

# 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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rajacot@bsnl.in  
Website : www.rajapalayammills.co.in

Date : 23-07-2022

M/s. BSE Limited,  
Floor 25, P.J. 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 86<sup>th</sup> Annual General Meeting of our Company at 11.00 A.M. on Saturday, the 20<sup>th</sup> August, 2022 through Video Conferencing / Other Audio Visual Means.

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 86<sup>th</sup> Annual General Meeting of the Company will be held at 11:00 A.M. on Saturday, the 20<sup>th</sup> August, 2022. This Annual General Meeting is being conducted through Video Conferencing / Other Audio Visual Means, the details of which are provided in the Notes to this Notice. The following are the businesses that would be transacted at this Annual General Meeting.

### 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 31<sup>st</sup> March, 2022, 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 ₹ 1/- per Share be and is hereby declared for the year ended 31<sup>st</sup> March, 2022 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Beneficial owners as on 13<sup>th</sup> August, 2022."
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."

### 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 and other applicable statutory provisions, Shri S.S. Ramachandra Raja, Non-Executive Director of the Company, aged 86 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."

### ORDINARY BUSINESS - ORDINARY RESOLUTION

5. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:  
"RESOLVED THAT in terms of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. N.A. Jayaraman & Co., Chartered Accountants holding Firm Registration No. 001310S and M/s. SRSV & Associates,



## NOTICE

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Chartered Accountants holding Firm Registration No. 015041S be and are hereby jointly re-appointed as Statutory Auditors of the Company for the second term of 5 consecutive financial years commencing from the financial year 2022-23 and to hold office from the conclusion of 86<sup>th</sup> Annual General Meeting till the conclusion of 91<sup>st</sup> Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT each of the Auditors shall be paid for the financial year 2022-23 a remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per year plus applicable taxes and out-of-pocket expenses.

RESOLVED FURTHER THAT for the financial years 2023-24 to 2026-27, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee."

### **SPECIAL BUSINESS - SPECIAL RESOLUTION**

6. 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Associations of the Company, approval of the Company be and is hereby accorded to the appointment of Smt. P.V. Nirmala Raju (DIN:00474960) as Managing Director of the Company for a period of 5 years with effect from 01-06-2022, at a remuneration equivalent to 5% of the net profits of the Company.

RESOLVED FURTHER THAT when the Company has no profits or its profits are inadequate, in any financial year, not being more than three such financial years over the entire tenure of five years, she shall be paid a remuneration of ₹ 240 lakhs per annum 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
- (iv) 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.

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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."

### **SPECIAL BUSINESS - ORDINARY RESOLUTION**

7. 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 ₹ 1,75,000/- (Rupees One Lakh Seventy Five 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 2022-23 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**

RAJAPALAYAM,  
25<sup>th</sup> May, 2022.

### **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. The Company has chosen to conduct this Annual General Meeting in through Video Conferencing. The Annual General Meeting would be conducted in accordance with the:
    - (i) General Circular No: 02/2022 dated 5<sup>th</sup> May, 2022, issued by Ministry of Corporate Affairs, Government of India;
    - (ii) Circular No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, issued by Securities and Exchange Board of India (SEBI); and
    - (iii) such other instructions that may be issued by Statutory Authorities.
  3. The Company would be providing the Central Depository Services (India) Limited's (CDSL) system for the members to cast their vote through remote e-Voting and participate in the Annual General Meeting through Video Conference.
  4. Proxies are not being sent to shareholders, as the meeting is being conducted through Video Conference.
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## NOTICE

5. The Company is also releasing a Public Notice by way of advertisement being published in English in Business Line (All editions) and in Tamil in Dinamani (Madurai editions), containing the following information:
- Convening of Annual General Meeting through Video Conference in compliance with applicable provisions of the Companies Act, 2013 (“Act”).
  - Date and Time of the Annual General Meeting.
  - Availability of Notice of the Meeting on the website of the Company and the stock exchange, viz. BSE Limited, where the Company's shares are listed and at <http://www.evotingindia.com>.
  - Reference to the link of the Company's website, providing access to the full annual report.
  - Requesting the members who have not registered their E-Mail addresses with the Company, to get the same registered with the Company.
6. The cut-off date will be Saturday the 13<sup>th</sup> August, 2022 for determining the eligibility to vote by remote e-Voting or in the Annual General Meeting.
7. 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](http://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.

