

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provision of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation

1. To consider the Amendment of Main Object of the Memorandum of Association of the Company
2. To consider the Reappointment of Mr.Ashok Pukhraj Shah as Independent Director
3. To consider the Reappointment of Mr.Muthu Udayar Pugazhendhi as Independent Director
4. To consider the Alteration of Articles of Association of the Company
5. To Consider the Authorisation to Board of Directors to Borrow money
6. To Consider the authorisation to board to mortgage or otherwise dispose of or to create charge, or hypothecate the undertakings of the company
7. To consider the change in designation and a partial change in the Resolution passed at the Annual General Meeting held on 08.09.2014 for the appointment of Mr.R.Jagadeesan as Chairman Cum Managing Director.

are proposed to be passed by the Members through postal Ballot/Electronic Voting (E – Voting).

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, appended below and a postal Ballot form is enclosed for your consideration.

The Board of Directors of the Company on its meeting has appointed Mr.K N Subramanian, Proprietor, M/s. K.N.Subramanian & Co., Practicing Company Secretaries, No 3, Sundaram Bros Layout, Opp. All India Radio, Trichy Road, Ramanathapuram, Coimbatore - 641045 as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed. The duly completed postal ballot form(s) should reach the scrutinizer not later than 6.00 P.M ON 11.03.2015 (Wednesday).

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the chairman of the Meeting after the Completion of the Scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e voting) shall be declared on or before 12.03.2015 (Thursday) and communicated to the stock exchange, the Depository and the Registrar and share Transfer Agent and would also be displayed on the Company's website.

ITEM NO.1 – AMENDMENT OF THE MAIN OBJECT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, if any, the following resolutions as Special Resolution:

RESOLVED THAT, pursuant to the provisions of section 4,13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to the necessary registrations, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorized committees or one or more Directors) is authorized to accept as it may deem fit, clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended with additional objects as under:

- To purchase, sell, develop, maintain, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same any real or personal estate including lands, mines, business, buildings, factories, commercial property, complexes, theatres, multiplexes, hospitals, mill, houses, cottages, shops, depots, hotels, markets, godown, office, gardens, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of the company in consideration for a gross sum or rent or partly in or one way and partly in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.

ITEM NO.2:- REAPPOINTMENT OF MR. ASHOK PUKHRAJ SHAH AS AN INDEPENDENT DIRECTOR

To consider and if thought fit to pass with or without modification, if any, the following Resolution as Special Resolution.

RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr.Ashok Pukhraj Shah (DIN : 01137579), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for reappointment and not liable to retire by rotation, be and is hereby reappointed as an

Independent Director of the Company to hold Office for a term upto 31.08.2019 from the date of passing of this resolution.

ITEM NO.3:- REAPPOINTMENT OF MR. MUTHU UDAYAR PUGAZHENDHI AS AN INDEPENDENT DIRECTOR

To consider and if thought fit to pass with or without modification, if any, the following Resolution as Special Resolution.

RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr.Muthu Udayar Pugazhendhi (DIN : 01137623), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for reappointment and not liable to retire by rotation, be and is hereby reappointed as an Independent Director of the Company to hold Office for a term upto 31.08. 2019 from the date of passing of this resolution.

ITEM NO.4 :- TO CONSIDER THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit to pass with or without modifications, the following resolution as special resolution

RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules thereof the Articles of Association of the Company be and is hereby amended and altered in the manner specified below.

- a. The Existing Clause 3 of the Articles of Association be and is hereby deleted and Substituted with the following clause.
 3. "The Authorized share capital of the Company shall be specified in Capital Clause (v) of the Memorandum of Association. The share capital of the company may be increased, reduced, subdivided, consolidated or divided into such class of shares as may be allowed under the law for time being relating to companies with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by the Companies Act or any other legislation governing the Company."
- b. The existing Clause 65,66,67,68,69,70,71,72,133(3),139,155 of the Articles of Association be and is hereby deleted. And all the clauses of the Articles of Association be accordingly renumbered.

