



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 28th September, 2016 at 11.00 A.M. at the Meeting Hall of Gayathri Hotel, Kangayam Road, Tirupur – 641 604 to transact the following business:

ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED that the Audited Statements of Accounts of the Company for the year ended 31st March 2016 and the Director’s and Auditors’ Reports thereon, be and are hereby approved and adopted.”

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED that a final dividend of Rs.2/- per share (20% on the face value of Rs.10/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2016 on the paid-up capital of Rs. 6,75,00,000. And the same be paid to shareholders, whose names stand on the Register of Members of the Company on 21st September 2016, and that the total dividend amount of Rs.1,35,00,000 representing the said total dividend of Rs.2 per share (20% on the face value of Rs.10/-) be paid out of the profits for the year 2015-16.”

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

“RESOLVED that pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N.Radhakrishnan (Holding DIN: 00390913), Director, who retires by rotation at the 28th Annual General Meeting, be and is hereby re-appointed as Director of the Company.

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, Mr. V. Narayanaswami, Chartered Accountant, Coimbatore, (Membership No.023661), be and are hereby Re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of Twenty Eighth (28th) Annual General Meeting to until the conclusion of the Twenty Ninth (29th) Annual General Meeting of the Company, as per the provisions of the Companies Act, 2013.



FURTHER RESOLVED THAT a remuneration of 1.98Lakhs (including expenses, if any, incurred by them in connection with the said audit) be paid to the Statutory Auditors for the financial year 2016-17.

SPECIAL BUSINESS

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

“RESOLVED THAT, The approval of the Company be and is hereby accorded in terms of sections 196,197 & 203 of the Companies Act, 2013 read with Schedule V of the said Act and other applicable provisions of Companies Act, 2013 for the reappointment of Sri.R.Premchander as Managing Director of the Company for a further period of 5(Five) years with effect from 01.09.2016, subject to the control, direction and superintendence of the Board of Directors of the Company, on the following terms and conditions:

- (a) Salary of Rs.60,000/- (Rupees Sixty Thousand only) per month.
- (b) Telephone at his residence
- (c) Other benefits, allowances, facilities and amenities as per the Company's rules.
- (d) Commission on net profits, as may be determined by the remuneration committee, within the limits prescribed under the Companies Act, 2013, provided such commission together with the other components of the remuneration paid to the Managing Director shall not exceed 5% of the net profits of the Company as computed in accordance with the relevant provisions of the Act”

“FURTHER RESOLVED THAT, the minimum remuneration payable to Sri.R.Premchander for any year in which the profits are absent or inadequate shall be such sum as may be determined by the remuneration committee of the Board in terms of Schedule V to the Companies Act, 2013”

“FURTHER RESOLVED THAT, Sri.R.Premchander shall not be liable to retirement by rotation so long as he functions as the Managing Director of the Company”

“FURTHER RESOLVED THAT, the Board of Directors and/or the Nomination and Remuneration committee be and is hereby authorized to revise or vary the remuneration of Sri.R.Premchander during his period of office at any time, subject to the provisions regarding maximum remuneration payable under the Companies Act, 2013 in vogue for the time being”.

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

“RESOLVED THAT, The approval of the Company be and is hereby accorded in terms of sections 196,197 & 203 of the Companies Act, 2013 read with Schedule V



of the said Act and other applicable provisions of Companies Act, 2013 for the reappointment of Sri.R.Jaichander as Joint Managing Director of the Company for a further period of 5(Five) years with effect from 01.12.2016, subject to the control, direction and superintendence of the Board of Directors of the Company, on the following terms and conditions :

- (a) Salary of Rs.60,000/- (Rupees Sixty Thousand only) per month.
- (b) Telephone at his residence
- (c) Other benefits, allowances, facilities and amenities as per the Company's rules.
- (d) Commission on net profits, as may be determined by the remuneration committee, within the limits prescribed under the Companies Act, 2013, provided such commission together with the other components of the remuneration paid to the Joint Managing Director shall not exceed 5% of the net profits of the Company as computed in accordance with the relevant provisions of the Act"

"FURTHER RESOLVED THAT, the minimum remuneration payable to Sri.R.Jaichander for any year in which the profits are absent or inadequate shall be such sum as may be determined by the remuneration committee of the Board in terms of Schedule V to the Companies Act, 2013"

"FURTHER RESOLVED THAT, Sri.R.Jaichander shall not be liable to retirement by rotation so long as he functions as the Joint Managing Director of the Company"

"FURTHER RESOLVED THAT, the Board of Directors and/or the Nomination and Remuneration Committee be and is hereby authorized to revise or vary the remuneration of Sri.R.Jaichander during his period of office at any time, subject to the provisions regarding maximum remuneration payable under the Companies Act, 2013 in vogue for the time being".

