



THANJAVUR SPINNING MILL LIMITED

[CIN: U17111TN1961PLC004505]

Registered office: Rajapalayam Mills Premises,
P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117

Ph. No.: 04362 - 227852 Fax: 04362 - 226551

E-mail: tsml@ramcotex.com Web Site: www.thanjavurspinningmill.co.in

POSTAL BALLOT FORM

Sl.No.	Particulars	Details
1.	Name of the first-named Shareholder (In Block letters)	
2.	Postal address	
3.	Registered Folio No.	
	*DP ID and Client ID	
4.	Class of Share	Equity

(*Applicable to investors holding shares in dematerialised form)

I/ We hereby exercise my/our vote in respect of the **Special Resolution** set out in the notice dated 14th February, 2016 and briefly enumerated below, by recording my assent or dissent to the said resolution in the following manner:

No	Item	No. of shares held	I/ we assent to the resolution	I/ we dissent from the resolution
1.	Consent to the Board of Directors pursuant to Section 180 (1) (a) of Companies Act, 2013, to sell the entire windmill division to Ramco Windfarms Limited at an aggregate fair market value of Rs.21 crores.			

Place:

Date:

Signature of the shareholder

Notes:

1. Last date for receipt of postal ballot form by the Scrutiniser: Close of working hours (5.30 P.M.) on Monday, 28th March, 2016.
2. E-Voting shall commence on Sunday, 28th February 2016, at 9.30 A.M., and end on Monday, 28th March, 2016, at 5.30 P.M.
3. For e-voting, please refer the instructions under 'E-Voting Facility' printed overleaf.



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Instructions:

(A) Voting through Physical Postal Ballot Form

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self addressed postage prepaid envelope.
2. However, envelopes containing Postal Ballots, if sent by courier at the expense of the registered Shareholder will also be accepted.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed by the first named Shareholder or in his/her absence, by the next named Shareholder.
4. Postal ballot forms will be considered invalid on the following grounds:
 - a. A form other than one issued by the company has been used.
 - b. It has not been signed by or on behalf of the member.
 - c. Signature on the postal ballot form does not match with the specimen signature registered with the Company / Depository Participant.
 - d. It is not possible to determine without any doubt the assent or the dissent of the Member.
 - e. Neither assent nor dissent is mentioned.
 - f. Any competent authority has given directions in writing to the company to freeze the voting rights of the member.
 - g. The envelope containing the postal ballot form is received after the last date and time prescribed.
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
 - j. Member has made any amendments to the resolution or imposed any condition while exercising his/her vote.

The decision of the Scrutiniser on the validity or otherwise of the votes shall be final.

5. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours that is, 5.30 P.M., on Monday, the 28th March, 2016.
6. Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members on Monday, the 22nd February, 2016.
8. In case of shares held by companies, trusts, societies, bodies corporate or institutional investors, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority.

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
10. Members who have received the Postal Ballot Notice by e-mail, but wish to vote through the Postal Ballot Form can seek a Postal Ballot Form from Thanjavur Spinning Mill Limited, Registered Office: Rajapalayam Mills Premises, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117, and complete and send the same to the Scrutiniser.

(B) E-Voting Facility

E-voting facility is being provided to the Members as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited ('CDSL').

Members have the option either to vote through the e-voting platform or through the Postal Ballot Form. If a Member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical ballot and e-voting, then e-voting shall prevail and voting done through physical ballot shall be treated as invalid.

Instructions to the Members for voting electronically are as under:-

- i) To log on to the e-voting website www.evotingindia.com
- ii) To Click on “Shareholders” tab.
- iii) Now Select the “THANJAVUR SPINNING MILL LIMITED” from the drop down menu and click on “SUBMIT”
- iv) 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.
- v) Next enter the Captcha Code as displayed and Click on Login.
- vi) 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 Sequence number in the PAN Field. (Sequence number has been provided as SL. No. in the address label)

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 in CAPITAL letters. Eg. if your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 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 (iv) above) in the Dividend Bank details field.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the relevant EVSN for THANJAVUR SPINNING MILL LIMITED on which you choose to vote.
- xi) 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.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) 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.
- xvi) 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.
- xvii) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutiniser to verify the same.
- xviii) The facility for remote e-voting shall remain open from 9.30 AM on 28th February 2016 to 5.30 PM on 28th March, 2016
- xix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com