ITEM NO. 5 :- TO CONSIDER THE AUTHORISATION TO BOARD OF DIRECTORS TO BORROW MONEY

To Consider and if thought fit to pass with or without modification the following resolution as a special Resolution

RESOLVED THAT in supersession of the Resolution passed at the Extra Ordinary General Meeting of the Company held on 02.05.1990 and pursuant to the provisions of Section 180 (1) (C) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof, consent and approval of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time in one or more tranches, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's business bankers in the ordinary course of business) and remaining outstanding will exceed the aggregate of the paid up share capital and free reserves, provided that the amount upto which monies may be borrowed by the Board of Directors (apart from temporary loans obtained from the Company's bankers shall not exceed ₹ 100.00 Crores (Rupees One Hundred Crore Only).

ITEM NO. 6:- TO GIVE AUTHORISATION TO THE BOARD OF DIRECTORS TO MORTGAGE OR OTHERWISE DISPOSE OF OR TO CREATE CHARGE, OR HYPOTHECATE THE UNDERTAKINGS OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as a special resolution

RESOLVED THAT in supersession of the earlier resolutions and pursuant to the provisions of section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole of or substantially the whole of the undertakings of the Company at such time and on such terms and conditions as the Board may deem fit, in the best of interest of the Company.

RESOLVED FURTHER THAT the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets, and / or undertakings of the Company (both present and future) in certain events, to banks/financial institutions, other lending agencies.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions for creating the aforesaid mortgage and /or charge and to execute the documents and such other agreements and also to agree to any amendments

thereto from time to time as it think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.

ITEM NO. 7 TO CONSIDER THE CHANGE IN DESIGNATION AND PARTIAL CHANGE IN THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING HELD ON 08.09.2014 FOR THE APPOINTMENT OF MR.R.JAGADEESAN AS CHAIRMAN CUM MANAGING DIRECTOR

To consider and if thought fit to pass with or without modification the following resolution as special resolution

RESOLVED THAT pursuant to the provisions of sections 196,197,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the Change the Designation of Mr.R.Jagadeesan (DIN: 01153985) from Chairman Cum Managing Director to Managing Director of the Company till 31.03.2019.

FURTHER RESOLVED THAT in partial modification of the Resolution No.4 passed at the Annual General Meeting held on 08.09.2014, the terms of appointment of Mr.R.Jagadeesan, Managing Director be and is hereby amended by inserting thereto the following clause.

“Mr.R.Jagadeesan, Managing Director is liable to retire by rotation”

FURTHER RESOLVED THAT all the other terms and conditions of appointment of Mr.R.Jagadeesan, Managing Director remains unaltered.

Place : Salem

Date : 27.01.2015

By the Order of the Board
Sd/-
R.Jagadeesan
Chairman Cum Managing Director

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1:- TO AMEND THE MAIN OBJECT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company is presently engaged in Textile Business. The Company has certain non operating assets as land and Building which can be converted into profitable real estate activity. As this is not specifically covered under the main object clause of the Memorandum of Association of the Company, The Main object clause has to be amended with additional objects such as

- To purchase, sell, develop, maintain, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same any real or personal estate including lands, mines, business, buildings, factories, commercial property, complexes, theatres, multiplexes, hospitals, mill, houses, cottages, shops, depots, hotels, markets, godown, office, gardens, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of the company in consideration for a gross sum or rent or partly in or one way and party in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company. In order to elaborate and clarify the existing business of the Company and to enable the company to undertake this additional businesses as above, it is proposed to amend the main object clause of the Memorandum of Association of the Company.

The Board of the Directors at its meeting held on 27.01.2015 decided to alter the main object clause of the Memorandum of Association in order to elaborate the present business and to enable the company to carry out the above new line of business in addition to its existing textile business. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and administration) Rules, 2014; Approval of Members by way of special resolution under postal ballot is a prerequisite to amend the object clause of the Company and thus your approval is sought for the same.

THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION AFTER ITS AMENDMENT

1. To carry on the business of spinning and weaving mills in cotton, waste cotton, silk, artificial silk, staple fibre, rayon, wool, flax, hemp, jute and other fibrous substances.
2. To comb, prepare, spin and deal in cotton, waste cotton, wool, silk, artificial silk, staple fibre, rayon, flax, hemp, jute and other fibrous substances, to weave or otherwise manufacture cloth, silk, linen, mercerized yarn and other goods and

- fabrics, whether textiles, felted, netted or looped and sell any such goods manufactured whether in wholesale or in retail.
3. To carry on the business of buying and selling cotton yarn, cotton, waste cotton, silk, artificial silk, staple fibre, rayon, flax, hemp, jute, worsted and woolen merchants; of yarn merchants and buyers, sellers, dealers, commission agents, brokers, exporters and importers, whether in wholesale or retail of cotton, cotton yarn, waste cotton and cloth, linen, silk, artificial silk, staple fibre, mercerized yarn, yarn, flax, hemp, jute, wool and other fibrous substances.
 4. To purchase, sell, develop, maintain, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same any real or personal estate including lands, mines, business, buildings, factories, commercial property, complexes, theatres, multiplexes, hospitals, mill, houses, cottages, shops, depots, hotels, markets, godown, office, gardens, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of the company in consideration for a gross sum or rent or partly in or one way and party in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.

The Board recommends the resolution as set out in Item No.1 of the Notice is subject to the approval by share holders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in this special resolution as set out at Item No.1 of the Notice.

ITEM NO. 2:- REAPPOINTMENT OF MR.ASHOK PUKHRAJ SHAH AS INDEPENDENT DIRECTOR

Mr.Ashok Pukhraj Shah is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company on 08.06.2002. The qualification and expertise of Mr.Ashok Pukhraj Shah has been detailed in the annexure attached.

Under the Provisions of the Companies Act, 2013, An Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr.Ashok Pukhraj Shah being eligible and offering himself for reappointment, is proposed to be reappointed as an Independent Director for a term of upto 31.08.2019 from the date of passing of this resolution.

The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013, from a member along with a cheque for ₹ 1,00,000/- proposing the

candidature of Mr.Ashok Pukhraj Shah for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.Ashok Pukhraj Shah (i) Consent in writing to act as Director in Form Dir – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form Dir – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub – section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr.Ashok Pukhraj Shah fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his reappointment as an independent Director of the Company and is independent of the management. Copy of the draft letter for reappointment of Mr.Ashok Pukhraj Shah as an Independent Director would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr.Ashok Pukhraj Shah as an Independent Director. Accordingly, the Board recommends the resolution in relation to reappointment of Mr.Ashok Pukhraj Shah as an Independent Director for the approval of the Share Holders.

Except Mr.Ashok Pukhraj Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.2. This Explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchange.

ITEM NO. 3:- REAPPOINTMENT OF MR.MUTHU UDAYAR PUGAZHENDHI AS INDEPENDENT DIRECTOR

Mr.Muthu Udayar Pugazhendhi is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company on 08.06.2002. The qualification and expertise of Mr.Muthu Udayar Pugazhendhi has been detailed in the annexure attached.

Under the Provisions of the Companies Act, 2013, An Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr.Muthu Udayar Pugazhendhi being eligible and offering himself for reappointment, is proposed to be reappointed as an Independent Director for a term of upto 31.08.2019 from the date of passing of this resolution.

The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013, from a member along with a cheque for ₹ 1,00,000/- proposing the

candidature of Mr.Muthu Udayar Pugazhendhi for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.Muthu Udayar Pugazhendhi (i) Consent in writing to act as Director in Form Dir – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form Dir – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub – section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr.Muthu Udayar Pugazhendhi fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his reappointment as an independent Director of the Company and is independent of the management. Copy of the draft letter for reappointment of Mr.Muthu Udayar Pugazhendhi as an Independent Director would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr.Muthu Udayar Pugazhendhi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.Muthu Udayar Pugazhendhi as an Independent Director for the approval by the share holders of the Company.

Except Mr.Muthu Udayar Pugazhendhi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.2. This Explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchange.

