



MARIS SPINNERS LIMITED

Since 1979

40th
Annual
Report
2018-2019

MARIS SPINNERS LIMITED

MANAGING DIRECTOR

Sri. Anandkumar Rengaswamy

DIRECTORS

Sri. T. Jayaraman
Sri. T. Raghuraman
Smt. Ananthakumar Dhamayanthi
Sri. A. Harigovind
Sri. S. Venkataramani
Sri. S. Srivatsan
Sri. Premal H Udani
Sri. Parag H Udani
Sri. S. Kalyanaraman
Sri. S. Swaminathan

REGISTERED & ADMINISTRATIVE OFFICE

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

MILLS

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

UNIT II : Sevalur Village
Kulithalai Road, 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,
No. 45/8, G-8, 12th Main Road,
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
Anna Salai
Chennai – 600 002.

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

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

HDFC Bank Ltd.,
Mylapore Branch
P S Sivasamy Salai,
Chennai – 600 004

COMPANY SECRETARY

Mr. K V S Raghavan

SHARES LISTED AT :

The Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001.



NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MARIS SPINNERS LIMITED WILL BE HELD ON FRIDAY, 20TH SEPTEMBER 2019 AT 9.00 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 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon as circulated to the Members, 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 2018-19
3. To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolutions;
"RESOLVED that Mr. T. Jayaraman (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, 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:

5. 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, Bangalore, 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 2019 and ending on 31st March 2020, to hold office from conclusion of this meeting until conclusion of next Annual General Meeting.
6. To consider and if thought fit, to pass with or without modification(s) the following as Special Resolution:
Appointment of Mrs. Ananthakumar Dhamayanthi as a Woman Director,

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RESOLVED that pursuant to the provisions of Section 149 read with Schedule IV, 152, 160, 161 and other applicable provisions, if any of the Companies Act, 2013 (the Act, 2013) (Including any statutory modification(s) or re-enactment, thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Ananthakumar Dhamayanthi (holding DIN 08461584) was appointed as an Additional Director and Non-executive Women Director and who holds office upto the date of this AGM and in respect of whom the Company has received a notice in writing from a shareholder under section 160 of the Act 2013, consent of members be and is hereby accorded for her appointment as a Non-Executive Director of the Company and whose office shall be liable to retire by rotation.

7. To consider and if thought fit, to pass with or without modification(s) the following a Special Resolution:
Appointment of Mr. S. Kalyanaraman as Independent Director of the Company

RESOLVED that pursuant to the provisions of Section 149 read with Schedule IV, 152, 160, 161 and other applicable provisions, if any of the Companies Act, 2013 (the Act, 2013) (Including any statutory modification(s) or re-enactment, thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. S. Kalyanaraman (holding DIN 02652113) who was appointed as an Additional Director and Non-executive Independent Director and who holds office upto the date of this AGM and in respect of whom the Company has received a notice in writing from a shareholder under section 160 of the Act 2013, consent of members be and is hereby accorded for his appointment as a Non-Executive Independent Director of the Company and whose office shall not be liable to retire by rotation, for a term of 5 years with effect from 30.05.2019.

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

Appointment of Mr. Parag Harkishon Udani as Independent Director of the Company

RESOLVED that pursuant to the provisions of Section 149 read with Schedule IV, 152, 160, 161 and other applicable provisions, if any of the Companies Act, 2013 (the Act, 2013) (Including any statutory modification(s) or re-enactment, thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Parag Harkishon Udani (holding DIN 01491901) who was appointed as an Additional Director and Non-executive Independent Director and who holds office upto the date of this AGM and in respect of whom the Company has received a notice in writing from a shareholder under section 160 of the Act 2013, consent of members be and is hereby accorded for his appointment as a Non-Executive Independent Director of the Company and whose office shall not be liable to retire by rotation, for a term of 5 years with effect from 30.05.2019.

9. To consider and if thought fit, to pass with or without modification(s) the following as Special Resolution:
Appointment of Mr. S.Swaminathan as Independent Director of the Company



RESOLVED that pursuant to the provisions of Section 149 read with Schedule IV, 152, 160, 161 and other applicable provisions, if any of the Companies Act, 2013 (the Act, 2013) (Including any statutory modification(s) or re-enactment, thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors Mr. S.Swaminathan (holding DIN 08474746) who was appointed as an Additional Director and Non-executive Independent Director and who holds office upto the date of this AGM and in respect of whom the Company has received a notice in writing from a shareholder under section 160 of the Act 2013, consent of members be and is hereby accorded for his appointment as a Non-Executive Independent Director of the Company and whose office shall not be liable to retire by rotation, for a term of 5 years with effect from 30.05.2019.

Place: Chennai
Date : 21.06.2019

By Order of the Board
ANANDKUMAR RENGASWAMY
Managing Director

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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 vote in order to be valid should be complete in all respects and be deposited at the Registered Office of the Company before 48 hours of time fixed for holding the meeting.
3. The Register of Members and share transfer books of the Company shall remain closed from 11/09/2019 to 20/09/2019 (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 DIVIDED for the financial years as below:

S.No.	Financial Year	Dividend Amount in Rs.	Unclaimed Dividend 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	Transferred to IEPF a/c
2	2012-13	80,17,060.00	3,26,822.00	07.10.2013	06.10.2020
3	2013-14	80,17,060.00	3,08,383.00	01.10.2014	30.09.2021
4	2014-15	80,29,860.00	2,96,893.00	05.10.2015	04.10.2022
5	2015-16	80,34,860.00	3,03,471.00	07.10.2016	06.10.2023
6	2016-17	80,40,410.00	3,53,595.00	11.10.2017	10.10.2024
7	2017-18	80,40,410.00	2,88,212.00	20.09.2018	20.09.2025

The Shareholders are requested to claim the unclaimed Dividend amounts. The un-claimed Dividend amounts for the year 2011 has been transferred to Investor Education and Protection Fund under Section 124 of the Companies Act 2013, since seven years have 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 Bombay Stock Exchange, the Company shall provide members, the facility to exercise their vote at the 40th 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 17th September 2019 at 9.00 AM and ends on 19th September 2019 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, 13th September 2019 may cast vote electronically. The E-Voting module will be 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. 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 to link the account(s) which they wish to vote on. The list of accounts should be mailed to 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.
 - a. Log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click in "Shareholders" tab to cast your votes
 - c. Select the "COMPANY NAME" from the drop down Menu and click on "SUBMIT"
 - d. 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.

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

Members holding shares in Demat form and who have already exercised e-voting on an earlier occasion through 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 to 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 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 13th September 2019.
- 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 under help section or write an email to 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 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 of notice dated 21.06.2019

S.No.	PARTICULARS	DIRECTOR
a	Name of the Director	T. JAYARAMAN
b	Date of Birth	06/12/1956
c	Date of appointment in the Board as Director	15/06/1995
d	Expertise in specific function areas	Business
e	Qualification	Graduate
f	Number of equity shares held in the Company by the Director or other persons on a beneficial basis	448525
g	List of outside Directorships held in public Companies	Nil

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Details of is other Directorship and membership/chairmanship of committees are given below:

S.No.	Name of the Company	Position held	Committee membership/Chairmanship
		Nil	

Item No.5

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 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. Gopala Iyengar, Cost Accountant, for the conduct and approved appointment of M/s A.Gopala 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 an 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. 6

Appointment of Mrs. Ananthakumar Dhamayanthi as additional 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 appointment of additional Director:

S.No.	PARTICULARS	DIRECTOR
a	Name of the Director	Mrs.Ananthakumar Dhamayanthi
b	Date of Birth	02/01/1962
c	Date of appointment in the Board as Director	30/05/2019
d	Expertise in specific function areas	Business
e	Qualification	Graduate
f	Number of equity shares held in the Company by the Director or other persons on a beneficial basis	None
g	List of outside Directorships held in public Companies	Nil
h	DIN	08461584
I	Chairman/Member of the Committees of other Companies on which he is a Director	Nil



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

Details of other Directorship and membership/chairmanship of committees are given below:

S.No.	Name of the Company	Position held	Committee membership/Chairmanship
		Nil	

Item No. 7

Appointment of Mr. S.Kalyanaraman as Independent 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 appointment of Independent Director;

S.No.	PARTICULARS	DIRECTOR
a	Name of the Director	Mr.S.Kalyanaraman
b	Date of Birth	03/05/1965
c	Date of appointment in the Board as Director	30/05/2019
d	Expertise in specific function areas	Chartered Accountant
e	Qualification	CA
f	Number of equity shares held in the Company by the Director or other persons on a beneficial basis	None
g	List of outside Directorships held in public Companies	None
h	DIN	02652113
I	Chairman/Member of the Committees of other Companies on which he is a Director	Nil

Details of other Directorship and membership/chairmanship of committees are given below:

S.No.	Name of the Company	Position held	Committee membership/Chairmanship
		Nil	

Item No. 8

Appointment of Mr.Parag Harkishon Udani as Independent 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 appointment of Independent Director ;

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S.No.	PARTICULARS	DIRECTOR
a	Name of the Director	Mr.Parag Harkishon Udani
b	Date of Birth	21/05/1961
c	Date of appointment in the Board as Director	30/05/2019
d	Expertise in specific function areas	Expertise 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	Nil
g	List of outside Directorships held in public Companies	Nil
h	DIN	01491901
I	Chairman/Member of the Committees of other Companies on which he is a Director	Nil

Details of other Directorship and membership/chairmanship of committees are given below:

S.No.	Name of the Company	Position held	Committee membership/Chairmanship
		Nil	

Item No. 9

Appointment of Mr.S.Swaminathan as Independent 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 appointment of Independent Director ;

S.No.	PARTICULARS	DIRECTOR
a	Name of the Director	Mr.S.Swaminathan
b	Date of Birth	25/05/1954
c	Date of appointment in the Board as Director	21/06/2019
d	Expertise in specific function areas	Chartered Accountant
e	Qualification	CA
f	Number of equity shares held in the Company by the Director or other persons on a beneficial basis	Nil
g	List of outside Directorships held in public Companies	Nil
h	DIN	08474746
I	Chairman/Member of the Committees of other Companies on which he is a Director	Nil



Details of other Directorship and membership/chairmanship of committees are given below:

S.No.	Name of the Company	Position held	Committee membership/Chairmanship
		Nil	

Place: Chennai
Date : 21.06.2019

By Order of the Board
ANANDKUMAR RENGASWAMY
Managing Director

MARIS SPINNERS LIMITED

DIRECTOR'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Members,

Your Directors are pleased to present the Fortieth Report together with the Audited Financial Statements for the year ended 31st March, 2019. The Management Discussion and Analysis is also included in this Report.

