

RAJAPALAYAM MILLS LIMITED

(AN ISO 9001:2008 CERTIFIED ORGANIZATION)

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



CIN No. : L17111TN1936PLC002298
Website : www.rajapalayammills.co.in

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



Chairman
Shri P.R. Ramasubrahmaneya Rajha

No.

Date : 12-07-2016

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

Scrip Code: 532503

Dear Sir,

Sub: Notice Convening 80th Annual General Meeting

Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we send herewith a copy of Notice convening the 80th Annual General Meeting of our Company, which is Scheduled to be held on Wednesday, the 10th August, 2016 at 10.00 A.M. at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626108.

The Annual Report of the Company for the year 2015-16 will be submitted to you after the same is approved and adopted in the 80th Annual General Meeting of the Company in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For RAJAPALAYAM MILLS LIMITED

A. ARULPRANAVAM
SECRETARY



NOTICE

NOTICE TO THE MEMBERS

Notice is hereby given that the 80th Annual General Meeting of the Company will be held at 10.00 A.M. on Wednesday, the 10th August, 2016 at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that the Directors' Report and the Company's Statement of Profit & Loss for the year ended 31st March 2016, 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."
2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that Shri P.R. Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby elected as Director of the Company."
3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that Shri A.V. Dharmakrishnan (DIN: 00693181), who retires by rotation, be and is hereby elected as Director of the Company."
4. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"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 third 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

5. To consider and pass the following Resolution, as a SPECIAL RESOLUTION:
"RESOLVED that pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Company be and is hereby accorded to the appointment of Smt. R. Sudarsanam (DIN: 00433926) as Managing Director of the Company for a period of 3 years with effect from 01-04-2017, at a remuneration equivalent to 5% of the net profits of the Company.

RESOLVED FURTHER that the Nomination and Remuneration Committee be and is hereby authorised to fix the components, quantum and periodicity of the remuneration payable to the Managing Director subject however that the annual remuneration does not exceed 5% of the net profits of the Company in any financial year.
-



NOTICE

RESOLVED FURTHER that where in any financial year during the currency of her tenure, the Company has no profits or inadequate profits, the Managing Director shall be paid remuneration as approved by the Nomination and Remuneration Committee which shall be the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 along with the following perquisites:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- (iii) Encashment of leave at the end of the tenure and other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013."

6. To consider and pass the following Resolution, as an 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, Smt. Soundara Kumar (DIN: 01974515), appointed as an Additional Director of the Company on 27-08-2015 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 herself 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 Smt. Soundara Kumar, 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 her appointment, viz. 27-08-2015."

7. To consider and pass the following Resolution, as an 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.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 Auditor of the Company by the Board of Directors for the financial year 2016-17 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed."

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,

P.R. RAMASUBRAHMANEYA RAJHA
CHAIRMAN

RAJAPALAIYAM,
28th May, 2016.



NOTICE

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. The cut-off date will be 4th August, 2016 for determining the eligibility to vote by remote e-Voting or in the General Meeting.
5. Pursuant to the provisions of Section 205 A(5) and 205 C of the Companies Act, 1956, the Company has transferred the unclaimed / unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company (www.rajapalayammills.co.in), as also on the website of the Ministry of Corporate Affairs (MCA). The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEP FUND
31-03-2009 Final Dividend	06-08-2009	05-08-2016	03-09-2016
31-03-2010 Dividend	04-08-2010	03-08-2017	01-09-2017
31-03-2011 Dividend	20-07-2011	19-07-2018	17-08-2018
31-03-2012 Dividend	06-08-2012	05-08-2019	03-09-2019
31-03-2013 Interim Dividend Final Dividend	22-02-2013 01-08-2013	21-02-2020 31-07-2020	21-03-2020 29-08-2020



NOTICE

FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEP FUND
31-03-2014 Interim Dividend Final Dividend	03-02-2014 04-08-2014	02-02-2021 03-08-2021	03-03-2021 01-09-2021
31-03-2015 Dividend	12-08-2015	11-08-2022	09-09-2022
31-03-2016 Interim Dividend	16-03-2016	15-03-2023	13-04-2023

6. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2015-16 are being sent to all the members whose E-mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to members for whom the E-mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website - www.rajapalayammills.co.in for their download.
7. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-mail IDs recorded are requested to register their E-mail address and changes therein with the Company in respect of physical Shares and with Depository Participants in respect of dematerialised Shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / Depository Participants.
8. A Route map with prominent Landmark for easy location of the venue of the meeting is given with this notice as per the requirement of Clause No. 1.2.4 of the Secretarial Standard - 2 on "General Meetings".
9. Voting through electronic means
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"], the Company is providing Members remote e-Voting facility to exercise their right to vote at the 80th Annual General Meeting (AGM) and the business may be transacted through such voting, through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - B. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.



NOTICE

- C. The members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-Voting are as under:

- i) To log on to the e-Voting website **www.evotingindia.com**
- ii) To Click on Shareholders tab.
- iii) Now enter your User ID as given below:
 - For CDSL: 16 Digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding Shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Captcha Code as displayed and Click on Login.
- v) **PASSWORD**

- If you are holding Shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are first time user, follow the steps given below:
 - (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).

Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No. / Client ID in the PAN field.

In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is R.Murugan with folio number 1 then enter RM00000001 in the PAN Field.

- (b) Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the company records.

If both of the above details are not recorded with the depository or Company, please enter the User ID [mentioned in (iii) above] in the Dividend Bank details field.



NOTICE

- vi) Members holding Shares in physical form will then directly reach the Company selection screen. However, Members 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 recommended not to Share your password with any other person and take utmost care to keep your password confidential.
 - vii) For members holding Shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
 - viii) Click on the relevant EVSN for RAJAPALAYAM MILLS LIMITED on which you choose to vote.
 - ix) 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.
 - x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
 - xi) 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.
 - xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) You can also take out print of the voting done by you by clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
 - xiv) If demat account holder has forgotten the changed password then Enter the User ID and Captcha Code and click on "Forgot Password" & enter the details as prompted by the system.
 - xv) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. 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. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. 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.
-



NOTICE

- D. The facility for remote e-Voting shall remain open from 9.00 A.M. on Sunday the 7th August, 2016 to 5.00 P.M. on Tuesday the 9th August, 2016. 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., Thursday the 4th August, 2016, may opt for remote e-Voting. Voting shall not be allowed beyond 5.00 P.M. on 9th August, 2016.
- E. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help Section or write an email to helpdesk.evoting@cdslindia.com
- F. 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 04-08-2016.
- G. Shri K. Srinivasan, Chartered Accountant (Membership No: 21510), Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- H. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or by using an electronic voting system for all those Members who are present at the general meeting but have not cast their votes by availing the remote e-Voting facility.
- I. The Scrutinizer shall immediately after conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting there after unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

RAJAPALAIYAM,
28th May, 2016.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,
P.R. RAMASUBRAHMANEYA RAJHA
CHAIRMAN



NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Smt. R. Sudarsanam (DIN: 00433926) was first appointed as Managing Director of the Company on 01-07-2002. At that time, the net worth of the Company was Rs.66 Crores and Turnover was Rs.121 Crores. Under her leadership, the Company has expanded its capacity by adding 25,000 Spindles during the year 2005 and also put up a State-of-the-art Rieter Project with 16,800 Spindles in Rajapalayam Spintext during the financial year 2007-08. During the financial year 2008-09, the Company has established an open end spinning unit with a capacity of 1,800 Rotors, which was further expanded with 4,800 Ring Spindles. The Company's net worth has increased to Rs.216 Crores as on 31-03-2016 with a Total Revenue of Rs. 414 Crores for the financial year 2015-16.

