



TMS/BSE/23/2020-21

29th August, 2020

To,

The Corporate Relations Department
BSE Limited,
PJ Towers, 1st Floor,
Dalal Street,
Mumbai — 400 001

Dear Sir/Madam,

Ref: Scrip Code: 514484

Subject :- Intimating results of remote E-voting & Scrutinizer's Report pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

The 42nd Annual General Meeting of the Company held on Friday, 28th Day of August, 2020 at 10.00 am through Video Conference.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and any amendments thereto and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company had provided members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means.

The shareholders holding shares as on the cut—off date 21st August, 2020 were entitled for voting on the following resolutions:

Resolution 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2020 together with the notes annexed thereto and the Reports of the Board of Directors and the Auditors thereon.

Resolution 2:

To appoint Ms. Malathi Jagadeesan, Non-Executive Director (DIN NO.01153985) who retires by rotation and being eligible offers herself for re-appointment.



Resolution 3:

Reappointment of Mr. Ashok Pukhraj Shah (DIN:01137579) as Independent Director

Resolution 4:

Reappointment of Mr. Muthu Udayar Pugazhendhi (DIN: 01137623) as Independent Director

E—Voting was held from Tuesday, August 25, 2020 (10:00 am) and ends on Thursday, August 27, 2020 (5:00pm).

The Company had appointed, Mr. R Thamizhvanan, Practicing Company Secretary (Membership No. ACS 11151, CP No.3721) as Scrutinizer for conducting the E-voting in fair & Transparent manner. The Scrutinizer has submitted his reports dated 28th August, 2020 to the Company.

The result of Postal ballot (including E-voting) in prescribed format in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Scrutinizer report are enclosed herewith.

The voting results along with Scrutinizer's report is enclosed and is also available in the website at the Company www.thambbimodern.com

Request you to take the same on record.

For THAMBBI MODERN SPINNING MILLS LIMITED

A handwritten signature in blue ink, appearing to read 'R. Jagadeesan'.

**R.JAGADEESAN
MANAGING DIRECTOR
DIN: 01153985**

Encl:

- 1) Voting results in the prescribed format as applicable under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015
- 2) Report of Scrutinizer dated 28th August, 2020 section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto.



Voting results of 42nd Annual General Meeting of M/s. THAMBBI MODERN SPINNING MILLS LIMITED held on 28th August, 2020

Date of AGM:	28th August, 2020
Total number of members as on 21 st August, 2020 (Record/Cut-off date):	4633
Number of members who participated through video conferencing:	
Promoter and Promoter Group:	Nil
Public:	Nil
Number of members who participated in person:	
Promoter and Promoter Group:	2
Public:	21

Particulars of resolutions passed (Agenda wise)

Resolution Nos	Particulars	Type of Resolution	Mode of Voting
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2020 together with the notes annexed thereto and the Reports of the Board of Directors and the Auditors thereon.	Ordinary	E-Voting
2	To appoint Ms. Malathi Jagadeesan, Non-Executive Director (DIN NO.01153985) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary	E-Voting

Thambbi Modern Spinning Mills Limited



CIN : L17111TZ1977PLC000776

3	Reappointment of Mr. Ashok Pukhraj Shah (DIN:01137579) as Independent Director	Special	E-Voting
4	Reappointment of Mr. Muthu Udayar Pugazhendhi (DIN: 01137623) as Independent Director	Special	E-Voting

For THAMBBI MODERN SPINNING MILLS LIMITED

R.JAGADEESAN
MANAGING DIRECTOR
DIN: 01153985



Further, the following details of the voting results are given below:

Resolution No: 1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2020 together with the notes annexed thereto and the Reports of the Board of Directors and the Auditors thereon.
Resolution required (Ordinary/Special):	Ordinary
Whether Promoter/Promoter group are interested in the agenda/resolution	No

Promoter/Public	Mode of Voting	No of Shares held (1)	No of Votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No of Votes in favor (4)	No of Votes Against (5)	% of Votes in favor on votes polled (6)= $[(4)/(2)]*100$	% of votes against on votes polled (7)= $[(5)/(2)]*100$
Promoter and Promoter Group	E— Voting	43,20,295	43,20,295	100	43,20,295	Nil	100	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL (A)	43,20,295	43,20,295	100	43,20,295	Nil	100	Nil
Public – Institutional holders	E— Voting	14,200	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL (B)	14,200	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	E— Voting	14,28,275	3,47,248	24.31	3,47,168	80	99.97	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL (C)	14,28,275	3,47,248	24.31	3,47,168	80	99.97	0.02
TOTAL (A+B+C)		57,62,770	46,67,543	80.99	46,67,463	80	99.97	0.01

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Resolution No: 2	To appoint Ms. Malathi Jagadeesan, Non-Executive Director (DIN NO.01153985) who retires by rotation and being eligible offers herself for re-appointment.
Resolution required (Ordinary/Special):	Ordinary
Whether Promoter/Promoter group are interested in the agenda/resolution	Yes

