



SRI RAMAKRISHNA MILLS (COIMBATORE) LTD

Regd.Office : 1493, Sathyamangalam Road, Ganapathy PO, Coimbatore-641 006
CIN : L17111TZ1946PLC000175

NOTICE OF EXTRAORDINARY GENERAL MEETING:

Notice is hereby given that an Extraordinary General Meeting of the Members of the Company will be held on **Monday**, the **20th** day of **March 2017** at **11.00 A.M.** at the **Registered Office** of the company at 1493, Sathyamangalam Road, Ganapathy Po, Coimbatore-641006 to transact the following special business :-

SPECIAL BUSINESS:

ITEM NO.1

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 read with the companies (Meetings of Board and its Powers) Rules 2014 and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members of the company be accorded to the Board of directors of the Company to enter into contracts and/or arrangements with the related parties as per details given below :-

S.No.	Name of the Related Party	Nature of transaction	Maximum amount per annum Rs. in crores
1.	Sri Jaganatha Ginning & Oil Mills	Purchase of Raw materials	30.00
2.	Sri Ramakrishna Yarn Carriers Ltd	Purchase of Raw materials	10.00

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties, doubts that may arise with regard to any transaction with the related parties and execute or authorize any person(s) to execute all such agreements, documents and writings and to make such filings, as may be necessary, relevant, usual, customary or desirable for the purpose of giving effect to this resolution and its decision shall be final.”

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM NO.1 :

In terms of the provisions of Sec.188 read with Rules under the Companies (Meetings of Board and its Powers) Rules 2014 all transactions with related parties, which exceed the threshold monetary limit are subject to the approval of Members of the company by an Ordinary resolution and the related parties shall abstain from voting on such resolutions. For this purpose, the threshold monetary limit for the transaction means any transaction entered into either individually or taken together with previous transactions during the financial year, that exceeds ten percent of the annual turnover as per the last audited financial statements of the company.

The proposed transactions with Sri Jaganatha Ginning & Oil Mills and Sri Ramakrishna Yarn Carriers Ltd are exceeding the monetary threshold limit as provided in the above said provisions of the Act / Rules and therefore would require the approval of the members by passing an ordinary resolution in order to comply with requirement of statutory provisions.

1. Name of the Related Parties and Nature of relationship :

- Sri Jaganatha Ginning & Oil Mills (SJGOM) is a Partnership firm in which the Managing Director and his relatives are partners.
- Sri Ramakrishna Yarn Carriers Ltd (SRYC) is an unlisted Public Limited Company in which the Managing Director of the company is a Member and his relatives are Directors.

2. Nature, material terms and other brief details of proposed transactions :

- With Sri Jaganatha Ginning & Oil Mills (SJGOM)

The proposed transaction is for the purchase of raw materials.

Amount involved : Upto Rs.30.00 crores per annum.

Validity of arrangement : It is a long term on going arrangement unless terminated by the parties otherwise.

- With Sri Ramakrishna Yarn Carriers Ltd (SRYC)

The proposed transaction is for the purchase of raw materials.

Amount involved : Upto Rs.10.00 crores per annum.

Validity of arrangement : It is a long term on going arrangement unless terminated by the parties otherwise.

3. Name of the Directors / Key Managerial Personnel who is related if any :

Except to the extent of their shareholding interest, if any, none of the Director / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, “financially or otherwise” in this resolution except.

S.No.	Particulars	SJGOM	SRYC
1.	Sri. D. Lakshminarayanawamy Managing Director	Partner - Contributing one third of Capital	Member – Holding 60979 Equity shares
2.	Smt. L. Nagaswarna Whole Time Director	Not applicable	Director – Holding 70000 Equity shares
3.	Smt. R. Suhasini Related to (1) & (2)	Partner - Contributing one third of Capital	Director – Holding 5000 Equity shares
4.	Smt. L. Swathy Related to (1) & (2)	Partner - Contributing one third of Capital	Director – Holding 22500 Equity shares

4. Any other information relevant or important for the members to make a decision on the proposed transactions.

The expected transactions with the related parties may vary with the change in the market conditions to be agreed between the parties mutually.

The Audit Committee of the Company in its meeting held on 10.02.2017 has already approved the aforesaid transactions with Sri Jaganatha Ginning and Oil Mills and Sri Ramakrishna Yarn Carriers Ltd as proposed to be passed by the Members. Further, while approving the aforesaid transactions with related parties, the Audit Committee noted that these transactions are in the ordinary course of business and also are at arm's length basis.

