

RAJAPALAYAM MILLS LIMITED

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

CIN : L17111TN1936PLC002298
PAN : AAACR8897F
GSTIN : 33AAACR8897F1Z1



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No. SEC - 63/2018-19
Date : 11-07-2018

M/s. BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Scrip Code: 532503

Dear Sir,

Sub: Notice Convening 82nd Annual General Meeting

Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we send herewith a copy of Notice convening the 82nd Annual General Meeting of our Company, which is Scheduled to be held on Friday, the 10th August, 2018 at 10.00 A.M. at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626108.

The Annual Report of the Company for the year 2017-18 will be submitted to you after the same is approved and adopted in the 82nd Annual General Meeting of the Company in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For RAJAPALAYAM MILLS LIMITED

A. ARULPRANAVAM
SECRETARY

NOTICE



NOTICE TO THE MEMBERS

Notice is hereby given that the 82nd Annual General Meeting of the Company will be held at 10.00 A.M. on Friday, the 10th August, 2018 at P.A.C.Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that the Directors' Report and the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2018, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."
2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that a Dividend of ₹ 4/- per Share be and is hereby declared for the year ended 31st March, 2018 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Depositories as on 3rd August, 2018."
3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that Shri A.V. Dharmakrishnan (DIN: 00693181), who retires by rotation, be and is hereby re-appointed as Director of the Company."
4. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that Shri P.V. Abinav Ramasubramaniam Raja (DIN: 07273249), who retires by rotation, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS

5. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable of the Companies Act, 2013 and the Rules thereunder Shri N.K. Ramasuwami Raja (DIN 00432698), Independent Director of the Company, whose term ends on 31-03-2019 be re-appointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024.
RESOLVED FURTHER that pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, Shri N.K. Ramasuwami Raja, who attains the age of 75 years on 10-06-2018, shall continue to occupy the position of Non-Executive Director under Independent category from 01-04-2019 to 31-03-2024."
6. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Justice Shri P.P.S. Janarthana Raja (DIN 06702871), Independent Director of the Company, whose term ends on 31-03-2019 be re-appointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024."



NOTICE

7. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri V. Santhanaraman (DIN 00212334), Independent Director of the Company, whose term ends on 31-03-2019 be reappointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024."
8. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri K.B. Nagendra Murthy (DIN 00359864), Independent Director of the Company, whose term ends on 03-08-2019 be reappointed as Independent Director for another term of 5 years starting from 04-08-2019 to 03-08-2024."
9. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, Shri S.S. Ramachandra Raja (DIN 00331491), Non-Executive Director of the Company, who has attained the age of 75 years, shall continue to occupy the position of Non-Executive Director liable to retire by rotation beyond 01-04-2019."
10. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 93,000/- (Rupees Ninety Three Thousand Only) plus applicable taxes and out-of-pocket expenses payable to Shri M. Kannan, Cost Accountant (Firm Registration No. 102185) appointed as the Cost Auditor of the Company by the Board of Directors, for the financial year 2018-19 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed."

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,

P.R. VENKETRAMA RAJA
CHAIRMAN

RAJAPALAIYAM,
29th May, 2018.



NOTICE

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Attendance slip is attached. Members, proxies and Authorized Representatives are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
4. The cut-off date will be Friday, the 3rd August, 2018 for determining the eligibility to vote by remote e-Voting or in General Meeting.
5. Under Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

Hence, the Members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund.

The details of due dates for transfer of such unclaimed dividend to the said Fund are:

FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEP FUND
31-03-2011 Dividend	20-07-2011	19-07-2018	17-08-2018
31-03-2012 Dividend	06-08-2012	05-08-2019	03-09-2019
31-03-2013 Interim Dividend Final Dividend	22-02-2013 01-08-2013	21-02-2020 31-07-2020	21-03-2020 29-08-2020
31-03-2014 Interim Dividend Final Dividend	03-02-2014 04-08-2014	02-02-2021 03-08-2021	03-03-2021 01-09-2021
31-03-2015 Dividend	12-08-2015	11-08-2022	09-09-2022



NOTICE

FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEPF FUND
31-03-2016 Interim Dividend	16-03-2016	15-03-2023	13-04-2023
31-03-2017 Dividend	10-08-2017	09-08-2024	07-09-2024