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

"RESOLVED THAT, the approval of the Company be and is hereby accorded in terms of section 197(6) and other applicable provisions of the Companies Act, 2013 for the payment of remuneration by way of commission to Shri.N.Rajan, Chairman Cum Non-Executive Director, up to an amount not exceeding 1% of the net profits per annum, computed in accordance with the relevant statutory provisions, as may be decided by Board of Directors/Remuneration Committee of the Board, in respect of five financial years commencing from 01st April 2016, on the terms and conditions including remuneration as set out in Explanatory Statement annexed to the Notice convening this meeting.



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

“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the financial year 2016-17 to M/s.Nagarajan & Co., Mr. M Nagarajan, Cost Accountant having membership No.6384 and the Registration No.000088 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the company for the financial year 2016-17, amounting to Rs.40,000/- (Rupees Forty Thousand only) as also the payment of service tax as applicable be and is hereby ratified and confirmed.”

By Order of the Board

Place : Tirupur

(Sd/-) **N. RAJAN**

(Sd/-) **R. PREMCHANDER**

Date : 27.05.2016

Chairman

Managing Director

NOTE :

1. A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member. The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting. A person can act as proxy on behalf of not more than fifty (50) members holding in the aggregate not more than 10% of the total share capital of the Company.
2. The register of members and share transfer books of the Company will remain closed from 22nd September, 2016 to 28th September, 2016 (both days inclusive). The dividend, if declared at the meeting, will be paid on or before 28th October, 2016.
3. Pursuant to the provisions of Sections 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed and unpaid dividends upto the financial year 31st March 2008, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25th September 2015 (date of last Annual General Meeting) on the website of the Company (www.amarjothi.net), as also on the Ministry of Corporate Affairs website.
4. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Reg.44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its



members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting.

The Board of Directors has appointed Sri. R.RAMCHANDAR, Company Secretary In Practice as the Scrutinizer, for conducting e-voting process in a fair and transparent manner:

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility.

The e-voting facility will be available at the link www.evotingindia.com during the following voting period.

The remote e-voting would commence on Sunday, the 25th September 2016 (9:00 am) and end on Tuesday, the 27th September 2016 (5:00 pm).

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on 27th September 2016. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 21st September 2016. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (21st September 2016) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper.

Notice is being sent to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CSDL) as at the close of business hours on Friday, the 23rd August 2016.

Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice, but holding shares as on the cut-off date for remote e-voting i.e. 21st September 2016, may obtain the login Id and Password by sending a request to helpdesk.evoting@cdslindia.com or contact our Registrar & Share Transfer Agent at the address mentioned on Note no.5 (ii).

The facility for voting through poll shall be made available at the Meeting and the members attending the Meeting and who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through poll by ballot paper.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.



The procedure and instructions for e-voting is furnished in this notice.

The Scrutinizer will submit his report to the Chairman after completion of the Scrutiny and the results of the physical ballot / e-voting will be announced by the Company on its website - www.amarjothi.net within 48 hours of the conclusion of the AGM.

5. Members are requested to:

- Provide Permanent Account Number if not already provided;
- Opt for NECS / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant; and
- Avail nomination facility.

For the above purposes,

- i) shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
 - ii) Shareholders holding shares in physical mode can approach M/s. S.K.D.C Consultants Limited, our Registrar & Share Transfer Agent – Tel. No. 0422-6549995, 2539835 Email: info@skdc-consultants.com.
6. Members who are holding shares in physical form are requested to avail dematerialization facility.

For further information, please refer to FAQs posted by National Securities Depository Limited on its website www.nsdl.co.in and Central Depository Services (India) Limited on its website www.cdslindia.com.

