

RAJAPALAYAM MILLS LIMITED

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

CIN : L17111TN1936PLC002298
PAN : AAACR8897F
GSTIN : 33AAACR8897F1Z1



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Website : www.rajapalayammills.co.in

No : SEC-50/2019-20

Date : 15-07-2019

M/s. BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 532503

Dear Sir,

Sub: Notice to Shareholders for convening 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 copy of Notice to Shareholders, informing them about convening of the 83rd Annual General Meeting of our Company at 10.00 A.M. on Wednesday, the 14th August, 2019 at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For RAJAPALAYAM MILLS LIMITED

A. ARULPRANAVAM
SECRETARY

Encl.: As above



NOTICE

NOTICE TO THE MEMBERS

Notice is hereby given that the 83rd Annual General Meeting of the Company will be held at 10.00 A.M. on Wednesday, the 14th August, 2019 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 - ORDINARY RESOLUTION

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2019, 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, 2019 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Depositories as on 9th August, 2019."
3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that Shri P.R. Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as a Director of the Company."

ORDINARY BUSINESS - SPECIAL RESOLUTION

4. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that Shri S.S. Ramachandra Raja (DIN: 00331491), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015, Shri S.S. Ramachandra Raja, Non-Executive Director of the Company, who has attained the age of 75 years, shall continue to occupy the position of Non-Executive Director from this Annual General Meeting till the Annual General Meeting at which he becomes liable to retire by rotation under Section 152(6)(c) of the Companies Act, 2013."

SPECIAL BUSINESS - SPECIAL RESOLUTION

5. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to Section 196,197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Company be and is hereby accorded to the appointment of Smt. R. Sudarsanam (DIN:00433926) as Managing Director of the Company for a period of 3 years with effect from 01-04-2020, at a remuneration equivalent to 5% of the net profits of the Company.
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RESOLVED FURTHER that where in any financial year during the currency of her tenure, the Company has no profits or where the remuneration computed at 5% of the net profit is less than ₹ 2,40,00,000/-, the minimum yearly remuneration of the Managing Director shall be ₹ 2,40,00,000/- along with the following perquisites:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax, Act, 1961;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- (iii) Encashment of leave at the end of the tenure and other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that the Nomination and Remuneration Committee be and is hereby authorized to fix the components, quantum and periodicity of the remuneration payable to the Managing Director subject to the aforementioned limits.

RESOLVED FURTHER that the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013."

6. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:

"RESOLVED that subject to the approval of the Financial Institutions / Banks, in supersession of the resolution passed at the Annual General Meeting held on 4th August, 2014 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company, free reserves and its securities premium, provided that the maximum amount of moneys so outstanding, shall not at any time exceed ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores Only)."

SPECIAL BUSINESS - ORDINARY RESOLUTION

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

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. P.V. Nirmala Raju (DIN: 00474960), appointed as an Additional Director of the Company on 24-04-2019 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Smt. P.V. Nirmala Raju, for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."



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8. 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 ₹ 1,40,000/- (Rupees One Lakh Forty 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 2019-20 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,

RAJAPALAIYAM,
28th May, 2019.

P.R. VENKETRAMA RAJA
CHAIRMAN

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 Signatories are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
 4. The cut-off date will be Friday, the 9th August, 2019 for determining the eligibility to vote by remote e-Voting or in General Meeting.
 5. Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company (www.rajapalayammills.co.in), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over seven years will be transferred to the Investor Education and Protection Fund of 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.
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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 IEPF FUND
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
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
31-03-2018 Dividend	10-08-2018	09-08-2025	07-09-2025

6. In accordance with Section 124(5) of the Companies Act, 2013 the Company has transferred the unclaimed / unpaid dividends lying with the Company for a period of over seven years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
7. In accordance with Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs or entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No. IEPF - 5 to the IEPF Authority. The procedure and the Form are available at www.rajapalayammills.co.in and www.iepf.gov.in
8. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2018-19 are 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.