Promoter/Public	Mode of Voting	No of Shares held (1)	No of Votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No of Votes in favor (4)	No of Votes Against (5)	% of Votes in favor on votes polled (6)= $[(4)/(2)] * 100$	% of votes against on votes polled (7)= $[(5)/(2)] * 100$
Promoter and Promoter Group	E— Voting	43,20,295	43,20,295	100	43,20,295	Nil	100	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL (A)	43,20,295	43,20,295	100	43,20,295	Nil	100	Nil
Public – Institutional holders	E— Voting	14,200	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL (B)	14,200	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	E— Voting	14,28,275	3,47,248	24.31	3,47,168	80	99.97	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	TOTAL (C)	14,28,275	3,47,248	24.31	3,47,168	80	99.97	0.02
TOTAL (A+B+C)		57,62,770	46,67,543	80.99	46,67,463	80	99.97	0.01

Thambbi Modern Spinning Mills Limited

CIN : L17111TZ1977PLC000776



Resolution No: 3	Reappointment of Mr. Ashok Pukhraj Shah (DIN:01137579) as Independent Director
Resolution required (Ordinary/Special):	Special
Whether Promoter/Promoter group are interested in the agenda/resolution	No

Promoter/Public	Mode of Voting	No of Shares held (1)	No of Votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No of Votes in favor (4)	No of Votes Against (5)	% of Votes in favor on votes polled (6)= $[(4)/(2)]*100$	% of votes against on votes polled (7)= $[(5)/(2)]*100$
Promoter and Promoter Group	E— Voting Poll	43,20,295	43,20,295	100	43,20,295	Nil	100	Nil
	Postal Ballot		-	-	-	-	-	-
	TOTAL (A)		43,20,295	43,20,295	100	43,20,295	Nil	100
Public – Institutional holders	E— Voting Poll	14,200	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		-	-	-	-	-	-
	TOTAL (B)		14,200	Nil	Nil	Nil	Nil	Nil
Public - Others	E— Voting Poll	14,28,275	3,47,248	24.31	3,47,168	80	99.97	0.02
	Postal Ballot		-	-	-	-	-	-
	TOTAL (C)		14,28,275	3,47,248	24.31	3,47,168	80	99.97
TOTAL (A+B+C)		57,62,770	46,67,543	80.99	46,67,463	80	99.97	0.01

Thambbi Modern Spinning Mills Limited

CIN : L17111TZ1977PLC000776



Resolution No: 4	Reappointment of Mr. Muthu Udayar Pugazhendhi (DIN: 01137623) as Independent Director
Resolution required (Ordinary/Special):	Special
Whether Promoter/Promoter group are interested in the agenda/resolution	No

Promoter/Public	Mode of Voting	No of Shares held (1)	No of Votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No of Votes in favor (4)	No of Votes Against (5)	% of Votes in favor on votes polled (6)= $[(4)/(2)]*100$	% of votes against on votes polled (7)= $[(5)/(2)]*100$
Promoter and Promoter Group	E— Voting Poll	43,20,295	43,20,295	100	43,20,295	Nil	100	Nil
	Postal Ballot		-	-	-	-	-	-
	TOTAL (A)		43,20,295	43,20,295	100	43,20,295	Nil	100
Public – Institutional holders	E— Voting Poll	14,200	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		-	-	-	-	-	-
	TOTAL (B)		14,200	Nil	Nil	Nil	Nil	Nil
Public - Others	E— Voting Poll	14,28,275	3,47,248	24.31	3,47,168	80	99.97	0.02
	Postal Ballot		-	-	-	-	-	-
	TOTAL (C)		14,28,275	3,47,248	24.31	3,47,168	80	99.97
TOTAL (A+B+C)		57,62,770	46,67,543	80.99	46,67,463	80	99.97	0.01



R.THAMIZHVANAN A.C.S, A.C.A

Company Secretary in practice
COP No.: 3721

S-7, Krishna Arcade, II Floor
No.10,RajabatharStreetT.Nagar,
Chennai-600017.
Mobile : +91 9841183025
Phone : 044-28153115

Consolidated Scrutinizer's report

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

28/08/2020

To

THE MANAGING DIRECTOR
THAMBBI MODERN SPINNING MILLS LIMITED
OMALUR ROAD, JAGIR AMMAPALAYAM,
SALEM TN 636302

Dear Sir,

Sub: Remote E-voting (prior to and at the Annual General Meeting(AGM)), in respect of your Company's 42nd Annual General Meeting (AGM) on 28th August 2020 through Video Conference (VC)/ other Audio visual Means (OAVM)- submission of consolidated Scrutinizer's report.

I have, vide resolution passed by your Board of Directors on 24th July 2020, been appointed to act as the Scrutinizer for the above remote e-voting processes, in connection with the said AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the BSE Limited (BSE), the Company has provided remote e-voting facility, prior to and at the AGM, in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Ministry of Corporate Affairs (MCA) circulars dated 5th May 2020, 8th April 2020 and 13th April, 2020 and SEBI circular dated 12th May 2020 in respect of all the Four (4) resolutions to be passed at the 42nd AGM.

