

**Tejassvi Aaharam Limited**  
**(Formerly Sterling Spinners Ltd)**  
**CIN: L15549TN1994PLC028672**

Regd. Off: New No.31, First Floor, Lazarus Church Road, R.A.Puram, Chennai 600 028  
Email: [taltdchennai@gmail.com](mailto:taltdchennai@gmail.com) website: [www.talchennai.in](http://www.talchennai.in) Phone 044 4857 3911.

**POSTAL BALLOT NOTICE**

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

To,  
The Member(s),

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) read with the Companies (Management and Administration) Rules 2014 (“**Rules**”) including any statutory modification or re-enactment thereof for the time being in force, that the Company is seeking consent of its members to pass the proposed Special Resolutions as set out below, by means of Postal Ballot/ Electronic voting.

The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form, Self Addressed postage prepaid envelope for your consideration.

The Company is therefore seeking your consent for the said proposals:

1. Increase in Authorised Share Capital.
2. Amendment to the Memorandum of Association.
3. Amendment to the Articles of Association.
4. Conversion of Unsecured Loan to Preference Shares.
5. Issue of Redeemable Preference Shares on Private placement basis.
6. Sale of Assets of the Company.

As per Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (“Rules”), the consent of the Company's shareholders for the above purpose is required to be obtained by means of a Postal Ballot. Accordingly, the said Special Resolution and the Explanatory Statement is being sent to you along with the Form for your kind consideration.

Further, as per the provisions of the Act, read with the Rules and the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to provide to its members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder.

Rule 22 of the Rules specify that any consent or otherwise received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the member has not been received. Practically, viewing the time frame of counting thirty days from the date of dispatch of this notice, it would be advisable to mail your Form to the Company's Registered Office latest by **27.12.2019**.

You are requested to carefully read the instructions printed on the accompanying Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on **27.12.2019** to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member.

The Board of Directors has appointed Mr. M Rathinakumar, Practicing Company Secretaries, (FCS No. 6184) (CP No.9111 ), No.135, (Above IOB Sriram Nagar Branch), T.T.K.Road, Alwarpet, Chennai 600 018 as a Scrutinizer for the postal and e-voting process, as the Scrutinizer for conducting the Postal Ballot / Electronic Voting process in a fair and transparent manner.

Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman / Managing Director / Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before 28.12.2019.

The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchange where the Company's shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website and also on the website of the agency providing e-voting facility i.e. NSDL.

The Members are requested to consider and, if thought fit, pass the following resolutions.

The Resolution will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

Proposed Item of Business requiring consent of shareholders through Postal Ballot:

**1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

To consider and if thought fit, to give your assent or dissent to the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and related rules thereof, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 11,50,00,000/- (Rupees Eleven crores fifty lakhs only) divided into 1,00,00,000 ( One Crore ) Equity Shares of Rs. 10/- (Rupees Ten only) each and 1,50,000 Preference Shares of Rs. 100/- (Rupees One hundred only) each to Rs. 25,00,00,000/- (Rupees Twenty five crores) divided into 1,00,00,000 ( One Crore) Equity Shares of Rs.10/- (Rupees Ten) each and 15,00,000 ( Fifteen lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees One hundred) each ranking paripassu in all respect with the existing Equity Shares and Redeemable Preference Shares of the Company.

**RESOLVED FURTHER THAT** for this purpose the board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms etc. as required with the regulatory/statutory authorities and authorize the officials of the company for the aforesaid as deemed fit”.

**2. AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to give your assent or dissent to the following resolution as **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and related rules thereof, the Clause No. V of the Memorandum of Association of the Company be amended as follows:

V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 1,00,00,000 ( One Crore) Equity Shares of Rs.10/- (Rupees Ten) each and 15,00,000 ( Fifteen lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees One hundred) each with power to increase, reduce, divide or sub-divide the Share Capital or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations in such manner as may from time to time be provided by the regulations / resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganize shares or issue shares of higher or lower denominations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign and execute the deeds / agreements/ documents / forms and do all such acts, deeds, matters and things, as they may deem necessary for the purpose of giving effect to this resolution.”

