The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.

Regd. Office : Block No.15, Devkaran Mansion, Gate No.2, 3rd Floor, 63 Princess Street, MUMBAI – 400002
Corporate Office : Post Box No.1, HINGANGHAT – 442 301; Dist. Wardha (M.S.) Ph.:07153-244282/244039

CIN : L99999MH1946PLC005261 ; Website : www.rsrmm.com

Date : 20.03.2017

The Manager (Listing),
Bombay Stock Exchange Ltd.,
P.J.Towers,
Dalal Street, Fort,
MUMBAI - 400 001.

Dear Sir,

Ref.: **Co. Code: 530047**

Sub.: Notice of Class Meeting.

We are enclosing herewith a copy of **Notice of Class Meeting** of 10% Non-Cumulative Redeemable Preference Shareholders' to be held on Saturday the 25th Day of March, 2017 to consider the variation in the terms & conditions of 10% Non-Cumulative Redeemable Preference Shares of our Company.

This is for your kind reference and records.

Thanking you,

Yours faithfully,

Sachin Kanojiya
Company Secretary &
Compliance Officer.

C.C.to :

1. National Stock Exchange of India Ltd.,
   Exchange Plaza, 5th Floor,
   Bandra Kurla Complex,
   Bandra (East),
   Mumbai - 400 051.

Company Code.

RAIREKMOH/EQ

Qtr3.

The Rei Saheb Rekhchand Mohota Spg. & Wng. Mills Ltd.
Corporate Office : Post Box No. 1, Hinganghat, Dist. Wardha, Maharashtra- 442 301
Ph.: 07153 - 244282, 244039 Fax : 244753 Gram - MOHTAMILL E-mail : info@rsrm.com

Member of CISQ Federation RINA ISO 9001:2000 Certified Quality System
CNI : L99999MH1946PLC005261

NOTICE OF CLASS MEETING

Notice is hereby given that the Class Meeting of the 10% Non-Cumulative Redeemable Preference shareholders of The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. will be held on Saturday the 25th day of March, 2017 at 11.00 A.M. at the Corporate Office of the Company at Ram Mandir Ward Hinganghat-442301 Dist. Wardha [M.S.] at shorter notice, to transact the following business:

1. Variation in the terms and conditions of 10% Non-Cumulative Redeemable Preference Share:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 106 of the Companies Act 1956, Articles of Association of the Company and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of preference shareholders holding 2,36,000, 10% Non-cumulative Redeemable Preference Shares be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to vary the Terms and Conditions of 10% Non-cumulative Redeemable Preference Shares to 1% Non-Cumulative Redeemable preference shares as follow:

1. 2,36,000, 10% Non-Cumulative Redeemable Preference shares of Rs.100/- each shall now and hereinafter be 2,36,000, 1% Non –cumulative Redeemable Preference shares of Rs. 100/- each

2. The preference shares shall be carry preferential dividend at rate of 1% on non-cumulative basis.

3. The preference shares shall be nomenclature as "1% Non-Cumulative Redeemable Preference Shares"

4. Notwithstanding anything contained above, the Board of Directors shall be at liberty, to vary any of the terms and conditions in respect of the Preference shares as they may deem fit in the best interests of the Company.

5. Save as mentioned hereinabove, all other terms and conditions of the said Preference shares shall remain the same.

RESOLVED FURTHER THAT Board of Director of the Company be and is hereby authorized to take all such steps and actions as may be necessary, proper, expedient and to do all such acts, deeds, matters and things in connection therewith and to give effect to the aforesaid resolution.

By the order of the Board
For, The Rai Saheb Rekhchand Mohota
Spg. and Wvg. Mills Ltd.

Vinod Kumar Mohota
Managing Director

Place: HINGANGHAT
Date: 20.03.2017

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NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms a part of this Notice.

2. A Member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

Pursuant to section 106 of the companies act, 1956, Where the share capital of a company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

In spite of the best efforts of the Company and in view of the cut through competition and overall cost of capital of the company, the inability to infuse massive fresh funds and the non-feasibility of making fresh issue of shares for the purpose of redemption of the Preference shares, has inevitably led the Board of Directors to approach the Preference Shareholders for to vary the terms and conditions of the shares.

