

March 31, 2022

To

The Board of Directors

THAMBBI MODERN SPINNING MILLS LIMITED (“the Company”)

Omalur Road, Jagir Ammapalayam, Salem 636302.

**Sub: Declaration under section 149(6) of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015**

I, **ASHOK PUKHRAJ SHAH**, being an Independent Director of Thambbi Modern Spinning Mills Limited do hereby declare my Independence from the Company in terms of Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as under:


1. (i) I have not been a promoter of the Company or its holding, subsidiary or associate company;  
(ii) I am not related to promoters or directors in the Company, its holding, subsidiary or associate company;
2. I had no pecuniary relationship other than remuneration as such director or having transaction not exceeding ten per cent. of his total income with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
3. None of my relatives-
  - (i) is holding any security of or interest in the company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the Company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year
  - (ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors during the two immediately preceding financial years or during the current financial year
  - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company during the two immediately preceding financial years or during the current financial year
  - (iv) has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions
4. Neither myself nor any of my relatives—
  - (i) hold or has held the position of a key managerial personnel or is or has been employee of the Company or its subsidiary or associate company in any of the three financial years immediately preceding the current financial year;

- (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding financial years, of—
- (A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
  - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (iii) hold together with my relatives two per cent or more of the total voting power of the Company;
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its subsidiary or associate company or that holds two per cent. or more of the total voting power of the Company.
- (v) is a material supplier, service provider or customer or a lessor or lessee of the listed entity
5. who is not less than 21 years of age.

#### **Declaration**

I, **Ashok Pukhraj Shah**, in terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and that I am not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact my ability to discharge duties with objective independent judgements and without any external influence.

**Place: Salem**  
**Date: March 31 2022**

  
**Ashok Pukhraj Shah**  
**Independent Director**  
**DIN: 01137579**