STATEMENT OF MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5:

Sri R.Premchander, B.Com, M.B.A., aged 47 years, is the Managing Director of the Company from 16.12.1987. He has over 26 years experience in marketing, finance and management and provides a professional touch to the company's management. He is a member of Stake Holder Relationship Committee. He is also a Managing Director of Amarjothi Power Generation and Distribution Company Ltd and he is holding 250 shares (1.32% of total paid-up capital of the company). He is a Director of RPJ Textiles Ltd and he is holding 500 shares (10.00% of total paid-up capital of the company).

His present tenure as the Managing Director of the Company comes to an end on 31st August 2016. The Board of Directors at its meeting held on 27th May 2016, has reappointed Sri.R.Premchander as Managing Director for a further period of 5(Five) years with effect from 1st September 2016. His remuneration has also been approved by the Nomination and Remuneration Committee of the Board. In terms of Schedule V to the



AMARJOTHI SPINNING MILLS LIMITED

Companies Act, 2013, the re-appointment and remuneration is subject to the approval of the Company in General Meeting.

The Resolution and this Explanatory Statement may be treated as abstract of the terms and conditions of re-appointment of Sri.R.Premchander as Managing Director of the Company under Section 190 of the Companies Act,2013.

Sri. R.Premchander is interested in the above resolution, being the appointee and Sri.N.Rajan, Sri.R.Jaichander and Sri.N.Radhakrishanan are interested, being related to Sri.R.Premchander.

ITEM NO :6

Sri R.Jaichander, B.Com, aged 42 years, is the Joint Managing Director of the Company from 30.09.1993. He has over 22 years experience in production planning, technical, financial, cost management and monitoring and factory management. He is a member of Stake Holder Relationship Committee. He is also a Director of Amarjothi Power Generation and Distribution Company Ltd and he is holding 350 shares (1.85% of total paid-up capital of the company). He is a Director of RPJ Textiles ltd and he is holding 250 shares (5.00% of total paid-up capital of the company).

His present tenure as the Joint Managing Director of the Company comes to an end on 30th November 2016. The Board of Directors, at its meeting held on 27th May 2016, has reappointed Sri.R.Jaichander as Joint Managing Director for a further period of 5(Five) years with effect from 1st December 2016. His remuneration has also been approved by the Nomination and Remuneration Committee of the Board. In terms of Schedule V to the Companies Act, 2013, the re-appointment and remuneration is subject to the approval of the Company in General Meeting.

The Resolution and this Explanatory Statement may be treated as abstract of the terms and conditions of re-appointment of Sri.R.Jaichander as Joint Managing Director of the Company under Section 190 of the Companies Act, 2013.

Sri. R.Jaichander is interested in the above resolution, being the appointee and Sri.N.Rajan, Sri.R.Premchander and Sri.N.Radhakrishanan are interested, being related to Sri.R.Jaichander.

ITEM No: 7

Sri N.Rajan, B.Com, F.C.A., aged 77 years, is the Chairman of the Company from the Incorporation of the Company. He is a Practicing Chartered Accountant with over 5 decades of rich experience in the areas of income Tax, Finance and Accounts. He is providing valuable advice and guidance in production planning, technical, marketing, financial, cost management and monitoring. He is the member of Audit Committee. He is also a Director of Amarjothi Power Generation and Distribution Company Ltd and he is holding 3250 shares (17.11% of total paid-up capital of the Company). He is a Director of RPJ Textiles ltd and he is holding 1750 shares (35.00% of total paid-up capital of the company).



His remuneration package has been approved by the Nomination and Remuneration Committee of the Board. In terms of Schedule V to the Companies Act, 2013, the remuneration is subject to the approval of the Company in General Meeting.

The Resolution and this Explanatory Statement may be treated as abstract of the terms and conditions of fixing remuneration to chairman of the Company under Section 190 of the Companies Act, 2013.

Sri.N.Rajan is interested in the above resolution, being the beneficiary and Sri.R.Premchander, Sri.R.Jaichander and Sri.N.Radhakrishanan are interested, being related to Sri.N.Rajan.

ITEM No. 8

The Board of Directors, on the recommendation of the Audit Committee, has approved the re-appointment of and remuneration payable to Shri. M.Nagarajan, Practicing Cost Accountant, Coimbatore, for auditing the cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules 2014 for the Financial Year 2016-17 at a remuneration of Rs. 40,000/- per annum excluding the applicable service tax and reimbursement of out of pocket expenses incurred by him in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the members of the Company. Board recommends this resolution for the approval of the members.

