



SCRUTINIZER'S REPORT

To:

The Chairman

Thanjavur Spinning Mill Limited

Rajapalayam

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and submission of Scrutinizer's Report

1. I, R.Palaniappan, Prop, M/s. N.A.Jayaraman & Co., Chartered Accountants, 9, Cedar Wood, No.11, 4th Main Road, Raja Annamalaipuram, Chennai – 600028, have been appointed as Scrutinizer by the Board of Directors of Thanjavur Spinning Mill Limited, ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 5 resolutions contained in the notice convening the 53rd Annual General Meeting of the members of the Company, held at 11:30 AM on Wednesday, the 12th day of August, 2015 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam- 626108.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under
 - 3.1. The e-voting period opened at 9:00 AM on 09th August, 2015 and closed at 5:00 PM on 11th August, 2015.
 - 3.2. The members of the company holding shares as on 06th August, 2015 were entitled to vote on the resolutions (items no. 1 to 5) as set out in the notice convening the 53rd Annual General Meeting of the Company.
 - 3.3. The votes cast were unblocked and finalized at 12:36 PM on 12th August, 2015 in the presence two witnesses, who were not in the employees of the Company, and signed as witness to the unblocking / finalizing.





3.4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>).

3.5. The summary of the e-voting for each of the resolution is given below:

Resolution No	1
Nature of Resolution	Ordinary Resolution
Subject Matter	ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	1871076	100.00%	0	0.00%

Resolution No	2
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri P.R. Ramasubrahmaneya Rajha as Director, who retires by rotation.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	1871076	100.00%	0	0.00%

Resolution No	3
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri S. Krishnaswamy Kamaya Naicker as Director, who retires by rotation.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	1871076	100.00%	0	0.00%





Resolution No	4
Nature of Resolution	Ordinary Resolution
Subject Matter	Ratification of Appointment of Shri. R.Palaniappan, Prop, M/s. N.A.Jayaraman & Co., Chartered Accountants, as Auditors.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	1871076	100.00%	0	0.00%

Resolution No	5
Nature of Resolution	Ordinary Resolution
Subject Matter	Ratification of fee payable to M/s. RKMS & Associates, Cost Accountants, Appointed as cost auditors of the Company for the financial year 2015-16.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	1871076	100.00%	0	0.00%

Yours faithfully,

For N.A. JAYARAMAN & CO.,
Chartered Accountants,
FRN 001310S

(R. PALANIAPPAN)
Proprietor.
M.No : 205112



Rajapalayam
12th August, 2015