

**THANJAVUR SPINNING MILL LIMITED**

CIN: U17111TN1961PLC004505

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

Phone No.: 04563-235666 Fax: 04563-236520

E-mail: tsml@ramcotex.com

Website: www.thanjavurspinningmill.co.in

POSTAL BALLOT FORM

S 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 (*Applicable to investors holding shares in dematerialized form)			
4	Class of Share	Equity		
I/ We hereby exercise my/our vote in respect of the Special Resolution set out in the notice dated 9 th August, 2017 and briefly enumerated below, by recording my assent or dissent to the said resolution in the following manner:				
<i>No</i>	<i>Item</i>	<i>No. of shares held</i>	<i>I/ we assent to the resolution</i>	<i>I/ we dissent from the resolution</i>
1.	Sale of entire 'B' Unit at Thanjavur comprising of Land (around 11 Acres), building (around 1.40 lakhs sq. ft.) and all movable assets (including 21,120 spindles)			
Place: Date:		Signature of the Shareholder		

Notes:

1. Last date for receipt of **postal ballot form** by the Scrutiniser: Close of working hours (5.00 P.M.) **on Friday, 03rd November, 2017.**
2. For e-voting, please refer the instructions under 'E-Voting Facility' in the Notice attached herewith.
3. E- Voting shall commence **from Thursday, 05th October, 2017 at 9.00 A.M.** and **end Friday, 03rd November, 2017, at 5.00 P.M.**

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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. A postal ballot form 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) If the member has marked both in favour of and against the resolution.
 - e) It is not possible to clearly determine the assent or the dissent of the member.
 - f) Neither assent nor dissent is mentioned.
 - g) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
 - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified true copy of the relevant specific authority.
 - i) If the ballot paper received is torn or defaced or mutilated to such an extent that its identity as a genuine form cannot be established or it is difficult for the Scrutiniser to identify the member or the number of votes cast or whether the votes have been cast in favour or against the resolution.
 - j) Member has made any amendment to the resolution or imposed any condition while exercising his or her vote.

The decision of the scrutiniser on the validity or otherwise of the postal ballot form / the votes cast shall be final.

5. **Duly completed Postal Ballot Form** should reach the Scrutiniser **not later than** the close of working hours that is, **5.00 P.M., Friday, 03rd November, 2017.**
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 15th September 2017.**
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, failing which the postal ballot form will be considered as invalid.
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.

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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, 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 voting through 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:-

1. In case of Members receiving postal ballot notice by e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now Select the "THANJAVUR SPINNING MILL LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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 a first time user, follow the steps given below.

(a) Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders and 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 of the Folio No./ Client ID in the PAN field.

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In case the Folio 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 Folio 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:

Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.

If both the details are not recorded with the Depository or the company, please enter the member id / folio number 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 'Password Creation' 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 Resolution details.
- (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.

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- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page. It need not be sent to the Company.
- (xvi) If the Demat account holder has forgotten the changed password, then enter the User ID and image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

2. In case of members receiving Postal Ballot Form in physical form:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- 3. 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.