

TAMIL NADU INDUSTRIAL EXPLOSIVES LIMITED
Regd.Office: LLA Building, First Floor, 735, Anna Salai, Chennai 600 002.
CIN: U31501TN1983SGC009836
Phone No.044-28412003 Email ID: tnielmf@gmail.com

Dear Members,

I would like to inform you that pursuant to Section 180 of the Companies Act 2013 and Sections 108 & 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the company had issued a letter dated 19.4.2021 forwarding a copy of the Postal Ballot notice dated 18.3.2021. The company had conducted the process of Postal Ballot for seeking approval of the shareholders for the following resolutions.

1. Approval to lease the land and building situated in the factory at Vandaranthangal Village, Chittoor-Vellore High Road, Katpadi, Vellore District ("Property") to Bharat Electronics Limited, Bengaluru.
2. Approval to dispose of its Machinery and all its fixed assets situated at the factory at Vandaranthangal Village, Chittoor-Vellore High Road, Katpadi, Vellore District on "as is where is" basis through tender process.

The e-voting commenced on 23rd April 2021 at 9.00 A.M. and concluded on 22nd May 2021 at 5.00 P.M.

Based on the Scrutinizer's report, the resolutions as set out in the notice was declared as passed with requisite majority. The said Postal Ballot result is being hosted on the website of the Company, www.tniel.in and also on website of Central Depository Services (India) Limited (CDSL), www.evotingindia.com.

BY ORDER OF THE BOARD
For Tamilnadu Industrial Explosives Limited

Place: Chennai
Date : 24.5.2021

C.KAMARAJ, I.A.S,
MANAGING DIRECTOR

தமிழ்நாடு தொழில் வெடிமருந்து நிறுவனம்

பதிவு அலுவலகம் : LLA கட்டிடம், முதல் மாடி, 735, அண்ணா சாலை,
சென்னை 600 002.

CIN: U31501TN1983SGC009836

தொலைபேசி எண் .044-28412003 மின்னஞ்சல் ஐடி: tnielmf@gmail.com

அன்புள்ள உறுப்பினர்களுக்கு,

நிறுவனங்கள் (மேலாண்மை மற்றும் நிர்வாகம்) விதிகள், 2014, நிறுவனங்கள் சட்டம் 2013 இன் பிரிவு 180, 108 மற்றும் 110 பிரிவுகளின்படி, நிறுவனம் 19.4.2021 தேதியிட்ட ஒரு கடிதத்தை, 18.3.2021 தேதியிட்ட அஞ்சல் வாக்கு அறிவிப்பின் நகலுடன் வெளியிட்டுள்ளது என்பதை நான் உங்களுக்கு தெரிவிக்க விரும்புகிறேன். பின்வரும் தீர்மானங்களுக்கு பங்குதாரர்களின் ஒப்புதல் கோருவதற்காக நிறுவனம் அஞ்சல் வாக்குச்சீட்டின் செயல்முறையை நடத்தியது.

1. வண்டரந்தங்கல் கிராமம், சித்தூர்-வேலூர் ஹை ரோடு, காட்பாடி, வேலூர் மாவட்டத்திலுள்ள தொழிற்சாலையில் அமைந்துள்ள நிலம் மற்றும் கட்டிடத்தை ("சொத்து") பெங்களூரு பாரத் எலெக்ட்ரானிக்ஸ் லிமிடெட் நிறுவனத்திற்கு குத்தகைக்கு விட ஒப்புதல்.

2. வண்டரந்தங்கல் கிராமம், சித்தூர்-வேலூர் ஹை ரோடு, காட்பாடி, வேலூர் மாவட்டத்திலுள்ள தொழிற்சாலையில் அமைந்துள்ள இயந்திரங்கள் மற்றும் அதன் நிலையான சொத்துக்கள் அனைத்தையும் டெண்டர் செயல்முறை மூலம் "உள்ளது உள்ளபடி" என்ற அடிப்படையில் அப்புறப்படுத்த ஒப்புதல்.

மின் வாக்களிப்பு 2021 ஏப்ரல் 23 அன்று காலை 9.00 மணிக்கு
தொடங்கி 22 மே 2021 அன்று மாலை 5.00 மணிக்கு
முடிவடைந்தது.

ஆய்வாளரின் அறிக்கையின் அடிப்படையில், அறிவிப்பில்
குறிப்பிடப்பட்டுள்ள தீர்மானங்கள் தேவையான பெரும்பான்மையுடன்
நிறைவேற்றப்பட்டதாக அறிவிக்கப்பட்டன. இந்த தபால்
வாக்குச்சீட்டு முடிவு நிறுவனத்தின் வலைத்தளமான www.tniel.in
மற்றும் மத்திய வைப்பு சேவைகள் (இந்தியா) லிமிடெட்
(சி.டி.எஸ்.எல்), www.evotingindia.com ஆகியவற்றின் வலைத்தளத்திலும்
வழங்கப்படுகிறது.