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9. 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.
10. 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".
11. 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 83rd 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.
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- 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.
 - 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 G.Nagarajan with folio number 1 then enter GN00000001 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.
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- 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.
 - 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 out 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 Sunday, the 11th August, 2019 to 5.00 P.M. on Tuesday the 13th August, 2019. 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 9th August, 2019, may opt for remote e-voting. e-voting shall not be allowed beyond 5.00 PM on 13th August, 2019.
- 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.com** under help section or write an email to **helpdesk.evoting@cdslindia.com**.
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- 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 9th August, 2019.
- G. Shri R. Palaniappan, Chartered Accountant (Membership No: 205112), Partner, 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.
- 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 at least 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.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,

P.R. VENKETRAMA RAJA
CHAIRMAN

RAJAPALAIYAM,
28th May, 2019.



NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Shri S.S. Ramachandra Raja (DIN: 00331491), aged 83, 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 31-03-2019.

He is also 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 (Chairman / Member)
Rajapalayam Mills Limited	Stakeholders Relationship Committee	Member
Sri Vishnu Shankar Mill Limited	Share Transfer Committee	Chairman
	Corporate Social Responsibility Committee	Member

In terms of Regulation 17 (1A) of SEBI (LODR) Regulations, 2015, continuing the Directorship of Non-Executive Director who has attained the age of 75 years requires the approval of Shareholder by way of Special Resolution.

Shri S.S. Ramachandra Raja who has attained the age of 75 years retires by rotation at this Annual General Meeting and will be re-appointed as Director. He shall continue to occupy the position of Non-Executive Director from this Annual General Meeting till the Annual General Meeting at which he becomes liable to retire by rotation under Section 152(6)(c) of the Companies Act, 2013.

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.

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



NOTICE

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. 5

Smt. R. Sudarsanam (DIN: 00433926), aged 77 years, was first appointed as Managing Director of the Company on 01-07-2002. At that time, the net worth of the Company was ₹ 66 Crores and Turnover was ₹ 121 Crores. Under her leadership, the Company has expanded its capacity by adding 25,000 Spindles during the year 2005 and also put up a State-of-the-art Rieter Project with 16,800 Spindles during the financial year 2007-08. The Company's net worth has increased to ₹ 295 Crores as on 31-03-2019 with a Total Revenue of ₹ 441 Crores for the financial year 2018-19.

Smt. R. Sudarsanam was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 28-05-2019, subject to the approval of the Shareholders at the Annual General Meeting, for a further period of 3 years from 01-04-2020 to 31-03-2023 in accordance with the provisions of Section 197 of Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013

Terms of Remuneration:

- * 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- * In any financial year, where the Company has no profits or where the remuneration computed at 5% of the net profits is less than ₹ 2,40,00,000/-, the minimum yearly remuneration shall be ₹ 2,40,00,000/- along with the following perquisites:
 - i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
 - ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
 - iii) Encashment of leave at the end of the tenure and other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

The aforesaid remuneration shall be exclusive of any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

The proposed reappointment and the payment of remuneration has also been approved by the Nomination and Remuneration Committee at its meeting held on 27-05-2019.



NOTICE

The reappointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013. Further, as the Managing Director has attained the age of 70 years, her reappointment is proposed to be passed as a Special Resolution. Hence approval of the Central Government is not required.

Smt. R. Sudarsanam is the Director in the following Companies:

1. Sandhya Spinning Mill Limited
2. Rajapalayam Textile Limited
3. Sudarsana Farms Private Limited
4. Rajapalayam Farms Private Limited
5. Sri Sandhya Farms (India) Private Limited
6. Sri Saradha Deepa Farms Private Limited
7. Ramamandiram Agricultural Estate Private Limited
8. Nalina Agricultural Farms Private Limited
9. Nirmala Shankar Farms & Estates Private Limited
10. Sri Nithyalakshmi Farms Private Limited
11. Ram Sandhya Farms Private Limited
12. Ramco Private Limited
13. Ramco Management Private Limited
14. RCDC Securities and Investments Private Limited
15. JKR Enterprise Limited

None of the Directors and Key Managerial Personnel except Smt. R. Sudarsanam as an appointee and Shri P.R. Venketrama Raja, Chairman, Smt. P.V. Nirmala Raju and Shri P.V. Abinav Ramasubramaniam Raja, Directors as relatives to the Managing Director may be deemed to be concerned or interested in the Resolution.

