GEM SPINNERS INDIA LIMITED

THIRTY-SECOND ANNUAL REPORT

2021 - 2022

BOARD OF DIRECTORS

Mr.R.Veeramani – Managing Director
Mr.P.P.Doddanavar – Independent Director
Mr.S.Gopal – Non Executive Director
Mrs.Poorana Juliet – Independent Director

Mrs. A.Vani- Company Secretary
Mr.G.Senthilvel – Chief Financial Officer

AUDIT COMMITTEE

Mr.P.P.Doddanavar – Chairman
Mr.S.Gopal – Member
Mrs.Poorana Juliet – Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr.S.Gopal – Chairman
Mr.R.Veeramani– Member
Mr.P.P. Doddanavar – Member

STATUTORY AUDITORS

M/s.K.Arunkumar& Associates
Chartered Accountants
"Kumar House" Plot No. 6, Door No. 1/803,
Deivanai Nagar, Madipakkam, Chennai – 600 091.

SECRETARIAL AUDITORS

M/s.Lakshmmi Subramanian & Associates
Practising Company Secretaries,
M.N.O.Complex, 81, Greams Road,
Chennai – 600 006.

BANKERS

Lakshmi Vilas Bank

REGISTRAR & SHARE TRANSFER AGENT

Cameo Corporate Services Ltd.
"Subramanian Building", 1, Club House Road,
Chennai – 600 002.

STOCK EXCHANGE

BSE Limited

REGISTERED OFFICE & MILLS

14, Mangalam Village, Madhuranthagam Taluk,
Kancheepuram District, Tamil Nadu - 603 107

DATE AND TIME OF THE MEETING

23rd SEPTEMBER 2022 - 10.30 a.m.

VENUE OF THE MEETING

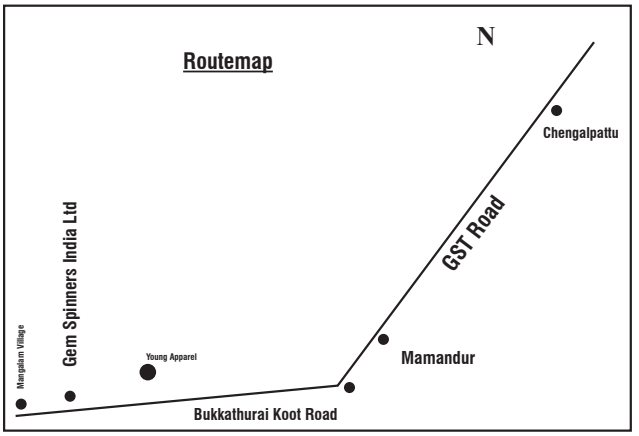
14, Mangalam Village, MadhuranthagamTaluk,
Kancheepuram District, Tamil Nadu – 603 107.

CORPORATE OFFICE

78, Cathedral Road, Chennai - 600 086.

WEBSITE :

www.gemspin.com
E-mail Id - accounts@gemspin.com
CIN : L17111TN1990PLC019791



Contents	Page No.
Notice	1
Directors' Report	4
Management Discussion & Analysis	10
Corporate Governance Report	11
Independent Auditor's Report	18
Balance Sheet	22
Profit and Loss Account	23
Cash Flow Statement	24
Notes	25

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty Second Annual General Meeting of the shareholders of the Company will be held on Friday, the 23rd September 2022 at the Registered Office of the Company at No.14 Mangalam Village, MadhuranthagamTaluk, Kancheepuram District, Tamilnadu – 603 107 at 10.30 a.m to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr.S.Gopal (DIN: 06448007) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

   To Re-appoint M/s. K.Arunkumar& Associates, Chartered Accountants as the Statutory Auditors of the Company and to authorise Board of Directors of the Company to fix their remuneration:

   "RESOLVED THAT pursuant to the provisions of Section 139(2) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), Mr. K. ArunKumar & Associates, Chartered Accountants (Firm Registration No. 016215S) be and is hereby re-appointed as Auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this 32nd Annual General meeting until the conclusion of the 37th Annual General Meeting at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

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

   To re-appoint Mr.R.Veeramani (DIN: 00032895) as a Managing Director

   "RESOLVED THAT in accordance with the provisions of Sections 196 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the basis of recommendation of Nomination and Remuneration Committee and approval of the board read with Regulation 17 (1)(A) of Securities and Exchange Board of India (LODR) Regulations 2015 as amended from time to time, the consent of the Company be and is hereby accorded to the re-appointment Mr.R.Veeramani (DIN: 00032895) as Managing Director of the Company for a period of 3 years from 01-10-2022 to 30-09-2025 with no remuneration.

By Order of the Board

Place : Chennai - 86 A. Vani
Date : 10.08.2022 Company Secretary

Registered Office

14, Mangalam Village, MadhuranthagamTaluk,
Kancheepuram District, Tamil Nadu – 603 107.
CIN – L17111TN1990PLC019791

Website - www.gemspin.com
E-mail Id – accounts@gemspin.com
Phone: +91-44-28115190

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED/ CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY–EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September 2022 (Saturday) to 23rd September, 2022(Friday) (both days inclusive) for the purpose of AGM.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
4. We urge the members to support our commitments to monumental protection by choosing to receive their shareholding communication through mail. You can do this by updating your email address with your Depository Participant.
5. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report 2021-2022 will be available on the Company's Website, www.gemspin.com
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
7. Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administraiton) Rules,2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL)for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed Mrs. Lakshmmi Subramanian of M/s Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as Scrutinizer.

The procedure and instructions for e-voting are as under:

i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.

ii) Now click on "Shareholders" to cast your votes.

iii) Now, select the "Company Name" from the drop down menu and click on "SUBMIT".

(iv) Now, fill up the following details in the appropriate boxes:

User ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 digits Client ID
	b) For CDSL:- 16 digits beneficiary ID
	For Members holding shares in Physical Form:-
	• Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

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

vi) Members holding shares in Physical form will then reach directly to the voting screen.

vii) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is also to be used by the Demat holders for voting for resolution 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.

viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

ix) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

x) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.

xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.

xii) 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.

xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@gemspin.com with a copy marked to helpdesk.evoting@cdslindia.com.

xv) In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

xvi) The e-voting period commences on 20.09.2022 from 9.00 AM onwards and ends on 22-09-2022 at 5.00 PM

xvii) During this period members holding shares in physical or dematerialized form as on the Cut-off date (record date) i.e. 16-09-2022may cast their vote electronically. The e-voting module shall be displayed by CDSL for voting thereafter.

xviii) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company.

8. Members holding shares in electronic mode may please note that the dividend payable to them would be paid through Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participants (DPs). In absence of availability of ECS facility, the dividend will be paid through warrants and the bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations.

9. In respect of shares held in physical form, members desirous of receiving dividends by way of direct credit to their bank account through ECS may authorize the Company with their ECS mandate. The Shareholders desirous of obtaining the ECS mandate may download the form from the website of the Company at www.gemspin.com or may write to the Company Secretary at the Registered Office of the Company.

10. Members holding shares in physical form are requested to notify change of address immediately to the Share Transfer Agent of the Company, M/s.Cameo Corporate Services Ltd, Subramanian Building, No.1 Club House Road, Chennai 600 002 for the purpose of mailing Dividend Warrants etc. As per SEBI Circular, members holding shares in physical form and in case of transfer of shares means, the Transfer Deed should contain PAN of both Transferor and Transferee.

11. The Shares of the Company have been activated for dematerialisation with Central Depository Services (India) Ltd (CDSL) vide ISIN INE165F01020. Members wishing to dematerialise their shares may approach any Depository Participant. (DP).
12. Kindly mention your Folio Number/PAN No./Client ID/DPID Number (in case of shares held in electronic form) in all your correspondence to Share Transfer Agents and in the case of electronic form to the Depository Participant in order to reply to your queries promptly.
13. Members seeking any information or clarification with regard to the accounts are requested to write to the Company atleast ten days in advance of the meeting so as to enable the Company to keep the information ready.
14. Members who hold shares in demat form are requested to notify any change in their particulars like change in address, bank particulars etc. to their respective Depository Participants.
15. The Ministry of Corporate Affairs vide its circular dated 21st April 2011 allowed the companies to send notices, annual reports and other documents by means of e-mail to the members of the Company. Hence members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with the Company/ Registrar.
14. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
15. **Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.**
16. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.

AS PER REGULATION 36(3) OF SEBI (LODR) 2015 AND AS PER CLAUSES OF SS 2 ADDITIONAL INFORMATION ABOUT THE DIRECTOR FOR THE ITEM NO.2&4.

