



Sri Ramakrishna Mills (Coimbatore) Ltd.,

Regd. Office : 1493, Sathyamangalam Road, P.B. No. 2007, Ganapathy, Coimbatore - 641 006, India.
Phone : 0422-2531022, 2531122, E-mail : srmc@vsnl.com

September 27, 2016

M/s.BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001.

K.Attn: Mr.Jeevan Noronha

Dear Sirs,

Sub: Convening of an EGM on 26.10.2016

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The Board of Directors of the Company is proposing to convene a Meeting of the Shareholders on 26.10.2016 to consider the following item of business :

“Consideration of reasons for erosion of more than 50% of the Company’s Networth and the report to be submitted to BIFR in this regard”.

As required by Law, we are arranging to have e- voting as well as poll at the venue of EGM. We would like to continue to utilize the services of CDSL for providing the necessary facility for the e-voting process.

The following is the schedule :

- 1) Voting process starts on 23.10.2016 at 9.00 a.m. IST.
- 2) Voting process ends on 25.10.2016 at 5.00 p.,m IST
- 3) Cut off date for recognizing the voting rights of Members – 19.10.2016

Mrs.Sasirekha Vengatesh, Practising Chartered Accountant is appointed as Scrutinizer. A copy of the Notice sent to the shareholders is sent herewith for your information and records.

Thanking you,

Yours faithfully,

Encl : as above

For Sri Ramakrishna Mills (Coimbatore) Ltd.,

(S.A. SUBRAMANIAN)
Company Secretary



SRI RAMAKRISHNA MILLS (COIMBATORE) LTD
Regd. Office : 1493, Sathyamangalam Road, Ganapathy PO, Coimbatore-641 006
CIN : L17111TZ1946PLC000175

NOTICE OF EXTRAORDINARY GENERAL MEETING:

Notice is hereby given that an Extraordinary General Meeting of the Members of the Company will be held on **Wednesday, the 26th day of October 2016 at 11.00 A.M.** at the **Registered Office** of the company at 1493, Sathyamangalam Road, Ganapathy PO, Coimbatore-641006 to transact the following special business :-

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

“ RESOLVED that in pursuance to the provisions of Section 23(1)(a)(ii) of the Sick Industrial Companies (Special Provisions) Act, 1985 the Company hereby consider and take note of the fact that the accumulated losses of the Company as at 31.3.2016 had resulted in the erosion of more than 50% of the peak net worth of the Company during the immediately preceding four financial years and the report of the Board of Directors of the Company for such erosion and the remedial steps being taken.

RESOLVED FURTHER that the Board of Directors 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”.

By Order of the Board
For Sri Ramakrishna Mills (Coimbatore) Ltd
(Sd.) D. Lakshminarayananaswamy
Managing Director

Coimbatore - 641 006
12.09.2016

Explanatory Statement under Section 102 of the Companies Act, 2013 and the Report of the Board of Directors under Section 23(1)(b) of the Sick Industrial Companies (Special Provisions) Act, 1985

Under Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, if the accumulated losses of an Industrial Company as at the end of any financial year have resulted in erosion of 50% or more of its peak network during the immediately preceding four financial years, the Company is required within a period of 60 days from the date of finalization of the duly Audited Accounts of the Company for the relevant financial year to report the fact of such erosion to the Board for Industrial and Financial Reconstruction after holding a General Meeting of the shareholders of the Company for considering such erosion.

The peak net worth of the Company, i.e. the sum total of the Paid-up Capital and Free Reserves of the Company in the immediately preceding four financial years Rs.1889.35 lacs. Based on the Audited Accounts for the financial year ended on 31st March 2016, which were finalized by adoption at the AGM of the Company held on the 12th day of September 2016, the Company had incurred an accumulated loss of Rs.1884.70 lacs as at 31st March 2016 resulting in erosion of more than fifty per cent of its peak net worth during the immediately preceding four financial years..

In the above circumstances, the Extraordinary General Meeting is called for to consider the subject as set out in the Agenda in compliance with the requirements of Section 23(1)(a)(ii) of the Sick Industrial Companies (Special Provisions) Act, 1985. The causes for the erosion are as under :

1. Continued recession in the global economy resulting in sluggish market conditions.
2. Exports of textiles falls appreciably resulting in over supply in the domestic market.
3. Highly fluctuating cotton price with a depressed yarn price.
4. Reduced production due to imposition of heavy power cut and unscheduled power shut downs.
5. Increase in labour cost due to increments and increase in Dearness Allowances
6. Increase in interest costs

The remedial steps that would improve the company's performance :

1. The Company is restructuring the product mix.
2. Improvement in power situation in Andhra Pradesh
3. Reduction in the inventory carrying cost by reducing the inventory
4. Reduction of accounts receivables
5. Steps announced by the Central Government recently to rejuvenate the industry.
6. Entering into development of real estate

The Shareholders are requested to take note of the above. The Company will be reporting the matter to the Board for Industrial and Financial Reconstruction as per the requirement of Section 23(1)(a) of the Sick Industrial Companies (Special Provisions) Act, 1985.