1. COMPANY PERFORMANCE

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. 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. 13251.97 lakh compared with Rs. 12492.07 lakh during the Previous Year. The Operating Profit before tax stood at Rs. 181.56 lakh as against Rs. 74.09 lakh during the Previous Year. The Net Profit for the year stood at Rs. 247.55 lakh against Rs. 103.18 lakh reported during the Previous Year.

2. FINANCIAL HIGHLIGHTS

Rs. in lakh

S.NO.	PARTICULARS	2018-19	2017-18
i	Revenue from operations	13251.97	12492.07
ii	Profit before exceptional items/extraordinary items and tax	181.56	74.09
iii	Exceptional and extraordinary items	-	-
iv	Profit/Loss before tax	181.56	74.09
v	Tax adjustments		
	For Current year	41.25	15.95
	Relating to previous year	-	-
	Deferred Tax	-83.21	-56.69
	MAT credit entitlement	-12.62	15.81
vi	Other comprehensive income	11.41	4.16
	Profit after tax	247.55	103.18
vii	Earnings per share	3.03	1.26

3. DIVIDEND AND RESERVES

The Board of Directors of your Company has recommend a dividend of Rs.1.00 per equity share of the face value of Rs. 10 each (@10%) for the financial year 2018-19 payable to those shareholders whose names appear in the Register of Members as on the Book closure date. The payout is expected to be Rs.96.00 Lakh (inclusive of dividend distribution tax of Rs.15.55 lakh. The dividend payment is subject to the approval of members at the ensuing Annual General Meeting. The dividend payout is in accordance with the Company's dividend distribution policy.



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 moderate 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 2018-19.

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 an impact on operations of the Company. Higher inflation and increase in interest rates would have adverse impact on profit margin of the company.

Raw Material

The cost of raw material viz. cotton was stable for most part of the year and there was a raise in prices during 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.

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 The Bombay Stock Exchange Limited (BSE), Mumbai. The listing fees to the Stock Exchange and custodian fees to depositories viz. NDSL and CDSL have been paid by the Company.

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.

MARIS SPINNERS LIMITED

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

(i) DIRECTORS RE-APPOINTMENT / CESSATION

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. T. Jayaraman [DIN: 01402853] retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mrs. Kamala Thangavelu [DIN:07145031] Woman Director, resigned with effect from 1st April 2019 and Mrs. Ananthakumar Dhamayanthi [DIN: 08461584] was appointed as Woman Director with effect from 30th May 2019, in her place. The Board conveys its appreciation for the services rendered by Mrs. Kamala Thangavelu.

(ii) INDEPENDENT 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.

1. Shri S. Venkataramani [DIN: 00053043]
2. Shri S. Srivatsan and [DIN: 02405108]
3. Shri Premal H Udani [DIN: 00075391]

The tenure of three independent directors, who were appointed for a period of 5 years effective from 12th September 2014 will be expiring on 11th September 2019.

The Board at their meeting held on 30th May 2019, appointed two independent directors viz;

1. Shri S.Kalyanaraman [DIN: 02652113]
2. Shri Parag Harkishon Udani [DIN: 01491901]

as additional directors with effect from 30.05.2019 for a period of 5 years and their appointment have to be confirmed at the ensuing Annual General Meeting of the Company.

The Board at their meeting held on 21st June 2019, appointed Shri Swaminathan [DIN: 08474746] independent director, as additional director with effect from 21.06.2019 for a period of 5 years and his appointment have to be confirmed at the ensuing Annual General Meeting of the Company. The above independent directors are appointed in lieu of existing directors viz. Shri.S. Venkataramani, Shri.S. Srivatsan and Shri Premal H Udani, whose term is set to expire on 11th September 2019.

In accordance with Section 149(7) of the Companies Act, 2013 all the independent directors have declared that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act 2013 and Regulation 25 of the Listing Regulations.

The detailed terms of appointment of IDS are disclosed on the Companies website in the following link www.maris.co.in.

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 seven meetings of the Board of Directors were held on 23rd April 2018, 30th May 2018, 29th June 2018, 31st July 2018, 30th August 2018, 14th November 2018, and 4th February 2019.

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 31st March 2019, 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 31st March 2019 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 remaining period for 4 years until the conclusion of Annual General Meeting for the year 2022, is eligible to be appointed as statutory auditor of the Company for a period of 5 years and he has completed one year at the ensuing AGM. 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, Bangalore, Cost Accountants as Cost Auditor to audit the cost accounts of the Company for the financial year 2019-20. 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, Chennai 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 Auditor 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.

MARIS SPINNERS LIMITED

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.

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. The present Director / Member are given below:

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 of 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 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 31st March 2019 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 there under for prevention and redressal of complaints of sexual harassment as workplace. The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19;

- | | | |
|--|---|-----|
| 1. Number of complaints received during the year | – | Nil |
| 2. No of complaints disposed off | – | Nil |

Public Deposits

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.

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 : 21.06.2019

A. HARIGOVIND
Chief Financial Officer

K.V.S. RAGHAVAN
Company Secretary

MARIS SPINNERS LIMITED

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 : 21.06.2019

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 31.03.2019.

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.

S.No.	Name of the Director	Designation	Ratio of median Remuneration	% increase in Remuneration
1.	Mr. Anandkumar Rengaswamy	Managing Director	11.16:1	NIL
	Mr. T Raghuraman	Director	8.92:1	NIL
2.	The percentage increase in the median remuneration of employees in the financial year	9.15%		
3.	The number of permanent employees on the rolls of Company	193		
4.	a. Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year 2018-19.	3.60%		
	b. Average percentile increase in the managerial remuneration in the financial year 2018-19	9.60		
	There are no exceptional circumstances for increase in the managerial remuneration			
5	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration paid during the year 2108-19 is as per the Remuneration Policy of the Company.		

3. TECHNOLOGY ABSORPTION

There was no technology absorption

MARIS SPINNERS LIMITED

4. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings – Nil

Outgo – **Rs. 7.21 Lakh**

By Order of the Board

ANANDKUMAR RENGASWAMY

Managing Director

A. HARIGOVIND

Chief Financial Officer

T. JAYARAMAN

Director

K.V.S. RAGHAVAN

Company Secretary

Place : Chennai
Date : 21.06.2019



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

As on financial year ended on 31.03.2019

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					

MARIS SPINNERS LIMITED

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-2018		8172360								
Paidup Shares as on 31-Mar-2019		8172360								
For the Period From		: 01-Apr-2018			To : 31-Mar-2019					
	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	5557760	0	5557760	68.0067	0.3059
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	0	325000	3.9768	-0.3059
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	5882760	0	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	5882760	0	5882760	71.9836	0.0000
B.	PUBLIC SHAREHOLDING									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	600	600	0.0073	0	100	100	0.0012	-0.0061
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
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
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	607500	600	608100	7.4409	607500	100	607600	7.4348	-0.0061



	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	10021	30000	40021	0.4897	7412	28500	35912	0.4394	-0.0502
b.	INDIVIDUALS -									
	I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	338795	816845	1155640	14.1408	356155	788545	1144700	14.0069	-0.1338
	II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	292578	189000	481578	5.8927	372161	125000	497161	6.0834	0.1906
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	HINDU UNDIVIDED FAMILIES	4261	0	4261	0.0521	0	0	0	0.0000	-0.0521
	NON RESIDENT INDIANS	0	0	0	0.0000	10	0	10	0.0001	0.0001
	Resident HUF	0	0	0	0.0000	4217	0	4217	0.0516	0.0516
	Others	4261	0	4261	0.0521	4227	0	4227	0.0517	-0.0004
	SUB - TOTAL (B)(2)	645655	1035845	1681500	20.5754	739955	942045	1682000	20.5815	0.0061
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	1253155	1036445	2289600	28.0163	1347455	942145	2289600	28.0163	0.0000
	TOTAL (A)+(B)	6911865	1260495	8172360	100.0000	7230215	942145	8172360	100.0000	0.0000
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
	GRAND TOTAL (A)+(B)+(C)	6911865	1260495	8172360	100.0000	7230215	942145	8172360	100.0000	0.0000

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	1641720	20.0886	0.0000	1641720	20.0886	0.0000	0.0000	IN30338210076398	AEDPA9870K	0	0
2	ANANDKUMAR RENGASWAMY-HUF	999860	12.2346	0.0000	999860	12.2346	0.0000	0.0000	IN30338210076576	AAHR5215A	0	0
3	RAGHURAMAN T	700040	8.5659	0.0000	700040	8.5659	0.0000	0.0000	IN30169611093575	AAIPR3095C	0	0
4	JAYARAM-HUF	458900	5.6152	0.0000	458900	5.6152	0.0000	0.0000	IN30169611126682	AAAHJ2516A	0	0
5	JAYARAM	448525	5.4883	0.0000	448525	5.4883	0.0000	0.0000	IN30169611093567	AAIPJ0605J	0	0
6	THANGAVELU RAGHURAMAN	445100	5.4464	0.0000	445100	5.4464	0.0000	0.0000	IN30169611126906	AAAHT1035Q	0	0
7	MARIS HOTELS AND THEATRES PRIVATE LIMITED	325000	3.9768	0.0000	325000	3.9768	0.0000	0.0000	IN30338210076402	AAACM2174N	0	0
8	G. RAVINDRAN	2249600	3.0541	0.0000	249600	3.0541	0.0000	0.0000	IN30108022492195	AAAHG2634N	0	0
9	JAYARAMAN KARTHIK NARAYAN	217715	2.6640	0.0000	217715	2.6640	0.0000	0.0000	IN30169611671334	AWGPK8509A	0	0
10	S GEETANJALI	199050	2.4356	0.0000	0	0.0000	0.0000	-2.4356	00000008	ABDPS0865K	0	0
11	S GEETANJALI	0	0.0000	0.0000	224050	2.7415	0.0000	2.7415	IN30338210214699	ABDPS0865K	0	0
11	KAMALA T	152250	1.8629	0.0000	152250	1.8629	0.0000	0.0000	IN30169611093592	AAOPK6705C	0	0
12	SUBHADRA ALLOYS PRIVATE LIMITED	20000	0.2447	0.0000	0	0.0000	0.0000	-0.2447	00001157	AAECS8470P	0	0
13	SUBHADRA ALLOYS PRIVATE LIMITED	5000	0.0611	0.0000	0	0.0000	0.0000	-0.0611	00001095	AAECS8470P	0	0
14	KRITHYA JAYARAMAN	20000	0.2447	0.0000	20000	0.2447	0.0000	0.0000	IN30169611093583	AANPK6323K	0	0