Smt. R. Sudarsanam was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 28-05-2016, subject to the approval of the Shareholders at the Annual General Meeting, for a further period of 3 years from 01-04-2017 to 31-03-2020 in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Terms of Remuneration:

- a) 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- b) In any financial year, where the Company has no profits or inadequacy of profits, the Managing Director shall be paid as remuneration, the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 along with the following perquisites:
 - (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
 - (iii) Encashment of leave at the end of the tenure and other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

The aforesaid remuneration shall be exclusive of any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.



NOTICE

The proposed reappointment and the payment of remuneration has also been approved by the Nomination and Remuneration Committee and Audit Committee at their meetings held on 27-05-2016.

The reappointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013. Further, as the Managing Director has attained the age of 70 years, her reappointment is proposed for approval by way of Special Resolution. Hence approval of the Central Government is not required.

Smt. R. Sudarsanam is the Director in the following Companies:

1. Sandhya Spinning Mill Limited
2. Rajapalayam Textile Limited
3. Sudarsana Farms Private Limited
4. Rajapalayam Farms Private Limited
5. Sri Sandhya Farms (India) Private Limited
6. Sri Saradha Deepa Farms Private Limited
7. Ramamandiram Agricultural Estate Private Limited
8. Nalina Agricultural Farms Private Limited
9. Nirmala Shankar Farms & Estates Private Limited
10. Sri Nithyalakshmi Farms Private Limited
11. Ram Sandhya Farms Private Limited
12. Ramco Private Limited
13. Ramco Management Private Limited
14. RCDC Securities and Investments Private Limited
15. JKR Enterprise Limited

None of the Directors and Key Managerial Personnel except Smt. R. Sudarsanam as an appointee and Shri P.R. Ramasubrahmaneya Rajha, Chairman & Shri P.R. Venketrama Raja, Director as relatives to the Managing Director may be deemed to be concerned or interested in the Resolution.



NOTICE

I. General Information:

1	Nature of Industry		Textiles	
2	Date of Commencement of Business		22-12-1936	
3	Financial performance based on given indicators			
	Year	Total Revenue Rs. in Crores	Net Profit after Tax Rs. in Crores	Dividend per Share in Rs.
	2015-16	413.63	23.53	3.00
	2014-15	395.28	12.04	2.50
	2013-14	440.72	26.59	7.50
4	Foreign investments or collaborations, if any			NIL

II. Information about the appointee:

1	Background Details	Smt. R. Sudarsanam is a Promoter & Managing Director and has been on the Board of the Company since 1996. Age : 74 Years No. of Shares held in the Company : 63,760
2	Past Remuneration	She has been paid a remuneration @ 5% of the net profits of the Company and in case of inadequacy profits, she has been paid maximum permissible remuneration as per Schedule V of the Companies Act, 2013.
3	Recognition or awards	-
4	Job profile and her suitability	Overall in-charge for Management of the affairs of the Company.
5	Remuneration proposed	5% of the net profits of the Company and in case of inadequacy of profits, the Managing Director shall be paid as remuneration, the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 along with perquisites as mentioned in the resolution. She will also be entitled for sitting fees for meetings of the Board or its Committees attended by her.
6	Comparative Remuneration profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.
7	Relationship with managerial personnel / Pecuniary relationship directly or indirectly with the Company.	She is related to Shri P.R. Ramasubrahmaneya Rajha, Chairman and Shri P.R. Venketrama Raja, Director of the Company. She has no pecuniary relationship other than the remuneration, she is entitled to receive. Her transactions with the Company are disclosed under "Related Party Transactions" in Note No. 26 (18).



NOTICE

III. Other Information:

1	Reasons of loss or inadequate profits	Not applicable, as the Company is continuously making profits.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

As required, the information are provided under Corporate Governance Section.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

Item No. 6

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Smt. Soundara Kumar (DIN: 01974515) as Additional Director on 27th August, 2015, under Non-Executive Independent Director category.

