

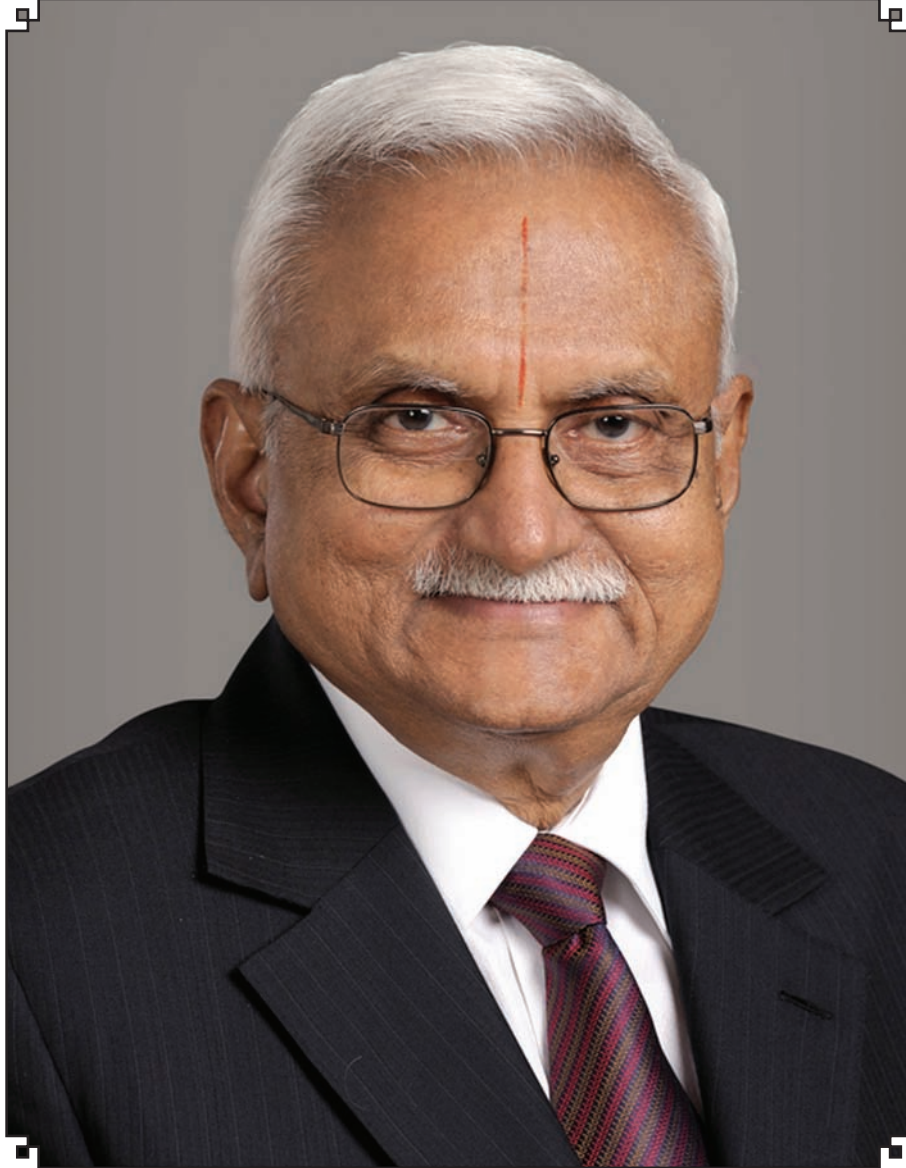


**SANDHYA SPINNING MILL LIMITED**  
RAJAPALAIYAM

FOUNDER



SHRI P.A.C. RAMASAMY RAJA



**"Gurubakthamani"**  
**SHRI P.R. RAMASUBRAHMANEYA RAJHA**  
Sridharmarakshakar - Ramco Group

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## Board of Directors

Shri P.R. VENKETRAMA RAJA, B.Tech., M.B.A.,  
*Chairman*

Smt. B. SRISANDHYA RAJU  
*Managing Director*

Smt. R. SUDARSANAM

Smt. P.V. NIRMALA RAJU

Shri N.K. SHRIKANTAN RAJA

Shri S. KANTHIMATHINATHAN

Shri P.A.S. KRISHNAMA RAJA

## Secretary

Shri V. GURUSAMY

## Chief Financial Officer

Shri N. VAIRA BALAJI

## Registered Office

Sandhya Spinning Mill Limited,  
No.47, P.S.K. Nagar,  
Rajapalaiyam - 626 108,  
Tamil Nadu.  
E-mail : sandhya@ramcotex.com  
Phone No. : 04563 - 235009

## Website

[www.sandhyaspinningmill.co.in](http://www.sandhyaspinningmill.co.in)

## Corporate Identification Number

U17111TN1994PLC027037

## Factory

Krishnapuram Road,  
Rajapalaiyam - 626 108,  
Tamil Nadu.

## Auditor

M/s. M.S. Jagannathan & N.Krishnaswami,  
Chartered Accountants,  
Unit - 5, Ground Floor,  
Abirami Apartments, No.14, V.O.C. Road,  
Cantonment,  
Trichy – 620 001.

## Bankers

DCB Bank Limited  
Indian Bank  
IDBI Bank Limited  
IDFC First Bank Limited  
Kotak Mahindra Bank Limited  
Tamilnad Mercantile Bank Limited  
The Federal Bank Limited

## Secretarial Auditor

Shri M.R.L. Narasimha,  
'Lotus', 370-A, Alagesan Road,  
SB Mission Post,  
Coimbatore – 641011.

## Cost Auditor

M/s. RKMS & Associates,  
Practising Cost Accountants,  
IV-B, Akshaya Homes,  
9B-20, Barathiyar 4<sup>th</sup> Street,  
Tagore Nagar, S.S. Colony,  
Madurai - 625 016.

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# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## NOTICE

### NOTICE TO THE MEMBERS

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Company will be held at 2.30 P.M. on Saturday the 20<sup>th</sup> August, 2022. This Annual General Meeting is being conducted through Video Conferencing / Other Audio Visual Means, the details of which are provided in the Notes to this Notice. The following are the businesses that would be transacted at this Annual General Meeting.

### ORDINARY BUSINESS – ORDINARY RESOLUTION

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT the Company’s Audited Financial Statements for the year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT an accumulated Preference Dividend of ₹ 90 Lakhs on 30,00,000 Nos. of 7.50% Cumulative Redeemable Preference Shares of ₹ 10/- each, be and is hereby declared for the following financial years and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Beneficial owners as on 13<sup>th</sup> August, 2022.”

Year	% of Dividend	Amount (₹ in Lakhs)
2018-19	7.50%	22.50
2019-20	7.50%	22.50
2020-21	7.50%	22.50
2021-22	7.50%	22.50
Total		90.00

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT a Equity Dividend of ₹ 0.50 per share be and is hereby declared for the year ended 31<sup>st</sup> March, 2022 and the same be paid to those shareholders whose name appear in the Register of Members and Register of Beneficial owners as on 13<sup>th</sup> August, 2022.”

4. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT Smt. R. Sudarsanam (DIN: 00433926), who retires by rotation, be and is hereby re-appointed as Director of the Company.”

5. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT Shri. S. Kanthimathinathan (DIN: 01124581), who retires by rotation, be and is hereby re-appointed as Director of the Company.”

6. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT in terms of Section 139,142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants holding Firm Registration No. 001208S be and is hereby re-appointed as Statutory Auditors of the Company for the Second term of 5 consecutive financial years commencing from the financial year 2022-23 and to hold office from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting to be held in the year 2027.

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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### NOTICE

RESOLVED FURTHER THAT the Auditors shall be paid for the financial year 2022-23, a remuneration of ₹ 1,75,000/- (Rupees One Lakhs Seventy-Five Thousand only) per year, plus applicable taxes and out-of-pocket expenses.

RESOLVED FURTHER THAT for the financial years 2023-24 to 2026-27, the Board of Directors are authorized to fix the remuneration based on the recommendation of the Audit Committee.”

### SPECIAL BUSINESS – SPECIAL RESOLUTION

7. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, Articles of Association of the Company, approval of the Company be and is hereby accorded to the Re-appointment of Smt. B. SriSandhya Raju (DIN: 02325596) as Managing Director of the Company for a period of 5 years with effect from 01-04-2023, at a remuneration equivalent to 5% of the net profits of the Company.

RESOLVED FURTHER THAT when the Company has no profits or its profits are inadequate, in any financial year, not being more than three such financial years over the entire tenure of five years, she shall be paid a remuneration of ₹ 120 Lakhs per annum along with the following perquisites:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service;
- iii. Encashment of leave at the end of the tenure; and
- iv. Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to fix the components, quantum and periodicity of the remuneration payable to the Managing Director subject to the aforementioned limits.

RESOLVED FURTHER THAT the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.”

### SPECIAL BUSINESS – ORDINARY RESOLUTION

8. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and Out-of-pocket expenses payable to M/s. RKMS & Associates, Cost Audit Firm (Firm Registration No. 000335) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2022-23 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed.”

By Order of the Board,  
For SANDHYA SPINNING MILL LIMITED,

Rajapalaiyam,  
26<sup>th</sup> May, 2022.

P.R. VENKETRAMA RAJA,  
CHAIRMAN

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## NOTICE

### NOTES:

- 1) Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
  - 2) The Company has chosen to conduct this Annual General Meeting in through Video Conferencing. The Annual General Meeting would be conducted in accordance with the :
    - (i) General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, issued by Ministry of Corporate Affairs, Government of India; and
    - (ii) Such other instructions that may be issued by Statutory Authorities.
  - 3) The Company would be providing the Central Depository Services (India) Limited's (CDSL) system for the members to cast their vote through remote e-voting and participate in the Annual General Meeting through Video Conference.
  - 4) Proxies are not being sent to shareholders, as the meeting is being conducted through Video Conference.
  - 5) The Company is also releasing a Public Notice by way of advertisement being published in English in Business Line (All editions) and in Tamil in Dinamani (Madurai editions), containing the following information:
    - \* Convening of Annual General Meeting through Video Conference in compliance with applicable provisions of the Companies Act, 2013 ("Act").
    - \* Date and Time of the Annual General Meeting.
    - \* Availability of Notice of the Meeting on the website of the Company and at <http://www.evotingindia.com>
    - \* Reference of the link of the Company's website, providing access to the full Annual Report.
    - \* Requesting the members who have not registered their e-Mail addresses with the Company, to get the same registered with the Company.
  - 6) The cut-off date will be Saturday the 13<sup>th</sup> August, 2022 for determining the eligibility to vote by remote e-Voting or in the Annual General Meeting.
  - 7) In accordance with Section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividends lying with the Company for a period of over seven years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
  - 8) In accordance with Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application. The procedure is available at [www.iepf.gov.in](http://www.iepf.gov.in)
  - 9) Dispatching of physical copies of the financial statements (including Board's report and Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by e-mail to the Members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website – [www.sandhyaspinningmill.co.in](http://www.sandhyaspinningmill.co.in).
  - 10) The Company has fixed Saturday, 13<sup>th</sup> August, 2022 as the 'Record Date' for determining entitlement of members to dividend for the financial year ended 31<sup>st</sup> March, 2022, if approved at the AGM.
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## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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### NOTICE

- 11) As per Income Tax Act, 1961, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to **sandhya@ramcotex.com** on or before 5<sup>th</sup> August, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to **sandhya@ramcotex.com**. The aforesaid declarations and documents need to be submitted by the shareholders on or before 5<sup>th</sup> August, 2022.

- 12) Voting through electronic means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members remote e-Voting facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM) and the business may be transacted through such voting, through e-Voting Services provided by CDSL.
- B. The facility for remote e-Voting shall remain open from 9.00 A.M. on Wednesday, the 17<sup>th</sup> August, 2022 to 5.00 P.M. on Friday, the 19<sup>th</sup> August, 2022. During this period, the Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off-date, viz., Saturday, the 13<sup>th</sup> August, 2022, may opt for remote e-Voting. Remote e-Voting shall not be allowed beyond 5.00 P.M. on Friday, 19<sup>th</sup> August, 2022.
- C. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and e-Mail Id in their demat accounts in order to access e-Voting facility.
- D. Login method for e-Voting and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b> Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <b>https://web.cdslindia.com/myeasi/home/login</b> or visit <b>www.cdslindia.com</b> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking</p>



## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

### NOTICE

Type of shareholders	Login Method
	<p>the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining the AGM through VC &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration / EasiRegistration">https://web.cdslindia.com/myeasi/Registration / EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-Mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	<p>You can also login using the login credentials of your demat account through your DP registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

- E. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll free No. 1800 22 55 33.

- F. Login method for e-Voting and joining the AGM through VC for shareholders holding shares in physical form and for shareholders other than individual shareholders holding in Demat form.
1. The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com)
  2. Click on "Shareholders" tab.
  3. Now enter your User ID:
    - a. For CDSL: 16 Digits beneficiary ID,
    - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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### NOTICE

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Physical form and Shareholders holding shares in Demat Form other than individual holders

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / DP are requested to use the first two letters of their name and the 8 digits of the Folio No. in the PAN field.  In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is KUMAR N. with Folio Number 1 then enter KU00000001 in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction F.

After entering these details appropriately, click on "SUBMIT" tab.

- G. Shareholders holding Shares in physical form will then directly reach the Company selection screen. However, members holding Shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to Share your password with any other person and take utmost care to keep your password confidential.
  - H. For Shareholders holding Shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
  - I. Click on the relevant EVSN for SANDHYA SPINNING MILL LIMITED, on which you choose to vote.
  - J. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - K. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
  - L. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - M. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - N. You can also take a print of the votes cast by clicking on "Click here to Print" option on the Voting page.
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## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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### NOTICE

- O. If demat account holder has forgotten the login password, then Enter the User ID and the Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- P. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- Q. Facility for Non – Individual Shareholders and Custodians – Remote Voting
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
  - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cDSLindia.com**.
  - iii. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - iv. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
  - v. It is mandatory that scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at **srinivasan.k@msjandnk.in** and to the Company at the email address viz. **sandhya@ramcotex.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- R. If you have any queries or issues regarding attending the meeting and e-Voting from CDSL e-Voting System, you can write to **helpdesk.evoting@cDSLindia.com** or contact at toll free No. 1800 22 55 33.
- 13) Instructions for shareholders attending the AGM through VC & e-Voting during meeting are as under:
- A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - B. The Members can join the AGM in the VC mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to Members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM.
  - C. Members are requested to join the AGM through Laptops / IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
  - D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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### NOTICE

- E. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request at least 3 days prior to meeting mentioning your name, demat account number / folio number, email id, mobile number (as registered with the Depository Participant (DP) / Company) to the mail ID: **sandhya@ramcotex.com**. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  - F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to meeting mentioning your name, demat account number / folio number, email id, mobile number to the mail ID: **sandhya@ramcotex.com**. These queries will be replied by the Company suitably by email.
  - G. Non-Individual members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorizing their representative to attend on their behalf at the meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address with a copy marked to **helpdesk.evoting@cslindia.com**.
  - H. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - I. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
  - J. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  - K. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - L. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - M. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 14) Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP.
- A. For Physical shareholders, please provide your e-Mail ID/Mobile Number along with necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by E-mail to Company.
  - B. For Individual Demat shareholders, please update your e-mail ID / Mobile Number with your respective DP which is mandatory while e-Voting & joining the AGM through VC through Depository.
- 15) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 13-08-2022, may obtain the Login ID and Password by following the procedures mentioned in Point No: 13 (D) or (F), as the case may be.
- 16) The voting rights of Shareholders shall be in proportion to the Shares held by them in the paid up equity Share capital of the Company as on Saturday, the 13<sup>th</sup> August, 2022.
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## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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### NOTICE

- 17) Shri. K. Srinivasan, Chartered Accountant (Membership No: 021510), Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants will act as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- 18) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-Voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
- 19) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him.
- 20) All grievancess connected with the facility for voting by electronic means may be addressed Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A wing, 24<sup>th</sup> Floor, Marathon futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to **helpdesk.evoting@cdsl.com** or call toll free no. 1800 22 55 33.

By Order of the Board,  
For **SANDHYA SPINNING MILL LIMITED,**

Rajapalaiyam,  
26<sup>th</sup> May, 2022.

**P.R. VENKETRAMA RAJA,**  
**CHAIRMAN**

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## NOTICE

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No.5

At the Annual General Meeting held on 10-08-2017, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants was appointed as Statutory Auditors of the Company for a period of 5 years starting from 2017-2018 to 2021-2022. (1<sup>st</sup> term of 5 consecutive years).

In accordance with Section 139(2)(b) of the Companies Act, 2013, the Audit Firms can be appointed as Auditors for a maximum of 2 terms of 5 consecutive years.

The Audit Committee at its meeting held on 26-05-2022 reviewed the Auditors' independence, performance and effectiveness of the Audit process and found to be adequate for the Company's needs and purposes. Accordingly, they have recommended to the Board the reappointment of M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, as Statutory Auditors of the Company for another period of 5 years. The Board of Directors at the meeting held on 26-05-2022 have also approved the same and recommended their re-appointment to shareholders.

M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, are known for their high level of professional ethics and values. With the strong technical expertise drawn from their experience and with a team of highly competent professionals, they provide quality, timely and specific solutions to their clients. The following are the Partners of the Audit Firms.

Name of the Firm	Name of the Partners
M.S. Jagannathan & N. Krishnaswami	Shri K. Srinivasan Shri S. Srivatsan

The Statutory Auditors have confirmed their eligibility and have provided their written consents for their proposed reappointment and necessary certificates under Rule 4 of the Companies (Audit and Auditors) Rules, 2014, confirming that their reappointment, if made, shall be in accordance with the conditions as prescribed by law and they satisfy the criteria provided under Section 141 of the Companies Act, 2013.

The Directors recommend the Resolution to the Members for their approval. None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.

#### Item No. 6

Smt. B. SriSandhya Raju (DIN 02325596) was first appointed as a Managing Director of the Company on 25-05-2009. At that time, the net worth of the Company was ₹ 415 Lakhs and Turnover was ₹ 6,455 Lakhs. Under her leadership, the Company has expanded its capacity by adding 20,784 spindles and total capacity has increased from 50,352 to 71,136. The Rotor capacity of the company is 1,040. The Company's net worth has increased to ₹ 4,086 Lakhs as on 31-03-2022 with a Total Revenue of ₹ 24,114 Lakhs for the financial year 2021-22.

