

<b>General information about company</b>	
Scrip code	532503
Name of the company	RAJAPALAYAM MILLS LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	10-08-2017
Start time of the meeting	10:00 AM
End time of the meeting	10:25 AM

<b>Voting results</b>	
Record date	04-08-2017
Total number of shareholders on record date	5153
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	8
b) Public	33
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	

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, 2017.				
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	2060	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2060	0	0	0	0	0
Public- Non Institutions	E-Voting	3452280	327899	9.498	327899	0	100	0
	Poll		72912	2.112	72912	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3452280	400811	11.61	400811	0	100
Total		7376160	4322631	58.6027	4322631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(1)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

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 Equity Share of Rs.10/- each for the financial year 2016-17				
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	2060	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2060	0	0	0	0	0
Public- Non Institutions	E-Voting	3452280	327899	9.498	327899	0	100	0
	Poll		72912	2.112	72912	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3452280	400811	11.61	400811	0	100
Total		7376160	4322631	58.6027	4322631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(2)</b>	
Category	Mode of voting
Promoter and Promoter Group	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Non Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
<b>Total</b>	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri S.S. Ramachandra 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	2060	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2060	0	0	0	0	0
Public- Non Institutions	E-Voting	3452280	327899	9.498	327899	0	100	0
	Poll		72912	2.112	72912	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3452280	400811	11.61	400811	0	100
Total		7376160	4322631	58.6027	4322631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(3)</b>	
Category	Mode of voting
Promoter and Promoter Group	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Non Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
<b>Total</b>	



Resolution(4)								
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	2060	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2060	0	0	0	0	0
Public- Non Institutions	E-Voting	3452280	327899	9.498	327899	0	100	0
	Poll		72912	2.112	72912	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3452280	400811	11.61	400811	0	100
Total		7376160	4322631	58.6027	4322631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Resolution(4)	
Category	Mode of voting
Promoter and Promoter Group	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Non Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Total	

**Text Block**

Textual Information(1)

Being an Appointee Shri P.R. Venketrama Raja is deemed to be interested in the Resolution.

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. N.A. Jayaraman & Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, as Auditors				
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	2060	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2060	0	0	0	0	0
Public- Non Institutions	E-Voting	3452280	327899	9.498	327899	0	100	0
	Poll		72912	2.112	72912	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3452280	400811	11.61	400811	0	100
Total		7376160	4322631	58.6027	4322631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(5)</b>	
<b>Category</b>	<b>Mode of voting</b>
<b>Promoter and Promoter Group</b>	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
<b>Public- Institutions</b>	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
<b>Public- Non Institutions</b>	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
<b>Total</b>	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Shri P. V. Abinav Ramasubramaniam Raja, 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	2060	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2060	0	0	0	0	0
Public- Non Institutions	E-Voting	3452280	327899	9.498	327899	0	100	0
	Poll		72912	2.112	72912	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3452280	400811	11.61	400811	0	100
Total		7376160	4322631	58.6027	4322631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Resolution(6)</b>	
<b>Category</b>	<b>Mode of voting</b>
Promoter and Promoter Group	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Non Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
<b>Total</b>	

<b>Text Block</b>	
Textual Information(1)	Being an Appointee Shri P.V. Abinav Ramasubramaniam Raja is deemed to be interested in the Resolution.



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri P.A.S. Alaghar Raja, as an Independent 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	2060	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2060	0	0	0	0	0
Public- Non Institutions	E-Voting	3452280	327899	9.498	327899	0	100	0
	Poll		72912	2.112	72912	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3452280	400811	11.61	400811	0	100
Total		7376160	4322631	58.6027	4322631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(7)</b>	
Category	Mode of voting
Promoter and Promoter Group	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Non Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
<b>Total</b>	

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 2017-18				
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	2060	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2060	0	0	0	0	0
Public- Non Institutions	E-Voting	3452280	327899	9.498	327899	0	100	0
	Poll		72912	2.112	72912	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3452280	400811	11.61	400811	0	100
Total		7376160	4322631	58.6027	4322631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(8)</b>	
Category	Mode of voting
Promoter and Promoter Group	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
Public- Non Institutions	E-Voting
	Poll
	Postal Ballot (if applicable)
	Total
<b>Total</b>	



**K.SRINIVASAN**  
CHARTERED ACCOUNTANT

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 81st Annual General meeting (AGM) held on 10th August 2017 - 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 Scrutiniser by the Board of Directors of Rajapalayam Mills Limited, ("the Company") for the purpose of scrutinising 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 8 resolutions contained in the notice convening the 81st AGM of the members of the Company, held at 10:00 AM on Thursday, the 10th August 2017 at P.A.C.Ramasamy Raja 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 of the AGM to the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated scrutiniser'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 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.