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
31-03-2015 Dividend	12-08-2015	11-08-2022	10-09-2022
31-03-2016 Interim Dividend	16-03-2016	15-03-2023	14-04-2023
31-03-2017 Dividend	10-08-2017	09-08-2024	08-09-2024
31-03-2018 Dividend	10-08-2018	09-08-2025	08-09-2025
31-03-2019 Dividend	14-08-2019	13-08-2026	12-09-2026
31-03-2020 Dividend	15-09-2020	14-09-2027	14-10-2027
31-03-2021 Dividend	25-08-2021	24-08-2028	23-09-2028





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8. 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.
9. 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 are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application. The procedure is available at [www.iepf.gov.in](http://www.iepf.gov.in).
10. Despatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - [www.rajapalayammills.co.in](http://www.rajapalayammills.co.in) and at the websites of the BSE Limited, where the Company's shares are listed.
11. The Company has fixed Saturday, 13<sup>th</sup> August, 2022 as the 'Record Date' for determining entitlement of members to receive dividend for the financial year ended 31<sup>st</sup> March, 2022, if approved at the AGM.
12. As per Income Tax Act, 1961, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and with the depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [investorgrievance@ramcotex.com](mailto:investorgrievance@ramcotex.com) on or before 5<sup>th</sup> August, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [investorgrievance@ramcotex.com](mailto:investorgrievance@ramcotex.com) The aforesaid declarations and documents need to be submitted by the shareholders on or before 5<sup>th</sup> August, 2022.

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## NOTICE

### 13. 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 SEBI (LODR) Regulations, 2015, the Company is providing to its members, the remote e-Voting facility to exercise their right to vote at the 86<sup>th</sup> Annual General Meeting (AGM) and the business may be transacted through such voting, through e-Voting Services provided by CDSL.
- B. The facility for remote e-Voting shall remain open from 9.00 AM on Wednesday, the 17<sup>th</sup> August, 2022 to 5.00 PM on Friday, the 19<sup>th</sup> August, 2022. 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. Saturday, the 13<sup>th</sup> August, 2022, may opt for remote e-Voting. Remote e-Voting shall not be allowed beyond 5.00 PM on Friday, the 19<sup>th</sup> August, 2022.
- C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- D. Pursuant to said SEBI Circular, Login method for e-Voting and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b> Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <b><a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></b> or visit <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period or joining the AGM through VC &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers</p>

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Type of shareholders	Login Method
	<p>i.e. CDSL / NSDL, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at <b><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></b></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b> Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <b><a href="https://eservices.nsd.com">https://eservices.nsd.com</a></b> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <b><a href="https://eservices.nsd.com">https://eservices.nsd.com</a></b>. Select "Register Online for IDeAS "Portal or click at <b><a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></b></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b><a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></b> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is</p>





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Type of shareholders	Login Method
	available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number holding with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cDSLindia.com</b> or contact at Toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at toll free no.: 1800 22 44 30



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F. Login method for e-Voting and joining the AGM through VC for shareholders holding shares in physical form and for shareholders other than individual shareholders holding in Demat form.

1. The shareholders should log on to the e-Voting website **www.evotingindia.com**
2. To Click on "Shareholders" tab.
3. Now enter your User ID as given below:
  - For CDSL: 16 Digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Physical form and Shareholders holding shares in Demat Form other than individual holders.

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / DP are requested to use the first two letters of their name and the 8 digits of the Folio No. in the PAN field.</p> <p>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 GUHAN.S with folio number 1 then enter GU00000001 in the PAN Field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction F.</p>



