

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L17111TN1936PLC002298

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	RAJAPALAYAM MILLS LIMITED	RAJAPALAYAM MILLS LIMITED
Registered office address	RAJAPALAYAM MILLS PREMISES,POST BOX NO.1 P.A.C.RAMASWAMY ROAD,NA,RAJAPALIYAM.,Tamil Nadu,India,626117	RAJAPALAYAM MILLS PREMISES,POST BOX NO.1 P.A.C.RAMASWAMY ROAD,NA,RAJAPALIYAM.,Tamil Nadu,India,626117
Latitude details	9.431038	9.431038
Longitude details	77.572905	77.572905

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office Photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****7F

(c) *e-mail ID of the company

*****WARAN_K@RAMCOTEX.CO
M

(d) *Telephone number with STD code

04*****66

(e) Website

http://www.rajapalayammills.co.in/

iv *Date of Incorporation (DD/MM/YYYY)

24/02/1936

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002	INR000003753

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

28/08/2026

(c) Due date of AGM (DD/MM/YYYY)

30/09/2026

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	13	Manufacture of Textiles	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

3

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L26941TN1957PLC003566		THE RAMCO CEMENTS LIMITED	Associate	13.61
2	L26943TN1965PLC005297		RAMCO INDUSTRIES LIMITED	Associate	14.16
3	L72300TN1997PLC037550		RAMCO SYSTEMS LIMITED	Associate	1.96

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	15000000.00	9220200.00	9220200.00	9220200.00
Total amount of equity shares (in rupees)	150000000.00	92202000.00	92202000.00	92202000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY				
Number of equity shares	15000000	9220200	9220200	9220200
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150000000	92202000	92202000	92202000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	211086	9009114	9220200.00	92202000	92202000	
Increase during the year	1.00	30462.00	30463.00	304630.00	304630.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Shares Dematerialized and Rematerialized during the year 2025-2026	1	30462	30463.00	304630	304630	
Decrease during the year	30462.00	1.00	30463.00	304630.00	304630.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Shares Dematerialized and Rematerialized during the year 2025-2026	30462	1	30463.00	304630	304630	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	180625.00	9039575.00	9220200.00	92202000.00	92202000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 0	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE296E01026

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☐ Nil

Number of transfers

19

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

9378921960

ii * Net worth of the Company

4167590958

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	4777599	51.82	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	410806	4.46	0	0.00
10	Others 	0	0.00	0	0.00
	Total	5188405.00	56.28	0.00	0

Total number of shareholders (promoters)

14

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3353643	36.37	0	0.00
	(ii) Non-resident Indian (NRI)	55215	0.60	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	1860	0.02	0	0.00

5	Financial institutions	6295	0.07	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	125742	1.36	0	0.00
10	Others	489040	5.30	0	0.00
	FPI, IEPF and others				
	Total	4031795.00	43.72	0.00	0

Total number of shareholders (other than promoters)

7113

Total number of shareholders (Promoters + Public/Other than promoters)

7127.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1374
2	Individual - Male	2307
3	Individual - Transgender	0
4	Other than individuals	3446
	Total	7127.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	15	15
Members (other than promoters)	7799	7113
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	2	1	2	1.9	47.54
B Non-Promoter	0	7	0	7	0.00	0.51
i Non-Independent	0	2	0	2	0	0.34
ii Independent	0	5	0	5	0	0.17
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	9	1	9	1.90	48.05

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	00331406	Director	1943597	
POOSAPADI VENKETRAMA RAJA NIRMALA RAJU	00474960	Managing Director	175526	
SINTHALAPADI SRIRENGA RAJA RAMACHANDRA RAJA	00331491	Director	29460	
ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	00693181	Director	1809	
POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRA MANIAMRAJA	07273249	Director	2439939	
POOSAPADI SANKARRAJA ALAGHARRAJA	00487312	Director	6157	
RATHINASAMY MUTHUSAMY	10391134	Director	0	
SIVAGURU CHELLAPPA	01309727	Director	0	
KRISHNAMMA RAJA NAMBUR SHRIKANTAN RAJA	01655571	Director	9720	
VENKATARAMAN CHITRA	07044099	Director	0	
ARULANANDAM ARULPRANAVAM	ANNPA6417D	CFO	0	
MAHESWARAN KRISHNAMOORTHY	AZBPM3483B	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SOUNDARA KUMAR	01974515	Director	26/08/2025	Cessation
VENKATARAMAN CHITRA	07044099	Additional Director	11/08/2025	Appointment
VENKATARAMAN CHITRA	07044099	Additional Director	29/08/2025	Cessation

