

THE RAMESHWARA JUTE MILLS LIMITED

Registered Office : Birla Building, 8th Floor, 9/1 R N Mukherjee Road, Kolkata -700 001

CIN L17119WB1935PLC046111

Phone No. : 033-3057 3700 / 3041 0900 (Extn.-1883)

Website : www.rameshwarajute.com; E-mail : rjm.ho@rjm.co.in

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, that the Company proposes to pass the following Resolution through Postal Ballot:

To consider and pass as Special Resolution :

1. **“RESOLVED THAT** Sections 180(1)(a) of the Companies Act, 2013 (“The Act”) and Rules made thereunder and other applicable provisions of the Act and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent to the Board of Directors of the Company [hereinafter referred to as “the Board” which terms shall be deemed to include any Committee thereof to exercise its powers including the powers conferred by this Resolution and that the power to delegate such authority to any person(s)] be and is hereby accorded to create such charges and/or mortgages and hypothecations and liens in addition to the existing charge, mortgages, hypothecation and liens created by the Company on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company's movable and immoveable properties and assets, present and future, in favour of the Lenders to secure the repayment of loans / borrowings sanctioned and/or to be sanctioned by the Lenders from time to time for a sum not exceeding R 100 Crores (Rupees One Hundred Crores) over and above the aggregate of the paid-up share capital of the Company and its free reserves apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the Company in respect of such loans / borrowings as may be stipulated in that behalf and agreed to between the Board and the Lenders and the Board be and is hereby authorised to finalise with the Lenders, agreements and other documents, if any, necessary for creating the mortgage(s) and/or charge(s), hypothecation(s) and liens as aforesaid, and to accept any modification(s) to, or modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or expedient for giving effect to this Resolution and to resolve any question relating thereto, or otherwise considered by the Board to be in the best interest of the Company.”

By Order of the Board

Shampa Ghosh Ray

(Company Secretary)

(Membership No. ACS16737)

Place : Kolkata

Date : 6th August, 2015

NOTES AND INSTRUCTIONS :

1. A Statement, as required under Section 102 of the Companies Act, 2013, as amended (“the Act”) in respect of the business specified above is annexed.
2. As per Section 110(1) of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the item of business set out in the attached Notice is proposed to be adopted by Postal Ballot. The item of business may also be transacted through the electronic voting system and the Company is providing the facility for voting by electronic means as specified more fully in **Clause 17** hereunder.
3. The Board of Directors of the Company (“the Board”) has appointed Shri Sandip Kumar Kejriwal (FCS 5152 and CP Registration No. 3821), Practicing Company Secretary as the Scrutiniser for conducting the Postal Ballot voting process in accordance with law in a fair and transparent manner.