Name of the Director	SRI.R.VEERAMANI	SRI.S.GOPAL
DIN	00032895	06448007
Age	80	62
Qualification	B.Sc., B.L	M.Sc., MBA
Experience	51	35
Expertise in specific functional area	Lawyer turned Technocrat entered into the stone industries in 1971. He is in business of Mining, Textiles, Sugar, Hotel and IT Industry	Indirect Taxation
Date of first Appointment in the Board	06/12/1993	18/09/2012
Shareholding in the Company	14961666	NIL
Relationship with other Directors and KMP	NIL	NIL
No. of Meetings attended during the year	5	5
Other directorship / Membership / Chairman of committee of other board.	1. Gem Sugars Ltd 2. Ferro Magnets & Allied Products Ltd 3.Gem Granites Pvt Ltd 4.Imperial Granites Pvt Ltd 5.Gem Holiday Resorts Ltd 6.Gem Stone Beach Resorts Pvt Ltd 7.Veeramani Minerals Private Ltd 8.Veeramani Natural Stones Private Ltd 9.Stone Wonders (India) Ltd 10.Celia Leather Private Ltd 11.Get Minerals & Coal Private Ltd 12.CAPEXIL	1. Gem Graphites Pvt Ltd 2. Gem Holiday Resorts Ltd 3. Shanmugha Granite Industries Pvt Ltd 4. Gem Software Solutions Ltd 5. Gem Energy Industry Ltd 6. Ferro Magnets & Allied Products Ltd 7. Sri Raghuramachandra Minerals Pvt Ltd
Chairman / Member of the Committee of the Board of Directors of the Company	1. Stakeholders' Relationship Committee	1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination and Remuneration Committee
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Nil	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.4

As Mr.R.Veeramani, Managing Director since appointed during 2019, his period of service as recommended by Nomination and Remuneration Committee, to be extended for further period of 3 years from 2022 to 2025. Considering the position of the Company, no remuneration was made and hence the Board of Directors are proposing the appointment of Mr.R.Veeramani for a period of 3 years without any remuneration. Pursuant to Section 196 of Companies Act 2013 read with Regulaiton 17(1)(A) of Securities and Exchange Board of India (LODR) 2015 as amended from time to time,Mr.R.Veeramani aged above 70 years, a special resolution required to be passed.

Accordingly, Item No.4 is placed before the Members for approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 32nd Annual Report of our Company along with the Audited Balance Sheet and the Statement of Profit and Loss Account for the year ended March 31, 2022.

1) FINANCIAL RESULTS

Rs. in Lakhs

Particulars	**2021-22**	2020-21
SALES		
Export	**0.00**	0.00
Operating Profit	**(47.30)**	(37.78)
Less: Financial Charges	**-**	-
Gross Profit	**(47.30)**	(37.78)
Less : Depreciation	**17.60**	23.61
Profit/(Loss) before Tax	**(64.90)**	(61.39)
Net (Loss) / Profit	**(64.90)**	(61.39)
Accumulated Loss	**(3296.18)**	(3231.28)

2) PERFORMANCE AND STATE OF COMPANY'S AFFAIRS

During the year there was no turnover. The Operating Profit/Loss was of the order of Rs.(47.30) Lakhs as compared to the previous year of Rs.(37.78) Lakhs. The Company has suspended the operation due to market volatility. Your Directors are exploring all the possibilities of recommencing the production subject to viability.

3) SHARE CAPITAL

The paid up Equity Share Capital of the Company as on March 31, 2022 was Rs. 30.68 Crores. No additions and alterations to the capital were made during the financial year 2021-22.

4) DIVIDEND

Your Directors regret for the non-declaration of dividend owing to non-operation of the unit.

5) TRANSFER TO GENERAL RESERVE

Since there is no operation, the Company does not transferred any funds to the General Reserve.

6) MATERIAL CHANGES AND COMMITMENTS OF THE COMPANY

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of report.

7) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There has been no loan, guarantees or investments given or made by the company under section 186 of the Companies Act, 2013 during the financial year.

8) SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The company doesn't have any subsidiaries, associates and joint venture companies.

9) DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the balance sheet.

10) DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board Composition

The Board consists of the one Executive Director, one Non-Executive Director and Two Non-Executive Independent Directors.

Independent Directors are appointed for a term of five years and are not liable to retire by rotation.

Mr.R.Veeramani, Managing Director, who is retiring on 30-09-2022 is re-appointed as Managing Director for a further period of 3 years commencing from 01-10-2022 to 30-09-2025.

Retirement by rotation

Pursuant to Section 152 of the Companies Act, 2013, Mr.S.Gopal who retires by rotation at the forthcoming AGM and is eligible for re-appointment.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013 the Key Managerial Personnel of the Company are Mr.R.Veeramani, Managing Director, Mrs. A.Vani, Company Secretary and Mr.G.Senthilvel, Chief Financial Officer.

Declaration of Independent Directors

As per the Companies Act, 2013, your company had appointed two independent directors and they have declared that they meet the criteria of independence in terms of Section 149(6) of the Companies Act, 2013 and that there is no change in their status of independence.

Policy of Director's Appointment and Remuneration

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance report, which forms part of the Board's Report.

Information U/S 197(12) of the Companies Act, 2013

The information required u/s 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is NIL

Training Of Independent Directors

To familiarize the strategy, operations and functions of our Company, the executive directors make presentations/orientation programme to non – executive independent directors about the company's strategy, operations, product and service offerings, markets, organization structure, finance, human resources, production facilities and quality and risk management. The appointment letters of Independent Directors has been placed on the Company's website at www.gemspin.com.

11) MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company had met during the year on 11th February 2022 to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the company management and the Board.

12) DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13) BOARD MEETINGS:

During the year, five board meetings were held. Dates of the Board meetings and details of Directors' attendance at the meetings are furnished in the Corporate Governance report.

14) RISK MANAGEMENT POLICY

The risk management is overseen by the audit committee of the company on a continuous basis, therefore constituting a Risk Management Committee does not arise. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis.

15) RELATED PARTY TRANSACTIONS

As per the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at www.gemspin.com.

The Policy intends to ensure that proper reporting approval and disclosure processes are in place for all transactions between the Company and Related Parties. This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

16) CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Directors and Members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Mr.G.Senthilvel, Chief Financial Officer.

17) ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE, ETC

The information as required to be disclosed on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure - I" to this Report.

18) EXTRACT OF ANNUAL RETURN

The extract of Anuual Return of the Company is annexed herewith as Annexure - "II" to this report.

19) CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS REPORT AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS 2015.

As per the provisions of the SEBI(LODR) Regulations, 2015, Management Discussion & Analysis Report (Annexure III) and Corporate Governance Report with Auditors' Certificate thereon (Annexure – IV) are attached and form part of this report.

20) CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your company is not having Net profits of more than 5 Crore rupees, in the Year 2021-22 and therefore constituting of a CSR committee in accordance with the provisions of section 135 of the Act does not arise.

21) PARTICULARS OF EMPLOYEES:

According to Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the directors are drawing remuneration and thereby the said section is not applicable and hence not furnished.

22) REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

23) STATUTORY AUDITORS

As the tenure ends on conclusion of the 32nd Annual General Meeting, M/s.K. Arunkumar & Associates, Chennai, Chartered Accountants, (Registration Number 016215S) has been re-appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 37th Annual General Meeting.

24) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive programme of internal audit, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and other data for maintaining accountability of assets.

25) SECRETARIAL AUDITOR

As required under Section 204 of the Companies Act, 2013 and Rules there under the Board has appointed M/s.Lakshmmi Subramanian & Associates, Practising Company Secretaries as Secretarial Auditor of the company to conduct Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2022 is annexed herewith marked as Annexure – "V" to this Report.

COMMENT ON SECRETARIAL AUDITOR'S REPORT - The Board of Directors has taken adequate measures to regularize the qualification stated in their report.

26) DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company.

27) DISCLOSURE UNDER THE SEXUAL HARASMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDESSAL) ACT, 2013

The company has in place an anti-sexual Harassment Policy as required under prevention of Sexual Harassment of Woman at workplace (Prohibition, Prevention and Redressal) Act 2013 and constituted an Internal Complaints Committee (ICC).Your Directors further states that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

28) ACKNOWLEDGEMENT

Your Directors thank the Central and State Governments and the Banks for their continued help and support. Your Directors are especially thankful to the esteemed Shareholders for their continued encouragement and support.

For and on behalf of the Board of Directors

For Gem Spinners India Limited

Place: Chennai	**R.Veeramani**	**P.P.Doddanavar**
Date: 10.08.2022	DIN: 00032895	DIN: 00960514

ANNEXURE - I

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

Details on Conservation of energy, Technology absorption and Foreign exchange earnings and outgo

Details	Disclosure	
(A) Conservation of energy – (i) the steps taken or impact on conservation of energy;	The Company has suspended the manufacturing operation, hence the conservation of energy reporting is not applicable.	
(ii) the steps taken by the company for utilizing alternate sources of energy;	Nil	
iii) the capital investment on energy conservation equipments;	Nil	
(B) Technology Absorption	Since there is no manufacturing activity, the disclosure under this clause is not applicable.	
(C) Foreign exchange earnings and Outgo		Rs. In lakhs
	2021-22	2020-21
(1) Expenditure on Foreign Currency		
a) Commission	Nil	Nil
b) Travel	Nil	Nil
(2) Earnings in Foreign Exchange	Nil	Nil

ANNEXURE - II

FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2022

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

I. REGISTRATION & OTHER DETAILS:

i)	CIN	L17111TN1990PLC019791
II)	Registration Date	18-10-1990
iii)	Name of the Company	GEM SPINNERS INDIA LIMITED
iv)	Category / Sub – category of the Company	
v)	Address of the Registered office and Contact Details	NO 14 MANGALAM VILLAGEMADURATHAGAM TALUK, KANCHEEPURAM DISTRICT
vi)	Whether listed company	YES
vii)	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	CAMEO CORPORATE SERVICES LTD. 'SUBRAMANIAN BUILDING', 1, CLUB HOUSE ROAD, CHENNAI – 600 002.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl No.	Name & Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	COTTON YARN	5205 00	100%
2	COTTON KNITTED FABRICS	6002 00	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary/ Associate	% of Shares held	Applicable Section
NIL					

