

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



Telephone : 91 4563 235666 (5 lines)
Fax : 91 4563 236520
E-mail : rajacot@ramcotex.com
rajacot@bsnl.in
Website : www.rajapalayammills.co.in

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

Date : 27-02-2024

Scrip Code: 532503

Dear Sir / Madam,

Sub: Postal Ballot Notice - Intimation under Regulation 30 of the SEBI (LODR) Regulations, 2015.

In terms of Regulation 30 of LODR, we hereby submit a copy of Postal Ballot Notice ('Notice') dated 20th January, 2024 seeking approval of the Members of the Company in respect of the below mentioned resolution(s) through remote e-voting process only:

S.NO	SPECIAL BUSINESS – SPECIAL RESOLUTION
1.	To approve appointment of Shri.M. Rathinasamy (DIN : 10391134) as a Non-Executive Independent Director on the Board of the Company
2.	To approve appointment of Shri. Sivaguru Chellappa (DIN : 01309727) as a Non-Executive Independent Director on the Board of the Company
3.	To approve appointment of Shri.N.S. Krishnamma Raja (DIN : 01655571) as a Non-Executive Independent Director on the Board of the Company

The aforesaid Notice has been sent electronically on 27-02-2024, to those Members whose names appear in the Register of Members or Register of Beneficial Owners as on the cut-off date i.e., Friday, the 23rd February, 2024 ('Cut-off Date') and whose e-mail address is registered with the Company / Depository Participant ('DPs'). The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, the 23rd February, 2024.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility to all the Members. The details of the procedure to cast the vote forms part of the 'Notes' section of the Notice.

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Website : www.rajapalayammills.co.in

The Postal Ballot e-voting facility will be available during the following period:

Commencement of Remote E-Voting	09:00 AM (IST) on Thursday, the 29 th February, 2024
Conclusion of Remote E-Voting	05:00 PM (IST) on Friday, the 29 th March, 2024

Remote e-voting shall not be allowed beyond 05:00 PM on Friday, the 29th March, 2024.

Members may note that the Notice will also be available on the Company's website at www.rajapalayammills.co.in, on the websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

We request you to kindly take the same on record.

Thanking you,

For **RAJAPALAYAM MILLS LIMITED**

K. MAHESWARAN
SECRETARY

Encl: As above



RAJAPALAYAM MILLS LIMITED

Registered Office: Rajapalayam Mills premises,
Post Box No. 1, P.A.C. Ramaswamy Raja Salai, Rajapalayam - 626117.
Ph.: 04563-235666 | Fax: 04563-236520 | E-Mail: rajacot@ramotex.com
CIN : L17111TN1936PLC002298 | Website : www.rajapalayammills.co.in

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India and, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders") is sought, via Postal Ballot Process through E-Voting only (voting through electronic means)

by way of special resolutions, for the appointment of:

Shri. M. Rathinasamy (DIN: 10391134)
Shri.Sivaguru Chellappa (DIN: 01309727)
Shri.N.S. Krishnamma Raja (DIN: 01655571)

as Non-Executive Independent Directors, for a period of 5 consecutive years commencing from 1st April, 2024 to 31st March, 2029.

Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this postal ballot notice (the “Postal Ballot Notice”).

Members’ consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at www.rajapalayammills.co.in and the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com. The Postal Ballot Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited (“BSE”) at www.bseindia.com.

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so requested by any shareholder, in physical form by courier to such shareholder’s registered postal address that is available with the Company. However, the communication of the assent or dissent of the Members would take place through e-voting only. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed Shri R. Palaniappan, Chartered Accountant (Membership No.205112) failing him Shri T.G. Harisha, Chartered Accountant (Membership No.246983) Partners of M/s. N.A. Jayaraman & Co, Chartered Accountants, (Firm Reg. No. 001310S) (E-Mail ID : canajico@gmail.com), to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Members shall exercise their right to vote on the resolutions included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence **at 09.00 A.M. IST on Thursday, the 29th February, 2024 and end at 05.00 P.M. IST on Friday, the 29th March, 2024**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Friday, the 29th March, 2024. Remote e-voting shall not be allowed beyond 05.00 PM on Friday, the 29th March, 2024.

The last date of e-voting, i.e. Friday, the 29th March, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by Chairman in writing who shall countersign the same and the Chairman or a person authorised by Chairman in writing shall declare the result of the voting forthwith.