**3. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to give your assent or dissent to the following resolution as **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and related rules thereof, the Clause No. 4.a. of the Articles of Association of the Company be amended as follows:

- 4.a. The Authorized Share Capital of the company shall be as per Clause V of the Memorandum of Association. The shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit as per the provisions of the Companies Act, 2013.
14. A Subject to the Provisions of Section 55 of Companies Act 2013, Company shall have the powers to issue Redeemable Preference shares which are liable to be redeemed within a period not exceeding twenty years;
14. B (i) no such Redeemable Preference Shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;
- (ii) no such Redeemable Preference Shares shall be redeemed unless they are fully paid;
- (iii) where such Redeemable Preference Shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account, and the provisions of the Companies Act 2013 relating to reduction of share capital of a company shall, except as provided in this section, apply as if the Capital Redemption Reserve Account were paid-up share capital of the company; and provisions relating to Section 55 of Companies Act 2013 will apply;
- (iv) Where the Company is not in a position to redeem any Redeemable Preference Shares or to pay dividend, if any, on such shares in accordance with the terms of issue (such shares hereinafter referred to as unredeemed preference shares), it may, follow the provisions of Section 55 and other Applicable provisions of Companies Act 2013;
- (v) The capital redemption reserve account may, notwithstanding anything in section 55 of the Companies Act 2013 be applied by the company, in paying up unissued shares of the company to be issued to members of the company as fully paid bonus shares.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign and execute the deeds / agreements/ documents / forms and do all such acts, deeds, matters and things, as they may deem necessary for the purpose of giving effect to this resolution.”

#### **4. CONVERSION OF UNSECURED LOANS INTO PREFERENCE SHARES OF THE COMPANY:**

To consider and if thought fit, to give your assent or dissent to the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of the Section 62(3) and all other applicable provisions of Companies Act, 2013 and the Rules made thereunder and provisions of the SEBI Act, 1992 and rule, regulations, guideline etc. made, issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, if any, and subject to such approvals, permissions, sanctions of the appropriate authorities, if required, and on such other terms and conditions as agreed by Board of Directors of the Company (herein after referred to as Board which term shall also include a Committee of Directors exercising the powers conferred by the Board), consent of the Members of the Company be and is hereby accorded to Board of Directors to convert unsecured loan of Rs. 14,78,66,486/- (Rupees Fourteen Crores Seventy eight lacs sixty six thousand four hundred and eighty six only) taken from Mr. Vinodh Venugopal, the promoter group (herein after referred to as Lender) into Redeemable Preference Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise with the lender the terms of the aforesaid conversion of unsecured loan into the Redeemable Preference Shares of the Company.

RESOLVED FURTHER THAT the Board is also authorized to do such acts, deeds, matters and things as may be required to give effect to the said conversion.”

#### **5. ISSUE OF REDEEMABLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS:**

To consider and if thought fit, to give your assent or dissent to the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 55, 62 and other provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Shares) Rules, 2014 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 for time being in force, and the relevant rules, regulations and /or guideline, if any prescribed by the Securities Exchange Board of India (SEBI) or any other regulatory authority including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Articles of Association of the Company, if any, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’) of the Company to offer, issue and allot, on private placement basis, 14,78,660 (Fourteen lakhs seventy eight thousand six hundred and sixty) Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs. 100/- (Rupees Hundred Only) each, at par aggregating to Rs. 14,78,66,000/-(Rupees Fourteen Crores Seventy eight lacs sixty six thousand only), for consideration other than cash to Mr. Vinodh Venugopal by conversion of outstanding unsecured loan of Rs. 14,78,66,000/-(Rupees Fourteen Crores Seventy eight lacs sixty six thousand only) taken, with such rights and privileges and on such terms and conditions as may be decided by the Board and subject to the following:

- (i) Preference Shares shall carry a preferential right vis-a-vis Equity shares of the company with respect to repayment of capital.
- (ii) Preference Shares shall be non-participating in the surplus funds:
- (iii) Preference Shares shall be non-participating in the surplus asset and profits which may remain after the entire capital has been repaid, on winding up of the Company
- (iv) Preference Shares shall not carry any dividend:
- (v) Preference Shares shall not be convertible into equity shares;
- (vi) Preference Shares shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) Preference Shares shall be redeemable before twenty years from the date of allotment and shall be redeemed at a premium equal to an amount calculated to yield a return of Zero point one percent per annum with effect from date of allotment up to the date of redemption.

**RESOLVED FURTHER THAT** the Board in its absolute discretion, as may be deemed appropriate, may make such further issue of Preference Shares within such limits and on such terms and conditions on any subsequent redemption and/or outstanding preference shares or any part thereof from time to time as may be considered fit and proper by the Board, so that the total Preference Share Capital outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association.

