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MARIS SPINNERS LIMITED

11, Cathedral Road,
Chennai - 600 086.

MSL/ 054 /2024-25

6th September, 2024

BSE Ltd.,
Corporate Relationship Department
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub.: Minutes of the 45th Annual General Meeting of Maris Spinners Limited held on Friday, August 23, 2024 through Video Conferencing (VC) and/or Other Audio Visual Means (OAVM)

Pursuant to Regulation 30 read with Para a of Part a of Schedule III of the SEBI Listing Regulations 2015, we had submitted the proceedings of the Annual General Meeting vide our letter dated August 24, 2024.

Please find enclosed a copy of the Minutes of the said Meeting, for your record

Thanking you

Yours faithfully
For MARIS SPINNERS LIMITED

N. Srividharan

N SRIDHARAN
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl: AGM Minutes

Mills Unit I : Kattemalalavadi Village, Hunsur Taluk, Mysore District - 571 134.
Telephone : 08222 - 252 153 GST : 29AAACM9874F1Z0

Unit II : Kulithalai Road, Manapparai, Trichy District - 621 306.
Mobile : 98424 31113 / 98655 70650 GST : 33AAACM9874F1ZB

MINUTES OF THE MEETING OF THE 45TH ANNUAL GENERAL MEETING OF M/S. MARIS SPINNERS LIMITED HELD ON FRIDAY , 23rd AUGUST 2024, AT 10.15 A.M. THROUGH VIDEO AND OTHER AUDIO VISUAL MEANS AT 9th FLOOR, NO.11, CATHEDRAL ROAD, CHENNAI- 600 086.

PRESENT

S.NO	NAME	CATEGORY
1	Mr. T Raghuraman	Managing Director and shareholder
2	Mr. Harigovind	Wholetime Director and CFO and shareholder
3	Mr. Adithya Raghuraman	Wholetime Director
4	Smt.Ananthakumar Dhamayanthi	Woman Director
5	Mr T Jayaraman	Director and shareholder
6	Mr. S Swaminathan	Independent Director
7	Mr. S Kalyanaraman	Independent Director
8	Smt. Kalavathi	Shareholder
9	Mr.Subramanian	Shareholder
10	Mrs. Sudha Chandrashekar	Shareholder
11	Mr. H D Chandrashekar	Shareholder
12	Smt.M Dhanalakshmi	Shareholder
13	Mr. Srinivasan C	Shareholder
14	Smt. H C Sanjana	Shareholder
15	Mr. Maheswaran V	Shareholder
16	Mr. M Bharat Kumar	Shareholder
17	Mr. R Sundar Ganapathy	Shareholder
18	Mr.Sridhar B S	Shareholder
19	Mr. H C Vignesh	Shareholder
20	Mr. A Prakash	Shareholder
21	Mr. Anandkumar Rengaswamy	Shareholder
22	Mrs. Nivedha T	Shareholder
23	Ms. Aishwarya	Shareholder
24	Mr. R S Ganapathi	Shareholder
25	Mrs. Krithya Jayaraman	Shareholder
26	Mr. PitchandiSekar	Shareholder
27	Mrs. S Priyadarshini N	Shareholder
28	Mrs. N. Umapriyadarshini	Shareholder
29	Mr. Jayaraman Karthik Narayan	Shareholder
30	Mr. H R Lakshman Gowda	Shareholder
31	M/s MARIS HOTELS AND THEATRES PRIVATE LIMITED	Shareholder represented by Mr Jeeva
32	H B Sathyanarayana	Shareholder
33	Mr. Mahendran	Shareholder
34	Mr. Ramalingam Thangamariappan	Shareholder
35	Mr. Abishek J	Shareholder

IN ATTENDANCE

SL. NO	NAME	CATEGORY
1	Mr.N. Sridharan	COMPANY SECRETARY
2	Mr.V K SHANKARARAMANN	PRACTICING COMPANY SECRETARY

The Company Secretary. N. Sridharan welcomed the shareholders.

Mr. S Swaminathan Independent Director informed that Mr. T Raghuraman, Managing Director will preside over as Chairman of the meeting.

Mr.T Raghuraman, Managing Director, took the Chair and presided over the meeting.

As the requisite quorum was present, the Chairman called the meeting in order and welcomed the members.

The Chairman informed that pursuant to Section 170 of the Companies Act, 2013, the Register of Director's Shareholdings, Register of Contracts or Arrangements in which Directors are interested pursuant to Section. 189 of the Companies Act 2013 were kept for inspection at the Web site of the Company.

The Chairman delivered his Speech on the business activities, performance and the future prospects of the Company. The Notice and the Director's Report as circulated to the Members were taken as read with the Consent of the Members present. The Auditors report was also taken as read.

The Chairman replied to the questions asked by the shareholders and requested the speaker shareholders to speak. After the speaker shareholders Mr. Abhishek spoke, the following businesses were transacted. The details of votes cast by remote e-voting are given under each resolution.

ORDINARY BUSINESS

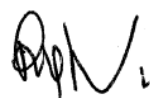
1. Adoption of Balance sheet, Auditors report etc for the financial year 31st March 2024

The Chairman took up the adoption of Accounts. He then invited questions from the members on the Annual Accounts, Director's Report and Auditors Report. The questions raised by the members were replied adequately.

