

RAJAPALAYAM MILLS LIMITED

Regd. Office : Rajapalayam Mills Premises, P.A.C. Ramasamy Raja Salai,
Post Box No. 1, Rajapalayam, Tamil Nadu, Pin : 626 117.

CIN : L17111TN1936PLC002298
PAN : AAACR8897F
GSTIN : 33AAACR8897F1Z1



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Website : www.rajapalayammills.co.in

Date : 28-07-2021

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

Scrip Code: 532503

Dear Sir,

Sub: Notice to Shareholders for convening Annual General Meeting

Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith copy of Notice to Shareholders, informing them about convening of the 85th Annual General Meeting of our Company at 10.00 A.M. on Wednesday, the 25th August, 2021 through Video Conferencing / Other Audio Visual Means.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For RAJAPALAYAM MILLS LIMITED

A. ARULPRANAVAM
SECRETARY

NOTICE



NOTICE TO THE MEMBERS

Notice is hereby given that the 85th Annual General Meeting of the Company will be held at 10.00 A.M. on Wednesday, the 25th August, 2021. This Annual General Meeting is being conducted through Video Conferencing / Other Audio Visual Means (VC), the details of which are provided in the Notes to this Notice. The following are the businesses that would be transacted at this Annual General Meeting.

ORDINARY BUSINESS - ORDINARY RESOLUTION

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED that the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED that a Dividend of ₹ 0.50 per Share be and is hereby declared for the year ended 31st March, 2021 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Depositories as on 19th August, 2021."

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED that Smt. P.V. Nirmala Raju (DIN: 00474960), who retires by rotation, be and is hereby re-appointed as Director of the Company."

4. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED that Shri P.R. Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS - SPECIAL RESOLUTION

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

"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri P.A.S. Alaghar Raja (DIN 00487312), Independent Director of the Company, whose term ends on 10-02-2022 be re-appointed as Independent Director for another term of 5 years starting from 11-02-2022 to 10-02-2027."



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SPECIAL BUSINESS - ORDINARY RESOLUTION

6. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and out-of-pocket expenses payable to Shri M. Kannan, Cost Accountant (Firm Registration No. 102185) appointed as the Cost Auditor of the Company by the Board of Directors, for the financial year 2021-22 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed."

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

P.R. VENKETRAMA RAJA
CHAIRMAN

RAJAPALAIYAM,
28th May, 2021.

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
 2. The Company has chosen to conduct this Annual General Meeting through Video Conferencing, in view of continuing COVID-19 pandemic. The Annual General Meeting would be conducted in accordance with the -
 - (i) General Circular No: 02/2021 dated 13th January, 2021 issued by Ministry of Corporate Affairs, Government of India;
 - (ii) Circular No: SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by Securities and Exchange Board of India (SEBI); and
 - (iii) Such other instructions that may be issued by Statutory Authorities.
 3. The Company would be providing the Central Depository Services (India) Limited's (CDSL) system for the members to cast their vote through remote e-Voting and participate in the Annual General Meeting through Video Conference.
 4. Proxies are not being sent to shareholders, as the meeting is being conducted through Video Conference.
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NOTICE

5. The Company is also releasing a Public Notice by way of advertisement being published in English in Business Line (All editions) and in Tamil in Dinamani (Madurai editions), containing the following information:
- Convening of Annual General Meeting through Video Conference in compliance with applicable provisions of the Act.
 - Date and Time of the Annual General Meeting.
 - Availability of Notice of the Meeting on the website of the Company and the stock exchange, viz. BSE Limited, where the Company's shares are listed and at <http://www.evotingindia.com>.
 - Requesting the members who have not registered their E-Mail addresses with the Company, to get the same registered with the Company.
6. The cut-off date will be Thursday the 19th August, 2021 for determining the eligibility to vote by remote e-Voting or in the Annual General Meeting.
7. Pursuant to Rule 8 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company (www.rajapalayammills.co.in), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over seven years will be transferred to the Investor Education and Protection Fund of the Central Government. Hence, the Members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund.

