



**SANDHYA SPINNING
MILL LIMITED**

DRAFT NOTICE OF THE POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration)] Rules, 2014

Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration), 2014 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars'), pursuant to other applicable laws and regulations, that the Special Resolution appended below is proposed to be passed by the Shareholders of the Company by way of Postal Ballot through electronic remote e-voting ("e-Voting"). The Statement pursuant to Section 102(1) and 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

ELECTRONIC COPY OF NOTICE OF POSTAL BALLOT

In compliance with the above stated MCA Circulars, notice of Postal Ballot is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Hard copy of notice along with Postal Ballot Forms and prepaid business reply envelope are not being sent to the members for this Postal Ballot and **members are required to communicate their assent or dissent through the remote e-voting system only.**

Members may note that the notice will also be available on the Company's website www.sandhyaspinningmill.co.in and on the website of CDSL www.evotingindia.com



REGISTRATION PROCEDURE TO RECEIVE COMMUNICATIONS ELECTRONICALLY

- **Shareholders holding shares in Physical Mode:**

In case shares are held in physical mode, Members may register/ update their email ID, Mobile number and Bank Account details by sending a request letter duly signed by the Shareholder(s) mentioning Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to investor@cameoindia.com.

- **Shareholders holding shares in Dematerialized Mode:**

Members may register/ update their email ID, Mobile number and Bank Account details with their respective Depository Participant.

The Board of Directors has appointed Mr. M.R.L. Narasimha, a Practicing Company Secretary (CP No.799), Coimbatore as the Scrutinizer for conducting for this postal ballot remote e-voting process, in a fair and transparent Manner.

IMPORANT DATES- REMOTE E-VOTING

Cut-off date [for determining the Members entitled to vote on the resolution set forth in this Notice]	Friday, 25th August, 2023
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commence from: Friday, 1st September, 2023 at 9.00 AM End at: Saturday, 30th September, 2023 at 5.00 PM

The Scrutinizer will submit his report, after completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, 2nd October, 2023 and will be displayed on the Company's website www.sandhyaspinningmill.co.in and will also be communicated to the Central Depository Services (India) Limited ("CDSL").



**SANDHYA SPINNING
MILL LIMITED**

SPECIAL BUSINESS – ORDINARY RESOLUTION

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

ALTERATION OF MEMORANDUM OF ASSOCIATION

“RESOLVED that pursuant to the provisions of Section 13, 61 (1)(a), 64 and other applicable provisions if any of the Companies Act, 2013 –

(a) The Authorized Share Capital of the Company be increased from Rs.32,00,00,000/- (Rupees Thirty-Two Crore only) to Rs.37,00,00,000/- (Rupees Thirty-Seven Crore only).

(b) Clause V of the Memorandum of Association of the Company be altered as follows:

“The Authorised Share Capital of the Company is Rs.37,00,00,000/- (Rupees Thirty-Seven Crore only) divided into:

- i. 3,30,00,000 (Three Crore Thirty Lakhs only) Equity Shares of Rs.10 each.
- ii. 40,00,000 (Forty Lakhs only) 7.50% Cumulative Redeemable Preference Shares of Rs.10 each.”

**By order of the Board of Directors
For Sandhya Spinning Mill Limited**

**Date: 12.08.2023
Place: Rajapalayam**

**V. Gurusamy
Secretary**

Registered Office:

M/s. Sandhya Spinning Mill Limited
No.47, P.S.K Nagar,
Rajapalayam – 6261108.

Telephone: +91 4563 235009

e-Mail ID:- sandhya@ramcotex.com

CIN.: U17111TN1994PLC027037

website : www.sandhyaspinningmill.co.in



Notes:

1. An explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose name appears on the Register of Members / List of Beneficial Owners as on **Friday, 25th August, 2023 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company/Depositories or who will register their e-mail address in accordance with the process out line in this notice and physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot process.
3. Members whose name appears on the Register of Members/ List of Beneficiary Owners as on **Friday, 25th August, 2023 (“Cut-Off Date”)** will be considered for the purpose of e-voting.
4. The e-dispatch of the notice of Postal Ballot shall be announced through an advertisement in at least one English newspaper having country-wide circulation and at least one Tamil newspaper having wide circulation in Virudhunagar District, where the registered office of the Company is situated, and displayed on the website of the Company.
5. Member requiring any clarification may contact Mr. Pounraj Ganesan, Chief Financial Officer, Sandhya Spinning Mill Limited, No. 47, P.S.K. Nagar, Rajapalayam – 626108 by sending an e-Mail to : sandhya@ramcotex.com.
6. All material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during office hours on all working days from the date of dispatch of the Notice and upto 29th August, 2023.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 25th August, 2023 being the cut-off date fixed for the purpose.
8. The voting for this Postal Ballot cannot be exercised through proxy.
9. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, 30th September, 2023. Further, resolution passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.