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- G. Shareholders 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.
  - H. For Shareholders holding Shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
  - I. Click on the relevant EVSN for RAJAPALAYAM MILLS LIMITED on which you choose to vote.
  - J. 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.
  - K. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
  - L. 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.
  - M. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - N. You can also take out print of the votes cast by clicking on "Click here to Print" option on the Voting page.
  - O. If demat account holder has forgotten the login password then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
  - P. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
  - Q. Facility for Non-Individual Shareholders and Custodians - Remote Voting
    - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
    - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
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- iii. 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.
  - iv. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping **helpdesk.evoting@cdslindia.com**.
  - v. It is mandatory that scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at **canajco@gmail.com** and to the Company at the email address viz. **investorgrievance@ramcotex.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- R. If you have any queries or issues regarding attending the meeting and e-Voting from CDSL e-Voting system, you can write to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 22 55 33.
14. Instructions for shareholders attending the AGM through VC & e-Voting during meeting are as under:
- A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
  - B. The Members can join the AGM in the VC mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1,000 members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Risk Management Committee, Auditors, etc. who are allowed to attend the AGM.
  - C. Members are requested to join the AGM through Laptops / IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
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- D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.
  - E. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request at least 3 days prior to meeting mentioning your name, demat account number / folio number, email id, mobile number (as registered with the Depository Participant (DP) / Company) to the mail ID: **investorgrievance@ramcotex.com**. Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
  - F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to meeting mentioning your name, demat account number / folio number, email id, mobile number to the mail ID: **investorgrievance@ramcotex.com**. These queries will be replied by the company suitably by email.
  - G. Non-Individual members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorizing their representative to attend on their behalf at the meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address with a copy marked to **helpdesk.evoting@cdslindia.com**.
  - H. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - I. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.
  - J. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  - K. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - L. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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15. SEBI vide Circular No: SEBI/HO/MIRSD/MIRSD \_ RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 has prescribed Common and Simplified Norms for processing investor's service request by RTAs and forms for furnishing PAN, KYC details and Nomination of the Shareholders. The Company has sent a communication in this regard on 23-12-2021 to all the Shareholders holding Physical Share certificates advised them to furnish the following details to the Company:

- a. PAN
- b. Nomination
- c. Contact details
- d. Bank account details
- e. Specimen signature

The Company will freeze the folios, which are not having PAN, Nomination and KYC details on or after 01-04-2023. The shares in the frozen folios shall be -

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid
- b) eligible for any payment including dividend only through electronic mode and upon complying with the requirements of the above.
- c) referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

All Shareholders are advised update the details as prescribed in the above said Circular with M/s. Cameo Corporate Services Limited, our Registrar to an Issue and Share Transfer Agent.

16. Process for those shareholders whose E-mail / Mobile No. are not registered with the Company / DP.

- A. For Physical shareholders, please submit form ISR-1 duly filled to M/s. Cameo Corporate Services Limited, our Registrar to an Issue and Share Transfer Agent.
- B. For Individual Demat shareholders, please update your E-Mail ID & Mobile Number with your respective DP which is mandatory while e-Voting & joining the AGM through VC through Depository.

17. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 13-08-2022 may obtain the Login ID and Password by following the procedures mentioned in Point No: 13 (D) or (F), as the case may be.

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## NOTICE

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18. 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 Saturday, the 13<sup>th</sup> August, 2022.
19. Shri R. Palaniappan, Chartered Accountant (Membership No: 205112), Partner, M/s. N.A. Jayaraman & Co., Chartered Accountants will act as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
20. The scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-Voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a 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.
21. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited.
22. All grievance connected with the facility for voting by electronic means may be addressed Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A wing, 24<sup>th</sup> Floor, Marathon futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to **helpdesk.evoting@cdsl.com** or call toll free no. 1800 22 55 33.

RAJAPALAYAM,  
25<sup>th</sup> May, 2022.

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. 4

Shri S.S. Ramachandra Raja (DIN 00331491), aged 86 years, has been on the Board of M/s. Rajapalayam Mills Limited since 1992.

Under Regulation 17(1A) of SEBI (LODR) 2015, Special Resolution is required for continuing his appointment as a Non-Executive Director, since he has already attained the age of 75 years.

Nomination & Remuneration Committee and 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. After due consideration of his valuable contributions, Nomination and Remuneration Committee and the Board of Directors recommended continuing the Directorship of Shri S.S. Ramachandra Raja under Non-Executive category, 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.

Shri S.S. Ramachandra Raja is eligible for sitting fees for attending Board / Committee meetings as applicable to the Directors from time to time. Continuation of Directorship of Shri S.S. Ramachandra Raja as Non-Executive Director is in accordance with Nomination and Remuneration Policy of the Company and his continuance of office has been included a Special Resolution.