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.

The proposed resolutions along with the Statement pursuant to Section 102 of the Act, setting out all material facts, concerning each item of Special Business and reasons thereof are annexed hereto for consideration of the Members.

SPECIAL BUSINESS – SPECIAL RESOLUTION

Item No: 1

To approve appointment of Shri. M. Rathinasamy (DIN: 10391134) as a Non-Executive Independent Director on the Board of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Shri. M. Rathinasamy (DIN: 10391134), as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years from 1st April, 2024 to 31st March, 2029.”

Item No: 2

To approve appointment of Shri. Sivaguru Chellappa (DIN: 01309727) as a Non-Executive Independent Director on the Board of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Shri. Sivaguru Chellappa (DIN : 01309727), as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years from 1st April, 2024 to 31st March, 2029.”

Item No: 3

To approve appointment of Shri. N.S. Krishnamma Raja (DIN: 01655571) as a Non-Executive Independent Director on the Board of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Shri. N.S. Krishnamma Raja (DIN : 01655571), as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years from 1st April, 2024 to 31st March, 2029.”

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

**RAJAPALAYAM
20-02-2024**

**K. MAHESWARAN
SECRETARY**

Notes:

1. Pursuant to Sections 102 and 110 of the Act, statement setting out material facts and reasons for the proposed resolutions are appended hereto.
2. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Friday, the 23rd February, 2024 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.
4. A copy of this Postal Ballot Notice is also available on the Company’s website www.rajapalayammills.co.in, the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on website of CDSL at www.evotingindia.com.
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

Instructions to shareholders for remote e-voting:

6. Voting through electronic means
 - A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Rules and Regulation 44 of LODR the Company is providing members remote e-voting facility to exercise their right to vote in the Postal Ballot, for the business to be transacted, through e-voting services provided by CDSL.
 - B. The facility for remote e-voting shall remain open from 9.00 AM on Thursday, the 29th February, 2024 to 5.00 PM on Friday, the 29th March, 2024. 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. Friday, the 23rd February, 2024, may exercise the remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Friday, the 29th March, 2024.
 - 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 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 Depository	<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</p> <p>https://web.cdslindia.com/myeasitoken/home/login</p> <p>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. Additionally, there are 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>

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at:</p> <p>https://web.cdslindia.com/myeasitoken/Home/Login</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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.</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 the web browser and type 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. 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</p>

Type of shareholders	Login Method
	you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 toll free no. 1800 22 55 33.
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 022 - 4886 7000 and 022 - 2499 7000.

- F. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. Login method for e-Voting for shareholders holding shares in physical mode and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - 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:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	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 sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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.

After entering these details appropriately, click on "SUBMIT" tab.

- 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 M/s.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. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- Q. Facility for Non – Individual Shareholders and Custodians – Remote Voting
- a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com
 - c. 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.
 - d. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - e. It is mandatory that 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.
 - f. Alternatively Non Individual shareholders are mandatorily 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 canaico@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.

7. 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 in Form No: ISR-1, available at the website of the Company.
 - B. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting.
8. 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 Friday, the 23rd February, 2024.
9. All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, 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 toll free no. 1800 22 55 33.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,

RAJAPALAYAM
20-02-2024

K. MAHESWARAN
SECRETARY

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

COMMON INFORMATION FOR ITEMS NO: 1 TO 3 OF THE RESOLUTIONS:

Presently, the Board Comprises of the following Directors:-

Shri. P.R.Venketrama Raja, Chairman
Smt. P.V. Nirmala Raju, Managing Director
Shri. S.S. Ramachandra Raja
Shri. N. K. Ramasuwami Raja
Shri. A. V. Dharmakrishanan
Justice Shri. P.P.S. Janarthana Raja
Shri. V. Santhanaraman

Shri. K. B. Nagendramurthy
Smt. Soundara Kumar
Shri. P.V. Abinav Ramasubramaniam Raja
Shri. P.S. Alaghar Raja

Out of the above Directors, the following three Independent Directors would retire on 31st March, 2024, after completing their term of two consecutive five years each in office:

Justice Shri. P.P.S. Janarthana Raja
Shri.N. K. Ramasuwami Raja
Shri.V. Santhanaraman

The Nomination and Remuneration Committee (NRC) of the Company in pursuance of Section 178(2) of the Companies Act, 2013 had recommended the appointment of:

Shri. M. Rathinasamy (DIN: 10391134)
Shri.Sivaguru Chellappa (DIN: 01309727)
Shri.N.S. Krishnamma Raja (DIN: 01655571)

as Independent Directors on the Board.