MARIS SPINNERS LIMITED

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-2018	1641720	20.0886	1641720	20.0886	IN30338210076398	AEDPA9870K
	At the end of the Year 31-Mar-2019	1641720	20.0886	1641720	20.0886		
2	ANANDKUMAR RENGASWAMY-HUF						
	At the beginning of the year 01-Apr-2018	999860	12.2346	999860	12.2346	IN30338210076576	AAHR5215A
	At the end of the Year 31-Mar-2019	999860	12.2346	999860	12.2346		
3	RAGHURAMAN T						
	At the beginning of the year 01-Apr-2018	700040	8.5659	700040	8.5659	IN30169611093575	AAIPR3095C
	At the end of the Year 31-Mar-2019	700040	8.5659	700040	8.5659		
4	JAYARAM-HUF						
	At the beginning of the year 01-Apr-2018	458900	5.6152	458900	5.6152	IN30169611126682	AAAHJ2516A
	At the end of the Year 31-Mar-2019	458900	5.6152	458900	5.6152		
5	JAYARAM						
	At the beginning of the year 01-Apr-2018	448525	5.4883	448525	5.4883	IN30169611093567	AAIPJ0605J
	At the end of the Year 31-Mar-2019	448525	5.4883	448525	5.4883		
6	THANGAVELU RAGHURAMAN						
	At the beginning of the year 01-Apr-2018	445100	5.4464	445100	5.4464	IN30169611126906	AAAHT1035Q
	At the end of the Year 31-Mar-2019	445100	5.4464	445100	5.4464		
7	MARIS HOTELS AND THEATRES PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2018	325000	3.9768	325000	3.9768	IN30338210076402	AAACM2174N
	At the end of the Year 31-Mar-2019	325000	3.9768	325000	3.9768		
8	G. RAVINDRAN						
	At the beginning of the year 01-Apr-2018	249600	3.0541	249600	3.0541	IN30108022492195	AAAHG2634N
	At the end of the Year 31-Mar-2019	249600	3.0541	249600	3.0541		
9	JAYARAMAN KARTHIK NARAYAN						
	At the beginning of the year 01-Apr-2018	217715	2.6640	217715	2.6640	IN30169611671334	AWGPK8509A
	At the end of the Year 31-Mar-2019	217715	2.6640	217715	2.6640		
10	S GEETANJALI						
	At the beginning of the year 01-Apr-2018	199050	2.4356	199050	2.4356	00000008	ABDPS0865K
	Sale 25-Jan-2019	-199050	2.4356	0	0.0000		
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000		
11	S GEETANJALI						
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000	IN30338210214699	ABDPS0865K
	Demated 25-Jan-2019	224050	2.7415	224050	2.7415	00000008, 00001449	
	At the end of the Year 31-Mar-2019	224050	2.7415	224050	2.7415		
12	KAMALA T						
	At the beginning of the year 01-Apr-2018	152250	1.8629	152250	1.8629	IN30169611093592	AAOPK6705C
	At the end of the Year 31-Mar-2019	152250	1.8629	152250	1.8629		
13	SUBHADRA ALLOYS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2018	20000	0.2447	20000	0.2447	00001157	AAECS8470P
	Sale 27-Apr-2018	-20000	0.2447	0	0.0000		
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000		
14	SUBHADRA ALLOYS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2018	5000	0.0611	5000	0.0611	00001095	AAECS8470P
	Sale 27-Apr-2018	-5000	0.0611	0	0.0000		
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000		
15	KRITHYA JAYARAMAN						
	At the beginning of the year 01-Apr-2018	20000	0.2447	20000	0.2447	IN30169611093583	AANPK6323K
	At the end of the Year 31-Mar-2019	20000	0.2447	20000	0.2447		



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-2018	400000	4.8945	400000	4.8945	IN30134820002990	AAACI1195H
	At the end of the Year 31-Mar-2019	400000	4.8945	400000	4.8945		
2	THE KARUR VYSYA BANK LTD						
	At the beginning of the year 01-Apr-2018	207500	2.5390	207500	2.5390	IN30007910001066	AAACT3373J
	At the end of the Year 31-Mar-2019	207500	2.5390	207500	2.5390		
3	RAJESH NATHMAL KABRA						
	At the beginning of the year 01-Apr-2018	152068	1.8607	152068	1.8607	1204370000362167	AASPK9851H
	At the end of the Year 31-Mar-2019	152068	1.8607	152068	1.8607		
4	B S SRIDHAR						
	At the beginning of the year 01-Apr-2018	64000	0.7831	64000	0.7831	00001418	AKZPS6939D
	Demated 05-Oct-2018	-64000	0.7831	0	0.0000	1301240000175041	
	At the end of the Year 31-Mar-2019	0	0.0000	0	0.0000		
5	UMAPRIYADARSHINI N						
	At the beginning of the year 01-Apr-2018	50000	0.6118	50000	0.6118	00001159	AAKPU8988P
	At the end of the Year 31-Mar-2019	50000	0.6118	50000	0.6118		
6	A PRAKASH						
	At the beginning of the year 01-Apr-2018	27500	0.3365	27500	0.3365	IN30113510594220	ARMPP8513E
	At the end of the Year 31-Mar-2019	27500	0.3365	27500	0.3365		
7	UDHANI SANJAY SURESHKUMAR JT1 : AYUSHI SANJAY UDHANI"						
	At the beginning of the year 01-Apr-2018	21560	0.2638	21560	0.2638	1201090005024238	AALPU9777F
	At the end of the Year 31-Mar-2019	21560	0.2638	21560	0.2638		
8	CHAMPA DEVI						
	At the beginning of the year 01-Apr-2018	20000	0.2447	20000	0.2447	00001156	
	At the end of the Year 31-Mar-2019	20000	0.2447	20000	0.2447		
9	PRASHANT P BHANSALI JT1 : VEENA P BHANSALI						
	At the beginning of the year 01-Apr-2018	20000	0.2447	20000	0.2447	IN30108022193556	ACUPB6358C
	At the end of the Year 31-Mar-2019	20000	0.2447	20000	0.2447		
10	VEENA P. BHANSALI JT1 : PRASHANT P. BHANSALI						
	At the beginning of the year 01-Apr-2018	20000	0.2447	20000	0.2447	IN30108022195005	AEPPB6165C
	At the end of the Year 31-Mar-2019	20000	0.2447	20000	0.2447		
	NEW TOP 10 AS ON (31-Mar-2019)						

MARIS SPINNERS LIMITED

(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/acrued but not due for payment.

(Amt. Rs./Lakh)

S.No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	3,218.67	389.75	–	3,608.42
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	–	–	–	–
	Total (i+ii+iii)	3,218.67	389.75	–	3,608.42
Change in Indebtedness during the financial year					
*	Addition	354.66	–	–	354.66
*	Reduction	–	–	–	–
	Net Change	354.66	–	–	354.66
Indebtedness at the end of the financial year					
i)	Principal Amount	3,573.33	389.75	–	3,963.08
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	–	–	–	–
	Total (i+ii+iii)	3,573.33	389.75	–	3,963.08

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)		25.50
	Ceiling as per the Act		



S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs./Lakh)
	Name	T. Raghuraman	
	Designation	Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		12.00
	(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)		12.00
	Ceiling as per the Act		

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	-	-	-	37.50
	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)
		CEO	CFO	CS	
	Name				
	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	-	-	-	-

MARIS SPINNERS LIMITED

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)
A. COMPANY					
Penalty		NA	NA	NA	NA
Punishment		NA	NA	NA	NA
Compounding		NA	NA	NA	NA
B. DIRECTORS					
Penalty		NA	NA	NA	NA
Punishment		NA	NA	NA	NA
Compounding		NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty		NA	NA	NA	NA
Punishment		NA	NA	NA	NA
Compounding		NA	NA	NA	NA

FOR MARIS SPINNERS LIMITED

Place : Chennai
Date : 30.05.2019

ANANDKUMAR RENGASWAMY
Managing Director

T. JAYARAMAN
Director

A HARIGOVIND
Chief Financial Officer

K.V.S. RAGHAVAN
Company Secretary



Annexure C to the Report of the Board of Directors
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019
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 Limited
(CIN: L93090TN1979PLC032618)
11, Cathedral Road,
Chennai - 600086.

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Maris Spinners Limited** (CIN: L93090TN1979PLC032618)(hereinafter called "the Company") **during the financial year from April 1, 2018 to March 31, 2019** ("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 action taken by the Company during the year as well as after March 31, 2019 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, 2019, 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) Securities Contracts (Regulation) Act, 1956("SCRA") and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
- (iv) The following Regulations 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

- ((v) The listing agreements entered into by the Company with the BSE Limited.
- (vi) 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
- (vii) Secretarial Standards issued by the Institute of Company Secretaries of India (Secretarial Standards)

1.3. During the period under review, and also considering the compliance related action taken by the Company after March 31, 2019 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.
- (ii)

SL.NO.	FORM NO.	SRN NO.	DATE OF FILING	Paid with additional fees
1	MR-1 MD REMUNERATION	H09658006	11/09/2018	with additional fees
2	CRA-4 FILING OF COST AUDIT REPORT	H20777728	12/10/2018	with additional fees
3	IEPF-6	H27960541	15/11/2018	with additional fees

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 other 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:

1. Mr. T Raghuraman was designated as whole time director
2. Mr. Anand Kumar Rengasamy was re-appointed and revised remuneration was approved by the shareholders.

