



SAMBANDAM SPINNING MILLS LIMITED UNIT-I
Registered Office : Kamaraj Nagar Colony, Salem 636 014. Tamil Nadu
(P) +91 427 2240790 (E) corporate@sambadam.com
website : www.sambadam.com Corporate Identity No. L17111TZ1973PLC000675

Ref. : 637/SSML/CS/2019-20

14th January 2020

The DGM Listing,
The Bombay Stock Exchange Limited,
Floor No.25, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir / Madam,

Ref : Script Code / SYMBOL 521240 (BSE)

Regulation 44(1), (2) and 47 (1) (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015


Sub : Enclosure of Postal Ballot Notice and Text of Newspaper Advertisement

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- 1) In accordance with the above referred regulations, we herewith have enclosed a copy of the Postal Ballot notice dated 05.01.2020 seeking members' consent through postal ballot (which includes electronic voting) in respect of the resolution stated in the Postal Ballot notice.
 - 2) We also have herewith enclosed text of the newspaper publication (with respect to the above referred Postal Ballot notice) being published in English and regional language newspaper (Trinity Mirror and Makkal Kural) on 15th January, 2020.

Kindly take the same for your information and records.

Thanking You

Yours Faithfully
for SAMBADAM SPINNING MILLS LIMITED


(S.Natarajan)
Company Secretary

"Item No: 1 of covering Note"

SAMBANDAM SPINNING MILLS LIMITED



SAMBANDAM SPINNING MILLS LIMITED



Post Box No.1, Kamaraj Nagar colony, Salem 636014
Ph. 0427-2240790; Fax-0427-2240169, CIN : L17111TZ1973PLC000675
E mail: corporate@sambandam.com; cs@sambandam.com,
Website: www.sambandam.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE TO THE SHAREHOLDERS

Notice is hereby given pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard (SS-2), for seeking consent of the shareholders by way of postal ballot/electronic voting ("e- voting") in respect of the resolutions stated in this notice.

Board of Directors has appointed Shri B. Kalyanasundaram, Practising Company Secretary (Membership No. 672; COP No: 2209) of M/s B. K. Sundaram & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Consent of the Members is requested for the proposed Ordinary resolutions as stated against special business agenda item Nos 1 and 2 in the notice. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said Resolutions, setting out material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form ("Form") for your consideration.

Members are requested to carefully read the instructions printed in the Form, record their assent or dissent and return the Form, in original duly completed and signed in the enclosed self addressed business reply envelope so as to reach the Scrutinizer on or before 15.02.2020 by 5.00 P.M. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not received.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with rules thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Form(s). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility to all its members. Detailed instructions to use the e-voting facility are given in this Notice.

The Scrutinizer will submit his report to the Chairman and/or Managing Director of the Company after completion of the scrutiny of the Forms (including e-voting) and the results of the Postal Ballot will be announced on 17.02. 2020 and the same will be displayed on the Notice Board at the Registered Office of the Company. The results will also be displayed on the Company's website at www.sambandam.com and will also be communicated to the stock exchange BSE where the shares of the Company is listed. The Resolution(s), if approved by shareholders shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.





PROPOSED RESOLUTIONS

Special Business

1. Approval for purchase of Plant and Machinery from M/s KANDAGIRI SPINNING MILLS LIMITED [Related Party]

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions

RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions, if any, consent of the members be and is hereby accorded to the Board of Directors for purchase of Plant and machinery (consisting of 27212 spindles) from M/s Kandagiri Spinning Mills Limited, situated at Udayapatti, Salem – 636140 at a fair market price as fixed by M/S KANDAGIRI SPINNING MILLS LTD., which is Rs.18.16 Crore plus applicable GST.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions of the above purchase, to execute all the necessary agreements, deeds and other documents and to do all such acts, deeds and things as may be necessary, usual or expedient for giving effect to the above resolution and also agree to any amendments thereto from time to time as it may think fit in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution subject to the condition that the total exposure not exceeding Rs18.16 Crores plus applicable GST

“RESOLVED FURTHER that the board be and is hereby authorized to sub-delegate the powers to any committee of directors / one or more directors / executive(s) of the Company on such terms and conditions as the board may decide from time to time”

2. Approval for taking on Lease of Land, Building, other infra structural facilities from M/s KANDAGIRI SPINNING MILLS LTD., [Related Party] and for availing management and supervision services from M/s KANDAGIRI SPINNING MILLS LTD., [Related Party]

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions

RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions, if any, consent of the members be and is hereby accorded to the Board of Directors.

