

THANJAVUR SPINNING MILL LIMITED

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 54th Annual General Meeting of the Company will be held at 11.30 A.M on Wednesday, the 10th August, 2016 at P.A.C. Ramasamy Raja Centenary Community Hall, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“RESOLVED that the Directors’ Report and the Company’s Statement of Profit & Loss for the year ended 31st March 2016, Balance sheet as at that date and Cash Flow Statement for the year ended on that date and the Auditors’ Report thereon be and are hereby considered and adopted.”
2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“RESOLVED that Shri. K.T. Ramachandran, (DIN: 00351334), who retires by rotation, be and is hereby elected as Director of the Company.”
3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“RESOLVED that Shri. S. Kanthimathinathan, (DIN: 01124581), who retires by rotation, be and is hereby elected as Director of the Company.”
4. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“RESOLVED that in terms of Section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of Shri R. Palaniappan, Prop. M/s. N.A. Jayaraman & Co., Chartered Accountants, Chennai, holding Firm Registration No.: 001310S as Auditor of the Company for the third consecutive year, viz., from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 04-08-2014, be and is hereby ratified.”

SPECIAL BUSINESS

5. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri P.A.S. Krishnama Raja (DIN: 00487322), appointed as an Additional Director of the Company on 19-05-2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri P.A.S. Krishnama Raja, for the office of Director, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of 5 consecutive years from the date of his appointment, viz. 19-05-2016.”

THANJAVUR SPINNING MILL LIMITED

NOTICE

6. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri P.J. Ramkumar Rajha (DIN 00487193), appointed as an Additional Director of the Company on 19-05-2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri P.J. Ramkumar Rajha, for the office of Director, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of 5 consecutive years from the date of his appointment, viz. 19-05-2016.”
7. To consider and pass the following Resolution as an ORDINARY RESOLUTION:
“RESOLVED THAT the fact of the accumulated loss of the Company as on 31st March, 2016 resulting in erosion of more than fifty percent of the peak net worth of the Company during the immediately preceding four financial years and the reasons for such erosion be and is hereby considered in accordance with the provisions of Section 23 and other applicable provisions of the Sick Industrial Companies (Special Provisions) Act, 1985 in all respects and that the report in the prescribed format be filed with the Board for Industrial and Financial Reconstruction (BIFR) within 60 days thereof.”

RAJAPALAYAM,
28-05-2016.

By order of the Board,
For THANJAVUR SPINNING MILL LIMITED,
P.R. RAMASUBRAHMANEYA RAJHA
CHAIRMAN

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

THANJAVUR SPINNING MILL LIMITED

NOTICE

4. The cut-off date will be 4th August, 2016 for determining the eligibility to vote by remote e-voting or in General Meeting.
5. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2015-16 are being sent to all the members whose E-Mail IDs are registered with the Company / Share Transfer Agent (Cameo Corporate Services Limited) / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website – www.thanjavurspinningmill.co.in for their download.
6. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-Mail address and changes therein with the Company in respect of physical Shares and with Depository Participants in respect of dematerialised Shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / Share Transfer Agent / Depository Participants.
7. A Route map with prominent Landmark for easy location of the venue of the meeting is given with this notice as per the requirement of Clause No. 1.2.4 of the Secretarial Standard - 2 on "General Meetings".
8. Voting through electronic means
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing members remote e-voting facility to exercise their right to vote at the 54th Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - B. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - C. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- i) To log on to the e-voting website **www.evotingindia.com**
- ii) To Click on Shareholders tab.

THANJAVUR SPINNING MILL LIMITED

NOTICE

- iii) Now enter your User ID as given below:
- For CDSL: 16 Digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Captcha Code as displayed and Click on Login.
- v) **PASSWORD**
- If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.
 - If you are first time user follow the steps given below:
 - (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

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 8 digits of the Folio No. / Client ID in the PAN field.

In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is R.Murugan with folio number 1 then enter RM00000001 in the PAN Field.
 - (b) Please enter any one of the following details in order to login:

Date of Birth: 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: Please enter Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

If both of the above details are not recorded with the depository or Company, please enter the user ID [mentioned in iii above] in the Dividend Bank details field.
- vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used the demat holders for voting for resolutions of any other Company on which they are eligible to

THANJAVUR SPINNING MILL LIMITED

NOTICE

vote, provided that Company opts for e-voting through CDSL platform. It is recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the relevant EVSN for THANJAVUR SPINNING MILL LIMITED on which you choose to vote.
- ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- xi) 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.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take out print of the voting done by you clicking on “Click here to Print” option on the Voting page. It need not be sent to the Company.
- xiv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha code and click on Forgot Password & enter the details as prompted by the system.
- xv) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **<https://www.evotingindia.com>** and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

THANJAVUR SPINNING MILL LIMITED

NOTICE

- D. The facility for remote e-voting shall remain open from 9.00 A.M. on Sunday the 7th August, 2016 to 5.00 P.M. on Tuesday the 9th August, 2016. During this period, the Members of the Company, holding Shares either in physical form or in dematerialised form, as on the cut-off-date, viz., Thursday the 4th August, 2016, may opt for remote e-voting. Voting shall not be allowed beyond 5.00 PM on 9th August, 2016.
- E. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindi.com
- F. The voting rights of Shareholders shall be in proportion to the Shares held by them in the paid up equity Share capital of the Company as on 04-08-2016.
- G. Shri R. PALANIAPPAN (Membership No: 205112), Proprietor, M/s. N.A.Jayaraman & Co, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- H. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- I. The Scrutinizer shall immediately after conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

RAJAPALAYAM,
28-05-2016.