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 : 07.05.2019

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

MARIS SPINNERS LIMITED

Annexure - A to Secretarial Audit Report of even date

To,
The Members,
Maris Spinners Limited
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, 2019 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, 2019 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 : 07.05.2019

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 2019.

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 six meetings of the Board of Directors were held on **23rd April, 2018, 30th May 2018, 29th June 2018, 31st July 2018, 30th August 2018, 14th November 2018, and 4th February 2019.**

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 30.08.2018	No. of other Companies in which they are Directors	No. of other Committees (other than this Company) in which Chairman / Members
Executive Promoter Directors				
Sri.Anandkumar Rengaswamy	7	Yes	9	NONE
Sri. T. Jayaraman	5	No	9	NONE
Sri. T. Raghuraman	6	No	4	NONE
Smt. T. Kamala	6	No	NONE	NONE
Sri. A. Harigovind	7	Yes	2	NONE
Non-Executive Independent Directors				
Sri. S. Venkataramani	6	No	6	NONE
Sri. S. Srivatsan	5	No	NONE	NONE
Sri. Premal H.Udani	5	No	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 seven meetings of the Board of Directors were held on 23rd April 2018, 30th May 2018, 29th June 2018, 31st July 2018, 30th August 2018, 14th November 2018, and 4th February 2019.

NAME OF DIRECTOR/MEMBER	NO.OF MEETINGS HELD	NO.OF MEETINGS ATTENDED
Sri. S.Venkataramani	7	6
Sri. S.Srivatsan	7	5
Sri. Premal H.Udani	7	5

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 seven 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	7	6
Sri. S.Srivatsan	7	5
Sri. Premal H.Udani	7	5



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 seven 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	7	6
Sri. S.Srivatsan	7	5
Sri. Premal H.Udani	7	5

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

iii. GENERAL SHAREHOLDER INFORMATION DETAILS OF GENERAL BODY MEETING

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

YEAR	DATE	TIME	VENUE
2016	16.09.2016	9.30 AM	HOTEL MARIS 11, CATHEDRAL ROAD CHENNAI - 600 086
2017	22.09.2017	9.30 AM	HOTEL MARIS 11, CATHEDRAL ROAD CHENNAI - 600 086
2018	20.08.2018	9.30 AM	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

a. 40th Annual General Meeting

Date & Time : Friday 20th September 2019, 9.00 am.

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

b. Financial Year calendar 2019-20 (Tentative)

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

1st quarter ending June 30, 2019	July 2019
2nd quarter ending September 30, 2019	October 2019
3rd quarter ending December 31, 2019	January 2020
4th quarter ending March 31, 2020	May 2020

MARIS SPINNERS LIMITED

CIN : L93090TN1979PLC032618

- c. Date of Book Closure : 14.09.2019 to 20.09.2019 (both the days inclusive)
- d. Listing of Stock Exchanges : The Bombay Stock Exchange Limited (BSE), Mumbai, Code: 531503
The Annual Listing Fees for the period 1st April 2019 to 31st March 2020 has been paid to Stock Exchanges.

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

Month	High	Low	Close	No. of Shares
Apr-18	37.95	37.95	37.95	349
May-18	49.85	36.10	48.50	19,361
Jun-18	64.75	44.00	58.45	12,751
Jul-18	66.00	52.80	59.45	298
Aug-18	68.35	47.20	47.20	363
Sep-18	44.85	40.55	40.70	346
Oct-18	40.20	31.45	40.00	3,458
Nov-18	61.25	42.00	56.35	2,674
Jan-19	55.25	51.05	51.05	4,978
Feb-19	64.45	48.50	57.95	12,102
Mar-19	61.40	48.45	48.45	2,636

- f. 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.



h. Distribution of shareholding as on 31st March 2019.

Share or Debenture holding	Share / Debenture holders		Share / Debenture holdings	
	Shares	Number	% of total	Shares
001 – 100	154	12.19	4619	0.06
101 – 500	706	55.86	266481	3.26
501 – 1000	191	15.11	175987	2.15
1001 – 2000	60	4.75	96585	1.18
2001 – 3000	52	4.11	132625	1.62
3001 – 4000	8	0.63	27389	0.34
4001 – 5000	23	1.82	112558	1.38
5001 – 10000	39	3.08	356195	4.36
10001 – And Above	31	2.45	6999921	85.65
Total	1264	100.00	8172360	100.00

i. Category of Shareholding as on 31st March 2019.

CATEGORY	NO OF SHAREHOLDERS	NO OF SHARES	% OF SHAREHOLDING
Resident – Ordinary	1219	1641860	20.09
Resident – HUF	11	4217	0.05
Resident – Minor	1	1	0.00
Corporate Body – Domestic	10	34834	0.43
NRI-Non-Repatriable	1	10	0.00
Corporate Body – Group Company	1	325000	3.98
Mutual Funds	1	100	0.00
Corporate Body – Others	1	600	0.01
Corporate Body-Margin account	2	261	0.01
Corporate Body-CM/TM-Client Margin a/c	3	216	0.00
Corporate Body-CM/TM-Collateral account	1	1	0.00
Bank - Others	2	607500	7.43
Promoters	10	5308160	64.95
Person Act in concert	1	249600	3.05
Total	1264	8172360	100.00

j. Dematerialization of Shares and liquidity : The Company shares were dematerialized. As on 31st March 2019, **84.47%** of shares constituting the paid up Capital has been dematerialized.

k. Demat ISIN No : INE866D01010

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

MARIS SPINNERS LIMITED

- m.** Products : 100% Cotton Yarn
- n.** 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

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 2019.
- 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 Bombay Stock Exchange Limited (BSE), 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.



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

- 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.

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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.



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

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INDEPENDENT AUDITORS' REPORT

To the Members of
M/s MARIS SPINNERS LIMITED

Report on the Audit of the Ind AS Financial Statements

Qualified Opinion:

I have audited the accompanying Ind AS financial statements of Maris Spinners Limited ("the Company") No 11, Cathedral Road, Chennai - 600 086, which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, except for the matters described in basis for qualified opinion paragraph, the aforesaid Ind AS financial statements give the information required by the Companies Act 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards prescribed specified under section 133 of the Act of the statement of affairs (financial position) of the Company as at 31st March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

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.

I conducted my audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to my audit of the financial statements under the provisions of the Act and the Rules made there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Key Audit Matters:

Key audit matters are those matters that, in my professional judgement, were of most significance in audit of the Ind AS financial statements for the financial year ended 31st March 2019. These matters were addressed in the context of my audit of the Ind AS financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

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

As part of an audit in accordance with Standards on Auditing, I have exercised professional judgement and maintained professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, I am also responsible for explaining my opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I have communicated with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I have identified during my audit.

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

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From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

As required by Section 197(16) of the Act, I report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act. As required by 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.

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 it appears from my examination of those books;
- c) the Balance Sheet, the Statement of Profit and Loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- d) In my opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.
- 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 31st March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019, 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 the internal financial controls of the Company and the operating effectiveness of such controls, the same is reported in "Annexure B" to this report; and
- i) With respect to the other matters included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to my 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019.
 - iv. The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8th November 2016 to 30th December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

Place : Bangalore
Date : 30.05.2019

VIJAYAKUMAR JANADRI
CHARTERED ACCOUNTANT
(Membership No. 222127)



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 31st March 2019.

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 TDS payable. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March 2019 for a period of more than six months from the date on which they became payable.
b) According to information and explanations given to me, the gross disputed statutory dues of value added tax amounts to Rs.1,68,68,603 in aggregate as on 31st March 2019, out of which Rs.11,00,000 has been deposited under protest/adjusted by tax authorities and the balance has not been deposited on account of matters pending before appropriate authorities as detailed below:

MARIS SPINNERS LIMITED

Sl.No.	Name of the Statute	Nature of disputed statutory dues	Period to which amount relates	Forum from where the dispute is pending	Gross Amount Due	Amount Deposited under Protest
1	Tamilnadu VAT	Input Credit	2013-14	Assistant Commissioner, Woraiyur Assessment Circle, Trichy	4,00,032	Nil
2	Tamilnadu VAT	Input Credit	2007-08 to 2011-12	Assistant Commissioner, Woraiyur Assessment Circle, Trichy	21,46,430	9,06,000
3	Tamilnadu VAT	Input Credit	2012-13 to 2013-14	Assistant Commissioner, Woraiyur Assessment Circle, Trichy	63,45,971	
4	Tamilnadu VAT	VAT Claim	2014-15	Assistant Commissioner, Woraiyur Assessment Circle, Trichy	59,85,510	Nil
5	Tamilnadu VAT	VAT Claim	2015-16	Assistant Commissioner, Woraiyur Assessment Circle, Trichy	19,90,660	2,00,000
Total					1,68,68,603	11,00,000

- 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;
- 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;



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- 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 : 30.05.2019

VIJAYAKUMAR JANADRI
CHARTERED ACCOUNTANT
(Membership No. 222127)

MARIS SPINNERS LIMITED

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 at 31st March 2019 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 judgement, 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.



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 31st March 2019, 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 : 30.05.2019

VIJAYAKUMAR JANADRI
CHARTERED ACCOUNTANT
(Membership No. 222127)

MARIS SPINNERS LIMITED

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The Members of Maris Spinners Limited

We have examined the compliance of conditions of Corporate Governance by Maris Spinners Limited, Chennai 600 086 as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Listing Regulations). 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 : 30.05.2019

N. SRIDHARAN
Company Secretary



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 2019 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 2018-19, 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 : 30.05.2019

ANANDKUMAR RENGASWAMY
Managing Director

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 31st March 2019.

for **MARIS SPINNERS LIMITED**

Place : Chennai
Date : 30.05.2019

ANANDKUMAR RENGASWAMY
Managing Director

MARIS SPINNERS LIMITED

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 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.

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.