Based on the recommendation of the Nomination and Remuneration Committee, the Board had recommended their appointment as Independent Directors of the Company.

On approval of the Members, they will be classified as Independent Directors in the Board and their tenure of office shall be for a period of 5 consecutive years from the date of their appointment, in accordance with Section 149(10) of the Companies Act, 2013. Their appointment would commence on 1st April, 2024 and end on 31st March, 2029.

In accordance with Section 149(6) of the Companies Act, 2013, the proposed new Directors fulfil the criteria with respect to qualification, positive attributes and are persons of integrity and possess relevant expertise and experience and in the opinion of the Board, they satisfy the criteria of Independence and conditions specified in the Companies Act, 2013, for being appointed as Independent Directors.

In accordance with Para A of Part D of Schedule II of LODR, induction of Shri. M. Rathinasamy, Shri. Sivaguru Chellappa and Shri. N.S. Krishnamma Raja, as Independent Directors would ensure that there is appropriate balance of skills, experience and knowledge in the Board of Directors. Their inclusion would enhance the diversity of the Board. The proposal is in accordance with the Nomination and Remuneration Policy and Policy on Board Diversity of the Company.

The Company had received consents in writing from Shri. M. Rathinasamy, Shri. Sivaguru Chellappa and Shri. N.S. Krishnamma Raja to act as Directors in Form DIR-2, intimations to the effect that they have not been disqualified to be appointed as Directors and declarations that they meet the criteria of independence and other declarations for being appointed as an Independent Directors and assurances that they would be able to devote sufficient time and attention for discharging their obligations as Independent Directors.

In terms of Section 150 of Companies Act, 2013, read with Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014, Shri. M. Rathinasamy, Shri. Sivaguru Chellappa and Shri. N.S. Krishnamma Raja have registered themselves with the Independent Directors Data Bank of Indian Institute of Corporate Affairs.

They will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.

In terms of Regulation 25(2A) of LODR, the appointment of Independent Directors, shall be subject to the approval of the Members by way of a Special Resolution.

The brief profile of the proposed Independent Director's is given below, item-wise.

Item No: 1

Shri.Rathinasamy, aged 60, has a Bachelor's Degree in Agriculture and Economics from Tamilnadu Agricultural University, Coimbatore & Masters in Public Administration from Harvard University, USA and he also Completed Graduate Program in International Taxation from Harvard University, USA.

As a Member of Indian Revenue Service (IRS) – 1989 Batch, started as Assistant Commissioner of Income Tax and Completed as Chief Commissioner of Income Tax in June 2023.

Prior to this, Shri. M.Rathinasamy had also worked in National Bank for Agriculture & Rural Development as Assistant Development Officer and also in Department of Agriculture as Agricultural Officer, Government of Tamil Nadu.

Along with a deep tax and financial expertise Shri. M.Rathinasamy, brings extensive corporate governance and strategic oversight with 34 years of experience in Indian Revenue Service, who could guide the board with accurate and precise financial advice.

He has been in association with SHRISTI, a voluntary organisation for the care of the mentally challenged peoples.

Skill / Expertise / Competency	Strategy Management, Tax Planning and Management and General administration.
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Among other things, he is also a Member of the Board of the Listed entity viz M/s. Kovai Medical Centre and Hospital Limited.

He is not holding any Committee position in M/s. Kovai Medical Centre and Hospital Limited.

During the past three years he has not resigned from any of the Listed Company.

He holds no shares in Rajapalayam Mills Limited.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment proposed to be issued to Shri.M. Rathinasamy 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.

Except Shri.M. Rathinasamy, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. He also does not have any pecuniary relationship or transactions with the Company.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No: 2

Shri. Sivaguru Chellappa, aged 64, has a Bachelor's Degree in Technology (Chemical Engineering) & Master's Degree in Business Administration and he is a CFA (Chartered Financial Analyst) Charterholder.

He started his career in chemical industry as an Assistant Engineer of Kothari Industrial Corporation Limited and continued his journey in various industries viz Development Banking, Mutual Fund and Investment Management.

