

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)
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E-mail : rajacot@ramcotex.com
rajacot@bsnl.in

Chairman

Shri P.R. Ramasubrahmaneya Rajha

No.

Date : 10-08-2016

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

Scrip Code: 532503

Dear Sir,

Sub: Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Wednesday, the 10th August, 2016, at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626108, Tamil Nadu.

All the Resolutions had been passed with requisite majority. The details regarding the voting results in the prescribed format are enclosed.

Thanking you,

Yours faithfully,

For RAJAPALAYAM MILLS LIMITED

**A. ARULPRANAVAM
SECRETARY**

Encl.: As above

RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM

80th Annual General Meeting – Voting Results

[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of AGM	10 th August, 2016
Total Number of Shareholders on record date	4,976
No. of Shareholders Present in the Meeting either in person or through Proxy:	
Promoters and Promoter Group	6
Public	27
No. of Shareholders attended the Meeting through Video Conferencing	
Promoters and Promoters Group	0
Public	0

Resolution No.	1
Resolution Required : Ordinary	Adoption of Financial Statements for the year ended 31st March, 2016.
Whether Promoter / Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
Promoter and Promoter Group	E-Voting		3921820	100.00	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Total	3921820	3921820	100.00	3921820	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2060	0	0	0	0	0	0
Public Non-Institutions	E-Voting		275284	7.97	275284	0	100	0
	Poll		42900	1.24	42900	0	100	0
	Total	3452280	318184	9.21	318184	0	100	0
Total		7376160	4240004	57.48	4240004	0	100	0



RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM

Resolution No.	2
Resolution Required : Ordinary	Appointment of Shri P.R. Venketrama Raja as Director, who retires by rotation
Whether Promoter / Promoter Group are interested in the agenda/resolution	Shri P.R. Venketrama Raja, Promoter, is interested in this Resolution as appointee.

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
Promoter and Promoter Group	E-Voting		3921820	100.00	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Total	3921820	3921820	100.00	3921820	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2060	0	0	0	0	0	0
Public Non-Institutions	E-Voting		275284	7.97	275284	0	100	0
	Poll		42900	1.24	42900	0	100	0
	Total	3452280	318184	9.21	318184	0	100	0
Total		7376160	4240004	57.48	4240004	0	100	0



RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM

Resolution No.	3
Resolution Required : Ordinary	Appointment of Shri A.V. Dharmakrishnan as Director, who retires by rotation.
Whether Promoter / Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
Promoter and Promoter Group	E-Voting		3921820	100.00	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Total	3921820	3921820	100.00	3921820	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2060	0	0	0	0	0	0
Public Non-Institutions	E-Voting		275284	7.97	275284	0	100	0
	Poll		42900	1.24	42900	0	100	0
	Total	3452280	318184	9.21	318184	0	100	0
Total		7376160	4240004	57.48	4240004	0	100	0



RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM

Resolution No.	4
Resolution Required : Ordinary	Ratification of Appointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and Co., Chartered Accountants, as Auditors.
Whether Promoter / Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
Promoter and Promoter Group	E-Voting		3921820	100.00	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Total	3921820	3921820	100.00	3921820	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2060	0	0	0	0	0	0
Public Non-Institutions	E-Voting		275284	7.97	275284	0	100	0
	Poll		42900	1.24	42900	0	100	0
	Total	3452280	318184	9.21	318184	0	100	0
Total		7376160	4240004	57.48	4240004	0	100	0



RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM

Resolution No.	5
Resolution Required : Special	Reappointment of Smt. R. Sudarsanam as the Managing Director.
Whether Promoter / Promoter Group are interested in the agenda/resolution	Smt. R. Sudarsanam, Promoter, is interested in this Resolution as appointee.

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
Promoter and Promoter Group	E-Voting		3921820	100.00	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Total	3921820	3921820	100.00	3921820	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2060	0	0	0	0	0	0
Public Non-Institutions	E-Voting		275284	7.97	275284	0	100	0
	Poll		42900	1.24	42900	0	100	0
	Total	3452280	318184	9.21	318184	0	100	0
Total		7376160	4240004	57.48	4240004	0	100	0



RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM

Resolution No.	6
Resolution Required : Ordinary	Appointment of Smt. Soundara Kumar as an Independent Director.
Whether Promoter / Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
Promoter and Promoter Group	E-Voting		3921820	100.00	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Total	3921820	3921820	100.00	3921820	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2060	0	0	0	0	0	0
Public Non-Institutions	E-Voting		275284	7.97	275284	0	100	0
	Poll		42900	1.24	42900	0	100	0
	Total	3452280	318184	9.21	318184	0	100	0
Total		7376160	4240004	57.48	4240004	0	100	0



RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM

Resolution No.	7
Resolution Required : Ordinary	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2016-17.
Whether Promoter / Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
Promoter and Promoter Group	E-Voting		3921820	100.00	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Total	3921820	3921820	100.00	3921820	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2060	0	0	0	0	0	0
Public Non-Institutions	E-Voting		275284	7.97	275284	0	100	0
	Poll		42900	1.24	42900	0	100	0
	Total	3452280	318184	9.21	318184	0	100	0
Total		7376160	4240004	57.48	4240004	0	100	0

For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.



