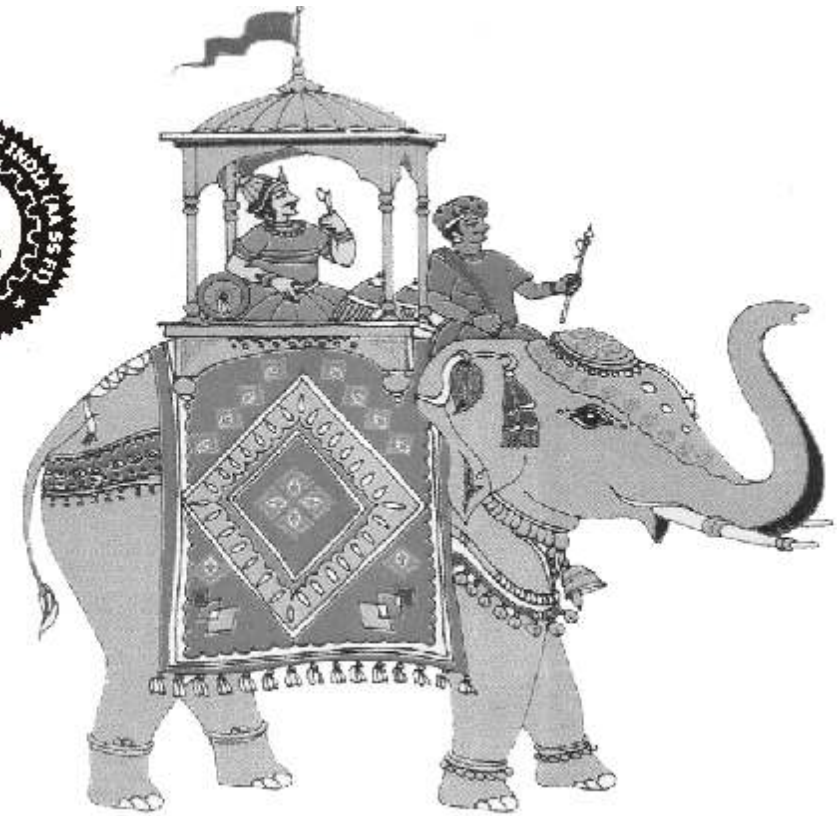
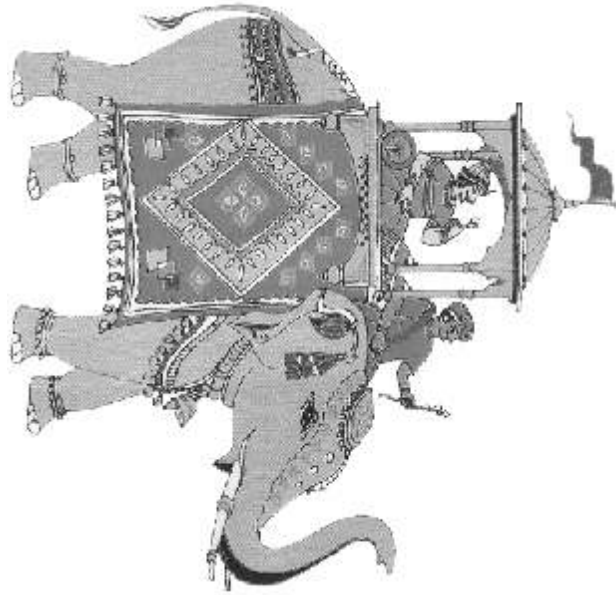


Tamilnadu **JAI BHARATH** Mills Limited



22nd ANNUAL REPORT 2010 - 2011



To

BOOK POST



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Tamilnadu Jai Bharath Mills Limited
212, Ramasamy Nagar, Aruppukottai - 626 159.

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Names & Addresses of the Stock Exchanges
<p>1) MADRAS STOCK EXCHANGE LTD., (Regional Stock Exchange) Post Box No. 183 Second Line Beach Chennai – 600 001.</p> <p>2) BOMBAY STOCK EXCHANGE LTD., Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001.</p> <p>3) AHMEDABAD STOCK EXCHANGE LTD., Kamadhenu Complex, Near Polytechnic Panjarapole Ahmedabad –380 015.</p>

BOARD OF DIRECTORS

Shri Srinivas A Naidu - Chairman
Shri D.Senthilkumar - Managing Director
Shri T.R.Dhinakaran
Shri T.R.Varadarajan
Shri J.Sree Rajasegaran
Smt. D.Kothai
Shri G.Bhaskaran
Shri Manojkumar Kedia
Shri T.Balakumar

COMPANY SECRETARY & C.F.O.
V.N. Kittappa**AUDITORS**

M/s. Krishnan & Raman
Chartered Accountants, Rajapalayam

M/s. K.Subramanian & Co.,
Chartered Accountants, Madurai.

