RAJAPALAYAM MILLS LIMITED

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

CIN : L17111TN1936PLC002298
PAN : AACR8897F
GSTIN : 33AAACR8897F1Z1

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

Date : 28-08-2026

M/s. BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai – 400 001.
Scrip Code: 532503

Dear Sir/Madam,

Sub: Proceedings of 90th Annual General Meeting held on 28-08-2026

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the 90th Annual General Meeting held on 28-08-2026.

The details as required in accordance with Point No: 13 of Annexure - 18 of Master Circular No: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 issued by SEBI, is also enclosed as ANNEXURE.

Kindly take the same on record.

Thanking you,

For RAJAPALAYAM MILLS LIMITED

K.
MAHESWARAN

Digitally signed by K. MAHESWARAN
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Date: 2026.08.28 20:32:00 +05'30'

K. MAHESWARAN
SECRETARY

Encl: As Above

PROCEEDINGS OF 90th ANNUAL GENERAL MEETING

Day & Date	:	Friday, the 28th August, 2026 Annual General Meeting was held through Video Conferencing (VC)
Time of Commencement	:	11:00 AM
Time of Conclusion	:	11:50 AM

DIRECTORS PRESENT	CATEGORY / POSITION	ATTENDED THROUGH VC FROM
Shri P.R. Venketrama Raja	Chairman and Chairman of Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee and Rights Issue Committee	Chennai
Smt. P.V. Nirmala Raju	Managing Director	Chennai
Shri S.S. Ramachandra Raja	Director	Rajapalayam
Shri A.V. Dharmakrishnan	Director	Chennai
Shri M. Rathinasamy	Chairman of Audit Committee and Nomination and Remuneration Committee.	Coimbatore
Shri Sivaguru Chellappa	Independent Director	Vancouver, Canada
Shri P.A.S. Alaghar Raja	Independent Director	Rajapalayam
Shri N.S. Krishnamma Raja	Independent Director	Chennai
IN ATTENDANCE Shri K. Maheswaran	Secretary	Rajapalayam
BY INVITATION		
Shri N. Mohanarengan	President	Rajapalayam
Shri A. Arulpranavam	Chief Financial Officer (CFO)	Rajapalayam
AUDITORS PRESENT		
Shri T.G. Harisha	Representing M/s. N.A. Jayaraman & Co., Chartered Accountants – Statutory Auditors	Chennai
Shri V. Rajeswaran	Representing M/s. SRSV & Associates, Chartered Accountants – Statutory Auditors	Chennai
Shri M.R.L. Narasimha	Secretarial Auditor	Coimbatore

The meeting was attended by 71 members through VC.

The Secretary welcomed the Shareholders and informed that the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India. He further informed that the Company through CDSL Platform, had provided video conference facility to Shareholders to attend the meeting. Secretary requested the Chairman to preside over the meeting.

The Chairman confirmed that, the quorum was present and called the meeting to order.

The Chairman welcomed the members and requested them to take part in the proceedings of the meeting conducted through VC and informed that he was satisfied that all efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the meeting.

The Chairman introduced the Directors and invitees participated through VC.

The Chairman explained the absence of Shri P.V. Abinav Ramasubramaniam Raja, Director and Justice Smt. Chitra Venkataraman (Retd), Independent Director of the Company, due to their pre-occupation.

Secretary informed the Shareholders that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members. Members seeking to inspect such registers could send their request to maheswaran_k@ramcotex.com

Secretary announced that, since the Notice convening 90th Annual General Meeting along with Directors' Report, Statutory Auditors' Report, Secretarial Auditor Report and Financial Statements have already been circulated by e-mail to shareholders and hosted on the website of the Company and the Stock Exchange (BSE Limited), with the consent of the Members the Notice had been taken as read.

Secretary further informed that, there were no qualifications or adverse remarks in the Statutory Auditors' Report as well as in the Secretarial Auditor Report. Since, the above Audit Reports had already been circulated, with the consent of the Members the same had been taken as read.

Secretary informed the members that, the e-voting process had been explained in the Notice convening the AGM. For those persons who had acquired shares subsequent to the despatch of the annual report and before the cut-off date (i.e. 21-08-2026), the notice for the AGM containing the instructions had been mailed to them individually.

Secretary informed the Members that, the facility of remote e-voting for the Members was commenced at 9:00 A.M. on Tuesday, the 25th August, 2026 and concluded at 5:00 P.M. on Thursday, the 27th August, 2026. Members who were present at the AGM and had not cast their votes by remote e-voting could cast their votes during the Meeting.

The Chairman delivered his speech during the course of which, he reviewed the performance of the Company.

Secretary opened the session for Questions and Answers. Secretary informed that, the Company had made necessary arrangements for the two-way communication in the meeting, for the shareholders who have registered themselves as Speakers to express their views. Accordingly, 2 Shareholders who had been registered as Speaker Shareholder but 1 Shareholder was participated at the meeting and the another 1 was not available when Secretary invited him to speak.

The following items of business as set out in the Notice convening the 90th Annual General Meeting were transacted.

