



RAJAPALAYAM MILLS LIMITED

Registered Office: Rajapalayam Mills premises,
Post Box No. 1, P.A.C. Ramaswamy Raja Salai, Rajapalayam - 626117.
Ph.: 04563-235666 | Fax: 04563-236520 | E-Mail: rajacot@ramotex.com
CIN : L17111TN1936PLC002298 | Website : www.rajapalayammills.co.in

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India and, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders") is sought, via Postal Ballot Process through E-Voting only (voting through electronic means)

by way of Ordinary Resolution(s) for:

1. Approval of Material Related Party Transaction with M/s. Ramco Industries Limited;
2. Approval of Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited;
3. Approval of Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited;
4. Approval of Material Related Party Transaction with M/s. The Ramaraju Surgical Cotton Mills Limited;

for financial year 2024-25.

Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this postal ballot notice (the “Postal Ballot Notice”).

Members’ consent is sought for the proposals contained in the resolution(s) given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at www.rajapalayammills.co.in and the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com. The Postal Ballot Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited (“BSE”) at www.bseindia.com.

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so requested by any shareholder, in physical form by courier to such shareholder’s registered postal address that is available with the Company. However, the communication of the assent or dissent of the Members would take place through e-voting only. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed Shri R. Palaniappan, Chartered Accountant (Membership No.205112) Partner of M/s. N.A. Jayaraman & Co, Chartered Accountants, (Firm Reg. No. 001310S) (E-Mail ID : canajco@gmail.com), to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Members shall exercise their right to vote on the resolutions included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence **at 09:00 A.M IST on Saturday, the 23rd November, 2024 and end at 05:00 P.M IST on Sunday, the 22nd December, 2024**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05:00 P.M IST on Sunday, the 22nd December, 2024. Remote e-voting shall not be allowed beyond 05:00 P.M on Sunday, the 22nd December, 2024.

The last date of e-voting, i.e. Sunday, the 22nd December, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by Chairman in writing who shall countersign the same and the Chairman or a person authorised by Chairman in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.

The proposed resolutions along with the Statement pursuant to Section 102 of the Act, setting out all material facts, concerning each item of Special Business and reasons thereof are annexed hereto for consideration of the Members.

SPECIAL BUSINESS – ORDINARY RESOLUTION(S)

Item No: 1

Approval of Material Related Party Transaction with M/s. Ramco Industries Limited

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and Section 188 of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, the Company’s Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Ramco Industries Limited (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table - A in the explanatory statement to this notice on the terms and conditions set out therein.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No.2

Approval of Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and Section 188 of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, the Company’s Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Sandhya Spinning Mill Limited (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table - B in the explanatory statement to this notice on the terms and conditions set out therein.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Item No.3

Approval of Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Sri Vishnu Shankar Mill Limited (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table - C in the explanatory statement to this notice on the terms and conditions set out therein.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Item No.4

Approval of Material Related Party Transaction with M/s. The Ramaraju Surgical Cotton Mills Limited

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and Section 188 of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, the Company’s Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. The Ramaraju Surgical Cotton Mills Limited (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table - D in the explanatory statement to this notice on the terms and conditions set out therein.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board,
For RAJAPALAYAM MILLS LIMITED**

**RAJAPALAYAM
12-11-2024**

**K. MAHESWARAN
SECRETARY**

Notes:

1. Pursuant to Sections 102 and 110 of the Act, statement setting out material facts and reasons for the proposed resolutions are appended hereto.
2. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Friday, the 15th November, 2024 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

3. Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.
4. A copy of this Postal Ballot Notice is also available on the Company's website www.rajapalayammills.co.in, the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on website of CDSL at www.evotingindia.com.
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

Instructions to shareholders for remote e-voting:

6. Voting through electronic means
 - A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Rules and Regulation 44 of LODR the Company is providing members remote e-voting facility to exercise their right to vote in the Postal Ballot, for the business to be transacted, through e-voting services provided by CDSL.
 - B. The facility for remote e-voting shall remain open from 9:00 AM on Saturday, the 23rd November, 2024 to 5:00 PM on Sunday, the 22nd December, 2024. 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 15th November, 2024, may exercise the remote e-voting. Remote e-voting shall not be allowed beyond 5:00 PM on Sunday, the 22nd December, 2024.
 - C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 for Individual shareholders holding securities in Demat mode are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 is: https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select My Easi New (Token).