By order of the Board,
For THANJAVUR SPINNING MILL LIMITED,
P.R. RAMASUBRAHMANEYA RAJHA
CHAIRMAN

THANJAVUR SPINNING MILL LIMITED

NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 5

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Shri P.A.S. Krishnama Raja (DIN: 00487322), as Additional Director on 19th May, 2016, under Non-Executive Independent Director category.

Shri P.A.S. Krishnama Raja, aged 39, holds bachelor degree in Commerce.

Shri P.A.S. Krishnama Raja, is also a Director in the following Companies:

CIN	Name of the Company	Designation
U17111TN1995PTC031982	Tirupathi YarnTex Spinners Private Limited	Director
U17111TN1994PLC027037	Sandhya Spinning Mill Limited	Director

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
Sandhya Spinning Mill Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member

In terms of Section 161 (1) of the Companies Act, 2013, Shri P.A.S. Krishnama Raja, holds Office as Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Shri P.A.S. Krishnama Raja as a Director.

Shri P.A.S. Krishnama Raja is proposed to be appointed as an Independent Director for 5 consecutive years from the date of his appointment. He has furnished a declaration pursuant to Section 149(6) of the Companies Act, 2013 that he meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Shri P.A.S. Krishnama Raja fulfills the conditions specified in the Act and the Rules made thereunder and that he is Independent of the Management.

He holds no shares in Thanjavur Spinning Mill Limited.

The Board of Directors is of the opinion that his vast knowledge and experience in Textiles will be of great value to the Company and hence recommends the Resolution for the approval of the Members.

THANJAVUR SPINNING MILL LIMITED

NOTICE

The notice received under Section 160 of the Companies Act, 2013 and a copy of letter of appointment issued to Shri P.A.S. Krishnama Raja as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Shri P.A.S. Krishnama Raja, being an appointee, none of the Directors of the Company and their relatives is concerned or interested in the Resolution.

Item No. 6

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Shri P.J. Ramkumar Rajha (DIN: 00487193), as Additional Director on 19th May, 2016, under Non-Executive Independent Director category.

Shri P.J. Ramkumar Rajha , aged 54, holds bachelor degree in Commerce.

Shri P.J. Ramkumar Rajha, is also a Director in the following Companies:

CIN	Name of the Company	Designation
U20293TN1961PLC004457	Madras Chip Boards Limited	Director
U01403TN2013PTC091326	Rajapalayam Precision Farmers Producer Company Limited	Director
U17111TZ2012PLC018705	Cotton Sourcing Company Limited	Director
U17120TN2014PLC094685	Rajapalayam Textile Limited	Director
U17111TN1939PLC002302	The Ramaraju Surgical Cotton Mills Limited	Director
U17115TN1993PTC024975	Senthur Textiles Private Limited	Director

In terms of Section 161 (1) of the Companies Act, 2013, Shri P.J. Ramkumar Rajha, holds Office as Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Shri P.J. Ramkumar Rajha, as a Director.

THANJAVUR SPINNING MILL LIMITED

NOTICE

Shri P.J. Ramkumar Rajha, is proposed to be appointed as an Independent Director for 5 consecutive years from the date of his appointment. He has furnished a declaration pursuant to Section 149(6) of the Companies Act, 2013 that he meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Shri P.J. Ramkumar Rajha, fulfills the conditions specified in the Act and the Rules made thereunder and that he is Independent of the Management.

He holds no shares in Thanjavur Spinning Mill Limited.

The Board of Directors is of the opinion that his vast knowledge and experience in textiles will be of great value to the Company and hence recommends the Resolution for the approval of the Members.

The notice received under Section 160 of the Companies Act, 2013 and a copy of letter of appointment issued to Shri P.J. Ramkumar Rajha as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Shri P.J. Ramkumar Rajha, being an appointee, none of the Directors of the Company and their relatives is concerned or interested in the Resolution

Item No. 7

The Company has incurred a net loss of Rs. 202.15 Lakhs for the year ended 31st March, 2016. This has resulted in erosion of more than 50% of the peak net worth of the Company during the immediately preceding four financial years and the Company has become potentially sick. The accounts of the Company are being considered for adoption at this Annual General Meeting. The provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 apply to the Company and Section 23 requires such erosion to be considered by the Members of the Company at the General Meeting

The reason for the erosion and steps taken for improvement has been explained in the report of the Directors.

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

RAJAPALAYAM,
28-05-2016.

By order of the Board,
For THANJAVUR SPINNING MILL LIMITED,
P.R. RAMASUBRAHMANEYA RAJHA
CHAIRMAN