- a) For taking on lease of land and building of M/S KANDAGIRI SPINNING MILLS LTD., (land measuring four acres having built up area of around 1,20,756 sq. ft) situated at Udayapatti, Salem – 636140 for a period of six years at a lease rent of not more than Rs 15 Lakhs (Fifteen Lakhs) per month with a lease rent deposit of Rs 15 lakhs at par with prevailing market rate plus applicable GST and excluding power, electricity charges and Labour charges (all three items) at actuals which shall be paid by us in addition to the lease rent stated supra
- b) For securing the existing infrastructural facilities of M/s KANDAGIRI SPINNING MILLS LTD., such as Water, communication systems, Information Technology, furniture & fixtures, licenses, etc from Kandagiri Spinning Mills Ltd., at an 'infrastructure Charges' of not more than Rs 1 Lakh (One Lakh) per month plus applicable GST
- c) For availing “Management and supervision” services from M/S KANDAGIRI SPINNING MILLS LTD., for carrying out our business activity in the above said leased premises at a service fee of not more than Rs 5 Lakhs (Five Lakhs) per month plus applicable GST.





RESOLVED FURTHER that the board be and is hereby authorized to fix the lease rent, define the terms and conditions of lease including the amount of lease advance, to enter into proper lease agreement with powers incorporated therein inter-alia, to revise the same /alter or modify from time to time and to terminate the lease agreement in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution subject to the condition that the total exposure including taxes and duties, legal charges, not exceeding Rs 15 Lakhs (Fifteen Lakhs) per month"

RESOLVED FURTHER that the board be and is hereby authorized to enter into necessary agreements in connection with securing the infrastructural facilities and for availing Management & supervision services, fix the charges/ service fee therefor, define the terms and conditions, to revise the same/alter/modify from time to time and to terminate the agreement(s) in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution subject to the condition that the total exposure including taxes and duties, legal charges, should not exceed Rs 1 Lakh (One lakh) per month towards infrastructure charges and Rs 5 Lakhs (Five lakhs) per month towards Management and Supervision service fee"

"RESOLVED FURTHER that the board be and is hereby authorized to sub-delegate the powers to any committee of directors / one or more directors / executive(s) of the Company on such terms and conditions as the board may decide from time to time"

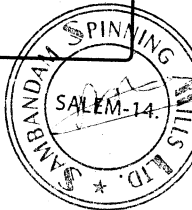
By order of the Board of Directors
For Sambandam Spinning Mills Limited

Place : Salem
Date : 05.01.2020

S.Natarajan
Company Secretary

NOTES:-

1. The explanatory statement setting out the material facts in respect of the above stated Ordinary resolution, as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members appearing in the company's Register of members /record of depositories as at the close of the business hours on 5th Jan 2020 ("cut-off date"). A person who is not a member as on the cutoff date should treat this notice for information purposes only
3. Physical copy of the postal ballot notice (along with postal ballot form and self addressed business reply envelope) is being sent by the permitted mode to all the members whose names appear in the Company's Register of Members/record of depositories as at the close of the business hours on 5th Jan 2020 ("cut-off date") and also electronically by e-mail to those members (as on cutoff date) who have registered their e-mail addresses and PAN with the RTA/depositories.
4. The Notice is also placed on the website of the Company i.e. www.Sambandam.com and also on the website of Central Depository Services (India) Limited.
5. All the material documents referred to in the notice and explanatory statement are available for inspection by the members at the Company's Registered Office during business hours on all its working days from the date of dispatch of the notice till 15th Feb, 2020.
6. The last date for receipt of postal ballot forms or e-voting i.e. 15 th Feb 2020 shall be taken as the date of passing resolutions, if approved by requisite majority. Resolutions passed by the members through postal ballot voting facility (including voting through electronic means) shall be deemed to have been passed at a duly convened General Meeting of the members subject to receipt of the requisite number of votes in favour of the resolutions.
7. Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.





