



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



Chairman
Shri P.R. Ramasubrahmaneya Rajha

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rajacot@sanchamet.in

M/s. Madras Stock Exchange Ltd.,
Exchange Building,
Post Box No.183,
#11, Second Line Beach,
CHENNAI-600 001.

No.

Date : 13-08-2013

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

Dear Sir,

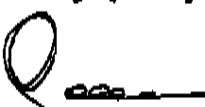
Sub: Proceedings of the AGM held on 01-08-2013

We enclose herewith the Certified True Copy of the Proceedings of the Annual General Meeting of the Company held on 1th August, 2013.

Kindly acknowledge receipt of the above.

Thanking you,

Yours faithfully,
For Rajapalayam Mills Ltd.,


V. Gurusamy
Secretary

Encl: As above.

RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

MINUTES OF THE 77th ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 10.00 AM ON THURSDAY, THE 1ST AUGUST, 2013 AT P.A.C.R. CENTENARY COMMUNITY HALL, P.A.C.RAMASAMY RAJA SALAI, RAJAPALAYAM.

Members attended in person	.. 22
Members attended through proxy	.. NIL

Total	.. 22

The following Directors were present at the Meeting:

1. Shri P.R.Ramasubrahmaneya Rajha, Chairman
2. Shri S.S.Ramachandra Raja
3. Shri N.K.Ramasuwami Raja

Shri P.R.Ramasubrahmaneya Rajha, Chairman of the Company presided.

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

The Chairman informed the Members that the Register of Directors' shareholdings maintained under Section 307 of the Companies Act, 1956 was kept open and available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Statement of Profit & Loss of the Company for the year ended 31st March 2013, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date having been already circulated to the members were taken as read.

The Auditors' Report to the Shareholders was read by the Secretary.

The Chairman delivered a brief speech on the performance of the Company for the Financial Year 2012-13. He then invited queries from Members on the accounts and the Company's business generally and replied them suitably.

Chairman's
Initial



RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

ORDINARY BUSINESS:

1. Proposed by Shri N.K. Ramasuwami Raja, a shareholder and seconded by Shri S. Kanthimathinathan, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that the Directors' Report, Statement of Profit & Loss for the year ended 31st March, 2013, Balance Sheet as at that date, Cash Flow Statement for the year ended on that date and the Auditors' Report thereon be and are hereby received, considered and adopted."

2. The Chairman informed the Members that the Board of Directors had declared an Interim Dividend of Rs.5/- per Share (50%) on 22nd February, 2013 for the year 2012-2013 and had recommended a Final Dividend of Re.1/- per Share (10%).

Proposed by Shri S.S. Ramachandra Raja, a shareholder and seconded by Shri S.N. Ramaraju, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that the Interim Dividend of Rs.5/- per Equity Share declared by the Board of Directors and paid during the year 2012 - 2013 be and is hereby confirmed."

"RESOLVED FURTHER that Final Dividend of Re.1/- per Equity Share be and is hereby declared which together with the Interim Dividend as aforesaid would give a total Dividend of Rs.6/- per Equity Share for the year ended 31-03-2013."

3. Proposed by Shri K.S. Chidambaranathan, a shareholder and seconded by Shri S.N. Radhakrishna Raja, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that Shri N.R.K. Venkatesh Raja, who retires by rotation be and is hereby elected as Director of the Company."

Chairman's
Initial



RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

4. Proposed by Shri N.K. Shrikandan Raja, a shareholder and seconded by Shri P.A.S. Krishnama Raja, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that Shri S.S. Ramachandra Raja, who retires by rotation be and is hereby elected as Director of the Company."

5. Proposed by Shri S. Kanthimathinathan, a shareholder and seconded by Shri K.S. Chidambaranathan, a shareholder, the following resolution was passed as an Ordinary Resolution:

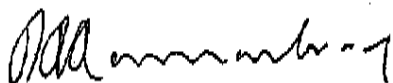
"RESOLVED that Shri N.K. Ramasuwami Raja, who retires by rotation be and is hereby elected as Director of the Company."

6. Proposed by Shri S.S. Ramachandra Raja, a shareholder and seconded by Shri N.K. Ramasuwami Raja, a shareholder, the following resolution was passed 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.1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) each, exclusive of out-of-pocket expenses."

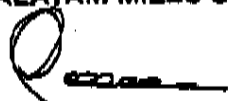
The Meeting ended with a vote of thanks to the chair.

Rajapalaiyam
01-08-2013


(P.R. RAMASUBRAHMANEYA RAJHA)
CHAIRMAN

-CERTIFIED TRUE COPY-

For RAJAPALAYAM MILLS LTD.,


(V. GURUSAMY)
Secretary

Chairman's
Initial