



## 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, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated 23 June 2021 and General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") 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 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolution appended below for Voluntary Delisting of Equity shares of Thambbi Modern Spinning Mills Limited (the "**Company**") is 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 4<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 Thursday, 10<sup>th</sup> August 2023 at 9.00 a.m. IST and ends on Friday, 8<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 on or before Tuesday, 12<sup>th</sup> September 2023. 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 resolution, if approved by the requisite majority prescribed under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, shall be deemed to be passed on Friday, 8<sup>th</sup> September, 2023 i.e., the last date specified for receipt of votes through the remote e-voting process.



## **SPECIAL BUSINESS:**

### **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:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** 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 (“**Promoter Acquirer**”) along with other members of the Promoters and Promoter Group, of Thambbi Modern Spinning Mills Limited, (“**the Company**”), 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 (“**Promoter Group**”) 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 Regulations; and the approval of the Board of Directors of the Company accorded in its meeting held on 2<sup>nd</sup> 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.”

By Order of the Board of Directors

**For Thambbi Modern Spinning Mills Limited**

Sd/-

**M. Uma Maheshwari**  
Company Secretary

Date: 2<sup>nd</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 Resolution setting out the material facts concerning the said item 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, 4<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 Thursday, 10<sup>th</sup> August 2023 at 9.00 a.m. IST and ends on Friday, 8<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 4<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 i.e. on or before Tuesday, 12<sup>th</sup> September 2023.

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. Friday, 8<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 8<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 Thursday, 10<sup>th</sup> August 2023 at 9.00 AM and ends on Friday, 8<sup>th</sup> September 2023 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 4<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 abovesaid 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 cdsi 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</li></ol>



	<p>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.</p> <ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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 evoting 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 NSDL Depository</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 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login</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</p>



through their <b>Depository Participants (DP)</b>	website for casting your vote during the remote e-Voting period.
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**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 CDSL	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 NSDL	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 - 230807007 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 delink 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

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**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:**

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited hereinafter referred as “Stock Exchange”**

1. As on date of this Postal Ballot Notice, the Equity Shares of Thambbi Modern Spinning Mills Limited (“Company”), are listed on the BSE Limited (“BSE”) (hereinafter referred as “Stock Exchange”).
2. On July 14, 2023, the Board of Directors of the Company have received an Initial Public Announcement dated July 14, 2023 (“IPA”) made by Saffron Capital Advisors Private Limited (“Manager”), Manager to the Offer, made on behalf of Mr. Ramasamy Udayar Jagadeesan (“Promoter Acquirer”) wherein the Promoter Acquirer has expressed his intention to make a voluntary delisting offer to, either individually, or together with one or more members of the promoter group (“Promoter Group”) to 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, in accordance with the Delisting Regulations (the “Delisting Proposal”).
3. As on the date of the Initial Public Announcement, the Company has 1,15,25,540 (One Crore Fifteen Lakhs Twenty Five Thousand Five Hundred and Forty) fully paid up Equity Shares out of which 71,05,290 (Seventy One Lakhs Five Thousand Two Hundred and Ninety) Equity Shares are held by Promoter Acquirer and the aggregate shareholding of the Promoter and Promoter Group is 86,40,590 (Eighty Six Lakhs Forty Thousand Five Hundred and Ninety) aggregating to 74.97% of the paid up Equity Share capital of the Company.



4. As per the Initial Public Announcement, the rationale for the Delisting Proposal is as follows:
  - a. The main objective of the Delisting Proposal is to obtain full ownership of the Company by the Promoter & Promoter Group which will in turn provide increased financial flexibility to support the Company's business and financial needs, including but not limited to exploring new financing structures including financial support from the Promoter Group;
  - b. The Delisting Proposal will help in cost savings and allow the management to dedicate more time and focus on the Company's business as reduction in time and requirement of resources dedicated to listing compliances; and;
  - c. The Delisting Proposal will provide the Public Shareholders an opportunity to realize immediate and certain value for their Equity Shares at a time of elevated market volatility.
  
5. The acquisition by the Promoter Acquirer either individually /collectively together with other members of the Promoter group ,as the case may be of all Equity Shares held by the Public Shareholders shall be conditional upon the following:
  - (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable laws wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it;
  - (ii) the Promoter Acquirer accepting the Discovered Price or providing a counter - offer, in accordance with the Delisting Regulations;
  - (iii) the number of Equity Shares validly tendered in the Delisting Proposal is sufficient enough to result in the Delisting Proposal being successful as per the Delisting Regulations;
  - (iv) the Promoter Acquirer/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchange, as may be required under applicable laws including the Delisting Regulations;
  - (v) receipt of the approvals of relevant third parties, including any lenders, as may be applicable; and
  - (vi) such other terms and conditions as may be set out in the public announcement or the letter of offer to be dispatched to Public Shareholders in accordance with delisting regulations
  
