

# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

## MINUTES OF THE 79<sup>TH</sup> ANNUAL GENERAL MEETING

Day & Date	:	Wednesday, the 12 <sup>th</sup> August 2015
Venue	:	P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626108.
Time of Commencement	:	10.00 AM
Time of Conclusion	:	10.30 AM
Members attended in person	..	32
Members attended through proxy	..	Nil
Total	..	----- 32 -----

The following Directors were present at the Meeting:

1. Shri P.R. Ramasubrahmaneya Rajha, Chairman of the Board and  
Chairman of the Stakeholders Relationship Committee
2. Smt. R. Sudarsanam, Managing Director
3. Shri N.K. Ramasuwami Raja
4. Shri S.S. Ramachandra Raja
5. Justice Shri P.P.S. Janardhana Raja, Chairman of the Audit Committee  
and Chairman of the Nomination and Remuneration Committee

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 M.R.L. Narashima 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

Chairman's  
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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

Shri P.R. Ramasubrahmaneya Rajha, 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 explained the absence of Shri P.R. Venketrama Raja, Shri A.V. Dharmakrishnan, Shri V. Santhana Raman and Shri K.B. Nagendra Murthy, 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 was kept open and available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date and Cash Flow Statement for the year ended on that date having been already circulated to the Members were taken as read.

The Auditors' Report to the Shareholders was read by the Secretary. It was noted that there were no qualifications in the Auditor's Report

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

The Chairman informed the Members that the Company has provided remote e-voting facility to the Members to exercise their voting on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 9<sup>th</sup> August 2015 and ended at 5.00 PM on 11<sup>th</sup> August 2015. He also informed that the Members who had not availed the remote e-voting facility were requested to exercise their voting through ballot for which ballot papers and ballot box had been provided in the venue of the meeting.

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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

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

## ORDINARY BUSINESS

RESOLUTION NO: 1

### ORDINARY RESOLUTION

ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

"RESOLVED that the Directors' Report and the Company's Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2015, Balance sheet as at that date and Cash Flow Statement for the year ended on that date and the Auditors' Report thereon be and are hereby considered and adopted."

RESOLUTION NO: 2

### ORDINARY RESOLUTION

DECLARATION OF DIVIDEND AT RS 2.50 PER SHARE FOR THE YEAR 2014-2015

"RESOLVED that a Dividend of Rs.2.50 Per Share be and is hereby declared for the year ended 31<sup>st</sup> March, 2015."

RESOLUTION NO: 3

### ORDINARY RESOLUTION

APPOINTMENT OF SHRI P.R. RAMASUBRAHMANEYA RAJHA AS DIRECTOR, WHO RETIRES BY ROTATION.

"RESOLVED that Shri P.R. Ramasubrahmaneya Rajha, who retires by rotation, be and is hereby elected as Director of the Company."



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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

RESOLUTION NO: 4

ORDINARY RESOLUTION

APPOINTMENT OF SHRI S.S. RAMACHANDRA RAJA AS DIRECTOR, WHO RETIRES BY ROTATION.

"RESOLVED that Shri S.S. Ramachandra Raja, who retires by rotation, be and is hereby elected as Director of the Company."

RESOLUTION NO: 5

ORDINARY RESOLUTION

RATIFICATION OF APPOINTMENT OF M/S. M.S. JAGANNATHAN AND N. KRISHNASWAMI, CHARTERED ACCOUNTANTS AND M/S. RAMAKRISHNA RAJA AND CO., CHARTERED ACCOUNTANTS, AS AUDITORS

"RESOLVED that in terms of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, holding Firm Registration No.: 001208S and M/s. Ramakrishna Raja and Co, Chartered Accountants, holding Firm Registration No: 005333S, as Auditors of the Company for the second consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 04-08-2014, be and is hereby ratified."

SPECIAL BUSINESS

RESOLUTION NO: 6

ORDINARY RESOLUTION

APPOINTMENT OF SHRI K.B. NAGENDRA MURTHY AS AN INDEPENDENT DIRECTOR

"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,



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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

Shri K.B. Nagendra Murthy (DIN: 00359864), appointed as an Additional Director of the Company on 04-08-2014 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 K.B. Nagendra Murthy, 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. 04-08-2014."

RESOLUTION NO: 7

ORDINARY RESOLUTION

RATIFICATION OF FEE PAYABLE TO SHRI M. KANNAN, COST ACCOUNTANT, APPOINTED AS COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2015-16

"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.85,000/- exclusive of Service Tax and Out-of-pocket expenses payable to Shri M. Kannan, Cost Accountant (Firm Registration No. 102185) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2015-16 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed."

