

THANJAVUR SPINNING MILL LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the 55th Annual General Meeting of the Company will be held at 11.30 A.M on Thursday, the 10th August, 2017 at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, 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 2017, 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 S.Kanthimathinathan, (DIN: 01124581), who retires by rotation, be and is hereby re-appointed as Director of the Company.”

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

“RESOLVED that in terms of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, holding Firm Registration No.: 001208S be and is hereby appointed as Statutory Auditors of the Company, (in the place of M/s. N.A. Jayaraman & Co., Chartered Accountants, whose tenure as auditors come to an end at the close of the 55th Annual General Meeting in terms of Section 139(2) of the Companies Act, 2013) for 5 consecutive financial years commencing from the financial year 2017-18 and to hold office from the conclusion of 55th Annual general Meeting till the conclusion of 60th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every intervening Annual General Meeting to be held after this Annual General Meeting.

RESOLVED FURTHER that Auditors shall be paid for the financial year 2017-18 a remuneration of Rs. 85,000/- (Eighty five thousand only) per year plus applicable taxes and out-of-pocket expenses.

RESOLVED FURTHER that for the financial years 2018-19 to 2021-22, the Board of Directors are authorized to fix the remuneration based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

4. 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.R. Venketrama Raja (DIN 00331406), appointed as an Additional Director

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of the Company on 04-06-2017 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.R. Venketrama Raja, for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

RAJAPALAYAM,
04th June, 2017.

By order of the Board,
For THANJAVUR SPINNING MILL LIMITED,
P.R. VENKETRAMA RAJA
CHAIRMAN

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning 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. Attendance Slip is attached. Members, Proxies and Authorised Signatories are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
4. The cut-off date will be Friday, 4th August, 2017 for determining the eligibility to vote by remote e-Voting or in General Meeting.
5. In accordance with Section 124(6) of the Companies Act, 2013, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to IEPF. The Company has sent individual notices through Registered Post to the Shareholders, who have not claimed the final dividend for the year 2007-2008 on 26-08-2015. The statement containing the details of the Shareholders and the shares due for transfer is also uploaded on the Company's website, <http://www.thanjavurspinningmill.co.in> for information and necessary action by the Shareholders. Since the modalities for transfer of Shares to IEPF is yet to be finalised by Ministry of Corporate Affairs (MCA), the unclaimed shares will be transferred to IEPF as per the due date notified by MCA. Once the Shares are transferred to IEPF the Shareholders will be entitled to claim the shares from IEPF by making

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an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available on the website of the Company at www.thanjavurspinningmill.co.in and also on www.iepf.gov.in

6. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2016-17 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.
7. 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.
8. 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".
9. 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 55th 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.

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- 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 in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.

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 vote, provided that Company opts for e-Voting through CDSL platform. It is strongly
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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.) and custodian 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.

D. The facility for remote e-Voting shall remain open from 9.00 A.M. on Sunday the 6th August, 2017 to 5.00 P.M. on Wednesday the 9th August, 2017. 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., Friday the 4th August, 2017, may opt for remote e-Voting. E-Voting shall not be allowed beyond 5.00 PM on 9th August 2017.

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- 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@cdslindia.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 the Friday, the 4th August, 2017.
- 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 thereafter 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,
04th June, 2017.

By order of the Board,
For THANJAVUR SPINNING MILL LIMITED,
P.R.VENKETRAMA RAJA
CHAIRMAN

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Shri P.R. Venketrama Raja (DIN 00331406) as Additional Director on 04th June, 2017.

Shri P.R. Venketrama Raja, aged 58, has a Bachelor Degree in Chemical Engineering from University of Madras and Master in Business Administration from University of Michigan, USA.

He is also a Director in the following Companies:-

1. The Ramco Cements Limited (Chairman & Managing Director)
2. Ramco Industries Limited
3. Ramco Systems Limited
4. Rajapalayam Mills limited
5. The Ramaraju Surgical Cotton Mills Limited
6. Sri Vishnu Shankar Mill Limited
7. Sandhya Spinning Mill Limited
8. Rajapalayam Textile Limited
9. LYNKS Logistics Limited
10. Sri Sandhya Farms (India) Private Limited
11. Sri Saradha Deepa Farms Private Limited
12. Ramamandiram Agricultural Estate Private Limited
13. Nalina Agricultural Farms Private Limited
14. Ramco Systems Corporation, USA
15. Ramco Systems Limited, Switzerland
16. Ramco Systems Sdn Bhd., Malaysia
17. Ramco Systems Pte. Limited, Singapore
18. Sri Ramco Lanka (Private) Limited, Sri Lanka
19. Sri Ramco Roofings Lanka Private Limited - Sri Lanka
20. RCDC Securities and Investments Private Limited
21. Nirmala Shankar Farms & Estates Private Limited
22. Sri Nithyalakshmi Farms Private Limited
23. Ram Sandhya Farms Private Limited
24. RSL Enterprise Solutions (Pty) Limited, South Africa

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25. Ramco Systems Canada Inc., Canada
 26. Ramco Systems FZ-LLC
 27. Ramco Systems Australia Pty Limited, Australia

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held (Chairman / Member)
Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
The Ramco Cements Limited	Audit Committee	Member
	Project Management Committee	Member
	Stakeholders Relationship Committee	Chairman
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
Ramco Industries Limited	Stakeholders Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
	Risk Management Committee	Chairman
Ramco Systems Limited	Stakeholders Relationship Committee	Member
	Corporate Social Responsibility Committee	Chairman
	Allotment Committee	Member
	Fund Raising Committee	Member
	Rights Issue 2013 Committee	Member
The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Member

In terms of Section 161 (1) of the Companies Act, 2013, Shri P.R. Venketrama Raja holds Office as Additional Director upto the date of the forthcoming Annual General Meeting and would be eligible for election at the ensuing Annual General Meeting.

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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.R. Venketrama Raja as a Director.

Shri P.R. Venketrama Raja holds 54,000 Shares in the Company as on 31-03-2017.

The Board recommends the Resolution for the approval of the Members.

The notice received under Section 160 of the Companies Act, 2013 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.R. Venketrama Raja, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

RAJAPALAYAM,
04th June, 2017.

By order of the Board,
For THANJAVUR SPINNING MILL LIMITED,
P.R.VENKETRAMA RAJA
CHAIRMAN