Smt. Soundara Kumar, aged 61, holds a degree in Science and completed CAIIB. She has served in the Banking Sector for nearly four decades from 1975 to 2014. She was appointed as Probationary Officer in the year 1975 in State Bank of India and has held various positions like General Manager (Retail Banking), Chief General Manager (Small & Medium Enterprises) and Chief General Manager (Rural Business) at SBI's Corporate Centre. She was the CEO of SBI (California) and CEO of SBI (Los Angeles) Agency during the years 2002 to 2004. She was appointed as the Managing Director of State Bank of Indore from 2008 to 2010.

She is also a Director in the following Companies:

- 1) Asset Reconstruction Company (India) Limited
- 2) Ramco Systems Limited
- 3) Religare Finvest Limited
- 4) Religare Housing Development Finance Corporation Limited
- 5) Orchid Pharma Limited
- 6) Sundaram BNP Paribas Fund Services Limited
- 7) Shanthi Gears Limited
- 8) Centrum Direct Limited
- 9) Sundaram Trustee Company Limited
- 10) Coastal Energen Private Limited



NOTICE

She is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
Asset Reconstruction Company (India) Limited	CSR Committee	Member
	Nomination and Remuneration Committee	Member
Religare Finvest Limited	Nomination and Remuneration Committee	Member
	Audit Committee	Member
Religare Housing Development Finance Corporation Limited	Nomination and Remuneration Committee	Member
	Audit Committee	Member
Sundaram BNP Paribas Fund Services Limited	Nomination and Remuneration Committee	Chairperson
	Audit Committee	Member
Shanthi Gears Limited	Audit Committee	Member

In terms of Section 161 (1) of the Companies Act, 2013, Smt. Soundara Kumar holds Office as Additional Director upto the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Smt. Soundara Kumar as a Director.

Smt. Soundara Kumar is proposed to be appointed as an Independent Director for 5 consecutive years from the date of her appointment. She has furnished a declaration pursuant to Section 149(6) of the Companies Act, 2013 that she meets the criteria of independence and hence eligible for appointment as an Independent Director. In the opinion of the Board, Smt. Soundara Kumar fulfills the conditions specified in the Act and the Rules made thereunder and that she is Independent of the Management.

She holds no Shares in Rajapalayam Mills Limited.

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



NOTICE

The notice received under Section 160 of the Companies Act, 2013 and a copy of letter of appointment issued to Smt. Soundara Kumar as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Notice and this Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

Disclosure of Interest:

Except Smt. Soundara Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

Item No. 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Textile Products for the financial year 2016-17.

On the recommendation of the Audit Committee at its meeting held on 27-05-2016, the Board had approved the appointment of Shri M. Kannan, Cost Accountant as the Cost Auditor of the Company to audit the Company's Cost Records relating to manufacture of Textile Products at a remuneration of Rs.85,000/- exclusive of Service tax and out-of-pocket expenses for the financial year 2016-17.

The remuneration of the cost auditor is required to be ratified by the Members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

RAJAPALAIYAM,
28th May, 2016.

By Order of the Board,
For RAJAPALAYAM MILLS LIMITED,
P.R. RAMASUBRAHMANEYA RAJHA
CHAIRMAN



NOTICE

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING

1. SHRI P.R. VENKETRAMA RAJA

Shri P.R. Venketrama Raja (DIN: 00331406), aged 57, has a Bachelor Degree in Chemical Engineering from University of Madras and Master in Business Administration from University of Michigan, USA.

He has been on the Board of Rajapalayam Mills Limited since 1986.

He holds 11,06,080 Equity Shares in the Company as on 31-03-2016.

He is the son of Shri P.R. Ramasubrahmaneya Rajha, Chairman of the Company and Smt. R. Sudarsanam, Managing Director of the Company.