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1)Indian									
a)Individual/ HUF	44623000	90000	44713000	72.86	44623000	90000	44713000	72.86	0
b)Central Govt	0	0	0	0	0	0	0	0	0
c) StateGovt(s)	0	0	0	0	0	0	0	0	0
d) BodiesCorp	0	0	0	0	0	0	0	0	0
e)Banks/FI	0	0	0	0	0	0	0	0	0
f)AnyOther….	0	0	0	0	0	0	0	0	0
Sub-total (A)(1):-	44623000	90000	44713000	72.86	44623000	90000	44713000	72.86	0
(2) Foreign									
a) NRIs– Individuals	0	0	0	0	0	0	0	0	0
b) Other –Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other….	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	44623000	90000	44713000	72.86	44623000	90000	44713000	72.86	0
B. Public Shareholding									
1.Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	4921790	200	4921990	8.02	4921790	200	4921990	8.02	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	4921790	200	4921990	8.02	4921790	200	4921990	8.02	0
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	46600	163900	210500	0.34	41600	163900	205500	0.33	-0.0081
ii) Overseas									
b) Individuals									
i) individual shareholders holding nominal share capital upto Rs.1 lakh	751200	5095900	5847100	9.53	736600	5090500	5827100	9.50	-0.00325
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	5388100	267500	5655600	9.22	5411500	267500	5679000	9.25	0.0381
(iii) Qualified Foreign investor	0	0	0	0	0	0	0	0	0
(c) Any Other									
i)Clearing Members	3200	0	3200	0.0052	4700	0	4700	0.0076	0.0024
ii) Hindu Undivided families	20000	0	20000	0.0325	20100	0	20100	0.0327	0.0001

iii)Non Residents Indians – NRI	300	0	300	0.0004	300	0	300	0.0004	0
iii) Trusts	300	0	300	0.0004	300	0	300	0.0004	0
Total	23800	0	23800	0.0387	25400	0	25400	0.0413	0.0026
Sub-total (B)(2)	6209700	5527300	11737000	19.1243	6215100	5521900	11737000	19.1243	0.00
Total Public Shareholding (B)= (B)(1) + (B)(2)	11131490	5527500	16658990	27.1442	11136890	5522100	16658990	27.1442	0.00
(C) Shares held by Custodian for GDRsand ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A) + (B)+(C)	55754490	5617500	61371990	100	55759890	5612100	61371990	100	0

(ii) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in the shareholding during the year
		No. of Shares	% of total Shares of the Company	% of shares pledged / encumbered total shares	No. of Shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	
1.	SRI. R.VEERAMANI	14961666	24.38	0	14961666	24.38	0	0
2.	SRI.S.R.ASAITHAMBI	10174638	16.58	0	10174638	16.58	0	0
3.	SRI.R.SEKAR	9743348	15.88	0	9743348	15.88	0	0
4.	SRI.S.R.KUMAR	9743348	15.88	0	9743348	15.88	0	0
5.	SMT. RAJI VEERAMANI	30000	0.05	0	30000	0.05	0	0
6.	SMT. A. SEETHALAKSHMI	30000	0.05	0	30000	0.05	0	0
7.	SMT. VEDAVALLI KUMAR	30000	0.05	0	30000	0.05	0	0

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

S.No	For Each of the top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Share Holding during the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	At the beginning of the year	44713000	72.86%	44713000	72.86%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus / sweat equity etc):	Nil		Nil	
	At the end of the year	44713000	72.86%	44713000	72.86%

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

S.No	For Each of the top 10 Shareholders	Shareholding at the beginning of the year		Change in Share Holding during the Year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	ICICI BANK LTD	4921790	8.02%	0	0	4921790	8.02%
2	KARTHICK SALEM ARUMUGAM	1815600	2.95%	0	0	1815600	2.95%
3	K.E.KESAVAN	1739950	2.83%	0	0	1739950	2.83%
4	R.SELVAKUMARI	600000	0.98%	0	0	600000	0.98%
5	P.LATHA	600000	0.98%	0	0	600000	0.98%
6	S.CHELLAPANDI	539950	0.88%	0	0	539950	0.88%
7	PREETHY R E	80500	0.13%	0	0	80500	0.13%
8	NIRMAL BHURATH	50600	0.08%	0	0	50600	0.08%
9	MEENA JAIKUMAR CHAUGULE	42000	0.07%	0	0	42000	0.07%
10	AR ENTERPRISES LIMITED	41200	0.07%	0	0	41200	0.07%

(v) Shareholding of Directors and Key Managerial Personnel:

S.No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	MR.R.VEERAMANI	14961666	24.38	14961666	24.38

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year				
(i) Principal Amount	0	62,729,888.97	0	62,729,888.97
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	0	62,729,888.97	0	62,729,888.97
Change in Indebtedness during the financial year				
• Addition	0	10000	0	10000
• Reduction	0	0	0	0
Net Change	0	10000	0	10000
Indebtedness at the end of the financial year				
(i) Principal Amount	0	62,739,888.97	0	62,739,888.97
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (I + ii + iii)	0	62,739,888.97		62,739,888.97

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sitting Fees to Managing Director Rs.15000.

B. Remuneration to other directors: (in Rupees)

Particulars of Remuneration	Mr.P.P.Doddanavar	Mr.S.Gopal	Mrs.Poorana Juliet	Total Amount
Independent Directors				
• Fee for attending board committee meetings	9000	0	15000	24000
• Commission	0	0	0	0
• Others, please specify	0	0	0	0
Total (1)	9000	0	15000	24000
Other Non-Executive Directors				
• Fee for attending board committee meetings	0	15000	0	15000
• Commission	0	0	0	0
• Others, please specify	0	0	0	0
Total (2)	0	15000	0	15000
Total (B)=(1+2)	9000	15000	15000	39000
Total Managerial Remuneration	9000	15000	15000	39000
Overall Ceiling as per the Act				

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD Rs.in Lakhs

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		4.52	3.41	7.93
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify…	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	4.52	3.41	7.93

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: - Nil

ANNEXURE III

MANAGEMENT DISCUSSION & ANALYSIS

A) INDUSTRY PERFORMANCE:

The Indian Textiles Industry plays an important role in the growth of the Indian economy. Apart from providing one of the basic necessities of life, the textiles industry also plays a pivotal role through its contribution to industrial output, employment generation, and the export earnings of the country.

During the year, there has been a exceptional slow down for yarn markets globally. Surplus production, uneconomical exports and reduced demand for quality yarn in the domestic market are some of the reasons for the lower performance of the industry. Decision to reduce exports at the present juncture due to the uneconomical prices also aggravated situation due to competition from other developing countries like Indonesia, Vietnam, Bangladesh etc.,

B) OUTLOOK:

The Company expects the cotton price to remain volatile, as this is evident from the trend during the last quarter of the financial year 2021-22. The overall global economic outlook is encouraging.

C) MARKETING:

India is a large supplier of cotton yarn in the world market. Due to recession in global markets, volume and value of exports have come down significantly. Your company being predominantly into the overseas market, maintain excellent relation with all its overseas customers who have been dealing with the Company over the years by adhering to quality standards, delivery schedules and competitive prices.

D) RISKS AND CONCERNS

The Company has devised risk management policy which involves identification of the business risks as well as the financial risks, its evaluation, monitoring, reporting and mitigation measures. The Audit Committee and Board of Directors of the Company periodically review the risk management policy of the company so that the management controls the risk through properly defined network.

E) INTERNAL CONTROL AND ITS ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive programme of internal audit, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and other data for maintaining accountability of assets.

F) SEGMENT-WISE OR PRODUCT WISE PERFORMANCE

The Company is in the business of manufacture and export of cotton yarn and grey fabrics and also trade in the same commodity and accordingly trading is considered as a segment.

G) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

This has already been reported as Review of Operation in the Directors' Report.

ANNEXURE IV

REPORT ON CORPORATE GOVERNANCE

1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE.

Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and voluntary practices that enable companies to perform efficiently and thereby maximize long term value for shareholders, while respecting the aspect of multiple stakeholders. Our Company has been practicing the principle of good corporate governance since inception, not on account of regulatory requirements but on account of sound management practices for enhancing customer satisfaction and value for shareholders.

The Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and equity in all spheres of its operations and in all its dealings with the shareholders, employees, the Government and other parties.

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the Corporate Governance Report forms part of the Annual Report. Your Company is in full compliance with the requirements and disclosures as stated therein. A certificate from the Statutory Auditors of the Company confirming compliance of the Corporate Governance is appended to the Report on Corporate Governance.

2. BOARD OF DIRECTORS

The Company has a well-defined process that ensure placement of all material and vital information before the Board pertaining to business to be considered at each Board Meeting enabling effective participation by Board Members in the discussion and in discharging their responsibilities.

The Board of Directors of the Company consists of One Executive Director, One Non-Executive Director and Two Non – Executive independent Directors (including one woman director) as on 31.03.2022.

Director	Board Meetings held during the year		Attendance of last AGM	No.of Directorship (other than this Company)	No. of other Board – committee positions held	
	Held	Attended			As Chairman	As Member
Mr.R.Veeramani Promoter – Managing Director	5	5	Yes	13	1	Nil
Mr.P.P. Doddanavar Non-Executive Independent	5	3	Yes	3	Nil	Nil
Mr.S.Gopal - Non- Executive	5	5	Yes	7	Nil	Nil
Mrs.Poorana Juliet Non-Executive Independent	5	5	Yes	Nil	Nil	Nil

As on 31st March 2022, none of the Directors on the Board hold the office of Director in more than 10 Public Limited Companies or Membership of Committees of the Board in more than 10 Committees or Chairmanship of more than 5 Committees, across all companies.

