

TMJL|CS|30.07.2015



**THANGAMAYIL**  
JEWELLERY LIMITED

**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Corporate Communications Department

Exchange Plaza

Bandra Kurla Complex

Bandra East,

Mumbai – 400 051.

Dear Sir,

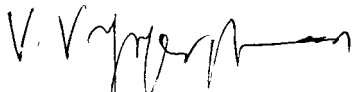
**Sub: Submission of proceedings of our 15<sup>th</sup> Annual General Meeting held on 29.07.2015 at Madurai.**

We forward herewith the above proceedings pursuant to Clause 31 (D) of the listing agreement for your information and records.

Thanking you,

Yours faithfully,

For **Thangamayil Jewellery LTD.,**

  
(CS.V.Vijayaraghavan)

**Company Secretary**





## THANGAMAYIL

MINUTES OF THE PROCEEDINGS OF THE 15<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 29<sup>th</sup> 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.**  
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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                                  |



**THANGAMAYIL**  
JEWELLERY LIMITED

**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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JEWELLERY LIMITED

## 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                                                           | 1,322,568                    | 100%                                  |

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JEWELLERY LIMITED

**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                                  |



**THANGAMAYIL**  
JEWELLERY LIMITED

**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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

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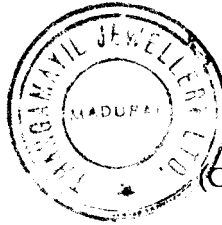
iii) Invalid Votes

| 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                                  |

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

V. Vijayaraghavan  
(CS.V. Vijayaraghavan)  
Company Secretary