

# THAMBBI MODERN SPINNING MILLS LIMITED

CIN: - L17111TZ1977PLC000776

Reg. Office: - Omalur Road, Jagir Ammapalayam, Salem – 636302

E Mail: - tmsml@gmail.com / Website: - www.thambbimodern.com / Phone 0427 – 2345425

01.09.2015

## 37<sup>TH</sup> AGM – VOTING RESULTS (AS PER CLAUSE 35A OF THE LISTING AGREEMENT)

Date of AGM	31 <sup>st</sup> August, 2015
Total number of shareholders on Cutoff date :	4655
No. of Shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"><li>• Promoters and Promoter Group</li><li>• Public</li></ul>	2 39
No. of Shareholders attended the meeting through video conferencing: <ul style="list-style-type: none"><li>• Promoters and Promoter Group</li><li>• Public</li></ul>	Not Arranged

### DETAILS OF THE AGENDA

Item No	Details of the Agenda	Type of resolution	Mode of Voting	Remarks
1	Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority
2	Re-appointment of M/s Malathi Jagadeesan	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority
3	Appointment of Auditors and fixing their remuneration	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority

Further the following details of E-Voting and Poll at AGM are given below:

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## ORDINARY RESOLUTION

### ITEM NO 1: CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENTS, REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$\frac{3}{[(2) / (1)] * 100}$	4	5	$6 \frac{[(4) / (2)] * 100}{(2)}$	$\frac{7}{[(5) / (2)] * 100}$
Promoter and Promoter Group	3996675	3500605	87.58	3500605	0	100.00	0
Public – Institutional holders	86888	0	0	0	0	0	0
Public - Others	1679207	3265	0.19	3265	0	100.00	0
Total	5762770	3503870	60.80	3503870	0	100.00	0

### ITEM NO. 2: RE-APPOINTMENT OF MRS.MALATHI JAGADEESAN, WHO RETIRES BY ROTATION, AS A DIRECTOR

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$\frac{3}{[(2) / (1)] * 100}$	4	5	$6 \frac{[(4) / (2)] * 100}{(2)}$	$\frac{7}{[(5) / (2)] * 100}$
Promoter and Promoter Group	3996675	0	0	0	0	0	0
Public – Institutional holders	86888	0	0	0	0	0	0
Public - Others	1679207	3265	0.19	3265	0	100.00	0
Total	5762770	3265	0.05	3265	0	100.00	0

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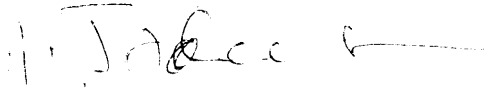
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## ITEM NO.3: APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			$\frac{3}{[(2) / (1)]} * 100$				$\frac{7}{[(5) / (2)]} * 100$
Promoter and Promoter Group	3996675	3500605	87.58	3500605	0	100.00	0
Public – Institutional holders	86888	0	0	0	0	0	0
Public - Others	1679207	3265	0.19	3265	0	100.00	0
Total	5762770	3503870	60.80	3503870	0	100.00	0

Yours Faithfully

For Thambbi Modern Spinning Mills Limited



Chairman of the Meeting

R.Jagadeesan

Din: 01153985

**SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

**[PURSUANT TO SECTION 108 OF THE COMPANIES ACT,2013 READ WITH RULE 20 OF THE  
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES,2014 AND COMPANIES  
(MANAGEMENT AND ADMINISTRATION) AMENDEMENTS RULES, 2015**

01.09.2015

To  
The Chairman  
37<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
M/s. Thambbi Modern Spinning Mills Limited (Cin: - L17111TZ1977PLC000776)  
Held on Monday, 31<sup>st</sup> August 2015 at 10.00 A.M at Unit II, Opp. TNEB Sub Station, Udayapatti  
By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014

Dear Sir,

I, K N Subramanian, Proprietor, K N Subramanian & Co., Company Secretaries having office at No.3, Sundaram Bros Layout, Trichy Road, Ramanathapuram, Coimbatore - 641045 have been appointed as a Scrutinizer of M/s.Thambbi Modern Spinning Mills Limited ("the company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amended Rules, 2015 on the below mentioned resolution(s), at the 37<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s Thambbi Modern Spinning Mills Limited, held on Monday, the 31<sup>st</sup> August 2015 at Unit II, Opp. TNEB Sub Station, Udayapatti By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 37<sup>th</sup> Annual General Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidate scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and Voting at the AGM by Poll.



