

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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M/s. BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code: 532503

No. 3988
Date : 11-11-2017

Dear Sir,

Sub: Outcome of Board Meeting

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

We wish to inform that the Board of Directors of the Company at their meeting held today (i.e. 11-11-2017) has approved acquiring 6,71,000 Shares of M/s. Ramco Windfarms Limited having face value of Rs.1/- each, which is 6.71% of the paid up share capital of M/s. Ramco Windfarms Limited

The disclosure required under Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For RAJAPALAYAM MILLS LIMITED

**A. ARULPRANAVAM
SECRETARY**

Encl: As above.

The disclosure required under Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

1.	Name of the target entity, details in brief such as size, turnover etc.	<p>M/s. Ramco Windfarms Limited</p> <p>Paid up capital - 100,00,000 Shares of Rs.1/- each</p> <p>Turnover - Rs.1,779.73 Lakhs (FY 2016-17)</p>												
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length"	<p>Yes. The Shares of M/s. Ramco Windfarms Limited are proposed to be acquired from M/s. Thanjavur Spinning Mills Limited.</p> <p>Directors of M/s. Rajapalayam Mills Limited hold 23.38% of equity share capital in M/s. Thanjavur Spinning Mills Limited.</p> <p>Target entity:</p> <p>M/s. Ramco Windfarms Limited is a Subsidiary Company of M/s. The Ramco Cements Limited mainly formed for consuming wind power under Group captive arrangement. Rajapalayam Mills Limited already holds 1.61% of shares in M/s. Ramco Windfarms Limited and is classified as an Associate Company under Indian Accounting Standards. The shareholding details are given below:</p> <table border="1" data-bbox="791 1691 1372 2004"> <thead> <tr> <th>Name</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>M/s.The Ramco Cements Limited and its nominees</td> <td>7150000</td> <td>71.50</td> </tr> <tr> <td>M/s. Rajapalayam Mills Limited</td> <td>161000</td> <td>1.61</td> </tr> <tr> <td>M/s. Sri Vishnu Shankar Mill Limited</td> <td>275000</td> <td>2.75</td> </tr> </tbody> </table>	Name	No. of Shares	%	M/s.The Ramco Cements Limited and its nominees	7150000	71.50	M/s. Rajapalayam Mills Limited	161000	1.61	M/s. Sri Vishnu Shankar Mill Limited	275000	2.75
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3.	Industry to which the entity being acquired belongs;	M/s. Ramco Windfarms Limited is engaged in generation and sale of electricity through windmills.															
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The object of acquiring the Shares of M/s. Ramco Windfarms Limited is to purchase electricity generated through windmills under Group Captive Arrangement.															
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	None															
6.	Indicative time period for completion of the acquisition;	On or before 31-03-2018															
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash															
8.	Cost of acquisition or the price at which the shares are acquired;	Rs. 6,71,000 (6,71,000 Shares of Rs.1/- each)															



9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Particulars	No. of Shares	%																								
		Existing Shareholding in M/s. Ramco Windfarms Limited	1,61,000	1.61																								
		Proposed to buy from M/s. Thanjavur Spinning Mill Limited	6,71,000	6.71																								
		Total	8,32,000	8.32																								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>M/s. Ramco Windfarms Limited is engaged in generation and sale of wind power with a capacity of 39.835 MW. The Company was incorporated on 26-11-2013 at Tamilnadu.</p> <p>Financial details are given below: (Rs. in Lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2016-17</th> <th>2015-16</th> <th>2014-15</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td>1779.73</td> <td>852.59</td> <td>1045.7</td> </tr> <tr> <td>Other Income</td> <td>1.15</td> <td>1.98</td> <td>7.28</td> </tr> <tr> <td>Total Revenue</td> <td>1780.88</td> <td>854.57</td> <td>1052.98</td> </tr> <tr> <td>Profit before Tax</td> <td>584.89</td> <td>45.07</td> <td>200.81</td> </tr> <tr> <td>Profit after Tax</td> <td>435.45</td> <td>30.16</td> <td>134.65</td> </tr> </tbody> </table>			Particulars	2016-17	2015-16	2014-15	Revenue from Operations	1779.73	852.59	1045.7	Other Income	1.15	1.98	7.28	Total Revenue	1780.88	854.57	1052.98	Profit before Tax	584.89	45.07	200.81	Profit after Tax	435.45	30.16	134.65
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