



SRI RAMAKRISHNA MILLS (COIMBATORE) LTD

Regd Office : No.1493, Sathyamangalam Road, Ganapathy Post
Coimbatore - 641 006

NOTICE OF POSTAL BALLOT

(Pursuant to Sec.192(A) of the Companies Act, 1956 read with the Companies
(Passing of the Resolution by Postal Ballot) Rules 2011)

Dear Members,

NOTICE is hereby given pursuant to Sec. 192A of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011 that the resolutions given below are proposed to be passed by Postal Ballot for authorizing the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company and to borrow money and to create charge/mortgage of the Company's movable and immovable properties for securing the borrowing availed or to be availed within the said limits.

The Company, is therefore, seeking the consent for the said proposals by Special Resolutions in compliance with the provisions of Sec.180(1)(a) and 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act 2013. The Explanatory Statement pursuant to applicable provisions of the Companies Act 2013 and Companies Act, 1956 pertaining to the said resolutions setting out the material facts and reasons is annexed to the Notice. The Resolutions and Explanatory Statement alongwith the Postal Ballot form is being sent for your consideration.

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

You are requested to go through the proposed Resolutions along with the Explanatory Statement and then mark your ASSENT or DISSENT by filling the details and affixing your Signature at the marked place in the Postal Ballot Form and return it in the enclosed postage Business Reply Envelope so as to reach the Scrutinizer on or before Monday, the 5th May 2014. Your ASSENT or DISSENT received after Monday, the 5th May 2014 would be strictly treated as if no reply has been received. Upon completion of the scrutiny of the Postal Ballots, the Scrutinizer shall submit her report to the Chairman / Managing Director. The results of the Postal Ballot shall be announced on 06.05.2014 at the Registered Office of the Company and shall also be displayed on the company's website www.ramakrishnamills.com besides communicating to the Stock Exchange on which the shares of the company are listed.

SPECIAL RESOLUTION:

1. To consider and give ASSENT/DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT, in modification of the resolution passed at the 57th Annual General Meeting of the Company held on 23.02.2005 and pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 and the rules framed thereunder in this regard and other applicable provisions, if any, of the Companies Act 2013 and Companies Act 1956 (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board") to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking(s) of the company, or to restructure the same through any means as the Board may consider appropriate whether it be through a scheme of hive off or joint venture or transfer to an Associate Company or otherwise, and/or to transfer/ sell assets-wise and/or otherwise dispose of any of the Units together with the infrastructure facilities, auxiliaries and utilities attached thereto in whole or in parts, to one or more persons or entities, as the Board deems appropriate and on such terms and conditions and with effect from such date and in such manner as may be decided by the Board, at a price that may be fixed by the Board subject to the approval of the financial institution / banks and other appropriate authorities under a scheme of Corporate Restructuring or otherwise.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized if so required to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise to finalise the means, methods or modes in respect thereof and to finalise and execute all required documents including scheme of arrangement, agreement, memoranda, deeds of assignment / conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their discretion, including the power to delegate for completion of the transaction in the best interest of the company.

RESOLVED FURTHER that the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such terms and manner and with such ranking and at such time and or such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instrument(s), issued/to be issued by the Company, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, Liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other moneys payable by the company in terms of the Loan Agreement(s) / Head of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the company and the Lender(s) / Agent(s) and Trustee(s) / Trustee(s) in respect of the said loans / Borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agents / Trustee(s).

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Managing Director of the Company be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid".

2. To consider and give ASSENT/DISSENT to the following Resolution as a Special Resolution :

RESOLVED that in modification of the Resolution passed at the 46th Annual General Meeting of the Company held on 27.09.1993 and pursuant to Section 180(1)(c) and 180(2) of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act 2013 and companies Act 1956 (including any Statutory modifications or re-enactments thereof) and the Articles of Association of the Company consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as Board) of the Company to borrow from time to time, any sum or sums of money, as may in the opinion of the Board of Directors be required to be borrowed by the Company notwithstanding that the monies already borrowed by the company (apart from temporary loans obtained and/or to be obtained from the Company's Bankers in the Ordinary course of business) will exceed the aggregate of the Paid Up Capital of the Company and its Free Reserves that is to say, Reserves not set apart for any specific purpose provided that the total monies borrowed by the Company and outstanding at any point of time for the principal amounts of the loan borrowed (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business) shall not exceed the sum of Rs.200 crores (Rupees Two Hundred Crores only) over and above the aggregate of the Paid Up Capital of the Company and its Free Reserves.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Managing Director of the Company be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

Note :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, read with Section 192A of the Companies Act, 1956, setting out the material facts is annexed.
2. The Notice is being sent to all Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited as on Monday, 31st March 2014. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the date should treat the notice as an intimation only.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. However, envelopes containing the Postal Ballot Form, if sent by courier at the expense of eligible members, will also be accepted.
4. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. and 01.00 p.m. on any working day except Saturday and public holidays.

By order of the Board,
for SRI RAMAKRISHNA MILLS (COIMBATORE) LTD,

(D. LAKSHMINARAYANASWAMY)
MANAGING DIRECTOR

26th March 2014
Coimbatore - 641 006

- Encl: 1) Postal Ballot Form
2) Self-addressed Postage prepaid envelope

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and read with Sec.192A of the Companies Act, 1956 sets out all material facts relating to the business mentioned in the accompanying NOTICE dt. 26.03.2014.

Item Nos.1 & 2

In terms of Section 180(1)(a) of the Companies Act, 2013 made effective from 12.09.2013 in place of Sec. 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company shall exercise the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company only with the consent of members by passing a **Special Resolution**.