VENKATARAMAN CHITRA	07044099	Director	30/08/2025	Appointment
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IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/08/2025	7748	63	36.51

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2025	10	10	100
2	11/08/2025	11	10	90.91
3	29/08/2025	10	8	80
4	03/09/2025	10	10	100
5	10/11/2025	10	10	100
6	12/02/2026	10	9	90

C COMMITTEE MEETINGS

Number of meetings held

13

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE MEETING	28/05/2025	4	4	100
2	NOMINATION AND REMUNERATION COMMITTEE MEETING	28/05/2025	3	3	100
3	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	28/05/2025	4	4	100
4	AUDIT COMMITTEE MEETING	11/08/2025	4	4	100
5	NOMINATION AND REMUNERATION COMMITTEE MEETING	11/08/2025	3	3	100
6	RISK MANAGEMENT COMMITTEE	11/08/2025	4	3	75
7	NOMINATION AND REMUNERATION COMMITTEE MEETING	29/08/2025	3	3	100
8	AUDIT COMMITTEE MEETING	03/09/2025	4	4	100
9	AUDIT COMMITTEE MEETING	10/11/2025	4	4	100
10	STAKEHOLDERS RELATIONSHIP COMMITTEE	29/01/2026	4	2	50
11	RISK MANAGEMENT COMMITTEE	29/01/2026	4	2	50
12	INDEPENDENT DIRECTORS MEETING	29/01/2026	5	4	80
13	AUDIT COMMITTEE MEETING	12/02/2026	4	4	100

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on
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		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/08/2026 (Y/N/NA)
1	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	6	5	83	4	2	50	Yes
2	POOSAPADI VENKETRAMA RAJA NIRMALA RAJU	6	5	83	2	1	50	Yes
3	SINTHALAPADI SIRENGA RAJA RAMACHANDRA RAJA	6	6	100	1	1	100	Yes
4	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	6	6	100	10	10	100	Yes
5	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANI AMRAJA	6	5	83	3	1	33	No
6	KRISHNAMMA RAJA NAMBUR SHRIKANTAN RAJA	6	6	100	11	11	100	Yes
7	VENKATARAMAN CHITRA	5	4	80	1	0	0	No
8	POOSAPADI SANKARRAJA ALAGHARRAJA	6	6	100	1	1	100	Yes
9	RATHINASAMY MUTHUSAMY	6	6	100	9	9	100	Yes
10	SIVAGURU CHELLAPPA	6	6	100	8	8	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	POOSAPADI VENKETRAMA RAJA NIRMALA RAJU	Managing Director	24000000	0	0	990000	24990000.00
	Total		24000000.00	0.00	0.00	990000.00	24990000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ARULANANDAM ARULPRANAVAM	CFO	2654248	0	0	494770	3149018.00
2	MAHESWARAN KRISHNAMOORTHY	Company Secretary	1672519	0	0	148345	1820864.00
	Total		4326767.00	0.00	0.00	643115.00	4969882.00

C *Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	PUSAPADI RAMASUBRAMANI A RAJA VENKETRAMA RAJA	Director	0	0	0	280000	280000.00
2	SINTHALAPADI SRIRENGA RAJA RAMACHANDRA RAJA	Director	0	0	0	280000	280000.00
3	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Director	0	0	0	640000	640000.00
4	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBR AMANIAMRAJA	Director	0	0	0	240000	240000.00
5	POOSAPADI SANKARRAJA ALAGHARRAJA	Director	0	0	0	280000	280000.00
6	RATHINASAMY MUTHUSAMY	Director	0	0	0	600000	600000.00
7	SIVAGURU CHELLAPPAKRISHN AMMA RAJA NAMBUR SHRIKANTAN RAJA	Director	0	0	0	560000	560000.00
8	KRISHNAMMA RAJA NAMBUR SHRIKANTAN RAJA	Director	0	0	0	680000	680000.00
9	VENKATARAMAN CHITRA	Director	0	0	0	160000	160000.00
10	SOUNDARA KUMAR	Director	0	0	0	80000	80000.00
	Total		0.00	0.00	0.00	3800000.00	3800000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