The resolution is accordingly recommended for Members' approval in terms of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

By Order of the Board
For **Sri Ramakrishna Mills (Coimbatore) Ltd**
(Sd.) D. Lakshminarayanawamy
Managing Director

Coimbatore
15.02.2017

NOTES:

- Members are requested to communicate their change of address, if any, quoting their folio numbers to the Registrars and Share Transfer Agents, M/s.SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006. Similarly members holding shares in Demat form, shall intimate the change of address, if any, to their respective Depository Participants.
- Electronic copy of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Attendance Slip and Proxy Form is being sent in the permitted mode.
- Members who have still not registered their e-mail ID are required to register their e-mail addresses, in respect of shares held in electronic mode, with their Depository Participant and in respect of the shares held in physical mode, with the Company / Registrar and Share Transfer Agent of the Company.
- Members may also note that the Notice of the Extraordinary General Meeting will be available on the Company's website www.ramakrishnamills.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email ID : srmc@vsnl.com
- Mrs.Sasirekha Vengatesh, Chartered Accountant has been appointed as a Scrutinizer to scrutinize e-voting process and the poll at the venue of EGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the Extraordinary General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Managing Director.
- The result shall be declared after the EGM of the Company on receipt of the report from the scrutinizer. The results declared along with the scrutinizer's report shall be available for inspection at the Registered Office of the company and also placed on the website of the Company within two (2) days of conclusion of the EGM of the Company and communicated to the Stock Exchange.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is pleased to provide members facility to exercise their votes for the resolution detailed in the Notice of the Extraordinary General Meeting scheduled to be held on **20th March 2017 at 11.00 a.m** by electronic means and the business may be transacted through e-voting. The company has engaged the services of CDSL as the authorized Agency to provide the e-voting facilities as per instructions below:-

The instructions for shareholders voting electronically are as under :

- i. The voting period begins on 17.03.2017 at 9.00 a.m. IST and ends on 19.03.2017 at 5.00 p.m. IST. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13.03.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Click on “Shareholders”
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification Code as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below :-

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (iv.)

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company 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 in 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- xii. Click on the EVSN for SRI RAMAKRISHNA MILLS (COIMBATORE) LTD.
- xiii. 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.
- xiv. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you clicking on “Click here to print” option on the Voting page.
- xviii. If a Demat account holder has forgotten the login password then Enter the User ID and the Image verification Code and click on Forgot Password & enter the details as prompted by the system.
- xix. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xx. **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual Shareholders (i.e. other than individuals, HUF, NRI, etc.,) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com

- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi. 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.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com

Details of persons to be contacted for issues relating to e-voting :

M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor
 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006
 Phone : +91 422 6549995, 2539835-836 Fax : +91 422 2539837
 E-mail : info@skdc-consultants.com Website : www.skdc-consultants.com

The notice of the Extraordinary General Meeting and this communication are also available on the website of the www.evotingindia.co.in

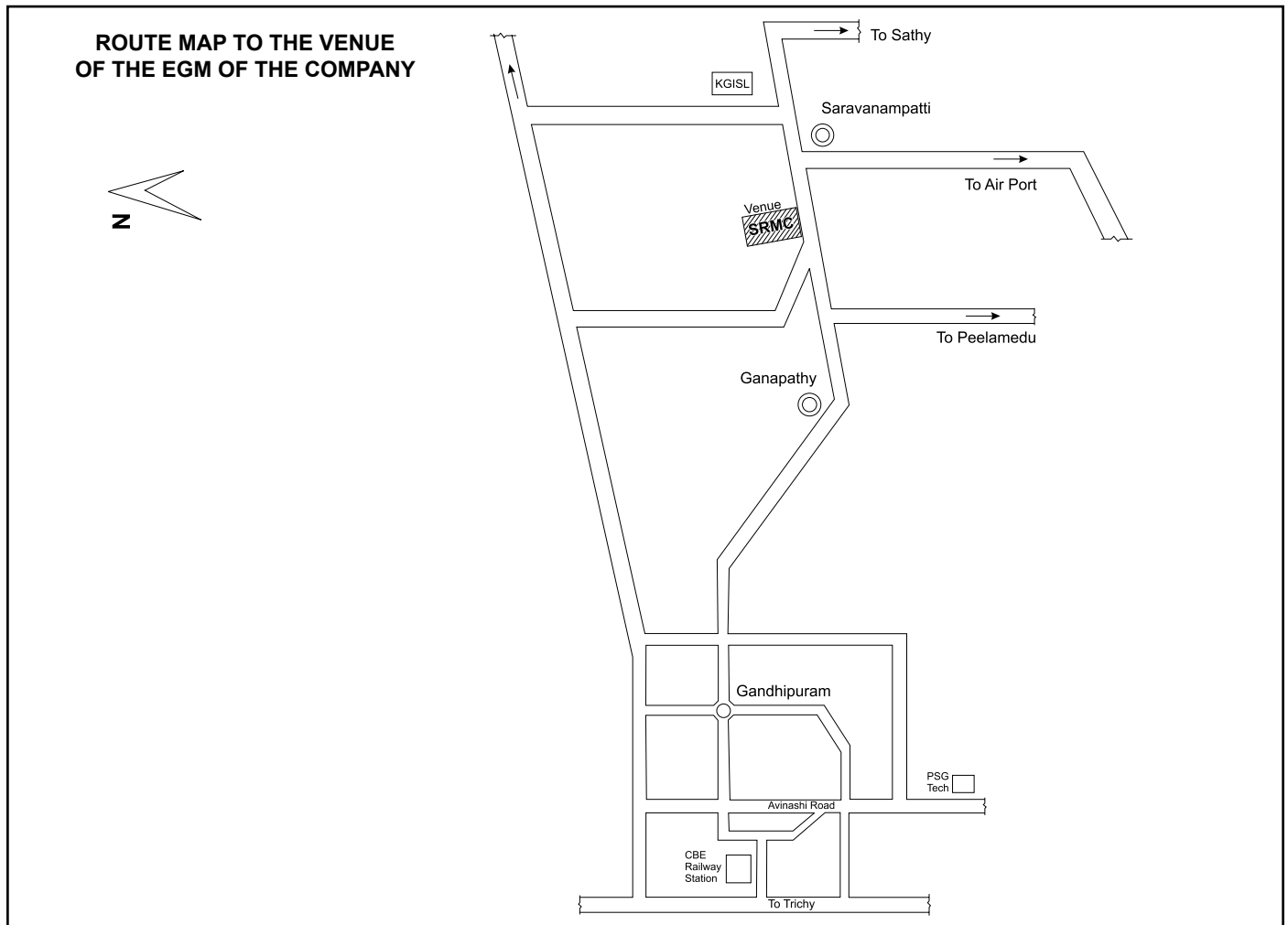
AS THE COMPANY HAS PROVIDED E-VOTING / VOTING IN TERMS OF Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING. THE SCRUTINIZER WILL COLLATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES POLLED AT THE EGM THROUGH POLLING PAPER TO DECLARE THE FINAL RESULT FOR THE RESOLUTION FORMING PART OF THE NOTICE OF EGM.

