



THANGAMAYIL

MINUTES OF THE PROCEEDINGS OF THE 15TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 29th JULY, 2015 AT 11.45 AM AT CHAMBER OF COMMERCE NO.178-B, KAMARAJAR SALAI, MADURAI-625 009.

Directors Present:

Shri. Balarama Govinda Das	- Chairman and Managing Director
Shri. Ba. Ramesh	- Joint Managing Director
Shri. N.B.Kumar	- Joint Managing Director
Shri. Laljivora	- Independent Director
Shri. V. R. Muthu	- Independent Director
Smt Yamuna Vasini Deva Dasi	- Non Executive & Non Independent Director
Shri. V.Vijayaraghavan	- Company Secretary
Shri. B. Rajesh Kanna	- Chief Financial Officer

Members Present:

In Person: 50

By Proxy: 5

By Invitation

Mr. K.N.Rajagopalan & Mr.D.Aruchamy – Partners,M/s,B.Thiagarajan & Co., Chartered Accountants, Chennai – Statutory Auditors.

Shri. Balarama Govinda Das, Chairman occupied the chair and after ascertaining that the requisite quorum for the meeting was present, the chairman called the meeting to order. He welcomed the members to the meeting. He informed the members that the company has been able to achieve creditable performance for the year ended 31.03.2015 by achieving turnover of Rs. 1,422.83 Crores. Eventhough the company could earn a Gross profit of Rs. 53.27 Crores for the financial year 2014-15 but due to adverse circumstances faced by the industry on the whole and also due to severe finance cost and other expenses it has resulted in a Net Loss of Rs. 22.28 Crores after providing for Tax Expenses.

He further informed that inspite of competition in the field of retail business of Jewellery we have been able to sustain the situation and do a brisk business by providing quality and effective customer care service thus retaining our existing customers as well as adding more to our customer list ensuring our future prospects.

He also highlighted that the company is working out better strategy for the growth of the business and has plans to expand the retail business in the current financial year 2015-16 and would achieve better performance by synergizing the operations of the retail business.

The Secretary of the Company read the Notice of the meeting. The Secretary also read the Auditor's

Report

Regd. office: 124, Nethaji Road, Madurai 625001. Tel: 0452-2345553 Fax : 2344340

Corporate Office : 25/6, Palami center, II & III floor, Narayanapuram, Near Ramakrishna Mutt, New Natham Road, Madurai-625014. Tel : 0452 - 2565553 Fax : 2566560

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THANGAMAYIL
JEWELLERY LIMITED

ANNUAL GENERAL MEETING RESOLUTIONS

The Chairman ordered a poll in the AGM to extend the facility of proportionate share voting in line with E-Voting offered by the Company, as per the Companies Act, 2013. Following are the details of the same.

1) Resolution 1 – Ordinary Resolution

Adoption of Audited Balance Sheet as at 31.03.2015 and the profit and loss account made upto that date along with the report of the Directors and Auditors thereon.

i) Votes in Favour of the Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
35	1,322,568	100%

ii) Votes against Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
0	0	0

iii) Invalid Votes

Total Number of members present and voting (in person or by proxy) whose votes are declared invalid	Total Number of Votes cast by them
0	0



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2) Resolution 2 – Ordinary Resolution

To reappoint a Director in place of Shri N.B.Kumar as a Director

i) Votes in Favour of the Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
35	1,322,568	100%

ii) Votes against Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
0	0	0

iii) Invalid Votes

Total Number of members present and voting (in person or by proxy) whose votes are declared invalid	Total Number of Votes cast by them
0	0

3) Resolution 3 – Ordinary Resolution

To declare a dividend on equity shares

i) Votes in Favour of the Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
35	1,322,568	100%

ii) Votes against Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
		0

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iii) Invalid Votes

Total Number of members present and voting (in person or by proxy) whose votes are declared invalid	Total Number of Votes cast by them
0	0

4) Resolution 4 – Ordinary Resolution

To ratify M/s Thiagarajan & Co, Chartered Accountants, as statutory auditors.

i) Votes in Favour of the Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
32	2,91,681	22.054%

ii) Votes against Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
3	1,030,887	77.946%

iii) Invalid Votes

Total Number of members present and voting (in person or by proxy) whose votes are declared invalid	Total Number of Votes cast by them
0	0

5) Resolution 5 – Ordinary Resolution

To appoint Shri.T.R.Narayanaswamy as Independent Director

i) Votes in Favour of the Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
35	1,322,368	100%



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ii) Votes against Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
0	0	0

iii) Invalid Votes

Total Number of members present and voting (in person or by proxy) whose votes are declared invalid	Total Number of Votes cast by them
0	0

6) Resolution 6 – Ordinary Resolution

To appoint Ms. Yamuna Vasini Deva Dasi as a Director

i) Votes in Favour of the Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
35	1,322,568	100%

ii) Votes against Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
0	0	0

iii) Invalid Votes

Total Number of members present and voting (in person or by proxy) whose votes are declared invalid	Total Number of Votes cast by them
0	0



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7) Resolution 7 – Special Resolution

To give consent for the borrowing powers of the Board up to Rs.750 Crores u/s.180(1)(c) of the Act.

i) Votes in Favour of the Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
35	1,322,568	100%

ii) Votes against Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
0	0	0

iii) Invalid Votes

Total Number of members present and voting (in person or by proxy) whose votes are declared invalid	Total Number of Votes cast by them
0	0

8) Resolution 8 – Ordinary Resolution

To give consent for acceptance of deposits u/s 73 & 76 of the Companies Act, 2013.

i) Votes in Favour of the Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
35	1,322,568	100%

ii) Votes against Resolution

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast

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iii) Invalid Votes

Total Number of members present and voting (in person or by proxy) whose votes are declared invalid	Total Number of Votes cast by them
0	0

Then the meeting ended with a vote of thanks to the Chair and the Shareholders of the company.

Place: Madurai
Date: 30.07.2015



For Thangamayil Jewellery Limited


(CS.V. Vijayaraghavan)
Company Secretary