Details of Shri S.S. Ramachandra Raja:

Qualification & Experience	Shri S.S. Ramachandra Raja has a Bachelor's Degree in Science and he has knowledge and experience in Textiles, Cement and Information Technology Sectors.
Skills / Expertise / Competency	Business Management and General Administration.
Date of First Appointment to the Board	24-06-1992
Shareholding in the Company as on 31-03-2022	28,560 Equity Shares of ₹ 10/- each
Terms and conditions	Director liable to retire by rotation, under section 152(6) of the Companies Act, 2013.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Director / Key Managerial Personnel.
No. of Meetings of the Board attended during the year	5



## NOTICE

Other Directorships as on 31-03-2022	Ramco Industries Limited Sri Vishnu Shankar Mill Limited Ramco Management Private Limited Sri Sethu Ramasamy Farms Private Limited Sudharsanam Investments Limited Rajapalayam Chamber of Commerce and Industry
Memberships and Chairmanships of Committees of other Board	Details given below:

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	

### Disclosure of Interest:

Shri S.S. Ramachandra Raja is interested in this resolution. None of the other Directors or Key Managerial Personnel or their relatives are deemed to be 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

At the Annual General Meeting held on 10-08-2017, M/s. N.A. Jayaraman & Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for a period of 5 years starting from 2017-2018 to 2021-2022. (1<sup>st</sup> term of 5 consecutive years).

In accordance with Section 139(2)(b) of the Companies Act, 2013, the Audit Firms can be appointed as Auditors for a maximum of 2 terms of 5 consecutive years.

The Audit Committee at its meeting held on 25-05-2022 reviewed the Auditors' independence, performance and effectiveness of the Audit process and found to be adequate for the Company's needs and purposes. Accordingly, they have recommended to the Board the reappointment of M/s. N.A. Jayaraman & Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, as Statutory Auditors of the Company for another period of 5 years. The Board of Directors at the meeting held on 25-05-2022 have also approved the same and recommended their reappointment to shareholders.

M/s. N.A. Jayaraman & Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, are known for their high level of professional ethics and values. With the strong technical expertise drawn from their experience and with a team of highly competent professionals, they provide quality, timely and specific solutions to their clients. The following are the Partners of the Audit Firms.



## NOTICE

Name of the Firm	Name of the Partners
M/s. N.A. Jayaraman & Co., Chartered Accountants	Shri R. Palaniappan Shri T.G. Harisha
M/s. SRSV & Associates, Chartered Accountants	Shri P. Santhanam Shri R. Subburaman Shri V. Rajeswaran Shri G. Chella Krishna, Engagement Partner

The Statutory Auditors have confirmed their eligibility and have provided their written consents for their proposed reappointment and necessary certificates under Rule 4 of the Companies (Audit and Auditors) Rules, 2014, confirming that their reappointment, if made, shall be in accordance with the conditions as prescribed by law and they satisfy the criteria provided under Section 141 of the Companies Act, 2013. They have also confirmed that they hold a valid peer review certificate issued by the Institute of Chartered Accountants of India, as required under Regulation 33(1)(d) of SEBI (LODR) Regulations, 2015. It is proposed to pay a fee ₹ 3,50,000 each to the Statutory Auditors for the financial year 2022-23 and for the financial year 2023-24 to 2026-27, the Board of Directors are authorised to fix the remuneration based on recommendation of the Audit Committee.

The Directors recommend the Resolution to the Members for their approval. None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.

### Item No. 6

Smt. R. Sudarsanam (00433926) Managing Director has submitted her resignation due to her age factor and requested to relieve her from the position of Managing Director and as well as from the position of Director w.e.f. the close of business hours on 31-05-2022. The Board of Directors at their meeting held on 25-05-2022 accepted her resignation and acknowledged the immense contributions made by her during the tenure of past 20 years.

It is proposed to appoint Smt. P.V. Nirmala Raju (DIN 00474960) as a Managing Director of the Company for a period of 5 years. 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 has gained knowledge and experience in Textile Industry for more than two decades and she has served as a Managing Director in M/s. Sandhya Spinning Mill Limited for more than 6 years. She has been on the Board of Rajapalayam Mills Limited since 24-04-2019. Her Skills / Expertise include Information Technology, Strategy Management, Business Management and General Administration.