The documents referred to in the accompanying NOTICE will be available for inspection at the Registered Office of the Company from the date hereof upto the date of the ensuing Extraordinary General Meeting during 3.00 p.m. to 5.00 p.m. on working days.

By Order of the Board
 For Sri Ramakrishna Mills (Coimbatore) Ltd

(Sd.) D. Lakshminarayanawamy
 Managing Director

Coimbatore
 15.02.2017





SRI RAMAKRISHNA MILLS (COIMBATORE) LTD

Regd.Office : 1493, Sathyamangalam Road, Ganapathy Post, Coimbatore-641 006
CIN : L17111TZ1946PLC000175

Name of the Member(s) :
Registered Address :
e-mail ID :
Folio No. / Client ID :
DP ID :

I/We being the Member(s) of _____ Shares of Sri Ramakrishna Mills (Coimbatore) Ltd hereby appoint :

- 1) of having e-mail id or failing him/her
- 2) of having e-mail id or failing him/her
- 3) of having e-mail id or failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday, the 20th March 2017 at the Registered Office of the Company and at any adjournment thereof in respect of the resolution as indicated below:-

S.No.	Resolution	** For	** Against
1.	To consider entering into contract / arrangement with Related Parties – Sri Jaganatha Ginning and Oil Mills and Sri Ramakrishna Yarn Carriers Ltd		

Signed this ___ day of _____ 2017

Signature of Shareholder

Signature of first
Proxy Holder

Signature of second
Proxy holder

Signature of third
Proxy holder

Notes:

- 1) 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.
- 2) A proxy need not be a member of the company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
- 5) In case of joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.
- 6) ** This is only optional. Please put a ✓ in the appropriate column against the resolution indicated in the Box. If you leave the "For" and "Against" coloumns blank against the resolution, your proxy will be entitled to vote in the matter as he / she thinks appropriate.

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CIN : L17111TZ1946PLC000175

ATTENDANCE SLIP
(Particulars to be completed by Member / Proxy)

Name of the Member : _____
(IN BLOCK LETTERS)

Member Folio Number / ID No. : _____

Name of Proxy : _____

No. of Shares held : _____

I hereby record my presence at the Extraordinary General Meeting of the Company at Registered Office at 1493, Sathyamangalam Road, Ganapathy Post, Coimbatore - 641 006 on **Monday, the 20th day of March 2017 at 11.00 a.m.**

Signature of the Member / Proxy

NOTE:

- 1. The meeting is for Members of the Company only. Members are requested not to bring non members or children.
- 2. The Company will accept only the attendance slip of person personally attending the meeting as a Member or a valid proxy duly registered with the company.
- 3. Please read carefully the instructions given in the Notice of the Extraordinary General Meeting under the heading "voting through electronic means".

