respect of reversal of input tax credit for invisible loss, waste cotton % and deposits in to bank account, that did not tally with sales turnover, difference between these amounts, represents that the actual receipts of sale





considered had been suppressed. Against the above demand, the company has filed an appeal against the said order and obtained a stay in the Madurai Bench of Madras High court by depositing an amount of Rs.9,06,000/- being 25% of Tax amount of the demand and the company is confident of obtaining complete relief in the matter and hence no provision has been made in the books of accounts.

- g) The company has been served with a notice of Demand by the Assistant Commissioner, Woraiyur Assessment Circle, Trichy, for a sum of Rs.59,85,510/- under the Tamil Nadu VAT Act, 2006, towards deposits in to bank account, that did not tally with sales turnover (for the Sales Tax Assessment year 2015-16), difference between these amounts, represents that the actual receipts of sale considered had been suppressed. Against the above demand, the company has filed an appeal against the said order and obtained a stay in the Madurai Bench of Madras High court by depositing an amount of Rs.2,00,000/- being 25% of Tax amount of the demand and the company is confident of obtaining complete relief in the matter and hence no provision has been made in the books of accounts.
- h) The company has been served with a notice of Demand by the Assistant Commissioner, Woraiyur Assessment Circle, Trichy, for a sum of Rs.19,90,660/- under the Tamil Nadu VAT Act, 2006, towards sales value of stock omission for 53,084.240 Kgs. (for the Sales Tax Assessment year 2016-17). The Inspecting officers had incorrectly arrived the process stock quantity and had failed to consider the stock of unpacked finished goods of 7779.240 kgs.

The company had disputed the same before the Appellate Deputy Commissioner (CT), Trichy and the company is confident of obtaining complete relief in the matter and hence no provision has been made in the books of accounts.

**n) Financial instruments - fair value measurement**

**a. Accounting classifications and fair values**

The Company does not have any financial assets or financial liabilities whose fair value is different from its carrying amount.

**o) Financial instruments - risk management**

The Company has exposure to the following risks arising from financial instruments:

- credit risk (refer note (b) below)
- liquidity risk (refer note (c) below)
- market risk (refer note (d) below).

**a. Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations

**b. Credit risk**

"Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans to related parties and cash and cash equivalents.

The carrying amount of financial assets represents the maximum credit exposure."

# MARIS SPINNERS LIMITED

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## (i) Cash and cash equivalents

The Company holds cash and cash equivalents of INR 51,62,633 at 31 March 2018 (31 March 2017: INR 1,54,64,938). The cash and cash equivalents are mainly held with nationalised banks which have a very low risk of default.

## c. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

## i) Financing arrangement

The Company had no undrawn borrowing facilities at the end of the reporting period.

## d. Market risk

"Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return."

## i) Currency risk

Majority of the transactions entered into the company are denominated in INR. Accordingly the company does not have any currency risk

## ii) Interest rate risk

The Company does not have any borrowings from external banks/agency and hence there is no interest rate risks.

## p) Previous Year Figures

Previous year's figures have been regrouped and reclassified wherever necessary in order to make them comparable with the current year figures.

