

MINUTES OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TAMILNADU JAI BHARATH MILLS LIMITED HELD ON 25TH SEPTEMBER 2015 AT 4.45 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT 212, RAMASAMY NAGAR, ARUPPUKOTTAI - 626 159.

MINUTES OF THE

PRESENT

1. Shri T.R. Dhinakaran - Chairman
2. Shri T. Balakumar - Director
  
3. No. of Shareholders present - 45 (2,90,23,136 shares)
4. No. of E. Voting - 2 (3,600 shares)

WELCOME ADDRESS BY CHAIRMAN AND ASCERTAINING QUORUM

Welcoming the members the Chairman delivered his speech and introduced the Directors to the Shareholders.

After ascertaining that the required quorum was present the Chairman called the meeting to order. The Chairman informed that Shri D. Senthilkumar, Executive Director, Smt. D. Kothai, Director and Shri Manoj Kumar Kedia, Director have expressed their inability to attend the meeting. He informed that two E-votings were received. With the consent of the shareholders present, the notice convening the AGM of the Company together with the financial statements and reports were taken as read.

ORDINARY BUSINESS :

Adoption of Annual Accounts for 2014-2015.

The following resolution was proposed by Shri P. Mohan and seconded by Shri N. Masanamoorthy.

- "Resolved that the Reports of the Auditors and of the Directors and the Audited Profit & Loss Account for the year ended 31st March 2015 and the Balance Sheet as on that date be and are hereby received, considered and adopted".

The Chairman put the resolution to vote and after voting the Chairman declared the resolution passed.

Re-appointment of Smt. D. Kothai as a Director

The following resolution was proposed by Shri S. Venugopalakrishnan and seconded by Shri S. Seenivasan.

"Resolved that Smt. D. Kothai who retires at this meeting in accordance with the provisions of Company's Articles of Association / Sec. 256 of the Companies Act, 2013, and being eligible for re-appointment, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to retire by rotation".

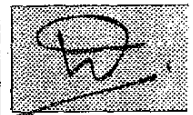
The Chairman put the resolution to vote and after voting the Chairman declared the resolution passed.



For TAMILNADU JAI BHARATH MILLS LTD.

*[Handwritten signature]*

Company Secretary



CHAIRMAN'S  
INITIALS

Re-appointment of Auditors.

The following resolution was proposed by Shri S. Sundaramoorthy and Seconded by Shri C.Mariappan.

" Resolved that M/s. Krishnan & Raman, Rajapalayam Chartered Accountants be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Next Annual General Meeting on a total remuneration to be fixed by the Board of Directors and acceptable to the auditors for their services in addition to the reimbursement of actual travelling and other out of pocket expenses incurred by them for the purposes of audit".

The Chairman put the resolution to vote and after voting the Chairman declared the resolution passed.

SPECIAL BUSINESS

Related party Transactions 2014-2015

The following resolution was proposed by Shri C. Nagaraj and seconded by Shri K.Nagendran.

" Resolved that pursuant to the provisions of Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions if any of the Companies Act, 2013 , consent of the members of the Company, be and is hereby accorded by Special Resolution for the above related party transactions".

The Chairman put the resolution to vote and after voting the Chairman declared the resolution passed.

Appointment of Shri T. Balakumar Independent Director as Director representing Small Shareholders

The following resolution was proposed by Shri S.R.Gandhi and seconded by Shri S.Nagumani.

" Resolved that the appointment of Shri T.Balakumar, Independent Director as Director representing Small Shareholders approved by the Board be and is hereby ratified".

"Resolved also to continue Shri T.Balakumar and Shri Manoj Kumar Kedia, Independent Directors as recommended by the Board after review of their performance".

The Chairman put the resolution to vote and after voting the Chairman declared the resolution passed.



CHAIRMAN'S  
INITIALS



For TAMILNADU JAI BHARATH MILLS LTD.

  
Company Secretary

Appointment of Shri K.Subburajulu as an Independent Director

The following resolution was proposed by Shri D.Gopalsamy and seconded by Shri S.Paulraj.

"Resolved that pursuant to the provisions of Sec.149, 150 and 152 and other applicable provisions, if any of the Companies Act, 2013 at the rules made there under Shri K.Subbarajulu (DIN NO.07284462) who has given necessary declaration that he meets the criteria for appointment as Independent Director be and is hereby appointed as an Independent Director from this meeting upto the 31<sup>st</sup> AGM of the Company".

The Chairman put the resolution to vote and after voting the Chairman declared the resolution passed.

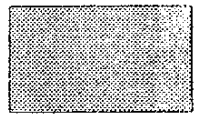
Shri V. Ramanathan, on behalf of the shareholders of the Company proposed vote of thanks and the meeting concluded after National Anthem.

*[Handwritten Signature]*  
Chairman

|| CERTIFIED TRUE COPY ||

For TAMILNADU JAI BHARATH MILLS LTD.

*[Handwritten Signature]*  
Company Secretary



CHAIRMAN'S INITIALS