வாரியத்தின் ஆணைப்படி
தமிழ்நாடு தொழில் வெடிமருந்து நிறுவனத்திற்காக,

சி.காமராஜ், ஐ.ஏ.எஸ்.,
நிர்வாக இயக்குநர்

இடம்: சென்னை

தேதி: 24.5.2021

CDSL



24th May, 2021

The Chairman
Tamil Nadu Industrial Explosives Limited
LLA Building, First floor,
735 Anna Salai,
Chennai - 600 002

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolutions passed by the Board of Directors of **Tamil Nadu Industrial Explosives Limited** on 18th March, 2021, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Section 180(1)(a) and Section 108 and 110 of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 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), the provisions of 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 members be and is hereby accorded to the Board of Directors of the Company (herein after words referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or herein after constitute from time to time its powers including the powers conferred by this resolution) to lease 67.25 Acres of land along with the buildings constructed thereon situated at the factory at Vandaranthangal Village, Chittoor-Vellore High Road, Katpadi, Vellore District "as is where is" basis or in any other manner as the Board may deem fit in the interest of the company, to Bharat Electronics Limited (BIL) for a consideration of yearly rent of Rs.2,66,99,316/- (Rupees two crore sixty six lakhs ninety nine thousand and three hundred sixteen only) for a period of 29 years on such terms and conditions as may be deemed fit by the Board.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute necessary documents including but not limited to definitive lease agreement and other necessary 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</p>





	<p>expedient to give effect to the above Resolution including without limitation, to settle any question, difficulties or doubts that may arise in regard to leasing the land and building as they may in their absolute discretion deem fit.</p> <p>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 the power to delegate to any officer of the company, with authorities as required, affixing the common seal of the company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.</p>
	<p>SPECIAL RESOLUTION</p> <p>RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any to the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of members be and is hereby accorded to the Board of Directors of the Company (herein after words referred to as the "Board" which term shall be deemed to include any committee which the Board have constituted or herein after constitute from time to time its powers including the powers conferred by the resolution) to sell/dispose of its machinery and all other fixed assets situated at the factory at Vandaranthangal Village, Chittoor-Vellore High Road, Katpadi, Vellore District on "as is where is" basis through tender process on such terms and conditions as may be deemed fit by the Board.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorized 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 question, difficulties or doubts that may arise in regard to sale of the assets of the company as they may in their absolute discretion deem fit.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised 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 the power to delegate to any officer of the company.</p>





WE REPORT that in view of the pandemic COVID-19 and the resultant lockdown situation across the country restricting the movement of persons, in compliance with framework issued by the Ministry of Corporate Affairs through its circular No. 14/2020 dated April, 08, 2020 and circular no. 33/2020 dated September 28, 2020, and 39/2020 dated December 31, 2020 the company has sent Postal Ballot Notice dated 18th March, 2021 in electronic form only to those Members who have registered their email address with the Register and Share Transfer Agent.

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, including MCA Circulars as mentioned above relating to Postal Ballot E-voting, on the resolutions contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company.

We report that as stated in the notice sent to the members, the Company had fixed 22nd May, 2021 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "THE HINDU" in 'English' on 21st April, 2021 and "THE HINDU" in vernacular language 'Tamil' on 21st April, 2021 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period 23rd April, 2021 (9:00 a.m. IST) to 22nd May, 2021 (5:00 p.m. IST).

All the votes received upto the closure of working hours (5:00 p.m. IST) on Saturday, 22nd May, 2021, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.



We report that out of **12433** Shareholders, we have received valid E-Voting from **29** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	23rd April, 2021 (9:00 a.m. IST) to 22nd May, 2021 (5:00 p.m. IST)	
Total No. of Shareholders	12433	
Total No. of Shares	26956800	
Particulars	As per E-Voting	Total
Postal Ballot e-voting	29	29
Less: Invalid *	0	0
Net Valid e-voting	29	29

ITEM 1 - LEASING OF LAND AND BUILDING SITUATED AT FACTORY AT VANDARANTHANGAL VILLAGE AS PER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013 (SPECIAL RESOLUTION).

(i) Votes in favour of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) -E-Voting	% of total number of valid votes cast
27	22141689	99.99999

(ii) Votes against the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) -E-Voting	% of total number of valid votes cast
2	2	0.00001

(iii) Invalid Votes:

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





RESULT

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution under Section 180(1)(a) and Section 108 and 110 of the Companies Act, 2013, with regard to Item 1 as set out in the Notice of Postal Ballot is passed with requisite majority.

ITEM 2 - APPROVAL FOR CONSENT OF MEMBERS TO SELL/DISPOSE OF ITS MACHINERY AND ALL OTHER FIXED ASSETS SITUATED AT THE FACTORY AT VANDARANTHANGAL VILLAGE AS PER SECTION 180 (1) (A) OF THE COMPANIES ACT,2013 (SPECIAL RESOLUTION).

(i) Votes in favour of the resolution:

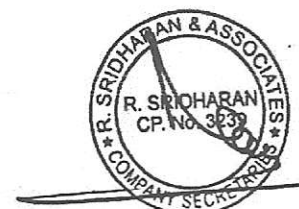
Number of members voted in E- Voting	Number of votes cast (Shares) -E-Voting	% of total number of valid votes cast
27	22141689	99.99999

(ii) Votes against the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) -E-Voting	% of total number of valid votes cast
2	2	0.00001

(iii) Invalid Votes:

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





RESULT

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution under Section 180(1)(a) and Section 108 and 110 of the Companies Act, 2013, with regard to Item 2 as set out in the Notice of Postal Ballot is passed with requisite majority.

We further report that as per the notice of Postal Ballot dated 18th March, 2021 approved by the Board of Directors on 18th March, 2021 the Chairman or any Director of the Company may declare and confirm the above results of voting by e-voting in respect of the resolution referred to herein on Monday, 24th May, 2021 at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for the resolution is enclosed.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

CS R SRIDHARAN
FCS No. 4775
C P No. 3239
UDIN: F004775C000360449

Place: Chennai
Encl.: a/a

