

# 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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No : SEC-77/2018-19  
Date : 10-08-2018

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

Scrip Code: 532503

Dear Sir,

**Sub: Proceedings of Annual General Meeting held on 10-08-2018**

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the Annual General Meeting held on 10-08-2018.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For RAJAPALAYAM MILLS LIMITED**

**A. ARULPRANAVAM  
SECRETARY**

Encl.: As Above

## PROCEEDINGS OF 82<sup>nd</sup> ANNUAL GENERAL MEETING

Day & Date : Friday, the 10<sup>th</sup> August, 2018  
Venue : P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam-626108.  
Time of Commencement : 10.00 A.M.  
Time of Conclusion : 10.25 A.M.

Attendance / Holding	No. of Persons	Aggregate No. of Shares held
Attended in Person	34	19,74,316
Attended through Proxy	-	-

The following Directors were present at the Meeting:

1. Shri P.R. Venketrama Raja  
Chairman of the Board, Stakeholders Relationship Committee & Corporate Social Responsibility Committee
2. Smt. R. Sudarsanam  
Managing Director
3. Shri S.S. Ramachandra Raja
4. Shri N.K. Ramasuwami Raja
5. Justice Shri P.P.S. Janarthana Raja  
Chairman of the Audit Committee and Nomination & Remuneration Committee
6. Shri P.A.S. Alaghar Raja

Auditors present:

1. Shri R. Palaniappan  
M/s. N.A. Jayaraman & Co.  
Chartered Accountants
2. Shri P.Sanathanam  
M/s. SRSV & Associates  
Chartered Accountants
3. Shri M.R.L. Narasimha  
Secretarial Auditor

The following Executives were present at the Meeting:

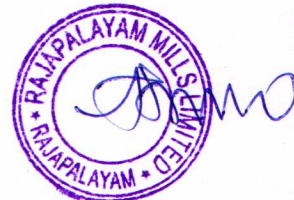
In Attendance:

1. Shri A. Arulpranavam, Secretary

By Invitation:

1. Shri B. Gnanagurusamy, Chief Financial Officer

Shri P.R. Venketrama Raja, Chairman of the Company presided.



The Chairman confirmed that the quorum was present and called the meeting to order.

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

The Chairman explained the absence of Shri A.V. Dharmakrishnan, Shri V. Santhanaraman, Shri K.B. Nagendra Murthy, Smt. Soundara Kumar and Shri P.V. Abinav Ramasubramaniam Raja, Directors, which was due to their pre-occupation.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170 (1) of the Companies Act, 2013, Independent Auditors' Report and the Secretarial Audit Report were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Financial Statements (both Separate and Consolidated), Independent Auditors' Report to the Shareholders and Secretarial Audit Report, having already been circulated to the Members were taken as read. It was noted that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report. It was also noted that there were no qualifications, observations or comments or other remarks, in the Secretarial Audit Report.

The Chairman delivered his speech during the course of which he reviewed the performance of the Company and adequately clarified the queries raised by some of the Members.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members as on 3<sup>rd</sup> August, 2018, cut-off date to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 6<sup>th</sup> August, 2018 and ended at 5.00 PM on 9<sup>th</sup> August, 2018. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.

The Chairman informed the Members that Shri R. Palaniappan, Chartered Accountant (Membership No: 205112), Proprietor, M/s. N.A. Jayaraman & Co., Chartered Accountants had been appointed as the Scrutiniser to scrutinise the remote e-voting and the ballot process in a fair and transparent manner.

The Secretary read out the resolutions on which the Members were required to vote.



## ORDINARY BUSINESS

### RESOLUTION NO: 1 – ORDINARY RESOLUTION

"RESOLVED that the Directors' Report and the Company's Separate and Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March, 2018, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

### RESOLUTION NO: 2 – ORDINARY RESOLUTION

"RESOLVED that a Dividend of Rs.4/- per Share be and is hereby declared for the year ended 31<sup>st</sup> March, 2018 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Depositories as on 3<sup>rd</sup> August, 2018."

### RESOLUTION NO: 3 – 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."

### RESOLUTION NO: 4 – 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

### RESOLUTION NO: 5 – 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."

### RESOLUTION NO: 6 – 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."



RESOLUTION NO: 7 – 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."

RESOLUTION NO: 8 – 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."

RESOLUTION NO: 9 – 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."

RESOLUTION NO: 10 – 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 Rs.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."

The Chairman informed the Members that in accordance with Rule 20(4) (xii) and its Proviso of the Companies (Management and Administration) Rules 2014, the Secretary of the Company had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to CDSL immediately after the declaration of result for placing on their website.



The results would also be submitted to the Stock Exchange with 48 hours of conclusion of the General meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014

The meeting ended with a vote of thanks to the Chair.

For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)  
Secretary.