The details of due dates for transfer of such unclaimed dividend to the said Fund are:

FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEP FUND
31-03-2014 Final Dividend	04-08-2014	03-08-2021	01-09-2021
31-03-2015 Dividend	12-08-2015	11-08-2022	09-09-2022
31-03-2016 Interim Dividend	16-03-2016	15-03-2023	13-04-2023
31-03-2017 Dividend	10-08-2017	09-08-2024	07-09-2024
31-03-2018 Dividend	10-08-2018	09-08-2025	07-09-2025
31-03-2019 Dividend	14-08-2019	13-08-2026	11-09-2026
31-03-2020 Dividend	15-09-2020	14-09-2027	13-10-2027



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8. In accordance with Section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividends lying with the Company for a period of over seven years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
9. In accordance with Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application. The procedure is available at **www.iepf.gov.in**.
10. Despatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - **www.rajapalayammills.co.in** and at the websites of the BSE Limited, where the Company's shares are listed.
11. The Company has fixed Thursday, 19th August, 2021 as the 'Record Date' for determining entitlement of members to dividend for the financial year ended March 31, 2021, if approved at the AGM.
12. As per Income Tax Act, 1961, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to **investorgrievance@ramcotex.com** on or before 10th August, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to **investorgrievance@ramcotex.com**. The aforesaid declarations and documents need to be submitted by the shareholders on or before 10th August, 2021.



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13. Voting through electronic means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015] the Company is providing members remote e-voting facility to exercise their right to vote at the 85th AGM and the business may be transacted through such voting, through e-Voting services provided by CDSL.
- B. The facility for remote e-Voting shall remain open from 9.00 AM on Sunday, the 22nd August 2021 to 5.00 PM on Tuesday, the 24th August 2021. 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. Thursday, the 19th August 2021, may opt for remote e-Voting. Remote e-Voting shall not be allowed beyond 5.00 PM on Tuesday, the 24th August 2021.
- 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 and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below:

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



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Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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 or joining the AGM through VC & voting during the meeting.</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/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing 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 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.</p>

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Type of shareholders	Login Method
	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 022-23058738 and 022-23058542/43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30



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

1. The shareholders should log on to the e-Voting website **www.evotingindia.com**
2. 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:

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

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / DP are requested to use the first two letters of their name and the 8 digits of the Folio No. in the PAN field.</p> <p>In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is GUHAN.S with folio number 1 then enter GU00000001 in the PAN Field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction F.</p>



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- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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 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. Facility for Non - Individual Shareholders and Custodians - Remote Voting
 - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - iii. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
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- iv. The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - v. 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.
 - vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at **canajco@gmail.com** and to the Company at the email address viz. **investorgrievance@ramcotex.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- Q. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, 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 on 022-23058738 and 022-23058542/43.
14. Instructions for shareholders attending the AGM through VC & e-Voting during meeting are as under:
- A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
 - B. The Members can join the AGM in the VC mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1,000 members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM.
 - C. Members are requested to join the AGM through Laptops / IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
 - D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.
 - E. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request at least 3 days prior to meeting mentioning your name, demat account number / folio number, email id, mobile number
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NOTICE

- (as registered with the Depository Participant (DP)/Company) to the mail ID: **investorgrievance@ramcotex.com**. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to meeting mentioning your name, demat account number / folio number, email id, mobile number to the mail ID: **investorgrievance@ramcotex.com**. These queries will be replied by the company suitably by email.
- G. Non-Individual members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorizing their representative to attend on their behalf at the meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address with a copy marked to **helpdesk.evoting@cDSLindia.com**.
- H. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- I. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.
- J. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- K. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- L. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
- M. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. 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 like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by E-mail to Company.
- B. For Individual Demat shareholders, please update your E-Mail ID & Mobile Number with your respective DP which is mandatory while e-Voting & joining the AGM through VC through Depository.
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- C. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at 022-23058738 and 022-23058542/43.
16. Any person, who acquires shares of the Company and becomes a member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. 19th August 2021, may obtain the Login ID and Password by following the procedures mentioned in Point No: 13 (D) or (F), as the case may be.
17. 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 Thursday, the 19th August, 2021.
18. Shri R. Palaniappan, Chartered Accountant (Membership No: 205112), Partner, M/s. N.A. Jayaraman & Co., Chartered Accountants will act as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
19. The scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-Voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
20. 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.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,

P.R. VENKETRAMA RAJA
CHAIRMAN

RAJAPALAIYAM,
28th May, 2021.



NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Shri P.A.S. Alaghar Raja (DIN 00487312) aged 45 is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 10-08-2017, Shri P.A.S. Alaghar Raja was appointed as Independent Director of the Company, for a period of 5 years starting from 11-02-2017 to 10-02-2022. In accordance with Section 149 (10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

Shri P.A.S. Alaghar Raja is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment is in accordance with Nomination and Remuneration Policy of the Company.

His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His Profile in brief and the rationale for his re-appointment are given below:-

Shri P.A.S. Alaghar Raja, holds a Diploma in Textile Technology. He has specialized knowledge and experience in Textile Industry for 2 decades. He is a Whole time Director of M/s. Tirupathi YarnTex Spinners Private Limited. He is also a Director in the following Companies:

- 1) Sri Vishnu Shankar Mill Limited
- 2) Rajapalayam Textile Limited

In accordance with Regulation 17(10) of SEBI (LODR) Regulations 2015 and Schedule IV of the Companies Act, 2013, the Board of Directors at their meeting held on 04-02-2021, have evaluated the Performance of Shri P.A.S. Alaghar Raja and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board Meetings.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri P.A.S. Alaghar Raja fulfils the conditions specified in the Companies Act, 2013 for such re-appointment.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of SEBI (LODR) Regulations, 2015 and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2021 had recommended to extend the term of office of Shri P.A.S. Alaghar Raja by re-appointing him for another period of 5 years from 11-02-2022 to 10-02-2027.

Shri P.A.S. Alaghar Raja holds 6,520 Shares in the Company as on 31-03-2021.



NOTICE

The draft letter of re-appointment for Shri P.A.S. Alaghar Raja as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Shri P.A.S. Alaghar Raja, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Standard 1.2.5 of SS-2.

Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Textile Products for the financial year 2021-22.

On the recommendation of the Audit Committee at its meeting held on 28-05-2021, the Board had approved the appointment of Shri M.Kannan, Cost Accountant (Firm Registration No. 102185) as the Cost Auditor of the Company to audit the Company's Cost Records relating to manufacture of Textile Products at a remuneration of ₹ 1,50,000/- plus applicable taxes and out-of-pocket expenses for the financial year 2021-22.

The remuneration of the cost auditor is required to be ratified by the Members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

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

P.R. VENKETRAMA RAJA
CHAIRMAN

RAJAPALAIYAM,
28th May, 2021.

NOTICE



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

Details of Director Seeking Re-appointment at the 85th Annual General Meeting Pursuant to Secretarial Standards on General Meetings:

Name of the Director	Smt. P.V. Nirmala Raju
Director Identification Number (DIN)	00474960
Age	55 years
Qualification & Experience	Smt. P.V. Nirmala Raju has a Bachelor's Degree (B.E.) in Computer Science Engineering from Anna University and Masters in Arts in Applied Educational Leadership & Management from University of London. She has specialized knowledge and experience in Textile Industry for more than a decade.
Terms and conditions of reappointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013.
Date of First Appointment to the Board	24-04-2019
Shareholding in the Company as on 31-03-2021	13,920 Equity Shares of ₹ 10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Smt. P.V. Nirmala Raju is the wife of Shri P.R. Venketrama Raja, Chairman of the Company. Smt. P.V. Nirmala Raju is the mother of Shri P.V. Abinav Ramasubramaniam Raja, Director of the Company and Smt. P.V. Nirmala Raju is the daughter-in-law of Smt. R. Sudarsanam, Managing Director of the Company.
No. of Meetings of the Board attended during the year	4
Other Directorships as on 31-03-2021	Sandhya Spinning Mill Limited Sound Investment and Leasing Private Limited Barefoot Dance Company India Private Limited
Memberships and Chairmanships of Committees of other Board	Details given below

S.No.	Name of the Company	Name of the Committee	Position held (Chairman / Member)
1.	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Member
2.	Rajapalayam Mills Limited	Corporate Social Responsibility Committee	Member



