



THAMBBI MODERN SPINNING MILLS LIMITED

CIN: L17111TZ1977PLC000776

Regd. Office: Omalur Road, Jagir Ammapalayam, Salem - 636302

Phone No.: 0091- 427 - 2345425 Email: [tmsml@gmail.com](mailto:tmsml@gmail.com)

## POSTAL BALLOT NOTICE

**(Pursuant to section 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22(1) of the Companies (Management and Administration) Rules, 2014, as amended)**

Dear Shareholder(s),

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting the postal ballot through remote e-voting vide, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated 23 June 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standard - 2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions as appended below (the "Company") are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system. Further, the explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-voting facility only, to its Members to enable them to cast their votes electronically instead of submitting Postal Ballot forms physically.

**In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.**

The Postal Ballot Notice is being sent only by electronic mode to those shareholder(s) who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to



cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars. Members are requested to follow the procedure as stated under the instructions for casting of votes by remote e-voting which is enclosed.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as its agency for providing e-voting facility to its members. Only members holding shares as on 25<sup>th</sup> August 2023 (the "Cut Off Date") are entitled to vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights as on cut-off date should treat the Notice for information purpose only.

The e-voting commences on Wednesday, 30<sup>th</sup> August 2023 at 9.00 a.m. IST and ends on Thursday, 28<sup>th</sup> September 2023 at 5.00 p.m. IST (both days inclusive). Once the vote is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. R. Sridharan of R. Sridharan & Associates, Company Secretaries (Membership No FCS - 4775 / COP - 3239), as the scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot (conducted through remote e-voting), in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting through postal Ballot unblock the votes cast through e-voting and after completion of scrutiny of votes, the Scrutiniser will submit his report to the Chairman of the Company or any person authorised by him. The results of the voting conducted through Postal Ballot along with the Scrutiniser Report will be announced within two working days of the conclusion of e-voting. The results of the Postal Ballot will be displayed on the Company's website, i.e. [www.thambbimodern.com](http://www.thambbimodern.com), the website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com) and also shall be communicated to BSE Limited ("BSE") where the equity shares of the Company are listed and be made available on their respective website. The resolutions, if approved by the requisite majority, shall be deemed to be passed on Thursday, 28<sup>th</sup> September 2023 i.e., the last date specified for receipt of votes through the remote e-voting process.

#### **SPECIAL BUSINESS:**

#### **Item No.1: Appointment of Mr. Iyamperumal Kandasami (DIN: 10271149) as an Independent Director of the Company**

To consider and if deemed fit, to pass the following as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Iyamperumal Kandasami (DIN 10271149) who was appointed as an Additional Director with effect from 11<sup>th</sup> August, 2023 by the Board pursuant to Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director and who meets the criteria of independence as provided



under the Act and the Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of three (3) consecutive years from 11<sup>th</sup> August, 2023 till 10<sup>th</sup> August, 2026.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendments, modifications(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby also granted for the continuation of term of Mr. Iyamperumal Kandasami (DIN: 10271149), who will attain the age of 75 years, during the term of his appointment as an Independent Director.

**Item No. 2: Appointment of Mr. Ravindran Chandran (DIN: 03439804) as an Independent Director of the Company**

To consider and if deemed fit, to pass the following as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Ravindran Chandran (DIN: 03439804) who was appointed as an Additional Director with effect from 18<sup>th</sup> August, 2023 by the Board pursuant to Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director and who meets the criteria of independence as provided under the Act and the Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of three (3) consecutive years from 18<sup>th</sup> August, 2023 till 17<sup>th</sup> August, 2026.

By Order of the Board of Directors

**For Thambbi Modern Spinning Mills Limited**

Sd/-

**M. Uma Maheshwari**  
Company Secretary

Date: 18<sup>th</sup> August 2023

Place: Salem

Regd. Office : Omalur Road, Jagir Ammapalayam, Salem - 636302



## Notes

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto.

2. The Notice is being sent only in electronic form to all the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners, as received from National Securities Depositories Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 25<sup>th</sup> August, 2023.

3. In compliance with the provisions of Section 108 and Section 110 of the Companies Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically.

The detailed procedure with respect to remote e-voting is mentioned in this Notice.

4. The remote e-voting shall commence on Wednesday, 30<sup>th</sup> August 2023 at 9.00 a.m. IST and ends on Thursday, 28<sup>th</sup> September 2023 at 5.00 p.m. IST. During this period, Members of the Company holding shares in physical or electronic form as on 25<sup>th</sup> August, 2023 (“**Cut-Off Date**”), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

5. This Notice has been placed on the Company’s website at [www.thambbimodern.com](http://www.thambbimodern.com) and CDSL e-voting website: [www.evotingindia.com](http://www.evotingindia.com) and will also be available on the website of Stock Exchange i.e., [www.bseindia.com](http://www.bseindia.com).

6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the said Cut-Off Date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will be entitled to cast their votes by e-voting.

7. The Company has appointed Mr. R. Sridharan of R. Sridharan & Associates, Company Secretaries (Membership No FCS - 4775 /COP - 3239) as scrutinizer (“**Scrutinizer**”) for conducting the postal ballot (through remote e-voting process) in a fair and transparent manner.

The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through remote e-Voting and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-Voting by Postal Ballot will be announced within two working days of the conclusion of the e-Voting.

8. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.thambbimodern.com](http://www.thambbimodern.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared, and the same shall be communicated to the BSE Limited, where the Equity Shares of the Company are listed.



9. The Resolution, if passed by the requisite majority through postal ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Thursday, 28<sup>th</sup> September 2023.

10. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection electronically on all working days, except Saturdays, Sundays and public holidays till Thursday, 28<sup>th</sup> September 2023. Members seeking to inspect can send an e-mail to Company at [tmsml@ymail.com](mailto:tmsml@ymail.com).

#### **The Instructions of Shareholders for Remote E-Voting:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, 30<sup>th</sup> August 2023 at 9.00 a.m. IST and ends on Thursday, 28<sup>th</sup> September, 2023 at 5.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 25<sup>th</sup> August, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal</li> </ol>



	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (viii) Click on the EVSN - 230824010 of Thambbi Modern Spinning Mills Limited.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with



a copy marked to [tmsml@ymail.com](mailto:tmsml@ymail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@cameoindia.com](mailto:investor@cameoindia.com).
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102,110 OF THE COMPANIES ACT, 2013 AND REGULATION 17 (11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

**Item No. 1: Appointment of Mr. Iyamperumal Kandasami (DIN: 10271149) as an Independent Director of the Company**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on August 11, 2023, based on the recommendation of the Nomination and Remuneration Committee, considered and appointed Mr. Iyamperumal Kandasami as an Additional Director in the capacity of Independent Director of the Company for a term of three (3) consecutive years with effect from August 11, 2023 to August 10, 2026 (both days inclusive), not liable to retire by rotation, subject to the approval of the shareholders through special resolution.

Further, approval of the Members is sought pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015, for the continuation of his tenure as an Independent director, who attains the age of 75 years during his tenure, considering his wide experience and knowledge in legal profession and his leadership skills, which shall help the company in its activities that are planned ahead.

The Company is in receipt of the necessary disclosures and declarations as required under the Companies Act, 2013 and the SEBI Listing Regulations from Mr. Iyamperumal Kandasami and in the opinion of the Board, Mr. Iyamperumal Kandasami satisfies the



criteria prescribed in the Act and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for appointment as an Independent Director of the Company and that he is independent of the Management.

The Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing Mr. Iyamperumal Kandasami's candidature for the office of Director.

A brief profile along with the information under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided in the annexure.

Based on his skills, competence and expertise, the Board considers that the appointment of Mr. Iyamperumal Kandasami would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

#### **Memorandum of Interest**

Except Mr. Iyamperumal Kandasami being an appointee, none of the other Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No.1 of the Notice.

The Board recommends the special resolution set forth in Item No.1 for the approval of the members.

#### **Item No. 2: Appointment of Mr. Ravindran Chandran (DIN: 03439804) as an Independent Director of the Company**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on August 18, 2023, based on the recommendation of the Nomination & Remuneration Committee, considered and appointed Mr. Ravindran Chandran as an Additional Director in the capacity of Independent Director of the Company for a term of three (3) consecutive years with effect from August 18, 2023 to August 17, 2026 (both days inclusive), not liable to retire by rotation, subject to the approval of the shareholders through special resolution.

The Company is in receipt of the necessary disclosures and declarations as required under the Companies Act, 2013 and the SEBI Listing Regulations from Mr. Ravindran Chandran and in the opinion of the Board, Mr. Ravindran Chandran satisfies the criteria prescribed in the Act and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for appointment as an Independent Director of the Company and that he is independent of the Management.

The Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing Mr. Ravindran Chandran's candidature for the office of Director.

A brief profile along with the information under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided in the annexure.



Based on his skills, competence and expertise, the Board considers that the appointment of Mr. Ravindran Chandran would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

#### **Memorandum of Interest**

Except Mr. Ravindran Chandran being an appointee, none of the other Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No.2 of the Notice.

The Board recommends the special resolution set forth in Item No.2 for the approval of the members.

#### **For Thambbi Modern Spinning Mills Limited**

Sd/-

**M. Uma Maheshwari**

**Company Secretary**

Date: 18<sup>th</sup> August 2023

Place: Salem

Regd. Office : Omalur Road, Jagir Ammapalayam, Salem - 636302

#### **ANNEXURE**

*Additional information on directors recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.*

<b>Name of Director</b>	<b>Mr. Iyamperumal Kandasami</b>	<b>Mr. Ravindran Chandran</b>
DIN	10271149	03439804
Brief Profile and experience	Mr. Iyamperumal Kandasami is enrolled as an advocate and has more than 25 years of service. He has served as Salem Additional Public Prosecutor in Additional District Judge No. II, Salem, for a period of 5 years. He holds a Bachelor degree in Law from Salem Law College and Masters in Arts from Madurai University.	Mr. Ravindran Chandran is an incisive professional with over two decades of experience in Costing & Financial Accounting, Financial Advisory & Business Consulting. Deft at evaluating the client's financial & business modeling & strategic planning, Mergers & Acquisitions and Valuations of a Company with macro economic conditions and Industry outlook. He is well versed with the prevalent economic / financial reforms in financial market with excellent communication, relationship management and analytical skills.
Date of Birth	01.06.1949	03.02.1972



Date of Appointment (Initial)	11.08.2023	18.08.2023
Qualification	M.A. (History) from Madurai University and B.L. from Salem Law College	Masters in Business Administration from Alagappa University, Karaikudi
Terms and Conditions of Appointment	Independent Director, not liable to retire by rotation, to hold office for a period of three consecutive years, with effect from 11 <sup>th</sup> August, 2023 up to 10 <sup>th</sup> August, 2026.	Independent Director, not liable to retire by rotation, to hold office for a period of three consecutive years, with effect from 18 <sup>th</sup> August, 2023 up to 17 <sup>th</sup> August, 2026.
Remuneration proposed to be paid	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law
Nature of expertise in specific functional areas	Legal	Business Strategy, Finance
Disclosure of relationships between directors inter-se	Nil	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil
Shareholding of directors in the listed entity, including shareholding as a beneficial owner	Nil	354 equity shares