Smt. B. SriSandhya Raju was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 26-05-2022, subject to the approval of the Shareholders at the Annual General Meeting, for a further period of 5 years from 01-04-2023 to 31-03-2028 in accordance with the provisions of Section 197 of Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on 26-05-2022 had recommended to the Board the re-appointment of Smt. B. SriSandhya Raju as Managing Director of the Company and the Board of Directors at their meeting held on 26-05-2022, took into consideration the recommendation of Nomination & Remuneration Committee, review by the Independent Directors and approval of the Audit Committee and



## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

### NOTICE

approved her re-appointment, subject to the approval of the shareholders at the Annual General Meeting. The re-appointment is for a period 5 years commencing from 01-04-2022 to 31-03-2028. The re-appointment is in accordance with the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, Articles of the Association of the Company.

The Nomination and Remuneration Committee has also approved the remuneration in accordance with Schedule V of the Companies Act, 2013, which is as follows:

#### Terms of Remuneration:

i. When the Company is having profit:

\* 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

ii. When the Company has no profits or inadequate profit:

When the Company has no profits or its profits are inadequate, in any financial year, not being more than three such financial years over the entire tenure of five years, she shall be paid remuneration of ₹ 120 Crores per annum along with the following perquisites.

(i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(i) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and

(iii) Encashment of leave at the end of the tenure; and

(iv) Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013

In addition to the above remuneration, she will also be eligible for any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

It is proposed to authorise the Nomination and Remuneration Committee to fix the quantum and periodicity of the remuneration payable to the Managing Director subject to the limits mentioned in the Resolution.

The reappointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required. Her reappointment is in accordance with Nomination and Remuneration Policy of the Company.

Considering the suitability of Smt. B. SriSandhya Raju for the position of Managing Director, the Directors recommend the Special Resolution for Member's approval.

Smt. B. SriSandhya Raju is the Director in the following Companies:

No	Name of the Company	Designation
1	BAREFOOT DANCE COMPANY INDIA PRIVATE LIMITED	Director
2	ARDRA AGRO FARMS PRIVATE LIMITED	Director
3	BADRAGIRI AGRO-FARMS PRIVATE LIMITED	Director
4	BAREFOOT MEDIA & ENTERTAINMENT PRIVATE LIMITED	Director
5	BRNR HOLDINGS PRIVATE LIMITED	Director
6	DRONAGIRI AGRO-FARMS PRIVATE LIMITED	Director
7	KUMBI GREENLANDS PRIVATE LIMITED	Director
8	MANJEERA GREENFIELDS PRIVATE LIMITED	Director
9	NALLAMALA AGRO-FARMS PRIVATE LIMITED	Director
10	PALAR GREENFIELDS PRIVATE LIMITED	Director
11	PARIMALA CHEMICALS PRIVATE LIMITED	Director



## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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No	Name of the Company	Designation
12	POORVABHADRA AGRO-FARMS PRIVATE LIMITED	Director
13	PRANAHITA POWER GENERATION PRIVATE LIMITED	Director
14	QUAQUA EXPERIENCES PRIVATE LIMITED	Director
15	RISING STAR AGRO PRIVATE LIMITED	Director
16	SIRUMALA GREENFIELDS PRIVATE LIMITED	Director
17	TANSA GREENLANDS PRIVATE LIMITED	Director
18	VEDASMRUTI GREENLANDS PRIVATE LIMITED	Director

#### Limited Liability Partnership

1	SATMALA AGRO-FARMS LLP (AAO - 3454)	Designated Partner
2	BHARANI BIO-TECH LLP	Designated Partner

None of the Directors and Key Managerial Personnel except Smt. B. SriSandhya Raju as an appointee and Shri P.R. Venketrama Raja, Chairman, Smt. R. Sudarsanam and Smt. P.V. Nirmala Raju, Directors as relatives to the appointee may be deemed to be concerned or interested in the Resolution.

#### I. General Information:

1	Nature of Industry		Textiles			
2	Date of Commencement of Business		20-07-1994			
3	Financial performance based on given indicators					
	Year	Total Revenue ₹ in Crores	Operating Profit ₹ in Crores	Profit before Tax ₹ in Crores	Profit after Tax ₹ in Crores	Dividend per Share in ₹
	2021-22	241.14	45.88	24.59	19.99	0.50
	2020-21	139.15	16.89	(2.92)	(2.17)	-
	2019-20	116.21	8.72	(11.80)	(8.83)	-
4	Foreign investments or collaborations, if any					NIL

#### II. Information about the appointee:

1	Background Details	Smt. B. SriSandhya Raju, is a Member of Promoter Group and has been on the Board of the Company since 2009. No. of Shares held in the Company : 2,65,37,901
2	Experience	She has gained knowledge and experience in Textile Industry for more than 1 decade.
3	Past Remuneration	She has been paid a remuneration @ 5% of the net profits of the Company and in case of inadequacy profits, she has been paid minimum yearly remuneration of ₹ 120 Lakhs per annum along with the perquisites prescribed under Schedule V of the Companies Act, 2013.
4	Recognition or awards	-
5	Job profile and her suitability	She has rich experience in Textile Industry for more than one decade.

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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6	Remuneration proposed	<p>When the Company is having profit: 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.</p> <p>When the Company is having no profit or inadequate profit: When the Company has no profits or its profits are inadequate, in any financial year, not being more than three such financial years over the entire tenure of five years, she shall be paid remuneration of ₹ 120 Lakhs per annum or along with the following perquisites.</p> <p>(i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.</p> <p>(ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and</p> <p>(iii) Encashment of leave at the end of the tenure.</p> <p>(iv) Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013</p> <p>She will also be entitled for sitting fees for meetings of the Board or its Committees attended by her.</p>
7	Comparative Remuneration profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.
8	Relationship with managerial personnel / Pecuniary relationship directly or indirectly with the Company.	She is daughter of Shri P.R. Venketrama Raja, Chairman, Smt. P.V. Nirmala Raju, Director and grand daughter of Smt. R. Sudarsanam, Director of the Company. She has no pecuniary relationship other than the remuneration, she is entitled to receive. Her transactions with the Company are disclosed under related party transactions under Note No. 30(12)(d).

### III. Other Information:

1	Reasons of loss or inadequate profits	Not applicable.
2	Steps taken or proposed to be taken for improvement.	<p>As a part of continuous thrust on modernization programme, the Company has replaced 2 Nos. of old Open End Spinning Machines with 2 Nos. of most modern fully automatic OE Machines.</p> <p>In order to take advantage of the current higher demand for yarn, the Company has implemented the expansion of spinning capacity by adding 19,584 spindles in Rajapalayam by utilizing the existing building space and this project was commissioned during Dec, 2021.</p> <p>Currently, the demand for the Double yarn and Gassed Yarn in the European market is higher and it is giving good contribution for our mill. In order to utilize the above opportunity, we wish to add few newer TFO machines, Gassing</p>

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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		machines, PPW machines and RJK Cone rewinding machines and many other modernizations of our back process machines like Comber, Drawing, Blow room, Simplex and Carding. We also wish to install Elitwist & Core Spun system to portion of our existing Ring frames.
3	Expected increase in productivity and profits in measurable terms.	In view of ongoing modernization Programmes, the turnover of the company is expected to increase from the last year level of ₹ 234.30 Crores, during the current financial year 2022-23. The Profitability of the company is also expected to increase from last year reported Profit of ₹ 24.59 Crores.

#### IV. Disclosures:

Corporate Governance	Not applicable
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#### Item No. 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), the Company is required to appoint a Cost Auditor to audit the Cost Records of Company, relating to manufacture Textile Products for the financial year 2022-23.

On the recommendation of the Audit Committee at its meeting held on 26-05-2022, the Board had approved the appointment of M/s. RKMS & Associates, Cost Audit Firm (Firm Registration No. 000335) as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of Textile products at a remuneration of ₹ 75,000/- plus applicable taxes and out-of-pocket expenses for the financial year 2022-23.

The remuneration of the Cost Auditor is required to be ratified by the Members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

By Order of the Board,  
For SANDHYA SPINNING MILL LIMITED,

Rajapalaiyam,  
26<sup>th</sup> May, 2022.

**P.R. VENKETRAMA RAJA,**  
**CHAIRMAN**

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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#### ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING

Details of Director Seeking Re-appointment at the 28<sup>th</sup> Annual General Meeting Pursuant to Secretarial Standards on General Meetings:

Name of the Director	Smt. R. Sudarsanam
Director Identification Number (DIN)	00433926
Age	80 years
Qualification & Experience	Smt. R. Sudarsanam aged 80, has specialized knowledge and rich experience in Textile Industry for more than 2 decades.
Terms and conditions of reappointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013.
Date of First Appointment to the Board	30-08-1995
Shareholding in the Company as on 31-03-2022	43,400 Equity Shares of ₹ 10/- each
Remuneration	She is eligible for sitting fees for attending Board meetings as applicable to the Directors from time to time.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is related to Shri P.R. Venketrama Raja, Chairman, Smt. B. SriSandhya Raju, Managing Director, Smt. P.V. Nirmala Raju, Director. She is not related to any Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	4
Other Directorships as on 31-03-2022	Rajapalayam Textile Limited JKR Enterprise Limited Ram Sandhya Farms Private Limited Sri Nithyalakshmi Farms Private Limited Nirmalashankar Farms & Estates Private Limited Nalina Agricultural Farms Private Limited Sri Saradha Deepa Farms Private Limited Ramamandiram Agricultural Estate Private Limited Sri Sandhya Farms (India) Private Limited Rajapalayam Farms Private Limited Sudarasana Farms Private Limited RCDC Securities And Investments Private Limited Ramco Management Private Limited Ramco Private Limited Gowrihouse Metal Works LLP
Memberships and Chairmanships of Committees of other Board	NIL

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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Name of the Director	Shri S. Kanthimathinathan
Director Identification Number (DIN)	01124581
Age	81 years
Qualification & Experience	Shri S. Kanthimathinathan aged 81, has a Master degree in Textiles from Manchester University and F.T.I from Textiles Institute, UK and Masters in Business Administration from Madurai Kamaraj University.
Terms and conditions of reappointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013.
Date of First Appointment to the Board	16-01-2008
Shareholding in the Company as on 31-03-2022	Nil
Remuneration	He is eligible for sitting fees for attending Board / Committee meetings as applicable to the Directors from time to time.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any Director / Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	3
Other Directorships as on 31-03-2022	Thanjavur Spinning Mill Limited Sri Vishnu Shankar Mills Limited Digvijai Polytex Private Limited Sri Harini Textiles Limited Rajapalayam Textile Limited
Memberships and Chairmanships of Committees of other Board	Details given below

S. No.	Name of the Company	Name of the Committee	Position held (Chairman / Member)
1.	Sandhya Spinning Mill Limited	Audit Committee	Member
2.	Sandhya Spinning Mill Limited	Nomination and Remuneration Committee	Member
3.	Sandhya Spinning Mill Limited	Stakeholders Relationship Committee	Member
4.	Sandhya Spinning Mill Limited	Rights Issue Committee	Member
5.	Thanjavur Spinning Mill Limited	Audit Committee	Member
6.	Thanjavur Spinning Mill Limited	Nomination and Remuneration Committee	Member
7.	Thanjavur Spinning Mill Limited	Stakeholders Relationship Committee	Member
8.	Rajapalayam Textile Limited	Audit Committee	Member
9.	Rajapalayam Textile Limited	Nomination and Remuneration Committee	Member
10.	Sri Vishnu Shankar Mills Limited	Audit Committee	Member
11.	Sri Vishnu Shankar Mills Limited	Nomination and Remuneration Committee	Member

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors have pleasure in presenting their 28<sup>th</sup> Annual Report and the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2022.

### 1. FINANCIAL RESULTS

The financial results for the year ended 31<sup>st</sup> March, 2022 after charging all expenses but before deducting finance cost and depreciation have resulted in operating profit of ₹ 4,587.75 Lakhs against ₹ 1,689.28 Lakhs for the previous financial year 2020-21. Summary of Financial Results of the Company is furnished below:

(₹ in Lakhs)

Financial Results	Financials	
	Year ended 31-03-2022	Year ended 31-03-2021
Revenue	24,113.98	13,915.63
Operating Profit : Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	4,587.75	1,689.28
Less: Interest	1,360.55	1,296.30
Profit before Depreciation and Tax (PBDT)	3,227.20	392.98
Less: Depreciation	768.13	685.03
Profit Before Tax	2,459.07	(292.05)
Less: Tax Expenses		
Current Tax	-	-
Income Tax paid earlier years	6.57	-
Deferred Tax – Liability / (Asset)	453.60	(74.66)
Profit After Tax	1,998.90	(217.39)

### 2. SHARE CAPITAL

The Paid-up Capital of the Company is ₹ 3,060 Lakhs (Previous Year: ₹ 1,680 Lakhs) consisting of the following:

- I. 2,76,00,000 Nos. Equity Shares of ₹10/- each and
- II. 30,00,000 Nos. 7.50% Cumulative Redeemable Preference Shares of ₹ 10/- each.

### 3. RIGHTS ISSUE

The Company, in order to meet out the repayment commitment of Corporate loan availed by the Company from various banks, had decided to raise Equity Shares for an amount of ₹ 13.80 Crores by way of Rights Issue in the ratio of 1:1 (1 Rights Shares for every 1 Equity Share held by Shareholders). The issue has been opened on 04-09-2021 and closed on 23-09-2021 with 101% subscription. The Company had made allotment of Equity Shares raised through Rights Issue on 6<sup>th</sup> October, 2021.

The Board of Directors are thankful to the Shareholders of the Company for reposing their faith and confident on the management by showing their overwhelming response to the Rights Issue.

**DIRECTORS' REPORT**

**4. DIVIDEND:**

**i. Preference Shares:**

Your Directors have pleasure in recommending dividend on 30,00,000 Nos. of 7.50% cumulative Redeemable Preference Shares for the year 2021-22 and for the earlier years, FY 2018-19, FY 2019-20 & FY 2020-21 in view of Net profit for the year 2021-22. The total amount of Dividend outgo for the year will be ₹ 90.00 Lakhs. As per Income Tax Act, 1961, the dividend will be taxable in the hands of the Shareholders and the Company will make the payment of dividend after deducting applicable TDS.

**ii. Equity Shares :**

Your Directors have pleasure in recommending a Dividend of ₹ 0.50 per share (Previous Year: Nil). The total amount of Equity Dividend outgo for the year will be ₹ 138 Lakhs. As per Income Tax Act, 1961, The dividend will be taxable in the hands of the Shareholders and the Company will make the payment of dividend after deducting applicable TDS. The distribution of dividend works out to 7% of Net Profit after tax for the Financial year 2021-22.

**5. TRANSFER TO GENERAL RESERVE**

After appropriations, a sum of ₹ 56.43 Lakhs (PY : NIL) has been transferred to General Reserve for the Financial Year 2021-22. As on 31-03-2022, the General Reserve stands at ₹ 700 Lakhs.

**6. TAXATION**

The Company has opted to pay tax under Section 115BAA of the Income Tax Act (New tax regime) with effect from the Assessment year 2021-22 (effective last FY 2020-21). The Company has provided an amount of ₹ 453.60 Lakhs for Deferred Tax Liability in accordance with the Accounting Standards. For Previous year, ₹ 74.66 Lakhs has been withdrawn from Deferred Tax Liability provided in the earlier years.

**7. MANAGEMENT DISCUSSION AND ANALYSIS TRADE CONDITIONS**

**❖ COTTON**

In India, the opening stock of cotton for the current cotton season 2021-22 (October to September) was at 75 Lakhs Bales, which is lower by 37% as compared to last year opening stock of 120 Lakhs Bales. The Cotton Association of India has estimated the Indian Cotton Crop for the cotton season 2021-22 at 335 Lakhs Bales as compared to 360 Lakhs Bales of last cotton season, which is lower by 7%. The lower opening stock, coupled with lower production estimate of cotton during the current cotton crop season has pushed-up the cotton prices in upward trend. The cotton price has increased from ₹ 60,000/- to more than ₹ 1,00,000/- per candy within a period of 6 months from the beginning of the cotton season. The Government of India has imposed duty on all varieties of imported cotton during February, 2021 and this made imported cotton dearer by 11% for Indian Spinning Mills; however, the Government of India has withdrawn the import duty effective 14<sup>th</sup> April, 2022 till 30<sup>th</sup> September, 2022.

Due to lower production of long stable imported cotton, the prices of some of the imported cotton varieties had also increased very steeply. The price of medium stable fibres has increased by more than 40% and in case of long stable fibre, it has increased by more than 70%.

Since the Company is focusing to produce more value added counts and in order to meet the quality requirement of value added counts, more volume high quality imported cotton has been procured when the prices were at reasonable level. The imported cotton consumption for the financial year 2021-22 has been increased by 20% as compared to last financial year. This strategy has helped



**DIRECTORS' REPORT**

the Company to procure diversified varieties of cotton across the globe and to quote competitive prices for our yarn, which helped to improve the operating margin in the financial year 2021-22.

❖ **YARN PRODUCTION**

The production volume of yarn has increased to 48.61 Lakhs Kgs during the financial year 2021-22 as against 33.74 Lakhs Kgs of last year, registering a growth of 44%. The increase in production was due to the reason that the Company has replaced 2 Nos. of old Open End Spinning Machines with 2 Nos. of most modern fully automatic OE Machines and also due to the reason that the Company has implemented the expansion of spinning capacity by adding 19,584 spindles and full benefit of this modernization has helped the Company to achieve better results in FY 2021-22.

❖ **SALE OF YARN**

The Company's focus on new product development, innovation and cost-effective production has started yielding results. The sale volume for the FY 2021-22 stood at 48.04 Lakh Kgs as compared to 36.59 Lakh Kgs of last year, registering a growth of 31%. The Company was able to achieve growth in sale volume mainly due to full utilization of machineries and good demand for yarn both in domestic and export markets. The sale value of yarn has increased to ₹ 232.91 Crores during the FY 2021-22 as compared to ₹ 136.06 Crores of last year, registering a growth of 71%. The yarn market in India has bounced back after witnessing a slowdown in the last 2 years. Due to geopolitical factors like banning of imports from China by United States and disruption in supply of textiles and apparel products to countries across the world by China due to shortage of electricity in their country, boosted the demand for textile products including yarn manufactured in India.