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
 - Rising price of Raw Cotton
 - Decrease in selling rate of Cotton Yarn

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 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.

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

MARIS SPINNERS LIMITED

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 31.03.2019 was 194.

8. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The total Revenue for the year 2018-19 was Rs. 13251.97 lakh with a profit of Rs. 181.56 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 : 30.05.2019

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, 2019
Rs. in Lakh

Particulars	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018	As at 31.03.2018
Cash flow from Operating Activities				
Profit before income tax from Continued Operations and including Actuarial gain		181.55		74.09
Adjustments for:				
Add:				
Depreciation	463.94		497.85	
Loss on sale of Assets	–		6.39	
Financial Expenses	457.16		490.78	
Actuarial gain	11.41		4.16	
Less				
Interest received	13.18		31.63	
Profit on Sale of Asset	1.81		–	
		917.52		967.54
Operating profit before working capital changes		1,099.07		1,041.63
Adjustments for changes in working capital				
Decrease/(Increase) in Trade and other receivables	244.60		(424.15)	
Decrease/(Increase) in Other current assets	9.63		(133.66)	
Decrease/(Increase) in Inventories	(142.75)		(2.16)	
Decrease/(Increase) in Short Term Loan and Advances	(56.08)		27.54	
Increase/(Decrease) in Trade and Other Payables	(364.27)		806.46	
Increase/(Decrease) in Other Current Liabilities	(11.02)		5.73	
Increase/(Decrease) in Short term Provisions	(11.27)		(49.80)	
Increase/(Decrease) in Short Term Borrowings	(905.21)		(171.60)	
Operating activities before tax		(1,236.38)		58.37
Income Tax Paid During the year		15.00		15.81
Net Cash flow from Operating activities		(152.30)		1,084.20
Cash Flows from Investing Activities				
Purchase of Fixed Assets	(723.73)		(75.96)	
Purchase of Investments	(0.36)		(0.12)	
Sale of Fixed Assets	2.13		11.49	
Interest received	13.18		31.63	
Security Deposits Paid	(73.27)		–	
Increase in Capital Work In Progress	204.66		(114.21)	
Net Cash flow from Investing activities		(577.38)		(147.17)
Cash Flows from Financing Activities				
Dividend paid (incl DDT)	(95.96)		(96.04)	
Borrowings availed and paid (Net)	(83.38)		(293.30)	
Financial Charges	(457.16)		(490.78)	
Decrease/(Increase) in Loans and advances	(3.63)		468.37	
Calls in arrears received	1.15		0.02	
Share premium Received	1.15		0.02	
Net Cash flow from Financing activities		(637.83)		(411.72)
Net Increase in Cash and Cash Equivalents		(1,367.51)		525.30
Cash and Cash Equivalents at the beginning of the year		(1,458.85)		(1,984.16)
Cash and Cash Equivalents at the end of the year		(2,826.36)		(1,458.85)

AUDITORS' REPORT

I have examined the attached Cash Flow Statement of M/s. MARIS SPINNERS LIMITED, CHENNAI for the year ended 31.03.2019.

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 : 30.05.2019

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	
		31.03.2019	31.03.2019	31.03.2019	31.03.2018
A Power and Fuel Consumption					
1.	Electricity				
a.	Purchased				
	Unit	13198499	10875540	24074039	24205012
	Total Amount – Rs.	91314862	65390279	156705141	152058223
	Rate per Unit	6.92	6.01	6.51	6.28
b.	Own Generation through Diesel Generator				
	Unit	284212	89168	373380	323260
	Unit per litre Diesel	3.103	3.350	3.16	3.37
	Cost/Unit	18.59	22.12	19.43	15.80
2.	Coal	–	–	–	–
3.	Furnace Oil	–	–	–	–
4.	Others / Internal Generation	63,520	-	63,520	65,200
B Consumption per Unit of Production					
	(Standard if any - Nil)	–	–	–	–
	Products (with) details unit for Manufacture of cotton yarn.	–	–	–	–
	Electricity	4.71	5.01	4.84	5.33
	Furnace Oil	–	–	–	–
	Coal	–	–	–	–
	Others	–	–	–	–

By Order of the Board

Place : Chennai
Date : 30.05.2019

ANANDKUMAR RENGASWAMY
Managing Director



BALANCE SHEET AS AT 31ST MARCH, 2019

Rs. in Lakh

PARTICULARS	NOTE NO.	UNIT I	UNIT II	Consolidated As at 31st March 2019	Consolidated As at 31st March 2018
		As at 31st March 2019	As at 31st March 2019		
ASSETS					
1. Non-current assets					
(a) Property, Plant and Equipment	2	2,125.68	651.26	2,776.94	2,517.47
(b) Capital work in progress		11.83	–	11.83	216.49
(c) Financial assets					
(i) Investments	3	6.00	1.03	7.03	6.67
(ii) Other financial assets	4	256.32	110.26	366.58	289.68
(d) Other Non current assets		–	–	–	–
2. Current assets					
(a) Inventories	5	2,806.33	1,030.09	3,836.42	3,693.66
(b) Financial assets					
(i) Trade Receivables	6	1,126.82	354.08	1,480.90	1,725.50
(ii) Cash and Bank Balances	7	24.93	2.45	27.38	51.63
(iii) Short Term Loans and Advances	8	150.11	0.65	150.76	94.68
(c) Other Current Assets	9	250.73	80.43	331.16	313.18
Total Assets		6,758.75	2,230.25	8,989.00	8,908.96
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share Capital	10	429.52	375.68	805.20	804.04
(b) Other Equity	11	1,407.37	197.08	1,604.45	1,451.71
Liabilities					
(1). Non-Current Liabilities					
(a) Financial liability					
(i) Borrowings	12	76.47	609.52	685.99	769.37
(b) Deferred Tax Liability (Net)		58.60	-14.80	43.80	127.00
(2) Current liabilities					
(a) Financial liability					
(i) Trade Payables	13	1,998.32	64.95	2,063.27	2,427.54
(ii) Borrowings	14	2,459.33	817.76	3,277.09	2,839.05
(iii) Other Financial Liabilities	15	211.80	48.39	260.19	271.22
(b) Short Term Provisions	16	117.34	131.67	249.01	219.03
Total		6,758.75	2,230.25	8,989.00	8,908.96

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 : 30.05.2019

MARIS SPINNERS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2019

Rs. in Lakh

PARTICULARS	NOTE NO.	UNIT I	UNIT II	Consolidated as at 31st March 2019	Consolidated as at 31st March 2018
		As at 31st Mar' 2019	As at 31st Mar' 2019		
Revenue from Operations	17	7,143.73	5,844.86	12,988.59	12,219.50
Other Income	18	261.82	1.56	263.38	272.56
Total Revenue		7,405.55	5,846.42	13,251.97	12,492.07
Expenses:					
Cost of materials consumed	19	4,558.98	3,987.19	8,546.17	7,854.55
Purchases of Stock-in-Trade					
Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade	20	-133.75	-85.62	-219.37	7.71
Employee Benefit Expenses	21	696.16	408.46	1,104.62	942.28
Finance Cost	22	324.57	132.59	457.16	490.78
Other Expenses	23	1,538.74	1,179.15	2,717.89	2,624.81
Depreciation and Amortisation Expenses	2	369.70	94.24	463.94	497.85
Total Expenses		7,354.40	5,716.01	13,070.41	12,417.98
Profit before Tax		51.15	130.40	181.56	74.09
Less: Tax expense					
Current Tax		11.56	29.69	41.25	15.95
Deferred Tax Expenses/(Savings)		-96.33	13.11	-83.21	-56.69
MAT Credit Entitlement		-10.80	-1.82	-12.62	15.81
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		1.31	10.10	11.41	4.16
Total comprehensive Income for the year					
Profit (Loss) for the Period		148.03	99.52	247.55	103.18
Weighted Average Number of Shares		4,295,160	3,877,200	8,172,360	8,172,360
Earnings per Equity Share - Basic and Diluted (Rs.)		3.45	2.57	3.03	1.26

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 : 30.05.2019



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 31st March 2019 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 31st March 2019 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 recognizes 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 judgements:

"In preparing these financial statements, management has made judgements, 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 31st March 2019 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. Property Plant & Equipment

a. Initial recognition and measurement

An item of property, plant and equipment recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. When parts of an item of property, plant and equipment have different useful lives, they are recognized separately. Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized.

b. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably. The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in Statement of Profit or Loss A/c as incurred.

c. De recognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

d. Depreciation

Assets are depreciated using straight line method over the estimated useful life of the asset as specified in Part "C" of Schedule II of Companies Act, 2013. Assets residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets. Depreciation on additions to/deductions from fixed assets during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed. Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a PPE along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment. In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

ii. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs. Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

iii. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction, exploration, development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready

for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of: (a) interest expense calculated using the effective interest method as described in Ind AS 109 - 'Financial Instruments', (b) finance charges in respect of finance leases recognized in accordance with Ind AS 17 - 'Leases', (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs and, (d) other costs that an entity incurs in connection with the borrowing of funds. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are charged to revenue as and when incurred.

iv. Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprises cash at banks, cash on hand and short term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

v. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss A/c in the year in which it arises. Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

vi. Impairment of Assets:

a. Impairment of financial instruments

"The Company recognizes 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.

MARIS SPINNERS LIMITED

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.

"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.

vii. Revenue recognition

"Revenue is recognized 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) Other Income

Other income is recognized in the Statement of Profit and Loss when increase in future economic benefits related to an increase in an asset or a decrease of a liability has arisen that can be measured reliably.

viii. 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

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- 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.

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 affects 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.

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.\

ix. Employee Benefits

a. Short Term Benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are booked as an expense as the related service is provided. A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b. Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post Employment Benefit (other than termination benefit). These are of two types:

1. Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Family Pension Funds are Defined Contribution Plans in which Company pays a fixed contribution and will have no further obligation.