8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

9. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

(i) The Members are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 15 th Feb, 2020 by 5.00 P.M, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

(ii) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Envelopes containing Postal Ballot Form if deposited in person or sent by courier/post at the expense of the Members will also be accepted.

10. VOTING THROUGH ELECTRONIC MEANS

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for e-voting purpose.

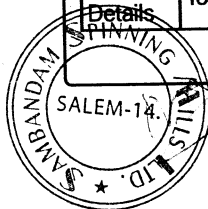
The voting period begins on 17.01.2020 at 9.00 a.m and ends on 15.02.2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 05.01.2020 (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

Instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" "SAMBANDAM SPINNING MILLS LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code (image verification) as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are first time user follow the steps given below.
- (vi) Now fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form or in Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company / RTA / DP are requested to use the first two letters of their name and the sequence number in the 'PAN field'. The S.L. No. printed on your address label slip pasted on the envelope added with sufficient 0s in between the first two letters of your name and the S.L. No. to fill the ten digit PAN field for this purpose, Example: If your name is Ramesh with S.L. No. 00003615 then enter RA00003615 in the 'PAN field'. If the name is V.K. Mohan with S.L. No. 00000005, enter VK00000005 in the 'PAN field'.
DOB#	Enter the Date of Birth (as recorded in your demat account or in the Company records for the said demat account or folio) in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.





Please enter DOB or dividend bank details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

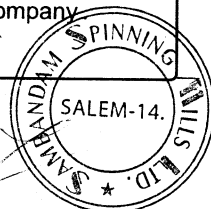
- vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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.
- (ix) Click on the EVSN for the relevant <Company Name> "SAMBANDAM SPINNING MILLS LIMITED" on which you choose to vote.
- (x) 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.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then, enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
In case of members receiving the physical copy:
 - (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 1 Approval for Purchase of plant and machineries from Related party company Kandagiri spinning Mills Ltd., (KSML)

It is expected that there would be very good market demand for new products with varied blends of yarn and so market expansion is very vital for sustaining present turnover and for taking it to next level. Hence above said proposal of purchase of a new plant with 27212 spindles from KSML is being planned.

Moreover, the proposed purchase plant existing with Kandagiri spinning mills Ltd (KSML) is already in the field of manufacturing yarn and Melange range products and hence it would be very easy for immediate take off in capacity expansion /producing Melange range products. After purchase, it shall be functioning as Unit IV of SSML wherein new products shall be produced that will enhance the turnover of the company.





The Board explored the possibilities to expand the installed capacity. It has come to understand KSML is in the process of selling its plant and machinery and lease the land and building in which the plant and machinery have been installed. The Board in the best interest of the Company decided to catch this opportunity of purchasing the plant and machinery on outright basis and of acquiring the land and building on lease including the infrastructural facilities. This will facilitate the company to achieve its object of increasing the production capacity and augment the sales and thereby improve further the working result of the Company.

The Company has agreed (subject to approval of the shareholders through postal ballot by a Ordinary Resolution) to purchase the above referred plant and machineries. Thus the proposed purchase shall also involves the company to take on lease the land and buildings (measuring around Four acres and built area of 1,20,756 sq ft) situated at Udayapatti salem - 636140.

The management is of the opinion that the company is in same line of yarn business as that of KSML ,and it would be easy to go for expansion of business by purchasing the same and it is in the Company's long term interests to own this plant and machinery

The Company reviewed the fair market value for the said plant and machinery. After considering such value it was determined by the Audit Committee in its meeting held on 05.01.2020. The valuation was ratified by the Board of Directors in their meeting held on 05.01.2020. It is proposed to purchase the said plant and machinery at fair market value of Rs 18.16 Crores. The copy of Valuation report has been placed in the website of the company and can be viewed at the link www.sambandam.com Accordingly, the board has recommended for passing this resolution by shareholders as set out in the item 1 of this notice.

Mr.S.Devarajan CMD ,Mr.S.Jegarajan JMD and Mr.S.Dinakaran JMD are holding shares in KSML and this transaction is found to be Related Party Transaction in terms of Section 188 of the Companies Act, 2013 and the applicable rules thereunder requires approval of the Shareholders by passing Ordinary resolution. Except Mr.S.Devarajan CMD and Mr S.Dinakaran JMD and Mr.S.Jegarajan JMD, no other Director is concerned or interested in this resolution .