**RESOLVED FURTHER THAT** the board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as required to be filed under the Act with the regulatory/statutory authorities and authorise the officials of the company for the aforesaid purpose as deemed fit.”

## **6. SALE OF ASSETS OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification(s) the following as **SPECIAL RESOLUTION:**

“RESOLVED THAT, pursuant to the provisions of Section 180 (1) (a) and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its assets whether tangible or intangible assets, movable or immovable properties of the Company in any manner as the Board may deem fit in the interest of the Company on such terms and conditions as may be deemed fit by the Board for an amount not exceeding a sum of Rs. Fifty Crores.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above

Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the assets as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officer(s) of the Company, with authorities as required, affixing the Common Seal of the Company on agreement(s) / document(s), arranging delivery and execution of contract(s), deed(s), agreement(s) and instrument(s).”

By Order of the Board of Directors,  
For Tejassvi Aaharam Limited

Date: 20.11.2019.

Place: Chennai.

K S Venugopala  
Chairman  
(DIN:00707454)

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 FORMING PART OF THE NOTICE**

### **ITEM NO. 1, 2 AND 3: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.**

The Company proposes to convert its unsecured loans taken from Mr. Vinodh Venugopal, Promoter Group of the Company for Rs. 14,78,66,000/- (Rupees Fourteen Crores Seventy eight lacs sixty six thousand only) by issuing further non convertible redeemable preference shares.

The existing Authorised Capital of the Company is Rs. 11,50,00,000/- (Rupees Eleven crores fifty lakhs only) divided into 1,00,00,000 ( One Crore ) Equity Shares of Rs. 10/- (Rupees 10/-) each and 1,50,000 Preference Shares of Rs. 100/- (Rupees One hundred only) each which is not sufficient to cover the proposed amount of issue.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “Companies Act”) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 4 of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorized Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

In view of this, the Company proposes to increase the existing authorised equity capital from Rs. 11,50,00,000/- (Rupees Eleven crores fifty lakhs only) divided into 1,00,00,000 ( One Crore ) Equity Shares of Rs. 10/- (Rupees 10/-) each and 1,50,000 Preference Shares of Rs. 100/- (Rupees One hundred only) to Rs. 25,00,00,000/- (Rupees Twenty five crores) divided into 1,00,00,000 ( One Crore) Equity Shares of Rs.10/- (Rupees Ten) each and 15,00,000 ( Fifteen lakhs) Preference Shares of Rs. 100/- (Rupees One hundred) each.

The proposed increase in Authorised Capital will consequently require alteration in Capital Clause V of Memorandum of Association and Clause 4a of the Articles of Association. Clause 14A and 14B are required to be amended on account of proposed issuance of Redeemable Preference shares.

The Ordinary resolution is therefore proposed at item no. 2 of the notice to increase the Authorised Share Capital of the Company and Special resolution is proposed at item no 3 & 4 of the notice for making necessary alterations in Capital Clause V of Memorandum of Association and Clause 4a of the Articles of Association.

The approval of members being sought for the proposed transaction under the provisions of Section 110 of the Companies Act 2013 read with applicable Rules through Postal Ballot as set out in the accompanying Postal Ballot Notice.

The Directors recommend these Resolutions at Item No. 1, 2 & 3 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are interested or concerned in the said Resolution except to the extent of their respective shareholding, if any, in the Company.

**ITEM NO.4 : CONVERSION OF UNSECURED LOANS INTO PREFERENCE SHARES OF THE COMPANY:**

The Company has taken unsecured loan of Rs. 14,78,66,000/- (Rupees Fourteen Crores Seventy eight lacs sixty six thousand only) taken from Mr. Vinodh Venugopal, Promoter Group of the Company.

Your Board of Directors are in negotiation with the lender for conversion of the said unsecured loan, partly or fully, into redeemable preference shares of the Company.

Since the terms and conditions of unsecured loan do not provide for conversion thereof into said preference shares, it is required to change the terms and conditions of the said unsecured loan to make them convertible and for which the approval of the Members of the Company are required.

Only after approval of the Members of the Company the Board of Directors of the Company can convert the said unsecured loan into the redeemable preference shares of the Company.

After approval of the Members the Board will enter into a Memorandum of Understanding/Agreement with the lender to record the final terms and conditions of the said conversion.

As per Section 62 of the Companies Act and the rules framed thereunder, the Company has to obtain the approval of the Shareholders for varying the terms and conditions of the Unsecured Loan taken from Mr. Vinodh Venugopal

Therefore the approval is sought from the Members for the conversion of the unsecured loan into redeemable preference shares.