6. In accordance with Section 124(6) of the Companies Act, 2013 and IEPF Rules 2016, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 1,76,815 shares of ₹ 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 31st October, 2017 after following the prescribed procedure. Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2011 are requested to claim the same by 30th June, 2018. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The statement containing the details of the Shareholders and the shares due for transfer is also uploaded on the Company's website, <http://www.rajapalayammills.co.in> for information and necessary action by the Shareholders. In the event of the Shareholders not claiming the dividend and the shares are transferred to IEPF, the Shareholders are still entitled to claim the shares from IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at <http://www.rajapalayammills.co.in> and also on www.iepf.gov.in
7. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for the financial year 2017-18 is being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report is being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website - www.rajapalayammills.co.in for their download.
8. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-Mail address and changes therein with the Company in respect of physical Shares and with Depository Participants in respect of dematerialised Shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / Depository Participants.



NOTICE

9. A Route map with prominent land mark for easy location of the venue of the meeting is given with this notice as per requirement of Clause No. 1.2.4. of the Secretarial Standard - 2 on "General Meetings".
10. Voting through electronic means
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], the Company is providing members facility to exercise their right to vote at the 82nd Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting, through e-voting Services provided by Central Depository Services (India) Limited (CDSL).
 - B. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.
 - C. The members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-Voting are as under:

- i) To log on to the e-Voting website www.evotingindia.com
 - ii) To Click on Shareholders tab.
 - iii) Now enter your User ID as given below:
 - 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.
 - iv) Next enter the Captcha Code as displayed and Click on Login.
 - v) PASSWORD
 - 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.
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- If you are first time user follow the steps given below:
 - (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).

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 8 digits of the Folio No. / Client ID in the PAN field.

In case the Folio No is less than 8 digits, 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 R. Shanmugaprasath with folio number 1 then enter RS00000001 in the PAN Field.
 - (b) Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the company records.

If both of the above details are not recorded with the depository or Company, please enter the User ID [mentioned in (iii) above] in the Dividend Bank details field.
 - vi) 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 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.
 - vii) For members holding Shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
 - viii) Click on the relevant EVSN for RAJAPALAYAM MILLS LIMITED on which you choose to vote.
 - ix) 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.
 - x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
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- xi) 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.
 - xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) You can also take a print of the voting done by you clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
 - xiv) If demat account holder has forgotten the changed password then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
 - xv) 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 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 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.
- D. The facility for remote e-Voting shall remain open from 9.00 A.M. on Monday the 6th August, 2018 to 5.00 P.M. on Thursday the 9th August, 2018. During this period, the Members of the Company, holding Shares either in physical form or in dematerialised form, as on the cut-off-date, viz., Friday the 3rd August, 2018, may opt for remote e-Voting. e-Voting shall not be allowed beyond 5.00 PM on 9th August, 2018.
- E. 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.
- F. The voting rights of Shareholders shall be in proportion to the Shares held by them in the paid-up Equity Share Capital of the Company as on Friday, the 3rd August, 2018.
- G. Shri R. Palaniappan, Chartered Accountant (Membership No: 205112), Proprietor, M/s. N.A. Jayaraman & Co., Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
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NOTICE

- H. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- I. The Scrutinizer shall immediately after conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

RAJAPALAIYAM,
29th May, 2018.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,

P.R. VENKETRAMA RAJA
CHAIRMAN



NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Shri N.K. Ramasuwami Raja (DIN 00432698) aged 74 is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 04-08-2014, Shri N.K. Ramasuwami Raja was appointed as Independent Director of the Company, for a period of 5 years starting from 01-04-2014 to 31-03-2019. In accordance with Section 149 (10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of SEBI (LODR) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Shri N.K. Ramasuwami Raja as an Independent Director and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D (A) (5) of Schedule II, read with Regulation 19(4) of SEBI (LODR) Regulations, 2015 and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Shri N.K. Ramasuwami Raja by re-appointing him for another term of 5 years starting from 01-04-2019 to 31-03-2024.

In accordance with Proviso to Section 152 (5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri N.K. Ramasuwami Raja fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Shri N.K. Ramasuwami Raja is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

Shri N.K. Ramasuwami Raja attains the age of 75 years on 10-06-2018. In terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, the re-appointment of Shri N.K. Ramasuwami Raja requires approval by way of Special Resolution. The Board of Directors have acknowledged that the vast experience and deliberations made by Shri N.K. Ramasuwami Raja at the Meetings of the Company has guided the Company in taking right decisions and he has immensely contributed to the growth of the Company. The Board of Directors recommended continuing the directorship of Shri N.K. Ramasuwami Raja as a Non-Executive Director under Independent category from 01-04-2019 to 31-03-2024.