The Company's quality of yarn in value added segment has been well appreciated by the customers and the Company is receiving good volume of orders for value added counts. The sale volume of value added yarn viz., Linen, Gassing, High twist, and Mercerized yarn has increased to 687 Tonnes during the FY 2021-22 (PY: 516 Tonnes), registering a growth of 33%. The Company is taking various steps to expand its market presence both in domestic and international markets and hope to achieve higher volume of sales in value added yarns in the forthcoming years.

❖ **POWER COST**

During the financial year 2021-22, the Company was able to consume power from its own wind farms to the extent of 52% (PY: 59%) of total power requirement. The power cost has increased during the financial year 2021-22 to ₹ 13.40 Crores as compared to ₹ 9.45 Crores incurred during previous year, due to increased level of utilization of machineries.

❖ **FINANCE COST**

The Finance cost has increased from ₹ 1,296.30 Lakhs to ₹ 1,360.55 Lakhs, an increase of 4.95% mainly due to additional borrowings for our modernization and expansion projects.

❖ **EXPORTS**

The Company has made export of Cotton Yarn (including merchant exports) for a value of ₹ 71.05 Crores as against ₹ 39.94 Crores of the previous year, registering a growth of 78%. In addition to growth of export in our regular International Markets, the sales volume has grown considerably in new markets viz. Bangladesh, Japan, Turkey, Canada etc.

**DIRECTORS' REPORT**

**8. MODERNISATION / EXPANSION**

As a part of continuous thrust on modernization programme, the Company has replaced all the old Open End Spinning Machines with most modern fully automatic OE Machines at a cost of ₹ 9.80 Crores. The installation of all machines has been completed on 07-04-2021 and full benefit of this modernization has helped the Company to achieve better results in FY 2021-22. In addition to this, the Company has also invested an amount of ₹ 13.08 Crores (PY: ₹ 3.54 Crores) in modernizing other textile machinery & equipment.

In order to take advantage of the current higher demand for yarn, the Company has implemented the expansion of spinning capacity by adding 19,584 spindles in Rajapalayam by utilizing the existing building space and this project was commissioned during December, 2021.

Total capital expenditure spent by the Company during the FY 2021-22 including the above projects was ₹ 77.89 Crores, which has been funded from proceeds of Rights Issue, Internal accruals and Term loan from Banks.

**9. PROSPECTS FOR THE CURRENT YEAR**

The prices of all varieties of cotton are ruling at all-time high. Since the prices are going up, farmers are bringing the cotton crop at a very slow pace into the market. The multinational companies, which are holding cotton stock are also selling the ginned cotton bales very slowly. Because of the high prices of cotton, the demand for alternate fibres viz., polyester and viscose is showing an increasing trend. There may be correction in the cotton prices, if the demand and consumption of cotton comes down due to increased consumption of manmade fibres by spinning mills and fabric manufacturers. In addition to cotton, all other commodity prices are also going up including fuel, metal etc., which will have an inflationary effect on cost of production of yarn.

Retail sales of textile products across the globe is witnessing a robust trend. Due to the effects of pent up demand and increased spending by the consumers, the global demand for cotton yarn, fabric and garments are on the rising trend. India is becoming a strong alternative sourcing base to China for textile products. The recent trade agreements entered into between India and other countries like UAE and Australia will further boost the demand for Indian textile products in the export market in the forthcoming years.

The Company has reshaped itself to a better position by strengthening its product lines with more value added customized yarn counts viz. Mercerized Yarn, Linen Yarn etc., to take full advantage of the current market trend. The Company is continuously monitoring various process parameters and also implementing various system controls to deliver consistent quality of yarn and fabric to the end customers and leading brands. The Company has also strengthened the product lines with more automation like fully automatic contamination removal system at blow room stage, 100% ring spindle monitoring system, installation of linkconers etc. which has resulted in overall improvement in the operating efficiency of the Company. Efforts are being taken continuously to scale up the production & sale of value added counts like Mercerized yarn, Linen yarn etc., which will replace commodity counts in the forthcoming years.

Some of the research and prediction modelling study conducted by leading Institutes in India suggests that there may be a possibility of fourth wave of the Covid-19 pandemic in India, which may pose a challenge; however, the Company is continuously following the SoPs to safeguard its employees from spreading of Covid-19.

**DIRECTORS' REPORT**

**10. WIND MILL**

The Company has wind mills with installed capacity of 10.95 MW for its captive power consumption.

The wind farm has generated 174 Lakhs Kwh as compared to 167 Lakhs Kwh of the previous year. The wind availability / velocity during the financial year 2021-22 was high as compared to the financial year 2020-21 due to good wind velocity. All the units generated by wind mills were adjusted for captive consumption at our Mill. The income during the year from the Wind Mill Division was ₹ 11.57 Crores as against ₹ 11.13 Crores of previous year.

**12. INTERNAL FINANCIAL CONTROLS**

In accordance with Section 134(5)(e) of the Companies Act, 2013, the Company has Internal Financial Controls Policy by means of Policies and Procedures commensurate with the size & nature of its operations and pertaining to financial reporting. In accordance with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, it is hereby confirmed that the Internal Financial Controls are adequate with reference to the financial statements. ERP System developed by Ramco Systems Limited has been installed for online monitoring of all functions and management information reports are being used to have better internal control system and to take decisions in time.

**13. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In accordance with Section 177(9) and (10) of the Companies Act, 2013 the Company has established a Vigil Mechanism and has a Whistle Blower Policy.

**14. DIRECTORS**

Smt. B. SriSandhya Raju, was re-appointed as Managing Director of the Company for a period of three years starting from 01-04-2020 to 31-03-2023 at the AGM held on 14-08-2019.

Based on the recommendation of the Nomination and Remuneration Committee made at its meeting held on 26-05-2022, the Board of Directors at their meeting held on 26-05-2022 have reappointed her as Managing Director for a further period of 5 years starting from 01-04-2023. Approval of the Members has been sought for her reappointment in the Notice convening the AGM.

In accordance with the provision of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, the following Directors retire by rotation at the ensuing Annual General Meeting and they are eligible for re-appointment.

1. Smt. R. Sudarsanam (DIN: 00433926)
2. Shri S. Kanthimathinathan (DIN: 02325596)

Pursuant to Rule 8(5)(iii) of Companies (Accounts) Rules, 2014, it is reported that, other than the above, there have been no changes in the Directors or Key Managerial Personnel.

All the Independent Directors have registered themselves with the Independent Directors Data Bank, as required under Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014. All the Independent Directors have been exempted from passing the online proficiency self-assessment test, conducted by The Indian Institute of Corporate Affairs.

The Independent directors hold office for a fixed term of 5 years and are not liable to retire by rotation.

The Company has received necessary declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013, that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

**DIRECTORS' REPORT**

Independent Directors have complied with the code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

The Company had formulated a Code of Conduct for the Directors and Senior Management Personnel and the same has been complied with.

The Audit Committee has three members, out of which two are Independent Directors. Pursuant to Section 177(8) of the Companies Act, 2013, it is reported that there has not been an occasion, where the Board had not accepted any recommendation of the Audit Committee.

The Company has a policy relating to appointment and remuneration of Directors, Key Managerial Personnel and other employees duly approved by the Board of Directors, based upon the recommendation of Nomination and Remuneration Committee, in accordance with Section 178(3) of the Companies Act, 2013.

As per Provision to Section 178(4), the salient features of the Nomination and Remuneration Policy should be disclosed in the Board's Report. Accordingly, the following disclosures are given:

Salient Features of the Nomination and Remuneration Policy: The objective of the Policy is to ensure that:

- (a) 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;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (c) remuneration to Directors, Key Managerial Personnel and Senior Management shall be appropriate to the working of the company and its goals; and
- (d) to carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notifications, amendment or modification as may be applicable.

The Nomination and Remuneration Committee and this Policy shall be in compliance with the Companies Act, 2013. During the year under review, there has been no change in the policy.

**15. EVALUATION OF BOARD**

Pursuant to Section 134(3)(p) of the Companies Act, 2013, Independent Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board, Performance of the Board as a whole and its Members and other required matters.

The Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based on attendance, expertise and contribution brought in by the Independent Director at the Board Meeting, which shall be taken into account at the time of reappointment of Independent Director.

The Board of Directors have evaluated the performance of Independent Directors and observed the same to be satisfactory and their deliberations beneficial in Board / Committee meetings.

The Board of Directors have reviewed and observed that the evaluation frame work of the Board of Directors was adequate and effective.

The Board's observations on the evaluations for the previous year were similar to their observations for the previous year. No specific actions have been warranted based on current year observations. The Company would continue to familiarize its Directors on the Industry, Technological and Statutory Developments, which have a bearing on the Company and the industry, so that Directors would be effective in discharging their expected duties.

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

## DIRECTORS' REPORT

### 16. MEETINGS

#### MEETINGS OF THE BOARD

Details of attendance of each Director at the Board Meetings held during the year are as follows:

Sl. No.	Name of the Director, Director Identification Number (DIN) & Directorship	Board Meetings held on				Attendance at Last AGM 25-08-2021
		28-05-2021	14-08-2021	30-10-2021	27-01-2022	
1	Shri P.R. Venketrama Raja Chairman DIN: 00331406, Directorship: P & NE	Yes	Yes	Yes	Yes	Yes
2	Smt. B. SriSandhya Raju Managing Director, DIN: 02325596, Directorship: P & E	Yes	Yes	Leave	Yes	Yes
3	Smt. R. Sudarsanam DIN: 00433926, Directorship: P & NE	Yes	Yes	Yes	Yes	Yes
4	Smt. P.V. Nirmala Raju DIN: 00474960, Directorship: P & NE	Yes	Yes	Yes	Yes	Yes
5	Shri N.K. Shrikantan Raja DIN: 00350693, Directorship: NE & ID	Yes	Yes	Yes	Yes	Yes
6	Shri S. Kanthimathinathan DIN: 01124581, Directorship: NE	Yes	Yes	Yes	Leave	Yes
7	Shri P.A.S. Krishnama Raja DIN: 00487322, Directorship: NE & ID	Yes	Yes	Yes	Yes	Yes

P-Promoter; E-Executive; NE-Non Executive; ID - Independent Direct

During the year a separate meeting of the Independent Directors was held on 27-01-2022 and all the Independent Directors were present at the meeting.

During the year under review, no Independent Director has resigned.

### 17. MEETINGS OF THE COMMITTEE:

#### AUDIT COMMITTEE

The Composition of the Audit Committee and the details of attendance of its Members at the Audit Committee Meetings are as follows:

Sl. No.	Name of the Director	Audit Committee Meetings held on			
		27-05-2021	14-08-2021	30-10-2021	27-01-2022
1.	Shri N.K. Shrikantan Raja Chairman of the Committee	Yes	Yes	Yes	Yes
2.	Shri S. Kanthimathinathan	Yes	Yes	Yes	Leave
3.	Shri P.A.S. Krishnama Raja	Yes	Yes	Yes	Yes

The Statutory Auditors, Chief Financial Officer and Head of Internal Audit Department are invitees to the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee.

The representatives of the Cost Auditor and Secretarial Auditor are invited to attend the meeting of the Audit Committee when their reports are tabled for discussion.

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

## DIRECTORS' REPORT

### NOMINATION AND REMUNERATION COMMITTEE

The Composition of the Nomination and Remuneration Committee and the details of attendance of its Members at the Nomination and Remuneration Committee are as follows:

Sl. No.	Name of the Director	NRC Meeting held on
		27-05-2021
1.	Shri N.K. Shrikantan Raja Chairman of the Committee	Yes
2.	Shri S. Kanthimathinathan	Yes
3.	Shri P.A.S. Krishnama Raja	Yes

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Composition of the Corporate Social Responsibility Committee and the details of the attendances of its Members at Corporate Social Responsibility Committee Meeting are as follows:

Sl. No.	Name of the Director	CSR Meeting held on
		28-05-2021
1.	Shri P.R. Venketrama Raja Chairman of the Committee	Yes
2.	Shri N.K. Shrikantan Raja	Yes

### STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition of the Stakeholders Relationship Committee Meeting and the details of attendance of its Members at the Stakeholders Relationship Committee Meeting are as follows:

Sl. No.	Name of the Director	Stakeholders Relationship Committee Meeting had on
		28-01-2022
1.	Shri N.K. Shrikantan Raja Chairman of the Committee	Yes
2.	Shri S. Kanthimathinathan	Yes

### RIGHTS ISSUE COMMITTEE

The Composition of Rights Issue Committee and the details of the attendance of its members at Rights Issue Committee Meeting are as follows:

Sl. No.	Name of the Director	RIC Meeting held on
		27-09-2021
1	Shri N.K. Shrikantan Raja	Yes
2	Shri S. Kanthimathinathan	Yes
3	Shri P.A.S. Krishnama Raja	Yes

## 18. SECRETARIAL STANDARD

As required under Clause 9 of Secretarial Standard 1, the Board of Directors confirms that the Company has complied with applicable Secretarial Standard.

**DIRECTORS' REPORT**

**19. PUBLIC DEPOSITS**

Pursuant to Rule 8(5)(v) & (vi) of Companies (Accounts) Rules, 2014, it is reported that the Company has not accepted any deposit from public during the financial year under review. There was no outstanding of deposits as on 31-03-2022 (Previous year: Nil). The Company has no deposit, which is not in compliance with the Chapter V of the Companies Act, 2013.

The Company has received a sum of ₹ 2.67 Crores (Previous year : ₹ 17.70 Crores) from Directors as deposit / loan during the financial year 2021-22. It has repaid an amount of ₹ 12.46 Crores (Previous year: ₹ 10.18 crores) during the year 2021-22. The loans from Directors are not treated as deposits under Chapter V of the Companies Act, 2013

**20. ORDERS PASSED BY REGULATORS**

Pursuant to Rule 8(5)(vii) of Companies (Accounts) Rules, 2014, it is reported that, no significant and material orders have been passed by the Regulators or Courts or Tribunals, impacting the going concern status and Company's operations in future.

**21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Pursuant to Section 186(4) of the Companies Act, 2013, it is reported that:

- (a) the Company has not given any loans or guarantee during the year 2021-22 under Section 186 of the Companies Act, 2013.
- (b) the particulars of the investment is provided under Note No. 14 and Note No. 30 (12) (g) respectively of Notes forming part of financial statements.

**22. AUDITS**

**STATUTORY AUDIT**

M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, (FRN: 001208S) who have been appointed as the Statutory Auditors of the Company at the 23<sup>rd</sup> Annual General Meeting, would be the Auditors of the Company till the conclusion of the 28<sup>th</sup> Annual General Meeting.

The re-appointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants as Statutory Auditors of the Company for second term of five consecutive years is proposed in the notice convening the Annual General Meeting.

The Audit Committee at its meeting held on 26-05-2022 had recommended their re-appointment as Statutory Auditors, pursuant to Section 139 (11) of the Companies Act, 2013. Written consents from the Auditors have been obtained, confirming that they satisfy the legal requirements for their re-appointment. They shall hold office from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting.

The report of the Statutory Auditors for the year ended 31<sup>st</sup> March, 2022 does not contain any qualification, reservation or adverse remark and no instance of fraud has been reported by Auditors under Section 143(12) of Companies Act, 2013.

**SECRETARIAL AUDIT**

Shri M.R.L. Narasimha, a Practicing Company Secretary is the Secretarial Auditor of the Company. Pursuant to Section 204(1) of the Companies Act, 2013, the Secretarial Audit Report submitted by the Secretarial Auditor for the year ended 31<sup>st</sup> March, 2022 is attached as Annexure - I. The report does not contain any qualification, reservation or adverse remark.



**DIRECTORS' REPORT**

**COST AUDIT**

As per Section 148(1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules 2014, the Company is required to maintain the cost records and accordingly such records and accounts are made and maintained.

The Board of Directors had approved the appointment of M/s. RKMS & Associates, Cost Audit Firm as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of textile products for the year 2022-23 at a remuneration of ₹ 75,000 (Rupees Seventy-Five Thousand only), exclusive of GST and out-of-pocket expenses.

The remuneration of the cost auditors is required to be ratified by the members in accordance with the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014. Accordingly, the matter is being placed before the Members for ratification at the ensuing Annual General Meeting.

The Cost Audit Report for the financial year 2020-21 due to be filed with Ministry of Corporate Affairs by 13-09-2021 had been filed on 07-09-2021. The Cost Audit Report for the financial year 2021-22 is due to be submitted by the cost auditor within 180 days from the closure of the financial year and will be filed with the Ministry of Corporate Affairs within 30 days thereof.

**23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is attached as Annexure – II.

**24. CORPORATE SOCIAL RESPONSIBILITY**

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee and adopted a CSR Policy which is based on the philosophy that "As the Organization grows, the Society and Community around it also grows."

The CSR obligations pursuant to Section 135(5) of the Companies Act, 2013, though there was no obligation for the Company to spend any amount towards CSR activity due to losses incurred during previous years, the Company has spent an amount of ₹ 2.98 Lakhs on CSR. The Company had also spent a sum of ₹ 3.63 Lakhs on other social causes and projects, which do not qualify as CSR expenditure under the classifications listed out in Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities as prescribed under Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as Annexure - III.

**25. ANNUAL RETURN**

In Accordance with Section 92(3) of the Companies Act, 2013, read with Rule 12(1) of Companies (Management and Administration) Rules, 2014, the copy of the Annual Return for the year ended 31-03-2021 has been placed on the website of the Company and web link of such Annual Return is - <http://www.sandhyaspinningmill.co.in/pdf/annual-return-31-03-2021.pdf>

**26. INDUSTRIAL RELATIONS AND PERSONNEL**

The Company has 1,123 employees as on 31-03-2022 (PY: 800). Industrial relations with employees remained cordial during the year. Human Resources Development activities received considerable focus. The emphasis was on imparting training and development of the skill-set of the employees to enable them to face the challenges in the work environment.