“RESOLVED that the Audited Statement of Profit & Loss for the Year ended 31st March 2024 and the Director's and Auditor's Report thereon, be and are hereby approved and adopted.”

i. Voted in favour of the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
5595768	5595758	100%



ii. Voted **against** the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
	10	0

iii. **Invalid** votes:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

As the votes cast in Favour of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

2. Reappointment of retiring Director Mrs. Dhamayanthi Ananthakumar. (DIN 08461584), who is retiring by rotation.

“RESOLVED that Mrs. Dhamayanthi Ananthakumar. (DIN 08461584), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.

i. Voted **in favour** of the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
5595768	5595758	100%

ii. Voted **against** the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
	10	0

iii. **Invalid** votes:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

As the votes cast in favour of the resolution are more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

SPECIAL BUSINESS

3. Appointment of M/s A. Gopala Iyengar, Cost Accountants as Ordinary Resolution

“RESOLVED THAT , pursuant to Section 148(3) of the Companies Act, 2013 and rule 6(2) of the Companies(Cost records and Audit Rules)2014, M/s A.Gopala Iyengar, Cost Accountants (Registration No. 4915) be and are hereby appointed as the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company pertaining to manufacture of (product/services)for financial year commencing on 1st April 2024 and ending on 31st March 2025 to hold office from conclusion of this meeting until conclusion of next Annual General Meeting.



FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

i. Voted **in favour** of the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
5595768	5595758	100%

ii. Voted **against** the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
	10	0

iii. **Invalid** votes:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

As the votes cast in favour of the resolution are more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION

4. Re-appointment of Mr. Adithya Raghuraman (DIN: 08172745) as a wholetime director of the Company for a period of three years with effect from 30-6-2024 to 29-6-2027.

RESOLVED THAT pursuant to the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 and Sections 196, 197 and 203 read with Schedule V and Articles of Association of the Company amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) thereof for the time being in force) the approval of the Company be and are hereby accorded to approve terms of Re-appointment of Mr. Adithya Raghuraman (DIN : 08172745) as a wholetime director of the Company for a period of three years with effect from 30-6-2024 to 29-6-2027 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in its meeting held on 29-5-2024 at a remuneration on the following terms and conditions

30/06/2024 to 30/06/2025 Rs 1, 25,000 per month

01/07/2025 to 30/06/2026 Rs 1,50,000 per month

01/07/2026 to 30/06/2027 Rs 1,75,000 per month

and other perquisites as per the Rules of the Company with liberty to the Board of directors to vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be accepted to Shri Adithya Raghuraman subject to the same not exceeding the limit specified under Schedule V to the Companies Act 2013 or any other statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution .

i. Voted **in favour** of the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
5595768	5595758	100%

ii. Voted **against** the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
	10	0

iii. **Invalid** votes:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

As the votes cast in favour of the resolution are passed by majority of not less than 75% of the votes cast by those entitled to vote the resolutions passed as a SPECIAL RESOLUTION.

5. Re-appointment of Mr. Parag Harkison Udani (01491901) as an Independent Director of the Company not liable to retire by rotation for a second term of 5 years w.e.f. 30-05-2024 upto 29-05-2029

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their Meeting held on 29-05-2024 **Mr. Parag Harkison Udani** (01491901), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 years w.e.f. 30-05-2024 upto 29-05-2029

RESOLVED FURTHER THAT Mr. T Raghuraman Managing Director and Mt A Harigovind whole time Director of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.



i. Voted **in favour** of the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
5595768	5521758	98.68%

ii. Voted **against** the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
	74010	0.32%

iii. **Invalid** votes:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

As the votes cast in favour of the resolution are passed by majority of not less than 75% of the votes cast by those entitled to vote the resolutions passed as a SPECIAL RESOLUTION

6.Re-appointment of Mr. Kalyanaraman (02652113), as an Independent Director of the Company not liable to retire by rotation for a second term of 5 years w.e.f. 30-05-2024 upto 29-05-2029 as special resolution.

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their Meeting held on 29-05-2024 **Mr. S Kalyanaraman** (02652113), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 years w.e.f. 30-05-2024 upto 29-05-2029

RESOLVED FURTHER THAT Mr. T Raghuraman Managing Director and Mr A Harigovind whole time Director of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

i. Voted **in favour** of the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
5595768	5595753	100%

ii. Voted **against** the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
	15	0

iii. Invalid votes:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

As the votes cast in favour of the resolution are passed by majority of not less than 75% of the votes cast by those entitled to vote the resolutions passed as a SPECIAL RESOLUTION

7.Re-appointment of Mr. S Swaminathan as an Independent Director of the Company not liable to retire by rotation for a second term of 5 years w.e.f. 21-06-2024 upto 20-06-2029 as special resolution .

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their Meeting held on 29-05-2024 **Mr. S Swaminathan** (08474746), who has attained the age of 70 years and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 years with effect from 21-06-2024 upto 20-06-2029

RESOLVED FURTHER THAT Mr. T Raghuraman Managing Director and Mt A Harigovind whole time Director of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

i. Voted **in favour** of the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
5595768	5521758	98.68%

ii. Voted **against** the resolution:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
	74010	0.32%

iii. Invalid votes:

Remote E-voting & E-Voting at the AGM	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

As the votes cast in favour of the resolution are passed by majority of not less than 75% of the votes cast by those entitled to vote the resolutions passed as a SPECIAL RESOLUTION

VOTE OF THANKS

The Meeting concluded at 11.15 AM with a vote of thanks to the Chair by Mr S Kalyanaraman Independent Director.

Date: 23-08-2024

Place: Chennai-600 086


CHAIRMAN