He is also a Director in the following Companies:-

1. Ramco Industries Limited (Vice-Chairman & Managing Director)
 2. Ramco Systems Limited (Vice-Chairman & Managing Director)
 3. The Ramco Cements Limited
 4. The Ramaraju Surgical Cotton Mills Limited
 5. Sri Vishnu Shankar Mill Limited
 6. Sandhya Spinning Mill Limited
 7. Rajapalayam Textile Limited
 8. LYNKS Logistics Limited
 9. Sri Sandhya Farms (India) Private Limited
 10. Sri Saradha Deepa Farms Private Limited
 11. Ramamandiram Agricultural Estate Private Limited
 12. Nalina Agricultural Farms Private Limited
 13. Ramco Systems Corporation, USA
 14. Ramco Systems Limited, Switzerland
 15. Ramco Systems Sdn Bhd., Malaysia
 16. Ramco Systems Pte. Limited, Singapore
 17. Sri Ramco Lanka (Private) Limited, Sri Lanka
 18. Sri Ramco Roofings Lanka Private Limited - Sri Lanka
 19. RCDC Securities and Investments Private Limited
 20. Nirmala Shankar Farms & Estates Private Limited
-



NOTICE

21. Sri Nithyalakshmi Farms Private Limited
22. Ram Sandhya Farms Private Limited
23. RSL Enterprise Solutions (Pty) Limited, South Africa
24. Ramco Systems Canada Inc., Canada
25. Ramco Systems FZ-LLC
26. Ramco Systems Australia Pty Limited, Australia

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held (Chairman / Member)
Rajapalayam Mills Limited	Stakeholders Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
The Ramco Cements Limited	Audit Committee	Member
	Project Management Committee	Member
	Stakeholders Relationship Committee	Chairman
	Share / Debenture Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
Ramco Industries Limited	Stakeholders Relationship Committee	Member
	Share Transfer Committee	Member
	Corporate Social Responsibility Committee	Member
	Risk Management Committee	Chairman
Ramco Systems Limited	Stakeholders Relationship Committee	Member
	Allotment Committee	Member
	Fund Raising Committee	Member
The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Member
Sandhya Spinning Mill Limited	Corporate Social Responsibility Committee	Member



NOTICE

2. SHRI A.V. DHARMAKRISHNAN

Shri A.V. Dharmakrishnan (DIN: 00693181), a Chartered Accountant, aged 59, started his career in 1982 at The Ramco Cements Limited. He is presently holding the position of Chief Executive Officer at The Ramco Cements Limited. He has specialized knowledge and rich experience in Finance and Taxation matters.

He has been on the Board of Rajapalayam Mills Limited since 2008.

He holds 1,100 Equity Shares in the Company as on 31-03-2016.

