

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U17111TN1961PLC004505

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT3379C

(ii) (a) Name of the company

THANJAVUR SPINNING MILL LI

(b) Registered office address

RAJAPALAYAM MILLS PREMISES
P.A.C.RAMASAMY RAJA SALAI, RAJAPALAYAM-626 117
RAJAPALAYAM-626 117
Tamil Nadu
626117

(c) *e-mail ID of the company

tsml@ramcotex.com

(d) *Telephone number with STD code

04563235666

(e) Website

www.thanjavurspinningmill.cc

(iii) Date of Incorporation

09/06/1961

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	7,000,000	2,700,000	2,700,000	2,700,000
Total amount of equity shares (in Rupees)	70,000,000	27,000,000	27,000,000	27,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	7,000,000	2,700,000	2,700,000	2,700,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	70,000,000	27,000,000	27,000,000	27,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	29,000,000	27,000,000	27,000,000	27,000,000
Total amount of preference shares (in rupees)	290,000,000	270,000,000	270,000,000	270,000,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
9% Cumulative Redeemable Preference Shares				
Number of preference shares	25,000,000	25,000,000	25,000,000	25,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	250,000,000	250,000,000	250,000,000	250,000,000
9% Cumulative Optionally Convertible Redeemable				
Number of preference shares	4,000,000	2,000,000	2,000,000	2,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	40,000,000	20,000,000	20,000,000	20,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	2,700,000	27,000,000	27,000,000	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0

ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	2,700,000	27,000,000	27,000,000	
Preference shares				
At the beginning of the year	27,000,000	270,000,000	270,000,000	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0

iv. Others, specify				
At the end of the year	27,000,000	270,000,000	270,000,000	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

- Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable
- Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		14/08/2019	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

28,636,949

(ii) Net worth of the Company

363,689,982

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,565,291	57.97	2,000,000	7.41
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	25,000,000	92.59
10.	Others	0	0	0	0
	Total	1,565,291	57.97	27,000,000	100

Total number of shareholders (promoters)

41

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,020,377	37.79	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	2,398	0.09	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	6,820	0.25	0	0
10.	Others IEPF	105,114	3.89	0	0
	Total	1,134,709	42.02	0	0

Total number of shareholders (other than promoters)

1,177

**Total number of shareholders (Promoters+Public/
Other than promoters)**

1,218

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	45	41
Members (other than promoters)	1,174	1,177
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	0	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
S. KANTHIMATHINATH	01124581	Director	0	
P.J. RAMKUMAR RAJH	00487193	Director	0	
P.A.S. KRISHNAMA RA	00487322	Director	0	
S. MUTHUSAMY	APVPM5707J	CEO	0	31/05/2020
G. RAMACHANDRAN	AEUPR2856K	CFO	0	31/10/2020

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
A. KARTHISWARAN	CWLPK3155K	Company Secretar	17/08/2019	CESSATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	14/08/2019	1,214	20	21.3

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2019	3	3	100
2	13/08/2019	3	3	100
3	12/11/2019	3	3	100
4	12/02/2020	3	2	66.67
5	19/03/2020	3	2	66.67

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	27/05/2019	3	3	100
2	AUDIT COMM	12/08/2019	3	3	100
3	AUDIT COMM	11/11/2019	3	3	100
4	AUDIT COMM	11/02/2020	3	2	66.67
5	INDEPENDEN	11/02/2020	2	2	100
6	STAKEHOLDE	12/02/2020	3	2	66.67
7	AUDIT COMM	19/03/2020	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 15/09/2020 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
		1	S. KANTHIMA	5	5	100	6	6
2	P.J. RAMKUM	5	5	100	7	7	100	Yes
3	P.A.S. KRISHI	5	3	60	7	4	57.14	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S. MUTHUSAMY	CEO	2,153,858	0	0	0	2,153,858
2	G. RAMACHANDRA	CFO	656,020	0	0	0	656,020
3	A. KARTHISWARAI	COMPANY SEC	211,014	0	0	0	211,014
	Total		3,020,892	0	0	0	3,020,892