NOTICE

His re-appointment has been included as Special Resolution.

His Profile in brief is given below:-

Shri N.K. Ramasuwami Raja, holds a Degree in Science and is the Managing Director of M/s. Madras Chipboards Limited.

He has been on the Board of Rajapalayam Mills Limited since 1980.

He is a Director in the following Companies:-

1. Madras Chipboards Limited, Managing Director
2. Sri Harini Textiles Limited
3. Ramco Agencies Private Limited
4. Rajapalayam Chamber of Commerce and Industry
5. Digvijai Polytex Private Limited

He is also a Member in the following Committees:-

Name of the Company	Name of the Committee	Position Held
Rajapalayam Mills Limited	Audit Committee	Member
Rajapalayam Mills Limited	Nomination & Remuneration Committee	Member
Sri Harini Textiles Limited	Share Transfer Committee	Member
Madras Chipboards Limited	Share Transfer Committee	Chairman

He holds 15,400 shares in Rajapalayam Mills Limited.

The draft letter of re-appointment for Shri N.K. Ramasuwami Raja as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Shri N.K. Ramasuwami Raja being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Item No. 6

Justice Shri P.P.S. Janarthana Raja (DIN 06702871) aged 67, is a Non-Executive Independent Director of the Company.



NOTICE

At the Annual General Meeting held on 04-08-2014, Justice Shri P.P.S. Janarthana Raja was appointed as Independent Director of the Company, for a period of 5 years starting from 01-04-2014 to 31-03-2019. In accordance with Section 149 (10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of SEBI (LODR) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Justice Shri P.P.S. Janarthana Raja as an Independent Director and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D (A) (5) of Schedule II, read with Regulation 19(4) of SEBI (LODR) Regulations, 2015 and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Justice Shri P.P.S. Janarthana Raja by re-appointing him for another term of 5 years starting from 01-04-2019 to 31-03-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Justice Shri P.P.S. Janarthana Raja fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Justice Shri P.P.S. Janarthana Raja is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His Profile in brief is given below:-

Justice Shri P.P.S. Janarthana Raja a Graduate in Law from the Madras Law College, had been in active practice mainly on the Taxation matters for the past four decades from 1977 till 2005. He was appointed as Additional Judge of High Court of Madras during December, 2005 and has become Permanent Judge of the High Court from April, 2007. After a term of Seven years as High Court Judge, he has retired on 21st January, 2013.

He has been on the Board of Rajapalayam Mills Limited since 2013.

He is also the Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company.



NOTICE

He is a Director in the following Companies:-

1. The Ramaraju Surgical Cotton Mills Limited
2. Muthialpet Higher Secondary School

He holds no shares in Rajapalayam Mills Limited.

The draft letter of re-appointment for Justice Shri P.P.S. Janarthana Raja as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Justice Shri P.P.S. Janarthana Raja being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Item No. 7

Shri V. Santhanaraman (DIN 00212334) aged 68 is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 04-08-2014, Shri V. Santhanaraman was appointed as Independent Director of the Company, for a period of 5 years starting from 01-04-2014 to 31-03-2019. In accordance with Section 149 (10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of SEBI (LODR) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Shri V. Santhanaraman as an Independent Director and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D (A) (5) of Schedule II, read with Regulation 19(4) of SEBI (LODR) Regulations, 2015 and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Shri V. Santhanaraman by re-appointing him for another period of 5 years starting from 01-04-2019 to 31-03-2024. In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri V. Santhanaraman fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Shri V. Santhanaraman is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.



NOTICE

His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His Profile in brief is given below:-

Shri V. Santhanaraman, holds degree in Commerce and completed C.A.I.I.B. He has served in the Banking Sector for the past four decades from 1970 to 2009. He was appointed as Probationary Officer in the year 1970 in Indian Bank has held various positions and appointed as General Manager in the year 1998 and held that position till 2006. He was appointed as Executive Director of Bank of Baroda in October, 2006 and retired from the Bank during August, 2009.

He has been on the Board of Rajapalayam Mills Limited since 2013.