6. R. Sridharan & Associates, Peer Review Company Secretary firm ("**Peer Review Company Secretary**") was appointed by Board to carry out due diligence in accordance with the Regulation 10(2) and other applicable provisions of the Delisting Regulations. Further, the Board, in its meeting held on 2<sup>nd</sup> August, 2023, took on record the due diligence report dated 2<sup>nd</sup> August, 2023 ("**Report**") and Share Capital Audit Report dated 2<sup>nd</sup> August, 2023 pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the Delisting Regulations submitted by the Peer Review Company Secretary. Based on the information available with the



- Company and after taking on record the Report, the Board, in accordance with Regulation 10(4) of the Delisting Regulations, certified that:
- i. The Company is in compliance with the applicable provisions of securities laws;
  - ii. Promoter Acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report including compliance with Regulation 4(5) of the Delisting Regulations; and
  - iii. The Delisting Proposal is in the interest of the shareholders of the Company.
7. Thereafter, the Board approved the Delisting Proposal in terms of Regulation 10 of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable law wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals.
8. In this regard the Board noted and took on record at its meeting held on 2<sup>nd</sup> August, 2023, letter received from the Promoter Acquirer dated 2<sup>nd</sup> August, 2023 for the floor price. Promoter Acquirer has submitted a copy of the certificate provided by Mr. M Rajapandian (Registration No. IBBI/RV/05/2019/10983), Registered Valuer, which set out the floor price of the Delisting Proposal ("**Floor Price**") to be Rs. 16.18/- (Rupees Sixteen and Eighteen paise only) per Equity Share, determined in accordance with Regulation 20(2) of Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. Further, the "Reference Date" with respect to the proposed delisting is 2<sup>nd</sup> August, 2023 i.e. the date of Board Meeting in which the proposal for delisting was considered. Further, the Promoter Acquirer in its letter dated 2<sup>nd</sup> August, 2023 has stated that in its opinion, a price of Rs. 20/- (Rupees Twenty only) per Equity Share ("**Indicative Offer Price**") would be a fair price at which the Promoter Acquirer/ Promoter Group would be willing to accept the Equity Shares in the Delisting Proposal. The Indicative Offer Price was duly noted and taken on record by the Board.
9. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building ("**RBB**") process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares of the Company and, in such a case, the Promoter Group shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
10. The discovered price will be determined through the reverse book building process specified in Schedule II of the Delisting Regulations, after fixation of the 'floor price' which will be determined in terms of Regulation 20(2) of the Delisting Regulations read



with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).

11. In terms of the Delisting Regulations, the discovered price will be determined as the price at which shares are accepted through eligible bids, that takes the shareholding of the members of the Promoter Group (along with persons acting in concert) to 90% of the total issued equity shares excluding the shares which are held by following:
  - a. shares held by custodian(s) against which depository receipts have been issued overseas;
  - b. shares held by a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
  - c. shares held by inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of sub-regulation (4) of regulation 39 read with Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
12. The exit offer price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations (“Discovered Price”). The Floor Price is not a ceiling for the purpose of the reverse book building process and the Public Shareholders may offer their respective Equity Shares at any price higher than the Floor Price. The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the reverse book building process will take the shareholding of the Promoter Group to 90% of the issued Equity Shares. Further it is pertinent to note that the SEBI (Delisting of Equity Shares) Regulations, 2021 recognize the concept of ‘indicative price’, which is the price offered by the acquirer to the public shareholders, which is higher than the floor price, the Promoter acquirer is bound to complete the delisting offer at the indicative price, even if the discovered price as per the reverse book building process is lower than the indicative price.
13. However, the Promoter Acquirer has the sole discretion to accept or reject the Discovered Price, or provide a counter offer to the Public Shareholders in accordance with the provisions of Regulation 22 of Delisting Regulations. The Acquirer shall be bound to accept the equity shares tendered or offered in the Delisting offer, if the discovered price determined through reverse book building process is equal to the floor price or the indicative price.
14. In terms of regulation 11(2) of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules made thereunder. In addition, as per regulation 11(4) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by Public Shareholders against it.
15. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchange and other applicable statutory



approval as may be deemed necessary from time to time, a detailed public announcement (“DPA”) of the Delisting Proposal will be made by the Promoter Acquirer in accordance with Regulation 15 of the Delisting Regulations followed by dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.

16. The approval of the members is sought for the aforesaid special resolution to make the Delisting Proposal to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a special resolution.

17. The present Promoter and Promoter Group of the Company are concerned and interested in the above mentioned resolution, Mr. Ramasamy Udayar Jagadeesan and Ms. Malathi Jagadeesan, directors of the company are also concerned and interested in this resolution. Except as mentioned herein above, none of other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding interest, if any, in the Company.

By Order of the Board of Directors

For Thambbi Modern Spinning Mills Limited

Sd/-

M. Uma Maheshwari  
Company Secretary

Date: 2<sup>nd</sup> August 2023

Place: Salem

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