2. The items of business set out in the notice convening the AGM and covered by the remote e-voting (Prior to and at the AGM) were as follows:

Item No	Nature of Business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of standalone audited financial statements of the Company for the financial year ended 31st March 2020 together with the report of the Board of Directors and Auditors thereon
2	Ordinary	Ordinary	Re-appointment of Ms. Malathi Jagadeesan (DIN: 01153985) as director, who retires by rotation.
3	Special	Special	Reappointment of Mr. Ashok Pukhraj Shah (DIN:01137579) as Independent Director
4	Special	Special	Reappointment of Mr. Muthu Udayar Pugazhendhi (DIN: 01137623) as Independent Director

3. Central Securities Depository Limited (CSDL), the recognized agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVSN) 200725001 for the same. CSDL also provided the web-based platform for the conduct of the AGM through VC/ OAVM.
4. Cameo Corporate Services Limited, being your Company's Share Transfer Agent (RTA), maintains and provides the records relating to the members of the Company.
5. Based on the information from the Company, I further state that Notice convening the 42nd AGM (along with the Annual report for the financial year ended 31st March 2020) was sent:
 - (a) To members through e-mail (by CDSL) on 31st July, 2020, whose e-mail addresses were registered with the Company/Depositories. Physical copies of the Notice and Annual report were not sent to the members, as provided in the above-referred MCA circulars and SEBI circular..
 - (b) To the Directors, Auditors and Secretarial Auditors.
 - (c) To BSE.
 - (d) Displayed on Company's website
6. The Company had advertised in Makkal Kural(Tamil) & Trinity Mirror(English) on 07.07.2020 and Dinathanthi(Tamil)(Coimbatore & salem edition) & The Hindu(English) on 08.07.2020 requesting members to register their mobile number & Email address to receive the notice of the AGM & annual report 2019-20 electronically.
7. 21st August 2020 was fixed as the cut-off date for determining the eligibility to vote through remote e-voting prior to and at the AGM.
8. As on the cut-off date, the Company's paid-up equity share capital consisted of 57,62,770 equity shares of Re.10/- each.
9. The remote e-voting facility prior to the AGM was available from 10.00 A.M. on 25th August 2020 to 5.00 P.M. on 27 August 2020.
10. The AGM of the Company was convened through VC/OAVM on Friday, the 28th August 2020 at 10.00 A.M., pursuant to above-referred MCA circulars and SEBI circular.
11. The remote e-voting facility at the AGM was made available by CSDL during the AGM and until 15 minutes after conclusion of the AGM proceedings, to enable the members present at the AGM through VC/OAVM and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights. On completion of the remote e-voting at the AGM, I unblocked the vote cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
12. I have scrutinized all the votes cast electronically through remote e-voting prior to and at the AGM and validated the same with the list of members and their shareholding as on the cut-off date.
13. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.

14. Summary of the e-voting and poll is as follows:

Item 1: To receive, consider and adopt The Audited Financial Statements of the Company for the year ended 31st March 2020 together with the notes annexed thereto and the Reports of the Board of Directors and the Auditors thereon.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	35	0	35	4667543	0	4667543	80.99
Voted Against	3	0	3	80	0	80	0.001

ii. Abstain/ Invalid votes:

Number of Members			Number of Votes			%
E-Voting	Poll	Total	E-Voting	Poll	Total	
-	-	-	-	-	-	-
-	-	-	-	-	-	-

The Ordinary resolution has been passed with requisite majority.

Item 2: To appoint Ms.Malathi Jagadeesan, Non - Executive Director (DIN NO.01153985) who retires by rotation and being eligible offers herself for re-appointment:

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	35	0	35	4667543	0	4667543	80.99
Voted Against	3	0	3	80	0	80	0.001

ii. Abstain/ Invalid votes:

Number of Members			Number of Votes			%
E-Voting	Poll	Total	E-Voting	Poll	Total	
-	-	-	-	-	-	-
-	-	-	-	-	-	-

The Ordinary resolution has been passed with requisite majority.

Item 3: Reappointment of Mr. Ashok Pukhraj Shah (DIN:01137579) as Independent Director:

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	35	0	35	4667543	0	4667543	80.99
Voted Against	3	0	3	80	0	80	0.001

ii. Abstain/ Invalid votes:

Number of Members			Number of Votes			%
E-Voting	Poll	Total	E-Voting	Poll	Total	
-	-	-	-	-	-	-
-	-	-	-	-	-	-

The Special resolution has been passed with requisite majority.

Item 4: Reappointment of Mr. Muthu Udayar Pugazhendhi (DIN: 01137623) as Independent Director:

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	35	0	35	4667543	0	4667543	80.99
Voted Against	3	0	3	80	0	80	0.001

ii. Abstain/ Invalid votes:

Number of Members			Number of Votes			%
E-Voting	Poll	Total	E-Voting	Poll	Total	
-	-	-	-	-	-	-
-	-	-	-	-	-	-

The Special resolution has been passed with requisite majority.



(Handwritten Signature)

R.THAMIZHVANAN
COMPANY SECRETARY IN PRACTICE
CP No.3721
UDIN: **A011151B000630330**

Place: Chennai