The approval of members being sought for the proposed transaction under the provisions of Section 110 of the Companies Act 2013 read with applicable Rules through Postal Ballot as set out in the accompanying Postal Ballot Notice.

The Board of Directors recommends the resolution as set in Item No.4 as a special resolution for the approval of members.

Mr. K S Venugopala, Chairman cum Managing Director and Mrs. Surekha Shyam Venugopal, Director shall be deemed to be concerned or interested in the resolution.

None of the other Directors, Key Managerial Persons and their relatives are, in any way, interested or concerned, financial or otherwise, in the proposed resolution.

**ITEM NO.5: ISSUE OF REDEEMABLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS:**

The Company for meeting out its business expenditures, have taken, from time to time, unsecured loans from the promoter group to the tune of Rs. 14,78,66,000/- (Rupees Fourteen Crores seventy eight lakhs sixty six thousand only) from them.

The Clause 4a. of the Articles of the Association of the Company authorises to issue the shares.

In order to rebuild the net worth and to improve financial position of the Company it has been decided to convert the said unsecured loan into share capital by issuing 14,78,660 (Fourteen lakhs seventy eight thousand six hundred and sixty) Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred Only) each, at par aggregating to Rs. 14,78,66,000/- (Rupees Fourteen Crores Seventy eight lacs sixty six thousand only), for consideration other than cash to Mr. Vinodh Venugopal by conversion of the outstanding unsecured loan of Rs. 14,78,66,000/- (Rupees Fourteen Crores Seventy eight lacs sixty six thousand only) as per agreement reached with him.

The amount of NCNCRPS to be issued pursuant to the resolution shall not exceed the amount as prescribed in the Memorandum of Association of the Company.

The NCNCRPS shall be issued at par at Rs. 100/- each and carry a return of zero point one percent per annum which shall be non-cumulative. The NCNCRPS shall be redeemable within a period of twenty years from the date of allotment as per the discretion of the Board of Directors.

The size of the issue and number of preference shares to be issued and nominal value of each share.	Upto Rs. 14,78,66,000/- (Rupees Fourteen Crores Seventy eight lacs sixty six thousand only) divided into 14,78,660 Preference Shares of face value of Rs. 100/- (Rupees Hundred) each.
The nature of such shares i.e. cumulative or noncumulative, participating or non-participating, convertible or non-convertible.	Redeemable, Non-Cumulative, Non-Participating and Non-Convertible Preference Shares.
The objectives of the issue.	In order rebuild net worth and to strengthen financial position of the Company.
The manner of issue of shares.	Conversion of existing loan into Preference Shares of the Company through preferential allotment basis.
The price at which such shares are proposed to be issued.	Rs. 100/- per Share.
The basis on which the price has been arrived at.	Keeping in view the present scenario of the business of the Company the Board has decided to issue the said preference share at par. The provisions of the Registered Valuation is not applicable to the Listed Companies.
The terms of issue, including terms and rate of dividend on each share, etc.	<ol style="list-style-type: none"> <li>a. Preference Shares shall carry a preferential right vis-a-vis Equity shares of the company with respect to repayment of capital.</li> <li>b. Preference Shares shall be non-participating in the surplus funds:</li> <li>c. Preference Shares shall be non-participating in the surplus asset and profits which may remain after the entire capital has been repaid, on winding up of the Company.</li> <li>d. Preference Shares shall not carry any dividend:</li> <li>e. Preference Shares shall not be convertible into equity shares;</li> <li>f. Preference Shares shall carry voting rights as per the provisions of Section 47(2) of the Act; and</li> <li>g. Preference Shares shall be redeemable before twenty years from the date of allotment and shall be redeemed at a premium equal to an amount calculated to yield a return of Zero point one percent per annum with effect from date of allotment upto the date of redemption.</li> </ol>
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference share are convertible, the terms of conversion.	Redemption.
The manner and mode of redemption.	The Preference Shares shall be redeemed in cash out of profits of the Company as per availability of the same.
The current shareholding pattern of the Company.	Specified in the table below.
The expected dilution in equity share capital upon conversion of preference shares.	Nil, since the Preference Shares are non-convertible.
The class or classes of person(s) to whom the allotment is proposed to be made.	Promoter group.
Intention of promoters, directors or key managerial personnel to subscribe to the offer.	To strengthen the financial position of the Company.
The proposed time within which the allotment shall be completed;	Within twelve months from the date of passing of special resolution.
Name of the Proposed Allottee.	Mr. Vinodh Venugopal
% of Subscription by Proposed.	Allottee 100%
The change in control, if any, in the company that would occur consequent to the preferential offer	Nil. Since it is the issue of Preference Shares.
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL

The Shareholding of the Company is as below:

Sl. No.	Catageory	No. of Equity Shares	Percentage
1.	Promoter & Promoter Group	25,31,160	36.16
2.	Public	44,68,840	63.84
	Total	70,00,000	100.00

The said NCNCRPS can be issued only after the authorization of the Members of Company by passing a Special Resolution.