Type of shareholders	Login Method
	<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. Additionally, there are also links provided to access the system of all e-voting Service Providers 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: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration (or) https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting 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 NSDL 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: https://eservices.nsd.com 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp Visit the e-voting website of NSDL. Open the web browser and type the following URL: https://www.evoting.nsd.com/ 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 available under 'Shareholder/Member' section. A new screen will open. You</p>

Type of shareholders	Login Method
	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.

- F. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. Login method for e-Voting for shareholders holding shares in physical mode and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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 number 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 ULAGANATHAN. with folio number 1 then enter UL00000001 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.</p> <p>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>

After entering these details appropriately, click on “SUBMIT” tab.

- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 EVSN for M/s. 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 Resolution details.
- 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- O. If a demat account holder has forgotten the login password then enter the User ID and the image verification 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
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c. 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.
 - d. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - e. It is mandatory that 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.
 - f. Alternatively Non Individual shareholders are mandatorily 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.

7. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP.
 - A. For Physical shareholders, please provide your e-mail id/mobile number along with necessary details in Form No: ISR-1, available at the website of the Company.
 - B. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting.
8. 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 15th November, 2024.
9. All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED

RAJAPALAYAM
12-11-2024

K. MAHESWARAN
SECRETARY

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 4 in the Notice:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. As per the Related Party Transaction policy of the Company, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹ 250 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with the related parties detailed hereunder, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 12-11-2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Based on the recommendation of the Audit Committee, the Board recommends passing of the Ordinary Resolutions contained in Item No. 1 to 4 of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolutions set forth at Item No. 1 to 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Except the details given hereunder, none of the other Directors, KMPs and/ or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolutions mentioned at Item No. 1 to 4 of the Notice.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dt November 11, 2024 ("**SEBI Master Circular**") are set forth below:

Table No – A

S.No	Particulars	Details
1.	Name of the related party and its relationship with the listed entity including nature of its concern or interest (financial or otherwise)	<p>Name: M/s. Ramco Industries Limited (RIL)</p> <p>Relationship: M/s. Ramco Industries Limited is a member of Promoter group of Rajapalayam Mills Limited (RML). RML is a Member of Promoter group of RIL</p> <p>Nature of interest: M/s. Ramco Industries Limited holds 1.73% equity shares in RML. RML holds 13.59% of equity shares in RIL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any.	<p>Shri. P.R. Venketrama Raja, Smt. P.V. Nirmala Raju Shri P.V. Abinav Ramasubramainam Raja are also promoters of RIL.</p>

3.	Type, tenure, material terms and particulars	<p>1. Purchase of Building materials from RIL;</p> <p>2. Purchase of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries & other products / availing of services;</p> <p>3. Sale of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries & other products / rendering of services;</p> <p>4. Any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.</p> <p>Price: would be the market price prevailing on the date of the transaction.</p> <p>The above arrangement is continuing business transactions.</p> <p>Approval of the shareholders is being sought for transactions during the financial year 2024-25.</p>
4.	Value of the transaction	Aggregate value up to Rs. 150 Crores (excluding duties and taxes).
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	17.48%
6.	<p>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction;</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable

	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
7.	Justification as to why the RPT is in the interest of the listed entity	The Company in its Ordinary Course of business purchase building materials from RIL and / or purchase / sell good quality Cotton / Yarn / Fabric/ Textile Products / Textile Machineries / Job work services and others. RIL is our group company producing similar quality of Yarn and other Textile Products. Whenever there is a shortage of raw materials, RML would purchase raw material or yarn from RIL or utilize facilities for doing Job work for meeting committed delivery to Customers and vice versa. It is in the long term interest of the Company.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Table No – B

S.No	Particulars	Details
1.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	Name: M/s.Sandhya Spinning Mill Limited (SSML) Relationship: M/s. Sandhya Spinning Mill Limited is a member of Promoter group of Rajapalayam Mills Limited (RML). Nature of interest: M/s. Sandhya Spinning Mill Limited holds 0.01% equity shares in RML.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Shri. P.R. Venketrama Raja, Smt. P.V. Nirmala Raju, Shri. Abinav Ramasubramaniam Raja, are promoters of SSML.

3.	Type, tenure, material terms and particulars	<p>1. Purchase of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries & other products / availing of services;</p> <p>2. Sale of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries & other products / rendering of services;</p> <p>3. Extending Corporate Guarantees to SSML; and</p> <p>4. Any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.</p> <p>Price: would be the market price prevailing on the date of the transaction.</p> <p>The above arrangement is continuing business transactions.</p> <p>Approval of the shareholders is being sought for transactions during the financial year 2024-25.</p>
4.	Value of the transaction	Aggregate value up to Rs. 150 Crores (excluding duties and taxes).
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	17.48%
6.	<p>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction(s);</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable

	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
7.	Justification as to why the RPT is in the interest of the listed entity	<p>The Company in its Ordinary Course of business purchase / sell good quality Cotton / Yarn / Fabric / Textile Products / Job work services and others.</p> <p>SSML is our group company producing similar quality of Yarn and other Textile Products.</p> <p>Whenever there is a shortage of raw materials, RML would purchase raw material or yarn from SSML or utilize facilities for doing Job work for meeting committed delivery to Customers and vice versa.</p> <p>The Company proposes to provide guarantees to strengthen the credit worthiness which will enable SSML to borrow monies at competitive interest rate.</p> <p>It is in the long term interest of the Company.</p>
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Table No – C

S.No	Particulars	Details
1.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<p>Name: M/s. Sri Vishnu Shankar Mill Limited (SVSM)</p> <p>Relationship: M/s. Sri Vishnu Shankar Mill Limited is a member of Promoter group of Rajapalayam Mills Limited (RML).</p>

		<p>RML is a Member of Promoter group of SVSM</p> <p>Nature of interest: M/s. Sri Vishnu Shankar Mill Limited holds 0.40% equity shares in RML.</p> <p>RML holds 2.56% of equity shares in SVSM</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Shri. P.R. Venketrama Raja, Shri. S.S. Ramachandra Raja, are also Promoters of SVSM.
3.	Type, tenure, material terms and particulars	<p>1. Purchase of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries & other products / availing of services;</p> <p>2. Sale of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries & other products / rendering of services; and</p> <p>3. Any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.</p> <p>Price: would be the market price prevailing on the date of the transaction.</p> <p>The above arrangement is continuing business transactions.</p> <p>Approval of the shareholders is being sought for transactions during the financial year 2024-25.</p>
4.	Value of the transaction	Aggregate value up to Rs. 150 Crores (excluding duties and taxes).
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	17.48%
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable

	<p>(i) details of the source of funds in connection with the proposed transaction;</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	
7.	Justification as to why the RPT is in the interest of the listed entity	<p>The Company in its Ordinary Course of business purchase / sell good quality Cotton / Yarn /Fabric / Textile Products /Textile Machineries/ Job work services and others.</p> <p>SVSM is our group company producing similar quality of Yarn and other Textile Products.</p> <p>Whenever there is a shortage of raw materials, RML would purchase raw material or yarn from SVSM or utilize facilities for doing Job work for meeting committed delivery to Customers and vice versa.</p> <p>It is in the long term interest of the Company.</p>
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Table No – D

S.No	Particulars	Details
1.	Name of the related party and its relationship with the listed, including	Name: M/s. The Ramaraju Surgical Cotton Mills Limited (RSCM)

	nature of its concern or interest (financial or otherwise)	<p>Relationship: M/s. The Ramaraju Surgical Cotton Mills Limited is a member of Promoter group of Rajapalayam Mills Limited (RML). RML is a Member of Promoter group of RSCM</p> <p>Nature of interest: M/s. The Ramaraju Surgical Cotton Mills Limited holds 1.83% equity shares in RML. RML holds 0.10% of equity shares in RSCM</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Shri. P.R. Venketrama Raja, Smt. P.V. Nirmala Raju, are also promoters of RSCM.
3.	Type, tenure, material terms and particulars	<p>1. Purchase of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries & other products / availing of services;</p> <p>2. Sale of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries & other products / rendering of services; and</p> <p>3. Any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.</p> <p>Price: would be the market price prevailing on the date of the transaction.</p> <p>The above arrangement is continuing business transactions.</p> <p>Approval of the shareholders is being sought for transactions during the financial year 2024-25.</p>
4.	Value of the transaction	Aggregate value up to Rs. 150 Crores (excluding duties and taxes).
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed	17.48%
6.	If the transaction relates to any loans, intercorporate deposits, advances or	Not Applicable

	<p>investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction;</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	
7.	Justification as to why the RPT is in the interest of the listed entity	<p>The Company in its Ordinary Course of business purchase / sale good quality Cotton / Yarn/ Fabric / Textile Products /Textile Machineries / Job work services and others.</p> <p>RSCM is our group company producing similar quality of Yarn, Fabric and other Textile Products.</p> <p>Whenever there is a shortage of raw materials, RML would purchase raw material or yarn from RSCM or utilize facilities for doing Job work for meeting committed delivery to Customers and vice versa.</p> <p>It is in the long term interest of the Company.</p>
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.