

RAJAPALAYAM MILLS LTD

RAJAPALAIYAM



Annual Report and Accounts for the year ended 31st March 2012



PLATINUM JUBILEE CELEBRATION



Platinum Jubilee Celebration of the Company held on 5th August, 2011. Our Chairman Shri P.R. Ramasubrahmaneya Rajha presenting Report on the “75 years of our Mills’ Journey”.

Our Chairman Shri P.R. Ramasubrahmaneya Rajha presenting Platinum Jubilee Memento to Shri Sanjay Jayavarthanavelu, Managing Director, Lakshmi Machine Works Ltd., who has presided over the function.



Our Chairman Shri P.R. Ramasubrahmaneya Rajha presenting Platinum Jubilee Memento to the Chief Guest Mr. Morinobu Obata, President, Textile Division, Mitsubishi Corporation, Japan.

FOUNDER



SHRI P.A.C. RAMASAMY RAJA

RAJAPALAYAM MILLS LIMITED



Board of Directors

Shri P.R. RAMASUBRAHMANEYA RAJHA, B.Sc.,
Chairman

Smt R. SUDARSANAM
Managing Director

Shri P.R. VENKETRAMA RAJA, B. Tech., M.B.A.,

Shri S.S. RAMACHANDRA RAJA, B.Sc.,

Shri N.K. RAMASUWAMI RAJA, B.Sc.,

Dr. K.T. KRISHNAN, M.D., F.C.C.P.,

Shri P.S. JAGANATHA RAJA

Shri N.R.K. VENKATESH RAJA, B.E.,

Shri V.S. VEMBAN

Shri A.V. DHARMAKRISHNAN., B.Com, ACA.,

Bankers

Axis Bank Ltd

Canara Bank

City Union Bank

Corporation Bank

IDBI Bank Ltd

Indian Bank

Karur Vysya Bank Ltd

Kotak Mahindra Bank Ltd

Punjab and Sind Bank

State Bank of India

Tamilnad Mercantile Bank Ltd

Registered Office

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

Website

www.rajapalayammills.co.in

Auditors

M/s. M.S. Jagannathan & N. Krishnaswami,
Chartered Accountants,
Unit - 5, Ground Floor, Abirami Apartments,
No.14, V.O.C. Road, Cantonment,
Tiruchirappalli - 620 001.
Tamil Nadu.

M/s. Ramakrishna Raja and Co.,
Chartered Accountants,
1-D, Shanthinikethan,
V.P. Rathinasamy Nadar Road,
Madurai - 625 002,
Tamil Nadu.

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NOTICE

NOTICE TO THE MEMBERS

Notice is hereby given that the 76th Annual General Meeting of the Company will be held at 10.00 A.M. on Monday, the 6th August, 2012 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 receive, consider and adopt the Statement of Profit and Loss for the year ended 31st March, 2012 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare Dividend for the year 2011-2012.
3.
 - a) To appoint a Director in the place of Shri P.R. Venketrama Raja, who retires by rotation and is eligible for re-appointment.
 - b) To appoint a Director in the place of Shri P.S. Jaganatha Raja, who retires by rotation and is eligible for re-appointment.
 - c) To appoint a Director in the place of Shri V.S. Vemban, who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED that M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and Co, Chartered Accountants be and are hereby jointly appointed as Auditors of the Company to hold Office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) each, exclusive of out-of-pocket expenses".

By Order of the Board,
For RAJAPALAYAM MILLS LTD.,

P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

RAJAPALAIYAM,
28th May, 2012.



NOTICE

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company;
2. 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;
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 01-08-2012 to 06-08-2012 (both days inclusive);
4. The Dividends, on declaration, will be paid in respect of shares held in physical form to the shareholders whose names appear in the Register of Members as on 06-08-2012 and in respect of shares held in electronic form to the beneficial owners whose names appear in the list furnished by the Depositories for this purpose as on 31-07-2012;
5. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend. Accordingly, dividend will be credited through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company is in compliance with SEBI's directive in this regard;
6. Under the provisions of Section 205C of the Companies Act, 1956, dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund (IEP Fund) of the Central Government. Thereafter no claim shall lie against the Fund or the Company and no payment will be made in respect of any such claims. 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 given below:



NOTICE

FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEP FUND
31-03-2005 Final Dividend	12-08-2005	11-08-2012	09-09-2012
31-03-2006 First Interim Dividend Second Interim Dividend Final Dividend	24-10-2005 31-01-2006 28-07-2006	23-10-2012 30-01-2013 27-07-2013	21-11-2012 28-02-2013 25-08-2013
31-03-2007 First Interim Dividend Second Interim Dividend Final Dividend	23-10-2006 25-01-2007 25-07-2007	22-10-2013 24-01-2014 24-07-2014	20-11-2013 22-02-2014 22-08-2014
31-03-2008 First Interim Dividend Second Interim Dividend Final Dividend	24-10-2007 16-01-2008 06-08-2008	23-10-2014 15-01-2015 05-08-2015	21-11-2014 13-02-2015 03-09-2015
31-03-2009 First Interim Dividend Final Dividend	25-10-2008 06-08-2009	24-10-2015 05-08-2016	22-11-2015 03-09-2016
31-03-2010 Final Dividend	04-08-2010	03-08-2017	01-09-2017
31-03-2011 Final Dividend	20-07-2011	19-07-2018	17-08-2018

RAJAPALAIYAM,
28th May, 2012.

By Order of the Board,
For RAJAPALAYAM MILLS LTD.,
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, aged 53 years, 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 Ltd. since 1986.

He is a Member in the Investors Grievance Committee of the Company.

He holds 7,44,560 Equity Shares in the Company.

He is the son of Shri P.R. Ramasubrahmaneya Rajha, Chairman 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. Madras Cements Ltd
4. The Ramaraju Surgical Cotton Mills Ltd
5. Sri Vishnu Shankar Mill Ltd
6. Sandhya Spinning Mill Ltd
7. Thanjavur Spinning Mill Ltd
8. Sri Harini Textiles Limited
9. Rajapalayam Spinners Limited
10. Deccan Renewable Wind Electrics Limited
11. Sudharsanam Investments Ltd
12. Sri Sandhya Farms (India) Pvt. Ltd
13. Sri Saradha Deepa Farms Private Ltd
14. Ramamandiram Agricultural Estate Private Ltd
15. Nalina Agricultural Farms Private Ltd
16. Ramco Systems Corporation, USA
17. Ramco Systems Ltd., Switzerland
18. Ramco Systems Sdn Bhd., Malaysia
19. Ramco Systems Pte. Ltd., Singapore
20. Sri Ramco Lanka (Private) Limited, Sri Lanka
21. Sri Ramco Roofings Lanka Private Limited - Sri Lanka