Mr. K S Venugopala, Chairman cum Managing Director and Mrs. Surekha Shyam Venugopal, Director being related to Mr. Vinodh Venugopal shall be deemed to be concerned or interested in the resolution.

None of the other Directors, Key Managerial Persons and their relatives are, in any way, interested or concerned, financial or otherwise, in the proposed resolution.

**ITEM NO.6 : SALE OF ASSETS OF THE COMPANY:**

At present, the Company owns Land and Building which is situated in the State of Tamilnadu which is in use for more than twenty four years. It also owns Plant and Machinerics which is in use for more than three years.

As the Company is looking forward to improve the financial position and rebuild the Net Worth, the Company will require changing the current style and mode of operation of the Business.

To change the mode of operation and further enhancement of the financial position, it may be considered feasible to transfer the Assets either in whole or in part together with the land and other structures attached thereto and including current contracts, engagements etc. with customers, rights, liabilities / obligations of whatsoever nature and kind and wheresoever situated, by way of direct sale basis or otherwise.

In terms of Section 180(1)(a) of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the permission of the Shareholders by a special resolution, have the right to sell, lease, transfer or otherwise dispose off the whole or substantially the whole of the undertaking of the Company in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year.

The investment value in the assets under sale / disposal / transfer may exceed the prescribed limit.

Therefore this resolution is being passed pursuant to the Postal Ballot Rules and pursuant to the provisions relating to postal ballot under the Companies Act, 2013 as a precautionary measure.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members is sought through postal ballot by way of special resolution.

By Order of the Board of Directors,  
For Tejavsvi Aaharam Limited

Date: 20.11.2019

K S Venugopala  
Chairman  
(DIN:00707454)

Place: Chennai

**NOTES & INSTRUCTIONS:**

1. The statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
2. The relevant documents including but not limited to Memorandum of Association and Articles of Association referred to in the Postal Ballot Notice and Explanatory Statement will be available for inspection of the Members in physical or in electronic form at the Registered Office of the Company situated at New No.31, First Floor, Lazarus Church Road, R.A.Puram, Chennai 600 028 from the dispatch of Postal Ballot Notice till 27.12.2019. (Except Sundays and Public Holidays).



3. The Board of Directors of the Company has appointed Mr. M. Rathinakumar, Practicing Company Secretaries, (FCS No. 6184) (CP No.9111) No.135, (Above IOB Sriram Nagar Branch) T.T.K.Road, Alwarpet, Chennai 600 018 has been appointed as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on 20<sup>th</sup> November, 2019 and 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 cut-off date of 20<sup>th</sup> November, 2019.
5. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
6. The business set out in the Notice may be transacted through electronic voting system. The Company is pleased to provide you the facility of voting through electronic means in terms of the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) amendment Rules, 2015 and as per Regulation 44 of LODR 2015.
7. Members desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on Wednesday, 27<sup>th</sup> November, 2019 at [10.00 AM IST] and will end on Friday, 27<sup>th</sup> December, 2019 at [05.00 PM IST]. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
8. Member(s) desirous of exercising vote by Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the self-addressed Business Reply Envelope to the Scrutinizer not later than the close of working hours on Friday, 27<sup>th</sup> December, 2019 at [05.00 PM IST]. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.
10. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in (6) above.
11. Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
12. Voting will be considered Invalid on the following grounds:
  - a. if the member's signature does not tally;
  - b. if the member has marked all his shares both in favour and also against the resolution;
  - c. if the Postal Ballot Form is unsigned;
  - d. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
13. A Shareholder need not use all his votes nor does he need to cast all his votes in the same manner.
14. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or anyone of the Directors or Company Secretary of the Company on or before 28.12.2019 at the Registered Office of the Company.
15. The results along with the Report will be posted on the website of the Company [www.talchennai.in](http://www.talchennai.in) besides communicating to the Stock Exchange where the shares of the Company are listed. The date of declaration of Postal Ballot result will be taken to be the date of passing the resolution.
16. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company at New No.31, First Fl. Lazarus Church Road, R A Puram Chennai 600028 or any query pertaining to electronic voting may be addressed to Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: [pallavi@nsdl.co.in](mailto:pallavi@nsdl.co.in)
17. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
18. The Scrutinizer's decision on the validity of a Postal Ballot for shall be final.
19. The further instructions in relation with e-voting:
  - I. The process and manner for remote e-voting are as under:

