

# 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 : L17111TN1936PL002298  
Website : [www.rajapalayammills.co.in](http://www.rajapalayammills.co.in)

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Chairman  
Shri P.R. Ramasubrahmanya Rajha



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

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

No.  
Date : 05-08-2014

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 04<sup>th</sup> 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.

**RAJAPALAYAM MILLS LIMITED**

**Resolution 1: (Ordinary Resolution)**

Adoption of Financial Statements for the year ended 31<sup>st</sup> 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%
<b>E-Voting, Total</b>		<b>7376160</b>	<b>4179753</b>	<b>56.67%</b>	<b>4179553</b>	<b>200</b>	<b>0</b>		
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%
<b>Poll at AGM, Total</b>		<b>7376160</b>	<b>93842</b>	<b>1.27%</b>	<b>93842</b>	<b>0</b>	<b>0</b>		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273395</b>	<b>200</b>	<b>0</b>	<b>99.99%</b>	<b>0.01%</b>



**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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**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 81<sup>st</sup> 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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**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%
<b>E-Voting, Total</b>		<b>7376160</b>	<b>4179753</b>	<b>56.67%</b>	<b>4179553</b>	<b>200</b>	<b>0</b>		
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%
<b>Poll at AGM, Total</b>		<b>7376160</b>	<b>93842</b>	<b>1.27%</b>	<b>93842</b>	<b>0</b>	<b>0</b>		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273395</b>	<b>200</b>	<b>0</b>	<b>99.99%</b>	<b>0.01%</b>



**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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**RAJAPALAYAM MILLS LIMITED****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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



**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		
<b>Total for Resolution</b>		<b>7376160</b>	<b>4273595</b>	<b>57.94%</b>	<b>4273595</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

