



## **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@ramcotex.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; and

by way of Special Resolution(s) for:

5. Approval to make Investments, give Loans, Guarantees and Security in excess of the limits specified under Sec 186 of the Companies Act, 2013.
6. Approval for re-appointment of Justice Smt. Chitra Venkataraman (Retd.), (DIN :07044099) as a Non-Executive Independent Director of the Company for five (5) consecutive years of her second term.

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](http://www.rajapalayammills.co.in) and the website of Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://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](http://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](mailto: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 Wednesday, the 10<sup>th</sup> September, 2025 and end at 05:00 P.M IST on Thursday, the 09<sup>th</sup> October, 2025**. 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 Thursday, the 09<sup>th</sup> October, 2025. Remote e-voting shall not be allowed beyond 05:00 P.M on Thursday, the 09<sup>th</sup> October, 2025.

The last date of e-voting, i.e. Thursday, the 09<sup>th</sup> October, 2025, 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 Section 188 of the Companies Act, 2013 (“Act”) read with rules made thereunder and 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 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 for a period of three (3) financial years from FY 2025-26 to 2027-28 with an aggregate transaction value upto Rs.450 Crores (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 Section 188 of the Companies Act, 2013 (“Act”) read with rules made thereunder and 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 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 for a period of three (3) financial years from FY 2025-26 to 2027-28 with an aggregate transaction value upto Rs.450 Crores (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 Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and 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 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 for a period of three (3) financial years from FY 2025-26 to 2027-28 with an aggregate transaction value upto Rs.450 Crores (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 Section 188 of the Companies Act, 2013 (“Act”) read with rules made thereunder and 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 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 for a period of three (3) financial years from FY 2025-26 to 2027-28 with an aggregate transaction value upto Rs.450 Crores (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.”

#### **Item No.5**

##### **Approval to make Investments, give Loans, Guarantees and Security in excess of the limits specified under Sec 186 of the Companies Act, 2013.**

To consider and pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Meeting of Board and its powers) Rules, 2014, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and

is hereby accorded to grant loans to any person or other body corporate and/ or give any guarantee or provide security in connection with a loan to any other body Corporate or persons and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate, up to an aggregate amount of Rs. 150 Crores (Rupees One Hundred and Fifty Crores) over and above the aggregate loans or guarantees so far given or securities so far provided or securities so far acquired by the Company, thereby permitting the total exposure to exceed the limits prescribed under Sec 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

#### **Item No.6**

#### **Approval for Re-appointment of Justice Smt. Chitra Venkataraman (Retd.), (DIN :07044099) as a Non-Executive Independent Director on the Board of Directors of the Company.**

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 17(1A), 17(1C), 17(1E), 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and approval of Board the consent of the members be and is hereby accorded for re-appointment of Justice Smt. Chitra Venkataraman (Retd.), (DIN: 07044099), who will be completing 75 years of age on 22<sup>nd</sup> April, 2027, as a Non-Executive Independent Director for a term of five (5) consecutive years from 30<sup>th</sup> August, 2025 to 29<sup>th</sup> August, 2030, not liable to retire by rotation”.

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

**RAJAPALAYAM  
29-08-2025**

**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 29<sup>th</sup> August, 2025 (“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](http://www.rajapalayammills.co.in), the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on website of CDSL at [www.evotingindia.com](http://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 Wednesday, the 10<sup>th</sup> September, 2025 to 5:00 PM on Thursday, the 09<sup>th</sup> October, 2025. 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 29<sup>th</sup> August, 2025, may exercise the remote e-voting. Remote e-voting shall not be allowed beyond 5:00 PM on Thursday, the 09<sup>th</sup> October, 2025.
  - 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: <i><a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></i> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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:  <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>  (or)  <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></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 &amp; 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at  <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>  Visit the e-voting website of NSDL. Open the web browser and type the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 will</p>

Type of shareholders	Login Method
	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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 210 99 11.
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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](http://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](http://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	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
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 RENGANATHAN.S with folio number 1 then enter RE00000001 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](http://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](mailto: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](mailto:canajco@gmail.com) and to the Company at the email address viz. [investorgrievance@ramcotex.com](mailto: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 29<sup>th</sup> August, 2025.
9. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon from the date of circulation of the Notice upto the closure of remote e-voting.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of remote e-voting. Members seeking to inspect such documents can send an email to [investorgrievance@ramcotex.com](mailto:investorgrievance@ramcotex.com).
10. 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 210 99 11.