5 GF Abirami Apartments	D1 B Block First Floor Parsn Paradise
14 VOC Road, Cantonment	46 GN Chetty Road T Nagar
Trichy 620001	Chennai 600017
Phone: 0431-2140542	Phone: 044-42059739/45008214

Email: srinivasan.k@msjnk.com

Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
Rajapalayam Mills Limited
Rajapalayam Mill Premises, P.B.No.1
P.A.C.Ramasamy Raja Salai
Rajapalayam 626117

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 80th Annual General meeting (AGM) held on 10 August 2016 - submission of Scrutiniser's report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 5, GF, Abirami Apartments, 14 VOC Road, Cantonment, Trichy 620001, have been appointed as Scrutinizer by the Board of Directors of Rajapalayam Mills Limited, ("the Company") for the purpose of scrutinizing the e-voting process and the continuation of the ballot process at the AGM and ascertaining the requisite majority on voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 7 resolutions contained in the notice convening the 80th AGM of the members of the Company, held at 10:00 AM on Wednesday, the 10th August 2016 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam- 626108.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and the continuation of the ballot process at the AGM on the resolutions contained in the notice to the AGM of the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinize the remote e-voting process in a fair and transparent manner and make a consolidated scrutinizer's report of the total votes cast in favour or against.
3. The equity shares lying in Unclaimed Shares Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') were not considered in the ballot process.
4. The Chairman announced that the ballot process be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked them. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.



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14 VOC Road, Cantonment
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Phone: 0431-2140542

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Phone: 044-42059739/45008214

Email: srinivasan.k@msjnk.com

5. On the completion of the voting through ballot process:
 - 5.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.
 - 5.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
 - 5.3. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
6. I have also verified and confirm that:
 - 6.1. No voting rights were exercised in respect of the equity shares lying in Unclaimed Shares Suspense Account in terms of LODR.
 - 6.2. No member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.
7. I have recorded the particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
8. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:



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Phone: 044-42059739/45008214

Email: srinivasan.k@msjnk.com

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

9. The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:



K.SRINIVASAN
CHARTERED ACCOUNTANT


5 GF Abirami Apartments
14 VOC Road, Cantonment
Trichy 620001
Phone: 0431-2140542

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Phone: 044-42059739/45008214

Email: srinivasan.k@msjnk.com


R. No	Nature of Resolution	Subject matter in brief	Total valid votes	Assent (For)		Dissent (Against)	
				Number of Votes	Percentage	Number of Votes	Percentage
1	Ordinary Resolution	Adoption of Financial Statements for the year ended 31st March 2016	42,40,004	42,40,004	100.00%	0	0.00%
2	Ordinary Resolution	Appointment of Shri P.R. Venketrama Raja as Director, who retires by rotation	42,40,004	42,40,004	100.00%	0	0.00%
3	Ordinary Resolution	Appointment of Shri A.V.Dharmakrishnan as Director, who retires by rotation	42,40,004	42,40,004	100.00%	0	0.00%
4	Ordinary Resolution	Ratification of appointment of M/s. M.S. Jagannathan and N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and co., Chartered Accountants, as Auditors	42,40,004	42,40,004	100.00%	0	0.00%
5	Special Resolution	Appointment of Smt. R.Sudarsanam as the Managing Director	42,40,004	42,40,004	100.00%	0	0.00%
6	Ordinary Resolution	Appointment of Smt. Soundara Kumar as an Independent Director	42,40,004	42,40,004	100.00%	0	0.00%
7	Ordinary Resolution	Ratification of fee payable to Shri.M.Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2016-17	42,40,004	42,40,004	100.00%	0	0.00%

10. All the six (6) ordinary resolutions and one (1) special resolution have been passed with the requisite majority on the date of the AGM, namely 10 August 2016.


K.Srinivasan
Chartered Accountant
Membership No. 021510

Rajapalayam
10 August 2016



COUNTER SIGNED BY:
For RAJAPALAYAM MILLS LIMITED

(P.R. RAMASUBRAHMANEYA RAJHA)
CHAIRMAN.