

# Thambbi Modern Spinning Mills Limited



CIN : L17111TZ1977PLC000776

Date: September 11, 2023

To

Listing Department,  
BSE Limited,  
Phiroz Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Scrip Code: 514484

**Sub: Disclosure of voting results along with the Scrutinizer Report of the Postal Ballot by remote e-Voting process in accordance with the Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (the "Delisting Regulations")**

Dear Sir/Madam,

This is in furtherance to our letter dated August 8, 2023 regarding Notice of Postal Ballot ("Notice") dated August 2, 2023, issued to the Members of the Company, seeking their approval by way of Special Resolution through remote e-Voting process only with respect to the following resolution as set out in the Notice:

**Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited, where presently the Equity Shares of the Company are listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.**

We wish inform you that the remote e-voting commenced on Thursday, August 10, 2023 from 9.00 A.M. (IST) and ended on Friday, September 8, 2023 at 5.00 P.M. (IST).

In this regard, please find enclosed the following:

1. Voting Results as required under the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting Results as required under Regulation 11(4) of the SEBI (Delisting of Equity Shares) Regulations, 2021
3. Scrutinizer's Report on voting results dated September 11, 2023 submitted by R. Sridharan & Associates, Company Secretaries

Thanking you,

Yours Faithfully,

**For Thambbi Modern Spinning Mills Limited**

**M. Uma Maheshwari**  
**Company Secretary & Compliance Officer**

Encl: a/a

# Thambbi Modern Spinning Mills Limited

CIN : L17111TZ1977PLC000776



NAME OF THE COMPANY: **THAMBBI MODERN SPINNING MILLS LIMITED**

Postal Ballot Notice dated	August 2, 2023
E-Voting commencement date:	August 10, 2023
E-voting end date:	September 8, 2023
Total number of members as on August 4, 2023 (Cut-off date)	4221

## Particulars of Resolution passed

Resolution No.	Description/ Business	Type of Resolution	Mode of voting
1.	Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited, where presently the Equity Shares of the Company are listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.	Special Resolution	Remote E-Voting

# Thambbi Modern Spinning Mills Limited

CIN : L17111TZ1977PLC000776



THAMBBI MODERN SPINNING MILLS LIMITED								
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015								
Resolution No.1 (Including Promoter and Public)								
Resolution Required (Ordinary/Special):				Special Resolution				
Description of Resolution:				Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited, where presently the Equity Shares of the Company are listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	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)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8640590	7315240	84.6613	7315240	0	100	0
	Poll							
	Postal Ballot							
	Total		7315240	84.6613	7315240	0	100	0
Public-Institutions	E-Voting	14200	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2870750	1994763	69.4858	1729827	264936	86.7184	13.2816
	Poll							
	Postal Ballot							
	Total		1994763	69.4858	1729827	264936	86.7184	13.2816
	<b>Total</b>	11525540	9310003	80.7772	9045067	264936	97.1543	2.8457
<b>Whether resolution is passed or not? (Yes/No)</b>							YES	

Note: Accordingly, the above resolution is passed as Special Resolution with requisite majority.

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THAMBBI MODERN SPINNING MILLS LIMITED								
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Resolution No.1 (Excluding Promoter and Promoter group)								
Resolution Required (Ordinary/Special):				Special Resolution				
Description of Resolution:				Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited, where presently the Equity Shares of the Company are listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	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)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8640590	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	Total		8640590	0	0	0	0	0
Public-Institutions	E-Voting	14200	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	Total		14200	0	0	0	0	0
Public- Non Institutions	E-Voting	2870750	1994763	69.4858	1729827	264936	86.7184	13.2816
	Poll							
	Postal Ballot							
	Total		2870750	1994763	69.4858	1729827	264936	86.7184
	Total	11525540	1994763	17.3073	1729827	264936	86.7184	13.2816
Whether resolution is passed or not? (Yes/No)							YES	

Note: Accordingly, the above resolution is declared as passed with requisite majority in terms of Regulation 11(4) of the SEBI (Delisting of Equity Shares) Regulations, 2021.

For Thambbi Modern Spinning Mills Limited

M. Uma Maheshwari  
Company Secretary & Compliance Officer

Omalur Road, Jagir Ammapalayam, Salem-636 302. India © 0091 - 427 - 2345425  
e-mail : tmsml@gmail.com website : www.thambbimodern.com

11<sup>th</sup> September, 2023

**The Chairman**

**Thambbi Modern Spinning Mills Limited,**

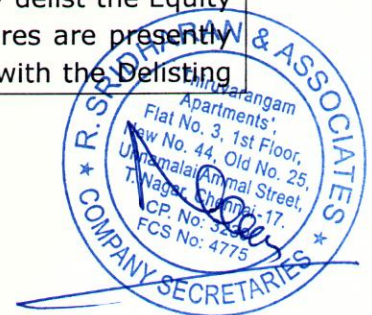
Omalar Road, Jagir Ammapalayam,  
 Salem- 636 302.

