



K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

22nd December 2016

To,

The Chairman

Thanjavur Spinning Mill Limited

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

Dear Sir,

Sub: Postal ballot process under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 - Submission of **Scrutiniser's report**

Your Board of Directors have, vide a resolution passed at their meeting held on 10th November 2016, appointed me as the Scrutiniser for conducting a postal ballot process for passing a special resolution approving the issue of 20,00,000 Nos. 9% Cumulative Optionally convertible redeemable Preference shares of Rs.10/- each to Shri P.R. Ramasubrahmaneya Rajha, Chairman and promoter.

I submit my report as under:

1. Central Depository Services (India) Limited (CDSL), the agency selected by the Company to provide the e-voting platform for the postal ballot process allotted Electronic Voting Sequence Number (EVSN) 161116004 for the same.
2. Despatch of Notice of postal ballot to all the 1,639 equity shareholders of the Company whose names appeared in the Register of members / the list of beneficial owners as on the cut-off date viz; 11th November 2016, holding in aggregate 27,00,000 Equity shares of Rs.10/- each, was completed in the following manner:
 - (a) Through courier to 700 equity shareholders on 19th November 2016 and 831 members on 21st November 2016.
 - (b) Through e-mail to 108 equity shareholders on 21st November 2016.
3. The Company published advertisements on 22nd November 2016 about having sent the notice, in 'Business Line', an English National newspaper, in English, and in 'Dinamani', a Tamil newspaper circulating in Virudhunagar District, in Tamil.

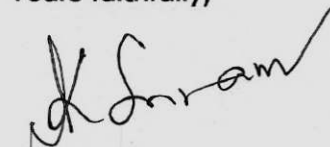
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4. The e-voting period commenced at 9:30 A.M. on Tuesday, 22nd November 2016 and concluded at 5:30 P.M. on Wednesday, 21st December 2016. The last date and time for receipt of physical postal ballot forms was fixed as Wednesday, 21st December 2016, 5:30 P.M.
5. 22 physical postal ballot forms received from equity share shareholders during the voting period were opened in my presence and scrutinized. Out of the same, 2 postal ballot forms, in respect of which identity of the equity shareholder could not be ascertained, have not been considered. No mutilated ballot papers were received, and no ballot papers were received after 5:30 P.M. on 21st December 2016.
6. At the end of the voting period, I unblocked the electronic votes cast by the equity shareholders in the presence of two witnesses not in the employment of the company.
7. The equity shareholding stated in the electronic/ physical ballots was matched/ confirmed with Register of Members / List of Beneficial owners as on the cut-off date.
8. The particulars of all the votes cast by equity shareholders of the Company, both in physical and electronic form, have been recorded by me electronically in a separate register maintained for the purpose.
9. Summary of postal ballot voting is given below:

Particulars	E-Voting	Physical ballot	Total
Total number of valid ballots received	50	20	70
No. of votes exercisable on valid ballots	18,74,496	10,759	18,85,255
Less: Votes not exercised	----	(1,470)	(1,470)
No. of valid votes cast	18,74,496	9,289	18,83,785
No. of valid votes cast 'For' the resolution	18,74,496	9,289	18,83,785 (100%)
No. of valid votes cast 'Against' the resolution	----	----	Nil

Thanking you,
Yours faithfully,



K. SRIRAM
SCRUTINISER