Smt. P.V. Nirmala Raju is taking keen interest and providing leadership to the CSR activities of Rajapalayam Mills Limited and other Ramco Group Companies. Smt. P.V. Nirmala Raju is the Chairperson of Ramco Community Services. The purpose of the Ramco Community Services is to integrate all the programmes that each institution of the Ramco Group partners with. She works closely with the leaders of each of the Industries of the Ramco Group of Companies for this purpose. The website of Ramco Community Services shares communication on all CSR activities





## NOTICE

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and community services that each of the Industries under the Ramco Group of Companies support through resources of time, material, finances, human resource, knowledge and design.

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

The Nomination and Remuneration Committee at its meeting held on 25-05-2022 had recommended to the Board the appointment of Smt. P.V. Nirmala Raju as Managing Director of the Company and the Board of Directors at their meeting held on 25-05-2022, took into consideration the recommendation of Nomination & Remuneration Committee, review by the Independent Directors and approval of the Audit Committee and approved her appointment, subject to the approval of the shareholders at the Annual General Meeting. The appointment is for a period 5 years commencing from 01-06-2022 to 31-05-2027. The appointment is in accordance with the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, SEBI Regulations, Articles of the Association of the Company.

The Nomination and Remuneration Committee has also approved the remuneration in accordance with Schedule V of the Companies Act, 2013, which is as follows:

Terms of Remuneration:

i. When the Company is having profit:

5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

ii. When the Company is having no profit or inadequate profit:

When the Company has no profits or its profits are inadequate, in any financial year, not being more than three such financial years over the entire tenure of five years, she shall be paid a remuneration of ₹ 240 Lakhs per annum 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;
- (iii) Encashment of leave at the end of the tenure; and
- (iv) Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

In addition to the above remuneration, she will also be eligible for 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.

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## NOTICE

It is proposed to authorise the Nomination and Remuneration Committee to fix the quantum and periodicity of the remuneration payable to the Managing Director subject to the limits mentioned in the Resolution.

The appointment and the remuneration proposed fulfil the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required. Her appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

As the annual remuneration proposed is 5% of Net Profits in case of adequate Profits, approval is sought from the Shareholders by way of Special Resolution, as required under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Considering the suitability of Smt. P.V. Nirmala Raju for the position of Managing Director, the Directors recommend the Special Resolution for Members' approval.

Smt. P.V. Nirmala Raju is also 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
4. TN Apex Skill Development Centre for Construction and Infrastructure

None of the Directors and Key Managerial Personnel except Smt. P.V. Nirmala Raju as an appointee and Shri P.R. Venketrama Raja, Chairman and Shri P.V. Abinav Ramasubramaniam Raja, Director as relatives to the appointee 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						(₹ in crores)	
	Year	Total Revenue	Operating Profit	Profit Before Tax	Profit / (Loss) After Tax	Total Comprehensive Income	Dividend per Share in ₹	
	2021-22	705.26	144.23	76.66	38.28	38.44	1.00	
	2020-21	429.12	56.53	(38.31)	(26.63)	(25.91)	0.50	
	2019-20	384.06	61.04	1.33	6.41	6.10	1.00	
	2018-19	440.66	79.94	26.18	27.82	26.76	4.00	
4	Foreign investments or collaborations, if any						NIL	



## NOTICE

### II. Information about the appointee:

1	Background Details	Smt. P.V. Nirmala Raju is a Member of Promoter Group and has been on the Board of the Company since 2019. Age : 56 Years No. of Shares held in the Company : 41,370
2	Qualification & Experience	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 has gained knowledge and experience in Textile Industry for more than two decades, and she has served as a Managing Director in M/s. Sandhya Spinning Mill Limited for more than 6 years. Her Skills / Expertise include Information Technology, Strategy Management, Business Management and General Administration.
3	Past Remuneration	No remuneration was paid to Smt. P.V. Nirmala Raju, except the sitting fees paid for attending Board / Committee Meetings.
4	Recognition or awards	—
5	Job profile and her suitability	She has rich experience in Textile Industry for more than two decades.
6	Remuneration proposed	When the Company is having profit: 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.  When the Company is having no profit or inadequate profit: When the Company has no profits or its profits are inadequate, in any financial year, not being more than three such financial years over the entire tenure of five years, she shall be paid remuneration of ₹ 240 Lakhs per annum along with following perquisites:  i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put