He is a Director in the following Companies:-

1. Ramco Industries Limited
2. The Ramaraju Surgical Cotton Mills Limited

He holds no shares in Rajapalayam Mills Limited.

The draft letter of re-appointment for Shri V. Santhanaraman as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Shri V. Santhanaraman being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Item No. 8

Shri K.B. Nagendra Murthy (DIN 00359864) aged 67 is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 12-08-2015, Shri K.B. Nagendra Murthy was appointed as Independent Director of the Company, for a period of 5 years starting from 04-08-2014 to 03-08-2019. In accordance with Section 149 (10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of SEBI (LODR) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Shri K.B. Nagendra Murthy as an Independent Director and found the same to be satisfactory and his contribution to the deliberations were beneficial in Board / Committee Meetings.



NOTICE

In accordance with Part D (A) (5) of Schedule II, read with Regulation 19(4) of SEBI (LODR) Regulations, 2015 and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Shri K.B. Nagendra Murthy by re-appointing him for another term of 5 years starting from 04-08-2019 to 03-08-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri K.B. Nagendra Murthy fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Shri K.B. Nagendra Murthy is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His Profile in brief is given below:-

Shri K.B. Nagendra Murthy, holds Master degree in Commerce and completed C.A.I.I.B. He has served in the Banking Sector for the past four decades from 1973 to 2014. He was appointed as Probationary Officer in the year 1973 in Indian Bank and has held various positions and appointed as General Manager in the year 2002 and held that position till 2009. He was appointed as General Manager (Credit) in Tamilnad Mercantile Bank during December, 2009 and he was elevated as Managing Director and CEO of Tamilnad Mercantile Bank in the year 2012 and retired from the Bank in July, 2014.

He has been on the Board of Rajapalayam Mills Limited since 2014.

He is a Director in the following Companies:-

1. Tourism Finance Corporation of India Limited
2. Sri Kannapiran Mills Limited

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held
Rajapalayam Mills Limited	Audit Committee	Member
Tourism Finance Corporation of India Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Wilful Defaulters' Review Committee	Member
	Executive Committee	Member
Sri Kannapiran Mills Limited	Audit Committee	Member

He holds no shares in Rajapalayam Mills Limited.



NOTICE

The draft letter of reappointment for Shri K.B. Nagendra Murthy as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Shri K.B. Nagendra Murthy being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Item No. 9

Shri S.S. Ramachandra Raja (DIN 00331491), aged 82 has a Bachelor Degree in science and he has been on the Board of Rajapalayam Mills Limited since 1992.

He holds 24,480 Equity Shares in the Company as on 31-03-2018.

He is a Director in the following Companies:-

- 1) Ramco Industries Limited
- 2) Sri Vishnu Shankar Mill Limited
- 3) Ramco Management Private Limited
- 4) Sudharsanam Investments Limited
- 5) Sri Sethu Ramasamy Farms Private Limited
- 6) Rajapalayam Chamber of Commerce and Industry

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held
Rajapalayam Mills Limited	Stakeholders Relationship Committee	Member
Sri Vishnu Shankar Mill Limited	Share Transfer Committee	Member
	Corporate Social Responsibility Committee	Member

Shri S.S. Ramachandra Raja has attained the age of 75 years. In terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, continuing the Directorship of Shri S.S. Ramachandra Raja under Non-Executive category beyond 01-04-2019 requires the approval by way of Special Resolution. The Board of Directors have acknowledged that the vast experience and deliberations made by Shri S.S. Ramachandra Raja at the Meetings of the Company has guided the Company in taking right decisions and he has immensely contributed to the growth of the Company. The Board of Directors recommended continuing the directorship of Shri S.S. Ramachandra Raja under Non-Executive category, liable to retire by rotation, beyond 01-04-2019.



NOTICE

His continuance of Office as Non-Executive Director has been included as Special Resolution.

Disclosure of Interest:

Except Shri S.S. Ramachandra Raja being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Item No. 10

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Textile Products for the financial year 2018-19.

On the recommendation of the Audit Committee at its meeting held on 28-05-2018, the Board had approved the appointment of Shri M. Kannan, Cost Accountant as the Cost Auditor of the Company to audit the Company's Cost Records relating to manufacture of Textile Products at a remuneration of ₹ 93,000/- (Rupees Ninety Three Thousand Only) plus applicable taxes and out-of-pocket expenses for the financial year 2018-19.