Board Meeting Dates:

Board Meetings were held five times during the financial year from 1st April 2021 to 31st March 2022. The dates of Board Meetings were as follows:

Date of Board Meeting	Strength of the Board	No. of Directors Present
29.06.2021	4	4
13.08.2021	4	3
24.08.2021	4	3
15.11.2021	4	4
11.02.2022	4	4

COMPOSITION OF BOARD COMMITTEES:

i) Audit Committee:

Composition:

The Audit Committee comprises of the following Directors:

1. Mr.P.P. Doddanavar – Chairman
2. Mr.S.Gopal - Member
3. Mrs.PooranaJuliet - Member

Date of Meetings:

29.06.2021, 13.08.2021, 15.11.2021, 11.02.2022

Name	Designation	No. of Meeting attended
Mr. P.P. Doddanavar	Chairman	3
Mr.S.Gopal	Member	4
Mrs. Poorana Juliet	Member	4

Functions of Audit Committee

The Audit Committee shall oversee financial reporting process and disclosures, review annual financial statements, management discussion and analysis of financial condition and results of operation, review adequacy of internal audit function, management letters / letters of internal control weakness issued by the statutory auditors, internal audit report relating to internal control weakness, related party transactions, review financial and risk management policies, to look into the reasons for substantial defaults in the payment to depositors, debenture / shareholders and creditors, oversee compliance with Stock Exchange and legal requirements concerning financial statements, review auditors' qualifications(draft), compliance with Accounting Standards, recommending the appointment and renewal of external Auditors / Chief internal auditors / fixation of audit fee and also approval for payment for any other services etc.

The Audit Committee of the Company provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. This is done at meetings of the committee wherein the statutory auditor, internal auditor and the senior management are present. All the Directors forming part of the committee are independent directors.

ii) Stakeholders' Relationship & Share Transfer Committee:

The Stakeholders Relationship Committee specifically looks into issues such as redressing of Shareholders' and investors' complaints such as transfer of shares, non-receipt of share certificate and ensuring expeditious share transfers and also redresses the grievances of deposit holders, debenture holders and other security holders. The meeting was held under this committee for the financial year ended 31st March 2022 on 11.02.2022.

The Committee comprises of the following Directors:

1. Mr. S.Gopal
2. Mr. P.P.Doddanavar
3. Mr.R.Veeramani

Name	Designation	No. of Meetings held	No. of Meetings Attended
Mr.S.Gopal	Chairman	1	1
Mr.P.P.Doddanavar	Member	1	1
Mr. R. Veeramani	Member	1	1

Shareholders queries received and replied in 2021-22

During the financial year 2021-2022, thereis no complaint received from Shareholders.

iii) Nomination & Remuneration Committee

Composition of Nomination & Remuneration Committee:

The Nomination & Remuneration Committee comprises of the following Directors:

1. Mr.P.P.Doddanavar
2. Mrs.Poorana Juliet
3. Mr.S.Gopal

Scope of the Nomination & Remuneration Committee includes the following:

The committee shall formulate the criteria for determining the qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The committee shall ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks and involves a balance between fixed and incentive pay. To review the policy from time to time for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration. To determine and recommend to the Board from time to time the amount of commission and fees payable to the Directors within the applicable provisions of the Companies Act, 2013 and the amount of remuneration, including performance or achievement bonus and perquisites payable to the Executive Directors. The Committee shall function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable. The meeting was held under this committee for the financial year ended 31st March 2022 on 11.02.2022.

The details of the remuneration / sitting fees paid to the Directors during the financial year 2021-2022 are as follows:

Director	Remuneration paid during April 2021 – March 2022 (Rs.)			
	Basic Salary	Perquisites	Sitting Fees	Total
Mr. R. Veeramani	Nil	Nil	15,000	15,000
Mr. P.P.Doddanavar	Nil	Nil	9,000	9,000
Mr.S.Gopal	Nil	Nil	15,000	15,000
Mrs. Poorana Juliet	Nil	Nil	15,000	15,000

Nomination and Remuneration Policy:

The company has sound and transparent policy in determining and accounting for the remuneration of Executive/ Non-Executive/ Independent Directors. The payment of Remuneration to Executive directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board.

Your company recognizes the importance of human resource as its valuable assets and aligning the business objectives with specific measurable performance of individual objectives and targets.

This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013, Listing Agreement and SEBI (LODR) Regulations 2015 to pay equitable remuneration to the directors, KMPs and employees of the Company.

The objective and purpose of the Remuneration Policy is to determine qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and recommend to the Board policies relating to the remuneration of the directors, KMPs and other employees.It also ensures that recognition of performance encourages achieving better operational results.

The Nomination and Remuneration Committee recommends the remuneration/commission payable to executive Directors which is approved by the Board of Directors, subject to the approval of shareholders, wherever necessary.

The Board will have the discretion to retain the Managing Director, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

iv) Risk Management Committee

The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures. The Designated Officials submit quarterly reports, which are reviewed periodically by the Management Committee to ensure effective risk management.

3. Code of Conduct for Board Members and Senior Management Personnel

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the Company. The Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements, specifically under Clause 49 of the Listing Agreements of the Company. The Code is aimed at preventing any wrongdoing and promoting ethical conduct at the Board and employees. A copy of the code of conduct has been posted at the Company's website www.gemspin.com.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code.

The declaration regarding compliance with the code of conduct as required under clause 49 of the listing agreement with the stock exchanges is appended to this report.

4. Code of Conduct for preventing of Insider Trading

The Company has adopted a code of conduct for prevention of Insider trading in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. All the Directors and Senior Management Personnel and such other designated employees of the Company who are expected to have access to unpublished price sensitive information relating to the Company are covered under the said code. The Directors, their relatives, senior management personnel, designated employees etc., are restricted from purchasing, selling and dealing in the shares while being in possession of unpublished price sensitive information about the Company during certain prohibited periods. All Board of Directors and the designated employees have confirmed compliance with the code.

5. GENERAL BODY MEETINGS

General Body Meeting	Date	Venue	Time	Special Resolution Passed At AGM
AGM for the year ended 31.03.2021	29.09.2021	14 Mangalam Village Kancheepuram Dist.	10.30 a.m.	No
AGM for the year ended 31.03.2020	31.12.2020	14 Mangalam Village Kancheepuram Dist.	10.30 a.m.	Yes
AGM for the year ended 31.03.2019	18.09.2019	14 Mangalam Village Kancheepuram Dist.	10.30 a.m.	Yes

6. DISCLOSURES

a) Related party transaction:

During the year, the Promoters have brought in as unsecured loan of Rs. 0.10 Lakh..

b) Compliances by the company:

The Company has complied with the requirements of the Stock Exchanges, SEBI etc., on all matters related to Capital market.

c) We affirmed that no personnel have been denied access to the audit committee.

d) Whistle Blower Policy/Vigil Mechanism:

The company does not have a whistle blower policy at present. However, a full fledge policy shall be in place once the activity in the company takes off. Further, Directors and employees are having full access to the audit committee to report their genuine and serious concern.

e) Compliance with mandatory requirements: The Company has complied with all Mandatory requirements as mentioned under Listing Agreement / SEBI (LODR) Regulations 2015.

f) Adoption of Non- Mandatory requirements: The Company is in the process of adopting other non – mandatory requirements as mentioned underSEBI (LODR) Regulations 2015.

7) Means of communication

The annual, half-yearly and quarterly results are regularly submitted to the stock exchanges in accordance with the listing agreement and are published in MakkalKural (Tamil) and Trinity Mirror (English) newspapers.

8) General Shareholders Information:

Annual General Meeting

The 32nd Annual General Meeting of the Company will be held on Friday, 23rd September 2022 at the Registered Office of the Company. at No.14, Mangalam Village, MadhuranthagamThaluk, Kancheepuram District, Tamilnadu – 603 107

Financial Calendar for the year 2022-23 (Provisional)

Results for the first quarter ending 30th June, 2022	10th August 2022
Results for the second quarter ending 30th September, 2022	2nd Week of November 2022
Results for the third quarter ending 31st December, 2022	2nd Week of February 2023
Results for the fourth quarter ending 31st March, 2023	4th Week of May 2023
Annual General Meeting for the year ending 31st March 2023	4th Week of September 2023

No presentation has been made to International Investors or to the Analysts.

9) Address for Communication:

REGISTERED OFFICE & MILLS - 14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu – 603 107

E mail id: accounts@gemspin.com

CORPORATE OFFICE - 78, CATHEDRAL ROAD, CHENNAI – 600 086.

10) Postal Ballot resolutions - Nil

11) Listing on Stock Exchange at : Bombay Stock Exchange
P.J. Tower, Dalal Street
Mumbai - 400 001

12) STOCK CODE :	BSE Ltd.	521133

13. MONTHLY SHARE PRICE DETAILS AT BSE DURING THE YEAR 2021-2022:

	BSE		
MONTH	HIGH (Rs.)	LOW (Rs.)	NO. OF SHARES TRADED
APR – 21	0	0	0
MAY - 21	0	0	0
JUNE – 21	0	0	0
JULY – 21	1.89	1.72	3,800
AUGUST - 21	1.89	1.71	2,900
SEPTEMBER – 21	1.79	1.70	17,300
OCTOBER – 21	0	0	0
NOVEMBER – 21	0	0	0
DECEMBER – 21	2.04	1.70	10,900
JANUARY – 22	2.46	2.14	2,000
FEBRUARY – 22	3.76	2.58	5,100
MARCH - 22	5.76	3.94	8,600

14.SEBI COMPLAINTS REDRESS SYSTEM (SCORES):

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

15. DEMATERIALISATION OF SHARES:

The Company's shares are available for trading in the depository systems of the Central Depository Services (India) Limited. The International Securities Identification Number (ISIN) allotted to the Company is INE165F01020. As on 31st March, 2022, 90.86% of the Company's total shares are in dematerialized form.

16. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2022

Number of shares	Number of share holders	Percentage of share holders	Number of shares held	Percentage of share holding
1 - 100	23969	80.73	2396623	3.91
101 - 500	4494	15.14	1283077	2.09
501 - 1000	717	2.41	582100	0.95
1001 - 2000	250	0.84	370500	0.60
2001 - 3000	59	0.20	143100	0.23
3001 - 4000	32	0.11	112800	0.18
4001 -5000	76	0.26	371600	0.61
5001-10000	42	0.14	348400	0.57
10001 & Above	50	0.17	55763790	90.86
TOTAL	29689	100.00	61371990	100.00

17. CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2022:

Category	No. of Shares held	%
Indian Promoters	44713000	72.86
Financial Institutions	4921990	8.02
Bodies Corporate	205500	0.33
Non Resident Indians	300	0.0004
Indian Public	11522700	18.78
Others	3500	0.005
Total	61371990	100.00

18. RECONCILIATION OF SHARE CAPITAL AUDIT:

A quarterly audit was conducted by a practicing company secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2022 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

19. PREVENTION OF INSIDER TRADING:

In accordance with the SEBI Regulations as amended, the Company has established a code of conduct for prohibition of insider trading in the company's shares. The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations 2015.

20. ADDRESS FOR CORRESPONDENCE:

The Secretary
Gem Spinners India Limited
78, Cathedral Road, Chennai -600 086.

CERTIFICATE ON CORPORATE GOVERNANCE UNDER THE LISTING REGULATIONS

To,
The Members of Gem Spinners India Limited

a. The Certificate issued in accordance with the terms of our engagement letter dated 27th May, 2022.

b. We have examined the compliance of conditions of Corporate Governance by Gem Spinners India Limited ('the Company'), for the year ended 31st March 2022, as stipulated in the Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

Management Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

Our examination is limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended except to the extent of observations made in the Secretarial Compliance Report and to the extent of observations made in the Secretarial Audit Report.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Lakshmmi Subramanian & Associates**
P.S. Srinivasan
ACS No. 1090
C.P No : 3122
Peer Review Certificate No: 1670/2022
UDIN:A001090D000765568

Place: Chennai
Date: 09-08-2022

ANNEXURE - V

Form No. MR-3

SECRETARIAL AUDIT REPORT

Secretarial Audit Report for the financial year ended 31.03.2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members
Gem Spinners India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gem Spinners India Limited (hereinafter called the company). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have also examined the following with respect to the new amendment issued vide SEBI Circular number CIR/CFD/CMD1/27/2019 dated 8th February, 2019(Regulation 24A of SEBI(LODR)).

(a) all the documents and records made available to us and explanation provided by Gem Spinners India Limited ("the Listed Entity"),

(b) the filings/submissions made by the Listed Entity to the Stock Exchanges,

(c) website of the listed entity,

(d) books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs and other records maintained by Gem Spinners India Limited ("the Company") for the financial year ended on 31st March, 2022 according to the provisions as applicable to the Company during the period of audit and subject to the reporting made hereinafter and in respect of all statutory provisions listed hereunder:

i. The Companies Act, 2013 (the Act) and the Rules made there under as amended from time to time

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;as amended from time to time

(b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;as amended from time to time

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015; as amended from time to time

We hereby report that

a. The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except as specified below.

b. The Listed Entity has maintained records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.

c. There were no actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operation Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder.

We have also examined the compliance with the applicable clauses of the following:

(i) The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(ii) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Since, the Company's manufacturing business is fully ceased and is presently not engaged in any business activity in our opinion and as identified and informed by the management, the Company has no specific laws applicable.

It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above except: -

- The Company yet to improve in certain areas as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Promoter's shareholding is not 100% demat form.
- Delay in filing of e form MGT-14.
- The Company is yet to strictly comply with SEBI (LODR) Regulations, 2015 among other deviations as observed in 24A Audit filed with Bombay Stock Exchange.
- The Company is yet to appoint Internal Auditor.

We further report that there were no actions/events in the pursuance of

1. The Securities and Exchange Board of India (Share Based employee Benefits and sweat equity) Regulations, 2021
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
4. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
5. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
6. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; requiring compliance thereof by the Company during the Financial Year under review.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit in our opinion, the Company is yet to strictly comply with applicable general laws as HR and Labour laws wherever applicable.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by Statutory financial auditor and other designated professionals.

We further report that

The company is constituted with 1 Executive Director,1 Non-Executive Director and 2 Independent Directors.

Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. However, improvements in SS-1 and SS-2 are yet to be made by the company.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period no events have occurred, which have a major bearing on the Company's affairs except:

The Company has not carried on any business operations for the past several years, since the Company's manufacturing unit was closed.

For **Lakshmmi Subramanian & Associates**
P.S. Srinivasan
ACS No. 1090
C.P No : 3122
Peer Review Certificate No: 1670/2022
UDIN:A001090D000765568

Place: Chennai
Date: 09-08-2022

ANNEXURE – A

To,

The Members
Gem Spinners India Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random test basis.
6. The 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.

For **Lakshmmi Subramanian & Associates**
P.S. Srinivasan
ACS No. 1090
C.P No : 3122
Peer Review Certificate No: 1670/2022
UDIN:A001090D000765568

Place: Chennai
Date: 09-08-2022

Certificate on Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

Gem Spinners India Limited
No# 14, Mangalam Village Madurathagam Taluk,
Kancheepuram District,
Tamilnadu-603 107.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gem Spinners India Limited CIN L17111TN1990PLC019791 having its registered office at No# 14, Mangalam Village Madhurathagam. Kancheepuram District, Tamilnadu-603 107 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers and para No.(d) point No.1. in Secretarial Compliance Report for the year ended 31st March, 2022 issued by us, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of original Appointment in Company
1.	RangaswamiVeeramani	00032895	06/12/1993
2.	Pushpadant Parisappa Doddanavar	00960514	06/12/1993
3.	Srinivasan Gopal	06448007	18/09/2012
4.	Poorana Juliet	07143637	30/03/2015

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Lakshmmi Subramanian & Associates**
P.S. Srinivasan
ACS No. 1090
C.P No : 3122
UDIN: A001090D000769099

Place: Chennai
Date: 09-08-2022

DECLARATION IN COMPLIANCE WITH THE CODE OF CONDUCT

I, R.Veeramani,Managing Director of the Company, hereby declare that the Board of Directors has laid down a Code of Conduct for its Board Members and Senior Management Personnel of the Company and the Board Members and Senior Manager Personnel have affirmed compliance with the said code of conduct.

For GEM SPINNERS INDIA LIMITED

R.Veeramani
Managing Director
Din No:00032895

Place: Chennai
Date: 10-08-2022

CFO CERTIFICATION

The Board of Directors
Gem Spinners India Limited
78, Cathedral Road,
Chennai - 600 086

Dear Members of the Board,

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. we are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, changes if any, in the design or operation of such internal controls.

D. we have indicated to the auditors and the Audit committee

(1) any significant changes in internal control over financial reporting during the year;

(2) all significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) any instances of significant fraud of which we are aware that involve the management or an employee having a significant role in the company's internal control system over financial reporting.

Date :10-08-2022
Place: Chennai

G.Senthilvel
Chief Financial Officer

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:

We have examined all the relevant records of Gem Spinners India Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 01st April, 2021 to 31st March 2022.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the said Listing Agreement / Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has complied with items C, D and E.

For K. ARUNKUMAR & ASSOCIATES
CHARTERED ACCOUNTANTS

K.ARUN KUMAR
CHARTERED ACCOUNTANT
MEMBERSHIP NO.237426

Place: Chennai
Date: 27-05-2022

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GEM SPINNERS LIMITED

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone Ind AS Financial Statements of GEM SPINNERS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss, including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including 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 Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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 standalone Ind AS financial statements.

Material uncertainty Related to Going Concern

The Company has incurred substantial operating losses during the current period and earlier. There is thus, in our opinion, existence of a material risk as to the Company's ability to continue as a going concern. However, the financial statements of the company have been prepared on a going concern basis for the reasons stated in Notes

Our conclusion is not qualified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the mater described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section out of report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our opinion on the accompanying standalone Ind AS financial statements.

A. REVENUE RECOGNITION

Key Audit Matter Description

During the year, on account of adoption of new revenue standard Ind AS 115 – Revenue from contracts with customer, there have been changes in revenue recognition policy with regards to timing of recognition and related disclosures. Revenue recognition is inherently an area of audit risk, which we have substantially focused on mainly covering the aspects of cut off considering the above impact of Ind AS 115 and cut-off are key audit matters

Principal Audit Procedures

Our audit procedures relating to revenue comprised of test of controls and substantive procedures including the following:

a. We assessed whether the policy of recognizing revenue was in line with Ind AS – 115.

b. We performed procedures to assess the design and internal controls established by the management and tested the operating effectiveness of relevant controls related to the recognition of revenue.

Conclusion

Based on the procedures performed above, we did not find any material exceptions with regards to adoption of Ind AS 115 and timing of revenue recognition.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon. Our opinion on the standalone Ind AS 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 standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the 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. Responsibilities of Management for the standalone Ind AS Financial Statements The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 standalone Ind AS financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes 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 standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a) Identify and assess the risks of material misstatement of the standalone Ind AS 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.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) 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 auditor's report to the related disclosures in the standalone Ind AS 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e) Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Ind AS financial statements for the year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's 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, 2016 ("the Order"), issued by the Central Government of the 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 Section143 (3) of the Companies Act, 2013, we report 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 so far as it appears from our examination of those books;

   (.c.) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone Ind AS Financial Statements comply with the Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31,2022 from being appointed as a director in terms of Section164(2) of the Act.

