

# 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 : 29-10-2024

**Scrip Code: 532503**

Dear Sir/Madam,

## **Sub: Outcome of Board Meeting held on 29-10-2024**

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that, the Board of Directors of the Company at their meeting held today had considered and approved the following:

1. To acquire the shares of M/s. Ramco Industries Limited (RIL), from one of the member of the Promoter Group, viz. M/s. The Ramco Cements Limited, for a consideration value upto Rs.85 Crores (Rupees Eighty-five Crores) in one or more tranches.

Details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 is given in the enclosed **Annexure**.

Board Meeting started on 29-10-2024 at 7:45 A.M  
Board Meeting ended on 29-10-2024 at 8:00 A.M

Kindly take the above information on record.

Thanking you,

**For RAJAPALAYAM MILLS LIMITED**

**K. MAHESWARAN  
SECRETARY**

Encl: As above

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## ANNEXURE

Details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 is given below:

### Acquisition (including agreement to acquire):

S.no	Particulars	Remarks
1	Name of the target entity, details in brief such as size, turnover etc.;	Ramco Industries Limited (RIL) Turnover for the year ended 31 <sup>st</sup> March, 2024 – Rs.1,298.52/- Crores (on standalone basis)
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at arm's length	<p>Yes. The acquisition would fall within Related Party Transaction. The shares are proposed to be acquired from M/s. The Ramco Cements Limited, a Member of the Promoter Group of our Company and RIL.</p> <p>Shri. P.R. Venketrama Raja, Chairman and Promoter of the Company is also a Chairman and Promoter of M/s. Ramco Industries Limited and holds 10.71% of stake in RIL.</p> <p>Smt. P.V. Nirmala Raju, Managing Director and a person belongs to promoter group of the Company is also a person belongs to promoter group of RIL and holds 0.46% stake in RIL.</p> <p>Shri. P.V. Abinav Ramasubramaniam Raja, Director and Promoter of the Company is the Managing Director and Promoter of M/s. Ramco Industries Limited and holds 0.05% of stake in RIL.</p> <p>As the shares would be acquired by way of inter-se transfer through recognised stock exchanges at the prevalent market rates, the transaction would be at arm's length.</p>

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3	Industry to which the entity being acquired belongs	M/s. Ramco Industries Limited (RIL) is one of the Ramco Group of Companies engaged in manufacturing of Fiber Cement (FC) sheets and Calcium Silicate Boards (CSBs) and Generation of Power through Windmills.
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The Company's existing investment in RIL of Rs.11.01 Crores has appreciated to Rs.194.92 Crores, that is more than 18 times.  The Promoters and Promoter Group hold 54.81% of the paid-up capital of RIL and post completion of the proposed acquisition by the Company there will not be any change in the Management of RIL.
5	Brief details of any governmental or regulatory approvals required for the acquisition	NIL
6	Indicative time period for completion of the acquisition	Would be completed within a period of 30 days from the date of Board's approval.
7	Consideration - whether cash consideration or share swap or any other form and details of the same	Consideration will be in cash upto a limit of Rs.85 Crores in one or more tranches.
8	Cost of acquisition and/or the price at which the shares are acquired;	At the prevailing market rates on the respective dates of acquisition through stock exchange.
9	Percentage of shareholding / control acquired and / or number of shares acquired	Acquisition yet to be commenced.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	The Company is not acquiring any entity. It is proposing to acquire shares of RIL.  Details about RIL are given below:  RIL is engaged in the business of manufacturing Fiber Cement (FC) sheets and Calcium Silicate Boards (CSBs) and Generation of Power through Windmills.  Date of Incorporation: 27-01-1965

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		<p>Countries in which the RIL has presence: India.</p> <p>The history of turnover (on standalone basis) for the last 3 years are as follows:</p> <table border="1"><thead><tr><th>Year ended</th><th>Turnover (Rs.in crores)</th></tr></thead><tbody><tr><td>31.03.2024</td><td>1,298.52</td></tr><tr><td>31.03.2023</td><td>1,310.06</td></tr><tr><td>31.03.2022</td><td>1,183.91</td></tr></tbody></table>	Year ended	Turnover (Rs.in crores)	31.03.2024	1,298.52	31.03.2023	1,310.06	31.03.2022	1,183.91
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