The remuneration of the cost auditor is required to be ratified by the Members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

The Directors recommend the Resolution to the Members for their approval.

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

RAJAPALAIYAM,
29th May, 2018.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,

P.R. VENKETRAMA RAJA
CHAIRMAN



NOTICE

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING

1. SHRI A.V. DHARMAKRISHNAN

Shri A.V. Dharmakrishnan, a Chartered Accountant, aged 61, started his career in 1982 at The Ramco Cements Limited. He is presently holding the position of Chief Executive Officer at The Ramco Cements Limited. He has specialized knowledge and rich experience in Finance and Taxation matters.

He has been on the Board of Rajapalayam Mills Limited since 2008.

He holds 1,100 Equity Shares in the Company as on 31-03-2018.

He is also a Director in the following Companies:-

1. Ontime Industrial Services Limited
2. Ramco Systems Limited
3. Ramco Windfarms Limited
4. Madurai Trans Carrier Limited
5. Shri Harini Media Limited
6. LYNKS Logistics Limited

He is a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held
Rajapalayam Mills Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
Ramco Systems Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Stakeholders Relationship Committee	Member
	Fund Raising Committee	Member
	Right Issue 2013 Committee	Member
	Corporate Social Responsibility Committee	Member
Shri Harini Media Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Compensation Committee	Member
Ontime Industrial Services Limited	Nomination and Remuneration Committee	Member
Madurai Trans Carrier Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member



NOTICE

2. SHRI P.V. ABINAV RAMASUBRAMANIAM RAJA

Shri P.V. Abinav Ramasubramaniam Raja, aged 24, has completed the graduation - Bachelors of Science in Industrial Engineering from Northwestern University, Evanston, USA.

He has been on the Board of Rajapalayam Mills Limited since 2017.

He holds 19,51,952 Equity Shares in the Company as on 31-03-2018.

He is the son of Shri P.R. Venketrama Raja, Chairman of the Company and he is the grandson of Smt. R. Sudarsanam, Managing Director of the Company.

He is also a Director in the following Companies:

1. Ramco Industries Limited, Managing Director
2. Ramco Systems Limited, Whole-Time Director
3. LYNKS Logistics Limited
4. Ramamandiram Management Consultancy Private Limited
5. RCDC Securities and Investments Private Limited

He is a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held
Rajapalayam Mills Limited	Corporate Social Responsibility Committee	Member
Ramco Industries Limited	Corporate Social Responsibility Committee	Member
Ramco Systems Limited	Stakeholders Relationship Committee	Member
	Allotment Committee	Member
	Fund Raising Committee	Member



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

RAJAPALAYAM MILLS LIMITED

[CIN : L17111TN1936PLC002298]

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

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No. / DP Id. Client Id. :

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name : Address :

E-mail Id : Signature : or failing him,

2. Name : Address :

E-mail Id : Signature : or failing him,

3. Name : Address :

E-mail Id : Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 82nd Annual General Meeting of the Company, to be held on the Friday, the 10th August, 2018 at 10.00 AM at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
	Ordinary Business
1	Adoption of Financial Statements for the year ended 31 st March, 2018
2	Declaration of Dividend for the year 2017-18
3	Appointment of Shri A.V. Dharmakrishnan as Director, who retires by rotation
4	Appointment of Shri P.V. Abinav Ramasubramaniam Raja as Director, who retires by rotation

Please see overleaf for Special Business

RAJAPALAYAM MILLS LIMITED

[CIN : L17111TN1936PLC002298]

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

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I / We hereby record my/our presence at the 82nd Annual General Meeting of the Company.

Venue : P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens,
P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108.

Date & Time : Friday, 10th August, 2018, at 10.00 AM

Name of the Member _____ Folio No/DP ID - Client ID _____

Name of the Proxy* _____ Signature of Member / Proxy Attending _____

*(To be filled in, if the proxy attends instead of the Member)

Resolution No.	Resolutions
Special Business - Special Resolutions	
5	Re-appointment of Shri N.K. Ramasuwami Raja as an Independent Director
6	Re-appointment of Justice Shri P.P.S. Janarthana Raja as an Independent Director
7	Re-appointment of Shri V. Santhanaraman as an Independent Director
8	Re-appointment of Shri K.B. Nagendra Murthy as an Independent Director
9	To continue the Directorship of Shri S.S. Ramachandra Raja as Non-Executive Director
Special Business - Ordinary Resolution	
10	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2018-19.

