

**THAMMBI MODERN SPINNING MILLS LIMITED**

CIN: - L17111TZ1977PLC000776

Omalur Road, Jagir Ammapalayam, Salem – 636302

E Mail: - tmsml@ymail.com / Website: - www.thambbimelange.com / Phone 0427 - 2240009

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**NOTICE OF ANNUAL GENERAL MEETING / POSTAL BALLOT / E VOTING**

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Company will be held at the Company's Mill Premises at Unit II, Opp. TNEB Sub Station, Udayapatti By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014 on Monday, the 8<sup>th</sup> September, 2014 at 10:00 A.M to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the financial year ended on that date, together with the reports of the Board of Directors and the Auditors thereon.
2. To Appoint a Director in the place of Mr.M.Pugazhendhi who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider the appointment of retiring auditors M/s. Sankaran & Krishnan, Chartered Accountants, Chennai 600034 to hold office from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**Special Business**

1. To Consider and if thought fit to pass, to give assent or dissent to the following resolutions as a special Resolution

RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 196 and other provision if any, of the Companies Act, 2013 (including any statutory modification or re enactment thereof) for the time being in force, the company hereby accords its approval and consent to the Appointment of Sri. R.Jagadeesan as Managing Director of the Company for a period of five years with effect from 01.04.2014 on a Salary of Rs.1,25,000/- per month.

**NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
3. The instrument appointing a proxy, in order to be effective, must be deposited at the company's registered office at Omalur Road, Jagir Ammapalayam Post, Salem 636 302 not less than 48 hours before the meeting.
4. The Register of Members and the share transfer books of the company will remain closed from 02.09.2014 to 10.09.2014 (both days inclusive).

5. Members are requested to register their e-mail id with company (at company's email id tmsml@ymail.com) and also keep the company informed of any changes in their e-mail id from time to time. Notice of Meetings, Annual Reports and similar communications meant for members will be sent by e-mail to members.
6. In terms of clause 49 of the listing agreement with stock exchanges, a brief resume of the director who is proposed to be appointed/re-appointed at this meeting is Mr. M.Pugazhendhi is 49 years of Age. He is a Mechanical Engineer having expertise and experience in the field of textiles. He is associated with the company from June 2002 onward as director on the board.
7. An statement of material facts pursuant to Section 102 of the Companies Act, 2013, in respect of special business set out in the notice and the relevant details pursuant to the provisions of clause 49 of the listing agreement executed with stock exchanges are annexed hereto.
8. Brief resume of the Directors seeking appointment / reappointment and other details as stipulated under Clause 49 (IV) (G) of the listing agreement are provided in the Report on corporate Governance forming part of Annual Report 2014.
9. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 and other applicable rules of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the item of business set out in the Notice above are sought to be passed by postal ballot including e-voting Facility as an alternate for our members.
10. The shareholders can opt for only one mode of voting i.e. either by sending postal ballot form or e-voting. If you are opting for e-voting, then do not vote by postal ballot form also and vice versa. However, in case shareholders cast their vote by postal ballot form and e-voting then voting done through valid Postal Ballot form shall prevail and voting done by e-voting will be treated as invalid.
11. The Board of Directors at its Meeting held on 14.07.2014 has appointed M/s. K.N.Subramanian & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot/ E-Voting process in accordance with the law and in a fair and transparent manner.
12. Members are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer at #3, Sundaram Bros Layout, Opp. All India Radio, Ramanathapuram, Coimbatore - 641045 as to reach the Scrutinizer before the close of working hours (6 P.M) on or before 05.09.2014
13. Pursuant to Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, it is mandatory to extend to the Members of the Company, the facility to vote by electronic means. Members of the Company can transact all the items of the businesses through electronic voting system as contained in the Notice of the Meeting.

**Statement Of Material Facts Concerning Items Of Special Business**  
**(Annexed to notice pursuant to section 102 of the Companies Act,2013)**

Sri. R.Jagadeesan was appointed by the Board as the Managing Director w.e.f 01.04.2014. This resolution has to be ratified as per Sec. 196 (4) of the Companies Act, 2013.

Sri.R.Jagadeesan aged 65 years is a Commerce graduate from Madras University. He serves 40 years at Textile Industry.

Currently he is on the board of following companies

1. M/s Sunrise Jewelleries Private Limited
2. M/s Jagdeesh Apartments Private Limited

No Director and other relatives are in any way concerned or interested in the Resolution at item No. 1 of the notice except Mrs.Malathi Jagadeesan

By the order of the Board

Sd/-  
(R.Jagadeesan)

Place: - Salem  
Date: - 14.07.2014

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**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID (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 and then enter the Captcha Code as displayed and Click on Login.
- (iv) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://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.
- (v) Now, fill up the following details in the appropriate boxes:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	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.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN Field. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on THAMBBI MODERN SPINNING MILLS LIMITED on which you choose to vote.
- (x) 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.

- (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 02<sup>nd</sup> September, 2014 10.00 A.M and ends on 04<sup>th</sup> September, 2014 6.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 01<sup>st</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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**POSTAL BALLOT FORM**

1. Name & Registered Address of the Sole / First Named Member :
2. Name(s) of the joint shareholder(s) if any :
3. Ledger folio / DPIND & Client ID No. :
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through postal ballot for the business stated in the Annual General Meeting Notice dated 14<sup>th</sup> July, 2014 of the Company by sending my/our asset/dissent to the said resolution by placing ( ✓ ) mark at the appropriate box below:

S.No	Description	Type of Resolution	I/We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1	Consider and Adopt Audited Financial statements, Reports of the Board of Directors and Auditors	Ordinary		
2	Reappointment of Mr.M.Pugazhendhi, who retires by rotation, as a Director	Ordinary		
3	Appointment of Auditors and fixing their Remuneration	Ordinary		
4	Ratification of Appointment of Managing Director	Special		

Place :

Date :

.....  
Signature of the Member

Notes:

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. Last date for receipt of Postal Ballot Form: 05<sup>th</sup> September, 2014 6.00 P.M
3. Please read the instructions printed overleaf carefully before exercising your vote.

## **INSTRUCTIONS**

### **GENERAL INSTRUCTIONS**

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.
2. The notice of Postal Ballot/ E-voting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 01<sup>st</sup> August, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
3. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below

### **INSTRUCTIONS FOR VOTING PHYSICALLY BY POSTAL BALLOT FORM**

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, M/s. K.N.Subramanian & Co., Practicing Company Secretaries in the enclosed self-addressed and pre-paid envelope.
2. The self addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark ( ✓ ) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
7. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on 05<sup>th</sup> September, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.

9. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 8 above.
10. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot/ E-voting will be final and binding
12. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected