



NOTICE TO THE SHAREHOLDERS

Notice is here by given that the 17th Annual General Meeting of the company will be held on Wednesday 26th July 2017 at Tamilnadu Chamber of Commerce & Industry No: 178-B, Kamarajar salai, Madurai-625009 at 11.45 am to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 and the Profit and Loss Account made up to that date along with the report of the Directors, Auditors there on.
2. To appoint a Director in place of Smt.Yamuna Vasini Deva Dasi who retires by rotation at the close of the Annual General Meeting and being eligible offers herself for re-appointment.
3. To declare a dividend on equity shares.
4. To appoint statutory auditors for the Company in place of M/s. B. Thiagarajan & Co, Chartered Accountant, Chennai whose term has come to a close with this Annual General Meeting as per the Companies Act, 2013.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.V.Ramasamy (holding DIN.00039262), who has been appointed as an Independent director in the 16th Annual General Meeting held on 27.07.2016 for 1 year whose term has come to an end by 24.05.2017 has been extended for another 4 years from 25.05.2017 to 24.05.2021 which is duly recommended by the Board of Directors in their meeting held on 18.05.2017, now consent of the Shareholders of the Company be and is hereby accorded for his appointment as an Independent Director of the Company to hold office for another 4 years with effect from 25.05.2017 to 24.05.2021.

6. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Pursuant to the provisions of S.196 of the Companies Act 2013, and all other applicable provisions if any, as amended up to date, consent of the shareholders of the Company be and is hereby accorded to re-appoint **SHRI BALARAMA GOVINDA DAS - MANAGING DIRECTOR** of the Company for a period of 5 years from 1st December 2017 to 30th November 2022 since the earlier resolutions passed at 12th Annual General Meeting held on 18.07.2012 wherein his term of appointment is coming to a close on 30.11.2017 and on the remuneration and other terms and conditions set out in the respective resolutions hereunder.

RESOLVED FURTHER THAT pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said Act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded for the existing remuneration of ₹ 5 Lakhs per month to Shri.Balarama Govinda Das, Managing Director as specified under Schedule V of the Act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said Act or any amendment that may be notified by the government in that behalf.

**Terms of Remuneration**

SALARY- ₹ 5,00,000 per month

He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, superannuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

"RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals."

"RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time."

7. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Pursuant to the provisions of S.196 of the Companies Act 2013, and all other applicable provisions if any, as amended up to date, consent of the shareholders of the Company be and is hereby accorded to re- appoint **SHRI BA RAMESH – JOINT MANAGING DIRECTOR** of the Company for a period of 5 years from 1st December 2017 to 30th November 2022 since the earlier resolutions passed at 12th Annual General Meeting held on 18.07.2012 wherein his term of appointment is coming to a close on 30.11.2017 and on the remuneration and other terms and conditions set out in the respective resolutions hereunder.

RESOLVED FURTHER THAT pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said Act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded for the existing remuneration of ₹ 5 Lakhs per month to Shri. Ba. Ramesh, Joint Managing Director as specified under Schedule V of the Act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said Act or any amendment that may be notified by the government in that behalf.

Terms of Remuneration

SALARY- ₹ 5,00,000 per month

He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, superannuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.



"RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals."

"RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time."

8. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Pursuant to the provisions of S.196 of the Companies Act 2013, and all other applicable provisions if any, as amended up to date, consent of the shareholders of the Company be and is hereby accorded to re- appoint **SHRI N.B.KUMAR – JOINT MANAGING DIRECTOR** of the Company for a period of 5 years from 1st December 2017 to 30th November 2022 since the earlier resolutions passed at 12th Annual General Meeting held on 18.07.2012 wherein his term of appointment is coming to a close on 30.11.2017 and on the remuneration and other terms and conditions set out in the respective resolutions hereunder.

RESOLVED FURTHER THAT pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said Act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded for the existing remuneration of ` 5 Lakhs per month to Shri.N.B.Kumar, Joint Managing Director as specified under Schedule V of the Act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said Act or any amendment that may be notified by the government in that behalf.

Terms of Remuneration

SALARY- ₹ 5,00,000 per month

He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, super-annuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

"RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals."

"RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time."



9) To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sec.73 and 76 of the Companies Act, 2013 read with Companies (acceptance of deposits) rules, 2014 and all other applicable provisions if any, as recommended by the Board of directors of the Company and subject to other approvals and sanctions under the Companies Act, 2013, consent of the Shareholders of the Company be and is hereby accorded to the Company to invite accept and renew deposits from the Public and Shareholders of the Company up to a sum of ₹ 53.02 Crores, (from the Public ₹ 37.87 Crores and from the Shareholders of the Company ₹ 15.15 Crores) which will be within the limits prescribed under rule 3 of the Companies (acceptance of deposits) rules, 2014 on the basis of audited accounts for the year ended 31.03.2017.

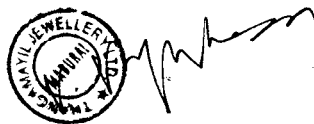
RESOLVED FURTHER THAT the rate of interest for the fixed deposits be and is hereby revised for the current financial year 2017-18 as follows:

SI.NO	Term of Deposits	Revised rate of interest (with effect from 04.08.17)	Old rate of interest
1	1 year	9%	9%
2	2 year	9.5%	10%
3	3 year	10%	11.50%

RESOLVED FURTHER THAT necessary formalities be and is hereby complied by the Company with regard to revision of interest rates wherever necessary under the Companies Act, 2013.

RESOLVED FURTHER THAT the Company do hereby comply with all the formalities as per the Companies (Acceptance of Deposits) Rules, 2014 and under the Companies Act, 2013 with regard to acceptance of deposits from the Public and Shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do any such Act or deeds in connection with acceptance of deposits and as empowered by the Board of Directors with regard to the same under the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014.



Place – Madurai
Date – May 18, 2017

By Order of the Board of Directors
For Thangamayil Jewellery Limited

(CS.V.Vijayaraghavan)
Company Secretary



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SEC.102 OF THE COMPANIES ACT, 2013

ITEM NO.4 (Ordinary Business)

The present statutory auditors M/S. B. Thiagarajan & Co, Chartered Accountants, Chennai (Firm reg.no. 004371S) have completed their tenure as per the Companies Act, 2013 and hence New statutory auditors of the Company have to be appointed from this Annual General Meeting onwards. The Company therefore discussed the matter in their Board meeting held on 18.05.2017 and based on the profiles received, the Board has decided on merits and qualification and experience M/S.Srinivas and Padmanabhan, Chartered Accountants, Chennai (Firm reg.No.004021S) as statutory auditors for the Company to be appointed in this Annual General Meeting for 5 years to hold office from one Annual General Meeting to another Annual General Meeting to be ratified by the shareholders in terms of the provisions of the Companies Act, 2013.

In view of the above, the Board of Directors recommends appointment of M/S.Srinivas and Padmanabhan, (Firm reg.No.004021S) as statutory auditors as mentioned at Item no.4 of the notice.

ITEM NO.5

Mr.V.Ramasamy has been appointed as an Independent Director in the Annual General Meeting held on 27.07.2016 to hold office till 24.05.2017. Therefore it is necessary to reappoint him as an Independent Director and hence the Board after considering the matter and since the Board of Directors felt that his continuance would be of much beneficial and useful to the Company because of his professional background the Board has considered the above facts and has re-appointed him as an Independent Director for another 4 years from 25.05.2017 to 24.05.2021 in their meeting held on 18.05.2017.

He is a Practising Company Secretary at Delhi and has around 30 years of working experience in Government and Corporate sector before he started practising as Company Secretary in 2005. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr.V.Ramasamy being eligible and having been appointed as an Independent Director for four years upto 24.05.2021, consent of the Shareholders is sought for his appointment. In the opinion of the Board, Mr.V.Ramasamy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr.V.Ramasamy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on any working day, excluding Sunday. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr.V.Ramasamy as an Independent Director. Accordingly, the Board recommends the resolution for reappointment of Mr.V.Ramasamy as an Independent Director, for the approval by the Shareholders of the Company.

Memorandum of Interest:

Except Mr.V.Ramasamy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Regulation 27 of SEBI (LODR) Regulations, 2015(Clause 49) of the Listing agreement with the Stock Exchanges.

**ITEM NO.6**

Mr.Balarama Govinda Das is the Chairman and Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental in the Company's growth over the years and the efforts taken by him has turned around the Company as a leading jewellery manufacturer and retailer in the south in Tamilnadu.

