



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



Chairman
Shri P.R. Ramasubrahmaneya Raja

Telephone : 91 4563 236666 (5 lines)
Telegrams : "BLISS"
Fax : 91 4563 236520
E-mail : rajacot@ramcotex.com
rajacot@sandhamet.in

No.

Date : 01-11-2013.

M/s. Madras Stock Exchange Ltd.,
Exchange Building,
Post Box No.183,
#11, Second Line Beach,
CHENNAI-600 001.

Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers,
21st Floor, Dalal Street,
MUMBAI - 400 001.

Dear Sir,

We wish to inform that the Members of the Company will consider to approve by way of Postal Ballot a Special Resolution to Invest in Shares upto a limit of Rs.10 Lakhs in A.R.S. Metals Private Limited Under section 372A of the Companies Act, 1956.

The Notice, Special Resolution and Postal Ballot Form are enclosed herewith for your records.

Thanking you,

Yours faithfully,
For Rajapalayam Mills Ltd.,


V. Gurusamy
Secretary

Encl.: As above.



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 email : rajacot@ramcotex.com
website : rajapalayammills.co.in

**Postal Ballot
NOTICE**

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Members,

- 1) Your kind attention is invited to the proposal of your Company to move a Special Resolution to invest in Shares upto a limit of Rs.10 Lakhs in A.R.S. METALS PRIVATE LIMITED.
- 2) As you may be aware the resolution has to be passed only through the Postal Ballot process in accordance with section 192A of the Companies Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the said Rules).
- 3) The Postal Ballot Form is enclosed. You may kindly refer to the text of the Special Resolution reproduced in the said form and the Explanatory Statement attached thereto.
- 4) A 'postage' prepaid envelope is enclosed. Please use the same after you mark your votes in favour of or against the resolution. 02-12-2013 is the last date for receiving the Postal Ballot forms. Postal Ballot forms received after the said last date will be rejected.
- 5) Votes will be considered invalid on the following grounds:
 - a) If the member's signature does not tally.
 - b) If the member has marked both in favour and also against.
 - c) If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
 - d) On such other grounds which in the opinion of the scrutinizer makes the votes invalid.
- 6) Mr. K. Srinivasan, Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants has been appointed as Scrutinizer for the Postal Ballot in accordance with the said Rules. He will submit his report to the Company on 04-12-2013. The result of the Postal Ballot process will be announced at the Registered Office of the Company on 04-12-2013 at 5.00 P.M. Members who wish to be present at the time of declaration of result may be present at the above venue.
- 7) Shri S.Kanthimathinathan, President, Shri V.Gurusamy, Secretary and Shri B.Gnanagurusamy, GM - Finance of the Company are the Officers authorized to ensure smooth conduct of the Postal Ballot process. Members requiring any clarification may contact either of them.

By order of the Board,
For **RAJAPALAYAM MILLS LTD.,**

RAJAPALAYAM
28-10-2013

P.R.RAMASUBRAHMANEYA RAJHA,
CHAIRMAN.

Encl: 1. Resolution with Explanatory Statement.
2. Postal Ballot Form & self-addressed postage prepaid envelope

RAJAPALAYAM MILLS LIMITED

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SPECIAL RESOLUTION

To consider and If thought fit, to give assent / dissent to the following Special Resolution:

"RESOLVED that pursuant to the provisions of Section 372A and other applicable provisions (if any) of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to invest in Shares upto a limit of Rs.10 Lakhs in A.R.S. METALS PRIVATE LIMITED".

EXPLANATORY STATEMENT AND REASONS FOR PROPOSING THE SPECIAL RESOLUTION UNDER SECTION 372A OF THE COMPANIES ACT, 1956.

The Wind Mill Division of the Company is having installed capacity of 30.35 MW. The power generation, which starts from the end of May every year from these wind mills will normally be available for captive consumption till the end of March of subsequent year. During the current year, the Tamil Nadu General and Distribution Corporation Limited (TANGEDCO) is not evacuating the full generation of power from the wind mills. Because of this, even though we are witnessing good wind season, we are not able to generate power to our full potential. The backing down of the wind mills by TANGEDCO is causing generation loss of upto 50% during certain periods. Because of this, there is no Banked Energy available for adjustment for the period from November, 2013 to March, 2014.

Hence we have decided to purchase power upto 10 MW from coal based thermal power generating companies who are supplying power on 'Group Captive Consumption Arrangement'. In the Group Captive Arrangement, the power purchaser should become a shareholder in the power generating company.

It is proposed to invest in the shares of A.R.S. Metals Private Limited who has agreed to supply power on 'Group Captive Consumption Arrangement' upto a limit of Rs.10 Lakhs by way of equity shares. This would enable Rajapalayam Mills Limited to become a member of A.R.S. Metals Private Limited and by virtue of this membership, Rajapalayam Mills Limited would be eligible to consume power produced by A.R.S. Metals Private Limited.

Consent of the Shareholders has to be obtained as per the provisions of Section 372A of the Companies Act to make the above investment as the Company has already exhausted the limits available under the said section.

The Board of Directors recommend the Resolution to the Shareholders.

None of the Directors are interested in the Resolution.

By order of the Board,
For **RAJAPALAYAM MILLS LTD.,**

RAJAPALAYAM
28-10-2013

P.R.RAMASUBRAHMANEYA RAJHA,
CHAIRMAN.



RAJAPALAYAM MILLS LIMITED

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Postal Ballot Form

1.	Name(s) of Shareholder(s) / Beneficial Holders(s) (In block letters) including joint holders if any	
2.	Registered address of the sole/first named Shareholder	
3.	Registered Follo No/ DPID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	
5.	I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 28 th October, 2013 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below :	

Description	No. of Shares	I / We assent to the Resolution (i.e. Vote in favour)	I/We dissent to the resolution (i.e.Vote against)
Special Resolution under Section 372A of the Companies Act as per the Draft Resolution circulated to the Shareholders			

Place :

Date :

(Signature of the Shareholder/Beneficial holder)

Instructions :

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 expenses 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 (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on Wednesday, 02-12-2013.
6. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on 25-10-2013.
8. 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 the Board Resolution / Authority.
9. 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 Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.