

THANJAVUR SPINNING MILL LIMITED

ANNEXURE II TO DIRECTORS' REPORT

Form MGT - 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014].

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	U17111TN1961PLC004505
2.	Registration Date	09-06-1961
3.	Name of the Company	THANJAVUR SPINNING MILL LIMITED
4.	Category / Sub-category of the Company	Public Limited Company
5.	Address of the Registered office and Contact details	“Rajapalayam Mills Premises” P.A.C. Ramasamy Raja Salai, Rajapalayam, Tamil Nadu - 626 117. Phone:04563-235666 ; Fax:04563-236520 E-Mail:tsml@ramcotex.com Web: www.thanjavurspinningmill.co.in
6.	Whether listed Company	No
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	M/s. CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No. 1, Club House Road, Chennai - 600 002. Phone : 044-28460390; Fax : 044-28460129 Email : investor@cameoindia.com Web : www.cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(Business activities contributing 10% or more of the total turnover of the company):

Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
Yarn	13111	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Name and address of the Company	CIN/GNL	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
- NIL -				

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IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	13,48,653	2,12,438	15,61,091	57.82	14,61,580	1,03,711	15,65,291	57.97	0.15
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	13,48,653	2,12,438	15,61,091	57.82	14,61,580	1,03,711	15,65,291	57.97	0.15
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
e) Any others	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters (A) = A(1)+A(2)	13,48,653	2,12,438	15,61,091	57.82	14,61,580	1,03,711	15,65,291	57.97	0.15
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	2,398	-	2,398	0.09	2,398	-	2,398	0.09	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	2,398	-	2,398	0.09	2,398	-	2,398	0.09	-

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Category-wise Share Holding (Contd.)

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									
i) Indian*	1,07,614	4,320	1,11,934	4.14	1,07,614	4,320	1,11,934	4.14	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	73,788	4,19,984	4,93,772	18.29	87,990	4,01,582	4,89,572	18.13	(0.15)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	4,31,043	99,762	5,30,805	19.66	4,31,043	99,762	5,30,805	19.66	-
c) Others - (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	6,12,445	5,24,066	11,36,511	42.09	6,26,647	5,05,664	11,32,311	41.94	(0.15)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6,14,843	5,24,066	11,38,909	42.18	6,29,045	5,05,664	11,34,709	42.03	(0.15)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19,63,496	7,36,504	27,00,000	100	20,90,625	6,09,375	27,00,000	100	-

* It includes shares in Investor Education and Production Fund (IEPF) account (1,05,114 No. of shares).

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ii) Shareholding of Promoters:

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year 1 st April, 2018			Shareholding at the end of the year 31 st March, 2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Shri P.R.RAMASUBRAHMANEYA RAJHA	23,769	0.88	-	-	-	-	(0.88)
2	Smt.R.SUDARSANAM	2,59,441	9.61	-	2,69,584	9.98	-	0.37
3	Shri.P.R.VENKETRAMA RAJA	1,67,949	6.22	-	1,73,891	6.44	-	0.22
4	Smt.SARADHA DEEPA	3,83,949	14.22	-	3,89,891	14.44	-	0.22
5	Smt.R.NALINA RAMALAKSHMI	3,83,949	14.22	-	3,89,891	14.44	-	0.22
6	Smt. R.CHTTAMMAL	1,422	0.05	-	1,422	0.05	-	-
7	Shri N.R.K.RAMKUMAR RAJA	400	0.01	-	400	0.01	-	-
8	Shri S.S.RAMACHANDRA RAJA	1,000	0.04	-	1,000	0.04	-	-
9	Shri. K.T.RAMACHANDRAN	4,078	0.15	-	4,078	0.15	-	-
10	Shri K.R. THIRUVENGADAM	72,400	2.68	-	72,400	2.68	-	-
11	Smt. K.R.RUKMANI	4,222	0.16	-	4,222	0.16	-	-
12	Smt. K.R.VAISHNAVI	4,222	0.16	-	4,222	0.16	-	-
13	Smt. K.R.SAKUNDALA DEVI	4,222	0.16	-	4,222	0.16	-	-
14	Smt. ANNAPOORANI KRISHNAN	43,143	1.60	-	43,143	1.60	-	-
15	DR.K.TIRUVENGADAKRISHNAN	40,487	1.50	-	40,487	1.50	-	-
16	MINOR K.T.HARINI BY F&G.K.TIRUVENGADAKRISHNAN	1,000	0.04	-	1,000	0.04	-	-
17	MINOR K.T.HARSHINI BY F&G.K.TIRUVENGADAKRISHNAN	1,000	0.04	-	1,000	0.04	-	-
18	Smt. K.PADMAVATHI	23,085	0.85	-	23,085	0.85	-	-
19	Shri K.S.KRISHNAKUMAR	20,000	0.74	-	20,000	0.74	-	-
20	Mr.K.SANTHANA KRISHNAN	1,100	0.04	-	1,100	0.04	-	-
21	Mr. K.RAGUVIR	1,200	0.04	-	1,200	0.04	-	-
22	Smt. K.UMAMAHESWARI	30,685	1.14	-	30,685	1.14	-	-
23	Ms. P.P.HASINI	1,000	0.04	-	1,000	0.04	-	-
24	Shri K.T.SRINIVASAN	2,224	0.08	-	2,224	0.08	-	-
25	Shri K.T.KALYANAKRISHNAN	35,144	1.30	-	35,144	1.30	-	-
26	Smt. MEENAKSHI KALYANAKRISHNAN	6,000	0.22	-	6,000	0.22	-	-
27	Shri R.SIVASUBRAMANIAN	2,000	0.07	-	2,000	0.07	-	-
28	Smt. S.JALAJAAMMAL	2,000	0.07	-	2,000	0.07	-	-
29	Shri S.KRISHNASWAMY KAMAYA NAICKER	4,000	0.15	-	4,000	0.15	-	-
30	Shri K.KUMARAN	27,000	1.00	-	27,000	1.00	-	-
31	Smt.V.VEERALAKSHMI	9,000	0.33	-	9,000	0.33	-	-
	TOTAL	15,61,091	57.82	-	15,65,291	57.97	-	0.15

