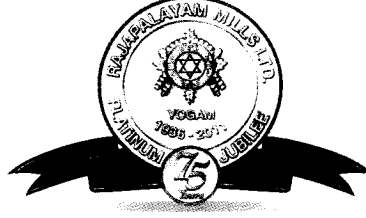


# RAJAPALAYAM MILLS LIMITED

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

CIN : L17111TN1936PLC002298  
PAN : AAACR8897F  
GSTIN : 33AAACR8897F1Z1



Telephone : 91 4563 235666 (5 lines)  
Fax : 91 4563 236520  
E-mail : rajacot@ramcotex.com  
rajacot@bsnl.in  
Website : www.rajapalayammills.co.in

Date : 14-08-2019

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

Scrip Code: 532503

Dear Sir,

## **Sub: Submission of Voting Results and Scrutinizer's Report -reg.**

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Wednesday, the 14<sup>th</sup> August, 2019, at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626108, Tamil Nadu and all resolutions transacted at the said meeting had been passed with requisite majority.

In compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results in the prescribed format are enclosed as per Annexure - A.

In compliance of Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutinizer's Report issued by Shri R. Palaniappan, Chartered Accountant, Scrutinizer is enclosed as Annexure - B.

Thanking you,

Yours faithfully,

**For RAJAPALAYAM MILLS LIMITED**

**A. ARULPRANAVAM  
SECRETARY**

Encl.: As above

General information about company	
Scrip code	532503
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE296E01026
Name of the company	RAJAPALAYAM MILLS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	14-08-2019
Start time of the meeting	10:00 AM
End time of the meeting	10:25 AM

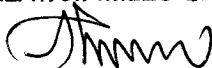
For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)  
Secretary.

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	R. Palaniappan
Firms Name	N.A. JAYARAMAN & CO
Qualification	CA
Membership Number	205112
Date of Board Meeting in which appointed	29-05-2018
Date of Issuance of Report to the company	14-08-2019

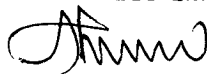
**For RAJAPALAYAM MILLS LIMITED**



**( A. ARULPRANAVAM )**  
**Secretary.**

<b>Voting results</b>	
Record date	09-08-2019
Total number of shareholders on record date	4968
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	6
b) Public	25
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	

**For RAJAPALAYAM MILLS LIMITED**



**( A. ARULPRANAVAM )**  
**Secretary.**

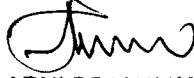
Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statements (Both Separate and Consolidated) for the year ended 31st March, 2019.				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3921820	3921820	100	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3921820	3921820	100	3921820	0	100
Public- Institutions	E-Voting	260763	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		260763	0	0	0	0	0
Public- Non Institutions	E-Voting	3193577	230720	7.2245	230720	0	100	0
	Poll		39744	1.2445	39744	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3193577	270464	8.469	270464	0	100
Total		7376160	4192284	56.8356	4192284	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAJAPALAYAM MILLS LIMITED

  
( A. ARULPRANAVAM )  
Secretary.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For RAJAPALAYAM MILLS LIMITED



( A. ARULPRANAVAM )  
Secretary.

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend of Rs.4/- Per Share for the financial year 2018-19				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3921820	3921820	100	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3921820	3921820	100	3921820	0	100
Public-Institutions	E-Voting	260763	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		260763	0	0	0	0	0
Public- Non Institutions	E-Voting	3193577	230720	7.2245	230720	0	100	0
	Poll		39744	1.2445	39744	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3193577	270464	8.469	270464	0	100
Total		7376160	4192284	56.8356	4192284	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

For RAJAPATI MILLS LIMITED



(A. ARULPRANAVAM)  
Secretary.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For RAJAPALAI TRAVELS LIMITED

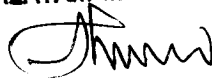


(A. ARULPRANAVAM)  
Secretary.