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## DIRECTORS' REPORT

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 27. RELATED PARTY TRANSACTION

Prior approval / Omnibus approval is obtained from the Audit Committee for all related party transactions and the transactions are periodically placed before the Audit Committee for its approval. No transaction with the related party is material in nature, in accordance with Company's "Related Party Transaction Policy" and the details of transactions with the related parties are set out in Note No:30(12) of disclosures forming part of Financial Statements.

### 28. RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented a Risk Management Policy. The Policy envisages identification of risk and procedures for assessment and minimization of risk thereof.

### 29. MATERIAL CHANGES SINCE 1<sup>ST</sup> APRIL 2022

There have been no changes affecting the financial position of the Company between the end of the financial year (31-03-2022) and till the date of this report (26-05-2022).

### 30. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that:

- (a) they had followed the applicable accounting standards along with proper explanation relating to material departures, if any, in the preparation of the Annual accounts for the year ended 31st March, 2022;
- (b) they had selected such accounting policies and applied them consistently and made judgments 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 on 31st March, 2022 and profit of the Company for the year ended on that date;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the Annual Accounts on a going concern basis;
- (e) they 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
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### ACKNOWLEDGEMENT

The Directors are grateful to the various Departments and agencies of the Central and State Governments for their help and co-operation. They are thankful to the Financial Institutions and Banks for their continued help, assistance and guidance. The Directors wish to place on record their appreciation of employees at all levels for their commitment and their contribution.

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

Rajapalaiyam,  
26<sup>th</sup> May, 2022.

**P.R. VENKETRAMA RAJA,**  
**CHAIRMAN**

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# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## ANNEXURE I TO DIRECTORS' REPORT

Form No. MR - 3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022

[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,

**Sandhya Spinning Mill Limited**, [CIN:U17111TN1994PLC027037]

No. 47, P.S.K. Nagar,

Rajapalaiyam - 626 108.

I have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Sandhya Spinning Mill Limited** (hereinafter called "the Company") during the financial year from **1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022** ("the year"/ "audit period"/ "period under review"). I conducted the Secretarial Audit in a manner that provided me a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing my opinion thereon.

I am issuing this report based on my 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 31<sup>st</sup> March, 2022 but before the issue of this audit report and the information provided by the Company, its officers, agents and authorised representatives during my conduct of the Secretarial Audit.

#### 1. I hereby report that:

- 1.1. In my opinion, during the audit period covering the **financial year ended on 31<sup>st</sup> March, 2022**, 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 my letter of even date annexed to this report as Annexure – A.
- 1.2. I have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the year according to the applicable provisions of :
  - (i) The Companies Act, 2013 (the Act), and the rules made thereunder.
  - (ii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
  - (iii) The following laws, that are specifically applicable to the Company:
    - (a) Essential Commodities Act 1955, with reference to "Hank Yarn Packing Notification 2003" (No.2/TDRO/8/2003 dated 17<sup>th</sup> April, 2003); and
    - (b) The Electricity Act, 2003.
- 1.3 I have also examined compliance with the applicable clauses of the following:

Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India.

**ANNEXURE I TO DIRECTORS' REPORT**

- 1.4. During the period under review, and also considering the compliance related action taken by the Company after 31<sup>st</sup> March, 2022 but before the issue of this report, the Company has, to the best of my knowledge and belief and based on the records, information and explanations furnished to me, complied with the applicable provisions / Clauses of the Acts, Rules, Regulations, Agreements, Guidelines and Standards mentioned under paragraphs 1.2 and 1.3 above.
- 1.5. I am informed that, during / in respect of the year:
- (i) The following Acts / Regulations and Guidelines are not applicable:
    - a) Securities Contracts (Regulations) Act, 1956 and the Rules made thereunder.
    - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
    - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (ii) Due to non-occurrence of certain events, 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 Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (iii) There was no law, other than those specified in paragraph 1.2 (iii) above, that was specifically applicable to the Company, considering the nature of its business. Hence the requirement to report on compliance with specific laws did not arise.

**2. I 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 have three Woman Directors.
- 2.2 Adequate notice is given to all directors to schedule the Board Meetings. Notice of Board meetings were 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 / presentations and supplementary notes.

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## ANNEXURE I TO DIRECTORS' REPORT

Consent of the Board for circulating them separately or at the meeting was duly obtained as required under the Secretarial Standards.

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. I am informed that there were no dissenting members' views on any of the matters discussed during the year that were required to be captured and recorded as part of the minutes.

### 3. I 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.

### 4. I further report that:

4.1 The Board of Directors at their meeting held on 28<sup>th</sup> May, 2021 had approved increasing Authorised Capital from ₹ 20 Crores to ₹ 32 Crores. The Board of Directors had also approved raising of funds upto ₹ 13.80 Crores on Rights basis to the existing Shareholders of the Company. The Board of Directors at the above meeting had approved the issue of 1,38,00,000 Equity Shares of face value of ₹ 10/- each at par value of ₹ 10/- per share for the aggregate amount of ₹ 13.80 Crores. Rights Issue was opened on 04<sup>th</sup> September, 2021 and closed on 23<sup>rd</sup> September, 2021. Rights Issue Committee at its meeting held on 27<sup>th</sup> September, 2021 has approved allotment of 1,38,00,000 Equity Shares of face value of ₹ 10/- each at par value of ₹ 10/- each.

Rajapalaiyam  
26<sup>th</sup> May, 2022

M.R.L. Narasimha  
Practicing Company Secretary  
Membership No: F2851  
Certificate of Practice: 799  
Lotus 370-A, Alagesan Road,  
SB Mission Post,  
Coimbatore - 641 011  
UDIN:- F002851D000391437

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## ANNEXURE I TO DIRECTORS' REPORT

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

To

The Members,

**Sandhya Spinning Mill Limited**, [CIN:U17111TN1994PLC027037]

No. 47, PSK Nagar

Rajapalayam - 626 108.

**My Secretarial Audit Report (Form No. MR-3) of even date for the financial year ended 31<sup>st</sup> March, 2022 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. My responsibility is to express an opinion on the secretarial records produced for my audit.
2. I have followed such audit practices and processes as I 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, I have also considered compliance related action taken by the Company after 31<sup>st</sup> March, 2022 but before the issue of this report.
4. I have verified the secretarial records furnished to me on a test basis to see whether the correct facts are reflected therein. I also examined the compliance procedures followed by the Company on a test basis. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
5. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
6. I have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
7. My Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Rajapalayam  
26<sup>th</sup> May, 2022

M.R.L. Narasimha  
Practicing Company Secretary  
Membership No: F2851  
Certificate of Practice: 799  
Lotus 370-A, Alagesan Road,  
SB Mission Post,  
Coimbatore - 641 011  
UDIN:- F002851D000391437

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## ANNEXURE II TO DIRECTORS' REPORT

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules 2014 ]

#### A. CONSERVATION OF ENERGY

The Company pays attention at all levels to reduce energy consumption, by continuous monitoring maintenances and improvements.

- (i) the steps taken on conservation of energy; : Pressure Optimization of carding waste collection system Using PID Controller.  
: Humidification Plants fan motor upgradation from ordinary motors to IE3 Motors.  
: Power Optimization done on Humidification Plants Pump motor through Inverters.
- Impact on Conservation of energy : The above steps have resulted in power savings of 31,141 units per annum.

(ii) the steps taken by the Company for utilising alternate sources of energy; : NIL

(iii) the capital investment or energy conservation equipments; : NIL

#### B. TECHNOLOGY ABSORPTION:

(i) the efforts made towards technology absorption : NIL

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution; : NIL

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : NIL

(a) the details of technology imported; : NIL

(b) the year of import; : NIL

(c) whether the technology been fully absorbed; : Not Applicable

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : Not Applicable

(iv) the expenditure incurred on Resarch and Development : Not Applicable

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows : ₹ 8,974.55 Lakhs during the year and

The Foreign Exchange outgo during the year in terms of actual outflows : ₹ 10,485.69 Lakhs

Rajapalaiyam,  
26<sup>th</sup> May, 2022.

By Order of the Board,  
For SANDHYA SPINNING MILL LIMITED,  
P.R. VENKETRAMA RAJA,  
CHAIRMAN



## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

### ANNEXURE III TO DIRECTORS' REPORT

#### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy.

The objective of the CSR Policy is:

- a. To ensure an increased commitment at all levels in the organization, to operate its business in an economically, socially & environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- b. To directly or indirectly take up Programmes that benefit the communities in & around its work locations and results, over a period of time, in enhancing the quality of life & economic well-being of the local populace.
- c. To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.

Web line to the CSR Policy: [www.sandhyaspinningmill.co.in](http://www.sandhyaspinningmill.co.in)

2. The Composition of the CSR Committee:

S. No.	Name of the Director	Designation / Nature of Directorship	No. of meetings of CSR held during the year	No. of meetings of CSR attended during the year
1	Shri P.R. Venketrama Raja	Chairman of the Committee, Non-Executive & Non-Independent Director	1	1
2	Shri N.K. Shrikantan Raja	Non-Executive & Independent Director	1	1

3. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 – Not Applicable
4. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year – NIL
5. Average net profit of the Company as per Section 135(5) - In view of losses incurred by the Company during the year 2020-21, the average Net Profits of the Company made during the immediately preceding three financial years was negative and hence there is no obligation for the Company to spend on CSR activities for the year 2021-22.
6.
  - a) Two percent of average net profit of the company as per Section 135(5) – NIL.
  - b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years – NIL.
  - c) Amount required to be set off for the financial year, if any – NIL.
  - d) Total CSR obligation for the financial year (6a+6b-6c) - NIL.
7. CSR amount spent or unspent for the financial year.
8. a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial year (₹ In Lakhs)	Amount Unspent (₹ In Lakhs)				
	Total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of transfer
2.98	Nil	Nil	Nil	Nil	Nil

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**

**ANNEXURE III TO DIRECTORS' REPORT**

- b) Details of CSR amount spent against ongoing projects for the financial year – Not Applicable  
 c) Details of CSR amount spent against other than ongoing projects for the financial year:

Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes / No)	Location of the Project – District / State	Amount Spent for the Project (₹ In Lakhs)	Mode of implementation – Direct (Yes / No)	Mode of implementation through Agency
Ensuring Environmental Sustainability	[Clause (iv)]	Yes	Virudhunagar District (Tamil Nadu)	1.98	Yes	NA
Disaster Management	[Clause (xii)]	Yes	Chennai (Tamil Nadu)	1.00	Yes	NA
<b>TOTAL</b>				<b>2.98</b>		

- d) Amount spent in Administrative Overheads – NIL  
 e) Amount spent on Impact Assessment, if applicable – Not applicable  
 f) Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹ 2.98 Lakhs  
 g) Excess amount for set off, if any –

Sl. No.	Particulars	Amount (₹ In Lakhs)
1	Two per cent of average net profit of the Company as per Section 135(5)	NIL
2	Total amount spent for the Financial year	2.98
3	Excess amount spent for the Financial year [(ii)-(i)]	2.98
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5	Amount available for set-off in succeeding financial years [(iii)-(iv)]	2.98

9. a) Details of Unspent CSR amount for the preceding three financial years - NIL  
 b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NIL
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) – Not applicable

The Company has complied with the provision of Section 135(5) of the Companies Act, 2013. Though the amount required to be spent on CSR activities for the year 2021-22 is NIL, the Company had spent an amount of ₹ 2.98 Lakhs.

**P.R. VENKETRAMA RAJA**  
**CHAIRMAN**

**B. SRISANDHYA RAJU**  
**MANAGING DIRECTOR**

Rajapalaiyam  
 26<sup>th</sup> May, 2022

# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF M/s. SANDHYA SPINNING MILL LIMITED

#### Report on the Audit of Financial Statements

##### Opinion

We have audited the accompanying Financial Statements of Sandhya Spinning Mill Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2022, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2022 and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the 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, of the State of Affairs ("Financial Position") of the Company as at 31<sup>st</sup> March, 2022, its Profit ("Financial Performance") and its Cash Flows for the year ended on 31<sup>st</sup> March, 2022.

##### Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

##### Information other than the Financial Statements and Auditor's Report thereon

The Company's Management and Board of Directors are responsible for the preparation of the Other Information. The Other Information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the Financial Statements and our audit report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

##### Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Financial Statements that give a true and fair view of the Financial Position, Financial Performance and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This

**AUDITORS' REPORT TO SHAREHOLDERS**

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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate Internal Financial Controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, Management and Board of Directors are 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 and Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are 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 audit report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs 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 SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We, 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 our 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 Financial Controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our 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 we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit 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.

**AUDITORS' REPORT TO SHAREHOLDERS**

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in:

- i. Planning the scope of our audit work and in evaluating the results of our work; and
- ii. To evaluate the effect of any identified misstatements in the Financial Statements

We communicate 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 we identify during our audit.

We also provide those charged with governance with a statement that we 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 our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our audit report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our 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**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, based on our audit, we report to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company, as far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2022 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) We have enclosed our report in "Annexure B" with respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations as at 31<sup>st</sup> March, 2022

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

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### AUDITORS' REPORT TO SHAREHOLDERS

- ii. The Company did not have any long-term contracts including derivative 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.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding whether recorded in writing or otherwise, that the Intermediary shall:
  - i. Whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries"), or
  - ii. Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
  - i. Whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries"), or
  - ii. Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; or
- (c) Based on the audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv)(a) and (iv)(b) contain any material misstatement.
- v. There Company has declared dividend during the year and is in compliance with Section 123 of the Act.
- h) With respect to the matter to be included in the Audit Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any Director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

For M.S. JAGANNATHAN & N. KRISHNASWAMI  
Chartered Accountants  
Firm Registration Number: 001208S

K SRINIVASAN  
Partner

Membership No. 021510  
UDIN: 22021510ALKEUH5040

Rajapalayam  
26<sup>th</sup> May, 2022.



# SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

## AUDITORS' REPORT TO SHAREHOLDERS

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

Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022:

We state the following after considering the information and explanations given to us by the Company and on the basis of examination of the records of the Company:

1. In respect of the Company's Property Plant and Equipment and Intangible Assets:
  - 1.1 The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant and equipment. The Company has also maintained proper records showing full particulars of intangible assets.
  - 1.2 The Property Plant and Equipment were physically verified during the year by the Company in accordance with the phased programme of verification which, in our opinion, provides for physical verification of all Plant, Property and Equipment at reasonable intervals. No material discrepancies were noticed during such verification.
  - 1.3 The title deeds of immovable properties disclosed in the Financial Statements are held in the name of the Company (Other than the properties where the Company is a lessee, and the lease arrangements are duly executed in favour of the Company).
  - 1.4 The Company has not revalued its Property, Plant and Equipment (including Right of use Assets) and/or intangibles during the year and accordingly the provisions of clause 3(i)(d) of the Order is not applicable to the Company.
  - 1.5 There were no Proceedings initiated or pending against the Company for holding benami property under Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and rules made there under, and accordingly the provisions of clause 3(i)(e) of the Order is not applicable to the Company.
2. Inventory and Working Capital
  - 2.1 The Management has conducted the physical verification of inventory at reasonable intervals. The discrepancies noticed on verification between the physical stocks and the book records were properly dealt with in the books of account and were not material.
  - 2.2 The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of accounts of the Company.
3. Investments made, Loans given, Advances in the nature of Loans given and Guarantees provided during the year
  - 3.1 The details of investments made, guarantee provided, loans and advances in the nature of loans granted during the year are given below:

(₹ in Lakhs)

Particulars	Investments	Guarantees	Loans
Aggregate amount granted during the year	0.47 (PY: Nil)	Nil	Nil
Balance outstanding at Balance sheet date	4.70 (PY: 4.23)	Nil	Nil



**AUDITORS' REPORT TO SHAREHOLDERS**

**“Annexure A” to the Independent Auditors' Report**

- 3.2 The Investments made during the year are not prejudicial to the Company's interest.
  - 3.3 The company has not advanced any loans and advances and accordingly the provisions of clause 3(iii)(c) of the order is not applicable to the company.
  - 3.4 The company has not advanced any loans and advances and accordingly the provisions of clause 3(iii)(d) of the order is not applicable to the company.
  - 3.5 The Company has not advanced any loans or advance in the nature of loan which has fallen due during the year, that has been renewed, extended, or granted to settle the overdue of existing loans to the same parties and accordingly the provisions of clause 3(iii)(e) of the order is not applicable to the Company.
  - 3.6 The Company has not advanced any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, and accordingly provisions of clause 3(iii)(f) of the order is not applicable to the Company.
  4. The Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loans, investments, guarantees, and security.
  5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
  6. The Company has maintained accounts and records which have been specified by the Central Government under Section 148(1) of the Act.
  7. Undisputed and disputed taxes and duties
    - 7.1 The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities. No undisputed amounts payable in respect of the above were in arrears as at 31<sup>st</sup> March, 2022 for a period of more than six months from the date they became payable.
    - 7.2 There were no disputed statutory dues that have not been deposited with appropriate authorities.
  8. There have been no such transactions which were not previously recorded in the books of account but have been surrendered or disclosed as income during the year in the tax assessments by the Company, under the Income Tax Act, 1961.
  9. Default in respect of repayment of Loans or interest during the year
    - 9.1 The Company has not defaulted in repayment of dues to financial institutions, banks, government, debenture holders or any other lender.
    - 9.2 The Company has not been declared as a wilful defaulter by any bank or financial institution or any other lender.
    - 9.3 The term loans were applied for the purpose for which the loans were obtained.
    - 9.4 Funds raised on short term basis by the Company were not utilised for long term purposes.
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**AUDITORS' REPORT TO SHAREHOLDERS**

**“Annexure A” to the Independent Auditors' Report**

- 9.5 The Company has not taken any funds from any entity or person on account of or to meet the obligations of subsidiaries, associates or joint ventures and accordingly the provisions of clause 3(ix)(e) of the Order is not applicable to the Company.
- 9.6 The Company has not raised any loan during the year on the pledge of securities held in the subsidiaries, associates and joint ventures and accordingly the provisions of clause 3(ix)(f) of the Order is not applicable to the Company.
10. Funds Raised
- 10.1 The Company has raised money by way of rights issue during the year. The Company has raised term loans from Banks or Financial Institutions during the year. The Company has not issued any debentures during the year. The funds were applied for the purposes for which they were raised.
- 10.2 The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(x)(b) of the Order is not applicable to the Company.
11. Fraud and Whistle Blower System
- 11.1 We report that no fraud by the Company or on the Company by its Officers or employees has been noticed or reported during the year.
- 11.2 No report under sub-section (12) of Section 143 of the Act has been filed by the auditors in respect of the Company, in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to date of this report.
- 11.3 The Company's management has not received any whistle blower complaints during the year.
12. The Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order is not applicable to the Company.
13. All transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
14. The Company has an internal audit system commensurate with the size and nature of its business. We considered the reports of the internal auditors.
15. The Company has not entered into any non-cash transactions with its Directors or persons connected with them. Accordingly, the provisions of clause 3(xv) of the Order is not applicable to the Company.
16. Registration
- 16.1 The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi)(a) of the Order is not applicable to the Company.
- 16.2 The Company has not conducted any Non-Banking Financial or Housing Finance activities and accordingly, the provisions of clause 3(xvi)(b) of the Order is not applicable to the Company.
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**AUDITORS' REPORT TO SHAREHOLDERS**

**“Annexure A” to the Independent Auditors' Report**

- 16.3 The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and accordingly, the provisions of clause 3(xvi)(c) of the Order is not applicable to the Company.
- 16.4 The Group does not have any CIC as part of it and accordingly, the provisions of clause 3(xvi) (d) of the Order is not applicable to the Company.
17. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
18. There was no resignation of statutory auditors of the Company during the year, hence the clause 3(xviii) of the order is not applicable to the Company.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, we are of the opinion that no material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Variations in ratios over 25% on comparison with previous year has also been disclosed in the notes accompanying Financial Statements.
20. CSR Compliance
- 20.1 There is no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act and accordingly the provisions of clause 3(xx)(a) of the Order is not applicable to the Company.
- 20.2 The company had no such remaining unspent amount under subsection (5) of section 135 of Act pursuant to ongoing project, which has to be transferred to special account in compliance with provision of subsection (6) of section 135. Hence the Clause 3(xx)(b) of the Order is not applicable to the Company.
21. The Company has no requirement to prepare Consolidated Financial Statements. Hence the clause 3(xxi) of the Order is not applicable to the Company.