4. Shareholders can exercise their voting rights either by using the attached Postal Ballot Form or through electronic means. No other form or photocopy of the attached Form will be permitted. The physical Postal Ballot Form, duly completed, signed and sealed, should be returned in the enclosed self-addressed, postage pre-paid envelope directly to the Scrutiniser so as to reach him before **5:00 P.M. on 27th September, 2015**. Responses received from any Shareholders thereafter shall be treated as if no response has been received from them. Shareholders are requested to send the duly completed Postal Ballot Form well before this date allowing sufficient time for postal transit.
5. Envelopes containing the Postal Ballot Form will also be accepted if a physical copy thereof, duly sealed inside the attached postage pre-paid envelope is sent by any other mode at the expense of the Shareholder. The Postal Ballot(s) may also be deposited personally at the Company's Registered Office at 8th Floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata-700001.
6. The attached self-addressed envelope bears the name and address of the Scrutiniser appointed by the Board and the Postal Ballot Form after casting of vote should be put inside the same and the envelope be duly sealed.
7. The Notice for the Postal Ballot will also be available on the Company's website **www.rameshwarajute.com** and the website of The Central Depository Services (India) Limited ("CDSL") at **www.cdslindia.com**.
8. The physical Postal Ballot Form should be signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in the absence of such Member, by the next named joint-holder. Holders of Powers of Attorney ("PoA") on behalf of a Shareholder may vote on the Postal Ballot mentioning the Registration No. of the PoA registered with the Company or attach a copy of the PoA attested by a notary. Unsigned Postal Ballot Forms will be rejected.
9. Voting will be reckoned in relation to a Shareholder's holding of the Paid-up Equity Share Capital of the Company as at close of business on **21st August, 2015 ("Record Date")**. A person who is not a Member as on the Record Date should treat this Notice for information purpose only.
10. In case of shares held by companies, trusts, societies and association of persons etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/authority with the attested specimen signature(s) of the duly authorised signatory(ies) giving the requisite authority to the person voting on the Postal Ballot Form.
11. Shareholders are requested not to send any document (other than the authority / resolution as mentioned in item no. 8 and 10 above) along with the completed Postal Ballot Form inside the enclosed self-addressed pre-paid envelope, as all such envelopes without opening will be sent to the Scrutiniser. Should any extraneous matter be found in any such envelope, such matter will not be considered and would be destroyed by the Scrutiniser.
12. There will be only one Postal Ballot Form for each Folio. Exercise of vote through Postal Ballot is not permitted through proxy.
13. Incomplete, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
14. The Scrutiniser will submit his Report to the Company after completion of scrutiny of Postal Ballot Forms. The result of the Postal Ballot will be announced at **5 p.m. on Thursday 1st October, 2015** at the Registered Office of the Company. The results along with Scrutiniser's Report will be displayed at the Registered Office of the Company and hosted on the website of the Company **www.rameshwarajute.com** and the weblink for same will be **http://rameshwarajute.com/ notifications.php**. The results will also be simultaneously communicated to the Calcutta Stock Exchange Limited.
15. The Resolution, where assented to by the requisite majority of the shareholders by means of Postal Ballot (which shall also include the results of e-Voting), will be deemed to have been duly adopted at a general meeting convened in that behalf on the last date for receipt of completed Postal Ballot Form i.e. 27th September, 2015. The Scrutiniser's decision on the validity of a completed Postal Ballot Form shall be final.
16. The Company is also providing the facility of voting through the electronic voting system ("e-Voting") under an arrangement with CDSL and will also consider votes cast through the e-Voting system while declaring the results of the Postal Ballot. **A Member cannot vote both by post and e-Voting and if he/she votes both by post and e-Voting, his/her vote by post shall be treated as invalid.**
17. For those Shareholders opting for e-Voting, the process and manner of e-Voting will be as follows:
 - (i) The voting period begins at **9:00 A.M. on Saturday, 29th August, 2015** and ends at **5:00 P.M. on Sunday, 27th September, 2015**. The e-Voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-Voting website www.evotingindia.com during the voting period.
- (iii) Click on “SHAREHOLDERS” tab.
- (iv) Now Enter your USER ID i.e. Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on LOGIN.
- (vi) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <p>Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in the company records for the said Folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in the company records for the said Folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Company please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members will then directly reach the Company selection screen.
- (ix) For Members, the details can be used only for e-Voting on the Resolutions contained in this Notice.
- (x) Click on the EVSN for “**THE RAMESHWARA JUTE MILLS LIMITED**” on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvi) Note for Institutional Shareholders :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 emailed 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 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.

- Institutional Shareholders (i.e., other than individual, HUF, NRI etc.) are required also to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote through email to rjm.ho@rjm.co.in with a copy marked to helpdesk.evoting@cdslindia.com.

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 email to helpdesk.evoting@cdslindia.com. For any query/grievances relating to the Resolution proposed to be passed through Postal Ballot, it may be addressed to Smt. Shampa Ghosh Ray, Company Secretary at email: rjm.ho@rjm.co.in.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Company had obtained the approval from the shareholders of the Company in its meeting held on 21st September 2012 by way of getting passed a general resolution under Section 293(1)(a) of the erstwhile Companies Act, 1956 to create charge by way of mortgage/hypothecation/lien to secure borrowed funds up to ₹ 50 Crores over and above the paid up share capital and free reserves.

In view of the implementation of the Companies Act 2013 (“the new Act”) and Rules made thereunder, wherein the earlier approval was valid for a period of one year, as clarified by General Circular No 04/2014 dated 25th March 2014 issued by the Ministry of Corporate Affairs, Government of India, and requirement by the new Act to take general body approval by a Special Resolution through Postal Ballot by the Company, to create charge by way of mortgage/hypothecation/lien on the company's moveable and/or immoveable assets to secure borrowings beyond an amount exceeding the aggregate of Company's paid-up share capital and free reserves, has to be met accordingly.

Mining operations being capital intensive in nature, as such, it was felt appropriate by the Board to increase the borrowing limit of the Company (over and above the paid up share capital and its free reserves) from ₹ 50 Crores to ₹ 100 Crores for business needs of the Company and accordingly a Special Resolution for the same has already been proposed to be passed under Section 180(1)(c) of the new Act in the forthcoming Annual General Meeting of the Company. Now, the Board, therefore, through an enabling Resolution under Section 180(1)(a) of the new Act, as stated under Item No. 1 of the Postal Ballot Notice to Members, proposes to enable the Company to create charge by way of mortgage/hypothecation/lien on its moveable and/or immoveable assets to secure its enhanced borrowing power as stated above and commends the said Special Resolution for approval of Members.

No Director or Key Managerial Personnel or any of their relatives have any concern or interest in the aforesaid Resolution. The passing of aforesaid Resolution also does not relate to or affect any other Company.

By Order of the Board

Shampa Ghosh Ray
(Company Secretary)
(Membership No. ACS16737)

Place : Kolkata
Date : 6th August, 2015