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iii) Change in Promoters' Shareholding:

Sl. No.	Shareholding		Date	Increase / (Decrease) in Shareholdings	Reason	Cumulative Shareholding during the year 01-04-2018 to 31-03-2019)	
	No. of shares at the beginning (01-04-2018) / end of the year (31-03-2019)	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	15,61,091	57.82	24-08-2018	3200	Transfer	15,64,291	57.94
2	-	-	29-09-2018	1000	Transfer	15,65,291	57.97

iv) Shareholding Pattern of Top Ten Shareholders:

(Other than Directors and Promoters)

Sl. No.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year 01-04-2018 to 31-03-2019)	
		No. of shares at the beginning of the year (01-04-2018) / end of the year (31-03-2019)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Shri ABINAV RAMASUBRAMANIAM RAJA P V	2,13,300	7.90	N.A.	N.A.	N.A.	2,13,300	7.90
2	Smt. P.V. NIRMALA	67,500	2.50	N.A.	N.A.	N.A.	67,500	2.50
3	Smt. P.V. SRISANDHYA	67,500	2.50	N.A.	N.A.	N.A.	67,500	2.50
4	Shri ANANTHARAMAKRISHNAN K S	29,886	1.11	N.A.	N.A.	N.A.	29,886	1.11
5	Shri SATHYANARAYANAN K S	29,876	1.11	N.A.	N.A.	N.A.	29,876	1.11
6	Smt. DHARSHINI RAAJA DH	27,000	1.00	N.A.	N.A.	N.A.	27,000	1.00
7	Smt. SRIMATHI D	27,000	1.00	N.A.	N.A.	N.A.	27,000	1.00
8	Shri. K.K. VENKATRAMAN	20,000	0.74	N.A.	N.A.	N.A.	20,000	0.74
9	Smt. K.K. VISHNUPRIYA	20,000	0.74	N.A.	N.A.	N.A.	20,000	0.74
10	Shri. A. MOHAMED SALEEM	14,800	0.55	N.A.	N.A.	N.A.	20,000	0.55

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v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of shares at the beginning of the year (01.04.2018) / end of the year (31.03.2019)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Shri KANTHIMATHINATHAN S	Nil	Nil	N.A.	N.A.	N.A.	Nil	Nil
2	SHRI.P.A.S.KRISHNAMA RAJA	Nil	Nil	N.A.	N.A.	N.A.	N.A	N.A
3	SHRI.P.J.RAMKUMAR RAJHA	Nil	Nil	N.A.	N.A.	N.A.	N.A	N.A
4	SHRI.A.KARTHISWARAN	Nil	Nil	N.A.	N.A.	N.A.	N.A	N.A
5	SHRI.S.MUTHUSAMY	Nil	Nil	N.A.	N.A.	N.A.	N.A	N.A
6	SHRI.G.RAMACHANDRAN	Nil	Nil	N.A.	N.A.	N.A.	N.A	N.A

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V. INDEBTEDNESS

(₹ in Lakhs)

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,258.38	-	-	2,258.38
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	2,258.38	-	-	2,258.38
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	2,258.38	-	-	2,258.38
Net Change	(2,258.38)	-	-	(2,258.38)
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Not Applicable

B. Remuneration to other Directors:

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Shri. P.A.S.Krishnama Raja	Shri P.J.Ramkumar Rajha	
	Fee for attending board committee meetings	0.25	0.25	0.50
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	0.25	0.25	0.50
2	Other Non-Executive Directors	Shri. S. Kanthimathinathan		
	Fee for attending board committee meetings	0.25		0.25
	Commission	-		-
	Others, please specify	-		-
	Total (2)	0.25		0.25
	Total (B)=(1+2)	0.75		0.75
	Overall Ceiling as per the Act	1% of Net profit of the Company, calculated as per Section 198 of the Companies Act, 2013.		
	Total Managerial Remuneration (A+B)			0.75

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/ WTD (₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Shri S.Muthusamy CEO	Shri A. Karthiswaran Secretary	Shri G. Ramachandran CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	20.17	5.89	6.30	32.36
	(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	20.17	5.89	6.30	32.36

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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 Punishment Compounding			NIL		
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			NIL		

On behalf of the Board of Directors,
For THANJAVUR SPINNING MILL LIMITED,

RAJAPALAYAM,
28th May, 2019.

S. KANTHIMATHINATHAN
DIRECTOR

P.J. RAMKUMAR RAJHA
DIRECTOR