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

**RAJAPALAYAM  
29-08-2025**

**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 6 in the Notice:

**Item No. 1 to 4**

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 11-08-2025, 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 Resolution(s) 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 or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>M/s. Ramco Industries Limited (RIL)</p> <p><b>Relationship:</b> M/s. Ramco Industries Limited is a member of Promoter group of Rajapalayam Mills Limited (RML).</p> <p>RML is a Member of Promoter group of RIL</p> <p><b>Nature of interest:</b> M/s. Ramco Industries Limited holds 1.73% equity shares in RML.</p> <p>RML holds 13.59% of equity shares in RIL</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 Shri P.V. Abinav Ramasubramainam Raja are also promoters of RIL.
3.	Type, tenure, material terms and particulars	<p>Purchase of building materials from RIL and / or Purchase / Sale of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries &amp; other products / rendering or availing of services and 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 a period of 3 financial years from FY 2025-26 to FY 2027-28.</p>
4.	Value of the transaction	Aggregate transaction value up to Rs. 450 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 (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	50.08%
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,</p>	Not Applicable

	<p>inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured;</p> <p>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 building materials from RIL and / or purchase / sale good quality Cotton / Yarn / Textile Products / Job work services and others.</p> <p>RIL 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 RIL or utilize our facilities for doing Job work for meeting committed delivery to Customers.</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 – B**

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>M/s. Sandhya Spinning Mill Limited (SSM)</p> <p><b>Relationship:</b></p>

		<p>M/s. Sandhya Spinning Mill Limited is a member of Promoter group of Rajapalayam Mills Limited (RML).</p> <p><b>Nature of interest:</b> M/s. Sandhya Spinning Mill Limited holds 0.01% equity shares in RML.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Shri. P.R. Venketrama Raja, Smt. P.V. Nirmala Raja, Shri. Abinav Ramasubramaniam Raja, are promoters of SSM.
3.	Type, tenure, material terms and particulars	<p>Purchase / Sale of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries &amp; other products / rendering or availing of services / extending Corporate Guarantees to lenders on behalf of SSM and 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 a period of 3 financial years from FY 2025-26 to FY 2027-28.</p>
4.	Value of the transaction	Aggregate transaction value up to Rs. 450 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 (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	50.08%
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	

	<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"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <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>	Not Applicable
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 / Textile Products / Job work services and others.</p> <p>SSM 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 SSM or utilize our facilities for doing Job work for meeting committed delivery to Customers.</p> <p>The Company proposes to provide guarantees to strengthen the credit worthiness which will enable SSM 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.
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**Table No – C**

S.No	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>M/s. Sri Vishnu Shankar Mill Limited (SVSM)</p> <p><b>Relationship:</b> 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><b>Nature of interest:</b> 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.	<p>Shri. P.R. Venketrama Raja, Shri. S.S. Ramachandra Raja, are also Promoters of SVSM.</p>
3.	Type, tenure, material terms and particulars	<p>Purchase / Sale of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries &amp; other products / rendering or availing of services and 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 a period of 3 financial years from FY 2025-26 to FY 2027-28.</p>
4.	Value of the transaction	Aggregate transaction value up to Rs.450 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 (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	50.08%
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"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <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>	Not Applicable
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 / Textile Products / 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 our facilities for doing Job work for meeting committed delivery to Customers.</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 entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>M/s. The Ramaraju Surgical Cotton Mills Limited (RSCM)</p> <p><b>Relationship:</b> 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><b>Nature of interest:</b> 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>Purchase / Sale of Cotton, Waste Cotton, Yarn, Textile products, Store materials, Job work services, Textile machineries &amp; other products / rendering or availing of services and 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 a period of 3 financial years from FY 2025-26 to FY 2027-28.</p>
4.	Value of the transaction	Aggregate transaction value up to Rs. 450 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 (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	50.08%
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"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <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>	Not Applicable
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 / Textile Products / Job work services and others.</p> <p>RSCM 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 RSCM or utilize our facilities for doing Job work for meeting committed delivery to Customers.</p>

		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.