THE INSTRUCTIONS FOR MEMBERS TO DO REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins at 09.00 A.M on Friday, 1st September, 2023 and ends at 05.00 P.M on Saturday 30th September, 2023 (Both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25th August, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Voting through electronic means:

Login method for e-voting for individual Shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(iii) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-Voting website www.evotingindia.com
- 2) To Click on “Shareholders” tab.
- 3) Now enter your User ID as given below:
 - For CDSL: 16 digits beneficiary ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.



- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Physical form and Shareholders holding shares in Demat Form other than individual 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio number in the PAN field. In case the Folio is less than 8 digit, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is KUMAR.N with folio number 1 then enter KU00000001 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. 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 (iii).

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolution contained in this Notice.
- (vii) Click on the relevant EVSN for SANDHYA SPINNING MILL LIMITED on which you choose to vote.



- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload Board Resolution/Power Of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sandhya@ramcotex.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



Process for those Shareholders whose Email/Mobile No. are not registered with The Company/Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at sandhya@ramcotex.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Explanatory Statement of Material Facts Pursuant to Section 102(1) Of The Companies Act, 2013

Presently the Authorized Share Capital of the Company is Rs.32,00,00,000/- (Rupees Thirty-Two Crore only) comprising 2,80,00,000 Nos. of Equity Shares of Rs.10 each and 40,00,000 Nos. of 7.50% Cumulative Redeemable Preference Shares of Rs.10 each. The Paid-up Share Capital is Rs.30,60,00,000/- (Rupees Thirty Crore Sixty Lakhs only) consisting of 2,76,00,000 Nos. of Equity Shares of Rs.10/- each and 30,00,000 Nos. of 7.50% Cumulative Redeemable Preference Shares of Rs.10 each fully paid. It is proposed to enhance equity share capital from 2.76 Crore to 3.26 Crore for raising funds of Rs.5.02 Crore by way of issuing equity shares to the existing Shareholders of the Company (Rights Issue).

As recommended by your Directors, it is proposed to create, offer and allot additional 50,18,182 Nos. of Equity shares of Rs.10/- each to the Equity Shareholders of the Company at par value of Rs.10/- on Rights issue basis.

Accordingly, it is proposed to increase the Authorised Share Capital from the existing amount of Rs.32 Crore to Rs. 37 Crore. In term of Section 13 and 61(1) (a) of the Companies Act, 2013. The Directors recommend the Resolution to the members for their approval of the Company as amendment in the following capital Clause “V” of Memorandum of Association of the Company.



**SANDHYA SPINNING
MILL LIMITED**

EXISTING CLAUSE:

The Authorized Share Capital of the Company is Rs.32,00,00,000 (Rupees Thirty-two Crore only) divided into:

- i) 2,80,00,000 (Two Crore Eighty Lakhs only) Equity Shares of Rs.10/- each.
- ii) 40,00,000 (Forty Lakhs only) 7.50% Cumulative Redeemable Preference Shares of Rs.10/- each.

PROPOSED CLAUSE:

The Authorized Share Capital of the Company is Rs. 37,00,00,000 (Rupees Thirty-Seven Crore only) divided into:

- i) 3,30,00,000 (Three Crore Thirty Lakhs only) Equity Shares of Rs.10/- each.
- ii) 40,00,000 (Forty Lakhs only) 7.50% Cumulative Redeemable Preference Shares of Rs.10/- each.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interest in this Resolution.

Your Directors recommend the said Resolution for approval by the Members by way of a Special Resolution

As required under and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

By order of the Board of Directors,

For Sandhya Spinning Mill Limited,

Date: 12.08.2023
Place: Rajapalayam

**V. Gurusamy
Secretary**