ITEM NO. 4 :- TO CONSIDER THE ALTERATION OF ARTICLES OF ASSOCIATION

The Board of Directors at their meeting held on 27.01.2015 has recommended amendment of the Articles of Association of the Company by deleting the existing clause 3 and substituted with a new clause. Further the existing Clauses 65, 66, 67, 68, 69, 70, 71, 72, 133(3), 139 and 155, which are not consistent with the Companies Act, 2013 and Rules framed there under and recent business environment are recommended to be deleted. And all the clauses in the Articles of Association be accordingly renumbered.

The Resolution in item no.4 of the Notice is set out as special resolution for approval by the members in terms of section 14 of the Companies Act, 2013. The Board of Directors recommends the resolution for the approval of the Members.

A copy of the Articles of Association together with the proposed amendments will be available for inspection by the members during office hours on any working day.

None of the Directors or Key Managerial Personnel are interested in this resolution set out in Item No.4 of the Notice.

ITEM NO.5:- TO CONSIDER THE AUTHORISATION TO BOARD OF DIRECTORS TO BORROW MONEY AND ITEM NO.6:- TO CONSIDER THE AUTHORISATION TO BOARD TO MORTGAGE OR OTHERWISE DISPOSE OF OR TO CREATE CHARGE, OR HYPOTHECATE THE UNDERTAKINGS OF THE COMPANY

In terms of the ordinary resolution passed pursuant to section 293(1) d of the Companies Act, 1956 by the share holders at the Annual General Meeting held on 02.05.1990, the Board of Directors of the Company were authorised to borrow upto a sum of ₹ 100.00 Crores. In view of addition in business operations, such as Real estate activities and construction, it is considered desirable to increase the Board's borrowing powers from the existing limit of ₹ 15.00 Crores to ₹ 100.00 Crores. Accordingly the Company has proposed special Resolution in Item No.5 Pursuant to Section 180 (1) (C) of the Companies Act, 2013 to increase the borrowing limits of the Company.

This in turn would necessitate further creation of securities by suitable mortgages and/or charges on all or some of the movable and immovable properties of the Company, both present and future, in favour of the lenders.

Pursuant to Section 180 (1) (a) and 180 (1) (c) of the Companies Act, 2013, the Board is authorised to act in this regard only subject to the approval of members. Accordingly the Company has proposed these Special resolutions in Item No.5 and Item No.6 for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolutions set out in Item No.5 and 6.

ITEM NO. 7 TO CONSIDER THE CHANGE IN DESIGNATION AND PARTIAL CHANGE IN THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING HELD ON 08.09.2014 FOR THE APPOINTMENT OF MR.R.JAGADEESAN AS CHAIRMAN CUM MANAGING DIRECTOR

CHANGE IN DESIGNATION

Sri.R.Jagadeesan aged 65 years is a commerce graduate from Madras University. He has experience in the textile field for the past forty years. He has been appointed as Chairman Cum Managing Director by the Board of Directors w.e.f 01.04.2014 at the Meeting of the Board of Directors and further his appointment was approved by members at the Annual General Meeting held on 08.09.2014.

PARTIAL CHANGE IN THE ERSTWHILE RESOLUTION PASSED ON 08.09.2014

Sri.R.Jagadeesan was appointed as Chairman Cum Managing Director at Meeting of the Board of the Directors held on 01.04.2014 and further his appointment was ratified at the Members Meeting held on 08.09.2014. As per Section 203 (1) of the Companies Act, 2013, an individual

shall not be appointed or reappointed as Chairman as well as the Managing Director at the same time after the commencement of this act.

Hence it has been decided by the Board of Directors on 27.01.2015 to change the designation of Mr.R.Jagadeesan as Managing Director of the Company subject to the approval of Members by way of passing special resolution.

As per section 152 (6) of the Companies Act, 2013, two thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by rotation of Directors. Independent Directors are excluded from the total number of Directors for this purpose as they are not liable to retire by rotation and their tenure of office is fixed as term appointment.

