

RAJAPALAYAM MILLS LIMITED

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

CIN : L17111TN1936PLC002298
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No.
Date : 10-08-2017

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

Scrip Code: 532503

Dear Sir,

Sub: Proceedings of Annual General Meeting held on 10-08-2017

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 Annual General Meeting held on 10-08-2017.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For RAJAPALAYAM MILLS LIMITED

**A. ARULPRANAVAM
SECRETARY**

Encl.: As Above

PROCEEDINGS OF 81st ANNUAL GENERAL MEETING

Day & Date : Thursday, the 10th August, 2017
Venue : P.A.C. Ramasamy Raja Centenary Community
Hall, Sudarsan Gardens,
P.A.C. Ramasamy Raja Salai,
Rajapalayam-626108.
Time of Commencement : 10.00 A.M.
Time of Conclusion : 10.25 A.M.

Attendance / Holding	No. of Persons	Aggregate No. of Shares held
Attended in Person	41	39,48,643
Attended through Proxy	-	-

The following Directors were present at the Meeting:

1. Shri P.R. Venketrama Raja
Chairman of the Board, Stakeholders
Relationship Committee & Corporate
Social Responsibility Committee
2. Smt. R. Sudarsanam
Managing Director
3. Shri S.S. Ramachandra Raja
4. Shri N.K. Ramasuwami Raja
5. Justice Shri P.P.S. Janarthana Raja
Chairman of the Audit Committee
and Nomination & Remuneration
Committee
6. Shri K.B. Nagendra Murthy
7. Shri P.V. Abinav Ramasubramaniam Raja
8. Shri P.A.S. Alaghar Raja

Auditors present:

1. Shri K.Srinivasan
M/s. M.S. Jagannathan & N. Krishnaswami
Statutory Auditors
 2. Smt. V. Jayanthi
M/s. Ramakrishna Raja And Co.,
Statutory Auditors
 3. Shri R. Palaniappan
M/s. N.A. Jayaraman & Co.*
Chartered Accountants
 4. Shri R. Subburaman
Shri V. Rajeswaran
M/s. SRSV & Associates *
Chartered Accountants
- * Proposed Auditors for the years
2017-18 to 2021-22
5. Shri M.R.L. Narasimha
Secretarial Auditor



The following Executives were present at the Meeting:

In Attendance:

1. Shri A. Arulpranavam, Secretary

By Invitation:

1. Shri S. Kanthimathinathan, President
2. Shri B. Gnanagurusamy, Chief Financial Officer

Shri P.R. Venketrama Raja, Chairman of the Company presided.

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

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

The Chairman informed the gathering about the passing away of Shri P.R. Ramasubrahmaneya Rajha, the Company's former Chairman on 11-05-2017. The Members observed silence for a minute as a mark of respect to the departed soul.

The Chairman thanked the Shareholders for being a pillar of support to the former Chairman Shri P.R. Ramasubrahmaneya Rajha and to the Company all along. He sought their continued co-operation and support in the years to come as well. He also assured that he and the management team would assiduously follow the vision and path set by the former Chairman and would strive to take the Company to newer heights.

The Chairman explained the absence of Shri A.V. Dharmakrishnan, Shri V. Santhan Raman & Smt. Soundara Kumar Directors, which was due to their pre-occupation.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013, Auditors' Report and the Secretarial Auditor's Report were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Financial Statements comprising Separate (Standalone) and Consolidated Statement of Profit & Loss of the Company for the year ended 31st March 2017, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date, Auditors' Report to the Shareholders and Secretarial Auditor's Report, having already been circulated to the Members were taken as read. It was noted that there were no



qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report. It was also noted that there were no qualifications, observations or comments or other remarks, in the Secretarial Audit Report.

The Chairman reviewed the performance of the Company and adequately clarified the queries raised by the Members.

The Chairman thanked M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, M/s. Ramakrishna Raja And Co., Chartered Accountants, the retiring auditors for their valuable services rendered to the Company during their long association with the Company.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 6th August, 2017 and ended at 5.00 PM on 9th August, 2017. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.

The Chairman informed the Members that Shri K. Srinivasan, Chartered Accountant (Membership No:021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants had been appointed as the Scrutiniser to scrutinise the e-voting and the ballot process in a fair and transparent manner.

The Secretary read out the resolutions on which the Members were required to vote.

ORDINARY BUSINESS

RESOLUTION NO: 1 – ORDINARY RESOLUTION

“RESOLVED that the Directors' Report and the Company's Separate and Consolidated Statements of Profit & Loss for the year ended 31st March, 2017, Balance sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors' Report thereon be and are hereby considered and adopted.”

RESOLUTION NO: 2 – ORDINARY RESOLUTION

“RESOLVED that a Dividend of Rs.4 per share be and is hereby declared for the year ended 31st March, 2017 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Depositories as on 4th August, 2017.”



RESOLUTION NO: 3 – ORDINARY RESOLUTION

“RESOLVED that Shri S.S. Ramachandra Raja (DIN: 00331491), who retires by rotation, be and is hereby re-appointed as Director of the Company.”

RESOLUTION NO: 4 – 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.”

RESOLUTION NO: 5 – ORDINARY RESOLUTION

“RESOLVED that in terms of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. N.A. Jayaraman & Co., Chartered Accountants holding Firm Registration No. 001310S and M/s. SRSV Associates, Chartered Accountants holding Firm Registration No. 015041S be and are hereby jointly appointed as Statutory Auditors of the Company [in the place of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja & Co., Chartered Accountants, whose tenure as Auditors come to an end at the close of the 81st Annual General Meeting in terms of Section 139 (2) of the Companies Act, 2013] for 5 consecutive financial years commencing from the financial year 2017-18 and to hold office from the conclusion of 81st Annual General Meeting till the conclusion of 86th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every intervening Annual General Meeting to be held after this Annual General Meeting.

RESOLVED FURTHER that each of the Auditors shall be paid for the financial year 2017-18 a remuneration of Rs.2,20,000/- (Rupees Two lakhs twenty thousand only) per year plus applicable taxes and out-of-pocket expenses.

RESOLVED FURTHER that for the financial years 2018-19 to 2021-22, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

RESOLUTION NO: 6 – ORDINARY RESOLUTION

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri P.V. Abinav Ramasubramaniam Raja (DIN: 07273249), appointed as an Additional Director of the Company on 11-02-2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section



160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri P.V. Abinav Ramasubramaniam Raja, for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

RESOLUTION NO: 7 – ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri P.A.S. Alaghar Raja (DIN: 00487312), appointed as an Additional Director of the Company on 11-02-2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri P.A.S. Alaghar Raja, for the office of Director, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of 5 consecutive years from the date of his appointment, viz. 11-02-2017."

RESOLUTION NO: 8 – ORDINARY RESOLUTION

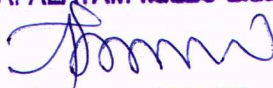
"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.93,000/- (Rupees Ninety three thousand only) plus applicable taxes and Out-of-pocket expenses 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 2017-18 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed"

The Chairman informed the Members that in accordance with Rule 20(4)(xii) and its Proviso of the Companies (Management and Administration) Rules, 2014, the Chairman or in his absence any Director of the Company had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to CDSL immediately after the declaration of result for placing on their website.

The results would also be submitted to the stock exchanges within 48 hours of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

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

For RAJAPALAYAM MILLS LIMITED


(A. ARULPRANAVAM)
Secretary.

