



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 RAMCO WINDFARMS LIMITED, a Subsidiary Company of M/s. Madras Cements Ltd.
- 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 thereat.
- 4) A 'postage' prepaid envelope is enclosed. Please use the same after you mark your votes in favour of or against the resolution. 23-09-2013 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 or before 25-09-2013. The result of the Postal Ballot process will be announced at the Registered Office of the Company on 25-09-2013 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.,

RAJAPALAYAM
30-07-2013

**P.R.RAMASUBRAHMANEYA RAJHA,
CHAIRMAN.**

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

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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 RAMCO WINDFARMS 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 which is generating around 600 Lakhs KWH per annum, which works out to 77% of our total power requirement. Rajapalayam Mills Ltd. (RML) can consume additional wind power to the tune of 5 MW (57 Lakhs units) per annum in order to make the consumption from captive wind farms from 77% to 85%. This additional requirement of energy is currently sourced either from Electricity Board, running High cost DG / HFO Sets, Purchase from Third Parties or through IEX.

Madras Cements Ltd., a Ramco Group Company is establishing a subsidiary company, viz. RAMCO WINDFARMS LIMITED, which will own wind electric generators, for the purpose of generation and consumption of electrical energy.

It is proposed to invest in the said company upto a limit of Rs.10 lakhs by way of equity shares. This would enable Rajapalayam Mills Limited to become a member of Ramco Windfarms Limited and by virtue of this membership, RML would be eligible to consume power produced by the wind mills of Ramco Windfarms 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.

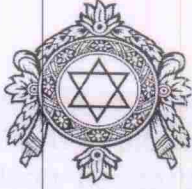
Disclosure of interest:

1. Shri. P.R. Ramasubrahmaneya Rajha & Shri. P.R. Venketrama Raja are Directors of M/s. Madras Cements Limited.

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

P.R.RAMASUBRAHMANEYA RAJHA,
CHAIRMAN.

RAJAPALAYAM
30-07-2013



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Regd.Office : Rajapalayam Mills Premises
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Rajapalaiyam – 626 117.

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 Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 30 th July, 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 Monday, the 23-09-2013.
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 16-08-2013.
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.