

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THE RAMCO CEMENTS LIMITED	L26941TN1957PLC003566	Associate	13.97
2	RAMCO INDUSTRIES LIMITED	L26943TN1965PLC005297	Associate	9.14

3	RAMCO SYSTEMS LIMITED	L72300TN1997PLC037550	Associate	2.41
4	RAMARAJU SURGICAL COTTON	U17111TN1939PLC002302	Associate	0.1
5	SRI VISHNU SHANKAR MILLS LI	U17301TN1981PLC008677	Associate	2.56
6	RAMCO INDUSTRIAL AND TECI	U74999TN2002PLC048773	Associate	17.77
7	RAMCO WINDFARMS LIMITED	U40109TN2013PLC093905	Associate	8.32

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	7,376,160	7,376,160	7,376,160
Total amount of equity shares (in Rupees)	150,000,000	73,761,600	73,761,600	73,761,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	15,000,000	7,376,160	7,376,160	7,376,160
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	73,761,600	73,761,600	73,761,600

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	7,376,160	73,761,600	73,761,600	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	7,376,160	73,761,600	73,761,600	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	10/08/2017
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,115,210,736
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,286,014,075
Deposit			0
Total			2,401,224,811

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

4,246,923,777

(ii) Net worth of the Company

2,723,059,887

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,601,380	48.82	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	320,440	4.34	0	
10.	Others	0	0	0	
	Total	3,921,820	53.16	0	0

Total number of shareholders (promoters)

14

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,916,647	39.54	0	
	(ii) Non-resident Indian (NRI)	45,995	0.62	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	2,060	0.03	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	105,266	1.43	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	384,372	5.21	0	
10.	Others	0	0	0	
	Total	3,454,340	46.83	0	0

Total number of shareholders (other than promoters) 5,110

Total number of shareholders (Promoters+Public/
Other than promoters) 5,124

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	15	14
Members (other than promoters)	5,155	5,110
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	1	3	1	2	0.86	46.34
B. Non-Promoter	0	8	0	8	0	0.64
(i) Non-Independent	0	2	0	2	0	0.34
(ii) Independent	0	6	0	6	0	0.3
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	11	1	10	0.86	46.98

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Smt. R.Sudarsanam	00433926	Managing Director	63,760	
Shri P.R.Venketrama R.	00331406	Director	1,466,080	
Shri S.S.Ramachandra	00331491	Director	24,480	
Shri N.K.Ramasuwami I	00432698	Director	15,400	
Shri A.V.Dharmakrishna	00693181	Director	1,100	
Justice Shri P.P.S. Jana	06702871	Director	0	
Shri V. Santhana Rama	00212334	Director	0	
Shri K.B. Nagendra Mur	00359864	Director	0	
Smt. Soundara Kumar	01974515	Director	0	
Shri P.V. Abinav Ramas	07273249	Director	1,951,952	
Shri P.A.S. Alaghar Raji	00487312	Director	6,520	
Shri B. Gnanagurusamy	AFUPG3537M	CFO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri A. Arulpranavam	ANNPA6417D	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Shri P.V. Abinav Ramas	07273249	Director	10/08/2017	CHANGE IN DESIGNATION
Shri P.A.S. Alaghar Raji	00487312	Director	10/08/2017	CHANGE IN DESIGNATION
Shri P.R. Ramasubrahmn	00331357	Director	11/05/2017	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEET	10/08/2017	5,153	41	53.53

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2017	11	11	100
2	04/06/2017	11	11	100
3	09/08/2017	11	11	100
4	11/11/2017	11	11	100
5	31/01/2018	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	24/05/2017	4	4	100
2	NOMINATION	24/05/2017	3	3	100
3	CORPORATE	25/05/2017	2	2	100
4	AUDIT COMM	08/08/2017	4	4	100
5	AUDIT COMM	10/11/2017	4	4	100
6	AUDIT COMM	30/01/2018	4	4	100
7	INDEPENDEN	30/01/2018	6	6	100
8	STAKEHOLDE	31/03/2018	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	10/08/2018
								(Y/N/NA)
1	Smt. R.Sudars	5	5	100	0	0	0	Yes
2	Shri P.R.Venk	5	5	100	2	2	100	Yes
3	Shri S.S.Rama	5	5	100	1	1	100	Yes
4	Shri N.K.Rama	5	5	100	6	6	100	Yes
5	Shri A.V.Dhan	5	5	100	5	5	100	No
6	Justice Shri P.	5	5	100	8	8	100	Yes
7	Shri V. Santha	5	5	100	1	1	100	No
8	Shri K.B. Nage	5	5	100	5	5	100	No
9	Smt. Soundara	5	5	100	1	1	100	No
10	Shri P.V. Abin	5	5	100	0	0	0	No
11	Shri P.A.S. Al	5	5	100	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Smt. R.Sudarsanar	Managing Direct	24,000,000			3,180,000	27,180,000
	Total		24,000,000			3,180,000	27,180,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri B. Gnanagurus	Chief Financial C	3,038,066			34,563	3,072,629
2	Shri A. Arulpranava	Secretary	916,972			0	916,972
	Total		3,955,038			34,563	3,989,601

