



RAJAPALAYAM MILLS LIMITED

[CIN No: L17111TN1936PLC002298]

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

Ph. No.: 04563-235666 Fax: 04563-236520

Email: rajacot@ramcotex.com Website : www.rajapalayammills.co.in

POSTAL BALLOT PAPER

S 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	Equity

I/We hereby exercise my/our vote in respect of the Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No	Item No.	No. of shares held	I/We assent to the resolution	I/We dissent from the resolution
1.	Special Resolution for making investment in Redeemable Preference Shares of M/s. Thanjavur Spinning Mill Ltd under Section.186 of the Companies Act, 2013, upto a limit of Rs.25 Crores.			
2.	Special Resolution to enable Board of Directors to create 'Charge' by way of Hypothecation/Mortgage/Encumbrances on the assets of the company in favour of Lenders under Section. 180 (1)(a) of the Companies Act, 2013.			

Place:

Date:

Signature of the Shareholder

Notes: 1. Last date for Receipt of Postal Ballot Form by Scrutinizer: Close of working hours (5.30 p.m.) on Tuesday, July 15, 2014

2. For e-voting , please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence No)	USER ID	PASSWORD
140612014	Please See Instructions attached herewith	

Instructions:

(A) Voting through Physical Postal Ballot Form

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 15-07-2014
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 30-05-2014
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.

(B) E voting

The instructions for members for voting electronically are as under:-

- (i) To Log on to the e-voting website www.evotingindia.com
- (ii) To Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "RAJAPALAYAM MILLS LIMITED" from the drop down menu and click on "SUBMIT"

(iv) User ID:

Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(v) Password:

- (a) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- (b) If you are a first time user follow the steps given below, to fill up the following details in the appropriate boxes:

(1) Enter PAN

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: ABCDE1234F in the PAN field or use physical Postal Ballot form for voting.

(2) Please enter any one of the details in order to login

Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the company records in dd/mm/yyyy format.
Dividend Bank Details (DBD)	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Members who have not updated their DOB / DBD with the Company/Depository Participant are requested to use the default DBD number: 1234567890 in the DBD field or use physical Postal Ballot form for voting

- (b) After entering these details appropriately, click on "SUBMIT" tab.
- (c) Members holding shares in physical form will then reach directly the EVSN 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.
- (d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (e) Click on the relevant EVSN on which you choose to vote.
- (f) 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.
- (g) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (h) 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.
- (i) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (j) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page. It need not be sent to the company.

- (k) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
 - (l) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (C) The voting period begins on 16-06-2014 and ends at 5.30 P.M. on 15-07-2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30-05-2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (D) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from Rajapalayam Mills Limited, Rajapalayam Mills Premises, P.A.C. Ramasamy Raja Salai, Post Box No.1, Rajapalayam – 626 117, fill in the requisite details and sent the same to Scrutinizer. In case of members voted both on e- voting and physical ballot, e-voting will prevail.