For M.S. JAGANNATHAN & N. KRISHNASWAMI  
Chartered Accountants  
Firm Registration Number: 001208S

Rajapalayam  
26<sup>th</sup> May, 2022.

K SRINIVASAN  
Partner  
Membership No. 021510  
UDIN: 22021510ALKEUH5040

**AUDITORS' REPORT TO SHAREHOLDERS**

**“Annexure B” TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements section of our report of even date)

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

We have audited the Internal Financial Controls over financial reporting of Sandhya Spinning Mill Limited (“the Company”) as of 31<sup>st</sup> March, 2022 in conjunction with our audit of the Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2022.

**Management's Responsibilities for Internal Financial Controls**

The Company's Management and Board of Directors are responsible for establishing and maintaining Internal Financial Controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the 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 Act.

**Auditors' Responsibilities**

Our responsibility is to express an opinion on the Company's Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the SAs, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of Internal Financial Controls and, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those SAs and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for 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

**AUDITORS' REPORT TO SHAREHOLDERS**

**“Annexure B” TO THE INDEPENDENT AUDITORS' REPORT**

- a. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b. 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
- c. 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 our opinion, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate Internal Financial Controls system over financial reporting and such Internal Financial Controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2022, 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 (“Guidance Note”) issued by Institute of Chartered Accountants of India (“ICAI”).

For M.S. JAGANNATHAN & N. KRISHNASWAMI  
Chartered Accountants  
Firm Registration Number: 001208S

Rajapalayam  
26<sup>th</sup> May, 2022.

K SRINIVASAN  
Partner  
Membership No. 021510  
UDIN: 22021510ALKEUH5040

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022**

		(₹ in Lakhs)			
Particulars	Note No.	As at 31-03-2022		As at 31-03-2021	
<b>I EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' Fund</b>					
(a) Share Capital	4	<b>3,060.00</b>		1,680.00	
(b) Reserves and Surplus	5	<b>1,325.76</b>	<b>4,385.76</b>	(445.14)	1,234.86
<b>(2) Non-Current Liabilities</b>					
(a) Long Term Borrowings	6	<b>9,441.79</b>		7,859.42	
(b) Deferred Tax Liabilities (Net)	7	<b>1,093.01</b>		639.41	
(c) Long Term Provisions	8	<b>92.49</b>	<b>10,627.29</b>	84.89	8,583.72
<b>(3) Current Liabilities</b>					
(a) Short Term Borrowings	9	<b>16,078.72</b>		7,461.74	
(b) Trade Payables					
(i) Total outstanding dues of micro enterprises and small enterprises	10	<b>10.69</b>		-	
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	10	<b>410.94</b>		1,600.46	
(c) Other Current Liabilities	11	<b>873.49</b>		643.53	
(d) Short Term Provisions	12	<b>452.46</b>	<b>17,826.30</b>	127.74	<u>9,833.47</u>
<b>TOTAL EQUITY AND LIABILITIES</b>			<b><u>32,839.35</u></b>		<u>19,652.05</u>
<b>II ASSETS</b>					
<b>(1) Non-Current Assets</b>					
(a) Fixed Assets					
(i) Property, Plant and Equipments	13	<b>16,789.57</b>		10,111.31	
(ii) Intangible Assets	13	<b>3.04</b>		3.04	
(iii) Capital Work-in-Progress		<b>288.43</b>		1,780.03	
(iv) Assets Held for Sales	15	<b>186.32</b>	<b>17,267.36</b>	186.32	12,080.70
(b) Non-Current Investments	14		<b>4.70</b>		4.23
(c) Long term Loans and advances	16		<b>394.47</b>		365.32
<b>(2) Current Assets</b>					
(a) Inventories	17	<b>8,026.59</b>		2,983.97	
(b) Trade Receivables	18	<b>4,399.18</b>		2,312.26	
(c) Cash and Bank Balances	19	<b>11.79</b>		19.77	
(d) Short Term Loan and Advances	20	<b>1,316.45</b>		1,065.03	
(e) Other Current Assets	21	<b>1,418.81</b>	<b>15,172.82</b>	820.77	<u>7,201.80</u>
<b>TOTAL ASSETS</b>			<b><u>32,839.35</u></b>		<u>19,652.05</u>
<b>Significant Accounting Policies, Judgements and Estimates</b>	1-3				
<b>Notes on Financial Statements</b>	4-30				

The notes form an integral part of these financial statements.

As per our report annexed

For M.S. JAGANNATHAN & N. KRISHNASWAMI,  
Chartered Accountants  
Firm Registration No. 001208S

**K. SRINIVASAN**  
Partner  
Membership No. 021510

Rajapalaiyam,  
26<sup>th</sup> May, 2022.

**Smt. B. SRISANDHYA RAJU**  
MANAGING DIRECTOR

**Shri P.R. VENKETRAMA RAJA**  
CHAIRMAN

**N. VAIRA BALAJI**  
CHIEF FINANCIAL OFFICER

**V. GURUSAMY**  
SECRETARY

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

		(₹ in Lakhs)		
Particulars	Note No.	For the year ended 31-03-2022	For the year ended 31-03-2021	
<b>INCOME</b>				
<b>I</b>	Revenue from Operations	22	23,591.56	13,808.75
<b>II</b>	Finance Income	23	25.94	15.72
<b>III</b>	Other Income	24	496.48	91.16
<b>IV</b>	<b>Total Income ( I + II + III )</b>		<u>24,113.98</u>	<u>13,915.63</u>
<b>V EXPENSES</b>				
	Cost of Materials Consumed	25	11,096.01	5,805.94
	Purchase of Stock-in-trade		3,366.26	948.98
	Changes in Inventories of Finished Goods and Work-in-progress	26	(1,597.43)	1,304.82
	Employee Benefit Expenses	27	1,899.66	1,258.31
	Finance Costs	28	1,360.55	1,296.30
	Depreciation and Amortization Expenses		768.13	685.03
	Other Expenses	29	4,761.73	2,908.30
	<b>Total Expenses</b>		<u>21,654.91</u>	<u>14,207.68</u>
<b>VI</b>	<b>Profit / (Loss) Before Exceptional and Extraordinary items and Tax (III-IV)</b>		2,459.07	(292.05)
<b>VII</b>	Exceptional & Extraordinary items		-	-
<b>VIII</b>	<b>Profit / (Loss) Before Tax (V-VI)</b>		<u>2,459.07</u>	<u>(292.05)</u>
<b>IX</b>	<b>Tax Expenses / (Savings)</b>			
	Current Tax - MAT		-	-
	Income Tax paid earlier years		6.57	-
	Deferred Tax Liability / (Asset)		453.60	(74.66)
	<b>Total Tax Expenses</b>		<u>460.17</u>	<u>(74.66)</u>
<b>X</b>	<b>Profit / (Loss) after Tax (VII-VIII)</b>		<u>1,998.90</u>	<u>(217.39)</u>
<b>XI</b>	<b>Earnings per Equity Share of face value of ₹ 10/- each</b>			
	Basic & Diluted (In ₹) [Refer to Note No.28(11)]		9.55	(3.48)

**Significant Accounting Policies, Judgements and Estimates**

1-3

**Notes on Financial Statements**

4-30

The notes form an integral part of these financial statements.

As per our report annexed

For M.S. JAGANNATHAN & N. KRISHNASWAMI,  
Chartered Accountants  
Firm Registration No. 001208S

**K. SRINIVASAN**  
Partner  
Membership No. 021510

**Smt. B. SRISANDHYA RAJU**  
MANAGING DIRECTOR

**Shri P.R. VENKETRAMA RAJA**  
CHAIRMAN

Rajapalaiyam,  
26<sup>th</sup> May, 2022.

**N. VAIRA BALAJI**  
CHIEF FINANCIAL OFFICER

**V. GURUSAMY**  
SECRETARY



**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

	(₹ in Lakhs)	
Particulars	2021-22	2020-21
<b>A. Cash flow from Operating Activities</b>		
Net Profit / (Loss) before tax and Extraordinary items	2,459.07	(292.05)
Adjustments for :		
Depreciation and Amortization	768.13	685.03
Finance Cost	1,360.55	1,296.30
Interest Income	(25.94)	(15.73)
Dividend Income	-	(0.01)
(Profit) / Loss on Sale of Assets	225.08	66.37
Operating Profit before Working capital Changes	4,786.89	1,739.91
Adjustments for :		
Trade Receivables	(2,086.93)	199.27
Loans and Advances	(867.06)	(628.22)
Inventories	(5,042.62)	1,139.62
Trade Payables & Current liabilities	(2,276.85)	355.93
Cash generated from Operations	(5,486.57)	2,806.51
Income tax Paid	(18.12)	(0.40)
<b>Net Cash from Operating Activities</b>	<b>(5,504.69)</b>	<b>2,806.11</b>
	A	
<b>B. Cash Flow from Investing Activities :</b>		
Purchase of Fixed Assets (Including Capital Work-in-Progress and Capital Advance)	(6,297.45)	(2,060.43)
Sale of Investments	(0.47)	0.63
Sale of Assets	117.59	9.22
Interest received	25.94	15.73
Dividend received	-	0.01
<b>Net Cash used in Investing Activities</b>	<b>(6,154.39)</b>	<b>(2,034.84)</b>
	B	
<b>C. Cash Flow from Financing Activities :</b>		
Proceeds from Rights Issue, net of issue expenses	1,380.00	920.00
Proceeds from Long Term borrowings	5,857.74	4,479.74
Repayment of Long Term Loan	(2,843.07)	(1,731.55)
(Availment) / Repayment of Short Term Borrowings (Net)	8,616.98	(3,140.64)
Interest Paid	(1,360.55)	(1,296.30)
<b>Net cash used in Financing Activities</b>	<b>11,651.10</b>	<b>(768.75)</b>
	C	
<b>Net Increase in Cash and Cash Equivalent</b>	(A+B+C)	2.52
<b>Opening balance of Cash and Cash Equivalents</b>	D	17.25
<b>Closing balance of Cash and Cash Equivalents</b>	E	19.77
<b>Net Increase in Cash and Cash Equivalent</b>	(E - D)	2.52

The notes form an integral part of these financial statements.

As per our report annexed

For M.S. JAGANNATHAN & N. KRISHNASWAMI,  
Chartered Accountants  
Firm Registration No. 001208S

**K. SRINIVASAN**  
Partner  
Membership No. 021510

**Smt. B. SRISANDHYA RAJU**  
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Rajapalaiyam,  
26<sup>th</sup> May, 2022.

**N. VAIRA BALAJI**  
CHIEF FINANCIAL OFFICER

**V. GURUSAMY**  
SECRETARY

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

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**SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS AND ESTIMATES**

**NOTE NO. 1**

**Basis of preparation and presentation of financial statements**

- (i) The financial statements have been prepared under the historical cost convention and in accordance with the generally accepted accounting principles in India, and in compliance of the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of Companies Act, 2013.
- (ii) The accounting policies that are adopted in preparation of the financial statements are consistently followed as in the previous years.
- (iii) The financial statements are presented in Indian Rupees and the amounts are rounded to the nearest Lakhs with two decimals, except as stated otherwise.
- (iv) The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.
- (v) The Company has considered its operating cycle as 12 months for the purpose of Current or Non-current classification of assets and liabilities.
- (vi) The previous year figures are regrouped / restated wherever necessary.

**NOTE NO. 2**

**Use of Estimates**

- (i) The preparation of financial statements in accordance with the generally accepted accounting principles requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates in the future periods.
- (ii) Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

**NOTE NO. 3**

**Significant Accounting Policies**

**A. Inventories**

- (i) Raw-materials, Stores & Spares, Fuel, Packing materials etc., are valued at cost, computed on a moving weighted average basis including the cost incurred in bringing the inventories to their present location and condition after providing for obsolescence and other losses or net realisable value whichever is lower. Inventories are usually written down to net realisable value, if the finished products, in which they will be used, are expected to be sold below cost. However, the inventories are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.
- (ii) Process stock is valued at weighted average cost including the cost of conversion with systematic allocation of production overheads based on normal capacity of production facilities but excluding borrowing cost or net realisable value whichever is lower. Factory administration overheads to the extent attributable to bring the inventories to their present location and condition are also included in the valuation of Process stock.
- (iii) Finished goods are valued at cost or net realisable value whichever is lower. Cost includes cost of conversion with systematic allocation of production overheads based on normal capacity of production facilities and other costs but excluding borrowing cost incurred in bringing the inventory to their present location and condition. Finished goods include stock-in-trade also which comprises cost of purchase and other cost incurred in bringing the inventories to the present location and condition. Cost is determined on a moving weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**B. Statement of Cash flow**

- (i) Cash flows are presented using indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.
- (ii) Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value with original maturity of less than 3 months.

**C. Depreciation & Amortization**

- (i) Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.
- (ii) Freehold lands are not depreciated.
- (iii) Depreciation is provided on straight-line method based on useful life of significant components of certain class of tangible assets viz., Plant & Machinery and Electrical Machinery based on technical advice.
- (iv) The Company determines the useful life of the significant components of certain class of tangible assets on best estimate basis upon technical advice, which is different from the useful life of remaining asset as prescribed under Part C of Schedule II of the Companies Act, 2013, as below:

Type of Plant and Machinery	Useful life of such components ranging from
Textile Machineries / Equipment	2 to 25 Years
Wind Mills	22 to 30 Years
DG Sets	12 to 25 Years
Electrical Machineries	3 to 20 years

- (v) The Company does not consider it appropriate to componentise certain class of tangible assets viz., Furniture & Office Equipments and Vehicles as these assets are generally replaced in entirety. For these classes of assets, the useful life prescribed in Schedule II to the Companies Act, 2013 have been adopted.
- (vi) Depreciation for tangible assets on additions is calculated on pro-rata basis from the date of such additions. For deletion/disposals, the depreciation is calculated on pro-rata basis upto the date on which such assets have been discarded / sold.
- (vii) Intangible Assets are amortised over their estimated useful life on straight line method. The estimated useful lives of intangible assets are assessed by the internal technical team as detailed below, that are different from the useful lives prescribed under Part C of Schedule II of the Companies Act, 2013:

Nature of Intangible assets	Estimated useful life
Computer software	6 years
Power transmission system	5 years

- (viii) The estimated useful life of the both tangible and intangible assets is reviewed each financial year to reflect the changed pattern, if any.

**D. Revenue recognition**

- (i) Revenue is recognized to the extent that is probable that the economic benefits will flow to the Company and the revenue can be reliably measured
- (ii) Revenue from Operations:
  - a. Sale of products is recognised when the significant risks and rewards of ownership of the goods have been passed to the buyer. Sale value excludes GST, Education Cess, Secondary and Higher education cess, trade discounts and sales returns, if any.
  - b. Income from Job Work:
    - Income from job work is recognized on the basis of work executed as per the contract / agreement.

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

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c. Power generated from Wind Mills:

The monetary value of the power generated at wind farms that are consumed at Mills under wheeling and banking arrangement with TANGEDCO are not treated as revenue but have been set off against the cost of Power & Fuel.

(iii) Other Income:

- a. Dividend income is recognised when the Company's right to receive dividend is established by the reporting date.
- b. Industrial promotion assistance (IPA) is recognised when the Company's right to receive the same is established with reasonable certainty.
- c. Interest income and Rental income are recognised on time proportion basis.
- d. Scrap Sales is recognized when the Company transfers control of the product to customers.

**E. Property, Plant and Equipments (PPE)**

- (i) PPEs are stated at cost of acquisition (net of GST wherever applicable) less accumulated depreciation/ amortisation and impairment losses if any, except freehold land which is carried at cost. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the asset beyond its previously assessed standard of performance.

Machinery spares that are purchased along-with the original equipments, machineries which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized at cost.

Pursuant to Schedule II of the Companies Act, 2013 the Company has componentized all the tangible fixed assets except furniture and office equipments and vehicles. The cost of replacement of significant components are capitalized and the carrying amount of replaced components are de-recognized.