He is also a Director in the following Companies:-

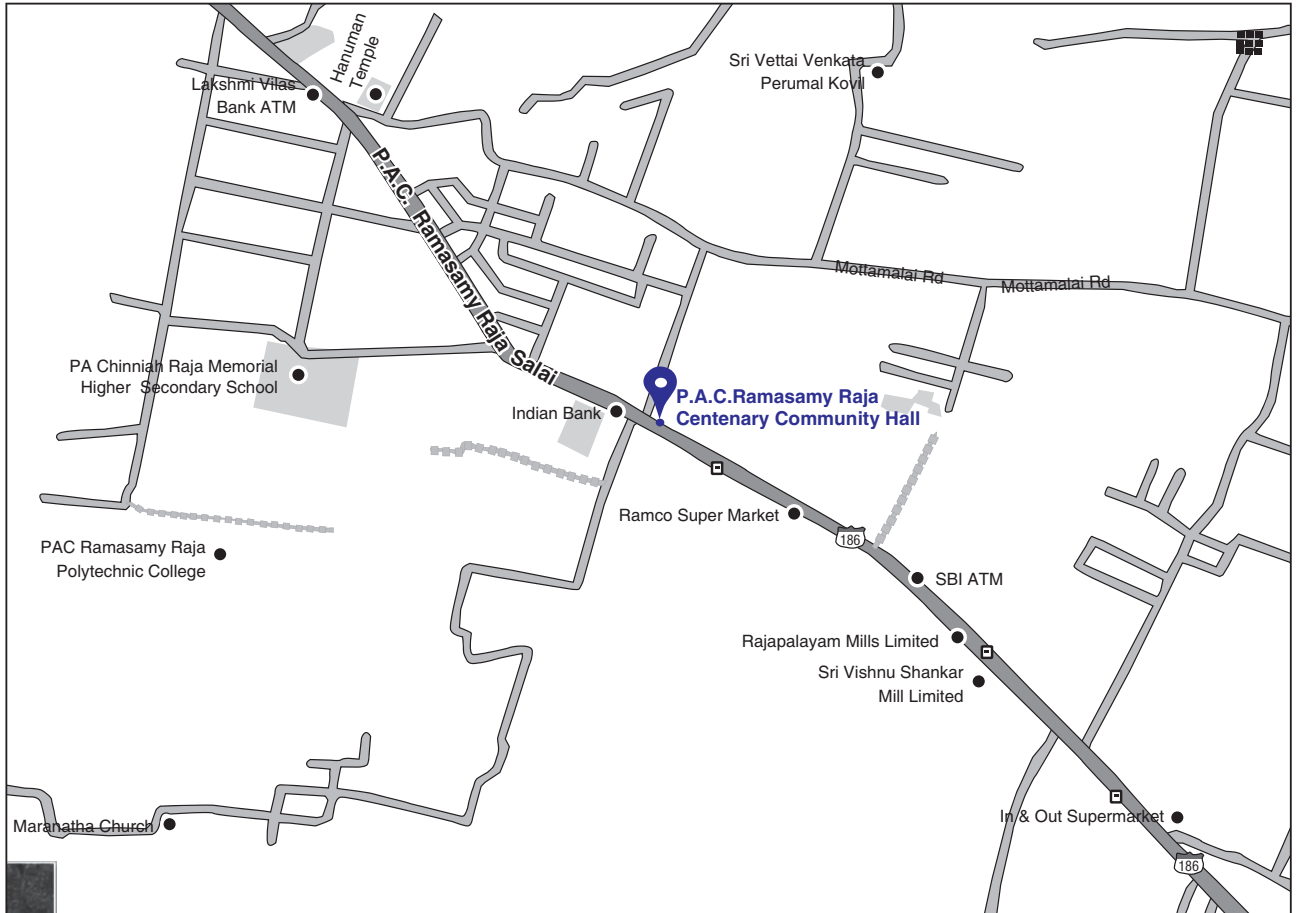
1. Ontime Industrial Services Limited
2. Ramco Systems Limited
3. Ramco Windfarms Limited
4. Madurai Trans Carrier Limited
5. Harini Media Limited
6. LYNKS Logistics Limited

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held (Chairman / Member)
Rajapalayam Mills Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
Ramco Systems Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Stakeholders Relationship Committee	Member
	Fund Raising Committee	Member
Shri Harini Media Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Compensation Committee	Member
Ontime Industrial Services Limited	Nomination and Remuneration Committee	Member

Map Showing location of venue of 80th Annual General Meeting

Venue Address: P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens,
P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu



Land Mark: Near Indian Bank, P.A.C.R. Polytechnic College Branch

Distance from Rajapalayam Bus Stand : 3.5 KM; Distance from Rajapalayam Railway Station : 3.9 KM



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

RAJAPALAYAM MILLS LIMITED

[CIN : L17111TN1936PLC002298]

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

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No. / DP Id. Client Id. :

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name : Address :

E-mail Id : Signature : or failing him,

2. Name : Address :

E-mail Id : Signature : or failing him,

3. Name : Address :

E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 80th Annual General Meeting of the Company, to be held on Wednesday, the 10th August, 2016 at 10.00 a.m. at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Financial Statements for the year ended 31 st March, 2016.
2	Appointment of Shri P.R. Venketrama Raja as Director, who retires by rotation.
3	Appointment of Shri A.V. Dharmakrishnan as Director, who retires by rotation.
4	Ratification of Appointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and Co., Chartered Accountants, as Auditors.
Special Business	
5	Reappointment of Smt. R. Sudarsanam as the Managing Director.
6	Appointment of Smt. Soundara Kumar as an Independent Director.
7	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2016-17.

Signed this..... day of 2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.