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Shri P.R. Venketrama Raja as Director, who retires by rotation				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3921820	3921820	100	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3921820	3921820	100	3921820	0	100
Public-Institutions	E-Voting	260763	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		260763	0	0	0	0	0
Public- Non Institutions	E-Voting	3193577	230720	7.2245	230720	0	100	0
	Poll		39744	1.2445	39744	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3193577	270464	8.469	270464	0	100
Total		7376160	4192284	56.8356	4192284	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)  
Secretary.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

**For RAJAPALAYAM MILLS LIMITED**



**( A. ARULPRANAVAM )  
Secretary.**

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Shri S.S. Ramachandra Raja as Director, who retires by rotation and To continue the Directorship of Shri S.S. Ramachandra Raja as Non-Executive Director				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3921820	3921820	100	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3921820	3921820	100	3921820	0	100
Public-Institutions	E-Voting	260763	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		260763	0	0	0	0	0
Public- Non Institutions	E-Voting	3193577	230720	7.2245	230720	0	100	0
	Poll		39744	1.2445	39744	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3193577	270464	8.469	270464	0	100
Total		7376160	4192284	56.8356	4192284	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAJAPALAYAM MILLS LIMITED

  
( A. ARULPRANAVAM )  
Secretary.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

FOR RAJESH K WILLS LIMITED



(A. ARULPRANAVAM)  
Secretary.

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Smt. R. Sudarsanam as the Managing Director				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3921820	3858060	98.3742	3858060	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3921820	3858060	98.3742	3858060	0	100
Public-Institutions	E-Voting	260763	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		260763	0	0	0	0	0
Public- Non Institutions	E-Voting	3193577	230720	7.2245	230720	0	100	0
	Poll		39744	1.2445	39744	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3193577	270464	8.469	270464	0	100
Total		7376160	4128524	55.9712	4128524	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAJAPALAYAM MILLS LIMITED



( A. ARULPRANAVAM )  
Secretary.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

**For RAJAPRANAVAM MILLS LIMITED**



**( A. ARULPRANAVAM )**  
Secretary.

Resolution(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Authority to borrow money upto Rs.750 Crores.					
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3921820	3921820	100	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3921820	3921820	100	3921820	0	100
Public-Institutions	E-Voting	260763	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		260763	0	0	0	0	0
Public- Non Institutions	E-Voting	3193577	230720	7.2245	230720	0	100	0
	Poll		39744	1.2445	39744	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3193577	270464	8.469	270464	0	100
Total		7376160	4192284	56.8356	4192284	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAJAWADI PAPER MILLS LIMITED



(A. ARULPRANAVAM)  
Secretary.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For ~~RAJESH~~ **RAJESH** LIMITED



(A. ARULPRANAVAM)  
Secretary.



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Smt. P.V. Nirmala Raju as Director				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3921820	3921820	100	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3921820	3921820	100	3921820	0	100
Public-Institutions	E-Voting	260763	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		260763	0	0	0	0	0
Public- Non Institutions	E-Voting	3193577	230720	7.2245	230720	0	100	0
	Poll		39744	1.2445	39744	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3193577	270464	8.469	270464	0	100
Total		7376160	4192284	56.8356	4192284	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAJAPALAYAM MILLS LIMITED

  
(A. ARULPRANAVAM)  
Secretary.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For RAJAPALAYAM MILLS LIMITED



( A. ARULPRANAVAM )  
Secretary.

Resolution(8)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2019-20					
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3921820	3921820	100	3921820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3921820	3921820	100	3921820	0	100
Public- Institutions	E-Voting	260763	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		260763	0	0	0	0	0
Public- Non Institutions	E-Voting	3193577	230720	7.2245	230720	0	100	0
	Poll		39744	1.2445	39744	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3193577	270464	8.469	270464	0	100
Total		7376160	4192284	56.8356	4192284	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAJAPALAYAM MILLS LIMITED

  
( A. ARULPRANAVAM )  
Secretary.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For RAJAPALAYAM MILLS LIMITED



( A. ARULPRANAVAM )  
Secretary.

No.9 Cedar Wood,  
No.11, 4<sup>th</sup> Main Road,  
Raja Annamalaipuram,  
Chennai 600 028

**Scrutiniser's Report**

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

To  
The Chairman  
Rajapalayam Mills Limited  
Rajapalayam Mills Premises,  
Post Box No.1, P.A.C. Ramasamy Raja Salai,  
Rajapalayam - 626 117

Dear Sir,


Sub: Remote E-voting and ballot process in respect of your Company's 83<sup>rd</sup> Annual General Meeting (AGM) on 14<sup>th</sup> August 2019 - Consolidated Scrutinizer's report.