No Director / Key Management Personnel of the Company is concerned or interested in the subject.

By Order of the Board
For Sri Ramakrishna Mills (Coimbatore) Ltd
(Sd.) D. Lakshminarayananaswamy
Managing Director

Coimbatore - 641 006
12.09.2016

NOTES:

1. i) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. A proxy need not be a member of the Company. Proxy forms in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.
- ii) A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as a proxy for any other person or shareholder.
2. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over at the entrance duly signed.
3. Members are requested to communicate their change of address, if any, quoting their folio numbers to the Registrars and Share Transfer Agents, M/s.SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006. Similarly members holding shares in Demat form, shall intimate the change of address, if any, to their respective Depository Participants.
4. Electronic copy of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Attendance Slip and Proxy Form is being sent in the permitted mode.
5. Members who have still not registered their e-mail ID are required to register their e-mail addresses, in respect of shares held in electronic mode with their Depository Participant and in respect of the shares held in physical mode, with the Company / Registrar and Share Transfer Agent of the Company.
6. Members may also note that the Notice of the Extraordinary General Meeting will be available on the Company's website www.ramakrishnamills.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email ID : srmc@vsnl.com
7. Mrs.Sasirekha Vengatesh, Chartered Accountant has been appointed as a Scrutinizer to scrutinize e-voting process and the poll at the venue of EGM in a fair and transparent manner.
8. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Managing Director.
9. The result shall be declared after the EGM of the Company and on receipt of the report by the scrutinizer. The results declared along with the scrutinizers report shall be available for inspection at the Registered Office of the company and also placed on the website of the Company within two (2) days of conclusion of the EGM of the Company and communicated to the Stock Exchange.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is pleased to provide members facility to exercise their votes for the resolution detailed in the Notice of the Extraordinary General Meeting scheduled to be held on **Wednesday, the 26th October 2016 at 11.00 a.m** by electronic means and the business may be transacted through e-voting. The company has engaged the services of CDSL as the authorized Agency to provide the e-voting facilities as per instructions below:-

The instructions for shareholders voting electronically are as under :

- i. The voting period begins on 23.10.2016 at 9.00 a.m. IST and ends on 25.10.2016 at 5.00 p.m. IST. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19.10.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Click on "Shareholders"
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification Code as displayed and Click on Login.

- vii/ If you are holding shares in demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below :-

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 last 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (iv.)

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- xii. Click on the EVSN for the relevant SRI RAMAKRISHNA MILLS (COIMBATORE) LTD on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you clicking on "Click here to print" option on the Voting page.
- xviii. If a Demat account holder has forgotten the login password then Enter the User ID and the Image verification Code and click on Forgot Password & enter the details as prompted by the system.
- xix. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xx. **Note for Non-Individual Shareholders and Custodians**
- Non-Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.,) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. 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.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com

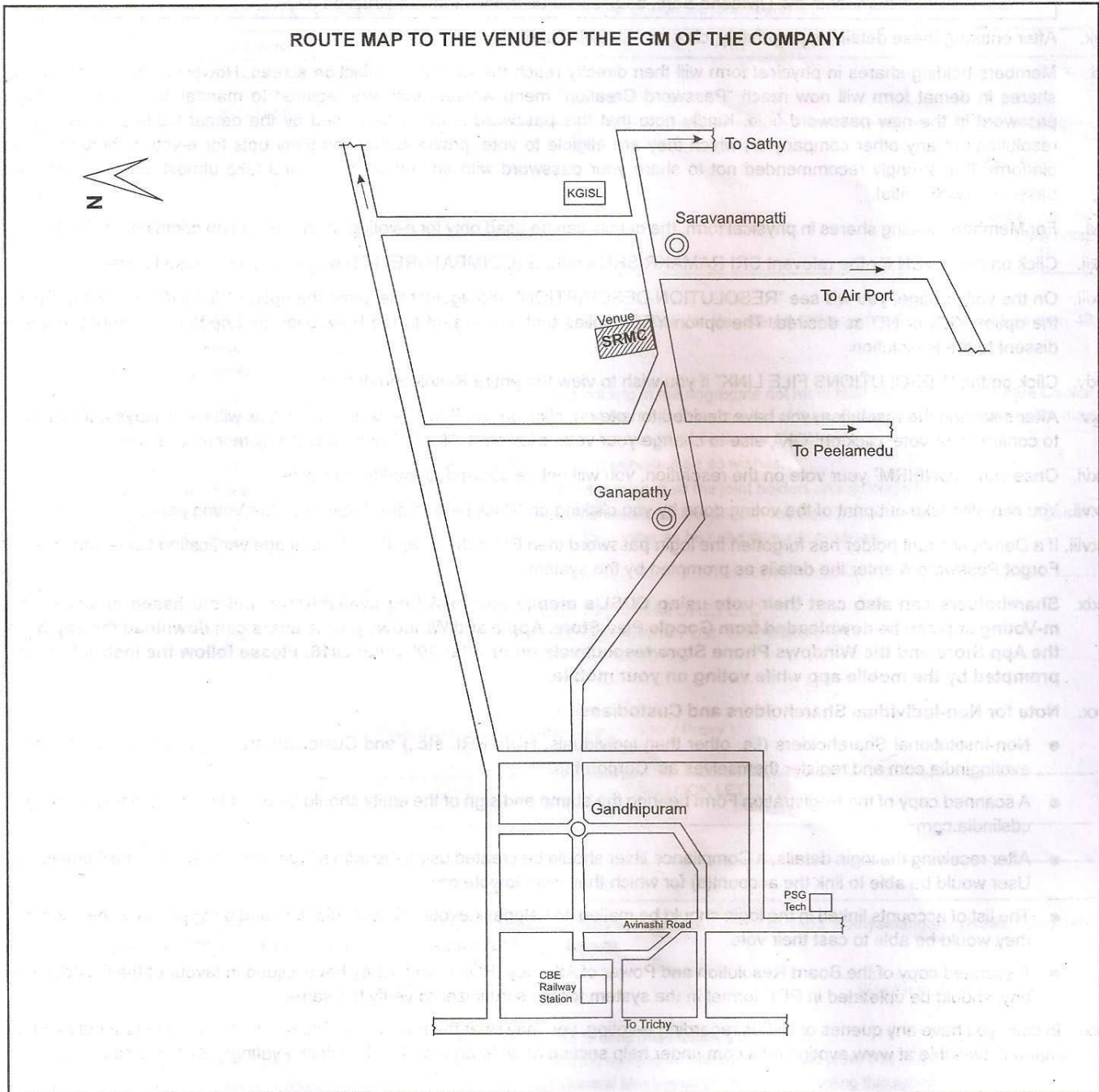
Details of persons to be contacted for issues relating to e-voting :