*For and on behalf of the Board*

*"Subject to My report of even date"*

**ANANDKUMAR RENGASWAMY**  
Managing Director

**T.JAYARAMAN**  
Director

**A HARIGOVIND**  
Chief Financial Officer

**K.V.S. RAGHAVAN**  
Company Secretary

**VIJAYAKUMAR JANADRI**  
Chartered Accountant  
(Membership No. 222127)

Place : Chennai  
Date : 30.05.2018



**QUANTITATIVE PARTICULARS FOR 2017-2018**

**Annexure - I**

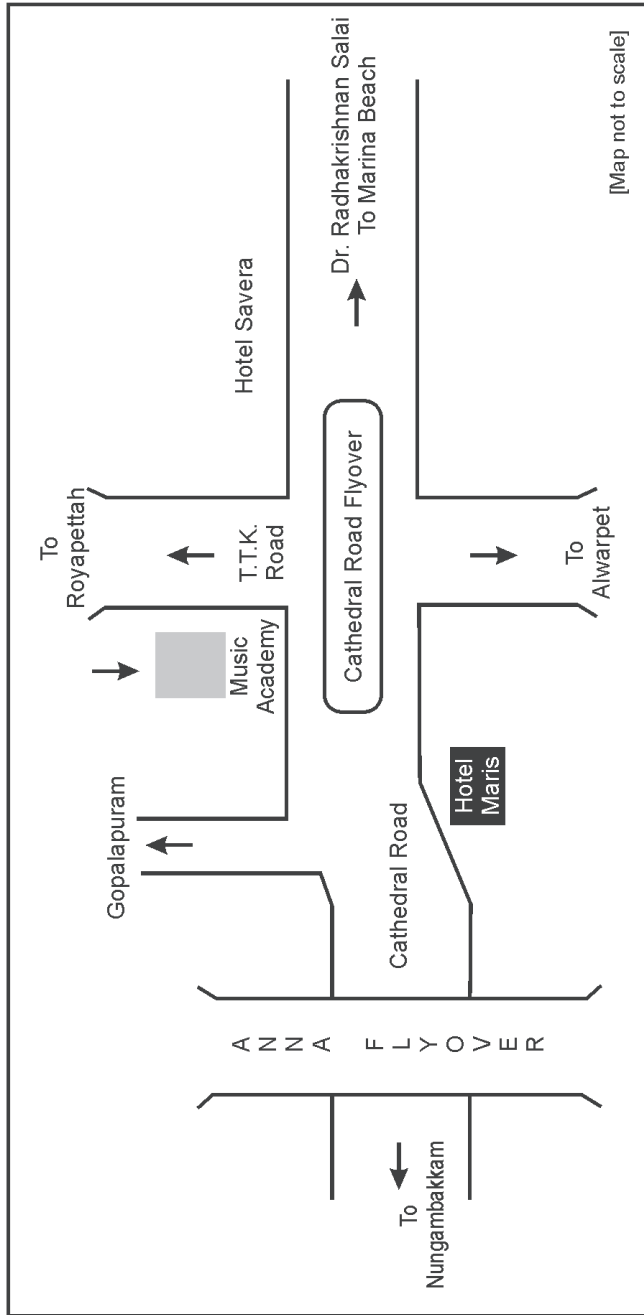
S.No.	PARTICULARS	UNIT I	UNIT II	CONSOLIDATED	
		31.03.2018	31.03.2018	UNIT I & II 31.03.2018	UNIT I & II 31.03.2017
1	[a] Licensed Capacity - Spindles [Nos.]	28704	25000	53704	53704
	[b] Installed Capacity - Spindles [Nos.]	28704	20832	49536	49536
	[c] Production Cotton Yarn [Kgs.]	2463564.375	2143229.760	4606794.135	4467705.740
2	[a] Sale of Finished Goods [Kgs.]	2485879.500	2122808.310	4608687.810	4638656.900
	[b] Sale of Waste Cotton [Kgs.]	803464.400	807301.000	1610765.400	1504806.890
3	Purchase of Raw materials				
	[a] Cotton [Kgs.]	3498996.000	3027994.000	6526990.000	6541017.400
4	Raw materials Consumed				
	[a] Cotton [Kgs.]	3295380.000	3002297.940	6297677.940	6063559.040
5	Opening Stock				
	[a] Finished Goods - Yarn Mills [Kgs.]	47318.880	24726.870	72045.750	242996.910
	[b] Raw materials - Cotton [Kgs]	1896443.000	570093.730	2466536.730	1991515.670
	[c] Stock In Process [Kgs]	67530.000	41147.170	108677.170	106239.870
	[d] Waste Cotton [Kgs]	4882.010	12987.230	17869.240	7947.440
6	Closing Stock				
	[a] Finished Goods - Yarn at Mills [Kgs.]	25003.755	45148.320	70152.075	72045.750
	[b] Raw materials - Cotton [Kgs]	2105899.000	594368.060	2700267.060	2466536.730
	[c] Stock In Process [Kgs]	61690.000	42568.900	104258.900	108677.170
	[d] Waste Cotton [Kgs]	2798.930	7513.730	10312.660	17869.240
	Consumption of Raw materials				
	[a] Indigenous	100.00%	100.00%	100.00%	96.72%
	[b] Imported	0.00%	0.00%	0.00%	3.28%

# MARIS SPINNERS LIMITED

## Notes to Accounts Annexure 2

Name	Manner in which related	Nature of Transactions	Balance as on 01.04.2017 Rs.	Payment during the year Rs.	Transaction during the year Rs.	Balance as on 31.03.2018 Rs.
Maris Hotels & Theatres Pvt Ltd	Associated Concern	Purchase of power, windmill maintenance boarding and lodging	1,917,248	25,405,962	25,026,214	1,537,500
Maris Textiles LLP	Associated Concern	Sale of cotton yarn	958,093	9,934,817	12,122,704	3,145,980
Maris Agro Products	Associated Concern	Purchase of Stores items	–	36,555	36,555	–
ARH Energy LLP	Associated Concern	Purchase of power	–	3,363,080	4,189,162	826,082
Sri.Anandkumar Rengaswamy	Managing Director	Salary	–	2,033,333	2,033,333	–
Havukal Tea & Produce Co P Ltd	Associated Concern	Purchase of Stores items	–	28,350	28,350	–
T. Raghuraman	Director	Unsecured loan and Interest On Loan and salary	5,000,000	–	–	5,000,000

