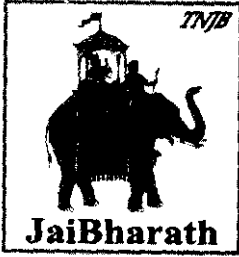


Sri Ramajayam

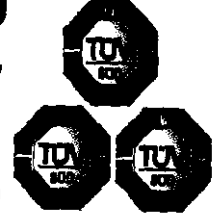


TAMILNADU JAIBHARATH MILLS LIMITED

Works : Malayankulam Village, Chidambarapuram - 627754, Sankarankovil Taluk,
TAMILNADU

Phone : 04636-222091- (3 lines), Fax : 04636 - 222634,

E-mail : account@tnjb.net.in CST.RC.No.: 500136 / 8-8-91 TIN No : 33165801040



LIST OF DIRECTORS AS ON AGM 23.09.2014

1	Shri. Srinivas A Naidu	Chairman
2	Shri. T.R.Dhinakaran	Managing Director
3	Shri. D. Senthikumar	Executive Director
4	Smt. D.Kothai	Director
5	Shri. T. Balakumar	Director
6	Shri. Manoj Kumar Kedia	Director

// CERTIFIED TRUE COPY //

For TAMILNADU JAI BHARATH MILLS LTD.

[Handwritten Signature]
Company Secretary

MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TAMILNADU JAI BHARATH MILLS LIMITED HELD ON 23RD SEPTEMBER 2014 AT 4.45 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT 212, RAMASAMY NAGAR, ARUPPUKOTTAI - 626 159.

MINUTES BOOK

PRESENT

1. Shri Srinivas A Naidu - Chairman
2. Shri T.R.Dhinakaran - Managing Director
3. Shri. D.Senthilkumar - Executive Director
4. Shri T.Balakumar - Director
5. No.of Shareholders present - 35 (48,41,000 shares)
6. No.of Proxies received - 2 (2,45,26,536 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. He informed that two proxies 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 2013-2014.

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

"Resolved that the Reports of the Auditors and of the Directors and the Audited Profit & Loss Account for the year ended 31st March, 2014 and the Balance Sheet as on that date be and are hereby received, considered and adopted".

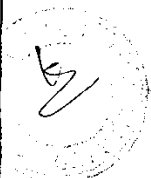
The Chairman put the resolution to vote. On a show of hands the Chairman declared the resolution passed unanimously.

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

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

"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. On a show of hands the Chairman declared the resolution passed unanimously.



CHAIRMAN'S
INITIALS

Continuance of Independent Directors

The Chairman Shri Srinivas A Naidu vacated the Chair and Shri T.R.Dhinakaran took over as the Chairman for this item.

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

"Resolved that Shri Srinivas A Naidu, Shri. T.Balakumar and Shri.P.Manojkumar Kedia, Independent Directors who are not subject to retirement by rotation be and are hereby continued for a further period up to the 26th AGM as per the Companies Act, 2013".

The Chairman put the resolution to vote. On a show of hands the Chairman declared the resolution passed unanimously.

Re-appointment of Auditors.

Shri T.R.Dhinakaran vacated the chair and Shri Srinivas A Naidu took over as the Chairman.

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

" 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".

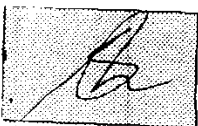
The Chairman put the resolution to vote. On a show of hands the Chairman declared the resolution passed unanimously.

Re-appointment of Cost Auditor

The following resolution was proposed by Shri D.Gopalsamy and seconded by Shri K.P.Krishnan.

" Resolved that Shri. Rajesh Sai Iyer, Cost Auditor be and is hereby reappointed as Cost Auditor 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 decided by the Board of Directors".

The Chairman put the resolution to vote. On a show of hands the Chairman declared the resolution passed unanimously.



CHAIRMAN'S
INITIALS

SPECIAL BUSINESS

Adopt New Memorandum and Articles of Association of the Company.

The following resolution was proposed by Shri V. Ramanathan and Seconded by Shri. P.Mohan.

“ Resolved that pursuant to the provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force),the draft regulations of the Memorandum and Articles of Association as per the above regulations be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Memorandum and Articles of Association of the Company”.

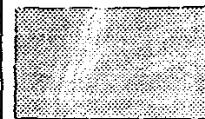
“ Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such steps as may be necessary, proper or expedient to give effect to this resolution”.

The Chairman put the resolution to vote. On a show of hands the Chairman declared the resolution passed unanimously

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




Chairman



CHAIRMAN'S
INITIALS