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

## Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

### How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,

- your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rathnakumar.fcs@gmail.com](mailto:rathnakumar.fcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- b) In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form enclosed herewith with this Notice.
  - (ii) Please follow all steps from above to cast vote.
  - (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - (iv) The period for e-voting starts at 10.00 a.m. on 27.11.2019 and ends at 5.00 p.m. on 27.12.2019, e-voting will be disabled by NSDL after 5.00 p.m. on 27.12.2019. During the period shareholder of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 20.11.2019 may cast their vote electronically.
  - (v) The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, and submit his report to the Chairman of the Company.

**Tejassvi Aaharam Limited**  
**(Formerly Sterling Spinners Ltd)**  
**CIN: L15549TN1994PLC028672**

Regd. Off: New No.31, First Floor, Lazarus Church Road, R.A.Puram, Chennai 600 028

Email: [taltdchennai@gmail.com](mailto:taltdchennai@gmail.com) website: [www.talchennai.in](http://www.talchennai.in) Phone: 044 4857 3911

**Postal Ballot Form**

1. Name and Registered Address of the :  
Sole/First named Shareholder (in block letters) :
2. Name(s) of the Joint holder(s) :  
if any (in block letters)
3. Registered Folio No :
4. Number of Equity shares held :
5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the Notice dated 20.11.2019, of the Company by sending my/our assent (for) or dissent to the said Resolution by placing the tick ( \_/ ) mark at the appropriate box below.

Item No	Description	I/We assent To the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	<b>Ordinary Resolution</b> pursuant to the provisions of Section(s) 61 and other applicable provisions of the Companies Act, 2013 for increase in authorized share capital of the Company.		
2.	<b>Special Resolution</b> pursuant to the provisions of Section(s) 13 and other applicable provisions of the Companies Act, 2013 for Amendment to the Memorandum of Association of the Company.		
3.	<b>Special Resolution</b> pursuant to the provisions of Section(s) 14 and other applicable provisions of the Companies Act, 2013 for Amendment to the Articles of Association of the Company.		
4.	<b>Special Resolution</b> pursuant to the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 for Conversion of Unsecured Loans into Preference Shares of the Company.		
5.	<b>Special Resolution</b> pursuant to the provisions of Section(s) 23, 42, 55, 62 and other applicable provisions of the Companies Act, 2013 for Issue of Redeemable Preference Shares on Private Placement Basis.		
6.	<b>Special Resolution</b> pursuant to the provisions of Section(s) 180(1)(a) and other applicable provisions of the Companies Act, 2013 for Sale of Assets of the Company .		

Place:

Date:

\_\_\_\_\_  
(Signature of the shareholder)

**Particulars of e-voting**

Members opting to vote through e-voting, instead of the physical Postal Ballot form, may access the e-voting facility through the web link: <https://www.evoting.nsdl.com/>. The detailed procedure for e-voting is enumerated in the Notes to the Postal Ballot Notice. Particulars for e-voting are as under:

EVEN (e-voting Event Number)	User ID	Password

**Note: Please read the Instructions given overleaf carefully before exercising your vote.**

## INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed and stamped envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expenses of the member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. There will be one Postal Ballot Form for every folio irrespective of number of joint holders.
4. 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 the relevant Board Resolution/ Authority.
5. The votes should be cast either in favour or against by putting tick mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
6. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **27<sup>th</sup> December, 2019**. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders of the Company for which the cutoff date is as on **20<sup>th</sup> November, 2019**.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.
9. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in (6) above.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
11. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of the voting of the Postal Ballot on or before 28.12.2019.
12. The Postal Ballot shall not be exercised by a Proxy.
13. The date of declaration of the results of Postal Ballot shall be taken to be the date of passing of the resolution.
14. Voting will be considered Invalid on the following grounds:
  - a) if the member's signature does not tally;
  - b) if the member has marked all his shares both in favour and also against the resolution;
  - c) if the Postal Ballot Form is unsigned;
  - d) if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
15. A Shareholder need not use all his votes nor does he need to cast all his votes in the same manner.