#### Item No.5

In accordance with the provisions of Section 186(2) of the Companies Act, 2013 (“the Act”), a company is restricted from, either directly or indirectly:

- (a) granting any loan to any person or body corporate;
- (b) providing any guarantee or security in connection with a loan to any person or body corporate; or
- (c) acquiring securities of any other body corporate by way of subscription, purchase, or otherwise;

if the aggregate of such transactions exceeds 60% of its paid-up share capital, free reserves and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher.

As per Section 186(3) of the Act, if the proposed loan, guarantee, security or investment exceeds the above limits, prior approval of the shareholders by way of Special Resolution at a General Meeting is mandatory.

The threshold limit under Section 186(2) of the Act, based on the Company’s financial position as on 30-06-2025, is computed as follows:

- a. Paid-up Share Capital – Rs.9.22 Crores.
- b. Free Reserves– Rs.292.09 Crores
- c. Securities Premium – Rs.117.02 Crores

1. 60% of paid up capital, free reserves and securities premium account as on 30-06-2025.	Rs.251.00 Crores
2. 100% of free reserves and securities premium as on 30-06-2025.	Rs.409.11 Crores
<b>Higher of the above</b>	<b>Rs.409.11 Crores</b>

Accordingly, the maximum permissible limit under Section 186(2) of the Act for making investments, granting loans, or providing guarantees/security is Rs. 409.11 Crores. Out of this the Company has utilized Rs.357.76 Crores and the remaining limit may not be sufficient to meet the future requirements of the Company.

In view of the long-term strategic interests and business relationships, the Company intends to exceed the aforementioned limits and therefore it is necessary to seek shareholders' prior approval to invest, grant loans, or provide guarantees/security to group companies or other bodies corporate, up to a limit of Rs.150 crores over and above the aggregate loans or guarantees so far given or securities, so far provided or securities so far acquired amounting to Rs.357.76 Crores already made by the Company.

The Board of Directors recommended the resolution for approval of the members by way of a Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company, or their relatives, is in any way, financially or otherwise, concerned or interested in the said resolution.

#### **Item No. 6**

Presently, the Board Comprises of 5 Independent Directors and 5 Non-independent Directors. Out of the above Directors, Justice Smt. Chitra Venkataraman (Retd), (DIN: 07044099), was appointed as an Additional Director under the category of Independent Director by the Board of Directors on 11<sup>th</sup> August, 2025 and her first term of office ends on 29<sup>th</sup> August, 2025 (i.e. date of 89<sup>th</sup> AGM).

As per second proviso to Regulation 17(1E) of the LODR when a vacancy arises due to expiration of the term of office of any director, it has to be filled not later than the date such office is vacated. Hence, the Company has to fill up the vacancy when Justice Smt. Chitra Venkataraman completed her first term.

Further to that, the Nomination and Remuneration Committee of the Company in pursuance of Section 178(2) of the Companies Act, 2013 has recommended the re-appointment of Justice Smt. Chitra Venkataraman (Retd.) as a Non-Executive Independent Director of the Company for her second term of office commencing from 30<sup>th</sup> August, 2025 to 29<sup>th</sup> August, 2030. Based on the recommendation of the Nomination and Remuneration Committee, the Board has re-appointed Justice Smt. Chitra Venkataraman as Non-Executive Independent Director of the Company at their meeting held on 29<sup>th</sup> August, 2025, subject to the approval of members. On approval of the Members, she will be a Non-Executive Independent Director on the Board and her second tenure of office shall be for five (5) consecutive years commencing from 30<sup>th</sup> August, 2025 and ends on 29<sup>th</sup> August, 2030, not subject to retirement by rotation.

In accordance with Section 149(6) of the Companies Act, 2013, she fulfils the criteria with respect to qualification, positive attributes and is a person of integrity and possess relevant expertise and experience and in the opinion of the Board, she satisfies the criteria of Independence and conditions specified in the Companies Act, 2013, as well as SEBI (LODR) for being appointed as a Non-Executive Independent Director.

