



## **RAJAPALAYAM MILLS LIMITED**

Regd. Office: Rajapalayam Mills Premises,  
Post Box No.1, P.A.C. Ramasamy Raja Salai,  
Rajapalayam-626 117.

Ph. No.: 04563-235666 Fax: 04563-236520

CIN : L17111TN1936PLC002298 Email: rajacot@ramcotex.com

Website :www.rajapalayammills.co.in

### **Notice of Postal Ballot**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

- 1) In terms of Section 110(1)(b) of the Companies Act, 2013 (*the Act*), your Company proposes to transact an item of special business by means of a postal ballot, in the manner prescribed under Rule 22 of the Companies (Management and Administration) Rules, 2014 (*the Rules*).
- 2) Approval of the Members under Section 186(3) of the Act, by way of a Special Resolution, is being sought to enable the Company to directly or indirectly:
  - (a) give loans to any person or other body corporate;
  - (b) give any guarantee or provide security in connection with a loan to any person or other body corporate; and
  - (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate upto the limit as specified in the Resolution.
- 3) Extracts of the special resolution proposed, together with the Statement of material facts and the Postal Ballot Form are enclosed.
- 4) The Board of Directors have appointed Mr. K. Srinivasan, Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, who has confirmed his willingness for the appointment, as Scrutiniser to conduct the Postal ballot process in a fair and transparent manner in accordance with the said Rules.
- 5) In terms of Rule 21 of the Rules and Clause 35B of listing agreement with the stock exchange, the Company is providing a facility to the Members to exercise their right to vote on the special resolution by electronic means. Members may participate in the postal ballot process:
  - (a) either by casting their vote on the enclosed postal ballot form and sending the duly completed and signed postal ballot form to:



Mr. K. Srinivasan,  
C/o. Rajapalayam Mills Limited,  
Rajapalayam Mills Premises,  
Post Box No.1, P.A.C. Ramasamy Raja Salai,  
Rajapalayam – 626 117.

- (b) Or by casting their vote on the remote e-voting platform provided by Central Depository Services (India) Limited [CDSL].
- 6) The detailed instructions for casting vote on the postal ballot form and for voting on the electronic voting platform of CDSL are provided along with the postal ballot form.
  - 7) This notice is being dispatched to the Members whose names appear in the Register of Members / Record of Depositories on Friday, 25<sup>th</sup> September 2015 (cut-off date) by e-mail to the registered e-mail id of the Members, who have registered their e-mail id with the Company and through Registered Post / Courier for Members who have not registered their e-mail id with the Company.
  - 8) Members receiving this notice by e-mail, but who wish to cast their vote on the postal ballot form may either print out the ballot form attached to the e-mail or request the Company to send them a physical Postal Ballot Form.
  - 9) Members holding equity shares as on the cut-off date are entitled to exercise their right to vote either through physical ballot form or remote e-voting process.
  - 10) A postage prepaid reply envelope is enclosed with the physical postal ballot form being sent to the Members, to facilitate the Members to convey their assent or dissent.
  - 11) The last date and time for receipt of signed postal ballot forms is Wednesday, 28<sup>th</sup> October 2015, 5.30 P.M. Postal ballot forms received after that date and time will not be considered as valid and will be treated as if reply from the Member has not been received.
  - 12) Voting through remote e-voting platform of CDSL shall commence from Tuesday, 29<sup>th</sup> September 2015, at 9 A.M., and end on Wednesday, 28<sup>th</sup> October 2015, at 5.30 P.M. E-voting will be disabled by CDSL thereafter, and Members will not be allowed to vote through the remote e-voting platform beyond that date and time.

13) The results of the Postal ballot process will be declared at the Registered office of the Company on Thursday, 29<sup>th</sup> October 2015, at 5.30 P.M., by Shri P. R. Ramasubrahmaneya Rajha, Chairman of the Company, or in his absence by any other Director or Officer authorised by him in writing. Members who wish to be present at the time of declaration of result may be present at the above venue. The results shall then be placed on the Company's notice board and official website, along with the Scrutiniser's report, and also intimated to BSE Limited.

14) Shri S. Kanthimathinathan, President, and Shri A. Arulpranavam, Secretary of the Company are authorized to ensure smooth conduct of the Postal Ballot process. Members having any queries, clarifications or grievances connected with the voting by postal ballot (including voting through remote e-voting process) may communicate with either of them at the registered office of the Company or through telephone at 04563-235666 or email at [rajacot@ramcotex.com](mailto:rajacot@ramcotex.com).

By order of the Board,  
**For RAJAPALAYAM MILLS LIMITED**

RAJAPALAYAM  
11-08-2015

**P.R.RAMASUBRAHMANEYA RAJHA**  
**CHAIRMAN**

Annexures:

1. Extracts of the resolution proposed, with the Statement of material facts.
2. Postal Ballot Form along with instructions for casting the vote.
3. Postage pre-paid envelope





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### **Extracts of the Resolution proposed**

#### **Special Resolution**

#### **TO GIVE LOANS, TO PROVIDE GUARANTEES OR SECURITY FOR LOANS AND TO ACQUIRE SECURITIES**

To consider and, to give assent / dissent to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, and subject to the approvals, consents, permissions and / or sanctions, as may be necessary of the Banks, Financial Institutions and any other appropriate authority, the Board of Directors of the Company be and is hereby authorized to make fresh Investments, to give fresh Inter Corporate loans and to provide fresh Guarantees in connection with loans to be made by any Bank / other lending institution upto the limit of Rs.300 Crores over and above the existing amount of Investments made / Inter Corporate Loans given / Guarantees extended by the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary from time to time to give effect to this Resolution, including delegating whole or part of their powers in this regard to any Committee of Directors, the Managing Director or any other Principal Officer of the Company in the manner permitted under the Act or Rules made thereunder."

