



SRI RAMAKRISHNA MILLS (COIMBATORE) LTD.

Regd. Office : No. 3, Bhavani River Street, Ariappampalayam,
Sathyamangalam - 638 402

Sri Ramakrishna Mills Co. Ltd. P. No. 0422-4517055, Call 99477315

SL No. :

POSTAL BALLOT FORM

Name & Registered Address of
the Sole / First named Shareholder

Name(s) of the Joint Holder(s)
(if any)

Registered Folio Number /
DP ID No. / Client ID No.*
(Applicable to investors holding
Shares in dematerialized form)

4 Number of Share(s) held

I/We hereby exercise my / our votes in respect of the two Special Resolutions stated in the Notice of the Company dated 30th May 2013 as set out below to be passed by means of Postal Ballot by sending my / our assent or dissent to the said two Resolutions by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Description	No. of Shares	(For) I / We assent to the Resolution	(Against) I / We dissent to the Resolution
Special Resolution under Sec. 146(2) of the Companies Act, 1956 for shifting the Registered Office of the Company			
Special Resolution under Sec. 16 of the Companies Act, 1956 for altering the Memorandum of Association of the Company by substituting the existing Clause-III(15) by a new Clause-III (15)			

e-m. ID :

Place :

Date :

Signature of the Member

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE
ENCLOSED HEREWITH**

NOTE : PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (1700 hrs) on 20.07.2013. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested send the duly completed Postal Ballot Forms well before 20.07.2013 providing sufficient time for postal transit. Facility of voting through electronic mode is not being provided by the Company.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
6. Members are requested not to send any paper (other than the resolution/ authority as mentioned under item Nos. 3 & 5 above) along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The exercise of vote by Postal Ballot Form is not permitted through proxy.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s)
9. The voting rights shall be reckoned on the number of shares registered in the name of Members as on 14.06.2013.
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Registered Office of the Company on 24.07.2013. The results will thereafter be also informed to the stock exchange, hosted on the Company's website www.ramakrishnamills.com and published in newspapers.
14. The item of business by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
15. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. S.A. Subramanian, Company Secretary & Compliance Officer, Sri Ramakrishna Mills (Coimbatore) Ltd, No. 1493, Sathyamangalam Road, Ganapathy Post, Coimbatore – 641 006.

Tel No. 0422 2531022 / 1122 and Email to : srmc@vsnl.com

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956

- 1) It is proposed that it would be better to shift the Registered Office of the Company from No.3, Bhavani River Street, Ariappampalayam, Sathyamangalam-638 402 to No. 1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641006 due to administrative convenience and other communication facilities available in Coimbatore. The Board of Directors, at its Meeting held on 30.05.2013 has approved, subject to your approval, to shift the Registered Office as above.

The Board recommends the Resolution for your approval.

None of the Directors is concerned or interested in the said Resolution.

- 2) The existing Clause-III(15) of the Memorandum of Association is not comprehensive enough to undertake investment activities of wider nature. It provides only a restricted sphere of activity. Considering the tremendous development that has taken place in the Capital Market activity, it is proposed to have an amplified clause so as to empower the company to undertake the business of dealing in securities which under the existing circumstances may conveniently or advantageously be combined with the business of the company.

The Board of Directors, at its meeting held on 30.05.2013 has approved, subject to your approval that the Memorandum of Association be altered by substituting the existing Clause-III(15) thereof by a new Clause-III(15) as proposed.

The Board recommends the Resolution for your approval.

None of the Directors is concerned or interested in the said Resolution.

A copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at the Registered Office of the Company at No.3, Bhavani River Street, Ariappampalayam, Sathyamangalam-638 402 and also at the Administrative Office of the Company at No.1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641006 during the business hours of the company.

**By Order of the Board,
For Sri Ramakrishna Mills (Coimbatore) Ltd.**

**D.LAKSHMINARAYANASWAMY
MANAGING DIRECTOR**

Coimbatore
30.05.2013

NOTES :

- (1) Only a shareholder entitled to vote is entitled to exercise his vote through Postal Ballot and a shareholder having no voting rights should treat this NOTICE as an intimation only.

NOTICE

SRI RAMAKRISHNA MILLS (COIMBATORE) LTD

Regd Office :No.3, Bhavani River Street, Ariappampalayam, Sathyamangalam-638 402

Dear Shareholders,

NOTICE pursuant to Section 192A(2) of the Companies Act, 1956.

- (1) Pursuant to the provisions of Section 146(2) of the Companies Act, 1956, (the Act) shifting of the Registered Office of the Company outside the local limits but within the State and under the jurisdiction of the same Registrar of Companies requires the approval of Members by way of a Special Resolution.

It is proposed to shift the Registered Office from No.3, Bhavani River Street, Ariappampalayam, Sathyamangalam-638402 to No.1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641006 due to certain administrative convenience.

- (2) Pursuant to the provisions of Section 16 of the Act and all other applicable provisions if any of the Act (including any statutory modifications or re-enactment thereof for the time in force), the Memorandum of Association of the Company is proposed to be altered by substituting the existing Clause-III(15) thereof by a new clause so as to empower the company in investing its surplus funds.

As per Section 192A of the Act, read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001 consent of the Members is required to be obtained by means of voting by Postal Ballot for the above two proposals under the respective provisions of the Act. The proposed Special Resolutions and Explanatory Statements stating all the material facts and the reasons for the proposals are appended below and a Postal Ballot Form is enclosed for your consideration.

The Company has appointed Smt.Sasirekha Vengatesh, a practicing Chartered Accountant as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed in all aspects in the enclosed self addressed prepaid postage envelope so as to reach the Scrutinizer on or before the close of working hours on Saturday, the 20th July 2013.

The Scrutinizer will submit the report to Chairman / Managing Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Wednesday, the 24th July 2013 at 10.30 a.m. at the Registered Office of the Company at No.3, Bhavani River Street, Ariappampalayam, Sathyamangalam-638 402.

SPECIAL RESOLUTIONS

- 1) **To consider and, if thought fit, to pass the following Resolution as a Special Resolution :**

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 146(2) and other applicable provisions if any, of the Companies Act, 1956 to the Board of Directors to shift the Registered Office of the Company from No.3, Bhavani River Street, Ariappampalayam, Sathyamangalam-638402 to No.1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641006 with effect from such date as the Board may think fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds, and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution."

- 2) **To consider and, if thought fit, to pass the following Resolution as a Special Resolution :**

"RESOLVED that pursuant to the provisions of Sec 16 and all other applicable provisions, if any, of the Companies Act 1956 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors to alter the Memorandum of Association of the Company by deleting the existing Clause-III(15) and substituting it by the following new Clause-III(15)."

"CLAUSE-15:

"To invest any funds or money of the Company from time to time in Government Securities, shares and other securities of Indian and Foreign Companies, Treasury Bills and Bonds and all other investments such as Units in Mutual Funds or other trust securities, in Fixed Deposits or by way of loans on interest to Public Companies or Financial Institutions which are necessitated in the course of business of the company or which will be considered beneficial to the company and hold and sell the same and to vary all or any such investments and to deal in Capital Market Segment (CM), Futures and Options Segment (F&O), Retail Debt Market Segment (RDM) or any other segments that may be introduced by NSE/BSE in future, either directly or through some other agency and execute all receipts and documents that may be necessary in that behalf".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds, and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution."

By Order of the Board
For Sri Ramakrishna Mills (Coimbatore) Ltd.

D.LAKSHMINARAYANASWAMY
MANAGING DIRECTOR

Coimbatore
30.05.2013

- Encl : 1. Postal Ballot Form
2. Self addressed postage prepaid envelope