2. Defined benefit plans

A defined benefit plan is a post employment benefit plan other than a defined contribution plan. Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the Company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses in respect of gratuity are recognized in OCI in the period in which they arise.



c. Other long-term employee benefits

Benefits under the Company's leave encashment scheme constitute other long term employee benefits. The Company's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the projected unit credit method. Any actuarial gains or losses are recognized in profit or loss in the period in which they arise.

x. 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 recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. 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 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 realized simultaneously. Deferred tax is recognized in Statement of Profit and Loss A/c except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

xi. Leases:

a. Recognition:

At inception of an arrangement, the Company determines whether such an arrangement is or contains a lease. A specific asset is subject of a lease if fulfillment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the customer the right to control the use of the underlying asset. Arrangements that do not take the legal form of a lease but convey rights to customers/suppliers to use an asset in return for a payment or a series of payments are identified as either finance leases or operating leases.

b. Accounting for Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

xii. 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.

xiii. 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

Standards likely to be effective from 1st April 2019

Based on the IFRS Convergence Status - 8 February 2018 hosted on the ICAI website 1, Ind AS 116 (corresponding to IFRS 16) is under consideration of the National Advisory Committee on Accounting Standards (NACAS). Ind AS 116 is likely to be effective for accounting periods beginning on or after from 1st April 2019.

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 D) FORMING PART OF BALANCE SHEET**

Rs. In Lakh

DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK		
	COST AS ON 01.04.2018	ADDITIONS 2018-19	DELETIONS 2018-19	TOTAL COST 31.03.2019	AS ON 01.04.2018	WITHDRAWN 2018-19	FOR THE YEAR	AS AT 31.03.2019	AS AT 31.03.2018
LAND	39.13	0.00	0.00	39.13	0.00	0.00	0.00	39.13	39.13
BUILDINGS	797.72	285.47	0.00	1083.19	304.19	0.00	28.15	750.85	493.53
BOREWELL	1.77	0.00	0.00	1.77	1.50	0.00	0.03	0.24	0.27
PLANT & MACHINERY	4994.73	40.24	0.00	5034.97	4313.59	0.00	228.70	492.69	681.14
TRANSFORMER	88.20	0.00	0.00	88.20	45.10	0.00	10.43	32.66	43.09
ELECTRICAL INSTALLATION	402.48	2.71	0.00	405.19	305.06	0.00	34.84	65.30	97.42
TOOLS & EQUIPMENTS	71.99	0.89	0.00	72.88	33.25	0.00	4.85	34.77	38.74
OFFICE EQUIPMENTS	30.49	1.93	0.00	32.42	25.67	0.00	2.00	4.74	4.82
VEHICLES	178.42	8.09	4.53	181.99	147.48	4.20	6.28	32.42	30.94
FURNITURES & FIXTURES	35.57	0.00	0.00	35.57	25.61	0.00	1.62	8.35	9.96
COMPUTERS	37.50	2.11	0.00	39.61	34.90	0.00	1.91	2.79	2.59
WIND MILL	1088.88	0.00	0.00	1088.88	376.25	0.00	50.90	661.73	712.63
TOTAL	7,766.87	341.44	4.53	8,103.78	5,612.60	4.20	369.70	2,125.68	2,154.26

MARIS SPINNERS LIMITED

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 01.04.2018	ADDITIONS 2018-19	DELETIONS 2018-19	TOTAL COST 31.03.2019	AS ON 01.04.2018	WITHDRAWN 2018-19	FOR THE YEAR	AS AT 31.03.2019	AS AT 31.03.2018
LAND	13.24	-	-	13.24	-	-	-	13.24	13.24
BUILDINGS	575.88	-	-	575.88	396.23	-	21.67	157.97	179.64
PLANT & MACHINERY	2,865.25	357.95	-	3,223.20	2,757.99	-	54.18	411.03	107.26
COMPRESSOR	34.41	-	-	34.41	29.37	-	1.66	3.38	5.04
ELECTRICAL INSTALLATIONS	239.47	23.19	-	262.66	213.03	-	7.07	42.57	26.44
TOOLS & EQUIPMENTS	10.65	0.80	-	11.45	9.65	-	0.15	1.64	1.00
FURNITURES & FIXTURES	4.62	-	-	4.62	4.62	-	-	-	-
VEHICLES	73.26	-	-	73.26	43.30	-	9.34	20.62	29.96
OFFICE EQUIPMENTS	5.98	-	-	5.98	5.59	-	0.04	0.35	0.39
BOREWELL	1.96	-	-	1.96	1.96	-	-	-	-
COMPUTERS	9.00	0.35	-	9.34	8.76	-	0.13	0.46	0.24
TOTAL	3,833.73	382.29	-	4,216.01	3,470.52	-	94.24	651.26	363.20



Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Note - 3 - Non Current Investments				
Invested in shares of ARS ENERGY PVT. LTD. (200 Shares at Nominal Value of Rs.10/- each and Premium at Rs 265/-)	–	0.77	0.77	0.41
Invested in ARH ENERGY LLP	–	0.26	0.26	0.26
Invested in shares of Green Infra Wind Power Generation Limited (Total Shares at Nominal value of Rs.10/- each-)	6.00	–	6.00	6.00
	6.00	1.03	7.03	6.67
Note - 4 - Other Financial Assets				
Deposits				
Deposits	45.93	110.26	156.19	82.92
Loans and Advances				
Interest Subsidy Receivable TUF Loan	210.39	–	210.39	206.77
Total	256.32	110.26	366.58	289.68
Note - 5 - Inventories				
Finished Goods	221.18	182.20	403.38	166.04
Raw Materials	2,413.04	740.77	3,153.81	3,231.35
Stock in Process	83.44	82.42	165.86	186.25
Stores & Spares	86.53	5.26	91.79	88.36
Waste Cotton and yarn	2.13	19.45	21.58	21.65
Total	2,806.33	1,030.09	3,836.42	3,693.66
Note - 6 - Trade Receivables				
A. Secured	–	–	–	–
B. Unsecured, considered good				
(a) Outstanding for a period exceeding six months	0.01	–	0.01	1.05
(b) Others	1,126.81	354.08	1,480.89	1,724.45
Total	1,126.82	354.08	1,480.90	1,725.50
Note - 7 - Cash and Bank Balances				
Cash and cash equivalents				
Balance with banks	18.90	0.93	19.82	41.75
Cash in hand	6.03	1.53	7.56	9.88
Total	24.93	2.45	27.38	51.63

MARIS SPINNERS LIMITED

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Note - 8 - Short Term Loans and Advances				
Unsecured - considered good Loans & Advances	150.11	0.65	150.76	94.68
Total	150.11	0.65	150.76	94.68
Note - 9 - Other Current Assets				
Advance Paid - Capital Goods	5.00	–	5.00	4.67
Advance Paid - Stores and Spares	21.65	6.46	28.12	13.99
Duties & Taxes	136.55	76.25	212.80	222.61
Prepaid Expenses	68.31	10.05	78.37	68.79
Interest accrued but not due	–	–	–	0.61
Margin on Bill	2.32	–	2.32	0.91
Others	4.05	0.51	4.56	1.59
Total	250.73	80.43	331.16	313.18

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

Rs. in Lakh

Particulars	Unit I		Unit II		Consolidated		Consolidated	
	As at 31st March 2019		As at 31st March 2019		As at 31st March 2019		As at 31st March 2018	
	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)
Authorised Share Capital								
99,50,000 Equity shares of Rs. 10/- each	9,950,000	995.00			9,950,000	995.00	9,950,000	995.00
50,000 Preference Shares of Rs.10/- each	50,000	5.00			50,000	5.00	50,000	5.00
Issued Share Capital								
82,95,160 Equity Shares of Rs.10/- each	8,295,160	829.52			8,295,160	829.52	8,295,160	829.52
Subscribed Share Capital								
81,72,360 Equity Shares of Rs.10/- each	8,172,360	817.24			8,172,360	817.24	8,172,360	817.24
Paid up Share Capital								
4,295,160 Equity Shares of Rs. 10/- each	4,295,160	429.52	3,877,200	387.72	8,172,360	817.24	4,295,160	429.52
3,877,200 Equity Shares of Rs. 10/- each							3,877,200	387.72
Less: Calls unpaid								
				12.04		12.04		13.20
Total	4,295,160	429.52	3,877,200	375.68	8,172,360	805.19	8,172,360	804.04

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 2019		31st March 2018	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	8,172,360	805.19	8,172,360	804.04
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	8,172,360	805.19	8,172,360	804.04

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

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Anandkumar Rengaswamy	1,641,720	20.09	1,641,720	20.09
Anandkumar Rengaswamy HUF	999,860	12.23	999,860	12.23
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 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Note - 11 - Other Equity				
Central Subsidy				
Balance at the beginning of the reporting period	15.00	–	15.00	15.00
Add: Current Year Transfer	–	–	–	–
Balance at the closing of the reporting period	15.00	–	15.00	15.00
Generator Subsidy				
Balance at the beginning of the reporting period	8.45	–	8.45	8.45
Add: Current Year Transfer	–	–	–	–
Balance at the closing of the reporting period	8.45	–	8.45	8.45
General Reserve				
Balance at the beginning of the reporting period	21.81	–	21.81	21.81
Add: Transferred from Investment Allowance	–	–	–	–
Balance at the closing of the reporting period	21.81	–	21.81	21.81
Wind Mill Subsidy				
Balance at the beginning of the reporting period	13.50	–	13.50	13.50
Add: Current Year Transfer	–	–	–	–
Balance at the closing of the reporting period	13.50	–	13.50	13.50
Securities Premium Account				
Balance at the beginning of the reporting period	–	387.72	387.72	387.72
Less: Premium due on 253500 shares at Rs.4.75	–	12.04	12.04	13.20
Add: Current Year Transfer	–	–	–	–
Balance at the closing of the reporting period	–	375.68	375.68	374.53
Surplus/(Deficit) in the statement of profit and loss				
Balance at the beginning of the reporting period	1,252.00	-233.57	1,018.43	1,011.29
Add: Profit/(Loss) for the current year	148.03	99.52	247.55	103.18
Less : Appropriations				
Dividend Paid	42.95	37.45	80.40	80.40
Dividend Distribution Tax	8.46	7.10	15.56	15.64
Short Provision of Dividend	–	–	–	–
Net surplus in the statement of profit and loss	1,348.61	(178.60)	1,170.02	1,018.43
Total	1,407.37	197.08	1,604.45	1,451.71

MARIS SPINNERS LIMITED

Note - 12 - Long Term Borrowings

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
(a) Term Loans				
Secured Loans				
From Banks				
Indian Overseas Bank TUF Loan III (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
Indian Overseas Bank Term Loan IV (Windmill) (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
Indian Overseas Bank Term Loan - Staff Qtrs (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	73.75	-	73.75	91.32
Common Collateral Security for working capital limits and terms loans availed from 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 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)				
Personal Guarantee of Directors and Others 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 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Karur Vysya Bank - Term Loan II Terms of Repayment - 60 monthly installments of Rs.2,66,251/-	-	-	-	7.99
Karur Vysya Bank - Term Loan III (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)	-	64.75	64.75	186.43
Karur Vysya Bank - Term Loan IV (37 Monthly Installments after a Holiday period of 6 months. Monthly interest to be serviced as and when debited) (First Charge on the Land and building and other 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)	-	155.02	155.02	-
Common Collateral Security for working capital limits and terms loans availed from 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, along with Indian Overseas Bank 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 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)				

MARIS SPINNERS LIMITED

Note - 12 - Long Term Borrowings (Contd.)