   (f) With respect to the adequacy of the Internal Financial Controls Over Financial Reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Company to its directors is in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanation given to us:

.i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS Financial Statements. (Refer note 38 to the standalone Ind AS financial statements;

ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31,2022.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For K Arun Kumar & Associates
Chartered Accountants
FRN: 016215S
UDIN: 22237426AJRYZW3411

Place : Chennai
Date : 27-May-22

K. Arun Kumar
Partner
M.No. 237426

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to Independent Auditor report to the members of the company on the financial statements for the year ended 31 March, 2022, we report that:

1. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets (Property, Plant and Equipment and intangible assets). These fixed assets have been physically verified by the management at reasonable intervals and as explained to us, no material discrepancies were noticed on such verification during the year. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the company and nature of its assets.
2. Physical verification of inventory has been conducted at reasonable intervals by the management. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. The Company is maintaining proper records of inventory. As explained to us, the discrepancies noticed on physical verification were not material and the same have been properly dealt with in the books of account.
3. According to the Information and Explanation given to us the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the act, with respect to Loans and investments made.
5. The Company has not accepted any deposits from the public during the year.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
7. According to the information and explanations given to us and based on our examination of the records of the company, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities . There are no undisputed statutory dues payable in respect of above which were outstanding as at 31st March 2022 for a period of more than six months from the date they became payable.

According to the information and explanation given to us, there are no statutory dues outstanding on account of any dispute except:

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
Service tax	Service tax	Nil	2004-07, 2008-09, 2010-11, 2011-12	CESTAT
Sales tax	Sales tax	22.89	2005-06 to 2009-10	Commercial tax

8. According to information and explanation given to us, the company has not taken any loan either from financial institution, bank, Government or not issued any debentures.
9. The company did not raise money by way of initial public offer or further public offer.
10. We have neither came across any instances of material fraud by the company or on the company by its officers or employees during our examination of books and records of the company based on generally accepted auditing standards in India, nor have been informed of such case by the management.
11. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The Company is not a Nidhi company. Accordingly, paragraph 3(xii) is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the company, the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the company has not entered into non- cash transactions with the directors of the company or persons connected with him.
16. The company is not required to be registered u/s 45 IA of the Reserve Bank of India act 1934.

For K Arun Kumar & Associates
Chartered Accountants
FRN: 016215S
UDIN: 22237426AJRYZW3411

Place : Chennai
Date : 27-May-22

K. Arun Kumar
Partner
M.No. 237426

Annexure - B to Auditor's Report

Report on 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 Gem Spinners Limited. ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act,2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards 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 judgment, 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 our audit opinion on the Company's internal financial controls system over financial reporting

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, 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 March 31, 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 issued by the Institute of Chartered Accountants of India.

For K Arun Kumar & Associates
Chartered Accountants
FRN: 016215S
UDIN: 22237426AJRYZW3411

Place : Chennai
Date : 27-May-22

K. Arun Kumar
Partner
M.No. 237426

BALANCE SHEET AS AT 31ST MARCH 2022

in Rupees

PARTICULARS	NOTE NO.	AS AT 31.03.2022	AS AT 31.03.2021
ASSETS			
NON CURRENT ASSETS			
Fixed Assets	3		
Gross Block		**806,924,522.95**	806,924,522.95
Less: Depreciation		**751,539,452.66**	749,779,577.90
Net Block		**55,385,070.29**	57,144,945.05
INTANGIABLE ASSETS		**Nil**	Nil
Capital work-in-progress		**Nil**	Nil
Defferred Tax Assets(net)		**11,629,534.00**	11,629,534.00
Long -term Loans and Advances	4	**4,143,887.88**	4,349,763.88
Other non-current Assets	5	**1,375,343.30**	1,385,764.30
		17,148,765.18	17,365,062.18
CURRENT ASSETS			
Inventories	6	**-**	-
Trade Receivables		**-**	-
Cash & Bank Balances	7	**1,187,747.70**	305,196.21
Other Current Assets	8	**621,019.00**	628,384.00
		1,808,766.70	933,580.21
		74,342,602.17	75,443,587.44
EQUITY AND LIABILITES			
SHARE HOLDERS' FUNDS			
Share Capital	9	**306,859,950.00**	306,859,950.00
Reserves and Surplus	10	**(309,898,412.52)**	(303,408,251.90)
NON CURRENT LIABILITES			
Long Term borrowings		**-**	-
Deferred Tax liabilities		**-**	-
Other Long term liabilities	**11**	**65,739,888.97**	65,729,888.97
		65,739,888.97	65,729,888.97
CURRENT LIABILITIES			
Short Term Borrowings		**-**	-
Trade Payables	**12**	**10,031,391.12**	4,523,177.77
Other Current liabilities	**13**	**143,952.00**	411,601.00
Short-term provisions	**13**	**1,465,832.60**	1,327,221.60
		11,641,175.72	6,262,000.37
		74,342,602.17	75,443,587.44

For and on behalf of the Board

As per our report of even date
For K. ARUNKUMAR & ASSOCIATES
Chartered Accountants
Firm Regn. No.: 016215S

R. Veeramani
Managing Director
Din No. 00032895

P.P. Doddanavar
Director
Din No: 00960514

S. Gopal
Director
Din No: 06448007

CA. K. Arunkumar
Partner
Membership No. 237426

Place : Chennai
Date : 27.05.2022

A. Vani
Company Secretary

G.Senthilvel
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2022

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2022	FOR THE YEAR ENDED 31.03.2021
REVENUE			
Revenue from operations	14	-	-
Other Income	15	-	70,641.00
Total Revenue		-	70,641.00
EXPENSES			
Purchases of Stock-in-Trade	16	-	-
Employees benefits expenses	17	**1,285,019.00**	1,022,953.00
Finance Costs	18	**274.00**	121.96
Depreciation and amortization expense	6	**1,759,874.76**	2,361,488.00
Other expenses	19	**3,444,992.86**	2,825,058.78
Total Expenses		**6,490,160.62**	6,209,621.74
PROFIT / (LOSS) BEFORE EXEPTIONAL, EXTRAORDINARY ITEMS AND TAX		**(6,490,160.62)**	(6,138,980.74)
Exceptional items		-	-
PROFIT/ (LOSS) BEFORE EXTRAORDINARY ITEMS AND TAX		(6,490,160.62)	(6,138,980.74)
Extraordinary Item		-	-
PROFIT/ (LOSS) BEFORE TAX		**(6,490,160.62)**	(6,138,980.74)
TAX EXPENSES		-	-
Deferred Tax		-	-
PROFIT/(LOSS)FOR THE PERIOD FROM CONTINUING OPERATIONS		**(6,490,160.62)**	(6,138,980.74)
PROFIT/(LOSS)FROM DISCONTINUING OPERATIONS		-	-
TAX EXPENSES OF DISCONTINUING OPERATIONS		-	-
PROFIT/(LOSS)FROM DISCONTINUING OPERATIONS AFTER TAX		-	-
PROFIT/(LOSS) FOR THE PERIOD		**(6,490,160.62)**	(6,138,980.74)
EARNINGS PER EQUITY SHARE			
(1) BASIC		**(0.11)**	(0.19)
(2) DILUTED		-	-

For and on behalf of the Board

As per our report of even date
For K. ARUNKUMAR & ASSOCIATES
Chartered Accountants
Firm Regn. No.: 016215S

R. Veeramani
Managing Director
Din No. 00032895

P.P. Doddanavar
Director
Din No: 00960514

S. Gopal
Director
Din No: 06448007

CA. K. Arunkumar
Partner
Membership No. 237426

Place : Chennai
Date : 27.05.2022

A. Vani
Company Secretary

G.Senthilvel
Chief Financial Officer

CASH FLOW STATEMENT

Particulars		For the year ended 31st March 2022	For the year ended 31st March 2021
A. Cash Flow from operating activities			
Profit/(Loss) for the year		**-6490160.62**	-6138980.74
Adjustments for :			
Depreciation		**1759874.76**	2361488.00
Interest and Finance		**274.00**	121.96
Deferred expenses written off		**0.00**	0.00
Less : Interest/Dividend Income		**0.00**	0.00
Operating Profit before Working Capital Changes	**A**	**-4730011.86**	-3777370.78
Adjustments for :			
Inventories		**0.00**	0.00
Loans and Advances		**205876.00**	331760.38
Other Current Assets		**17786.00**	361632.00
Miscellaneous Expenditure		**0.00**	0.00
Debtors		**0.00**	0.00
Current Liabilities		**5389175.35**	2577993.77
	B	**5612837.35**	3271386.15
Cash generated from Operations	**C = (A+B)**	**882825.49**	-505984.63
Interest and Finance Charges	**D**	**274.00**	121.96
Net Cash from Operating Profit	**E = (C-D)**	**882551.49**	-506106.59
B. Cash flow from investing activities			
Purchase of fixed assets		**0.00**	0.00
Interest received		**0.00**	0.00
Bank Deposits		**0.00**	0.00
Net Cash used in investing activities		**0.00**	0.00
C. Cash Flow from financing activities			
Preferential Issue of Shares to Financial Institutions		**0.00**	0.00
Proceeds from long term borrowings		**0.00**	0.00
Proceeds from short term borrowings		**0.00**	0.00
Net Cash used in Financing Activities		**0.00**	0.00
Net increase in cash and cash equivalents		**882551.49**	-506106.59
Cash and cash equivalents as at 01.04.2021 (Opening Balance)		**47428.21**	553534.80
Cash and Cash equivalents as at 31.03.2022 (Closing Balance)		**929979.70**	47428.21

For and on behalf of the Board

As per our report of even date
For K. ARUNKUMAR & ASSOCIATES
Chartered Accountants
Firm Regn. No.: 016215S

R. Veeramani
Managing Director
Din No. 00032895

P.P. Doddanavar
Director
Din No: 00960514

S. Gopal
Director
Din No: 06448007

CA. K. Arunkumar
Partner
Membership No. 237426

Place : Chennai
Date : 27.05.2022

A. Vani
Company Secretary

G.Senthilvel
Chief Financial Officer

NOTES FORMING PART OF THE FINANCIAL STATEMENTSFOR THE YEAR ENDED 31ST MARCH 2022.

