



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

11th February 2019

To,
Shri S. Kanthimathinathan, Director,
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 1st January 2019, appointed me as the Scrutiniser for the postal ballot process seeking approval of the members by way of a special resolution for increasing the threshold limits under Section 186 of the Companies Act, 2013, upto Rs.50 Crores, for making loans to or investments in any body corporate or person.

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) 190107009 for the same.
2. Despatch of notice of postal ballot through courier / e-mail was completed on 11th January 2019, to all the 1,211 members holding in aggregate 27,00,000 Equity 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; 4th January 2019.
3. Advertisements about having sent the postal ballot notice were published on 12th January 2019 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 Friday, 11th January 2019 and concluded at 5 P.M. on Saturday, 9th February 2019. The last date and time for receipt of physical postal ballot forms was fixed as Saturday, 9th February 2019, 5 P.M.
5. 16 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 9th February 2019.
6. Out of the 16 physical postal ballot forms received, 6 ballot forms have been considered invalid, for the following reasons:
 - (a) Folio No. not mentioned / wrongly mentioned in ballot form.
 - (b) No. of shares for which votes cast not mentioned in ballot form.

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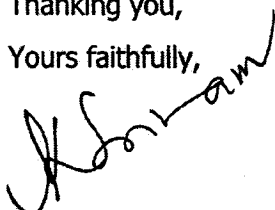


7. At the end of the voting period, I unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company.
8. The shareholding stated in the electronic / physical ballots was matched / confirmed with Register of Members / List of Beneficial owners as on the cut-off 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.
9. Summary of the postal ballot voting is given below:

Particulars	E-Voting	Physical ballot	Total
Total number of valid ballots received	64	10	74
No. of votes exercisable on valid ballots	19,77,405	4,650	19,82,055
Less: Votes not exercised	-----	(822)	(822)
No. of valid votes cast	19,77,405	3,828	19,81,233
No. of valid votes cast 'For' the resolution	19,77,405	3,828	19,81,233
% of valid votes cast 'For' the resolution	100.00%		
No. of valid votes cast ' Against' the resolution	-----	-----	-----
% of valid votes cast 'Against' the resolution	0.00%		

10. 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; 9th February 2019.** 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



A. KARTHISWARAN
Secretary.