Signed this..... day of 2018

Signature of Shareholder

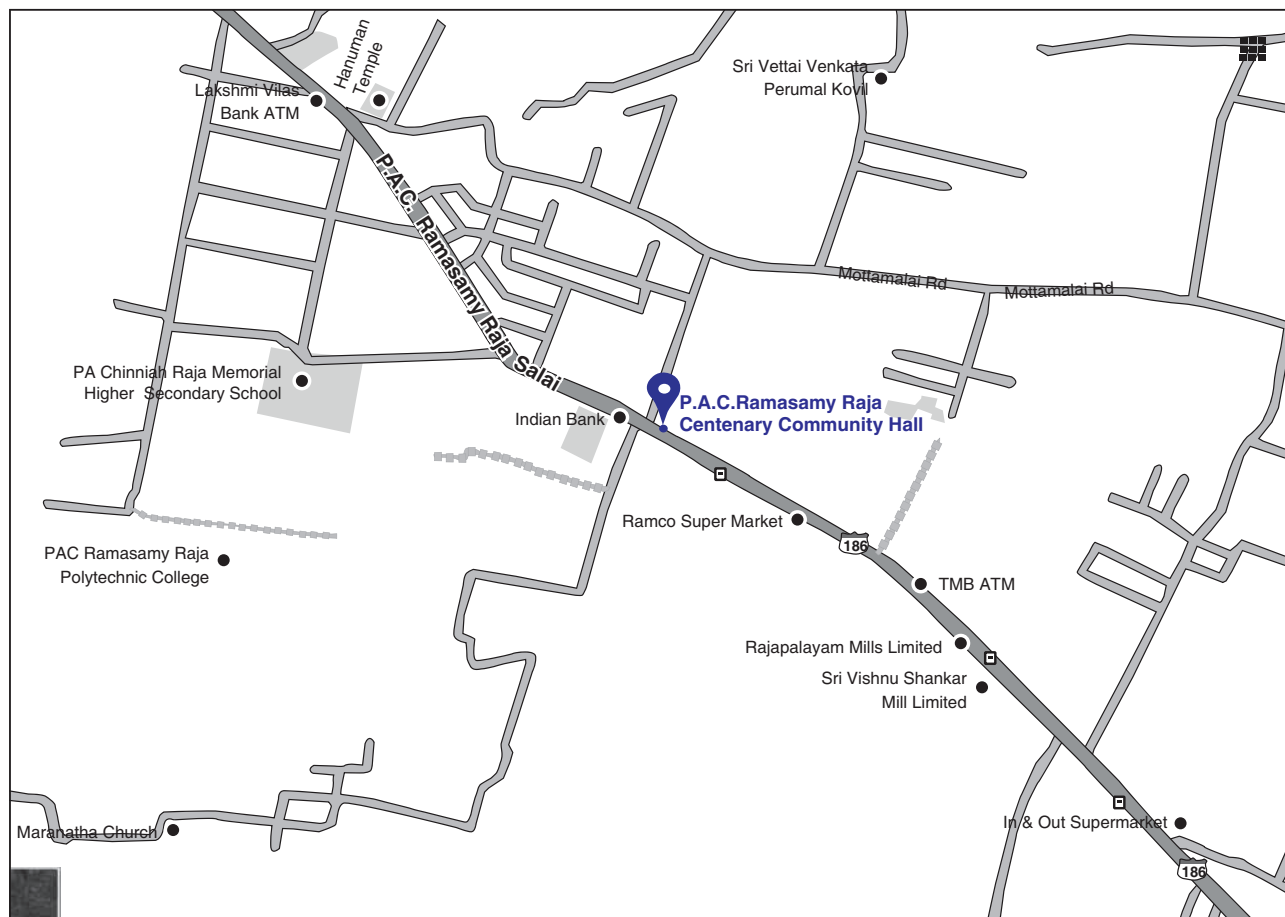
Signature of Proxy holder(s)

Affix Revenue Stamp

Note: 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.



Map Showing location of venue of 82nd Annual General Meeting
Venue Address: P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens,
P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu



Land Mark: Near Indian Bank, P.A.C.R. Polytechnic College Branch

Distance from Rajapalayam Bus Stand : 3.5 KM; Distance from Rajapalayam Railway Station : 3.9 KM