



**Date: September 30, 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”)**

Dear Sir/Madam,

This is in furtherance to our letter dated August 28, 2023 regarding Notice of Postal Ballot (“Notice”) dated August 18, 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 resolutions as set out in the Notice:

- 1. Appointment of Mr. Iyamperumal Kandasami (DIN: 10271149) as an Independent Director of the Company**
- 2. Appointment of Mr. Ravindran Chandran (DIN: 03439804) as an Independent Director of the Company**

We wish inform you that the remote e-voting commenced on Wednesday, August 30, 2023 from 9.00 A.M. (IST) and ended on Thursday, September 28, 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. Scrutinizer's Report on voting results dated September 29, 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



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

Postal Ballot Notice dated	August 18, 2023
E-Voting commencement date:	August 30, 2023
E-voting end date:	September 28, 2023
Total number of members as on August 25, 2023 (Cut-off date)	4213

**Particulars of Resolution passed**

Resolution No.	Description/ Business	Type of Resolution	Mode of voting
1.	Appointment of Mr. Iyamperumal Kandasami (DIN: 10271149) as an Independent Director of the Company	Special Resolution	Remote E-Voting
2.	Appointment of Mr. Ravindran Chandran (DIN: 03439804) as an Independent Director of the Company	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								
Resolution Required (Ordinary/ Special):				Special Resolution				
Description of Resolution:				Appointment of Mr. Iyamperumal Kandasami (DIN: 10271149) as an Independent Director of the Company				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
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		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		7315240	84.6613	7315240	0	100	0
Public-Institutions	E-Voting	14200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	2870750	967660	33.7076	967553	107	99.9889	0.0111
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		967660	33.7076	967553	107	99.9889	0.0111
<b>Total</b>		11525540	8282900	71.8656	8282793	107	99.9987	0.0013
<b>Whether resolution is passed or not? (Yes/No)</b>								YES

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

# 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.2								
Resolution Required (Ordinary/Special):				Special Resolution				
Description of Resolution:				Appointment of Mr. Ravindran Chandran (DIN: 03439804) as an Independent Director of the Company				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
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		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		7315240	84.6613	7315240	0	100	0
Public-Institutions	E-Voting	14200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	2870750	967660	33.7076	967553	107	99.9889	0.0111
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		967660	33.7076	967553	107	99.9889	0.0111
<b>Total</b>		11525540	8282900	71.8656	8282793	107	99.9987	0.0013
<b>Whether resolution is passed or not? (Yes/No)</b>								YES

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

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

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

**The Chairman**

**Thambbi Modern Spinning Mills Limited,**

Omalar Road, Jagir Ammapalayam,  
 Salem- 636 302.

Dear Sir,

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

Pursuant to the resolution passed by the Board of Directors of **Thambbi Modern Spinning Mills Limited** on 18<sup>th</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 resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
<p><b>Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013</b></p>	<p style="text-align: center;"><b>SPECIAL RESOLUTION</b></p> <p><b>RESOLVED THAT</b> 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.</p>



	<p><b>RESOLVED FURTHER THAT</b> 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.</p>
<p><b>Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013</b></p>	<p style="text-align: center;"><b>SPECIAL RESOLUTION</b></p> <p><b>RESOLVED THAT</b> 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.</p>

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 18<sup>th</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.

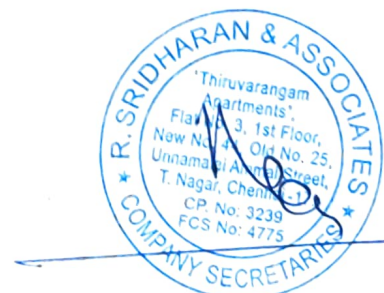
We report that as stated in the notice sent to the members, the Company had fixed 28<sup>th</sup> September, 2023 as the last date for remote e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**TRINITY MIRROR**" in 'English' on 29<sup>th</sup> August, 2023 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 29<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 from **30<sup>th</sup> August, 2023 (9:00 a.m. IST) to 28<sup>th</sup> September, 2023 (5:00 p.m. IST)**.

The shareholders of the Company as on the "cut off" date i.e. Friday, 25<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 Thursday, 28<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.

We REPORT that out of **4213** Shareholders, we have received valid remote e-voting from 90 Shareholders and the details of remote e-voting results are given below:





Receipt of Postal Ballot remote e-voting	<b>30<sup>th</sup> August, 2023 (9:00 a.m. IST) to 28<sup>th</sup> September, 2023 (5:00 p.m. IST)</b>
Total No. of Shareholders	<b>4213</b>
Total No. of Shares	<b>11525540</b>

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

**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>86</b>	<b>8282793</b>	<b>99.999</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>4</b>	<b>107</b>	<b>0.001</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.**





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

**SPECIAL RESOLUTION**

(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
86	8282793	99.999

(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
4	107	0.001

(iii) **Invalid** Votes:

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

**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.





We FURTHER REPORT that as per the notice of Postal Ballot dated 18<sup>th</sup> August, 2023 approved by the Board of Directors on 18<sup>th</sup> August, 2023, the results of the remote e-voting will be announced by the Chairman or any person authorised by him within two working days of the conclusion of remote e-voting. 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: F004775E001121541**



Place: Chennai