Further details as required under proviso to sub section 2 of section 102 of the companies act 2013.

S.No	Name of Director	No of shares held in Kandagiri spinning Mills Ltd.,	% of shareholding
1.	S.Devarajan	113867	2.96%
2.	S.Jegarajan	113307	2.94%
3.	S.Dinakaran	117716	3.06%

ITEM NO: 2- Approval for taking Land and Building for Lease from Related party company Kandagiri spinning Mills Ltd., Infrastructure And Management Services

Since the referred plant and machineries are situated over the land belonging to KSML , it is necessary to consider to take on lease the land and its annexed building on perpetual basis also for the use of such plant and machineries . Thus as part of the proposed purchase involves the company to take on lease the land and buildings (measuring around 4 acres with built area of 1,20,756 sq ft) excluding the portion of their registered office of KSML) situated at Udayapatti salem 636140 . The Purchaser SSML shall take the land and building on lease for a perpetual period (over which the above said plant and machineries are situated) for which lease rental and lease advance shall be paid by SSML. The associated maintenance cost and other Operational expenses for above plant leased land and building shall be born by SSML.

Since the resources like infrastructure and management services are there at Kandagiri Spinning mills Ltd., it is available for usage and so M/s.Sambandam spinning mills ltd., is resolving to use such resource. Accordingly, the board has recommended for passing this resolution by shareholders as set out in the item 2 of this notice.





SAMBANDAM SPINNING MILLS LIMITED



Corporate Identity Number (CIN) : L17111TZ1973PLC000675
 Registered Office : KAMARAJ NAGAR COLONY, SALEM – 636 014
 Tel : 0427 2240790 Fax : 0427 2240169
 Email : corporate@sambandam.com Website : www.sambandam.com

POSTAL BALLOT PAPER

(Please read the instructions printed overleaf carefully before completing this form)

Serial No: _____

1.	Name of the First named Shareholder (In block letters)	
2.	Name of the Joint shareholder if any	
3.	Postal address	
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
5.	No of shares held	

I/We hereby exercise my/our vote in respect of the ordinary resolution to be passed through the post ballot as detailed in the Notice of the company dated 05.01.2020, by sending my/our Assent(yes) or Dissent(No) to the said resolutions by placing the tick mark in the appropriate column below:-

S.No	ITEM DESCRIPTION	Type of Resolution	No. of Shares Held By Me	I Assent To The Resolution (yes)	I Dissent To The Resolution (no)
SPECIAL BUSINESS					
1	Approval for Purchase of Plant and machineries from the related party company Kandagiri Spinning Mills Ltd.,	Ordinary resolution			
2.	Approval for taking on Lease of Land, Building, other infra structural facilities from Kandagiri Spinning Mills Ltd.,and for availing management and supervision services.	Ordinary resolution			

Note: 1) Kindly read the instructions printed overleaf (next page) before filling this form.
 2) Last date of receipt of this form by the Scrutinizer: 15.02. 2020 upto 5.00 p.m.

Date : _____

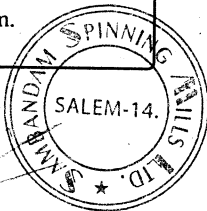
Place : _____

Signature of the Member

(ELECTRONIC VOTING PARTICULARS)

1. Please refer the detailed instructions for e-voting (including e-voting link, EVSN, User id & Password) given under Note No. 10 of the Postal Ballot Notice sent herewith

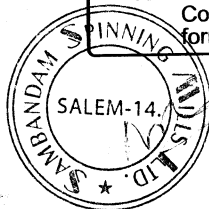
2. E-voting Starting Period: (From) 17.01. 2020 at 9.00 a.m Ending Period : (To) 15.02.2020 at 5.00 p.m.





INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot form, if deposited in person or sent by courier / post at the expense of the member will also be accepted. Members are requested to convey their assent or dissent in this postal Ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
2. This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member. However, where the form is sent separately by the first named member as well as by the joint holder(s), the vote cast by the first named member would be considered.
3. Duly completed Postal Ballot form should reach the scrutinizer not later than 5 PM IST on 15.02.2020. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
4. There will be only one Postal Ballot Form for every Folio No. / DP ID Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be able to act on the same.
7. In case any member is desirous of obtaining a printed postal ballot form or a duplicate thereof, the same may be requested by sending an e-mail to corporate@sambandam.com. However, the duly filled-in/signed duplicate postal ballot form should reach the scrutinizer not later than the date and time specified above in Clause No. 3 of the Instructions.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding.
9. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
 - a. A form other than one issued by the Company has been used;
 - b. It has not been signed by or on behalf of the member;
 - c. Signature on the postal ballot form doesn't match the specimen signatures registered with the Company;
 - d. It is not possible to determine without any doubt the assent or dissent of the member;
 - e. Neither assent or dissent is mentioned;
 - f. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - g. It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - h. The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) as on 05.01.2020 (cut-off date).
11. A member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
12. Voting right in Postal Ballot/E-voting cannot be exercised by a proxy.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. Members can opt for only one mode of voting i.e., either by ballot or through E-voting.
14. In case members cast their vote both by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through ballot shall be considered invalid.
15. Any query/grievances connected with voting by postal ballot/e-voting, may be addressed to Company Secretary at the Email id and Phone No. of the Company mentioned in both postal ballot form & notice.





SAMBANDAM SPINNING MILLS LIMITED UNIT-I

Registered Office : Kamaraj Nagar Colony, Salem 636 014. Tamil Nadu
(P) +91 427 2240790 (E) corporate@sambandam.com
website : www.sambandam.com Corporate Identity No. L17111TZ1973PLC000675

Item 2 of covering note

/Text of Newspaper publication/

SAMBANDAM SPINNING MILLS LIMITED

Corporate Identity Number (CIN): L17111TZ1973PLC000675

Registered Office: POST BAG NO.1, KAMARAJ NAGAR COLONY SALEM – 636 014

Tel: 0427 2240790 Fax: 0427 2240169

Email: corporate@sambandam.com; cs@sambandam.com Website: www.sambandam.com

NOTICE

Pursuant to section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice is hereby given that the Company is seeking members' consent through postal ballot (which includes electronic voting) in respect of all the resolutions stated in the Postal Ballot notice dated 5th January 2020

The Company has, on 14th January 2020 completed sending emails and dispatch of postal ballot notice (along with postal ballot form and postage- prepaid self-addressed business reply envelope) by the permitted mode to all the members. Full text of these documents has also been hosted on the Company's website www.sambandam.com.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide electronic voting ("e-voting") facility. **Voting through postal ballot and e-voting shall commence from 17.01.2020 at 9.00 a.m. and end on 15.02.2020 at 5.00 p.m.** Postal ballot forms received after 5.00 P.M on 15.02.2020 will not be valid and voting through postal ballot/e-voting shall not be allowed beyond the said date and time.

Members, whose name recorded in the Register of Members/record of depositories as on the cut-off date i.e. Sunday, 5th January, 2020 will be entitled to cast their votes through postal ballot/e-voting. A person who is not a member as on the cut-off date should accordingly treat the Postal ballot notice for information purposes only.

Board of Directors has appointed Shri B. Kalyanasundaram, Practising Company Secretary (Membership No. A672; COP No: 2209) of M/s B. K. Sundaram & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Any member who has not received postal ballot form may apply to the Company by sending an email to corporate@sambandam.com and obtain a duplicate thereof. Detailed instructions for postal ballot described overleaf the Postal ballot form.

In case of any queries relating to e-voting, members may also refer to the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. Detailed instructions for e-voting described in notes to the postal ballot notice.

The results of the Postal Ballot will be announced on 17.02.2020 and the same will be displayed on the Notice Board at the Registered Office of the Company. The results will also be displayed on the Company's website www.sambandam.com and also communicated to BSE simultaneously.

Any query/grievances connected with voting by postal ballot/e-voting, may be addressed to Company Secretary at the Email id and Phone No. of the Company, mentioned above.

Salem
14.01.2020



By order of the Board
For Sambandam Spinning Mills Limited

(Sd) S.Natarajan
Company Secretary