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S. KANTHIMATHIN	DIRECTOR	0	0	0	25,000	25,000
2	P.J. RAMKUMAR R	DIRECTOR	0	0	0	25,000	25,000
3	P.A.S. KRISHNAMA	DIRECTOR	0	0	0	15,000	15,000
	Total		0	0	0	65,000	65,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

Refer Item No.12 of Form MGT-8

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MRL NARASIMHA

Whether associate or fellow

Associate Fellow

Certificate of practice number

799

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

KANTHIMATHIN
ATHAN
SUBRAMANIAN

DIN of the director

To be digitally signed by

MELAPPALAYAM
RAJAGOPALAN
LAKSHMI
NARASIMHA

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Attach	TSMshr.pdf
Attach	TSMcontrol.pdf
Attach	TSMEleData.pdf
Attach	TSMsht.pdf
Attach	List of Preference Shareholders 2020.pdf
Attach	TSML_Form No_MGT_8.pdf
Attach	UDIN_Certificate.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

FORM NO. MGT.8

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I, have examined the registers, records, books and papers of **M/S. Thanjavur Spinning Mill Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **31-03-2020**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

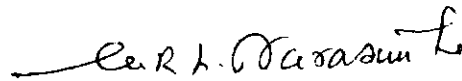
- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns with the Registrar of Companies, within the prescribed time. Filing of petition before the National Company Law Tribunal, Chennai seeking permission for reduction of Equity Shares Capital, Cumulative Redeemable Preference Shares and Cumulative Optionally Convertible Redeemable Preference Shares (i.e. Scheme of arrangement). No other forms and Returns were required to be filed with Regional Director, Central Government, Tribunal, Court or other authorities under the Act;
 4. calling/convening/holding meetings of Board of Directors, committees of Board, and the meetings of the Members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. there were no closure of Register of Members and hence compliance with the provisions of the Act and Rules made thereunder does not arise;
 6. since no advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act were made, complying with provisions of the Act & Rules made there under does not arise; However, the Company has granted loans under the provisions of the Act to the parties listed in the register maintained under section 189 of the Act
 7. contracts/arrangements with related parties as specified in section 188 of the Act;
 8. transmission and issue of share certificates. There were no transfer, issue or allotment, buy back of securities, Redemption of preference shares or debentures, alteration or reduction of Share Capital, Conversion of Shares / Securities;

..2
M. R. L. Narasimha

:2:

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. There were no unpaid / unclaimed dividend or other amounts and hence, transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with the Act does not arise;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. During the period under review Shri A. Karthiswaran, Company Secretary has resigned from the Company w.e.f 17-08-2019 and the Company is yet to appoint Company Secretary.
13. The Statutory Auditors have been appointed at the 55th Annual General Meeting held on 10-08-2017. The Members appointed M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants as Auditors for a period of 5 consecutive years, upto the conclusion of the 60th Annual General Meeting to be held in the year 2022 in the place of Retiring Auditors as per Section 139 of the Act. No casual vacancy of Auditors arose during the year;
14. approvals required to be taken from Registrar of Companies for the e-forms filed under various provisions of the Act. In connection with filing of petition before National Company Law Tribunal, Chennai, for reduction of Equity Shares Capital, Cumulative Redeemable Preference Shares and Cumulative Optionally Convertible Redeemable Preference Shares (i.e. scheme of Arrangement), the Tribunal has admitted the petition filed and issued directions to convene the meeting. No other approvals were required to be taken from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. since no acceptance/renewal/repayment of deposits were made, complying with provisions of the Act & Rules made there under does not arise;
16. There were no borrowings from Directors, Members, Public Financial Institutions, Banks and others during the period under review and hence creation/modification/satisfaction of charge does not arise.
17. The Company has not made any investments or given any guarantees or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act and hence compliance with provisions of the Act & Rules made there under does not arise; However, the Company has granted loans under the provisions of the Act to parties listed in the register maintained under section 189 of the Act.
18. Since no alteration of the provisions of the Memorandum and/or Articles of Association of the Company were made, Compliance with the provisions of the act does not arise.

Place : Colmbatore
Date : 24/12/2020
UDIN : F002851B001628002



M.R.L Narasimha

Practicing Company Secretary

COP. 799

M.No.2851

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M.No: 2851, C.P. 799,
Old No:34-C, New No: 8, IIrd CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE - 641 038.