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Personal Guarantee of Directors and Others 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)				
HDFC Car Loan (Secured By Hypothecation of Ford ECO SPORT Car Terms of Repayment - 60 Monthly Installments of Rs.19,369/- each including interest)	-	-	-	1.40
HDFC Car Loan (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.	2.72		2.72	10.47
Unsecured Loans				
(a) From Related Parties				
Sri.Raghuraman - Director	-	50.00	50.00	50.00
(b) From Inter Corporate Deposits				
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
Total	76.47	609.52	685.99	769.37

Note - 13 - Trade Payables

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Trade payables for				
Capital Goods	0.42	-	0.42	1.57
Raw Material	1,829.30	0.05	1,829.35	2,195.48
Stores & Spares	19.86	33.72	53.58	57.32
Expenses	96.60	20.81	117.41	120.40
Yarn Sales Commission	52.14	10.37	62.51	52.77
Total	1,998.32	64.95	2,063.27	2,427.54



Note - 14 - Short Term Borrowings

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
(a) Loan Repayable on Demand:				
(i) From Banks				
Secured:				
<u>Open Cash Credit</u>				
Karur Vysya Bank	–	201.68	201.68	272.97
(Terms of Repayment - Repayment on Demand)				
<u>Working Capital Term Loan</u>				
Karur Vysya Bank	–	450.00	450.00	230.00
Terms of Repayment - Repayment on Demand				
Above Loans are Secured By-				
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				
Karur Vysya Bank - Term Loan II	–	–	–	29.29
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 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
<p>Karur Vysya Bank - Term Loan III (48 Monthly Installments after a Holiday period of 6 months. Monthly interest to be serviced as and when debited) (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>	-	121.68	121.68	108.33
<p>Karur Vysya Bank - Term Loan IV (37 Monthly Installments after a Holiday period of 6 months. Monthly interest to be serviced as and when debited) (First Charge on the Land and building and other 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>	-	44.40	44.40	-
<p>Common Collateral Security for working capital limits and terms loans availed from Indian Overseas Bank Pari Passu Second Charge on the Land and Buildings and other Fixed Assets of Unit I 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 Manaparai, 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>Personal Guarantee of Directors and Others 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>				



Note - 14 - Short Term Borrowings (Contd.)

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
State Bank of India-Warehouse financing (Secured against Raw Cotton stored in warehouse situated at the Mills premises, Hunsur)	-	-	-	805.59
Personal Guarantee of Directors and Others Personal Guarantee of the promoter Directors (Shri.T.Raghuraman, Shri Anand Rengaswamy, Shri Jayaraman, and Smt. Kamala)				
Indian Overseas Bank TUF Loan III (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	15.51	-	15.51	144.00
Indian Overseas Bank (Windmill) (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	65.91	-	65.91	100.08
Indian Overseas Bank (Staff quarters) (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	17.57
Common Collateral Security for working capital limits and terms loans availed from 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 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.				

MARIS SPINNERS LIMITED

Note - 14 - Short Term Borrowings (Contd.)

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
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)				
Personal Guarantee of Directors and Others The above Long Term Borrowings are also guaranteed by Personal Guarantee of Sri Mr.T.Jayaraman (Director) - Individual & HUF, Mr.Anand Rengaswamy (Director), Mr.T.Raghuraman (Director) and T.Kamala.				
HDFC - Ford Eco Sport (Secured By Hypothecation of Ford ECO SPORT Car) Terms of Repayment -60 Monthly Installments of Rs.19,369/- each)	1.16	–	1.16	2.09
HDFC - Innova (Secured By Hypothecation of Innova) Terms of Repayment -36 Monthly Installments of Rs.69,409/- each)	7.75	–	7.75	7.11
(b) Other Loan and Advances				
Unsecured:				
Secured:				
Cash Credit				
Indian Overseas Bank, Chennai	2,045.04	–	2,045.04	993.72
Bank OD				
Indian Overseas Bank-OD 010933000000022	144.41	–	144.41	–
Indian Overseas Bank, KM Vadi	12.61	–	12.61	13.79
All the above loans are secured by: (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 Rengaswamy (Director), Mr.T.Raghuraman (Director) and T.Kamala (Director).				
HDFC BANK LTD - MYLAPORE [50200020995634]	149.37	–	149.37	114.51



Note - 14 - Short Term Borrowings (Contd.)

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
The company has not defaulted in repayment of Principal and Interest on above said loans				
Total	2,459.33	817.76	3,277.09	2,839.05
Note - 15 - Other Current Liabilities				
Other Payables				
Advance Received from Customers	201.34	1.30	202.64	210.33
Duties and Taxes	9.63	22.73	32.36	47.35
Other Liabilities	0.83	24.36	25.19	13.54
Total	211.81	48.39	260.19	271.22
Note - 16 - Short Term Provisions				
(a) Provision For Employee Benefits	59.76	62.64	122.40	104.38
(b) Others				
Provision for Income Tax	57.16	55.48	112.65	27.32
Provision for Scheme Batch Lumpsum Payable	–	13.55	13.55	14.82
Provision for Wealth Tax	0.42	–	0.42	0.42
Total	117.34	131.68	249.01	146.94
Note - 17 - Revenue From Operations				
a) Sale of Products				
Yarn Sales - Domestic	6,869.47	5,505.85	12,375.32	11,624.86
Yarn Sales- Exports	91.78	–	91.78	–
b) Other Operating Revenues				
Packing Income	5.70	6.41	12.11	14.03
Waste Cotton Sales	175.14	323.17	498.31	565.59
Waste Yarn Sales	–	8.17	8.17	8.21
Scrap Sales	1.64	1.27	2.91	6.82
Total	7,143.73	5,844.86	12,988.59	12,219.50

MARIS SPINNERS LIMITED

Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Note - 18 - Other Income				
Other Incomes				
Wind Generation	243.19	–	243.19	236.51
Interest - Others	7.82	1.30	9.12	19.93
Interest Subsidy- TUF Loan	3.75	–	3.75	11.05
Interest on FD-Banks	0.30	–	0.30	0.65
Profit on Sale of Assets	1.81	–	1.81	–
Solar Power	4.43	–	4.43	4.43
Foreign Exchange Gains	0.51	–	0.51	–
Other Income	0.01	0.26	0.27	–
Total	261.82	1.56	263.38	272.56
Note - 19 - Cost of Material Consumed				
Materials Consumed				
Opening Stock of Raw Material	2,536.16	695.18	3,231.34	3,217.65
Add: Purchase Cost of Raw Material	4,435.86	4,032.77	8,468.63	7,868.25
Less: Closing Stock of Raw Material	2,413.04	740.77	3,153.81	3,231.35
Total	4,558.98	3,987.19	8,546.17	7,854.55
Note - 20 - Changes in inventories of finished goods, work-in-progress and Stock-in-Trade				
Increase/(Decrease) in Inventories				
CLOSING STOCK				
Finished Goods	221.18	182.20	403.38	166.04
Work in Process	83.44	82.42	165.86	186.25
Waste Cotton and Yarn	2.13	5.26	7.39	3.60
Stores & spares	–	19.45	19.45	20.81
	306.75	289.32	596.07	376.71
OPENING STOCK				
Finished Goods	60.00	106.04	166.04	181.86
Work in Process	112.16	74.09	186.25	170.08
Waste Cotton and Yarn	0.84	2.76	3.60	9.55
Stores & spares	–	20.81	20.81	22.92
	173.00	203.70	376.70	384.42
Increase/(Decrease) in Inventories	133.75	85.62	219.37	(7.71)
Note - 21 - Employee Benefit expenses				
Salaries, Wages and Bonus	518.17	385.41	903.58	784.91
Staff Welfare Expenses	169.00	12.52	181.52	139.67
Other Expenses	8.99	10.53	19.52	17.69
Total	696.16	408.46	1,104.62	942.28



