

RAJAPALAYAM MILLS LTD

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



CIN : L17111TN1936PLC002298
Website : www.rajapalayammills.co.in

Chairman
Shri P.R. Ramasubrahmanya Rajha

Telephone : 91 4563 235666 (5 lines)
Fax : 91 4563 236520
E-mail : rajacot@ramcotex.com
rajacot@sancharnet.in

M/s. Madras Stock Exchange Ltd.,
#30, Second Line Beach,
CHENNAI-600 001.

No.
Date : 05-08-2014

M/s. Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers,
21st Floor, Dalal Street,
MUMBAI - 400 001.

Dear Sirs,

Sub: Compliance of Clause 35A of Listing Agreement

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Monday, the 04th August, 2014, at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu

Date of AGM	04-08-2014
Total No. of Shareholders on Cut-off date (i.e) 04-07-2014	5,063
No. of Shareholders present in the meeting either in person or through proxy	33
Promoters and Promoter Group	4
Public	29
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group	Not applicable
Public	Not applicable

The Shareholders transacted the business as provided in Annexure. The mode of voting was by e-Voting and Poll.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For RAJAPALAYAM MILLS LIMITED,

A. ARULPRANAVAM
SECRETARY

Encl: As above.

TIN No. 33166040048

C.S.T No. 487801

RAJAPALAYAM MILLS LIMITED

Resolution 1: (Ordinary Resolution)

Adoption of Financial Statements for the year ended 31st March, 2014.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259353	200	0	99.99%	0.01%
E-Voting, Total		7376160	4179753	56.67%	4179553	200	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273395	200	0	99.99%	0.01%



RAJAPALAYAM MILLS LIMITED

Resolution 2: (Ordinary Resolution)

Declaration of Final Dividend at the rate of Rs.2.50 per share for the year 2013-2014.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



RAJAPALAYAM MILLS LIMITED

Resolution 3: (Ordinary Resolution)

Appointment of Shri P.R. Venketrama Raja, who retires by rotation and is eligible for re-appointment .

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



RAJAPALAYAM MILLS LIMITED

Resolution 4: (Ordinary Resolution)

Appointment of Shri A.V. Dharmakrishnan, who retires by rotation and is eligible for re-appointment.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



RAJAPALAYAM MILLS LIMITED

Resolution 5: (Ordinary Resolution)

Appointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and Co., Chartered Accountants, as Auditors, from the conclusion of this AGM till the Conclusion of 81st AGM.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



RAJAPALAYAM MILLS LIMITED

Resolution 6: (Special Resolution)

Amendment of Clause 16A in the Articles of Association to enable the Chairman to retire by rotation and shall be taken into account in determining the retirement of directors by rotation.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259353	200	0	99.99%	0.01%
E-Voting, Total		7376160	4179753	56.67%	4179553	200	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273395	200	0	99.99%	0.01%



RAJAPALAYAM MILLS LIMITED

Resolution 7: (Special Resolution)

Appointment of Smt. R. Sudarsanam as Managing Director from 01-04-2014 to 31-03-2017.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



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Resolution 8: (Ordinary Resolution)

Appointment of Dr. K.T. Krishnan as Independent Director from 01-04-2014 to 31-03-2019.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



RAJAPALAYAM MILLS LIMITED

Resolution 9: (Ordinary Resolution)

Appointment of Shri N.K. Ramasuwami Raja as Independent Director from 01-04-2014 to 31-03-2019.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



RAJAPALAYAM MILLS LIMITED

Resolution 10: (Ordinary Resolution)

Appointment of Justice Shri P.P.S. Janardhana Raja as Independent Director from 01-04-2014 to 31-03-2019.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



RAJAPALAYAM MILLS LIMITED

Resolution 11: (Ordinary Resolution)

Appointment of Shri V. Santhana Raman as Independent Director from 01-04-2014 to 31-03-2019.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%



RAJAPALAYAM MILLS LIMITED

Resolution 12: (Special Resolution)

Authority to borrow money up to Rs.500 Crores.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public - Others	3453900	259553	7.51%	259553	0	0	100.00%	0.00%
E-Voting, Total		7376160	4179753	56.67%	4179753	0	0		
Poll at AGM	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public - Others	3453900	93842	2.72%	93842	0	0	100.00%	0.00%
Poll at AGM, Total		7376160	93842	1.27%	93842	0	0		
Total for Resolution		7376160	4273595	57.94%	4273595	0	0	100.00%	0.00%