NOTE 1

GENERAL INFORMATION:

Gem Spinners India Limited was incorporated as a Public Limited Company having registered office at No.14 Mangalam Village, MadhuranthagamTaluk, Kancheepuram District, and Tamil Nadu. The Company's shares are listed in Bombay Stock Exchanges. The Company has set up a plant for the Manufacture of Cotton yarn and Grey Fabrics at No.14 Mangalam Village, MadhuranthagamTalukKancheepuram District, and Tamil Nadu.

NOTE 2

NOTES FORMING PART OF ACCOUNTS

a) Basis of preparation and presentation of financial statements

i) The financial statements have been prepared under the historical cost concept and in accordance with Generally Accepted Accounting Policies, the mandatory Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and relevant provisions of Companies Act, 2013, as adopted consistently by the Company.

ii) The company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

iii) All inventories and stores & spares are valued at cost or net realizable value whichever is lower.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies' Act, 2013.

Upto the year ended 31st March 2017, the Company has prepared its financial statements in accordance with the requirements of Indian Generally Accepted Accounting Principles (GAAP), which includes Standard notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GGAP".

ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS):

Pursuant to the notification of the Companies (IndianAccounting Standard) Rules, 2015 by the Ministry of CorporateAffairs (MCA) on 16 February 2015, the company has adopted IND AS (IndianAccounting standards) from the financialyear 2017-18.

These Financial Statements are the Company's first IndAs Standalone Financial Statement.

b) USE OF ESTIMATES

The preparation of financial statements requires the management to make judgements, estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and 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 period.

c) REVENUE RECOGNITION

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. Sale of products is recognized when the significant risk and reward of ownership of the goods have been passed to the buyer. Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. As there is no export during the year under review the Company has not made any provision as receivables such as Duty Drawback and other schemes.

d) PROPERTY, PLANT AND EQUIPMENT

Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment losses if any, except free hold land which is carried at cost less impairment losses if any. The cost comprises purchase prices, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Subsequent expenditure relating to an item of fixed asset is added to its book value only if it increases the future benefits from the asset beyond its previous assessed standard of performance. 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 as and when they occur.

e) Depreciation

Depreciation on Fixed Assets is provided on Straight Line Method at the rates prescribed in Schedule II of the Companies Act, 2013 except Plant & Machinery based on useful life ascertained for such asset. 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.

f) EMPLOYMENT BENEFITS

Short Term Obligations

Short term employee benefits viz., salaries and wages are recognised as expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.

POST EMPLOYMENT OBLIGATIONS

- **PROVIDENT FUND**

Provident Fund is a defined contribution scheme and the contributions are recognised as expenses in the Profit & Loss Account for the year in which the employees have rendered services. The company contributes to provident fund administered by the Government on a monthly basis at 12% of employee's basic salary. There are no other obligation other than the above defined contribution plan.

- **GRATUITY**

Gratuity is a defined benefit retirement plan. The Company contributes to the Scheme with Life Insurance Corporation of India based on actuarial valuation done by them as at the close of the financial year.

g) PROVISIONS AND CONTINGENT LIABILITES

1. Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as result of past events and it is probable that there will be outflow of resources.
2. Contingent Liabilities- Nil

h) IMPAIRMENT OF NON FINANCIALS ASSETS

Considération is given at each balance sheet to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds recoverable amount.

i) Trade & Other Payable

These amounts represents liabilities for services received by the Company prior to the end of Financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

j) BORROWING COST

As there are no borrowings during this financial year the same is not applicable.

NOTE 3.

FIXED ASSETS **AS ON 31st MARCH 2022**

PARTICULARS				DEPRECIATION BLOCK				NET BLOCK	
	TOTAL AS ON 01.04.2021	ADDITIONS	DELETIONS	TOTAL AS ON 31.03.2022	UP TO 31.03.2021	DEPRECIATION FOR THE YEAR	TOTAL AS ON 31.03.2022	SLM VALUE AS ON 31.03.2022	SLM VALUE AS ON 31.03.2021
	Rs. Ps.	Rs. Ps.	0.00	Rs. Ps.	Rs. Ps.		Rs. Ps.	Rs. Ps.	Rs. Ps.
1. LAND	9255760.15	0.00	0.00	9255760.15	0.00	0.00	0.00	9255760.15	9255760.15
2. BUILDING	68440482.93	0.00	0.00	68440482.93	57213251.16	1559335.64	58772586.80	9667896.13	11227231.77
3. PLANT & MACHINERY	701976742.72	0.00	0.00	701976742.72	666738267.70	139637.87	666877905.57	35098837.13	35238475.00
4. OFFICE EQUIPMENTS, FURNITURE	5292917.52	0.00	0.00	5292917.52	5028271.64	0.00	5028271.64	264645.88	264645.88
5. LAPTOP	68500.00	0.00	0.00	68500.00	65075.00	0.00	65075.00	3425.00	3425.00
6. VEHICLES	3508655.05	0.00	0.00	3508655.05	3272321.05	175524.00	3272321.05	236334.02	236334.02
7. MISCELLANEOUS ASSETS	18381464.58	0.00	0.00	18381464.58	17462391.35	0.00	17462391.35	919073.23	919073.23
TOTAL	**806,924,522.95**	**0.00**	**0.00**	**806,924,522.95**	**749,779,577.90**	**1,698,973.51**	**751,478,551.41**	**55,445,971.54**	**57,144,945.05**

	31.03.2022 Rs.	31.03.2021 Rs.
NOTE 4.		
LOANS AND ADVANCES		
(Unsecured-considered good)		
(Advances recoverable in cash or in kind		
or for value to be received)	4,143,887.88	4,349,763.88
	4,143,887.88	**4,349,763.88**
NOTE 5.		
OTHER NON-CURRENT ASSETS		
Deposits	**1,375,343.30**	**1,385,764.30**
NOTE 6.		
INVENTORIES		
Stock-Stores	-	-
Finished Goods	-	-
NOTE 7.		
CASH & BANK BALANCES		
Cash on Hand	5,576.25	7,291.25
Balances with Scheduled Banks in:		
Current Account	924,403.45	40,136.96
Margin Money Account	257,768.00	257,768.00
Others	-	-
	1,187,747.70	**305,196.21**

NOTE 8.		
OTHER CURRENT ASSETS		
Prepaid expenses	12,161.00	19,526.00
Income Receivable	608,858.00	608,858.00
	621,019.00	628,384.00
NOTE 9.		
SHARE CAPITAL		
Authorised:		
9,00,00,000 Equity Shares of Rs.5/- each	450,000,000.00	450,000,000.00
Issued,Subscribed & Paidup:		
6,13,71,990 Equity Shares of Rs.5/- each fully paid up	**306,859,950.00**	**306,859,950.00**

(A) Reconciliation of Share Capital

Particulars	As at 31st March 2022		As at 31st March 2021	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Shares outstanding at the beginning of the year	61,371,990	306,859,950	61,371,990	306,859,950
Shares issued during the year (Preferential)	---	---	---	---
Shares bought back during the year	---	---	---	---
Shares outstanding at the end of the year	61,371,990	306,859,950	61,371,990	306,859,950

(B) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

S.No	Name of Shareholder	As at 31st March 2022		As at 31st March 2021	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Mr. R. VEERAMANI	14,961,666	24.38	14,961,666	24.38
2	Mr. S.R. ASAITHAMBI	10,174,638	16.58	10,174,638	16.58
3	Mr. R. SEKAR	9,743,348	15.87	9,743,348	15.87
4	Mr. S.R. KUMAR	9,743,348	15.87	9,743,348	15.87
5	ICICI BANK LIMITED	4,921,790	8.02	4,921,790	8.02

	31.03.2022 Rs	31.03.2021 Rs
NOTE 10.		
OTHER EQUITY		
Share Capital- Reserve	19,719,617.83	19,719,617.83
Profit & Loss Account	(329,618,030.35)	(323,127,869.73)
	(309,898,412.52)	**(303,408,251.90)**
NOTE 11.		
OTHER LONG TERM LIABILITIES		
Unsecured Loans	65,739,888.97	65,729,888.97
	65,739,888.97	**65,729,888.97**
NOTE 12.		
TRADE PAYABLES		
Current Liabilities & Provisions		
Sundry Creditors	**10,031,391.12**	**4,523,177.77**
NOTE 13.		
OTHER CURENT LIABILITIES		
Other current liabilities	**143,952.00**	**411,601.00**
Short term provisions	**1,465,832.60**	**1,327,221.60**
NOTE 14.		
REVENUE FROM OPERATION		
Sales - Yarn		
Trading Export	-	-
	-	-

	31.03.2022 Rs	31.03.2021 Rs
NOTE 15.		
OTHER INCOME		
Miscellaneous income	-	70,641.00
TOTAL REVENUE	**-**	**70,641.00**
NOTE 16.		
TRADING EXPENSES	-	-
NOTE 17.	-	-
EMPLOYEES BENEFITS EXPENSES		
Salaries and Wages	1,201,346.00	964,842.00
Staff Welfare	18,200.00	5,703.00
Contribution to Funds	65,473.00	52,408.00
	1,285,019.00	**1,022,953.00**
NOTE 18.		
FINANCE COSTS		
Interest on hire purchase	-	-
Bank Charges	274.00	121.96
	274.00	**121.96**
NOTE 19.		
OTHER EXPENSES		
Other Manufacturing Expenses	-	-
	-	**-**
Stores Consumption		
Consumption of Spares	-	-
Power and Fuel		
Electricity charges	-	-
Fuel	-	-
Administrative, Selling & Other Expenses		
Insurance	-	38,035.00
Communication Charges	-	-
Rates and Taxes	-	-
Donation	2,002.00	-
Travelling & Conveyance	9,296.00	17,429.00
Audit Fees	118,000.00	118,000.00
Miscellaneous Expenses	3,315,694.86	2,651,594.78
	3,444,992.86	**2,825,058.78**
TOTAL OTHER EXPENSES	**3,444,992.86**	**2,825,058.78**

20) First Time Adoption of Ind AS

These are the company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2(a) have been applied in preparing the financial statements for the year ended 31st March 2018, the comparative information presented in these financial statements for the year ended 31st March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance Sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards/0 Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flow is set out in the following tables and notes.

