



**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]*

The Chairman  
M/s. Thanjavur Spinning Mill Limited  
Rajapalayam Mills premises  
P.A.C Ramasamy Raja Salai,  
Rajapalayam-626 117.

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 54<sup>th</sup> Annual General meeting (AGM) held on 10<sup>th</sup> August 2016 - submission of Scrutinizer's report

1. I, R. Palaniappan, Prop, M/s. N.A. Jayaraman & Co., Chartered Accountants, 9, Cedar Wood, No.11, 4<sup>th</sup> Main Road, Raja Annamalaipuram, Chennai – 600028, have been appointed as Scrutinizer by the Board of Directors of Thanjavur Spinning Mill Limited, ("the Company") for the purpose of scrutinizing the e-Voting process and the continuation of the ballot process at the AGM and ascertaining the requisite majority on voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 7 resolutions contained in the notice convening the 54<sup>th</sup> AGM of the members of the Company, held at 11.30 AM on Wednesday, the 10<sup>th</sup> August 2016 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam- 626108.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and the continuation of the ballot process at the AGM on the resolutions contained in the notice to the AGM of the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinize the remote e-Voting process in a fair and transparent manner and make a consolidated scrutinizer's report of the total votes cast in favour or against.
3. The Chairman announced that the ballot process be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked them. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.





4. On the completion of the voting through ballot process:
  - 4.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.
  - 4.2. I also unblocked the votes cast through remote e-Voting in the presence of two witnesses not in the employment of the Company.
  - 4.3. I scrutinized the votes cast through remote e-Voting and in the ballot process and validated the same with the list of eligible members and their holding as on the cut-off date.
  - 4.4. I have also verified and confirm that no member who had exercised their vote through remote e-Voting facility, participated in the ballot process at the AGM.
5. I have recorded the particulars of the votes cast through remote e-Voting and ballot process in a separate register maintained in electronic form.
6. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

Resolution No	Brief Text of Resolution	Category
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2016.	Ordinary Resolution
2	Appointment of Shri K.T Ramachandran as Director, who retires by rotation	Ordinary Resolution
3	Appointment of Shri S. Kanthimathinathan as Director, who retires by rotation.	Ordinary Resolution
4	Ratification of appointment of Shri R. Palaniappan, Prop., M/s. N.A. Jayaraman & Co., Chartered Accountants, as Auditors.	Ordinary Resolution
5	Appointment of Shri P.A.S. Krishnama Raja as an Independent Director.	Ordinary Resolution
6	Appointment of Shri P.J.Ramkumar Rajha as an Independent Director.	Ordinary Resolution
7	To Consider erosion of more than 50% of peak net worth of the Company .	Ordinary Resolution





7. The consolidated results of the voting through remote e-Voting and the ballot process at the AGM venue are as under:

R. No	Nature of Resolution	Subject matter in brief	Total valid votes	Assent (For)		Dissent (Against)	
				Number of Votes	Percentage	Number of Votes	Percentage
1	Ordinary Resolution	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2016	18,78,336	18,78,336	100.00%	0	0.00%
2	Ordinary Resolution	Appointment of Shri K.T. Ramachandran as Director, who retires by rotation	18,78,336	18,78,336	100.00%	0	0.00%
3	Ordinary Resolution	Appointment of Shri S. Kanthimathinathan as Director, who retires by rotation	18,78,336	18,78,336	100.00%	0	0.00%
4	Ordinary Resolution	Ratification of appointment of Shri R. Palaniappan, Prof M/s. N.A. Jayaraman & Co., Chartered Accountants, as Auditors	18,78,336	18,78,336	100.00%	0	0.00%
5	Ordinary Resolution	Appointment of Shri. P.A.S Krishnama Raja, as an Independent Director	18,78,336	18,78,336	100.00%	0	0.00%
6	Ordinary Resolution	Appointment of Sri P.J. RamKumar Raja, as an Independent Director.	18,78,336	18,78,336	100.00%	0	0.00%
7	Ordinary Resolution	To Consider Erosion of more Than 50% of peak Net worth of the Company.	18,78,336	18,78,336	100.00%	0	0.00%

8. All the seven (7) ordinary resolutions have been passed with the requisite majority on the date of the AGM, namely 10<sup>th</sup> August, 2016.

Yours faithfully,

**For N.A. JAYARAMAN & CO.,**  
Chartered Accountants  
FRN :- 001310S

*R. Palaniappan*

(R. PALANIAPPAN)  
Proprietor.  
M.No.205112

Rajapalayam  
10<sup>th</sup> August, 2016



**COUNTER SIGNED BY:**

**For THANJAVUR SPINNING MILL LIMITED**

*(P.R. Ramasubrahmaneya Rajha)*  
(P.R. RAMASUBRAHMANEYA RAJHA)  
CHAIRMAN.