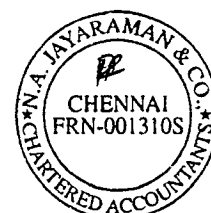
I have been appointed to act as the Scrutinizer for the remote e-voting and ballot process, in Connection with your Company's 83<sup>rd</sup> AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the BSE Limited (BSE), the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), in respect of five (5) ordinary resolutions and three (3) special resolutions to be considered at the 83<sup>rd</sup> AGM.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting/ballot process were:

Item No.	Nature Of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Financial Statements (both Standalone and Consolidated) for the year ended 31st March, 2019
2	Ordinary	Ordinary	Declaration of Dividend for the year 2018-19
3	Ordinary	Ordinary	Appointment of Shri P.R. Venketrama Raja as Director, who retires by rotation
4	Ordinary	Special	Appointment of Shri S.S. Ramachandra Raja as Director, who retires by rotation and to continue the Directorship of Shri S.S. Ramachandra Raja as Non-Executive Director
5	Special	Special	Re-appointment of Smt. R. Sudarsanam as the Managing Director
6	Special	Special	Authority to borrow money upto Rs. 750 Crores
7	Special	Ordinary	Appointment of Smt. P.V. Nirmala Raju as a Director

For RAJAPALAYAM MILLS LIMITED

  
(A. ARULPRANAVAM)  
Secretary.



Item No.	Nature Of Business	Type of Resolution	Subject Matter
8	Special	Ordinary	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2019-20.

3. 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 of the AGM to 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.

4. 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.

5. 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 that. 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.

6. Central Depository Services (India) Limited (CDSL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 190805021 for the same.

7. The prescribed particulars with regard to the remote e-voting process were duly advertised on 21st July, 2019 in Dinamani (Tamil - Madurai Edition) and on 22nd July, 2019 in Business Line (English - All Editions)

8. 9th August 2019 was fixed as the cut-off date for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.

9. On the completion of the voting through ballot process:

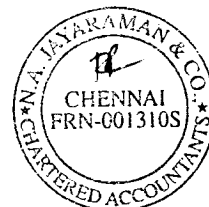
9.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.

9.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.

9.3. 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.

For RAJAPALAYAM MILLS LIMITED

  
(A. ARULPRANAVAM)  
Secretary.



10. I have also verified and confirm that:

10.1. No voting rights had been exercised in respect of the equity shares lying in Unclaimed Suspense Account and IEPF.

10.2. No member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.

11. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.

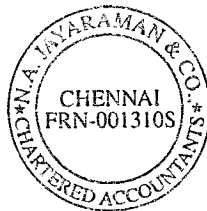
12. The combined results of voting through remote e-voting and ballots process at the AGM venue are as under:

Resolution No.	Total Valid Ballot / Votes		Valid Ballots / votes in favour of the resolution			Valid Ballots / votes against the resolution		
	Ballots	Votes Cast	Ballots	Votes Cast	% of Votes	Ballots	Votes Cast	% of Votes
1	55	41,92,284	55	41,92,284	100.00	0	0	0
2	55	41,92,284	55	41,92,284	100.00	0	0	0
3	55	41,92,284	55	41,92,284	100.00	0	0	0
4	55	41,92,284	55	41,92,284	100.00	0	0	0
5	54	41,28,524	54	41,28,524	100.00	0	0	0
6	55	41,92,284	55	41,92,284	100.00	0	0	0
7	55	41,92,284	55	41,92,284	100.00	0	0	0
8	55	41,92,284	55	41,92,284	100.00	0	0	0

13. All the five (5) ordinary resolutions and three (3) special resolutions have the requisite majority on the date of the AGM, namely 14th August 2019.

*R. Palaniappan*

R. PALANIAPPAN  
Chartered Accountant  
Membership No. 205112  
Scrutinizer for the AGM  
UDIN: 19205112AAAAGI5525



Date: 14<sup>th</sup> August 2019  
Place: Rajapalayam

For RAJAPALAYAM MILLS LIMITED

*(A. Arulpranavam)*

(A. ARULPRANAVAM)  
Secretary.