I. General Information

1	Nature of Industry			Textiles
2	Date of Commencement of Business			22-12-1936
3	Financial performance based on given indicators			
	Year	Total Revenue ₹ in Crores	Total Comprehensive Income net of Tax ₹ in Crores	Dividend per Share in ₹
	2018-19	440.66	26.76	4/-
	2017-18	443.52	29.02	4/-
	2016-17	412.74	35.38	4/-
4	Foreign investments or collaborations, if any			NIL



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II. Information about the appointee:

1	Background Details	Smt. R. Sudarsanam is a Promoter & Managing Director and has been on the Board of the Company since 1996. Age : 77 Years No. of Shares held in the Company : 63,760
2	Past Remuneration	She has been paid a remuneration @ 5% of the net profits of the Company and in case of inadequacy profits, she has been paid maximum permissible remuneration as per Schedule V of the Companies Act, 2013.
3	Recognition or awards	–
4	Job profile and her suitability	Overall in-charge for Management of the affairs of the Company.
5	Remuneration proposed	i) 5% of the net profits of the Company ii) In case of no profits or where the remuneration computed at 5% of the net profits is less than ₹ 2,40,00,000/-, the minimum yearly remuneration shall be ₹ 2,40,00,000/- along with the perquisites prescribed under Schedule V of the Companies Act, 2013. She will also be entitled for sitting fees for meetings of the Board or its Committees attended by her.
6	Comparative Remuneration profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.
7	Relationship with managerial personnel / Pecuniary relationship directly or indirectly with the Company.	She is related to Shri P.R. Venketrama Raja, Chairman, Smt. P.V. Nirmala Raju, and Shri P.V. Abinav Ramasubramaniam Raja, Directors of the Company. She has no pecuniary relationship other than the remuneration, she is entitled to receive. Her transactions with the Company are disclosed under related party transactions under Note No.47

III. Other Information:

1	Reasons of loss or inadequate profits	Not applicable, as the Company is continuously making profits.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

As required, the information are provided under Corporate Governance Section.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

NOTICE



Item No. 6

The Members of the Company at the Annual General Meeting held on 04-08-2014 have passed a Special Resolution, permitting the Board of Directors to borrow upto a limit of ₹ 500 Crores (apart from temporary loans obtained in the ordinary course of business) under Section 180 (1) (c) of the Companies Act, 2013.

The Company has modernization and business expansion plans, which could be implemented depending on the favourable market conditions and incase of the Company going for expansion and modernization, the existing borrowing limits will not be sufficient to meet out the above proposals. Hence, it is proposed to increase the borrowing limits from the existing amount of ₹ 500 Crores to ₹ 750 Crores.

Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors are entitled to borrow in excess of the Company's Paid-up Capital, Free Reserves and Securities premium, with the consent of the Members by way of Special Resolution.

Accordingly, approval is sought from Members by way of Special Resolution to authorise the Board of Directors to borrow such that the maximum outstanding, shall not at any time exceed ₹ 750 Crores.

As provided under Section 180(1)(c) of the Companies Act, 2013, the limit is exclusive of loans repayable on demand or within six months from the date of the loan such as short term, cash credit, discounting of bills and other short term loans of seasonal character.

Your Directors recommend the resolution for your approval.

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

Item No. 7

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Smt. P.V. Nirmala Raju (DIN: 00474960) as an Additional Director on 24-04-2019.

Smt. P.V. Nirmala Raju has a Bachelor's Degree in Computer Science Engineering from Anna University and Masters in Arts in Applied Educational Leadership & Management from University of London.

She is a Director in the following Companies:

1. Sandhya Spinning Mill Limited
2. Sound Investment and Leasing Private Limited
3. Barefoot Dance Company India Private Limited

She is a member of Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Company.



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She is a Secretary and Trustee of Ramasubrahmaneya Rajha Ramco Foundation. She is also a Trustee of Indian Schools Debating Society, a platform for students for improving their public speaking, oratory and debating skills at national and international levels.

Smt. Nirmala Raju is taking keen interest and providing leadership to the CSR initiatives of the Ramco Group. Waste Management, striving towards wasteless society, Waste Management Education through Garbology, kNOw Plastics Movement, targeting the students across schools in Tamil Nadu are some of the key areas in which she is stewarding.

Besides she has promoted Arsha Vidya Mandir, a leading school in Chennai. She is the Correspondent of the Institution and also the Member Secretary to its Board of Management.

In terms of Section 161 (1) of the Companies Act, 2013, Smt. P.V. Nirmala Raju holds Office as Additional Director upto the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the appointment of Smt. P.V. Nirmala Raju as a Director.