Further, the charge and/or mortgage on any of the movable and immovable properties and/or the whole or any part of the undertaking(s) of the Company to secure any borrowings of the company with power to take over the management of the business of the Company in case of certain events of default may be regarded as disposal of the whole or substantially the whole of the undertaking of the Company within the meaning of Sec.180(1)(a) of the Companies Act, 2013 and hence requires the consent of the members of the Company by a **Special Resolution**.

At the 57th Annual General Meeting of the Company held on 23rd February 2005, the Members had accorded their consent to the Board of Directors to exercise the above powers by passing an Ordinary Resolution.

In conformity with the requirement of Sec.180(1)(a) of the Companies Act, 2013 and Sec.192A of the Companies Act 1956 read with Rules thereunder, the Board of Directors of the Company (the Board) proposes the resolution for consideration of Members through Postal Ballot.

The proposed borrowing limits by the Company is to be secured by charge or mortgage on all or any of the movable or immovable properties of the Company (both present and future) in favour of any Lending Institutions including but not limited to the Financial Institutions/Banks / Debenture Trustees, etc., in such form and manner as may be determined by the Board of Directors from time to time, in consultation with the Lending Institutions.

At the 46th Annual General Meeting held on 27th September 1993, the members had accorded their consent to the Board of Directors for borrowing a sum or sums of money outstanding at any point of time not exceeding an amount of Rs.100 crores. (Rupees One hundred crores only) by passing an Ordinary Resolution.

To augment the funds for the business expansion and Working Capital requirements, it is proposed to increase the above borrowing limits from Rs.100 crores to Rs.200 crores (Rupees Two hundred crores only).

In conformity with the requirement of Sec.180(1)(c) of the Companies Act 2013, the above resolution is to be passed by members as a **Special Resolution**.

Accordingly, the Board of Directors proposes the resolution for consideration of the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are in any way concerned or interested in the proposed Resolutions.

By order of the Board
for SRI RAMAKRISHNA MILLS (COIMBATORE) LTD,

26th March 2014
Coimbatore - 641 006

(D. LAKSHMINARAYANASWAMY)
MANAGING DIRECTOR



SRI RAMAKRISHNA MILLS (COIMBATORE) LTD.

Regd. Office : No. 1493, Sathyamangalam Road, Ganapathy Post,
Coimbatore - 641 006.

SL No. :

POSTAL BALLOT FORM

(Please read the instruction printed overleaf carefully before exercising your vote)

S. Prithiviah, President, Coimbatore, Ph: 0422-491706, Cell 9841787319

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

2. Name(s) & Registered Address of the Sole / first named Shareholder / Beneficial owner including Joint Holder(s), if any (in block letters)

3. Number of Equity Share(s) held

I/We hereby exercise my / our votes in respect of the **SPECIAL RESOLUTIONS** to be passed through Postal Ballot for the business stated in the Notice of the Company dated 26th March 2014 by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said Resolutions by placing the tick (✓) mark at the appropriate box below

Item No.	Description	No. of Shares	I / We assent to the Resolutions (FOR)	I / We dissent to the Resolutions (AGAINST)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for granting authority to Board of Directors for sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company and creation of charges / mortgages on the movable and immovable properties of the Company both present and future, in respect of borrowing, etc.			
2.	Special Resolution under Section 180(1)(c) and 180(2) of the Companies Act, 2013 for granting authority to Board of Directors to borrow in excess of the paid up capital and free reserves of the Company.			

Place :

Date :

Signature of the Shareholder
(Refer Instruction No. 2 overleaf)

Last date for receipt of Postal Ballot Forms by Scrutinizer is Monday the 5th May 2014

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INSTRUCTIONS

1. Member desirous of exercising their vote by Postal Ballot are requested to complete and sign the prescribed Postal Ballot Form and send it to the Scrutinizer appointed by the Company so as to reach the Scrutinizer not later than the close of the working hours on Monday, the 5th May 2014. For this purpose, a self-addressed prepaid envelope is enclosed and the postage will be borne and paid by the Company.
2. The Form should be completed and signed by the Member. In case of joint holding, the form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named joint holder. In case forms are signed by persons other than individual members, it should be signed by and authorized signatory whose specimen signature is already registered with the Company / Depository Participant.
3. In case of shares held by Companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authorization together with the attached specimen signature of the duly authorised signatories.
4. Members holding shares in dematerialized form are advised, in their own interest, to get their signature verified by their Bankers / Depository Participant (DP), Signatures should be verified by the Manger of the Bank concerned / DP by affixing a rubber stamp / seal mentioning name and address of the Bank / DP and name, stamp and signature of the Manger.
5. There will be one postal ballot form for every Folio / Client ID irrespective of the number of joint holders.
6. The exercise of vote by Postal Ballot is not permitted through proxy.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Monday the 31st March 2014.
8. In accordance with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, Postal Ballots received after Monday, the 5th May 2014 will be treated as if reply from the Member has not been received and it will not be considered for the purpose of passing the resolutions.
9. Incomplete, unsigned or incorrectly tick marked postal ballots will be rejected.
10. The Scrutinizer's decision on the validity of the postal ballot will be final
11. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any other extraneous paper found in such envelope would be destroyed by Scrutinizer.
12. The result of the Postal Ballot will be declared at the registered Office of the Company as specified in the Notice. The results will also be published and communicated to the Stock Exchange for the information of Members. The results of the Postal Ballot will also be posted on the website of the Company. (www.ramarkrishnamills.com)
13. Members may, if they so desire, address any query in relation to the aforesaid Special Resolution to the Secretarial Department at the Registered Office of the Company (Tel. No. 0422 - 2531022 / 2531122). Email to: srmc@vsnl.com