M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor
1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006
Phone : +91 422 6549995, 2539835-836 Fax : +91 422 2539837
E-mail : info@skdc-consultants.com Website : www.skdc-consultants.com

The notice of the Extraordinary General Meeting and this communication are also available on the website of the www.evotingindia.co.in

AS THE COMPANY HAS PROVIDED E-VOTING / VOTING IN TERMS OF Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING. THE SCRUTINIZER WILL COLLATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES POLLED AT THE EGM THROUGH POLLING PAPER TO DECLARE THE FINAL RESULT FOR THE RESOLUTION FORMING PART OF THE NOTICE OF EGM.

The documents referred to in the accompanying NOTICE will be available for inspection at the Registered Office of the Company during business hours on all working days upto the date of declaration of the results of the Extraordinary General Meeting.





SRI RAMAKRISHNA MILLS (COIMBATORE) LTD
 Regd. Office : 1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641 006
 CIN : L17111TZ1946PLC000175

Name of the Member(s) : _____
 Registered Address : _____
 e-mail ID : _____
 Folio No. / Client ID : _____
 DP ID : _____

I/We being the Member(s) of _____ Shares of Sri Ramakrishna Mills (Coimbatore) Ltd hereby appoint :

- 1) of having e-mail id or jointly him/her
- 2) of having e-mail id or jointly him/her
- 3) of having e-mail id or jointly him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, the 26th October 2016 at the Registered Office of the Company and at any adjournment thereof in respect of the resolution as indicated below:-

S.No.	Resolution	For	Against
1.	Consideration of reasons for erosion of more than 50 percent of company's peak net worth and the report to be submitted to BIFR in this regard.		

Signed this ____ day of _____ 2016

Signature of first
Proxy Holder

Signature of second
Proxy holder

Signature of Shareholder

Signature of third
Proxy holder

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) A proxy need not be a member of the company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
- 5) In case of joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.
- 6) ** This is only optional. Please put a ✓ in the appropriate column against the resolution indicated in the Box. If you leave the "For" and "Against" column blank against the resolution, your proxy will be entitled to vote in the matter as he / she thinks appropriate.

SRI RAMAKRISHNA MILLS (COIMBATORE) LTD
 Regd. Office : 1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641 006
 CIN : L17111TZ1946PLC000175

ATTENDANCE SLIP
 (Particulars to be completed by Member / Proxy)

Name of the Member : _____
 Member Folio Number / ID No. : _____ (IN BLOCK LETTERS)
 Name of Proxy : _____
 No. of Shares held : _____

I hereby record my presence at the Extraordinary General Meeting of the Company at Registered Office at 1493, Sathyamangalam Road, Ganapathy Post, Coimbatore - 641 006 on **Wednesday, the 26th October 2016 at 11.00 a.m.**

NOTE:

1. The meeting is for Members of the Company only. Members are requested not to bring non members or children.
2. The Company will accept only the attendance slip of person personally attending the meeting as a Member or a valid proxy duly registered with the company.
3. Please read carefully the instructions given in the Notice of the Extraordinary General Meeting under the heading "voting through electronic means".

Signature of the Member / Proxy