## ROUTE MAP





# MARIS SPINNERS LIMITED

## PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

### MARIS SPINNERS LIMITED

CIN: L93090TN1979PLC032618

Regd.Office: 11, Cathedral Road, Chennai – 600 086

Mail: msl@vsnl.com, Web:www.maris.co.in

Phone: 044 2811 5910 /12/18, Fax: 044 2811 1513

### 39th ANNUAL GENERAL MEETING

30th August, 2018

<b>Name of the Member(s):</b>	
<b>Registered address:</b>	
<b>Mail ID:</b>	
<b>Folio No/Client ID:</b>	<b>DP ID:</b>

I/We being the member(s), held \_\_\_\_\_ Shares of Maris Spinners Limited, hereby appoint:

1) Name: \_\_\_\_\_ Address \_\_\_\_\_

Mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

2) Name: \_\_\_\_\_ Address \_\_\_\_\_

Mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

2) Name: \_\_\_\_\_ Address \_\_\_\_\_

Mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on the poll) on behalf me/us at the 39th Annual General Meeting of the Company to be held on Thursday, August 30th, 2018 at 9.30 A.M. at Hotel Maris I Floor, No.11, Cathedral Road, Chennai - 600 086.

Affix Revenue Stamp Rs.1/-
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Signed \_\_\_\_\_ day of \_\_\_\_\_ 2018

NOTE : The Proxy form must be deposited at the Registered Office of the Company at 11, Cathedral Road, Chennai - 600 086, not later than forty-eight hours before the time of holding the meeting.

**MARIS SPINNERS LIMITED**

CIN: L93090TN1979PLC032618

Regd.Office: 11, Cathedral Road, Chennai – 600 086

Mail: msl@vsnl.com, Web:www.maris.co.in. Phone: 044 2811 5910 /12/18, Fax: 044 2811 1513

**39th ANNUAL GENERAL MEETING  
ATTENDANCE SLIP**

<b>DP ID:</b>		<b>Folio No.</b>	
<b>Client ID</b>		<b>No.of Shares</b>	
<b>Name of the Member</b>			
<b>Name of the Proxy</b>			

I hereby record my presence at the 39th Annual General Meeting of the Company held on Thursday, August 30, 2018 at 9.30 A.M. at Hotel Maris I Floor, No.11, Cathedral Road, Chennai - 600 086.

\_\_\_\_\_  
Member's/ proxy's Signature

Note:

1. Please complete the Folio / DP ID - Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter in the Meeting Hall.
2. Electronic copy of the Annual Report for FY 2017-18 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to the all the members whose mail ids are registered with the Depository Participant unless any member requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2017-18 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose mail is not registered or who have requested for a hard copy.

**E-VOTING PARTICULARS**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD*</b>
<b>IS*****</b>	<b>Folio No./ Client ID</b>	<b>PAN Number / Bank Account No / Date of Birth</b>

\* Physical Shareholders who does not have PAN should enter No.of Shares they hold as their password if they prefer to excise e-voting.

**The e-voting facility will be available during the following voting period:**

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
Monday, 27th August, 2018 (from 9.00 A.M)	Wednesday, 29th August, 2018 (upto 5.00 P.M)

Note: Please refer the details and instructions from integral part of the Notice for the Annual General Meeting.



Dear Shareholders,

There is growing concern on the need to protect our environment around the world. **MARIS** is always taken the lead in its efforts to protect the environment with a focus on eco-sustainability in our operations. Taking this, we now propose to send the documents viz., Annual Report, Notice and other documents to you through electronic, paperless mode.

This is in line with the Green Initiative in Corporate Governance introduced by Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs permitting the Company's to send the soft copies of the Annual Reports, Notices etc., to all those Shareholders who have registered their email addresses for the said purpose.

We request you to join us in this noble initiative and look forward to your consent for receiving communication through the electronic mode.

- a. For shares held in physical mode: Please fill in the enclosed form and mail it to us at [investor@maris.co.in](mailto:investor@maris.co.in).
- b. For shares held in dematerialized mode: Please update your e-mail address with your Depository Participant, and also fill in the enclosed form and mail it to us.

The Annual Report of your Company would also be made available on the Company's website [www.maris.co.in](http://www.maris.co.in). Further, you will be entitled to get a hard copy of the Annual Report of the Company, upon receipt of a requisition from you, as a member of the Company.

Thanking you,

Yours truly,

**For MARIS SPINNERS LIMITED**

**COMPLIANCE OFFICER**

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**MARIS SPINNERS LIMITED**  
**11 CATHEDRAL ROAD, CHENNAI - 600 086.**

Sirs,

Sub: Service of Annual Report, Notice and other documents in Electronic mode.

We/I hereby give our/my consent to receive the above mentioned documents through the electronic mode.

**Name of the sole/first shareholder:** \_\_\_\_\_

**DP ID and Client ID/Folio:** **No.** \_\_\_\_\_

**E mail address** \_\_\_\_\_

**Signature of sole/first shareholder** \_\_\_\_\_

**Place :**

**Date :**







BOOK POST

To

*If undelivered, please return to :*

**MARIS SPINNERS LIMITED**

11, Cathedral Road, Chennai – 600 086.