No	ORDINARY BUSINESS – ORDINARY RESOLUTION
1.	Adoption of Company's Separate and Consolidated Audited Financial Statements and the Reports of the Board of Directors and Auditors for the year ended 31st March, 2026. "RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2026, and the Reports of the Board of Directors' and Auditors' thereon be and are hereby considered and adopted."
2.	Declaration of Dividend of Re.0.50/- per Share for the financial year 2025-26. "RESOLVED THAT a Dividend of Re.0.50/- per Share be and is hereby declared for the year ended 31st March, 2026 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Beneficial Owners maintained by the Depositories as on 21st August, 2026."
3.	Re-appointment of Shri A.V. Dharmakrishnan (DIN: 00693181), as a Director, who retires by rotation. "RESOLVED THAT Shri A.V. Dharamakrishnan (DIN: 00693181), who retires by rotation, be and is hereby re-appointed as Director of the Company."
	ORDINARY BUSINESS – SPECIAL RESOLUTION
4.	Re-appointment of Shri S.S. Ramachandra Raja (DIN: 00331491) as a Director, who retires by rotation and continue to occupy the position of Non-Executive Director of the Company. "RESOLVED THAT Shri S.S. Ramachandra Raja (DIN: 00331491), who retires by rotation, be and is hereby re-appointed as Director of the Company. RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015 and other applicable statutory provisions, Shri S.S. Ramachandra Raja, Non-Executive Director of the Company, aged 90 years, shall continue to occupy the position of Non-Executive Director from this Annual General Meeting till the Annual General Meeting at which he becomes liable to retire by rotation under Section 152(6)(c) of the Companies Act, 2013."

	SPECIAL BUSINESS - ORDINARY RESOLUTION
5.	Ratification of remuneration payable to M/s. N. Sivashankaran & Co., Cost Auditor of the Company for the financial year 2026-27. "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 ₹ 2,25,000/- (Rupees Two Lakh Twenty Five Thousand) plus applicable taxes and Out-of-pocket expenses payable to M/s. N. Sivashankaran & Co, Practising Cost Accountants (FRN: 100662), appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2026-27 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed."
6.	Approval of Material Related Party Transaction with M/s. Ramco Industries Limited. "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Ramco Industries Limited for a period of one (1) financial year (FY 2026-27) with an aggregate transaction value upto Rs.150 Crores (in terms of Regulation 2(1)(zc) of the Listing Regulations) as more specifically set out in Table - A in the explanatory statement to this notice on the terms and conditions set out therein. RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7.	Approval of Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited. "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Sandhya Spinning Mill Limited for a period of one (1) financial year (FY 2026-27) with an aggregate transaction value upto Rs.150 Crores (in terms of Regulation 2(1)(zc) of the Listing Regulations) as more specifically set out in Table - B in the explanatory statement to this notice on the terms and conditions set out therein. RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."
8.	Approval of Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited. "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Sri Vishnu Shankar Mill Limited for a period of one (1) financial year (FY 2026-27) with an aggregate transaction value upto Rs.150 Crores (in terms of Regulation 2(1)(zc) of the Listing

	Regulations) as more specifically set out in Table - C in the explanatory statement to this notice on the terms and conditions set out therein. RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."
9.	Approval of Material Related Party Transaction with M/s. The Ramaraju Surgical Cotton Mills Limited. "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. The Ramaraju Surgical Cotton Mills Limited for a period of one (1) financial year (FY 2026-27) with an aggregate transaction value upto Rs.150 Crores (in terms of Regulation 2(1)(zc) of the Listing Regulations) as more specifically set out in Table - D in the explanatory statement to this notice on the terms and conditions set out therein. RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this

	regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Secretary informed that, the e-voting system would remain open till 15 minutes after the conclusion of the meeting for the Shareholders who have not already cast their vote by remote e-voting.

Secretary informed the members that, Shri R. Palaniappan, Partner, M/s. N.A. Jayaraman & Co., Chartered Accounts had been appointed as the scrutiniser to scrutinise the e-voting and to submit his consolidated report.

Secretary informed that, voting results along with the scrutiniser report would be submitted to the stock exchange within 2 Working days from the conclusion of the AGM as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same would be placed on the website of the Company and would also be provided to M/s.Central Depository Services (India) Limited.

Secretary thanked all the participants for having attended the Meeting.

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

K. MAHESWARAN

Digitally signed by K. MAHESWARAN
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ANNEXURE

Details as required in accordance with Point No: 13 of Annexure - 18 of Master Circular No: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 issued by SEBI, is given below:

S.no	Particulars	Details
1.	Date of the Meeting	28th August, 2026
2.	Brief details of items deliberated and results thereof	The results of remote e-Voting and e-Voting during the 90th Annual General Meeting (AGM), on the resolutions as set out at Items No. 1 to 9 of the Notice of the AGM, will be submitted with the stock exchanges separately, in the format prescribed under Regulation 44 of the SEBI-LODR.
3.	Manner of approval proposed for certain items (e-voting etc.)	The Company had provided remote e-Voting facility to the members to exercise their votes electronically from Tuesday, 25th August, 2026 at 9:00 a.m. (1ST) and ended on Thursday, 27th August, 2026 at 5:00 p.m. (1ST) on the resolutions as set out at Items No. 1 to 9 of the Notice of the AGM. Members who were present at the AGM and had not cast their votes by remote e-voting were provided facility to cast their votes during the Meeting and upto 15 minutes after the conclusion of the Meeting.

K. MAHESWARAN

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