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Name of the Director	Shri P.R.Venketrama Raja
Director Identification Number (DIN)	00331406
Age	62 years
Qualification & Experience	Shri P.R.Venketrama Raja, has a Bachelor's Degree (B.Tech) in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA. He has been on the Board of Rajapalayam Mills Limited since 1986. He has more than 3 decades of Industrial Experience with specific knowledge in Textiles, Cement and Information Technology sectors.
Terms and conditions of reappointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013.
Date of First Appointment to the Board	25-04-1986
Shareholding in the Company as on 31-03-2021	14,66,080 Equity Shares of ₹ 10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri P.R.Venketrama Raja is the son of Smt. R. Sudarsanam, Managing Director of the Company. Shri P.R.Venketrama Raja is the husband of Smt. P.V. Nirmala Raju, Director of the Company and Shri P.R.Venketrama Raja is the father of Shri P.V. Abinav Ramasubramaniam Raja, Director of the Company.
No. of Meetings of the Board attended during the year	5
Other Directorships as on 31-03-2021	The Ramco Cements Limited The Ramaraju Surgical Cotton Mills Limited Ramco Industries Limited Ramco Systems Limited Ram Sandhya Farms Private Limited Sri Sandhya Farms (India) Private Limited Ramamandiram Agricultural Estate Private Limited Nirmalashankar Farms & Estates Private Limited Sandhya Spinning Mill Limited Rajapalayam Textile Limited

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<p>Other Directorships as on 31-03-2021</p>	<p>Sri Vishnu Shankar Mills Limited Lynks Logistics Limited Ramco Management Private Limited Ramamandiram Management Consultancy Private Limited Rajapalayam Chamber of Commerce and Industry RCDC Securities and Investments Private Limited Ramco Systems Corporation, USA Ramco Systems Limited, Switzerland Ramco Systems Sdn Bhd., Malaysia Ramco Systems Pte. Limited, Singapore Sri Ramco Lanka (Private) Limited, Sri Lanka Sri Ramco Roofings Lanka Private Limited - Sri Lanka RSL Enterprise Solutions (Pty) Limited, South Africa Ramco Systems Canada Inc., Canada Ramco Systems FZ-LLC, Dubai Ramco Software Japan Limited, Japan Ramco Systems Australia Pty Limited, Australia</p>
<p>Memberships and Chairmanships of Committees of other Board</p>	<p>Details given below:</p>

S.No.	Name of the Company	Name of the Committee	Position held (Chairman / Member)
1.	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
2.	Rajapalayam Mills Limited	Corporate Social Responsibility Committee	Chairman
3.	Rajapalayam Mills Limited	Risk Management Committee	Chairman
4.	Rajapalayam Mills Limited	Rights Issue Committee	Chairman
5.	The Ramco Cements Limited	Audit Committee	Member
6.	The Ramco Cements Limited	Stakeholders Relationship Committee	Member
7.	The Ramco Cements Limited	Corporate Social Responsibility Committee	Member
8.	The Ramco Cements Limited	Risk Management Committee	Member
9.	The Ramco Cements Limited	Nomination and Remuneration Committee	Member



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S.No.	Name of the Company	Name of the Committee	Position held (Chairman / Member)
10.	Ramco Industries Limited	Audit Committee	Member
11.	Ramco Industries Limited	Stakeholders Relationship Committee	Chairman
12.	Ramco Industries Limited	Corporate Social Responsibility Committee	Chairman
13.	Ramco Industries Limited	Risk Management Committee	Chairman
14.	Ramco Systems Limited	Stakeholders Relationship Committee	Chairman
15.	Ramco Systems Limited	Corporate Social Responsibility Committee	Chairman
16.	Ramco Systems Limited	Allotment Committee	Member
17.	Ramco Systems Limited	Fund Raising Committee	Member
18.	The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Chairman
19.	The Ramaraju Surgical Cotton Mills Limited	Corporate Social Responsibility Committee	Chairman
20.	Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Chairman
21.	Sandhya Spinning Mill Limited	Corporate Social Responsibility Committee	Chairman