

RAJAPALAYAM MILLS LIMITED

Regd. Office : Rajapalayam Mills Premises, P.A.C. Ramasamy Raja Salai,
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Date : 15-09-2020

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

Scrip Code: 532503

Dear Sir,

Sub: Proceedings of 84th Annual General Meeting held on 15-09-2020

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the 84th Annual General Meeting held on 15-09-2020.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For RAJAPALAYAM MILLS LIMITED

**A. ARULPRANAVAM
SECRETARY**

Encl.: As Above

PROCEEDINGS OF 84th ANNUAL GENERAL MEETING

Day & Date : Tuesday, the 15th September 2020
 The Annual General Meeting was held through
 Video Conferencing / Other Audio Visual Means (VC)

Time of Commencement : 10.15 AM
 Time of Conclusion : 10:50 AM

DIRECTORS PRESENT	CATEGORY / POSITION	ATTENDED THROUGH VC FROM
Shri P.R.Venketrama Raja	Chairman and Chairperson of Corporate Social Responsibility Committee & Stakeholders Relationship Committee	VC / Rajapalayam
Smt. R. Sudarsanam	Managing Director	VC / Rajapalayam
Smt. P.V. Nirmala Raju	Director	VC / Chennai
Shri S.S. Ramachandra Raja	Director	VC / Rajapalayam
Shri N.K. Ramasuwami Raja	Independent Director	VC / Rajapalayam
Shri A.V. Dharmakrishnan	Director	VC / Chennai
Justice Shri P.P.S. Janarthana Raja	Independent Director & Chairperson of Audit Committee and Nomination & Remuneration Committee	VC / Chennai
Shri V. Santhanaraman	Independent Director	VC / Chennai
Shri K.B. Nagendra Murthy	Independent Director	VC / Hyderabad
Smt. Soundara Kumar	Independent Director	VC / Coimbatore
Shri P.V. Abinav Ramasubramaniam Raja	Director	VC / Kodaikanal
Shri P.A.S. Alaghar Raja	Independent Director	VC / Rajapalayam
IN ATTENDANCE		
Shri A. Arulpranavam	Secretary	VC / Rajapalayam
BY INVITATION		
Shri B. Gnanagurusamy	Chief Financial Officer (CFO)	VC / Rajapalayam
Shri N. Mohanarengan	Chief Operating Officer(COO)	VC / Rajapalayam
AUDITORS PRESENT		
Shri R. Palaniappan	Representing M/s.N.A. Jayaraman, & Co., Chartered Accountants – Statutory Auditors & Also the Scrutiniser for this meeting	VC / Chennai
Shri P.Santhanam	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	VC / Chennai
Shri M.R.L. Narasimha	Secretarial Auditor	VC / Coimbatore



The meeting was attended by 55 members through VC.

The Secretary welcomed the Shareholders and informed that the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India. He further informed that the Company had provided video conferencing of the proceedings of Meeting through CDSL Platform and requested Chairman to preside over the meeting.

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

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

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

The Chairman introduced the Directors and invitees participated through VC.

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

Secretary announced that since the Notice convening 84th Annual General Meeting along with Directors' Report, Business Responsibility Report, Statutory Auditors Report, Secretarial Auditor Report and Financial Statements have already been circulated by e-mail to shareholders and hosted on the website of the Company and the Stock Exchange (BSE Limited), the Notice had been taken as read.

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

Secretary informed the members that the e-voting process had been explained in the Notice convening the AGM. For those persons who had acquired shares subsequent to the despatch of the annual report before the cut-off date (i.e. 09-09-2020), the notice for the AGM containing the instructions had been mailed to them individually.

Secretary informed the Members that the facility of remote e-voting for the Members was commenced at 9:00 a.m. on Saturday, the 12th September 2020 and concluded at 5:00 p.m. on Monday, the 14th September 2020. Members who were present at the AGM and had not cast their votes by remote e-voting could cast their votes during the Meeting.

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



Secretary opened the session for Questions and Answers. Secretary informed that the Company had made necessary arrangements for the two-way communication in the meeting, for the shareholders who have registered themselves as Speakers to express their views. Accordingly, out of two Shareholders who had been registered as speaker shareholders, only one Shareholder participated in the meeting and spoke during the AGM. The Chairman adequately clarified the queries raised by the Shareholder.

The following items of business as set out in the Notice convening the 84th Annual General Meeting were transacted.

No	ORDINARY BUSINESS – ORDINARY RESOLUTION
1	Adoption of Financial Statements (Both Separate and Consolidated) for the year ended 31 st March, 2020.
2	Declaration of dividend of Re.1 per share for the year 2019-20.
3	Re-appointment of Shri. A.V. Dharmakrishnan (DIN:00693181), as a Director, who retires by rotation.
4	Re-appointment of Shri. P.V. Abinav Ramasubramaniam Raja (DIN:07273249), as a Director, who retires by rotation.

	SPECIAL BUSINESS – SPECIAL RESOLUTION
5	Re-appointment of Smt. Soundara Kumar (DIN: 01974515) as Independent Director for second term of 5 years starting from 27-08-2020 to 26-08-2025

	SPECIAL BUSINESS – ORDINARY RESOLUTION
6	Ratification of remuneration of Rs.1,40,000/- (exclusive of GST and out of pocket expenses) to Shri M. Kannan, Cost Auditor of the Company, for the financial year 2020-21.

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

Secretary informed that, voting results along with the scrutiniser report would be submitted to the stock exchange within 48 hours from the conclusion of the AGM as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the same would be placed on the website of the Company and would also be provided to Central Depository Services (India) Limited.

The Chairman thanked all the participants for having attended the Meeting.

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

For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.