## NOTICE

		<p>together are not taxable under the Income tax, Act, 1961;</p> <p>ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;</p> <p>iii) Encashment of leave at the end of the tenure;</p> <p>iv) Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013; and</p> <p>She will also be entitled for sitting fees for meetings of the Board or its Committees attended by her.</p>
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 spouse of Shri P.R. Venketrama Raja, Chairman, and mother of Shri P.V. Abinav Ramasubramaniam Raja. 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. 51.

### III. Information about the appointee:

1	Reasons of loss or inadequate profits	Not applicable
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 and details required under standard 1.2.5 of SS - 2.



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### Item No. 7

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 2022-23.

On the recommendation of the Audit Committee at its meeting held on 25-05-2022, 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 ₹ 1,75,000/- plus applicable taxes and out-of-pocket expenses for the financial year 2022-23.

Shri M. Kannan is a Cost Accountant and Chartered Accountant, started his practice as Cost Accountant in the year 1990. He has rich experience in Industry, Consulting and Cost Management System, Cost Audits etc. He is a Cost Auditor for many Companies across several Industries engaged in Chemical, Textile, Steel, Base Metal, Salt and Power apart from Engineering Industries. His area of specialization includes providing specific solutions to his clients in Cost Management System and performance review system.

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,**

RAJAPALAYAM,  
25<sup>th</sup> May, 2022.

**P.R. VENKETRAMA RAJA**  
**CHAIRMAN**

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## NOTICE

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

Details of Director Seeking Re-appointment at the 86<sup>th</sup> Annual General Meeting Pursuant to Secretarial Standards on General Meetings:

Name of the Director	Shri A.V. Dharmakrishnan
Director Identification Number (DIN)	00693181
Age	65 years
Qualification & Experience	Shri A.V. Dharmakrishnan aged 65 years, a Chartered Accountant, started his career in 1982 at The Ramco Cements Limited. He is presently holding the position of Chief Executive Officer in M/s. The Ramco Cements Limited. He has been on Board of Rajapalayam Mills Limited since 2008. He has specialized knowledge and rich experience in Finance and Taxation matters.
Terms and conditions of re-appointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013.
Date of First Appointment to the Board	16-01-2008
Shareholding in the Company as on 31-03-2022	1,420 Equity Shares of ₹ 10/- each
Remuneration	He is eligible for sitting fees for attending Board / Committee meetings as applicable to the Directors from time to time.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any Director / Key Managerial Personnel of the Company
No. of Meetings of the Board attended during the year	5
Other Directorships as on 31-03-2022	Ramco Systems Limited LYNKS Logistics Limited Shri Harini Media Limited Ramco Windfarm Limited Madurai Trans Carrier Limited Ramco Industrial and Technology Services Limited L3 Enterprises Private Limited
Memberships and Chairmanships of Committees of other Board	Details given below



## NOTICE

S.No.	Name of the Company	Name of the Committee	Position held (Chairman / Member)
1.	Rajapalayam Mills Limited	Audit Committee	Member
2.	Rajapalayam Mills Limited	Nomination and Remuneration Committee	Member
3.	Rajapalayam Mills Limited	Risk Management Committee	Member
4.	Rajapalayam Mills Limited	Rights Issue Committee	Member
5.	The Ramco Cements Limited	Risk Management Committee - Non Member of the Board	Member
6.	Ramco Systems Limited	Audit Committee	Member
7.	Ramco Systems Limited	Stakeholders Relationship Committee	Member
8.	Ramco Systems Limited	Corporate Social Responsibility Committee	Member
9.	Ramco Systems Limited	Risk Management Committee	Member
10.	Ramco Systems Limited	Fund Raising Committee	Member
11.	Shri Harini Media Limited	Audit Committee	Member
12.	Shri Harini Media Limited	Nomination & Remuneration Committee	Member
13.	Shri Harini Media Limited	Independent Director Committee	Member
14.	Madurai Trans Carrier Limited	Nomination & Remuneration Committee	Chairman