All other expenses on fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

- (ii) Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash transaction. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident.
- (iii) Gains or losses arising from disposal of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of such assets are recognized in the statement of profit and loss under "Other Income".
- (iv) Projects / tangible fixed assets which are not yet ready for their intended use are carried at cost, including related expenses and attributable interest are recognized as "Capital Work-in-Progress".

**F. Capital Work in Progress / Capital Advances:**

- (i) Capital work in progress includes cost of property, plant and equipments under installation, under development including related expenses and attributable interest as at the reporting date.
- (ii) Advance give towards acquisition / construction of fixed assets outstanding at the reporting date are disclosed as 'Capital Advances' under 'other Non-Current Assets'.

**G. Foreign Currency Transactions**

- (i) Transactions in Foreign Currency are accounted at the exchange rates prevailing at the time of transaction. The difference in exchange rates arising on the settlement of monetary items are recognized as income or expenses in the Statement of Profit and Loss.
- (ii) Monetary Assets and Liabilities in foreign currencies that are covered under a forward contract are accounted at the rate at which they have been covered. Uncovered Monetary Assets and liabilities in foreign currencies are accounted at the rates as on the Balance Sheet date. The exchange difference on account of this is recognized in the Statement of Profit and Loss.

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

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- (iii) The difference between the forward rate and the exchange rate at the inception of a forward exchange contract is recognized as income or expense over the life of contract. Any profit or loss arising on cancellation or renewal of such forward exchange contract is recognized as income or expense in the period in which such cancellation or renewal is made.

**H. Government Subsidy / Grant**

- (i) Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Receivables of such benefits are shown under Loans and advances.
- (ii) Revenue related grants are recognized upon fulfilment of condition attached thereto on accrual basis, wherever there is reasonable certainty and are disclosed as under:
  - (a) Interest subsidy under Technology Up-gradation Fund Scheme (TUFS) is recognized on accrual basis and credited to the Interest and Finance cost.
  - (b) Power Subsidy under Industrial Investment Promotion Policy of Andhra Pradesh is credited to the Power & Fuel cost.
  - (c) Other subsidies under Industrial Investment Promotion Policy of Andhra Pradesh are credited to Industrial Promotion Assistance under Note No.24 "Other Income".

**I. Investments**

- (i) All Investments being non-current and non-trade are valued at cost. Cost of investments include acquisition charges such as brokerage, fees and duties.
- (ii) The carrying amount of long term investments is determined on an individual investment basis.
- (iii) As at the Balance Sheet date, provision for diminution, if any, is made to recognise the decline other than temporary, in the value of investments. The reduction in carrying amount is charged to statement of profit and loss. This reduction amount is reversed when there is a rise in the value of investment other than temporary.

**J. Investment Property**

- (i) An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of the Company, is classified as investment property.
- (ii) Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment loss if any.
- (iii) Depreciation on buildings under investment property, which are held for rental to others, is calculated on straight-line method based on useful life prescribed under Schedule II to the Companies Act, 2013.
- (iv) As at the Balance Sheet, provision for diminution, if any is made to recognize the decline other than temporary, in the value of investment property. The reduction in carrying amount is charged to statement of profit and loss. This reduction amount is reversed when there is a rise in the value of investment property, other than temporary.
- (v) Gains or losses arising from disposal of investment properties are measured as the difference between the net disposal proceeds and the carrying amount of such investment properties are recognised in the statement of profit and loss.

**K. Employee Benefits**

- (i) Short-term employee benefit viz., Salaries and Wages, are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.
- (ii) Defined Contribution plan viz., Contributions to Provident fund and Superannuation fund are recognized as an expense in the Statement of Profit and Loss for the year in which the employees have rendered services.
- (iii) The Company contributes to Provident fund administered by the Government on a monthly basis at 12% of employee's basic salary and dearness allowance.
- (iv) The Company also contributes for superannuation a sum equivalent to 15% of the employee's eligible annual basic salary subject to a maximum of ₹ 1.50 Lakh per employee to "Sandhya Spinning Mill Limited Officers Superannuation fund" administered by trustees and managed by LIC of India.  
There are no other obligations other than the above defined contribution plans.

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

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(v) **Defined Benefit Plan:**

**Gratuity:**

The Company has its own approved Gratuity Fund. It is in the form of lump sum payments to vested employees on resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 Day's basic salary payable for each completed year of service. Vesting occurs upon completion of five years of continuous service. The Company makes annual contributions to Sandhya Spinning Mill Limited Employees' Gratuity Fund" administered by trustees and managed by LIC of India, based on the actuarial valuation by an independent external actuary as at the Balance sheet date using the projected unit credit method.

**Leave Encashment:**

The Company has a policy of allowing encashment of un-availed leave for its employees. The expense is recognized at the present value of the amount payable determined based on an independent external actuarial valuation as at the balance sheet date, using projected unit credit method.

Actuarial gains and losses, if any, in respect of Defined Benefit plans are charged to statement of Profit and Loss.

**L. Borrowing Costs**

- (i) Borrowing cost include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.
- (ii) Borrowing costs that are directly attributable to the acquisition and construction of qualifying assets are capitalized as part of the cost of those assets upto the date of capitalization of such asset.

**M. Segment Reporting**

- (i) The company prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements of the company as a whole.
- (ii) The Company identifies business segment as the primary segment. Under the primary segment, there are two reportable segments viz., Textiles and Power generation from Windmills.
- (iii) Segments were identified considering the nature of the products, the differing risks and returns as per Accounting Standard -17 (Segment Reporting). The inter-segment transfers of units of power from windmills are recognized at the applicable tariff rates of the electricity boards for the purpose of segment reporting as per the relevant accounting standard.
- (iv) Costs are allocated to the respective segment based upon the actual incidence of respective cost. Unallocated items include general other income and expenses which are not allocated to any business segment.

**N. Earnings per share**

Basic earnings per share is computed by dividing net profit after tax by weighted average number of equity shares outstanding during the year as stipulated in Accounting Standard - 20 (Earnings per share).

**O. Income tax**

- (i) Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income tax Act, 1961 and other applicable tax laws.
- (ii) Current tax assets and liabilities are offset since the Company has legally enforceable right to set off the recognised amounts and intends to settle the asset and the liability on a net basis.
- (iii) Deferred tax is recognised on timing difference between taxable income and the accounting income that originates in one period and is capable of reversal in one or more subsequent periods. It is recognised based on the accumulated timing difference using the tax rates and the tax laws enacted or substantially enacted as on reporting date.
- (iv) The deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is un-absorbed depreciation or carry forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. This is reviewed for realisability at each Balance Sheet date.

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

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- (v) Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by same governing tax laws and the Company has legally enforceable right for such set off.
- (vi) Deferred tax on items directly recognised in reserves is also recognised in reserves and not in the Statement of Profit and Loss.

**P. Intangible Assets**

- (i) The costs of computer software that are installed are accounted at cost of acquisition of such software and are carried at cost less accumulated amortisation and impairment, if any. Internally generated software is not capitalized and the expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.
- (ii) The cost incurred for establishing power transmission system for drawl of power from State grid to the Mill is capitalised as the Company is expected to yield future economic benefits for its unrestricted usage.
- (iii) The intangible assets that are not yet ready for their intended use are carried at cost including related expenses and attributable interest are recognised as Intangible assets under development.

**Q. Impairment of Assets**

- (i) The carrying values of tangible assets, cash generating units and intangible assets at each balance sheet date are reviewed for impairment if any indication of impairment based on internal and external factors exists.
- (ii) Tangible asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. The intangible assets are treated as impaired when the asset is not available for use and no future economic benefits are expected from its use. After recognition of impairment loss, the depreciation for the fixed assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.
- (iii) An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.
- (iv) An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

**R. Provision, Contingent Liabilities and Contingent Assets**

- (i) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources in respect of which a reliable estimate can be made. Such provisions are not discounted to their present value except relating to retirement benefits. These provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- (ii) Insurance claims are accounted for on the basis of claims admitted or expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.
- (iii) Contingent liability is a possible obligation that may arise from past events and its existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the same are not recognised but disclosed its existence in the financial statements. Contingent Assets are neither recognised nor disclosed.



**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

	(₹ in Lakhs)	
Particulars	As at 31-03-2022	As at 31-03-2021
<b>NOTE NO. 4</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
2,80,00,000 Equity Shares of ₹ 10/- each	2,800.00	1,600.00
(PY: 1,60,00,000 Equity Shares of ₹ 10/- each)		
40,00,000 7.50% Cumulative Redeemable Preference Shares of ₹ 10/- each	400.00	400.00
(PY: 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each)		
	<b>3,200.00</b>	<b>2,000.00</b>
<b>Issued, Subscribed and fully paid-up</b>		
2,76,00,000 Equity Shares of ₹ 10/- each	2,760.00	1,380.00
(PY: 1,38,00,000 Equity Shares of ₹ 10/- each)		
30,00,000 7.50% Cumulative Redeemable Preference Shares of ₹ 10/- each*	300.00	300.00
(PY: 30,00,000 7.50% Cumulative Redeemable Preference Shares of ₹ 10/- each)		
	<b>3,060.00</b>	<b>1,680.00</b>

\* The Preference Shares of ₹ 3 Crores shall be redeemable at par, anytime after the expiry of 2 years, in a overall period of 20 years in single or multiple instalments, at the option of the company.

**A. Reconciliation of the number of Shares outstanding**

Particulars	As at 31-03-2022		As at 31-03-2021	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>				
Number of shares at the beginning	1,38,00,000	1,380.00	46,00,000	460.00
Issued during the year	1,38,00,000	1,380.00	92,00,000	920.00
Number of Shares at the end	2,76,00,000	2,760.00	1,38,00,000	1,380.00
<b>Preference Shares</b>				
Number of shares at the beginning	30,00,000	300.00	30,00,000	300.00
Number of Shares at the end	30,00,000	300.00	30,00,000	300.00

**B. Rights / Restrictions attached to Equity Shares**

The Company has one class of equity shares having a face value of ₹ 10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**C. List of Shareholders holding more than 5 percent in the Company**

Particulars	As at 31-03-2022		As at 31-03-2021	
	No. of Shares	% of holding	No. of Shares	% of holding
<b>(I) Equity Shares</b>				
Smt.B. SriSandhya Raju	2,65,37,901	96.15%	1,27,85,118	92.65%
<b>(II) 7.50% Cumulative Redeemable Preference Shares</b>				
Smt. B. SriSandhya Raju	30,00,000	100.00%	30,00,000	100.00%

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**D. Shareholders holding of Promoters as at 31-03-2022**

**I. Equity Share Capital :**

S. No.	Particulars	No. of Shares	% of Total Shares	% of Changes during the year
1	Shri P.R. Venketrama Raja	42,000	0.15%	-
2	Smt. B. SriSandhya Raju	2,65,37,901	96.15%	3.50%
3	Smt. R. Sudarsanam	43,400	0.16%	-
4	Smt. P.V. Nirmala Raju	42,000	0.15%	-
5	Shri P.V. Abinav Ramasubramaniam Raja	1,40,000	0.51%	-
6	Master Vikramaditya Raju M/G. Smt. B. SriSandhya Raju	4,18,600	1.52%	-
Total		2,72,23,901	98.64%	3.50%

**II. 7.50% Cumulative Redeemable Preference Share Capital :**

Particulars	No. of Shares	% of Total Shares	% of Changes during the year
Smt. B. SriSandhya Raju	30,00,000	100%	-
Total	30,00,000	100%	-

**E. Shareholders holding of Promoters as at 31-03-2021**

**I. Equity Share Capital :**

S. No.	Particulars	No. of Shares	% of Total Shares	% of Changes during the year
1	Shri P.R. Venketrama Raja	42,000	0.30%	-
2	Smt. B. SriSandhya Raju	1,27,85,118	92.65%	14.37%
3	Smt. R. Sudarsanam	43,400	0.31%	-
4	Smt. P.V. Nirmala Raju	42,000	0.30%	-
5	Shri P.V. Abinav Ramasubramaniam Raja	1,40,000	1.01%	-
6	Master Vikramaditya Raju M/G. Smt. B. SriSandhya Raju	4,18,600	3.03%	-
Total		1,34,71,118	97.62%	14.37%

**II. 7.50% Cumulative Redeemable Preference Share Capital :**

Particulars	No. of Shares	% of Total Shares	% of Changes during the year
Smt. B. SriSandhya Raju	30,00,000	100%	-
Total	30,00,000	100%	-

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

			(₹ in Lakhs)
Particulars	As at		As at
	31-03-2022		31-03-2021
<b>NOTE NO. 5</b>			
RESERVES AND SURPLUS			
<b>Securities Premium Reserve</b>			
Balance as per Last Financial Statement	58.37		58.37
<b>General Reserve</b>			
Balance as per Last Financial Statement	643.57	643.57	
<b>Add:</b> Transfer from Surplus Account	<u>56.43</u>	700.00	643.57
		-	
<b>Surplus in the statement of Profit and Loss</b>			
Opening Balance	(1,147.08)	(929.69)	
<b>Add:</b> Profit / (Loss) for the Year	<u>1,998.90</u>	<u>(217.39)</u>	
	<u>851.82</u>	<u>(1,147.08)</u>	
Less: Appropriations			
Proposed Dividend	138.00	-	
Preference Dividend	90.00	-	
Transfer to General Reserve	<u>56.43</u>	-	
	<u>284.43</u>	-	(1,147.08)
	<u>1,325.76</u>	-	<u>(445.14)</u>
<b>NOTE NO. 6</b>			
LONG TERM BORROWINGS			
<b>Secured</b>			
Term Loan from Banks	8,088.23		6,555.42
<b>Unsecured</b>			
Term Loan from Banks	949.56		400.00
Loan from Other Parties	<u>404.00</u>		904.00
	<u>9,441.79</u>		<u>7,859.42</u>
a) Term Loan from Banks are secured by pari-passu first charge on the fixed assets of the Company and a pari-passu second charge on the Current Assets of the Company.			
b) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken as at the reporting date.			
c) Registration, Modification and Satisfaction of charges relating to the year under review, had been filed with the ROC, within the prescribed time or within the extended time requiring the payment of additional fees.			
d) The Long Term Borrowings from Banks are repayable in quarterly/half-yearly/yearly installments. The year wise repayment is as follows:			
<b>Year</b>	<b>Amount</b>		<b>Amount</b>
2022-23	-		2,356.38
2023-24	1,981.03		1,466.13
2024-25	2,209.85		1,404.10
2025-26	2,154.71		1,353.81
2026-27	1,182.50		375.00
2027-28	780.71		-
2028-29	486.55		-
2029-30	242.44		-
<b>Total</b>	<b>9,037.79</b>		<b>6,955.42</b>

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Particulars	As at 31-03-2022	As at 31-03-2021
<b>NOTE NO. 7</b>		
DEFERRED TAX LIABILITY (NET)		
<b>Deferred Tax Liability</b>		
Tax effect on difference between book depreciation and depreciation under the Income Tax Act, 1961	3,871.85	1,872.94
<b>Deferred Tax Asset</b>		
Tax effect on unabsorbed depreciation under Income Tax Act, 1961	(2,736.16)	(1,195.01)
Tax effect on Provision for Bonus and Leave Encashment	(42.68)	(38.52)
Net Deferred Tax Liability	1,093.01	639.41
<b>NOTE NO. 8</b>		
LONG TERM PROVISIONS		
Provision for Employee Benefits	92.49	84.89
	92.49	84.89
<b>NOTE NO. 9</b>		
SHORT TERM BORROWINGS		
<b>Secured</b>		
Loan Repayable on Demand from Banks	10,305.62	1,343.62
Current Maturities of Long Term Debt	3,560.76	2,628.47
<b>Unsecured</b>		
Loan Repayable on Demand from Banks	1,000.00	1,055.08
Loan from Related Parties [Refer Note No.30(12)(e)]	678.18	921.29
Loan from Related Parties [Refer Note No.30(7)]	534.16	1,513.28
	16,078.72	7,461.74

- Notes: (i) Short term Borrowings (other than Current maturities of Long term Borrowings) are secured by way of first pari passu hypothecation charge on trade receivables and inventories of the Company, present and future.
- (ii) The quarterly returns or statements filed by the Company with the banks or financial institutions are in agreement with the books of accounts.
- (iii) The Company has used the borrowings from banks for the specific purpose for which it was taken as at the reporting date.

## SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM

Particulars	As at 31-03-2022	(₹ in Lakhs) As at 31-03-2021
<b>NOTE NO. 10</b>		
TRADE PAYABLES		
Trade Payables		
(i) Dues of Micro Enterprises and Small Enterprises	10.69	-
(ii) Dues of Creditors other than Micro Enterprises and Small Enterprises	410.94	1,600.46
	421.63	1,600.46
Notes: (i) The categorization of supplier as MSME registered under The Micro, Small and Medium Enterprises Development Act, 2006, has been determined based on the information available with the company as at the reporting date. The disclosures as per the requirement of the Act are furnished as below:		
(a) (1) The principal amount remaining unpaid to any supplier at the end of the financial year included in Trade payables	10.69	-
(2) The interest due on the above	-	-
(b) The amount of interest paid by the buyer in terms of Section 16 of the Act	-	-
(c) The amount of the payment made to the supplier beyond the appointed day during the financial year	-	-
(d) The amount of interest accrued and remaining unpaid at the end of financial year	-	-
(e) The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under this Act	-	-
(ii) Trade Payables aging schedule given in Note No. 30(14)(a).		
<b>NOTE NO. 11</b>		
OTHER CURRENT LIABILITIES		
Unclaimed Dividends	-	1.26
Liabilities for Other Finance	873.49	642.27
	873.49	643.53
<b>NOTE NO. 12</b>		
SHORT TERM PROVISIONS		
Provision for Employee Benefits	224.46	127.74
Proposed Dividend	138.00	-
Preference Dividend	90.00	-
	452.46	127.74

**SANDHYA SPINNING MILL LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

NOTE NO. 13

**PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

(₹ in Lakhs)

Particulars	Year	Gross block					Depreciation					Net block	
		As at the beginning of the year	Additions	Sold	Transfer To Investment Property & Asset Held for Sale	As at end of the year	As at the beginning of the year	For the year	Withdrawn during the year	Transfer To Investment Property & Asset Held for Sale	As at the end of the year	As at the end of the year	As at the beginning of the year
<b>Property, Plant and Equipments</b>													
Land	2021-22	267.83	-	0.60	-	267.23	-	-	-	-	-	267.23	267.83
	2020-21	267.83	-	-	-	267.83	-	-	-	-	-	267.83	267.83
Buildings	2021-22	2,735.18	339.37	-	-	3,074.55	1,191.08	54.37	-	1,245.45	-	1,829.10	1,544.10
	2020-21	2,731.21	3.97	-	-	2,735.18	1,137.60	53.48	-	1,191.08	-	1,544.10	1,593.61
Plant and machinery	2021-22	18,543.01	7,351.42	808.34	-	25,086.09	10,444.88	682.94	467.61	10,660.21	-	14,425.88	8,098.13
	2020-21	18,339.04	310.03	138.74	32.68	18,543.01	9,890.52	603.67	63.48	10,444.88	14.17	8,098.13	8,448.52
Electrical machinery	2021-22	760.29	45.26	1.05	-	804.50	632.26	13.37	0.85	644.78	-	159.72	128.03
	2020-21	724.06	36.23	-	-	760.29	621.84	10.42	-	632.26	-	128.03	102.22
Furniture & Office Equipments	2021-22	142.40	27.64	-	-	170.04	124.40	5.06	-	129.46	-	40.58	18.00
	2020-21	138.34	4.06	-	-	142.40	118.71	5.69	-	124.40	-	18.00	19.63
Vehicles	2021-22	98.82	25.37	9.75	-	114.44	43.60	12.39	8.61	47.38	-	67.06	55.22
	2020-21	105.34	0.09	6.61	-	98.82	38.11	11.77	6.28	43.60	-	55.22	67.23
<b>Total - Tangible Assets</b>	2021-22	22,547.53	7,789.06	819.74	-	29,516.85	12,436.22	768.13	477.07	12,727.28	-	16,789.57	10,111.31
	2020-21	22,305.82	354.38	145.35	32.68	22,547.53	11,806.78	685.03	69.76	12,436.22	14.17	10,111.31	10,499.04
<b>Intangible Assets</b>													
Computer Software	2021-22	25.70	-	-	-	25.70	24.42	-	-	24.42	-	1.28	1.28
	2020-21	25.70	-	-	-	25.70	24.42	-	-	24.42	-	1.28	1.28
Dedicated Feeder Line	2021-22	35.14	-	-	-	35.14	33.38	-	-	33.38	-	1.76	1.76
	2020-21	35.14	-	-	-	35.14	33.38	-	-	33.38	-	1.76	1.76
<b>Total - Intangible Assets</b>	2021-22	60.84	-	-	-	60.84	57.80	-	-	57.80	-	3.04	3.04
	2020-21	60.84	-	-	-	60.84	57.80	-	-	57.80	-	3.04	3.04

Notes: (a) Borrowings cost of ₹ 121.76 Lakhs have been capitalised for the current year. (PY. ₹ Nil)  
(b) All the fixed assets have been pledged as security for borrowings.  
(c) The Company has not revalued its property and equipment.  
(d) All the title deeds of immovable properties are held in the name of the Company.

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

	(₹ in Lakhs)			
Particulars	As at 31-03-2022	As at 31-03-2021		
<b>NOTE NO. 14</b>				
NON-CURRENT INVESTMENTS				
<b>I. Investment in Equity Instruments, Non-Trade</b>				
	No.of. Shares	Total face Value ₹	Cost	Cost
<b>a) Quoted</b>				
Rajapalayam Mills Limited	583	0.06	1.16	0.69
<b>Total quoted Investment (A)</b>			<b>1.16</b>	<b>0.69</b>
<b>b) Unquoted</b>				
RIL and Tech Service Ltd - Equity Shares	20,000	2.00	2.00	2.00
Ramco Windfarms Limited	1,53,000	1.53	1.53	1.53
<b>Total un-quoted Investment (B)</b>			<b>3.53</b>	<b>3.53</b>
<b>II. Other Non-current Investment, Non-Trade</b>				
Ramco Group Employees' Co-operative Stores Limited	50	0.01	0.01	0.01
<b>Total other Investment (C)</b>			<b>0.01</b>	<b>0.01</b>
<b>Aggregate Value of Investments (A+B+C)</b>			<b>4.70</b>	<b>4.23</b>
<b>Aggregate Value of:</b>				
Quoted Investments - Cost			1.17	0.69
- Market Value			5.25	5.02
Unquoted Investments - Cost			3.53	3.53
<b>NOTE NO. 15</b>				
ASSETS HELD FOR SALE				
Assets Held for Sale (AP Unit)			186.32	186.32
			<b>186.32</b>	<b>186.32</b>
<b>NOTE NO. 16</b>				
LONG TERM LOANS AND ADVANCES				
Unsecured, considered good				
Security Deposits			394.47	365.32
			<b>394.47</b>	<b>365.32</b>



**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

	(₹ in Lakhs)	
Particulars	As at 31-03-2022	As at 31-03-2021
<b>NOTE NO. 17</b>		
INVENTORIES		
Finished Goods	929.58	172.25
Raw Materials - Cotton & Cotton Waste	5,724.04	2,286.75
Stores and Spares	74.84	66.94
Work-in-Progress (Cotton, Yarn)	1,298.13	458.03
	8,026.59	2,983.97
Notes: (i) The total carrying amount of inventories as at reporting date has been pledged as Security for Borrowings.		
(ii) The mode of valuation of inventories has been stated in the Note No. 3(a).		
<b>NOTE NO. 18</b>		
TRADE RECEIVABLES		
Secured, considered good		
Trade Receivables less than six months	4,273.30	2,186.00
Trade Receivables more than six months	125.88	126.26
	4,399.18	2,312.26
Notes: (i) Trade receivables are generally non-interest bearing.		
(ii) No trade receivable are due from Directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any Director is a partner, a Director or a Member.		
(iii) The total carrying amount of trade receivables has been pledged as security for Borrowings.		
(iv) Trade Receivables aging schedule have been provided in Note No. 30(14)(c).		
<b>NOTE NO. 19</b>		
CASH AND BANK BALANCES		
Cash on Hand	1.11	0.84
Balance with Bank		
In Current Account	0.44	7.38
In Deposit Account for Margin Money	10.24	9.26
In Unclaimed Dividend Warrant Account	-	1.26
Cheques on hand	-	1.03
	11.79	19.77
<b>NOTE NO. 20</b>		
SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good		
Advance to Suppliers / Others	1,266.46	1,026.59
Advance Income-Tax paid and TDS	49.99	38.44
	1,316.45	1,065.03
<b>NOTE NO. 21</b>		
OTHER CURRENT ASSETS		
Accrued Income	408.66	356.35
Prepaid Expenses	139.97	93.10
Other Current Assets	870.18	371.32
	1,418.81	820.77

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Particulars	For the year ended 31-03-2022		For the year ended 31-03-2021	
	(₹ in Lakhs)			
<b>NOTE NO. 22</b>				
REVENUE FROM OPERATION				
<b>Sale of Products</b>				
Yarn	23,290.58		13,606.30	
Waste Cotton	<u>139.58</u>		<u>114.79</u>	
		<b>23,430.16</b>		13,721.09
<b>Other operating revenues</b>				
Export Incentive		75.98		83.01
Scrap Sales		48.49		0.82
Job Work Charges Received		<u>36.93</u>		<u>3.83</u>
		<u><b>23,591.56</b></u>		<u><b>13,808.75</b></u>
<b>NOTE NO. 23</b>				
FINANCE INCOME				
Interest Received		<u>25.94</u>		<u>15.72</u>
		<u><b>25.94</b></u>		<u><b>15.72</b></u>
<b>NOTE NO. 24</b>				
OTHER INCOME				
Dividend Income		-		0.01
Carbon Credit Sale		7.05		-
Profit on Sale of Assets		62.30		1.12
Profit on Sale of Cotton		279.91		82.46
Miscellaneous Income		50.12		7.57
Exchange Gain on Foreign Currency Transactions		<u>97.10</u>		<u>-</u>
		<u><b>496.48</b></u>		<u><b>91.16</b></u>
<b>NOTE NO. 25</b>				
COST OF MATERIALS CONSUMED				
Raw Materials Consumed				
Cotton & Cotton Waste		11,096.01		5,805.94
		<u><b>11,096.01</b></u>		<u><b>5,805.94</b></u>
<b>NOTE NO. 26</b>				
CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS				
<b>Opening stock</b>				
Finished Goods	172.25		1,193.59	
Work-in-Progress	<u>458.03</u>	<b>630.28</b>	<u>741.51</u>	1,935.10
<b>Less:</b>				
<b>Closing Stock</b>				
Finished Goods	929.58		172.25	
Work-in-Progress	<u>1,298.13</u>	<u><b>2,227.71</b></u>	<u>458.03</u>	<u>630.28</u>
Net (Increase)/Decrease in Stock		<u><b>(1,597.43)</b></u>		<u><b>1,304.82</b></u>

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Particulars	(₹ in Lakhs)	
	For the year ended 31-03-2022	For the year ended 31-03-2021
<b>NOTE NO. 27</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salaries , Wages and Bonus	1,595.15	1,052.60
Contribution to Provident and Other Funds	169.18	115.53
Staff and Labour Welfare Expenses	135.33	90.18
	<u>1,899.66</u>	<u>1,258.31</u>
<b>NOTE NO. 28</b>		
<b>FINANCE COSTS</b>		
Interest Expenses	1,346.26	1,290.35
Other Borrowing Costs	14.29	5.95
	<u>1,360.55</u>	<u>1,296.30</u>
<b>NOTE NO. 29</b>		
<b>OTHER EXPENSES</b>		
<b>MANUFACTURING EXPENSES</b>		
Power and Fuel	1,340.11	945.38
Packing Materials Consumption	258.61	153.53
Repairs to Building	70.19	24.88
Repairs to Plant and Machinery	566.98	400.07
Repairs - General	371.02	369.08
Jobwork Charges Paid	457.56	18.94
	<u>3,064.47</u>	<u>1,911.88</u>
<b>ESTABLISHMENT EXPENSES</b>		
Managing Director's Remuneration	120.00	120.00
Rates and Taxes	41.51	20.79
Insurance	80.71	69.97
Postage and Telephone	5.51	5.03
Printing and Stationery	5.35	4.02
Travelling Expenses	13.00	2.94
Vehicle Maintenance	25.87	13.14
Exchange Loss on Foreign Currency Transactions	97.30	112.07
Directors Sitting Fees	6.30	6.45
Rent	61.30	16.92
Audit and Legal Expenses	18.20	17.04
Corporate Social Responsibility Expenses	6.61	2.15
Loss on Sales of Assets	287.38	67.49
MTM Loss on Cotton Inventory	-	(53.20)
Miscellaneous Expenses	111.27	165.64
	<u>880.31</u>	<u>570.45</u>
<b>SELLING EXPENSES</b>		
Sales Commission	291.12	204.94
Export Expenses	411.79	143.60
Other Selling Expenses	114.04	77.43
	<u>816.95</u>	<u>425.97</u>
	<u>4,761.73</u>	<u>2,908.30</u>

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**NOTE NO. 30**

OTHER DISCLOSURES

		(₹ in Lakhs)			
		As at 31-03-2022	As at 31-03-2021		
1.	Contingent Liabilities				
	Liability on Letter of Credit opened				
	Capital Goods	Nil	Nil		
2.	Commitments				
(i)	Estimated amount of contracts remaining to be executed on capital account not provided	1,545.79	3,033.54		
(ii)	Other Commitments:				
	Liability on guarantees given by the bankers	76.16	66.40		
3.	Sales Tax Assessment upto year ended 31 <sup>st</sup> March, 2017 has been completed.				
4.	Income tax assessment has been completed upto the Accounting Year ended on 31-03-2019 i.e., Assessment year 2019-20.				
5.	In respect of Electricity matters, Appeals / Writ petition are pending with TNERC / APTEL / High Court for various matters for which no provision has been made in the books of accounts to the extent of ₹ 505.35 Lakhs (PY: ₹ 499.73 Lakhs).				
6.	In the opinion of the management, there may not be any tax liability on the above matters mentioned in point no. 5.				
7.	Details of Loans from Directors under "Loan from Related Parties" are:				
	<b>Name</b>	<b>Closing Balance as on</b>		<b>Interest Paid</b>	
		<b>31-03-2022</b>	31-03-2021	<b>2021-22</b>	2020-21
	Shri P.R.Venketrama Raja	-	1,245.00	44.41	30.29
	Smt. B. SriSandhya Raju	529.22	262.11	35.29	56.64
	Smt. P.V. Nirmala Raju	4.93	6.17	0.41	0.67
		<b>534.16</b>	1,513.28	<b>80.11</b>	87.60
8.	Auditors' remuneration (Excluding GST) & expenses:				
	<b>Statutory Auditors:</b>			<b>2021-22</b>	2020-21
	Statutory Audit Fees			1.25	1.00
	Other Certification Fees			2.20	0.20
	<b>Tax Auditors</b>				
	Tax Audit Fees			0.60	0.50
	<b>Cost Auditors</b>				
	Cost Audit Fees			0.65	0.60
	<b>Secretarial Auditors</b>				
	Statutory Audit Fees			0.30	-
	Other Certification Fees			0.33	0.46
	Total			<b>5.33</b>	<b>2.76</b>

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

9. As per Accounting Standard -15 (Revised 2005) "Employee Benefits", the disclosures of employee benefits as defined in the Accounting Standard are given below:

	(₹ in Lakhs)	
	2021-22	2020-21
<b>Defined Contribution Plan:</b>		
Employer's Contribution to Provident Fund	116.26	87.12
Employer's Contribution to Superannuation Fund	7.61	6.10
<b>Details of the post retirement gratuity plan (Funded) are as follows:</b>		
<b>Reconciliation of opening and closing balances of defined benefit plan:</b>		
Defined Benefit Obligation as at the beginning of the year	232.24	241.35
Current Service Cost	21.63	23.63
Past Service Cost	NIL	NIL
Interest Cost	15.37	15.79
Actuarial (gain) / loss	(-) 2.11	(-) 39.35
Benefits paid	(-) 22.72	(-) 9.19
Defined Benefit obligation as at the end of the year	244.42	232.24
<b>Reconciliation of opening and closing balances of fair value of plan assets:</b>		
Fair value of plan assets as at the beginning of the year	235.20	228.47
Expected return on plan assets	15.53	16.70
Actuarial gain / (loss)	2.72	(-) 2.27
Employer Contribution	1.70	1.49
Benefits paid	(-) 22.72	(-) 9.19
Fair value of plan assets as at the end of the year	232.42	235.20
<b>Actual Return of plan assets:</b>		
Expected return of plan assets	15.53	16.70
Actuarial gain / (loss) on plan assets	2.72	(-) 2.27
Actual return on plan assets	18.24	14.43
<b>Reconciliation of fair value of assets and obligations:</b>		
Fair value of plan assets	232.42	235.20
Present value of obligation	244.42	232.24
Difference	11.99	(-) 2.95
Unrecognized transitional liability	NIL	NIL
Amount recognized in Balance Sheet	NIL	2.95

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

	(₹ in Lakhs)	
	2021-22	2020-21
<b>Expense recognized during the year:</b>		
Current Service Cost	21.63	23.63
Interest Cost	15.37	15.79
Expected return on plan assets	(-) 15.53	(-) 16.70
Actuarial (gain) / loss	(-) 4.83	(-) 37.07
Past service cost-non-vested benefits	NIL	NIL
Past service cost-vested benefits	NIL	NIL
Net Cost	16.65	(-) 14.35
<b>Investment Details as on 31-03-2022:</b>		
GOI Securities	NIL	NIL
Funds with LIC	100%	100%
Bank balance	NIL	Nil
Others	NIL	Nil
Total	100%	100%
<b>Actuarial assumptions:</b>		
Indian Assured Lives (2012-14) Ultimate Table applied for Service Mortality rate	Yes	Yes
Discount rate p.a	7.36%	6.96%
Expected rate of return on plan assets p.a	6.99%	6.91%
Rate of escalation in salary p.a	3.75%	3.75%
<b>Details of the Leave encashment plan (Un-Funded) are as follows:</b>		
<b>Reconciliation of opening and closing balances of obligation:</b>		
Defined Benefit Obligation as on 01-04-2021	84.89	116.34
Current Service Cost	11.04	10.53
Interest Cost	5.15	7.57
Actuarial (gain) / loss	2.33	(-) 43.89
Benefits paid	(-) 21.68	(-) 5.66
Defined Benefit obligation as on 31-03-2022	81.73	84.89
<b>Reconciliation of opening and closing balances of fair value of plan assets:</b>		
Fair value of plan assets as on 01-04-2021	NIL	NIL
Expected return on plan assets	NIL	NIL
Actuarial gain / (loss)	NIL	NIL
Employer Contribution	21.68	5.66
Benefits paid	(-) 21.68	(-) 5.66
Fair value of plan assets as on 31-03-2022	NIL	NIL
<b>Actual Return of plan assets:</b>		
Expected return of plan assets	NIL	NIL
Actuarial gain / (loss) on plan assets	NIL	NIL
Actual return on plan assets	NIL	NIL

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

	(₹ in Lakhs)	
	2021-22	2020-21
<b>Reconciliation of fair value of Assets and obligations</b>		
Fair value of plan assets	NIL	NIL
Present value of obligation	81.73	84.89
Difference	81.73	84.89
Unrecognized past service cost-non-vested benefits	NIL	NIL
Amount recognized in Balance Sheet	81.73	84.89
<b>Expense recognized during the year:</b>		
Current Service Cost	11.04	10.54
Interest Cost	5.15	7.57
Expected return on plan assets	NIL	NIL
Actuarial (gain) / loss	2.33	(-) 43.89
Net Cost	18.52	(-) 25.78
<b>Investment Details as on 31-03-2022:</b>		
GOI Securities	NIL	NIL
State Government Securities	NIL	NIL
High Quality Corporate Bonds	NIL	NIL
Funds with LIC	NIL	NIL
Bank balance	NIL	NIL
Others	NIL	NIL
Total	NIL	NIL
<b>Actuarial assumptions</b>		
Indian Assured Lives (2012-14) Ultimate Table applied for Service Mortality rate	Yes	Yes
Discount rate p.a	7.36%	6.96%
Expected rate of return on plan assets p.a.	NIL	NIL
Rate of escalation in salary p.a.	3.75%	3.75%
Attrition Rate	0.10%	0.10%



