

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

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29th March 2016

To,
The Chairman,
Thanjavur Spinning Mill Limited
Rajapalayam Mills Premises, PAC Ramasamy Raja Salai,
Rajapalayam-626117

Dear Sir,

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

The Board of Directors of your company has, vide resolutions passed on 14th February 2016, decided to:

- (a) **Conduct a postal ballot process to obtain the approval of your members for selling your entire Windmill Division to Ramco Windfarms Limited at an aggregate fair market value of Rs.21 crores, by way of a special resolution under section 180(1)(a) of the Act;**
- (b) **Provide the members of your company electronic voting facility (e-voting), in terms of Rule 20 of the Rule, to exercise their right to vote on the resolution;**
- (c) **Enable those members, who did not have access to e-voting facility, to send their assent or dissent on the said resolution in writing on a Postal Ballot Form;**
- (d) **Fix 22nd February 2016 as the cut-off date to determine the members eligible to exercise their votes and the number of votes that can be exercised by such members; and**
- (e) **Appoint me as the Scrutiniser for conducting the postal ballot process in a fair and transparent manner.**

I submit my report as under:

1. Your company had 1,630 members holding equity shares on the **Register of Members/ Record of Depositories as on 22nd February 2016 ("cut-off date")**. The preference shareholder was not eligible to vote in terms of section 47 of the Act.
2. **E-voting facility was also made available to the members through Central Depository Services (India) Limited (CDSL) and the postal ballot notice duly contained the necessary particulars for e-voting (EVSIN:160224008).**



Thanjavur Spinning Mill Limited
Scrutiniser's Report – Postal ballot- 28th Feb 2016 to 28th Mar 2016

3. **Postal ballot notice was sent on 26th February 2016 through:**
 - (a) **Courier to 1,533 members**, along with the postal ballot printed on postage pre-paid business reply inland letter card;
 - (b) **Electronic means** by Cameo Corporate Services Ltd (*Share Transfer Agents*) to **97 members** who had provided email address for receipt of documents in electronic mode; **and**
 - (c) **Courier/ electronic means** to the directors and the Auditor of the Company.
4. The postal ballot notice has also been placed on the Company's website **thanjavurspinningmill.co.in** and has remained on the website till the last date for receipt of the postal ballot forms from the members.
5. The postal ballot notice indicated the process and manner for voting by electronic means and also mentioned that:
 - (a) The business set out in the notice may also be transacted through electronic voting system.
 - (b) **28th February 2016 (9.30 am) to 28th March 2016 (5.30 pm)** would be the time period during which votes may be cast through electronic means; and
 - (c) **28th March 2016 (5.30 pm)** would be the last date and time for physical ballots to reach the Scrutiniser.
6. The Company **published advertisements** about having sent the postal ballot notice on **27th February 2016** in the following newspapers, having wide circulation in Virudhunagar District in which the registered office of the Company is situated:
 - (a) "The New Indian Express" an English newspaper in English language (Madurai edition); and
 - (b) "Dinamani" a Tamil newspaper in Tamil language (Virudhunagar edition).
7. The physical **postal ballot forms** received were opened in my presence and scrutinised.
8. After 5.30 pm on 28th March 2016, I have unblocked the electronic votes cast, in the presence of two witnesses not in the employment of the company.
9. I have:
 - (i) Scrutinized all the **postal ballot forms received** (*both physical and electronic*) from the members of the company **upto 5.30 pm on 28th March 2016**.
 - (ii) Not received any postal ballot forms after **5.30 pm on 28th March 2016**.
 - (iii) Not received any mutilated ballot papers.
 - (iv) Considered 9 (nine) physical ballots as invalid due to various reasons like:
 - (a) signature not matching with the specimen available
 - (b) neither assent/ dissent mentioned or no details filled-up in ballot form
 - (c) member voted through e-voting also
 - (v) Matched/ confirmed the shareholding as stated in the physical/ electronic postal ballot forms with that mentioned in the Register of Members/ Record of Depositories as on the cut-off date.
 - (vi) Recorded the details electronically in a separate register maintained for the purpose.



Thanjavur Spinning Mill Limited
Scrutiniser's Report – Postal ballot- 28th Feb 2016 to 28th Mar 2016

10. A summary of the voting is given below:

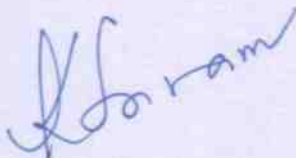
| Particulars | Number of members | Number of shares/ votes |
|--|-------------------|-------------------------|
| Total eligible members/ votes as on cut-off date | 1,630 | 27,00,000 |

| Particulars | Ballots | Votes |
|--|---------------|------------------|
| Participating members and valid votes/ ballots exercised: | | |
| (a) Through e-voting | 45 | 18,97,746 |
| (b) Through postal ballot process | 22 | 7,624 |
| (c) Total | 67 | 19,05,370 |
| Valid ballots/ votes exercised for the resolution: | | |
| (a) Through e-voting | 45 | 18,97,746 |
| (b) Through postal ballot process | 21 | 7,424 |
| (c) Total | 66 | 19,05,170 |
| Valid ballots/ votes exercised against the resolution: | | |
| (a) Through e-voting | 0 | 0 |
| (b) Through postal ballot process | 1 | 200 |
| (c) Total | 1 | 200 |
| Valid ballots/ votes exercised as a percentage: | | |
| (a) For the resolution (assent) | 98.50% | 99.99% |
| (b) Against the resolution (dissent) | 1.50% | 0.01% |

11. Hence, in terms of Clause 16.6.3 of the Secretarial Standard on General Meetings, the **special resolution is deemed to have been passed on 28th March 2016**, being last date specified by the company for receipt of duly completed postal ballot forms or e-voting.

12. You may accordingly declare the result of the postal ballot process.

Thanking you,
 Yours faithfully,



K SRIRAM,
SCRUTINISER.