At present there are Four Directors on the Board, out of the Four Directors, Two Directors are Independent Directors and are not liable to retire by rotation and are not to be counted for total Strength in calculating retirement of Directors by rotation. Out of remaining Two Directors, Mr.R.Jagadeesan, Managing Director is not liable to retirement by rotation and the remaining director who is liable to retirement by rotation is only one. The strength of non retiring directors on the Board shall not exceed one third of the total strength of Directors other than Independent Directors.

Accordingly in order to comply with the provisions of section 152 of the Companies Act, 2013 it is proposed to amend the terms of appointment of Mr.R.Jagadeesan as Managing Director so as make him liable to retire by rotation. Hence, the Board recommends this resolution for the share holder's approval.

None of the Directors except Mr.R.Jagadeesan and Mrs.Malathi Jagadeesan are interested in this Resolution as set out in Item No.6

Place : Salem

Date : 27.01.2015

By the Order of the Board
Sd/-
R.Jagadeesan
Chairman Cum Managing Director

APPOINTMENT OF DIRECTORS

A brief resume, nature of experience in specific functional areas and other directorship of committees in respect of reappointment of Directors are given in terms of clause 49 of the listing agreement.

NAME	MR.ASHOK PUKHRAJ SHAH	MR.MUTHU UDAYAR PUGAZHENDHI
DIRECTOR IDENTIFICATION NUMBER	01137579	01137623
DATE OF BIRTH	28/10/1962	25/06/1965
NATIONALITY	INDIAN	INDIAN
YEAR OF INDUCTION TO THE BOARD	08/06/2002	08/06/2002
QUALIFICATION	GRADUATE (B.COM.)	GRADUATE (B.E.)
EXPERTISE IN FUNCTIONAL AREAS	COTTON MERCHANT	TWENTY FIVE YEARS OF EXPERIENCE IN TEXTILE INDUSTRY
SHARE HOLDING	NIL	200
NAME OF THE OTHER COMPANIES IN WHICH HE IS HOLDING DIRECTORSHIP	NIL	NIL
CHARIMAN/MEMBER OF COMMITTEES AT OTHER COMPANIES IN WHICH HE IS DIRECTOR	NIL	NIL

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 30.01.2015 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 authorized representatives with proof of their authorization, as stated below

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **10.02.2015 at 10.00 A.M** and ends on **11.03.2015 at 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 **30.01.2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as 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 sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
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.
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. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Thambbi Modern Spinning Mills Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

THAMBBI MODERN SPINNING MILLS LIMITED

CIN: - L17111TZ1977PLC000776

Omalur Road, Jagir Ammapalayam, Salem – 636302

E Mail: - tmsml@gmail.com / Phone 0427 - 2345425

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 Notice of the Postal Ballot dated 27.01.2015 of the Company by sending my/our assent/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	To consider the Amendment of Main Object of the Memorandum of Association of the Company	Special Resolution		
2	To consider the Reappointment of Mr.Ashok Pukhraj Shah as Independent Director	Special Resolution		
3	To consider the Reappointment of Mr. Muthu Udayar Pugazhendhi as Independent Director	Special Resolution		
4	To consider the Alteration of Articles of Association of the Company	Special Resolution		
5	To Consider the Authorisation to Board of Directors to Borrow money	Special Resolution		
6	To Consider the authorisation to board to mortgage or otherwise dispose of or to create charge, or hypothecate the undertakings of the company	Special Resolution		
7	To consider the change in designation and a partial change in the Resolution passed at the Annual General Meeting held on 08.09.2014 for the appointment of Mr.R.Jagadeesan as Chairman Cum Managing Director	Special Resolution		

Place :

Date :

.....
Signature of the Member

.....
(E Mail ID 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: 11.03.2015 6.00 P.M
3. Please read the instructions printed overleaf carefully before exercising your vote.

(Please see overleaf for Instruction)

INSTRUCTIONS FOR VOTING THROUGH PHYSICAL 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, Mr.K N Subramanian, Proprietor, M/s.K.N.Subramanian & Co., Practicing Company Secretaries, No 3, Sundaram Bros Layout, Opp. All India Radio, Trichy Road, Ramanathapuram, Coimbatore - 641045 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 11.03.2015. 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 except 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

Encl :- Postage prepaid envelope

