

RAJAPALAYAM MILLS LIMITED

Regd. Office : Rajapalayam Mills Premises, P.A.C.Ramasamy Raja Salai,
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Date : 28-08-2024

M/s. BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 532503

Dear Sir/Madam,

Sub: Proceedings of 88th Annual General Meeting held on 28-08-2024

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 88th Annual General Meeting held on 28-08-2024.

Kindly take the same on record.

Thanking you,

For RAJAPALAYAM MILLS LIMITED

**K. MAHESWARAN
SECRETARY**

Encl: As Above

PROCEEDINGS OF 88th ANNUAL GENERAL MEETING

Day & Date : Wednesday, the 28th August, 2024
The Annual General Meeting was held through Video Conferencing (VC)

Time of Commencement : 11:00 AM
Time of Conclusion : 11:30 AM

DIRECTORS PRESENT	CATEGORY / POSITION	ATTENDED THROUGH VC FROM
Shri P.R. Venketrama Raja	Chairman and Chairman of Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee and Rights Issue Committee	Hyderabad
Smt. P.V. Nirmala Raju	Managing Director	Hyderabad
Shri S.S. Ramachandra Raja	Director	Rajapalayam
Shri A.V. Dharmakrishnan	Director	Chennai
Shri P.V. Abinav Ramasubramaniam Raja	Director	Chennai
Shri M. Rathinasamy	Independent Director	Coimbatore
Shri Sivaguru Chellappa	Independent Director	Chennai
IN ATTENDANCE		
Shri K. Maheswaran	Secretary	Rajapalayam
BY INVITATION		
Shri N. Mohanarengan	President	Rajapalayam
Shri A. Arulpranavam	Chief Financial Officer (CFO)	Rajapalayam
AUDITORS PRESENT		
Shri R. Palaniappan	Representing M/s.N.A. Jayaraman & Co., Chartered Accountants – Statutory Auditors & Also the Scrutiniser for this meeting	Chennai
Shri P. Santhanam	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	Chennai
Shri M.R.L. Narasimha	Secretarial Auditor	Coimbatore

The meeting was attended by 57 members through VC.

The Secretary welcomed the Shareholders and informed that the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India. He further informed that the Company

through CDSL Platform, had provided video conference facility to Shareholders to attend the meeting. Secretary requested the Chairman to preside over the meeting.

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

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

The Chairman welcomed the members and requested them to take part in the proceedings of the meeting conducted through VC and informed that he was satisfied that all efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the meeting.

The Chairman introduced the Directors and invitees participated through VC.

The Chairman explained the absence of Smt. Soundara Kumar, Shri. P.A.S. Alagar Raja and Shri. N.S. Krishnamma Raja, Independent Directors of the Company, due to their pre-occupation.

Secretary informed the Shareholders that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members. Members seeking to inspect such registers could send their request to maheswaran_k@ramcotex.com

Secretary announced that, since the Notice convening 88th Annual General Meeting along with Directors' Report, Statutory Auditors' Report, Secretarial Auditor Report and Financial Statements have already been circulated by e-mail to shareholders and hosted on the website of the Company and the Stock Exchange (BSE Limited), with the consent of the Members the Notice had been taken as read.

Secretary further informed that, there were no qualifications or adverse remarks in the Statutory Auditors' Report as well as in the Secretarial Auditor Report. Since the above Audit Reports had already been circulated, with the consent of the Members the same had been taken as read.

Secretary informed the members that, the e-voting process had been explained in the Notice convening the AGM. For those persons who had acquired shares subsequent to the despatch of the annual report and before the cut-off date (i.e. 21-08-2024), the notice for the AGM containing the instructions had been mailed to them individually.

Secretary informed the Members that, the facility of remote e-voting for the Members was commenced at 9:00 A.M. on Sunday, the 25th August, 2024 and concluded at 5:00 P.M. on Tuesday, the 27th August, 2024. Members who were present at the AGM and had not cast their votes by remote e-voting could cast their votes during the Meeting.

The Chairman delivered his speech during the course of which, he reviewed the performance of the Company.

Secretary opened the session for Questions and Answers. Secretary informed that, the Company had made necessary arrangements for the two-way communication in the

meeting, for the shareholders who have registered themselves as Speakers to express their views. Accordingly, 1 Shareholder who had been registered as Speaker Shareholder participated in the meeting and spoke during the Annual General Meeting. The Chairman adequately clarified the queries raised by the Shareholder.

The following items of business as set out in the Notice convening the 88th Annual General Meeting were transacted.

No	ORDINARY BUSINESS – ORDINARY RESOLUTION
1	<p>Adoption of Company's Separate and Consolidated Audited Financial Statements and the Reports of the Board of Directors and Auditors for the year ended 31st March, 2024.</p> <p>"RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2024, and the Reports of the Board of Directors' and Auditors' thereon be and are hereby considered and adopted."</p>
2	<p>Declaration of Dividend of Re.0.60/- per Share for the financial year 2023-24.</p> <p>"RESOLVED THAT a Dividend of Re.0.60/- per Share be and is hereby declared for the year ended 31st March, 2024 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Beneficial Owners maintained by the Depositories as on 21st August, 2024."</p>
3	<p>Re-appointment of Shri A.V. Dharmakrishnan (DIN: 00693181), as a Director, who retires by rotation.</p> <p>"RESOLVED THAT Shri A.V. Dharmakrishnan (DIN: 00693181), who retires by rotation, be and is hereby re-appointed as Director of the Company."</p>
	ORDINARY BUSINESS – SPECIAL RESOLUTION
4	<p>Re-appointment of Shri S.S. Ramachandra Raja (DIN: 00331491) as a Director, who retires by rotation and continue to occupy the position of Non-Executive Director of the Company.</p> <p>"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.</p> <p>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 88 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."</p>
	SPECIAL BUSINESS - ORDINARY RESOLUTION
5	<p>Ratification of remuneration of Rs.2,25,000/- plus applicable taxes and out of pocket expenses payable to Shri M. Kannan, Cost Auditor of the Company, for the year 2024-25.</p>

	<p>“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 ₹ 2,25,000/- (Rupees Two Lakh Twenty 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 2024-25 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed.”</p>
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Secretary informed that, the e-voting system would remain open till 15 minutes after the conclusion of the meeting for the Shareholders who have not already cast their vote by remote e-voting.

Secretary informed the members that, Shri R. Palaniappan, Partner, M/s. N.A. Jayaraman & Co., Chartered Accounts had been appointed as the scrutiniser to scrutinise the e-voting and to submit his consolidated report.

Secretary informed that, voting results along with the scrutiniser report would be submitted to the stock exchange within 2 Working days from the conclusion of the AGM as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same would be placed on the website of the Company and would also be provided to Central Depository Services (India) Limited.

Secretary thanked all the participants for having attended the Meeting.

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