Having expertise in the field of financial analysis Shri. Sivaguru Chellappa, brings extensive corporate, financial and strategic decision making with more than 3 decades of experience as a Chartered Financial Analyst.

He held the position(s) of Vice President & Portfolio Manager in Franklin Templeton Asset Management India Limited and Directorship in M/s. Pari Washington Company Advisors Private Limited.

Skill / Expertise / Competency	Strategy Management, Banking & Financial Management and Business Management
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He is not holding any Directorship in any of the Listed Entity.

During the past three years he has not resigned from any of the Listed Company.

He holds no shares in Rajapalayam Mills Limited.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment proposed to be issued to Shri. Sivaguru Chellappa 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.

Except Shri. Sivaguru Chellappa, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. He also does not have any pecuniary relationship or transactions with the Company.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No: 3

Shri N.S. Krishnamma Raja, aged 50, has a Bachelor's Degree in Engineering – Electronics and Communication from Madurai Kamaraj University and Master's Degree in Business Administration – Finance and Entrepreneurship from Indiana University, USA

He started his career as an entrepreneur immediately after his education by bringing the unique Dry Mix Concrete technology to India. His experience spans acquisition, manufacturing, marketing, technology transfer and focus on innovation and pioneering initiatives.

Started and built a series of businesses in BPO, Building Materials, Paints and coatings, Waterproofing and Construction Chemicals, and Medical Consumables, has pioneered Green Building Materials, Carbon Credits Trading with World Bank, and 3D printing/manufacturing.

He held the position of Director in various other companies engaged in the fields of BPO, Building Materials, Thermal Insulation Coatings, R&D and pipeline of innovative products.

Skill / Expertise / Competency	Business Management, Project Management and General Administration.
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Among other things, he is also a Member of the Board of M/s. Vinvent Chemilab Private Limited, M/s. N.R.K. Construction Systems Private Limited and M/s. NRK Infra System Private Limited.

He is not holding Directorship in any of the Listed Entity.

During the past three years he has not resigned from any of the Listed Company.

He holds 9,720 equity shares in Rajapalayam Mills Limited.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment proposed to be issued to Shri.N.S. Krishnamma Raja 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.

Except Shri.N.S. Krishnamma Raja, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. He also does not have any pecuniary relationship or transactions with the Company.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

COMMON INFORMATION FOR ALL THE THREE RESOLUTIONS

As per Regulation 17(1)(c) of LODR, the Company is required to have a minimum of 6 Directors on the Board. With the proposed appointment of three Directors, with effect from 1st April, 2024 and exit of three Independent Directors on 31st March, 2024, the Company will continue to have 11 Directors and would continue to satisfy the minimum requirement of 6 Directors.

As per Regulation 17(1)(b) of LODR, “where the regular non-executive chairperson is a promoter of the listed entity at least half of the Board of Directors of the listed entity shall consist of independent directors”. In the new composition, effective from 1st April, 2024, the Company will continue to have 6 Independent Directors out of total of 11 Directors. Thus, the Company will be in continued compliance of the above regulation as the composition of Independent Directors will be 54.54% as against the minimum requirement of 50%.

Pursuant to Secretarial Standards on General Meetings, details of Directors Seeking Appointment through Postal Ballot

Item No: 1

Name of the Director	Shri.M. Rathinasamy
Director Identification Number (DIN)	10391134
Age	60 years
Qualifications	B.Sc Agriculture with Economics, Master in Public Administration and Graduate Program in International Taxation
Experience	Shri.Rathinasamy, aged 60, has a Bachelor’s Degree in Agriculture and Economics from Tamilnadu Agricultural University, Coimbatore & Masters in Public Administration from Harvard University, USA and he also Completed Graduate Program in International Taxation from Harvard University, USA. As a Member of Indian Revenue Service (IRS) – 1989 Batch, started as Assistant Commissioner of