Rs. in Lakh

Particulars	Unit I	Unit II	Consolidated	Consolidated
	As at 31st March 2019	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Note - 22 - Finance Costs				
Interest Expenses				
Interest on Working Capital	219.87	88.21	308.08	331.80
Interest on Others	12.22	44.38	56.60	44.38
Interest on Term Loan	24.82	–	24.82	56.31
Interest on Bills Discounted	66.21	–	66.21	56.71
Interest on Car loan	1.45	–	1.45	1.58
Total	324.57	132.59	457.16	490.78
Note - 23 - Other Expenses				
Testing & Inspection	1.96	1.07	3.03	3.70
Cotton Handling Expenses	–	10.66	10.66	10.04
Annual Maintenance charges	2.96	–	2.96	2.58
Entry Tax	–	–	–	0.76
Electrical Maintenance	13.75	4.39	18.14	22.23
Factory Maintenance	18.33	8.39	26.72	24.89
Machinery Maintenance	15.89	30.31	46.20	44.21
Freight	3.06	1.93	4.99	5.33
Stores Consumption	110.43	243.00	353.43	409.69
Power & Fuel Charges	973.10	663.04	1,636.14	1,564.51
Packing Charges	–	0.23	0.23	–
Hank Yarn Obligation Charges	15.87	14.56	30.43	33.65
Payment to the Auditor as -				
Audit Fees	0.80	0.80	1.60	1.60
Audit Expenses	1.43	0.70	2.14	1.54
Internal Audit Fee and Expenses	2.44	–	2.44	2.28
Bank and Credit Card charges	18.32	9.39	27.71	7.50
Communication and Internet Expenses	2.41	1.40	3.80	3.76
Insurance	13.10	4.52	17.62	16.72
Printing and stationery	3.49	0.76	4.25	4.90
Professional Charges	15.80	5.14	20.94	26.05
Rent	4.43	4.39	8.82	6.17
Rates and Taxes	1.46	4.57	6.03	7.25
Staff Quarters Maintenance	1.09	–	1.09	–
Travelling Expenses	31.67	3.48	35.15	29.33
Vehicle Maintenance	6.80	38.75	45.55	40.09
Other Admin Expenses	53.66	32.06	85.72	74.79
Wind Mill Maintenance	52.11	–	52.11	53.40
Selling & Distribution Expenses	174.37	95.62	269.98	227.87
Total	1,538.74	1,179.15	2,717.89	2,624.81

MARIS SPINNERS LIMITED

Note - 24: Other Notes to Accounts

a) Taxes on Income and Deferred Taxes :

The Company has made a provision for Income Tax based on the book profit of the company for the year as per the provisions of Income Tax Act, 1961.

The Tax Savings of Rs. 83,21,222/- has been credited to the Profit and Loss Account and correspondingly Deferred Tax Liability amounting to Rs. 43,79,235/- has been disclosed in the Balance Sheet as at 31st March 2019. The disclosure of the same is as follows:

Particulars	Amount (in Rs.)
Deferred Tax Liability as on 01/04/2018	1,27,00,457
Less: Reversal of Deferred Tax Liability	(83,21,222)
Deferred Tax Liability as on 31/03/2019	43,79,235

b) Cash Flow Statement:

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

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	2018-19	2017-18
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 Goods and 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 include 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	2,47,54,577	1,03,17,830
Profit attributable to ordinary shareholders	2,47,54,577	1,03,17,830
Weighted average Number of Equity Shares - Issued & Subscribed	81,72,360	81,72,360
Basic Earnings Per Share (Rs.)	3.03	1.26
Diluted Earnings Per share (Rs.)	3.03	1.26

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 Indian Accounting Standard - 108 does not arise.

k) **Dividend:**

The Board of Directors, in its meeting on 30th May, 2019, have proposed a final dividend of Rs.1/- per equity share for the financial year ended 31st March 2019. 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. During the year, the company has accounted for dividend of Rs.1 per equity share approved at the 39th AGM held on 30/08/2018 for the financial year 2017-18.

MARIS SPINNERS LIMITED

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, Chennai 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 quota 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 on 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 Manapparai 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, (for the month of November'13 & December 2013) 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 orders 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 Tamil Nadu Generation and Distribution Corporation (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), the company has not been paying E-tax for the maximum demand charges since October'2012. The accrued E-Tax amount till March' 2019 was Rs.17,45,421/-. 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 towards the same.
- e. TANGEDCO has issued a show cause notice dated 20/04/2017 on the Company, informing its intention to levy Cross Subsidy Surcharge on the Company 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 has 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 consumers 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 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 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.

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

(i) Cash and cash equivalents

The Company holds cash and cash equivalents of INR 27,38,105/- as at 31st March 2019 (31st March 2018: INR 51,62,633/-). 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

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

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 : 30.05.2019



QUANTITATIVE PARTICULARS FOR 2018-2019

Annexure - I

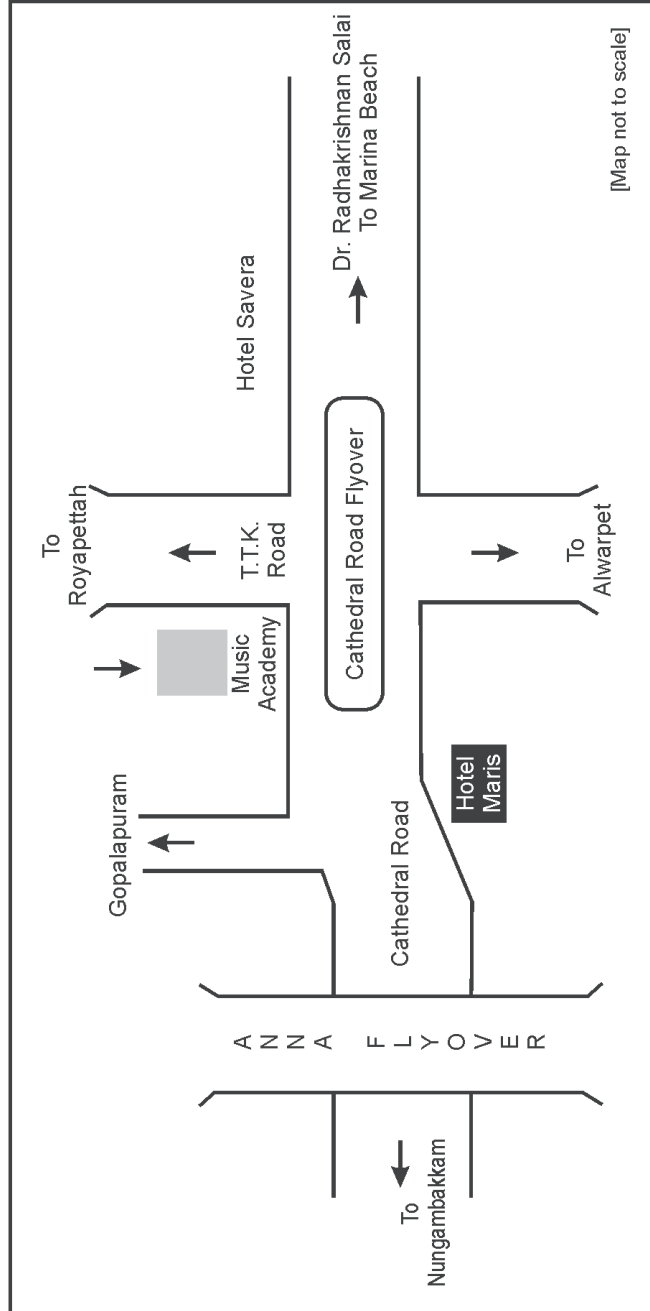
S.No.	PARTICULARS	UNIT I	UNIT II	CONSOLIDATED	
		31.03.2019	31.03.2019	UNIT I & II 31.03.2019	UNIT I & II 31.03.2018
1	[a] Licensed Capacity - Spindles [Nos.]	28704	25000	53704	53704
	[b] Installed Capacity - Spindles [Nos.]	28704	20832	49536	49536
	[c] Production Cotton Yarn [Kgs.]	2873586.300	2190644.190	5064230.490	4606794.135
2	[a] Sale of Finished Goods [Kgs.]	2815198.890	2162708.100	4977906.990	4608787.810
	[b] Sale of Waste Cotton [Kgs.]	726585.250	800498.000	1527083.250	1610765.400
3	Purchase of Raw materials				
	[a] Cotton [Kgs.]	3389768.000	3026054.000	6415822.000	6526990.000
4	Raw materials Consumed				
	[a] Cotton [Kgs.]	3640644.000	3047263.060	6687907.060	6297677.940
5	Opening Stock				
	[a] Finished Goods - Yarn 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
6	Closing Stock				
	[a] Finished Goods - Yarn at Mills [Kgs.]	85951.165	73084.410	159035.575	70152.075
	[b] Raw materials - Cotton [Kgs]	1869889.000	570066.400	2439955.400	2700267.060
	[c] Stock In Process [Kgs]	46824.000	45661.500	92485.500	104258.900
	[d] Waste Cotton [Kgs]	7093.310	8265.320	15358.630	10312.660
	Consumption of Raw materials				
	[a] Indigenous	100.00%	100.00%	100.00%	100.00%
	[b] Imported	0.00%	0.00%	0.00%	0.00%

MARIS SPINNERS LIMITED

Notes to Accounts Annexure 2

Name	Manner in which related	Nature of Transactions	Balance as on 01.04.2018 Rs.	Payment during the year Rs.	Transaction during the year Rs.	Balance as on 31.03.2019 Rs.
Maris Hotels & Theatres Pvt Ltd	Associated Concern	Purchase of power, windmill maintenance boarding and lodging	1,537,500	12,487,050	12,033,500	1,083,950
Maris Textiles LLP	Associated Concern	Sale of cotton yarn	3,145,980	4,110,254	7,256,234	–
Maris Agro Products	Associated Concern	Purchase of Stores items	–	–	24,000	24,000
ARH Energy LLP	Associated Concern	Purchase of power	826,082	11,203,025	11,386,815	642,292
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	1,200,000	1,200,000	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: admin@maris.co.in Web: www.maris.co.in

Phone: 044 2811 5910/12/18

40th ANNUAL GENERAL MEETING

20th September, 2019

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

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 40th Annual General Meeting of the Company to be held on Friday, September 20th, 2019 at 9.00 A.M. at Hotel Maris I Floor, No.11, Cathedral Road, Chennai - 600 086.

Affix Revenue Stamp Rs.1/-

Signed _____ day of _____ 2019

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: admin@maris.co.in Web:www.maris.co.in. Phone: 044 2811 5910 /12/18

**40th ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

DP ID:		Folio No.	
Client ID		No.of Shares	
Name of the Member			
Name of the Proxy			

I hereby record my presence at the 40th Annual General Meeting of the Company held on Friday, September 20th, 2019 at 9.00 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 2018-19 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 FY 2018-19 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

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

* 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:

Commencement of e-voting	End of e-voting
Tuesday, 17th September 2019 (from 9.00 A.M)	Thursday, 19th September, 2019 (upto 5.00 P.M)

Note: Please refer the details and instructions which forms integral part of Notice of 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.
- 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. 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

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.