In accordance with Sub-paragraph 1A, Para A, Part D of Schedule II of LODR, appointment of Justice Smt. Chitra Venkataraman (Retd.) as a Non-Executive Independent Director would ensure that there is appropriate balance of skills, experience and knowledge in the Board of Directors. Her inclusion would not only meet the mandatory Board constitution requirement but also enhance the diversity of the Board. The proposal is in accordance with the Nomination and Remuneration Policy. The Company has received consent in writing from Justice Smt. Chitra Venkataraman (Retd.) to act as Director in Form DIR-2, intimation to the effect that she has not been disqualified to be appointed as Director and declaration that she meets the criteria of independence and other declarations for being appointed as a Non-Executive Independent Director and assurance that she would be able to devote sufficient time and attention for discharging her obligations as an Independent Director.

In terms of Section 150 of Companies Act, 2013, read with Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014, Justice Smt. Chitra Venkataraman (Retd.) had registered herself with the Independent Directors Data Bank of Indian Institute of Corporate

Affairs and has got exemption from passing the proficiency test, conducted by Indian Institute of Corporate Affairs. She will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.

In terms of Regulation 25(2A) of LODR, the re-appointment of Independent Director, shall be subject to the approval of the Members by way of a Special Resolution.

The brief profile of Justice Smt. Chitra Venkataraman (Retd.) is given below:

*Justice Smt. Chitra Venkataraman (Retd.), 73 years, is a graduate in Economics from Ethiraj College, Chennai and B.L. from Madras Law College, Chennai and started her practice at Madras High Court. She specialised in Direct and Indirect tax laws. She was appointed as Government Pleader during the period 1991 to 1995 and thereafter as the standing counsel for Income Tax for 10 years. She was elevated as Judge of Madras High Court in the year 2005 and retired in April 2014. She has served as an Independent Director on the Boards of LMW Limited, The Ramco Cements Limited and Ramco Industries Limited and is currently an Independent Director on the Board of Ramco Systems Limited and Super Sales India Limited. She had not resigned from any listed entity in the past three years. Her Memberships and Chairmanships of Committees of other Boards are disclosed below as part of the disclosure pursuant to Reg 36(3) of SEBI LODR.*

Skill / Expertise / Competency	Legal Knowledge, Tax Planning and Management.
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She holds no shares in Rajapalayam Mills Limited.

As per Regulation 17(1A) of LODR, no listed Company shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect. If approved by the Members and consequent to her re-appointment, Justice Smt. Chitra Venkataraman (Retd.) would be attaining the age of 75 years during her tenure on 22<sup>nd</sup> April, 2027. Considering her vast experience and expertise, it is proposed to seek the approval of the Shareholders by way of a Special Resolution for her re-appointment.

The statement pursuant to Section 102 of the Companies Act, 2013, may be treated as the required justification for the re-appointment of Justice Smt. Chitra Venkataraman (Retd.).

Except Justice Smt. Chitra Venkataraman (Retd.), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. She also does not have any pecuniary relationship or transactions with the Company.

**Pursuant to Regulation 36(3) of the SEBI (LODR) and Secretarial Standards on General Meetings, details of Directors seeking Appointment:**

**Item No. 6**

Name of the Director	Justice Smt. Chitra Venkataraman (Retd.)
Director Identification Number (DIN)	07044099
Age / DOB	73 years / 22-04-1952
Qualifications	Graduate in Economics and Bachelor of Law

Experience	Refer Explanatory Statement given above.
Expertise in specific functional areas	Refer Explanatory Statement given above.
Skills and capabilities required for the role and the way he meets such requirements	Refer Explanatory Statement given above.
Terms and conditions of appointment	Appointment as a Non-Executive Independent Director for five (5) consecutive years commencing from 30 <sup>th</sup> August, 2025 to 29 <sup>th</sup> August, 2030 (for further details refer the Explanatory Statement given above).
Date of First Appointment to the Board	11 <sup>th</sup> August, 2025
Details of remuneration sought to be paid	She will be eligible for remuneration by way of sitting fee and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time.
Details of remuneration last drawn	Nil
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	1 (One)
Other Directorships	1. M/s. Ramco Systems Limited 2. M/s. Super Sales India Limited
Memberships and Chairmanships of Committees of other Board	1. M/s. Ramco Systems Limited – Member of Audit Committee. 2. M/s. Super Sales India Limited - Member of Nomination and Remuneration Committee. 3. M/s. Super Sales India Limited - Member of Stakeholders Relationship Committee.