Smt. P.V. Nirmala Raju is a Promoter of Rajapalayam Mills Limited and holds 2,720 Shares of the Company as on 31-03-2019.

The Board recommends the Resolution for the approval of the Members.

The Notice and this statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

Disclosure of Interest:

Smt. P.V. Nirmala Raju is the wife of Shri P.R. Venketrama Raja, Chairman of the Company.

Smt. P.V. Nirmala Raju is the mother of Shri P.V. Abinav Ramasubramaniam Raja, Director of the Company.

Smt. P.V. Nirmala Raju is the daughter-in-law of Smt. R. Sudarsanam, Managing Director of the Company

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

Item No. 8

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 2019-20.



NOTICE

On the recommendation of the Audit Committee at its meeting held on 27-05-2019, 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 ₹ 1,40,000/- plus applicable taxes and out-of-pocket expenses for the financial year 2019-20.

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.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,

P.R. VENKETRAMA RAJA
CHAIRMAN

RAJAPALAIYAM,
28th May, 2019.



NOTICE

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

1. SHRI P.R. VENKETRAMA RAJA

Shri P.R. Venketrama Raja (DIN: 00331406), aged 60, has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA.

He has been on the Board of Rajapalayam Mills Limited since 1986.

He holds 14,66,080 Equity Shares in the Company as on 31-03-2019.

He is the son of Smt. R. Sudarsanam, Managing Director of the Company, he is the husband of Smt. P.V. Nirmala Raju, Director of the Company and he is the father of Shri P.V. Abinav Ramasubramaniam Raja, Director of the Company.

He is also a Director in the following Companies:-

1. The Ramco Cements Limited
 2. Ramco Systems Limited
 3. Ramco Industries Limited
 4. The Ramaraju Surgical Cotton Mills Limited
 5. Sri Vishnu Shankar Mill Limited
 6. Sandhya Spinning Mill Limited
 7. Rajapalayam Textile Limited
 8. LYNKS Logistics Limited
 9. Ramamandiram Agricultural Estate Private Limited
 10. Ramco Management Private Limited
 11. Ramamandiram Management Consultancy Private Limited
 12. RCDC Securities and Investments Private Limited
 13. Ram Sandhya Farms Private Limited
 14. Nirmala Shankar Farms & Estates Private Limited
 15. Ramco Systems Corporation, USA
 16. Ramco Systems Limited, Switzerland
 17. Ramco Systems Sdn Bhd., Malaysia
 18. Ramco Systems Pte. Limited, Singapore
 19. Sri Ramco Lanka (Private) Limited, Sri Lanka
 20. Sri Ramco Roofings Lanka Private Limited - Sri Lanka
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NOTICE

21. RSL Enterprise Solutions (Pty) Limited, South Africa
22. Ramco Systems Canada Inc., Canada
23. Ramco Systems FZ-LLC, Dubai
24. Ramco Systems Australia Pty Limited, Australia
25. PT Ramco Systems Indonesia
26. Rajapalayam Chamber of Commerce and Industry
27. Sri Sandhya Farms (India) Private Limited

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held (Chairman / Member)
Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
The Ramco Cements Limited	Audit Committee	Member
	Risk Management Committee	Member
	Stakeholders Relationship Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
Ramco Industries Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
	Risk Management Committee	Chairman
Ramco Systems Limited	Stakeholders Relationship Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
	Allotment Committee	Member
	Fund Raising Committee	Member
The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
Sandhya Spinning Mill Limited	Corporate Social Responsibility Committee	Chairman
Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Chairman



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 83rd Annual General Meeting of the Company, to be held on the Wednesday, the 14th August, 2019 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 - Ordinary Resolutions	
1	Adoption of Financial Statements for the year ended 31 st March, 2019
2	Declaration of Dividend for the year 2018-19
3	Appointment of Shri P.R. Venketrama Raja as Director, who retires by rotation
Ordinary Business - Special Resolution	
4	Appointment of Shri S.S. Ramachandra Raja as Director, who retires by rotation and to continue the Directorship of Shri S.S. Ramachandra Raja as Non-Executive Director
Special Business - Special Resolutions	
5	Reappointment of Smt. R. Sudarsanam as the Managing Director
6	Authority to borrow money upto ₹ 750 Crores
Special Business - Ordinary Resolutions	
7	Appointment of Smt. P.V. Nirmala Raju as a Director
8	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2019-20.

