



RAJAPALAYAM MILLS LIMITED

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

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 an Ordinary Resolution to sell, lease or otherwise dispose the assets of the Tissue Culture Division of the Company.
- 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 Ordinary Resolution reproduced in the said form and the Explanatory Statement attached therat.
- 4) A 'Postage' prepaid envelope is enclosed. Please use the same after you mark your votes in favour of or against the Ordinary Resolution. 22nd July 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) Shri 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 or before 25th July 2013. The result of the Postal Ballot process will be announced at the Registered Office of the Company on 26th July 2013 at 4.30 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.,

P.R.RAMASUBRAHMANEYA RAJHA,
CHAIRMAN.

RAJAPALAYAM
27-05-2013

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

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ORDINARY RESOLUTION

To consider and if thought fit, to give assent/ dissent to the following Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 293(1)(a) and other applicable provisions (if any) of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to sell, lease or otherwise dispose the assets of the Tissue Culture Division of the Company"

EXPLANATORY STATEMENT AND REASONS FOR PROPOSING THE ORDINARY RESOLUTION UNDER SECTION 293(1)(a) OF THE COMPANIES ACT, 1956.

The Company, in order to diversify its product range, set up a Tissue Culture Division viz., Shri Ramco Biotech, Bangalore in the year 1999. To concentrate on the core business viz. Textile, it has been decided to discontinue the operations of the Tissue Culture Division in the long-term interest of the Company. The Tissue Culture Division contributes only 1% of the Company's turnover. The Company has proposed to sell, lease or otherwise dispose the assets of the Tissue Culture Division and it is to be approved by the Shareholders by an Ordinary Resolution through Postal Ballot in terms of Section 293 (1)(a) of the Companies Act, 1956 and as per Companies (Passing of the resolution by Postal ballot) Rules 2011.

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
27-05-2013

P.R.RAMASUBRAHMANEYA RAJHA,
CHAIRMAN.



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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 Folio 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 Ordinary Resolution to be passed through Postal Ballot for the business stated in the notice of the Company 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)
Ordinary Resolution under Section 293(1)(a) 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 Monday, the 22nd July 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 07th June 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.