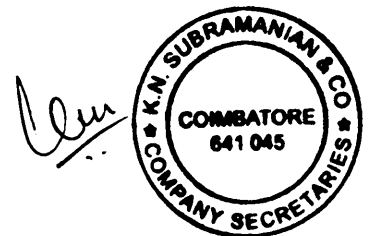
We submit report as under,

1. The e-voting period remained open from Friday, the 28<sup>th</sup> day of August, 2015 at 9.00 A.M and ends on Sunday, the 30<sup>th</sup> day of August, 2015 at 5.00 P.M.
2. The Shareholders holding shares as on the "Cut off" date i.e. 24<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions (Item No. 1,2,3 as set out on the notice of the 37<sup>th</sup> Annual General Meeting of Thambbi Modern Spinning Mills Limited)
3. The remote e-voting unblocked on 30<sup>th</sup> August, 2015 @ 10.30 A.M after conclusion of the Annual General Meeting in the presence of two witness Mr.R.Santhosh and Mr.M.Samraj who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Samraj . m*  
M. SAMRAJ  
CID NO.33, AVEIN NO.43  
KARUNANIDHI NAGAR  
BEHIND SUNGAM CHINTAMANI  
RAMAYATHAPURAM  
COIMBATORE - 641045

*R. Santhosh*  
R. Santhosh  
Kardakodu (vi)  
Kanneri MUKKU (POST)  
Kotayiri - 643217

4. The details containing inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Services Limited ([www.evotingindia.com](http://www.evotingindia.com)).
5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
7. The total number of Shareholders present in the meeting either in person or through proxy are Forty One.
8. The Consolidated results are as under:



**ORDINARY BUSINESS**

**ITEM NO.1:- TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015 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.**

“RESOLVED THAT the financial statements of the Company for the year ended 31<sup>st</sup> March, 2015 including audited balance sheet as at 31<sup>st</sup> March, 2015, statement of profit and loss, cash flow statement and consolidated financial statements for the year ended on that date, together with the Director’s report and the auditor’s report thereon as presented to the meeting, be and are hereby, approved and adopted”.

**I. VOTES CASTED IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	1	69	
POLL	12	3503801	
<b>TOTAL VOTING</b>	<b>13</b>	<b>3503870</b>	<b>100%</b>

**II. VOTES CASTED AGAINST THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	0	0	
POLL	0	0	
<b>TOTAL VOTING</b>	<b>0</b>	<b>0</b>	<b>0</b>

**III. INVALID/ABSTAIN VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	0	0	
POLL	0	0	
<b>TOTAL VOTING</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, ordinary resolution as Contained Item No.1 has been passed with the requisite majority.



**ITEM NO.2:- TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

**“RESOLVED THAT Ms.Malathi Jagadeesan (Din : 00153952), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the company.**

**I. VOTES CASTED IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	1	69	
POLL	12	3196	
<b>TOTAL VOTING</b>	<b>13</b>	<b>3265</b>	<b>0.093183%</b>

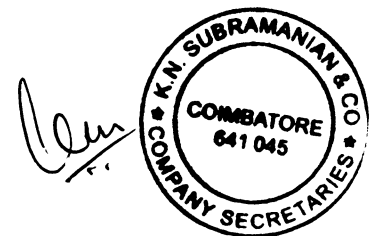
**II. VOTES CASTED AGAINST THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	0	0	
POLL	0	0	
<b>TOTAL VOTING</b>	<b>0</b>	<b>0</b>	<b>0</b>

**III. ABSTAIN VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	0	0	
POLL	2	3500605	
<b>TOTAL VOTING</b>	<b>0</b>	<b>3500605</b>	<b>99.9068%</b>

Based on the aforesaid results, ordinary resolution as contained Item No.2 has been passed with the requisite majority.



**ITEM NO.3:- TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

**I. VOTES CASTED IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	1	69	
POLL	12	3503801	
<b>TOTAL VOTING</b>	<b>13</b>	<b>3503870</b>	<b>100%</b>

**II. VOTES CASTED AGAINST THE RESOLUTION**


<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	0	0	
POLL	0	0	
<b>TOTAL VOTING</b>	<b>0</b>	<b>0</b>	<b>0</b>

**III. INVALID/ABSTAIN VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CASTED</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED</b>
E-VOTING	0	0	
POLL	0	0	
<b>TOTAL VOTING</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, ordinary resolution as contained Item No.3 has been passed with the requisite majority.

All the relevant records of electronic voting will remain in my safe custody until the chairman considers approved and signs the minutes of the 37<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the chairman / company secretary for safe keeping.

  
**K. N. SUBRAMANIAN**  
**COMPANY SECRETARY IN PRACTICE**  
**ACS 15218 / CP 11388**