The Chairman informed that, Shri K. Srinivasan, Chartered Accountant, partner of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, who was the Scrutiniser for the E-voting process was the Scrutiniser for the poll also. He was requested to consolidate the voting particulars of the remote e-voting and the poll and submit his report.

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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

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

Based upon the scrutiniser's report, the results of the voting on the resolutions were given in Annexure.

Date of entry : 27-08-2015  
For RAJAPALAYAM MILLS LIMITED

  
(A. ARULPRANAVAM)  
Secretary.

  
P.R. RAMASUBRAHMANEYA RAJHA  
CHAIRMAN

Date of signing: 28-08-2015  
Place : RAJAPALAIYAM



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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

## Annexure

Resolution No.: 1                      Ordinary Resolution  
Adoption of Financial Statements for the year ended 31st March 2015

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	39,21,820	39,21,820	100.00%	39,21,820	0	100.00%	0.00%
Public Institutional Holders	2,060	0	0.00%	0	0	0.00%	0.00%
Public - Others	34,52,280	3,59,593	10.42%	3,59,593	0	100.00%	0.00%
<b>Total</b>	<b>73,76,160</b>	<b>42,81,413</b>	<b>58.04%</b>	<b>42,81,413</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

Resolution No.: 2                      Ordinary Resolution  
Declaration of Dividend at Rs.2.50 per share for the year 2014-15

Promoter/ Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	39,21,820	39,21,820	100.00%	39,21,820	0	100.00%	0.00%
Public Institutional Holders	2,060	0	0.00%	0	0	0.00%	0.00%
Public - Others	34,52,280	3,59,593	10.42%	3,59,593	0	100.00%	0.00%
<b>Total</b>	<b>73,76,160</b>	<b>42,81,413</b>	<b>58.04%</b>	<b>42,81,413</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

Resolution No.: 3                      Ordinary Resolution  
 Appointment of Shri P.R. Ramasubrahmaneya Rajha as Director, who retires by rotation

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	39,21,820	39,21,820	100.00%	39,21,820	0	100.00%	0.00%
Public Institutional Holders	2,060	0	0.00%	0	0	0.00%	0.00%
Public - Others	34,52,280	3,59,593	10.42%	3,59,593	0	100.00%	0.00%
<b>Total</b>	<b>73,76,160</b>	<b>42,81,413</b>	<b>58.04%</b>	<b>42,81,413</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

Resolution No.: 4                      Ordinary Resolution  
 Appointment of Shri S.S. Ramachandra Raja as Director, who retires by rotation

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	39,21,820	39,21,820	100.00%	39,21,820	0	100.00%	0.00%
Public Institutional Holders	2,060	0	0.00%	0	0	0.00%	0.00%
Public - Others	34,52,280	3,59,593	10.42%	3,59,593	0	100.00%	0.00%
<b>Total</b>	<b>73,76,160</b>	<b>42,81,413</b>	<b>58.04%</b>	<b>42,81,413</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

Resolution No.: 5 Ordinary Resolution

Ratification of appointment of M/s. M.S. Jagannathan and N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and co., Chartered Accountants, as Auditors

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	39,21,820	39,21,820	100.00%	39,21,820	0	100.00%	0.00%
Public Institutional Holders	2,060	0	0.00%	0	0	0.00%	0.00%
Public - Others	34,52,280	3,59,593	10.42%	3,59,593	0	100.00%	0.00%
Total	73,76,160	42,81,413	58.04%	42,81,413	0	100.00%	0.00%

Resolution No.: 6 Ordinary Resolution

Appointment of Shri K.B. Nagendra Murthy as an Independent Director

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	39,21,820	39,21,820	100.00%	39,21,820	0	100.00%	0.00%
Public Institutional Holders	2,060	0	0.00%	0	0	0.00%	0.00%
Public - Others	34,52,280	3,59,593	10.42%	3,59,593	0	100.00%	0.00%
Total	73,76,160	42,81,413	58.04%	42,81,413	0	100.00%	0.00%

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# RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

Resolution No.: 7

Ordinary Resolution

Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2015-16

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	39,21,820	39,21,820	100.00%	39,21,820	0	100.00%	0.00%
Public Institutional Holders	2,060	0	0.00%	0	0	0.00%	0.00%
Public - Others	34,52,280	3,59,593	10.42%	3,59,593	0	100.00%	0.00%
Total	73,76,160	42,81,413	58.04%	42,81,413	0	100.00%	0.00%



**-CERTIFIED TRUE COPY-**

For RAJAPALAYAM MILLS LIMITED

(A. ARULPRANAVAM)  
Secretary.

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