	<p>Income Tax and Completed as Chief Commissioner of Income Tax in June 2023.</p> <p>Prior to this, Shri. M.Rathinasamy had also worked in National Bank for Agriculture & Rural Development as Assistant Development Officer and also in Department of Agriculture as Agricultural Officer, Government of Tamil Nadu.</p> <p>Along with a deep tax and financial expertise Shri. M.Rathinasamy, brings extensive corporate governance and strategic oversight with 34 years of experience in Indian Revenue Service, who could guide the board with accurate and precise financial advice.</p> <p>He has been in association with SHRISTI, a voluntary organisation for the care of the mentally challenged peoples.</p>
Terms and conditions of appointment	<p>Independent Director for a consecutive period of 5 years from 1st April, 2024 to 31st March, 2029.</p> <p>He will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.</p>
Date of First Appointment to the Board	Upon approval of the Shareholders, his appointment would commence from 1 st April 2024.
Details of remuneration last drawn	Nil
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	Not applicable
Other Directorships	M/s. Kovai Medical Centre and Hospital Limited
Memberships and Chairmanships of Committees of other Board	Nil

Skills and capabilities required for the role and the way he meets such requirements	Mentioned in the statement given above pursuant to Section 102 of the Companies Act, 2013, for Item No.1 read with Common Information given for Items No: 1 to 3 of the resolutions.
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Item No: 2

Name of the Director	Shri. Sivaguru Chellappa
Director Identification Number (DIN)	01309727
Age	64 years
Qualifications	BE - Technology (Chemical Engineering) and MBA
Experience	<p>Shri. Sivaguru Chellappa, aged 64, has a Bachelor's Degree in Technology (Chemical Engineering) & Master's Degree in Business Administration and he is a CFA (Chartered Financial Analyst) Charterholder.</p> <p>He started his career in chemical industry as an Assistant Engineer of Kothari Industrial Corporation Limited and continued his journey in various industries viz Development Banking, Mutual Fund and Investment Management.</p> <p>Having expertise in the field of financial analysis Shri. Sivaguru Chellappa, brings extensive corporate, financial and strategic decision making with more than 3 decades of experience as a Chartered Financial Analyst.</p> <p>He held the position(s) of Vice President & Portfolio Manager in Franklin Templeton Asset Management India Limited and Directorship in M/s. Pari Washington Company Advisors Private Limited.</p>
Terms and conditions of appointment	<p>Independent Director for a consecutive period of 5 years from 1st April, 2024 to 31st March, 2029.</p> <p>He will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.</p>

Date of First Appointment to the Board	Upon approval of the Shareholders, his appointment would commence from 1 st April 2024.
Details of remuneration last drawn	Nil
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	Not applicable
Other Directorships	Nil
Memberships and Chairmanships of Committees of other Board	Nil
Skills and capabilities required for the role and the way he meets such requirements	Mentioned in the statement given above pursuant to Section 102 of the Companies Act, 2013, for Item No.2 read with Common Information given for Items No: 1 to 3 of the resolutions.

Item No: 3

Name of the Director	Shri. N.S. Krishnamma Raja
Director Identification Number (DIN)	01655571
Age	50 years
Qualifications	BE - Electronics & Communication and MBA
Experience	<p>Shri N.S. Krishnamma Raja, aged 50, has a Bachelor's Degree in Engineering – Electronics and Communication from Madurai Kamaraj University and Master's Degree in Business Administration – Finance and Entrepreneurship from Indiana University, USA</p> <p>He started his career as an entrepreneur immediately after his education by bringing the unique Dry Mix Concrete technology to India. His experience spans acquisition, manufacturing, marketing, technology transfer and focus on innovation and pioneering initiatives.</p> <p>Started and built a series of businesses in BPO, Building Materials, Paints and coatings, Waterproofing and Construction Chemicals, and Medical Consumables, has pioneered Green Building Materials, Carbon Credits Trading with World Bank, and 3D printing/manufacturing.</p>

	He held the position of Director in various other companies engaged in the fields of BPO, Building Materials, Thermal Insulation Coatings, R&D and pipeline of innovative products.
Terms and conditions of appointment	Independent Director for a consecutive period of 5 years from 1 st April, 2024 to 31 st March, 2029. He will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.
Date of First Appointment to the Board	Upon approval of the Shareholders, his appointment would commence from 1 st April 2024.
Details of remuneration last drawn	Nil
Shareholding in the Company as on date	Holds 9,720 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	Not applicable
Other Directorships	M/s. Vinvent Chemilab Private Limited M/s. N.R.K. Construction Systems Private Limited M/s. NRK Infra System Private Limited
Memberships and Chairmanships of Committees of other Board	Nil
Skills and capabilities required for the role and the way he meets such requirements	Mentioned in the statement given above pursuant to Section 102 of the Companies Act, 2013, for Item No.3 read with Common Information given for Items No: 1 to 3 of the resolutions.