



4th November 2017

To,

The Chairman

Thanjavur Spinning Mill Limited

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

Sub: **Postal ballot** process pursuant to Section 110 of the Companies Act, 2013, and 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 9th August 2017, appointed me as the Scrutiniser for the postal ballot process seeking approval of the members by way of a special resolution for sale of properties, undertakings and assets of the Company.

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) 170928006 for the same.
2. Notice of postal ballot was despatched through courier / e-mail on 4th October 2017, to all the 1,577 members holding in aggregate 27,00,000 Equity shares and 2,70,00,000 Nos. Preference shares of Rs.10/- each, whose names appeared in the Register of members / list of beneficial owners furnished by the depositories as on the cut-off date viz; 15th September 2017.
3. Advertisements about having sent the postal ballot notice was published on 5th October 2017 in 'Business Line', an English National newspaper, in English, and in 'Dinamani', a Tamil newspaper circulating in Virudhunagar District, in Tamil.
4. The e-voting period commenced at 9 A.M. on Thursday, 5th October 2017 and concluded at 5 P.M. on Friday, 3rd November 2017. The last date and time for receipt of physical postal ballot forms was fixed as Friday, 3rd November 2017, 5 P.M.
5. 17 physical postal ballot forms received from equity shareholders during the voting period were opened in my presence and scrutinised. No mutilated ballot papers were received, and no ballot papers were received after 5 P.M. on 3rd November 2017.
6. Out of the 17 physical postal ballot forms received, I have considered 2 ballot forms as invalid, since the identity of the shareholder could not be established / did not match with the Register of Members as on the cut-off date.

7. At the end of the voting period, I unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company.
8. In respect of 2 members who had voted through physical ballot as well as e-voting, votes cast though physical ballot have been considered invalid. No ballots (physical or electronic) were received from the preference shareholders.
9. The shareholding stated in the electronic/ physical ballots was matched/ confirmed with Register of Members / List of Beneficial owners as on the cut-off date, and the particulars of the votes cast by the members, both in physical and electronic form, have been recorded by me electronically in a separate register maintained for the purpose.
10. Summary of the postal ballot voting is given below:

Particulars	E-Voting	Physical ballot	Total
Total number of valid ballots received	45	15	60
No. of votes exercisable on valid ballots	17,95,073	39,865	18,34,938
Less: Votes not exercised / Invalid votes	-----	(36,466)	(36,466)
No. of valid votes cast	17,95,073	3,399	17,98,472
No. of valid votes cast 'For' the resolution	17,95,073	3,299	17,98,372
% of valid votes cast 'For' the resolution	99.9944%		
No. of valid votes cast 'Against' the resolution	-----	100	100
% of valid votes cast 'Against' the resolution	0.0056%		

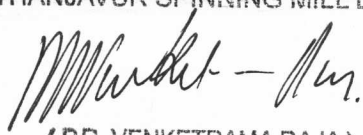
11. Thus, the **special resolution has been passed with the requisite majority on the last date fixed for receipt of postal ballot forms / e-voting viz; 3rd November 2017**. The results may be declared accordingly.

Thanking you,
Yours faithfully,


K. SRIRAM
Practising Company Secretary (C.P. No.2215)
SCRUTINISER

COUNTER SIGNED BY:

For THANJAVUR SPINNING MILL LIMITED


(P.R. VENKETRAMA RAJA)
CHAIRMAN.