#### **STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Rajapalayam Mills Limited is the flagship Company of the Textile Companies of Ramco Group. The Members of the Company have earlier approved the proposals for providing corporate guarantees to some of the group Companies under Section 372A of the erstwhile Companies Act, 1956 upto an aggregate sum of Rs.960 Crores by passing Special Resolutions. The group companies in respect of whose loans, corporate guarantees were earlier given, have been prompt in



payment of interest and repayment of loans on due dates to the lenders. The aggregate amount of Inter Corporate Loans / Guarantees / Investments outstanding as on date amounts to Rs.555.81 Crores as detailed below:

Particulars	Amount (Rs. in Crores)
Investments made	75.22
Inter Corporate Loan	9.50
Guarantees given *	471.09
<b>Total</b>	<b>555.81</b>

\* Out of Guarantee given on behalf of other Group Companies, the actual loan amount outstanding as on 30-06-2015 was Rs.173.02 Crores.

Under Section 186 of Companies Act, 2013, it is proposed to get consent of the Members to make fresh Inter Corporate Loans, Investments and to provide Guarantees on behalf of its Group Companies / other body corporate, which are either related parties / non-related parties upto the limit as set out in the Resolution.

The amount of Inter Corporate Loans, Investments and Guarantees proposed to be given under this resolution is in addition to the Corporate Loans, Investments and Guarantees already made by the Company. The object of the Resolution is to enable the Group Companies to strengthen their Credit worthiness and to borrow at competitive interest rates.

The amount of Inter Corporate Loans / Investments / Guarantees proposed to be given in a financial year to a related party will not exceed the threshold limit to be considered as "material related party transaction" under clause 49 (VII) ( C ) and hence the requirement of passing special resolution under the said clause is not applicable.

The Board of Directors recommends the Resolution to the Members.

#### Disclosure of Interest:

- (i) None of the Directors / Key Managerial Personnel and their relatives or the promoters are concerned or interested in this Resolution.

- (ii) In case of Loans / Guarantees/ Security provision/ acquisition of Security is to/ in respect of any Company, which are either related parties or otherwise, the Directors are deemed to be interested to the extent of their shareholding in those beneficiary companies.

By order of the Board,  
**For RAJAPALAYAM MILLS LIMITED**

RAJAPALAYAM  
11-08-2015

**P.R.RAMASUBRAHMANEYA RAJHA**  
**CHAIRMAN**

## **Instructions:**

### **(A) Voting through Physical Postal Ballot Form**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self addressed postage prepaid envelope.
2. However, envelopes containing Postal Ballots, if sent by courier at the expense of the registered Shareholder will also be accepted.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed by the first named Shareholder or in his/her absence, by the next named Shareholder.
4. Unsigned Postal Ballot Form will be rejected.
5. Votes will be considered invalid on the following grounds:
  - a. If the Member's signature does not tally with the specimen signature registered with the Company / Depository Participant.
  - b. If the Member has marked both in favour of and against the resolution.
  - c. It is not possible to clearly determine the assent or the dissent of the Member.
  - d. If the ballot paper received is torn or defaced or mutilated to such an extent that it is difficult for the Scrutiniser to identify the Member or the number of votes or whether the votes have been cast in favour or against the resolution.
  - e. On such other grounds which in the opinion of the Scrutiniser makes the votes invalid.

The decision of the Scrutiniser on the validity or otherwise of the votes shall be final.
6. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours that is, 5.30 P.M., on Wednesday, 28<sup>th</sup> October, 2015.
7. Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members on Friday, 25<sup>th</sup> September 2015.



9. In case of shares held by companies, trusts, societies, bodies corporate or institutional investors, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
11. Members who have received the Postal Ballot Notice by e-mail, but wish to vote through the Postal Ballot Form can seek a Postal Ballot Form from Rajapalayam Mills Limited, Rajapalayam Mills Premises, Post Box No.1, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117, and complete and send the same to the Scrutiniser.

#### **(B) E-Voting Facility**

E-voting facility is being provided to the Members as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited ('CDSL').

Members have the option either to vote through the e-voting platform or through the Postal Ballot Form. If a Member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done through e-voting shall be treated as invalid.

Instructions to the Members for voting electronically are as under:-

##### **I. In case of Members receiving postal ballot notice by e-mail:**

The instructions for e-voting are as under:

- i) To log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) To Click on Shareholders.
- iii) Now Select the "RAJAPALAYAM MILLS LIMITED" from the drop down menu and click on "SUBMIT"
- iv) Now enter your User ID as given below:
  - For CDSL: 16 Digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- Members holding shares in Physical Form should enter Folio Number registered with the Company.

v) Next enter the Captcha Code as displayed and Click on Login.

vi) PASSWORD

- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are first time user follow the steps given below:

- (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).

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 Folio No. / Client ID in the PAN field.

In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. after the first two characters of the name in CAPITAL letters. Eg. If your name is V. Siva Kumar with Folio No. 1 then enter VS00000001 in the PAN Field.

- (b) Please enter any one of the following details in order to login:

**Date of Birth:** Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

**Dividend Bank Details:** Please enter Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

If both of the above details are not recorded with the depository or Company, please enter the User ID (mentioned in (iv) above) in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.

- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the relevant EVSN for RAJAPALAYAM MILLS LIMITED on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.



xvi) If demat account holder has forgotten the changed password then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.

xvii) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutiniser to verify the same.

**II. In case of Members receiving Postal Ballot Form in physical form:**

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

III. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).