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.

RAJAPALAYAM MILLS LIMITED

[CIN : L17111TN1936PLC002298]

Regd. Office : Rajapalayam Mills Premises, P.A.C. Ramasamy Raja Salai,
Post Box No.1, Rajapalaiyam, 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 83rd 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 : Wednesday, 14th August, 2019, 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)

Signed this..... day of 2019

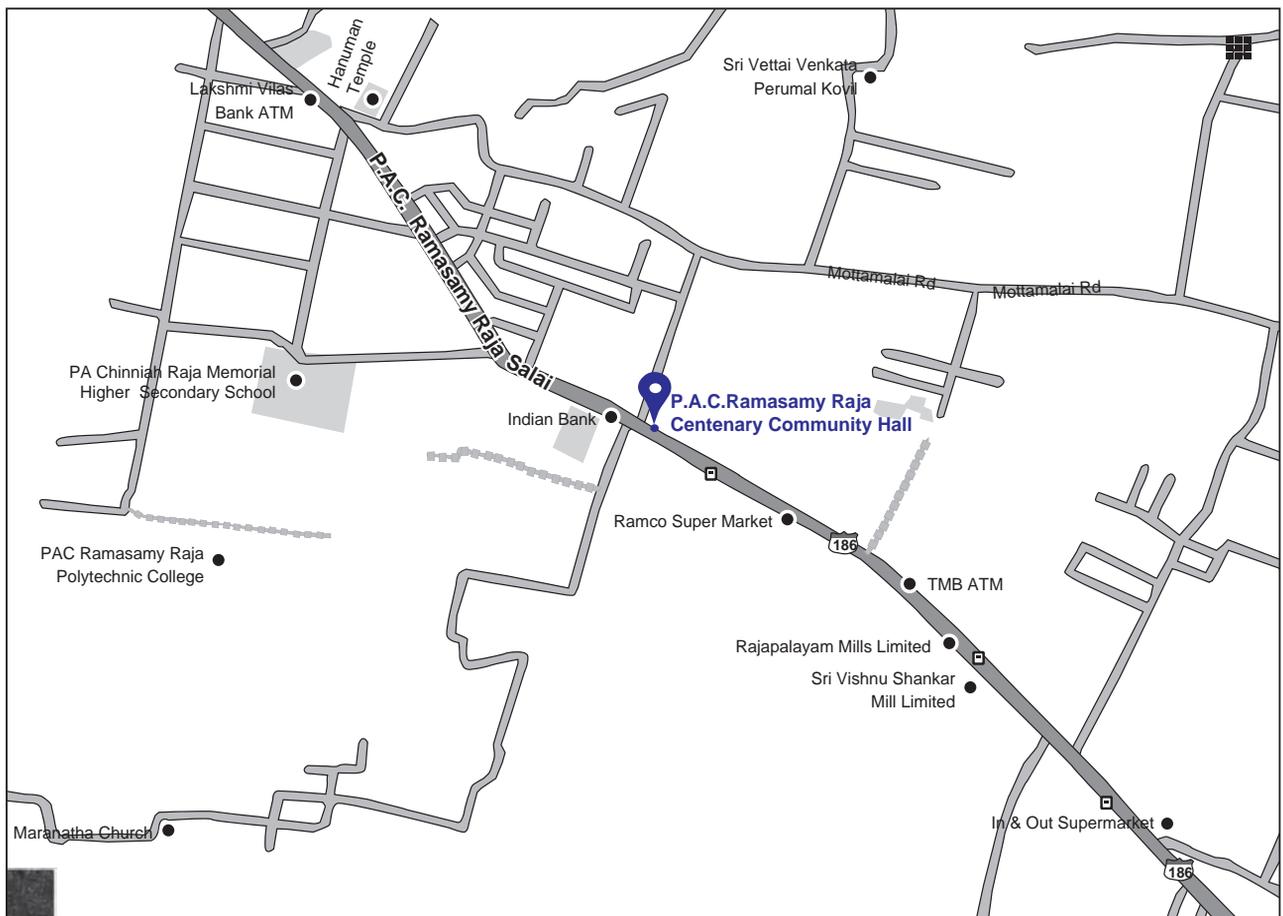
Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp



Map Showing location of venue of 83rd 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