



THANGAMAYIL
JEWELLERY LIMITED

MINUTES OF THE PROCEEDINGS OF THE 17TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 26TH JULY, 2017 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
Shri V. Ramasamy	- Independent Director
Smt Yamuna Vasini Deva Dasi	- Non Executive Director
Shri. V.Vijayaraghavan	- Company Secretary
Shri. B. Rajesh Kanna	- Chief Financial Officer

Members Present:

In Person: 42
By Proxy: NIL

By Invitation

Mr. K.N.Rajagopalan & Mr.D.Aruchamy – Partners, M/s,B.Thiagarajan & Co., Chartered Accountants, Chennai – outgoing Statutory Auditors and Mr.K.M.Padmanabhan – Senior Partner, M/s.Srinivas & Padmanabhan, Chennai – incoming Statutory Auditors.

Shri. Balarama Govinda Das, Chairman occupied the chair and after ascertaining from the secretary 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 good performance for the year ended 31.03.2017 by achieving turnover of Rs. 1,294.78 Crores. The company has earned a Net Profit of Rs. 13.95 Crores after providing for Tax Expenses. He further informed that the bankers were good enough to extend Metal Gold Loan facility which has considerably reduced our finance cost to greater extent.

He further informed that inspite of hiccups such as introduction of Excise duty and the strike by jewelers at the beginning of the year and demonetization towards in the third quarter the Company has been able to achieve better results for the financial year ended 31.03.2017.

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 2017-18 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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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

To consider and adopt the audited Balance sheet as at 31.03.2017 & the Profit & Loss account along with report of Directors, Auditors and Secretarial auditor 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
25	175203	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

2) Resolution 2 – Ordinary Resolution

To appoint a director in place of Smt.Yamuna Vasini Deva Dasi who retires by rotation and being eligible offers herself for reappointment

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
25	175203	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

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
25	175203	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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4) Resolution 4 – Ordinary Resolution

To appoint 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
25	175203	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

5) Resolution 5 – Ordinary Resolution

To re-appoint Shri. Mr.V.Ramasamy as an 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
25	175203	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

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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

6) Resolution 6 – Ordinary Resolution

To re-appoint Shri.Balarama Govinda Das as Managing Director and fix his remuneration

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
25	175203	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

7) Resolution 7 – Ordinary Resolution

To re-appoint Shri.Ba.Ramesh as Joint Managing Director and fix his remuneration

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
25	175203	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

8) Resolution 8 – Ordinary Resolution

To re-appoint Shri.N.B.Kumar as Joint Managing Director and fix his remuneration

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
25	175203	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





9) Resolution 9 – Ordinary Resolution

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

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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
25	175203	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

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

Place: Madurai

Date: 28.07.2017

For Thangamayil Jewellery Limited

(CS.V. Vijayaraghavan)
Company Secretary