For RAJAPALAYAM MILLS LIMITED

*[Signature]*  
(P.R. VENKETRAMA RAJA)  
CHAIRMAN.

**K.SRINIVASAN**  
CHARTERED ACCOUNTANT

5 GF Abirami Apartments  
14 VOC Road, Cantonment  
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Email: [srinivasan.k@msjnk.com](mailto: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 scrutinised 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:

Resolution No.	Brief Text of Resolution	Type
1	Adoption of Financial Statements (Both Separate and Consolidated) for the year ended 31st March, 2017.	Ordinary Resolution
2	Declaration of Dividend of Rs.4/- Per Equity Share of Rs.10/- each for the financial year 2016-17.	Ordinary Resolution
3	Appointment of Shri S.S. Ramachandra Raja as Director, who retires by rotation.	Ordinary Resolution
4	Appointment of Shri P.R. Venketrama Raja, as Director, who retires by rotation.	Ordinary Resolution
5	Appointment of M/s. N.A. Jayaraman & Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, as Auditors.	Ordinary Resolution
6	Appointment of Shri P.V. Abinav Ramasubramaniam Raja, as Director.	Ordinary Resolution
7	Appointment of Shri P.A.S. Alaghar Raja, as an Independent Director.	Ordinary Resolution
8	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2017-18.	Ordinary Resolution



For RAJAPALAYAM MILLS LIMITED

*(P.R. VENKETRAMA RAJA)*  
CHAIRMAN.

**K.SRINIVASAN**  
CHARTERED ACCOUNTANT

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14 VOC Road, Cantonment  
Trichy 620001  
Phone: 0431-2140542


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Chennai 600017  
Phone: 044-42059739/45008214

Email: srinivasan.k@msjnk.com

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

Sl. No.	Category of Resolution	Subject matter of Resolution	Total valid votes	Assent (For)		Dissent (Against)		Abstain
				Number of Votes	Percentage	Number of Votes	Percentage	
1	Ordinary Resolution	Adoption of Financial Statements (Both Separate and Consolidated) for the year ended 31st March, 2017.	4,322,631	4,322,631	100.00%	0	0.00%	0
2	Ordinary Resolution	Declaration of Dividend of Rs.4/- Per Equity Share of Rs.10/- each for the financial year 2016-17.	4,322,631	4,322,631	100.00%	0	0.00%	0
3	Ordinary Resolution	Appointment of Shri S.S. Ramachandra Raja as Director, who retires by rotation.	4,322,631	4,322,631	100.00%	0	0.00%	0
4	Ordinary Resolution	Appointment of Shri P.R. Venketrana Raja, as Director, who retires by rotation.	4,322,631	4,322,631	100.00%	0	0.00%	0
5	Ordinary Resolution	Appointment of M/s. N.A. Jayaraman & Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, as Auditors.	4,322,631	4,322,631	100.00%	0	0.00%	0
6	Ordinary Resolution	Appointment of Shri P.V. Abinav Ramasubramaniam Raja, as Director.	4,322,631	4,322,631	100.00%	0	0.00%	0
7	Ordinary Resolution	Appointment of Shri P.A.S. Alaghar Raja, as an Independent Director.	4,322,631	4,322,631	100.00%	0	0.00%	0
8	Ordinary Resolution	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2017-18.	4,322,631	4,322,631	100.00%	0	0.00%	0

9. All the eight (8) ordinary resolutions have been passed unanimously on the date of the AGM, namely 10th August 2017.

  
K. Srinivasan  
Chartered Accountant  
Membership No. 021510

Rajapalayam  
10th August 2017



For RAJAPALAYAM MILLS LIMITED

  
(P.R. VENKETRAMA RAJA)  
CHAIRMAN.