7385

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Letter to ROC.pdf.pdf
Annexure to MGT-7 - D-
Attendance of Directors.pdf.pdf
Form MGT-8.pdf.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of **RAJAPALAYAM MILLS LIMITED** as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) **31/03/2026**

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

M.R.L. NARASIMHA

Date (DD/MM/YYYY)

23/09/2026

Place

COIMBATORE

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

7*9

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

29730

*(b) Name of the Designated Person

MAHESWARAN
KRISHNAMOORTHY

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*4*4*6*

*To be digitally signed by

☒ Company Secretary ☐ Company secretary in practice

*Whether associate or fellow:

☒ Associate ☐ Fellow

Membership number

2*7*0

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC6240652

eForm filing date (DD/MM/YYYY)

23/09/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

FORM NO. MGT.8

**[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of
Companies (Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **M/s. RAJAPALAYAM MILLS LIMITED** CIN:L17111TN1936PLC002298 ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the Rules made thereunder for the financial year ended on **31st March, 2026**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. its status under the Act;
 - 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 3. filing of forms and returns, with the Registrar of Companies / Central Government within the prescribed time / extended time. No forms and Returns were required to be filed with Regional Director, Tribunal, Court or other authorities under the Act;
 - 4. calling/convening/holding meetings of Board of Directors, Committees of Board, and the meetings of the Members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;
 - 5. there were no closure of Register of Members and hence compliance with the provisions of the Act and Rules made thereunder does not arise.
 - 6. since no advances / loans to its Directors and / or persons or firms or companies referred in Section 185 of the Act were made, compliance with the provisions of the Act & Rules made there under does not arise;
 - 7. contracts/arrangements with related parties as specified in Section 188 of the Act;
 - 8. transmission and issue of duplicate certificates. There were no issue or allotment, buy back of securities, Redemption of preference shares or debentures, alteration or reduction of Share Capital, Conversion of Shares / Securities;

9. keeping in abeyance the rights to dividend and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. declaration / payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of audited financial statement (including consolidated) as per the provisions of Section 134 of the Act and report of the Board of Directors for the said year is as per Section 134 (3), (4) and (5) thereof;
12. constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. At the 86th AGM held on 20-08-2022, the Members re-appointed M/s. N.A. Jayaraman & Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants as Statutory Auditors for the second term of 5 consecutive financial years commencing from the financial year 2022-23 and to hold office from the conclusion of 86th AGM till the conclusion of 91st AGM to be held in the year 2027. No casual vacancy of Auditors arose during the year.
14. approvals required to be taken from Registrar of Companies / Central Government for the e-forms filed under various provisions of the Act have been approved/taken on record and no approvals were required to be taken from the Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. since no acceptance / renewal / repayment of deposits were made during the year, compliance with the provision of the Act & Rules made thereunder does not arise;
16. borrowings from its Directors, Banks and others and creation/modification/satisfaction of charges in that respect wherever applicable. There were no borrowings from its Member (other than Directors-cum-Members) or from financial institutions during the year.
17. The company has complied with the provisions of Section 186 of the Act, in respect of investments and guarantees and loans given to other bodies corporates. The Company has not given any security in connection with a loan, to any other body corporate or person, falling within the purview of Section 186 of the Act;
18. Alteration of provisions of the Memorandum/ Articles of Association of the Company; - There were no alteration of the provisions of the Memorandum of Association of the Company. During the year Clause 11 of Articles of Association relating to Borrowing Powers of the Company was amended.

Place : Coimbatore

Date :

M.R.L Narasimha

C.P. No.: 799

Practicing Company Secretary

UDIN: