

Tamilnadu Jai Bharath Mills Limited

**34th Annual Report
2022 -2023**

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Name & Address of the Stock Exchange

BOMBAY STOCK EXCHANGE LTD.,

Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001.

TAMILNADU JAI BHARATH MILL LIMITED
CIN: L17111TN1989PLC018267
REGD. OFFICE ADDRESS: 212, RAMASWAMY NAGARARUPUKOTTAI, ARUPUKOTTAI
Email: tnjbsecretaryms@yahoo.com

Notice to Members

Notice is hereby given that the Thirty Fourth Annual General Meeting (“34th AGM”) of the members of M/s. Tamilnadu Jai Bharath Mill Limited will be held on Saturday, 30th September 2023, at 11.30 AM through video conferencing (VC) / other audio visual means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors and Auditors' thereon
2. To re-appoint Ms. Jamuna Rajendran (holding DIN: 08615534) as Non-Executive Director, who retires by rotation and being eligible, has offered herself for re-appointment

SPECIAL BUSINESSES:

3. Appointment of Mr. Subba Rao Seenivasan (DIN: 10045008) as a Non-Executive Director

To consider and, if thought fit, to pass the following Resolution as a **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17, Regulation 19 and all other regulations under Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 and other applicable laws, Mr. Subba Rao Seenivasan (DIN: 10045008) who was appointed as an Additional Director by the Board of Directors on February 28, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a **Non-Executive** Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time” for the purpose of giving effect to this resolution.

4. Appointment of Mr. Nagarajan (DIN: 10045329) as a Non-Executive Director

To consider and, if thought fit, to pass the following Resolution as a **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the

time being in force), Regulation 17, Regulation 19 and all other regulations under Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 and other applicable laws, Mr. Nagarajan (DIN: 10045329) who was appointed as an Additional Director by the Board of Directors on February 28, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a **Non-Executive** Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time” for the purpose of giving effect to this resolution.

By Order of the Board

Jamuna Rajendran
Director

Place: Aruppukottai
Date: 5th September 2023

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (MCA Circulars) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (SEBI Circular) and all other relevant circulars issued from time to time, companies are allowed to hold annual general meeting (AGM) through video conference (VC). In compliance with the circulars, the 34th AGM of the company is being held through VC. Hence, the members are requested to attend and participate at the ensuing AGM through VC/OAVM facility being provided by the company through National Securities Depository Limited (“NSDL”).
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, proxy form, attendance slip and route map are not attached to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate / institutional shareholders who are intending to authorise their representative(s) to attend the e-AGM are requested to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution, together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutinizer at secretarial@sandeep-cs.in with a copy marked to evoting@nsdl.co.in.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of re-appointment of directors is furnished and forms part of the notice.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from 24th September 2023 to 30th September 2023 (both days inclusive).
8. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to info@skdc-consultants.com, the registrar and share transfer agent (RTA). The members holding shares in dematerialized form may send such communication to their respective depository participant/s (DPs).
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),

and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those members whose email address is registered with the Company / Depository Participant(s). The Notice calling the AGM has been uploaded on the website of the Company at www.resltouchfinance.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
11. A statement pursuant to Section 102(1) of the Companies Act, 2013("the Act") and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
12. Members may please note that SEBI vide its circular dated 25 January, 2022 has mandated listed companies to issue securities in demat mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.
13. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded from <https://nichetechpl.com/>. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
14. In terms of the requirements of Regulation 36 of SEBI (LODR) Regulations and the Secretarial Standards - 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, brief resume and statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is enclosed as Annexure A.
15. The Registers as required to be maintained under Section 170 and Section 189 of the Companies Act, 2013 and other requisite documents mandated under applicable statutory regulations will be available for inspection by the members during the AGM. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company during 10 am to 5 pm on all working days of the Company.
16. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their

demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

17. The Board has appointed Mr. S Sandeep (FCS 5853 /COP 5987), S Sandeep and Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner in terms of the requirements of the Act and the rules made there under, and he has communicated his eligibility and willingness to be appointed as Scrutinizer and given his consent for the same and will be available for the said purpose. The scrutinizer shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of atleast two witnesses not in the employment of the company and make a consolidated scrutinizer's report to the chairman of the company or person authorised by him in writing who shall countersign the same. The voting results along with scrutinizers report shall be posted on the company's website viz. www.realtouchfinance.com and will also be posted on the website of NSDL at www.evoting.nsdl.com after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited.

By Order of the Board

Jamuna Rajendran
Director

Place: Aruppukottai
Date: 5th September 2023

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 27th September 2023 at 9:00 A.M. and ends on 29th September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e 23rd September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2023.





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two steps” which are mentioned below:

Step1: Access to NSDL e-voting system

Part A: Individual Shareholders holding securities in demat mode-Steps to Login for e-voting and for joining the Virtual Annual General Meeting (the Meeting).

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>1.Through NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps :</p> <ol style="list-style-type: none">1. Visit the e-services website of NSDL. Open web browser by typing the following URL : https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.2. Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.3. Enter your User ID and Password in the new screen that opens. After successful authentication, you will be able to see e-voting services.4. Click on “Access to e-voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page.5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting. <p>If you are not registered, follow the below steps :</p> <ol style="list-style-type: none">1. Option to register is available at https://eservices.nsdl.com2.Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Please follow steps given in points 1-5.

	<p>Through e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL : https://www.evoting.nsdl.com/ 2. Click on the icon “Login” which is available under „Shareholder/Member” section. 3. Enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>1. Through CDSL Easi/Easiest</p> <ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest, the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>2. Through e-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN on the home page of www.cdslindia.com. The system will authenticate the User by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, User will be provided links for the respective ESP i.e., NSDL where the e-voting is in progress.
Individual shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk numbers for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk Details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No.: 1800 1020 990 and 1800 224 430
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8738 or 022-2305 8542/43

B. Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode-Steps to Login for e-voting and for joining the virtual Meeting

1. Visit the e-voting website of NSDL at <https://www.evoting.nsdl.com/>
2. Click on “Login” under „Shareholder/Member” section.
3. Enter your User ID, your Password/OTP and a Verification Code as shown on the new screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are as given below:

Manner of Holding Shares i.e. Demat (NSDL or CSDL) or Physical	Your User ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if Folio Number is 001*** and EVEN is 101456 then your User ID is 101456001***

5. Password details for shareholders other than Individual Shareholders are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.