BANKERS

State Bank of India
Industrial Development Bank of India
Indian Bank
Tamilnad Mercantile Bank Ltd.

REGISTERED OFFICE

212, Ramasamy Nagar, Aruppukottai – 626 159.

Registrars and Share Transfer Agents

M/s. S.K.D.C. Consultant Ltd.,
Kanappathy Towers
3rd Floor, 1391/A-1, Sathy Road,
Ganapathy Post, Coimbatore-641006.

FACTORY

Malayankulam village, Sankarankovil
Thirunelveli District – 627 756.

Dear Shareholder,

Recently the Ministry of Corporate Affairs, Govt.of India vide its Circular No.17/95/2011 dated 21.4.2011 and 29.4.2011 has taken a Green Initiative and permitted companies to send the documents to share holders in the electronic mode also.

Your company is an environment conscious organisation with strong commitment towards protecting our environment and has been certified for ISO 14001 by M/s. TUD SUD South Asia Pvt.Ltd. In consonance with the Govt's initiative to protect the environment we propose to send the documents such as Annual Reports to your email ID if you could kindly furnish your email ID for the purpose. You will be entitled to be furnished, free of cost, a printed copy of the Annual Report of the Company upon request in writing at any time. These relevant documents are also available at our Company's website www.tnjb.net.in

In the interest of our environment, we seek your kind cooperation to furnish your email address so that we can participate in the Green Initiative mooted by the Govt.of India.

Thanking you,

Yours faithfully,
D.Senthilkumar
Managing Director

To

M/s. Tamilnadu Jai Bharath Mills Ltd.,
Aruppukottai.

This is to certify that as per the information and explanations given to us and on the basis of quotations of the Stock Exchange, Mumbai for M/s. Tamilnadu Jai Bharath Mills Limited having its registered office at 212, Ramasamy Nagar, Aruppukottai- 626 159. We furnish the following certificate:

We have relied on the SEBI (Disclosure and Investors Protection) Guidelines 2000 for preferential issue of unsecured preferential issue of debentures for Rs.10 Crores to M/s. Shri Ramalinga Mills Limited by part conversion of their inter corporate loan.

As per clause No.13.1.1 of the said guidelines the issue of warrants convertible into equity shares of Rs.10/- each on preferential basis can be made at a price not less than the higher of the following :-

The average of the weekly high and low of the closing prices of the related shares quoted on the Bombay Stock Exchange during the six months preceding the relevant date, OR

The average of the weekly high and low of the closing prices of the related shares quoted on the Stock Exchange during the two weeks preceding the relevant date.

The relevant date for this purpose means the 30 days prior to the date on which the meeting of the General Body of Shareholders is convened in terms of Sec.81(1A) of the Companies Act, 1956 to consider the proposed issue of warrants convertible into Equity Shares of Rs.10/- each.

As the Meeting of the General Body of the shareholders is convened on 4th August, 2011 the relevant date as per the Guidelines is the 4th July'2011.

The average price for six months as per the above formula is Rs.10.22/-

The average price for two weeks as per the above formula is Rs.10.03/-

As per the SEBI guidelines the price of **Rs.10.22/-** which is higher is to be taken for conversion of the debentures into equity shares of Rs.10/- each.

For K. Subramanian & Co.,
Chartered Accountants
S.Sivasubramanian, Partner
Membership No.13313

Notice of the 22nd Annual General Meeting of the Shareholders

Notice is hereby given that the 22nd Annual General Meeting of the company will be held on Thursday the 4th August, 2011 at 4.30 P.M at the Registered Office of the Company at No.212,Ramasamy Nagar, Aruppukottai 626 159 to transact the following business ;

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2011 and the Audited Balance Sheet as on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri Srinivas A Naidu who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Shri T.Balakumar who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in the place of Shri J. Sree Rajasegaran who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors of the Company and fix their remuneration.

M/s.Krishnan & Raman, Rajapalayam and M/s. K. Subramanian & Co., Madurai, are retiring at the ensuing AGM and are eligible for re-appointment.

SPECIAL BUSINESS :

6. To consider, and approve the re-appointment of Managing Director and if deemed fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“ Resolved that the reappointment of Shri D. Senthilkumar, Managing Director of the Company for 5 years w.e.f. 16.6.2011 approved by the Board on 24.5.2011 is hereby ratified subject to the provisions of Sections 198, 269 and 309 and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”), read with Schedule XIII thereon as amended up to date and all guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary. He will discharge the statutory functions under the Companies Act and other applicable acts and as per the terms and conditions as may be stipulated by the Board from time to time and as may be agreed to between the Board and Shri D. Senthilkumar in the best interests of the Company, subject however to the limits and restrictions, if any contained in the Act including Schedule XIII and that Shri D.Senthilkumar shall not take any remuneration until the company wipes off the accumulated losses as decided by him”.