His appointment as Managing Director of the Company is valid till 30.11.2017 and hence it is necessary to reappoint him for another 5 years from 01.12.2017 to 30.11.2022. Hence the Board of Directors recommend the above said resolutions for your approval.

The remuneration drawn by him presently is as per the resolutions passed at 14th Annual General Meeting held on 30.07.2014 in terms of the Companies Act, 2013 read with Schedule V of the Act. Therefore the Board felt the need to approve the Remuneration also afresh. Accordingly the board considered the matter in its meeting held on 18.05.2017 and has recommended a sum of ₹ 5 Lakhs to be paid as remuneration per month as per the resolution placed before you. The Board of Directors recommends the resolution for your approval. The Board has taken into account the recommendation of Nomination and Remuneration Committee and Audit committee while recommending the resolution.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr.Balarama Govinda Das, Mr.Ba.Ramesh,Mr.N.B.Kumar, Smt.Yamuna Vasini Deva Dasi and Mr. B.Rajeshkanna, CFO are deemed to be interested in the resolution.

ITEM NO.7

Mr.Ba.Ramesh is the Joint Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental in the development of various activities of the Company and has contributed for the overall growth of the Company.

His appointment as Joint Managing Director of the Company is valid till 30.11.2017 and hence it is necessary to reappoint him for another 5 years from 01.12.2017 to 30.11.2022. Hence the Board of Directors recommend the above said resolutions for your approval.

The remuneration drawn by him presently is as per the resolutions passed at 14th Annual General Meeting held on 30.07.2014 in terms of the Companies Act, 2013 read with Schedule V of the Act. Therefore the Board felt the need to approve the Remuneration also afresh. Accordingly the board considered the matter in its meeting held on 18.05.2017 and has recommended a sum of ₹ 5 Lakhs to be paid as remuneration per month as per the resolution placed before you. The Board of Directors recommends the resolution for your approval. The Board has taken into account the recommendation of Nomination and Remuneration Committee and Audit committee while recommending the resolution.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr.Ba.Ramesh, Mr.Balarama Govinda Das, Mr.N.B.Kumar, Smt.Yamuna Vasini Deva Dasi and Mr. B.Rajeshkanna, CFO are deemed to be interested in the resolution.

**ITEM NO.8**

Mr.N.B.Kumar is the Joint Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental in the development of various activities of the Company and has contributed for the overall growth of the Company.

His appointment as Joint Managing Director of the Company is valid till 30.11.2017 and hence it is necessary to reappoint him for another 5 years from 01.12.2017 to 30.11.2022. Hence the Board of Directors recommend the above said resolutions for your approval.

The remuneration drawn by him presently is as per the resolutions passed at 14th Annual General Meeting held on 30.07.2014 in terms of the Companies Act, 2013 read with Schedule V of the Act. Therefore the Board felt the need to approve the Remuneration also afresh. Accordingly the board considered the matter in its meeting held on 18.05.2017 and has recommended a sum of ₹ 5 Lakhs to be paid as remuneration per month as per the resolution placed before you. The Board of Directors recommends the resolution for your approval. The Board has taken into account the recommendation of Nomination and Remuneration Committee and Audit committee while recommending the resolution.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr. N.B.Kumar, Mr.Balarama Govinda Das, Mr.Ba.Ramesh, Smt.Yamuna Vasini Deva Dasi and Mr.B.Rajeshkanna, CFO are deemed to be interested in the resolution.

ITEM NO.9

Under section 73 and 76 of the Companies Act, 2013 read with acceptance of deposits rules,2014, it has become mandatory to the Company to obtain prior consent of the Shareholders of the Company with regard to acceptance of deposits under the act, every year from 01.04. 2014 onwards.

As an eligible Company under the act for acceptance of public deposits from public since we are fulfilling the criteria of networth of ₹ 100 crores or more and turnover of ₹ 500 crores or more as prescribed for the eligible public Companies under the act., the Company proposes to invite deposits from the public as per eligibility set out in the said resolution.

Accordingly the said resolution duly recommended by the Board is placed before the Annual General Meeting for your approval.

Memorandum of Interest:

None of the Directors, Key Managerial Personnel and their relatives are deemed to be interested financial or otherwise in this resolution.

Place – Madurai

Date – May 18, 2017



**By Order of the Board of Directors
For Thangamayil Jewellery Limited**

(CS.V.Vijayaraghavan)

Company Secretary