Deemed Cost

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS measured as per the previous GAAP and use that as its deemed cost as at the date of transitions after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

Designation of previously recognized financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investment in equity investments.

De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

Classification and measurement of financial assets.

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

21) ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS):

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

22. OTHER DISCLOSURES AND ADDITIONAL INFORMATION AS PER REQUIREMENTS IN REVISED SCHEDULE III OF THE COMPANIES ACT 2013

(A) OTHER DISCLOSURES

1. EMPLOYEE BENEFIT PLANS

As per Accounting Standard 15, Employee Benefit, the disclosure of employees benefits are given below:

Rs.

S.No	Particulars	2021-22	2020-21
a)	Contribution to Provident Fund	24,854.00	20,059.00
b)	Contribution to employees' pension scheme 1995	40,619.00	32,349.00

S.No	Particulars	2021-22
i)	Discount Rate (Per annum)	8%
ii)	Rate of increase in compensation Levels	5%
iii)	Rate of return on Plan Assets	8%
iv)	Expected Average remaining working Lives of employees in no of years	58 yrs

2. The debit and credit balances of parties are subject to confirmation.
3. In the absence of taxable income as per the provisions of the Income Tax Act, 1961, no provision has been made for taxation in the accounts.
4. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium enterprises Act, 2006 and hence disclosures, if any, relating to amounts unpaid as the year end together with interest paid / payable as required under the said Act have not been given.
5. Disclosures in respect of provisions pursuant to Accounting standard – 29

(Rs. in Lakhs)

Particulars	Opening Balance 01.04.2021	Provided during the Year	Utilized During the Year	Reversed During the Year	Closing Balance 31.03.2022
Service Tax	Nil	Nil	Nil	Nil	Nil
Sales Tax	22.89	Nil	Nil	Nil	22.89
TNEB	Nil	Nil	Nil	Nil	Nil

6. Interest on others (net of interest income) Rs. Nil (Rs.Nil)
7. Disclosure under Accounting Standard 17 – **SEGMENT REPORTING**

Segment Reporting for the year ended 31.03.2022		(Rs. in Lakhs)	
S. No	**Particulars**	**Year Ended on 31.03.2022**	**Year Ended on 31.03.2021**
1	**Segment Revenue / Income**		
	a. Mill	0.00	0.00
	b. Trading	0.00	0.00
	Total	**0.00**	**0.00**
2	**Segment Results**		
	a. Mill	(64.90)	(62.10)
	b. Trading	0.00	0.00
	Total	**(64.90)**	**(62.10)**
	Add: Unallocable Income	0.00	0.71
	Less: Interest – Unallocable Expenditure	0.00	0.00
	Tax [(including - FBT) / (+) Deferred Tax]	0.00	0.00
	Prior year Excess provision of interest written back	0.00	0.00
		(64.90)	**(61.39)**
3	**Capital Employed**		
	(Segment Assets - Segment Liabilities)		
	a. Mill	**(98.32)**	**(53.28)**
	b. Trading	Nil	Nil

8. Loans and Advances for the year under report from the Group Company is Nil.

9. Earnings per Share:

Rs.in Lakhs

Particulars		2021 – 22	2020 -21
Net Profit/Loss as disclosed in Profit & Loss Account		(64.90)	(61.39)
Net Profit/Loss attributable to the Equity shareholders		(64.90)	(61.39)
Weighted average Equity Shares			
Basic and diluted Earnings Per Share	Nos	61371990	61371990
(face value of Rs.5 each)			
Before Exceptional Items		(0.03)	(0.10)
After Exceptional Items		(0.03)	(0.10)

10. As per the Accounting Standard 18 – Related Party Transaction:
The list of the related parties as identified by company is as under:
Key Managerial Personnel:

Name of the related party	Description	Nature of Transaction	Amount (Rs. in lakhs)
Mr.R.Veeramani	Managing Director	Sitting fee	0.15
Mrs.A.Vani	Company Secretary	Salary	4.52
Mr.G.Senthilvel	Chief Financial Officer	Salary	3.41

11. AUDITORS' REMUNERATION

(Rs. in Lakhs)

Particulars	2021 – 22	2020 – 21
Statutory Audit Fees	1.18	1.18
Certification	Nil	Nil
Cost Audit Fees	Nil	Nil

12. Additional Information as required in Revised Schedule III of the Companies Act, 2013.

Rs.in Lakhs

PARTICULARS	2021 – 22	2020 – 21
1) Sales, Production & Stocks	Nil	Nil
2)Traded Good (Cotton Yarn)		
a) Purchase	Nil	Nil
b) Sales		
3) Raw Material Consumed	Nil	Nil
4) Value of Imports - CIF	Nil	Nil
5) Value of Consumption – Stores, Spares & Packing Materials	Nil	Nil
6) Expenditure on Foreign Currency		
a) Commission	Nil	Nil
b) Travel	Nil	Nil
7) Earnings in Foreign Exchange		
Export of Goods in FOB value	Nil	Nil

13. The Company has not obtained loan during the year.

14. Previous years' figures have been regrouped and rearranged wherever necessary so as to confirm the current years' presentation. Figures in brackets represent previous years' figures.

For and on behalf of the Board

As per our report of even date
For K. ARUNKUMAR & ASSOCIATES
Chartered Accountants
Firm Regn. No.: 016215S

R. Veeramani
Managing Director
Din No. 00032895

P.P. Doddanavar
Director
Din No: 00960514

S. Gopal
Director
Din No: 06448007

CA. K. Arunkumar
Partner
Membership No. 237426

Place : Chennai
Date : 27.05.2022

A. Vani
Company Secretary

G.Senthilvel
Chief Financial Officer

FORM NO. MGT 11
PROXY FORM

NAME OF THE COMPANY : GEM SPINNERS INDIA LIMITED CIN: L17111TN1990PLC019791

REGISTERED OFFICE : 14, MANGALAM VILLANGE, MADHURANTHAGAM TALUK,

: KANCHEEPURAM DISTRICT, TAMIL NADU

E-MAIL ID : secretarial@gemspin.com Telephone : 044 2811 5190

I/We being the member(s) holding _____ shares of the above named Company hereby appoint

1. Name : _____
   Address : _____
   E.Mail.ID : _____
   Signature: _____ Or failing him/her

2. Name : _____
   Address : _____
   E.Mail.ID : _____
   Signature: _____ Or failing him/her

3. Name : _____
   Address : _____
   E.Mail.ID : _____
   Signature: _____ Or failing him/her

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32nd Annual General Meeting of the Company, to be held on Friday, 23rd September 2022, at 10.30 a.m. at "No.14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, TamilNadu and at any adjournment thereof in

Resolution No.	Description	Optional	
		For	Against
	Ordinary Business		
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2022.		
2.	Re-appointment of Mr. S. Gopal as Director who retires by rotation		
3.	To re-appoint Auditor for a term of 5 years		
	Special Business		
4.	To re-appoint Mr. R. Veeramani as Managing Director for a term of 3 years		

Signed this _____ day of _____ 2022.

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix
Re. 1 Revenue
Stamp

Note:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Corporate Office of the company at 78, Cathedral Road, Chennai – 600 086 not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Note, Please refer to the Notice of the 32nd AGM.
3. It is optional to putin the appropriate column against the Resolution indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.
5. Members may note that a person shall not act as a Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the voting share capital of the company provided that such person shall not act as a Proxy for any other person.

INTENTIONALLY LEFT BLANK

GEM SPINNERS INDIA LIMITED

CIN: L17111TN1990PLC019791

Registered Office: No. 14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu - 603 107.
Email: secretarial@gemspin.com Phone: 044 2811 5190

ATTENDANCE SLIP

I hereby record my presence at the Thirty Second ANNUAL GENERAL MEETING of the Company being held at No. 14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu - 603 107 on Friday, 23rd September, 2022 at 10.30 a.m.

Member's Folio / DP ID Client ID No.	Member's/Proxy's name in Block Letters	Member's/Proxy's Signature

Note:

1. Members attending the meeting in person are requested to complete the Attendance Slip and hand it over at the entrance of the meeting hall.
2. The Company is offering electronic voting facility to its members in respect of ordinary / special business to be transacted at the ensuing AGM, pursuant to provisions of Section 108 of the Companies Act. 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

GEM SPINNERS INDIA LIMITED

No. 14, Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu - 603 107.

Ballot Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

S.No	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialised form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manners:

S.No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
	Ordinary Business			
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2022.			
2.	Re-appointment of Mr. S. Gopal as Director who retires by rotation			
3.	To re-appoint Auditor for a term of 5 years			
	Special Business			
4.	To re-appoint Mr. R. Veeramani as Managing Director for a term of 3 years			

Place:
Date:

(Signature of the Shareholder)

To

If undelivered, please return to:

GEM SPINNERS INDIA LIMITED

No.14, Mangalam Village,

Madhuranthagam Taluk,

Kancheepuram District,

Tamil Nadu – 603 107