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri P.R.Venketram	Chairman	0	0	0	210,000	210,000
2	Shri S.S.Ramachan	Director	0	0	0	180,000	180,000
3	Shri N.K.Ramasuwa	Director	0	0	0	330,000	330,000
4	Shri A.V.Dharmakris	Director	0	0	0	300,000	300,000
5	Justice Shri P.P.S.	Director	0	0	0	390,000	390,000
6	Shri. V. Santhana R	Director	0	0	0	180,000	180,000
7	Shri K.B. Nagendra	Director	0	0	0	300,000	300,000
8	Smt. Soundara Kurr	Director	0	0	0	180,000	180,000
9	Shri P.V. Abinav Ra	Director	0	0	0	150,000	150,000
10	Shri P.A.S. Alaghar	Director	0	0	0	180,000	180,000
	Total		0	0	0	2,400,000	2,400,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M.R.L. NARASIMHA

Whether associate or fellow

Associate Fellow

Certificate of practice number

799

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

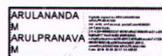
To be digitally signed by

Director



DIN of the director

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf
MGT - 8.pdf
Transfer Details.pdf

<input type="button" value="Modify"/>	<input type="button" value="Check Form"/>	<input type="button" value="Prescrutiny"/>	<input type="button" value="Submit"/>
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This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

M. R. L. Narasimha BCom, FCS

PRACTISING COMPANY SECRETARY

FORM NO. MGT.8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **M/s. RAJAPALAYAM MILLS LIMITED** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the Rules made thereunder for the financial year ended on **31st March, 2018**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies / Central Government within the prescribed time. No forms and Returns were required to be filed with Regional Director, Tribunal, Court or other authorities under the Act;
 4. calling/convening/holding meetings of Board of Directors, Committees of Board, and the meetings of the Members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. there were no closure of Register of Members and hence compliance with the provisions of the Act and Rules made thereunder does not arise.
 6. since no advances / loans to its Directors and / or persons or firms or companies referred in section 185 of the Act were made, compliance with the provisions of the Act & Rules made there under does not arise;
 7. contracts/arrangements with related parties as specified in section 188 of the Act;
 8. transfer, transmission and issue of duplicate certificates. There were no issue or allotment, buy back of securities, Redemption of preference shares or debentures, alteration or reduction of Share Capital, Conversion of Shares / Securities;



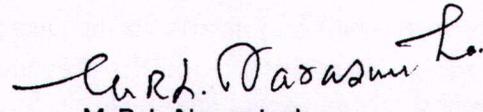
M.R.L. Narasimha BCom, FCS

PRACTISING COMPANY SECRETARY

9. keeping in abeyance the rights to dividend and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10. declaration / payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund;
11. signing of audited financial statement (including consolidated) as per the provisions of section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from Registrar of Companies / Central Government for the e-forms filed under various provisions of the Act have been approved/taken on record and no approvals were required to be taken from the Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. since no acceptance / renewal / repayment of deposits were made during the year compliance with the provision of the Act & Rules made thereunder does not arise;
16. borrowings from its Directors, Banks and others and creation/modification/satisfaction of charges in that respect wherever applicable. There were no borrowings from its Member or from financial institutions during the year.
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18. since there is no alteration of the provisions of the Memorandum or Articles of Association of the Company during the year compliance with the provisions of the Act and Rules made there under does not arise.

Place : Rajapalayam

Date :03-10-2018



M.R.L Narasimha

C.P. No.: 799

Practicing Company Secretary

M.R.L. NARASIMHA, B.Com., FCS.
Practising Company Secretary
M. No : 2851, C.P. 799,
Old No : 34-C, New No : 8, IIIrd Cross,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE - 641 038
CELL : 98422 54175