The Board believes that there is no alternative to the above proposal and it would serve the long term interests of the Company and the Shareholders. The Board therefore recommends the resolution for approval of the Preference Shareholders as Special resolution.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, except Shri Vinod Kumar Mohota, Shri Vinay Kumar Mohota and Shri Ranchhoddas Mohota, are concerned or interested, whether financially or otherwise, in this resolution.

By the order of the Board
The Rai Saheb Rekhchand Mohota
Spg. and Wvg. Mills Ltd.

Vinod Kumar Mohota
Managing Director

Place: HINGANGHAT
Date: 20.03.2017

Form No. MGT-11

Proxy form

[*Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (*Management and Administration*) Rules, 2014]*

CIN: L99999MH1946 PLC005261
Name of the Company: The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.
Registered office: Block No.15, 3rd Floor, Devkaran Mansion, Gate No.2, 63 Princess Street, Mumbai – 400 002.

Name of the Member(s):

Registered address:

I/ We being the member(s) of .....shares, of the above named Company hereby appoint

1. Name: _____ Address:_____
E-mail Id:_____ Signature:_____, or failing him

2. Name: _____ Address:_____
E-mail Id:_____ Signature:_____, or failing him

3. Name: _____ Address:_____
E-mail Id:_____
Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Class Meeting of 10% Non-Cumulative Redeemable Preference Share of the Company, to be held at the Corporate office of the company at Ram Mandir Ward Hinganghat-442301 Dist. Wardha [M.S.] on Saturday, the 25th March, 2017 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution
1	**Variation in the terms and conditions of 10% Non-Cumulative Redeemable Preference Share to 1% Non-Cumulative Redeemable Preference Share**

Signature of Shareholder_____ Signed this ..... day of..... 2017

Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note: 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.

Form No. MGT-12
Polling Paper

Sr. No._____

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014*]*

Name of the Company	:	**THE RAI SAHEB REKHCHAND MOHOTA SPG. & WVG. MILLS LTD.** CIN : L99999MH1946 PLC005261
Registered office	:	Block No.15, 3rd Floor, Devkaran Mansion, Gate No.2, 63 Princess Street, Mumbai – 400 002.

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./ * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	10% Non-Cumulative Redeemable Preference Shares

I/We hereby exercise my/our vote in respect of Resolutions set out in the Notice of the Class Meeting of the 10% Non-Cumulative Redeemable Preference shareholders of the Company to be held on **Saturday the 25th March, 2017** by sending my/our assent or dissent of the said Resolutions by placing the tick (√) in the appropriate boxes given below:

No.	Item No.	No. of Shares held by me	I Assent to the Resolution (√)	I Dissent from the Resolution (√)
1.	Variation in the terms and conditions of 10% Non-Cumulative Redeemable Preference Share to 1% Non-Cumulative Redeemable Preference Share			

Place: Date:	**Signature of the shareholder(s) / Proxy Holder**

THE RAI SAHEB REKHCHAND MOHOTA SPG. & WVG. MILLS LTD.

Registered office: Block No. 15, 3rd Floor, Devkaran Mansion Gate, No. 2, 63 Princess Street, Mumbai – 400 002

D.P. ID.*	
Client ID.*	

L.F. No.	
No of Shares	

ATTENDANCE SLIP

I/ We hereby record My/our presence at the Class Meeting of 10% Non-Cumulative Redeemable Preference Share of the company held at the Corporate office of the company at Ram Mandir Ward Hinganghat-442301 Dist. Wardha [M.S.] on Saturday, the 25th March, 2017 at 11.00 A.M.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

*Applicable for investors holding shares in Electronic Form.

Note:

1) You are requested to sign and hand over this slip at the Meeting Venue.
2) If you intend to appoint a proxy to attend the Meeting instead of yourself, the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting

✂.....✂.....

Route Map: Corporate office of The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills ltd.

