



TUNI TEXTILE MILLS LTD.

REGD. OFF. : 63/71, DADISETH AGIYARI LANE, 3RD FLOOR, MUMBAI-400 002. TEL. : 22014577 FAX : 22056350
WORKS : B-4, B-5, MIDC INDUSTRIAL AREA, MURBAD, DIST. THANE-421 401. TEL. : (02524) 222453
E-mail : info@tunitextiles.com • CIN No. : L17120MH1987PLC043996

September 30, 2017

The Deputy Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

Ref : Scrip Code 531411

Sub: Proceedings of the 30th Annual General Meeting held on 29th Sept 2017

Respected Sir or Madam,

With reference to the above, we are enclosing herewith proceedings of 30th Annual General Meeting held on 29th September 2017 at 11.30 AM at Ramee Guest Line Hotel, 462, A. B. Nair Road, Opp. Sun-N-Sand Hotel, Juhu, Vile Parle (W), Mumbai-400 049.

The above information is provided in compliance with Regulation 30 of SEBI LODR Regulations, 2015.

This is for the information of Members.

Thanking You,

Yours Faithfully,
For TUNI TEXTILE MILLS LIMITED

NARENDRA KR. SUREKA
DIN : 01963265
MANAGING DIRECTOR

Enclosed : As stated above

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Proceedings of the 30th Annual General Meeting held on 29th Sept 2017 at 2.30 PM at Ramee Guest Line Hotel, 462, A. B. Nair Road, Opp. Sun-N-Sand Hotel, Juhu, Vile Parle (W), Mumbai-400 049

1. Chairman of the Meeting

Mr. Narendra Kr. Sureka, Managing Director of the Company was elected as Chairman of the Meeting.

2. Quorum

The necessary quorum was being present including representatives of Statutory Auditors of the Company as well as Scrutinizer (for the purpose of voting at the meeting), Chairman called the meeting in order.

3. Register of Directors, Members and Register of Contracts

The Chairman informed the members that following Registers are available and thus are open for inspection of Members during the continuity of Annual General Meeting -

- The Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Companies Act, 2013;
- The Register of Contracts and Arrangements in which Directors are interested as per Section 189 of Companies Act, 2013.

4. Notice of the Meeting

The Notice convening Annual General Meeting was taken as read.

5. Auditors' Report

The Auditors Report was taken as read as per provision of Section 145 of Companies Act, 2013, as the said Report did not contain any qualification, observation or comment on the financial transactions or matters having any adverse effect on the functioning of the Company.

6. Chairman's Address

The Chairman addressed the members present in the Annual General Meeting about the affairs of the Company and afterwards answered the questions raised by several members. The Chairman also discussed about the Resolutions as set out in the Notice to the Annual General Meeting, on which voting would take place.

7. Poll at the Meeting

The Chairman declared that voting would take place according to Rule 20 of Companies, (Management & Administration) Rules, 2014 for passing the following Resolutions -

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1. Ordinary Resolution - Adoption of Financial Results

"Resolved that the Financial Statement of the Company for the financial year ended on 31st March 2017 and the Directors and Auditors Report be and are hereby adopted."

2. Re-appointment of Mr. Pradeep Kr. Sureka (DIN : 01632706) as Executive Director of the Company

"Resolved that Mr. Pradeep Kr. Sureka (DIN : 01632706), be and is hereby appointed as Director of the Company."

3. Ordinary Resolution - Appointment of M/s. Rakesh Soni & Co., Chartered Accountants, Mumbai (FRN No. 114625W) as Statutory Auditors of the Company for the term of 5 years

"RESOLVED THAT pursuant to the provisions of Section 139 read with the Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, to fill up the casual vacancy caused due to the resignation of existing Auditors M/s. R. S. Agarwal & Associates, Chartered Accountants, Mumbai, M/s. Rakesh Soni & Co., Chartered Accountants, Mumbai (FRN No. 114625W), who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold office from the conclusion of the 30th Annual General Meeting up to the conclusion of the 35th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company."

4. Approval for revision in remuneration of Managing Director & Whole time Director

"RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. Narendra Kr. Sureka, Managing Director and Mr. Pradeep Kr. Sureka, Whole time Director be and are hereby revised on the terms and conditions hereinafter mentioned with effect from 1st September 2017."

Consolidated Salary: Up to a Maximum of Rs. 12,00,000/- per annum which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

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Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity as per company policy.

"RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Narendra Kr. Sureka, Managing Director and Mr. Pradeep Kr. Sureka, Whole time Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section."

5. Approval for revision in Directors' Sitting Fees

"RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules notified thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members of the Company be and is hereby accorded for increase in sitting fees to Non-Executive and Independent Directors of the Company, from maximum of ₹ 5000/- to maximum of ₹ 15000/-, for attending the meetings of the Board of Directors or Committees thereof, effective from 1st April 2017, apart from reimbursement out-of-pocket expenses, at actuals, for attending such Board and/or Committee Meetings."

8. Conclusion of Voting

Voting through Polls by Ballot Paper distributed among the Members (who have not voted through e-voting), present in-person or by Proxy, was took place. At the completion of the Voting, the Scrutinizer of Poll, first counted the Votes casted at the Annual General Meeting. The Scrutinizer then informed members that she will consolidate the Report after merging with E-voting and will submit combined Report to the Chairman of Meeting within 3 days from the date of Annual General Meeting.

9. Results of Voting

The Chairman informed the Members that the Result of Voting on the Resolutions would be declared forthwith after the receipt of Report from Scrutinizer and will also be displayed on Website of the Company as well as will be intimated to the Stock Exchanges, viz. BSE.

10. Vote of Thanks

The Meeting was concluded with Vote of thanks to the Chair.

For TUNI TEXTILE MILLS LIMITED

NARENDRA KR. SUREKA
DIN : 01963265
MANAGING DIRECTOR

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