Other than the appointee none of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

By Order of the Board

Place : Tirupur

(Sd/-) **N. RAJAN**

(Sd/-) **R. PREMCHANDER**

Date : 27.05.2016

Chairman

Managing Director

PROCEDURE AND INSTRUCTION FOR E-VOTING:

- i) The voting period begins on <25.09.2016 – 9.00 AM> and ends on <27.09.2016- 5.00 PM>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of <21.09.2016> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.



- iv) Click on Shareholders.
- v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
 - x) Members holding shares in physical form will then directly reach the Company selection screen.
- However, members holding shares in demat form will now reach 'Password Creation'



menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company, on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN relevant for <AMARJOTHI SPINNING MILLS LIMITED>
- xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



AMARJOTHI SPINNING MILLS LIMITED

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board

Place : Tirupur
Date : 27.05.2016

(Sd/-) **N. RAJAN**
Chairman

(Sd/-) **R. PREMCHANDER**
Managing Director

Route Map



28TH ANNUAL GENERAL MEETING

Wednesday, 28th September, 2016

at 11.00 A.M. at Gayathri Hotel, Kangayam Road, Tirupur – 641 604



AMARJOTHI SPINNING MILLS LIMITED

Regd. Office: "AMARJOTHI HOUSE", 157, Kumaran Road, Tirupur 641 601

CIN: L17111TZ1987PLC002090

Email ID: mill@amarjothi.net Website: www.amarjothi.net

Phone : 0421 2201980-83 Fax : 0421 2201984/83

FORM NO. MGT - 11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of
the member(s):

I/We being the member(s) holding shares of the above named Company, hereby appoint:

- 1) Name :
Address:.....
Email ID:..... Signature or failing him/her
- 2) Name :
Address:.....
Email ID:..... Signature or failing him/her
- 3) Name :
Address:.....
Email ID:..... Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on Wednesday, the 28th September 2016 at 11.00 A.M. at Meeting Hall of Gayathri Hotel, Kangayam Road, Tirupur – 641 604, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O.

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Electronic Voting Particulars

If desirous of E-voting, please read the instructions given in the AGM Notice before exercising

EVS (Electronic Voting Sequence Number)	* Default PAN / Sequence No
160830113	

* Those who have not registered their PAN may use Default PAN

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AMARJOTHI SPINNING MILLS LIMITED

Regd. Office: "AMARJOTHI HOUSE", 157, Kumaran Road, Tirupur 641 601

CIN: L17111TZ1987PLC002090

Email ID: mill@amarjothi.net Website: www.amarjothi.net

Phone : 0421 2201980-83 Fax : 0421 2201984/83

ATTENDANCE SLIP

Attendance by

- Member
 Proxy
 Authorised
 Representative

Please ✓ the appropriate box

Folio No. / Demat ID :

No. of
shares held :

Name of the Member :

Name of the Proxy :

I hereby record my presence at 28th Annual General Meeting being held on Wednesday, 28th September, 2016 at 11.00 A.M. at Meeting Hall of Gayathri Hotel, Kangayam Road, Tirupur – 641604, Tamil Nadu.

* Strike out whichever is not applicable

Signature of Member / Proxy*

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Audited Financial Statements for the year ended 31 st March, 2016, the Report of the Board of Directors and the Report of the Auditors thereon.			
2	Declaration the Final Dividend of Rs.2.00 per share, which is recommended By Board of Directors of the Company on 27 th May 2016			
3	Appoint Director in place Mr. N.Radhakrishnan (DIN:00390913), Director, who retires by rotation and being eligible, offers himself for re-appointment.			
4	Reappointment of Mr. V. Narayanaswamy, Chartered Accountant (Membership No. 023661) as Statutory Auditors of the Company and to fix the remuneration			
Special Business				
5	Reappointment of Mr. R. Premchander as Managing Director for next 5 years term with effect from 01.09.2016			
6	Reappointment of Mr. R. Jaichander as Joint Managing Director for next 5 years term with effect from 01.12.2016			
7	To Fix the Remuneration to Mr. N. Rajan (Chairman of the Company) for next 5 Year Term with effect 01.04.2016			
8.	Ratification of Remuneration payable to Cost Auditors M/S. Nagarajan & Co			

Signed this day of 2016

Affix ₹1/-
Revenue
Stamp

Signature of shareholder :

Signature of Proxy holder (s) :

Note :

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem applicable.