**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**10. The Segment Information for the year ended 31<sup>st</sup> March, 2022**

(₹ in Lakhs)

Particulars	Textiles		Power from Windmills		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
<b>REVENUE</b>						
External Sales (Net)	23,591.56	13,808.75	-	-	23,591.56	13,808.75
Inter Segment Sale	-	-	1,157.36	1,113.95	1,157.36	1,113.95
Total Sales	23,591.56	13,808.75	1,157.36	1,113.95	24,748.92	14,922.70
Other Income	496.48	91.16	-	-	496.48	91.16
<b>Total Revenue</b>	<b>24,088.04</b>	<b>13,899.91</b>	<b>1,157.36</b>	<b>1,113.95</b>	<b>25,245.40</b>	<b>15,013.86</b>
<b>RESULT</b>						
Segment Result	4,012.17	1,154.76	549.64	518.80	4,561.81	1,673.56
Unallocated Income	-	-	-	-	25.94	15.72
Unallocated Expenses	-	-	-	-	-	-
Operating Profit	-	-	-	-	4,587.75	1,689.28
Interest Expenses	-	-	-	-	1,360.55	1,296.30
Depreciation	-	-	-	-	768.13	685.03
Provision for Taxation	-	-	-	-	-	-
Current Tax	-	-	-	-	-	-
Income Tax paid earlier years	-	-	-	-	6.57	-
Deferred Tax	-	-	-	-	453.60	(74.66)
Profit from ordinary activities	-	-	-	-	1,998.90	(217.39)
Exceptional Items	-	-	-	-	-	-
<b>Net Profit / (Loss)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,998.90</b>	<b>(217.39)</b>
<b>OTHER INFORMATION</b>						
Segment Assets	30,568.80	17,380.99	2,270.55	2,271.06	32,839.35	19,652.05
Unallocated Assets	-	-	-	-	-	-
Total Assets	-	-	-	-	32,839.35	19,652.05
Segment Liabilities	-	-	-	-	27,360.58	17,777.78
Unallocated Liabilities	-	-	-	-	1,093.01	639.41
Total Liabilities	-	-	-	-	28,453.59	18,417.19
Capital Expenditure	7,789.06	354.38	-	-	7,789.06	354.38
Unallocated Capital Expenditure	-	-	-	-	-	-
Depreciation	567.62	484.51	200.52	200.52	768.14	685.03
Unallocated Depreciation Expenditure	-	-	-	-	-	-

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

11. Earning per Share		(₹ in Lakhs)	
Particulars		2021-22	2020-21
Net Profit / (Loss) after tax (₹ in Lakhs)	(A)	1,976.40	(239.89)
Adjusted Weighted average number of Equity Shares - In Lakhs	(B)	207.00	69.00
Basic & Diluted earnings per share for ₹ 10/- each - (in ₹)	(A) / (B)	9.55	(3.48)
Nominal Value per Equity Share (in ₹)		10.00	10.00
<b>(Nos. in Lakhs)</b>			
<b>Adjusted Weighted average number of Equity Shares</b>			
No. of Shares at the beginning of the year (Nos. in Lakhs)	(A)	138.00	46.00
Equity Shares allotted on Right issue basis on 6 <sup>th</sup> October, 2021 (Nos. in Lakhs)	(B)	138.00	92.00
Adjusted Weighted average number of Equity Shares (Nos. in Lakhs) - (A) + (B / 12 *6)		207.00	69.00

**12. RELATED PARTY TRANSACTIONS**

As per Accounting Standard-18 (Related Party Disclosures) issued by the Institute of Chartered Accountants of India, the Company's related parties are given below:

**a. List of Key Management Personnel & Relatives:**

Shri P.R. Venketrana Raja, Chairman  
Smt B. SriSandhya Raju, Managing Director  
Smt R. Sudarsanam, Director  
Smt P.V. Nirmala Raju, Director  
Shri V. Gurusamy, Secretary  
Shri N. Vaira Balaji, Chief Financial Officer

The Company's transactions with the above persons are furnished in Note No. 7 above.

**b. Enterprises over which the above persons exercise significant influences and with which the Company had transactions during the year:**

**(i) Companies**

M/s. The Ramco Cements Limited  
M/s. Rajapalayam Mills Limited  
M/s. Sri Vishnu Shankar Mill Limited  
M/s. The Ramaraju Surgical Cotton Mills Limited  
M/s. Thanjavur Spinning Mill Limited  
M/s. Ramco Industries Limited  
M/s. Ramco Systems Limited  
M/s. Rajapalayam Textiles Limited  
M/s. Shri Harini Media Limited  
M/s. Digvijai Polytex Private Limited  
M/s. Chitta Farms Private Limited  
M/s. Sri Harini Textiles Limited  
M/s. Ramco Management Private Limited  
M/s. Ramco Windfarms Limited

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**(ii) Public Trusts:**

P.A.C.R. Sethurammam Charity Trust.

P.A.C.R. Centenary Trust.

**c. Employees Benefits Funds where control exists.**

Sandhya Spinning Mill Limited Officers' Superannuation Fund

Sandhya Spinning Mill Limited Employees Gratuity Fund

The Company's transactions with the above Related Parties are summarized following:

**d. Amount Paid to Key Managerial Personnel:**

(₹ in Lakhs)

Name of the Related Party	Amount		Nature of Payment
	2021-22	2020-21	
Shri P.R. Venketrama Raja	0.75	0.75	Sitting Fees
	44.41	30.29	Interest
Smt. B. SriSandhya Raju	127.50	127.50	Managerial Remuneration
	35.29	56.64	Interest
	0.45	0.45	Sitting Fees
Smt. R. Sudarsanam	0.60	0.60	Sitting Fees
Smt. P.V. Nirmala Raju	0.41	0.67	Interest
	0.60	0.45	Sitting Fees

**e. Inter Corporate Deposits Accepted:**

Name of the Related Party	Maximum Outstanding		Outstanding as on	
	2021-22	2020-21	31-03-2022	31-03-2021
Chitta Farms Private Limited	280.02	788.85	275.00	775.00
Thanjavur Spinning Mill Limited	774.65	790.00	578.55	730.65
Digvijai Polytex Private Limited	125.35	130.13	34.13	125.13
Ramco Management (P) Limited	66.69	66.67	65.50	65.50

**f. Interest paid on Inter Corporate Deposits Accepted:**

Name of the Related Party	Interest Paid		Outstanding as on	
	2021-22	2020-21	31-03-2022	31-03-2021
Chitta Farms Private Limited	20.73	66.40	Nil	Nil
Thanjavur Spinning Mill Limited	53.21	55.51	Nil	Nil
Digvijai Polytex Private Limited	4.49	9.36	Nil	Nil
Ramco Management (P) Limited	4.75	5.61	Nil	Nil

**g. Corporate Guarantee Availed:**

Name of the Related Party	2021-22	2020-21
Rajapalayam Mills Limited	4,500.00	5,500.00

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

(₹ in Lakhs)

**h. Sale of Goods / Services rendered:**

Name of the Related Party	Value		Outstanding as on	
	2021-22	2020-21	31-03-2022	31-03-2021
The Ramaraju Surgical Cotton Mills Limited	33.08	928.89	NIL	NIL
Sri Vishnu Shankar Mill Limited	963.05	320.43	NIL	NIL
Rajapalayam Mills Limited	857.07	1,089.83	NIL	NIL
Ramco Industries Limited	708.44	398.00	NIL	NIL
Rajapalayam Textile Limited	268.52	145.74	NIL	NIL
Sri Harini Textiles Limited	Nil	12.87	NIL	NIL
The Ramco Cements Limited	10.62	NIL	NIL	NIL

**i. Lease Rent Received:**

Name of the Related Party	Value		Outstanding as on	
	2021-22	2020-21	31-03-2022	31-03-2021
Rajapalayam Mills Limited	64.35	NIL	NIL	NIL

**j. Purchase of Fixed Assets:**

Name of the Related Party	Value		Outstanding as on	
	2021-22	2020-21	31-03-2022	31-03-2021
Rajapalayam Mills Limited	Nil	981.28	Nil	980.09
Ramco Industries Limited	0.58	100.80	Nil	Nil
Rajapalayam Textile Limited	1.06	2.95	Nil	Nil
Sri Vishnu Shankar Mill Limited	19.94	Nil	Nil	Nil

**k. Sale of Fixed Deposits:**

Name of the Related Party	Value		Outstanding as on	
	2021-22	2020-21	31-03-2022	31-03-2021
Rajapalayam Textile Limited	6.19	NIL	NIL	NIL

**l. Cost of Goods & Services purchased / availed:**

Name of the Related Party	Value		Outstanding as on	
	2021-22	2020-21	31-03-2022	31-03-2021
The Ramaraju Surgical Cotton Mills Limited	847.80	366.33	Nil	Nil
Sri Vishnu Shankar Mill Limited	648.95	425.36	Nil	Nil
Rajapalayam Mills Limited	1,160.53	925.40	Nil	Nil
Ramco Industries Limited	1,724.67	497.99	Nil	Nil
The Ramco Cements Limited	10.86	7.49	Nil	Nil
Ramco Systems Limited	11.05	8.22	Nil	Nil
Ramco Windfarms Limited	71.14	69.96	Nil	Nil
P.A.C.R. Sethurammam Charity Trust	25.09	12.96	Nil	Nil
Shri Harini Media Limited	0.73	0.73	Nil	Nil
Rajapalayam Textile Limited	8.32	150.68	Nil	Nil
P.A.C.R. Centenary Trust	0.30	0.40	Nil	Nil

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

(₹ in Lakhs)

**m. Dividend Received**

Name of the Related Party	2021-22	2020-21
Rajapalayam Mills Limited	0.003	0.01

**n. Contribution to Superannuation Fund / Gratuity Fund**

Particulars	2021-22	2020-21
Sandhya Spinning Mill Limited Officers' Superannuation Fund	7.60	6.10
Sandhya Spinning Mill Limited Employees Gratuity Fund	11.99	-

**13. Other additional information pursuant to the Schedule III of the Companies Act, 2013.**

**(a) Value of Imports calculated on CIF Value**

Particulars	2021-22	2020-21
Raw Materials	8,673.73	4,116.40
Capital Goods	1,362.08	319.14
Components and Spares	270.09	829.39

**(b) Expenditure in Foreign Exchange during the year**

Particulars	2021-22	2020-21
Interest	49.43	35.34
Foreign Travel	2.57	-
Export Sales Commission	126.06	117.11
Membership and Certification charges	1.73	1.68
Total	179.79	154.13

**(c) Value of Raw Materials, Stores & Spare parts consumed**

Particulars	2021-22		2020-21	
	Amount	%	Amount	%
Raw Materials				
Imported	6,395.24	58	3,905.85	67
Indigenous	4,683.30	42	1,841.85	33
Spares and Components				
Imported	47.19	4	6.36	1
Indigenous	1,086.85	96	661.21	99

**(d) Earnings in Foreign exchange (FOB Value)**

Particulars	2021-22	2020-21
Export of Yarn	8,974.55	4,394.17

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**14. Additional regulatory information as required under Companies Act, 2013:**

(a) Trade Payables Ageing Schedule:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	
<b>As at 31-03-2022</b>						
MSME	10.69	-	-	-	-	10.69
Others	185.44	208.47	-	6.85	10.18	410.94
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Unbilled dues	-	-	-	-	-	-
<b>Total</b>	<b>196.13</b>	<b>208.47</b>	<b>-</b>	<b>6.85</b>	<b>10.18</b>	<b>421.63</b>
<b>As at 31-03-2021</b>						
MSME	-	-	-	-	-	-
Others	1,418.77	164.70	6.85	10.13	-	1,600.45
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Unbilled dues	-	-	-	-	-	-
<b>Total</b>	<b>1,418.77</b>	<b>164.70</b>	<b>6.85</b>	<b>10.13</b>	<b>-</b>	<b>1,600.45</b>

(b) Capital Work-in-Progress Ageing Schedule

Particulars	Amount in CWIP for a period of				Total
	< 1 Year	1 – 2 Years	2 – 3 Years	> 3 Years	
<b>As at 31-03-2022</b>	<b>287.85</b>	<b>-</b>	<b>0.58</b>	<b>-</b>	<b>288.43</b>
As at 31-03-2021	1,779.45	0.58	-	-	1,780.03

Note:

- (i) None of the Capital-work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.
- (ii) The Company do not have any projects whose activity has been suspended.
- (iii) The Company has no intangible assets under development.

(c) Trade Receivable Ageing Schedule

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months– 1 Years'	1 - 2 Years	2 - 3 Years	> 3 Years	
<b>As at 31-03-2022</b>							
Undisputed Trade receivables – considered good	3,691.73	581.56	-	0.89	-	-	4,274.19
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	124.99	-	124.99
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
<b>Total</b>	<b>3,691.73</b>	<b>581.56</b>	<b>-</b>	<b>0.89</b>	<b>124.99</b>	<b>-</b>	<b>4,399.18</b>

**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months– 1 Years'	1 - 2 Years	2 - 3 Years	> 3 Years	
<b>As at 31-03-2021</b>							
Undisputed Trade receivables – considered good	2,021.90	164.10	-	-	-	-	2,186.00
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	126.26	-	-	126.26
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
<b>Total</b>	<b>2,021.90</b>	<b>164.10</b>	<b>-</b>	<b>126.26</b>	<b>-</b>	<b>-</b>	<b>2,312.26</b>

**d) Undisclosed Income**

The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

**e) Relationship with Struck off Companies**

The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

**f) Details of Crypto Currency or Virtual Currency**

The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence disclosure relating to it are not applicable.

**g) Key Financial Ratios**

S.No.	Particulars	UOM	31.03.2022	31.03.2021	Variation in %
(a)	Current Ratio	In multiple	<b>1.13</b>	1.10	3%
(b)	Debt-Equity Ratio	In multiple	<b>5.82</b>	12.41	-53%
(c)	Debt Service Coverage Ratio	In multiple	<b>1.09</b>	0.56	96%
(d)	Return on Equity Ratio	In %	<b>0.46</b>	(0.18)	-
(e)	Inventory Turnover Ratio	In Days	<b>85</b>	94	-9%
(f)	Trade receivables Turnover Ratio	In Days	<b>52</b>	64	-18%
(g)	Trade Payables Turnover Ratio	In Days	<b>16</b>	27	-42%
(h)	Net Capital Turnover Ratio	In Days	<b>122</b>	131	-7%
(i)	Net Profit Ratio	In %	<b>8%</b>	-2%	-
(j)	Return on Capital employed	In %	<b>11%</b>	7%	72%
(k)	Return on Investment (Assets)	In %	<b>6%</b>	-1%	-



**SANDHYA SPINNING MILL LIMITED, RAJAPALAIYAM**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

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Formula adopted for above Ratios:

- (a) Current Ratio = Current Assets / (Total Current Liabilities - Other Financial Liabilities - Current maturities of Long Term Debt)
- (b) Debt-Equity Ratio = Total Debt / Total Equity
- (c) Debt Service Coverage Ratio = (EBITDA - Current Tax) / (Principal Repayment + Gross Interest)
- (d) Return on Equity Ratio = Total Profit After Tax / Average Total Equity
- (e) Inventory Turnover Ratio (Average Inventory days) = 365 / (Net Revenue / Average Inventories)
- (f) Trade receivables Turnover Ratio (Average Receivables days) = 365 / (Net Revenue / Average Trade receivables)
- (g) Trade Payables Turnover Ratio (Average Payable days) = 365 / (Net Revenue / Average Trade payables)
- (h) Net Capital Turnover Ratio = (Inventory Turnover Ratio + Trade receivables turnover ratio - Trade payables turnover ratio)
- (i) Net Profit Ratio = Net Profit / Net Revenue
- (j) Return on Capital employed = (Total Profit After Tax + Interest) / (Average of (Equity + Total Debt))
- (k) Return on Investment (Assets) = Total Profit After Tax / Average Total Assets

Reasons for Variation if more than 25%:

Wherever there is a change in value from negative to positive or vice-versa, the computation of variation will be misleading and hence not computed.

Debt-Equity Ratio:

The decrease in debt-equity ratio was due to increase in Share capital through Rights issue during the year.

Debt Service Coverage Ratio / Return on Capital Employed:

The improvement in these ratios are due to better performance of the Company during the financial year 2021-22 as compared to previous financial year 2020-21. In addition to low base effect of financial year 2020-21, the demand for cotton yarn has picked-up during the financial year 2021-22 and the Company's focus to produce value added yarn has started yielding results.

Trade Payables Turnover Ratio:

The reduction in trade payable turnover ratio is due to increase in the turnover during the financial year 2021-22. The turnover has increased on account of increase in selling prices of yarn. There was also increase in sale volume during the financial year 2021-22 due to better machinery utilization and capacity addition.

The notes form an integral part of these financial statements.

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As per our report annexed

For M.S. JAGANNATHAN & N. KRISHNASWAMI,  
Chartered Accountants  
Firm Registration No. 001208S

**K. SRINIVASAN**  
Partner  
Membership No. 021510

Rajapalaiyam,  
26<sup>th</sup> May, 2022.

**Smt. B. SRISANDHYA RAJU**  
MANAGING DIRECTOR

**N. VAIRA BALAJI**  
CHIEF FINANCIAL OFFICER

**Shri P.R. VENKETRAMA RAJA**  
CHAIRMAN

**V. GURUSAMY**  
SECRETARY



Our Chairman, Shri. P.R. Venketrama Raja, Switching on newly installed fully Automatic “KTTM RX 300 G-EST” Compact Spinning frame in our Company.



Our Chairman, Shri. P.R. Venketrama Raja, Switching on newly installed “Muratec”, Japan make fully Automatic “Muratec FPRO EX” Link Coner Machine in our Company.



Our Chairman, Shri. P.R. Venketrama Raja, Switching on newly installed “Bracker”, Switzerland make Berkol Super Cots Grinding Machine in our Company.



**SANDHYA SPINNING MILL LIMITED**  
**RAJAPALAIYAM**