Dear Sir,

**Sub: Passing of Resolution through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **Thambbi Modern Spinning Mills Limited** on 2<sup>nd</sup> August, 2023, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process through remote e-voting in respect of the following resolution:

<b>Type and Description of the resolution</b>
<b>SPECIAL RESOLUTION</b>
<p><b>"RESOLVED THAT</b> pursuant to and in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021 ("Delisting Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreement entered with BSE Limited ("BSE") (hereinafter referred as "Stock Exchange") where the Equity Shares of the Company ("Equity Shares") are presently listed and subject to such approvals, permissions and sanctions, as may be required and necessary for the Company and for Mr. Ramasamy Udayar Jagadeesan ("<b>Promoter Acquirer</b>") along with other members of the Promoters and Promoter Group, of Thambbi Modern Spinning Mills Limited, ("the <b>Company</b>"), who have pursuant to Initial Public Announcement dated July 14, 2023 ("IPA") expressed their intention to acquire 28,84,950 equity shares representing 25.03% of paid-up capital of the Company that are presently held by the Public Shareholders of the Company and consequently make a voluntary delisting offer to, either individually, or together with one or more members of the promoter group ("<b>Promoter Group</b>") acquire all fully paid-up equity shares of Rs. 10/- each of the Company ("Equity Shares") that are held by the Company's public shareholders as defined under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time ("Delisting Regulations") ("Public Shareholders"); and consequently voluntarily delist the Equity Shares from the recognized stock exchange where the Equity Shares are presently listed i.e. BSE Limited ("BSE") ("Stock Exchange"), in accordance with the Delisting</p>





Company Secretaries the approval of the Board of Directors of the Company accorded in its meeting held on 2nd August, 2023 for the voluntary delisting of the Equity Shares of the Company from the Stock Exchange, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other such applicable provisions of laws, and receipt of the necessary approval from the Stock Exchange, and such other approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from the Stock Exchange pursuant to the proposed acquisition by the Promoter Acquirer, either by himself or along with any member of the Promoter Group of 28,84,950 Equity Shares listed on Stock Exchange and held by the Public Shareholders of the Company in accordance with the provisions of the Delisting Regulations ("**Delisting Proposal**");

**"RESOLVED FURTHER THAT** the Board of Directors of the Company ("**the Board**"), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking their in principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.";

**"RESOLVED FURTHER THAT** any one of the Directors of the Company, Chief Financial Officer and Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution."

**"RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."





WE REPORT that in compliance with framework issued by the Ministry of Corporate Affairs (MCA) through its circular No. 14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No.3/2022 dated 5<sup>th</sup> May, 2022 and General Circular No.11/2022 dated 28<sup>th</sup> December, 2022, the Company has sent Postal Ballot Notice dated 2<sup>nd</sup> August, 2023 in electronic form only to those Members who have registered their email address with the Depositories and Registrar and Share Transfer Agent.

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot through remote e-voting only, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for Postal Ballot through remote e-voting only is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the remote e-voting provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company.

We report that as stated in the notice sent to the members, the Company had fixed 8<sup>th</sup> September, 2023 as the last date for remote e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 09<sup>th</sup> August, 2023 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 09<sup>th</sup> August, 2023 informing about the despatch of the Postal Ballot Notice and other related matters mentioned therein. We have received remote e-voting from the members during the period **10<sup>th</sup> August, 2023 (9:00 a.m. IST) to 8<sup>th</sup> September, 2023 (5:00 p.m. IST)**.

The shareholders of the Company as on the "cut off" date i.e. Friday, 4<sup>th</sup> August, 2023 were entitled to vote as set out in the notice of the Postal Ballot.

All the votes exercised upto the closure of working hours (**5:00 p.m. IST**) on Friday, 08<sup>th</sup> September, 2023, the last date fixed by the Company for receipt of remote e-voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and electronic record containing the Shareholders Name, Address, Folio/Client ID Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.



**Company Secretaries**

We REPORT that out of **4221** Shareholders, we have received valid remote e-voting from 118 Shareholders and the details of remote e-voting results are given below:

Receipt of Postal Ballot remote e-voting	<b>10<sup>th</sup> August, 2023 (9:00 a.m. IST) to 08<sup>th</sup> September, 2023 (5:00 p.m. IST)</b>
Total No. of Shareholders	<b>4221</b>
Total No. of Shares	<b>11525540</b>

**Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited, where presently the Equity Shares of the Company are listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.**

**SPECIAL RESOLUTION****A) Details of voting in terms of Companies Act, 2013 (Including Promoter and Public):**

(i) Votes in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	% of total number of valid votes cast
<b>98</b>	<b>9045067</b>	<b>97.15</b>

(ii) Votes **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	% of total number of valid votes cast
<b>20</b>	<b>264936</b>	<b>2.85</b>

(iii) **Invalid** Votes:

Number of members voted in - remote e-voting	Number of votes cast (Shares) - remote e-voting
<b>NIL</b>	<b>NIL</b>





**RESULT:**

In accordance with the Companies Act, 2013, as the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**B) Details of voting in terms of Regulation 11(4) of the SEBI (Delisting of Equity Shares) Regulations, 2021 (Excluding Promoters):**

(i) Votes in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	% of total number of valid votes cast
96	1729827	86.72

(ii) Votes **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	% of total number of valid votes cast
20	264936	13.28

(iii) **Invalid** Votes:

Number of members voted in remote e- Voting	Number of votes cast (Shares) - remote e- Voting
NIL	NIL

In accordance with Regulation 11(4) of the SEBI (Delisting of Equity Shares) Regulations, 2021, as the number of votes cast in favour of the resolution by the Public Shareholders is more than two times the number of votes cast by the Public shareholders against it, we report that the Special Resolution as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.





We FURTHER REPORT that as per the notice of Postal Ballot dated 2<sup>nd</sup> August, 2023 approved by the Board of Directors on 2<sup>nd</sup> August, 2023, the results of the remote e-voting will be announced by the Chairman or any person authorised by him on or before Tuesday, 12<sup>th</sup> September, 2023. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website **i.e. www.thambbimodern.com**, the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com), and also communicated to BSE Limited ("BSE"), where the Company's equity shares are listed and be available on their website, i.e., [www.bseindia.com](http://www.bseindia.com).

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the Postal Ballot.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot remote e-voting.

Thanking You

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES**  
**COMPANY SECRETARIES**

  
**CS R SRIDHARAN**

**FCS No. 4775**

**C P No. 3239**

**PR No. 657/2020**

**UDIN: F004775E000984479**

Place: Chennai

