

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)
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E-mail : rajacot@ramcotex.com
rajacot@bsnl.in
Website : www.rajapalayammills.co.in

Date : 20-08-2022

M/s. BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code: 532503

Dear Sir,

Sub: Submission of Voting Results and Scrutiniser's Report -reg.

We wish to inform you that the Annual General Meeting of the Company was held on Saturday, the 20th August, 2022, through Video Conferencing 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 Scrutiniser's Report issued by Shri R. Palaniappan, Chartered Accountant, Partner of M/s. N.A. Jayaraman & Co, Chartered Accountants is enclosed as Annexure - B.

Thanking you,
Yours faithfully,

For RAJAPALAYAM MILLS LIMITED

**A. ARULPRANAVAM
SECRETARY**

Encl.: As above

Copy to: M/s. Central Depository Services (India) Limited,
Marathon Futurex, Unit No. 2501
25th Floor, A-Wing, Mafatlal Mills Compound,
N M Joshi Marg, Lower Parel, Mumbai -400 013

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)	20-08-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:40 AM

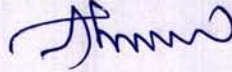
For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.

Scrutinizer Details	
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	20-08-2022

For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.

Voting results	
Record date	13-08-2022
Total number of shareholders on record date	7685
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	14
b) Public	53
No. of resolution passed in the meeting	7
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 Company's Separate and Consolidated Audited Financial Statements and the Reports of the Board of Directors and Auditors for the year ended 31st March 2022.					
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	4743333	4743333	100	4743333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4743333	4743333	100	4743333	0	100
Public-Institutions	E-Voting	170195	162459	95.4546	162459	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		170195	162459	95.4546	162459	0	100
Public- Non Institutions	E-Voting	3691992	931413	25.2279	931413	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3691992	931413	25.2279	931413	0	100
Total		8605520	5837205	67.8309	5837205	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 Re.1/- per Share for the year 2021-22				
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	4743333	4743333	100	4743333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4743333	4743333	100	4743333	0	100
Public-Institutions	E-Voting	170195	162459	95.4546	162459	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		170195	162459	95.4546	162459	0	100
Public- Non Institutions	E-Voting	3691992	931413	25.2279	931413	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3691992	931413	25.2279	931413	0	100
Total		8605520	5837205	67.8309	5837205	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(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of Shri A. V. Dharmakrishnan (DIN: 00693181), as a 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	4743333	4743333	100	4743333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4743333	4743333	100	4743333	0	100
Public-Institutions	E-Voting	170195	162459	95.4546	162459	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		170195	162459	95.4546	162459	0	100
Public- Non Institutions	E-Voting	3691992	931413	25.2279	931409	4	99.9996	0.0004
	Poll							
	Postal Ballot (if applicable)							
	Total		3691992	931413	25.2279	931409	4	99.9996
Total		8605520	5837205	67.8309	5837201	4	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

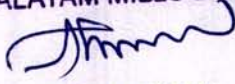
For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
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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				Re-appointment of Shri S.S. Ramachandra Raja (DIN: 00331491) 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	4743333	4743333	100	4743333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4743333	4743333	100	4743333	0	100
Public-Institutions	E-Voting	170195	162459	95.4546	162459	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		170195	162459	95.4546	162459	0	100
Public- Non Institutions	E-Voting	3691992	931413	25.2279	931409	4	99.9996	0.0004
	Poll							
	Postal Ballot (if applicable)							
	Total		3691992	931413	25.2279	931409	4	99.9996
Total		8605520	5837205	67.8309	5837201	4	99.9999	0.0001
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.

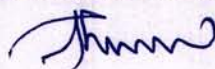
Resolution(5)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of M/s. N.A. Jayaraman & Co., Chartered Accountants, and M/s. SRSV & Associates, Chartered Accountants, as Statutory 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	4743333	4743333	100	4743333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4743333	4743333	100	4743333	0	100
Public-Institutions	E-Voting	170195	162459	95.4546	162459	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		170195	162459	95.4546	162459	0	100
Public- Non Institutions	E-Voting	3691992	931413	25.2279	931413	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3691992	931413	25.2279	931413	0	100
Total		8605520	5837205	67.8309	5837205	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(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Appointment of Smt. P.V. Nirmala Raju (DIN:00474960) as Managing Director for a period of 5 years with effect from 01-06-2022.					
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	4743333	4701963	99.1278	4701963	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4743333	4701963	99.1278	4701963	0	100
Public-Institutions	E-Voting	170195	162459	95.4546	162459	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		170195	162459	95.4546	162459	0	100
Public- Non Institutions	E-Voting	3691992	929813	25.1846	929809	4	99.9996	0.0004
	Poll							
	Postal Ballot (if applicable)							
	Total		3691992	929813	25.1846	929809	4	99.9996
Total		8605520	5794235	67.3316	5794231	4	99.9999	0.0001
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(7)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Ratification of remuneration of Rs.1,75,000/- plus applicable taxes and out of pocket expenses to Shri M. Kannan, Cost Auditor of the Company, for the year 2022-23					
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	4743333	4743333	100	4743333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4743333	4743333	100	4743333	0	100
Public-Institutions	E-Voting	170195	162459	95.4546	162459	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		170195	162459	95.4546	162459	0	100
Public- Non Institutions	E-Voting	3691992	931413	25.2279	931412	1	99.9999	0.0001
	Poll							
	Postal Ballot (if applicable)							
	Total		3691992	931413	25.2279	931412	1	99.9999
Total		8605520	5837205	67.8309	5837204	1	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.

R. PALANIAPPAN
CHARTERED ACCOUNTANT

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

20th August 2022

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 [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 86th Annual General Meeting on 20th August 2022 conducted through Video Conferencing (VC) - Scrutiniser's Consolidated report

I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 86th 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), Ministry of Corporate Affairs' (MCA) circular dated 5th May 2022 and SEBI circular dated 13th May 2022.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

Item No	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Company's Separate and Consolidated Audited Financial Statements and the Reports of the Board of Directors and Auditors for the year ended 31 st March 2022.
2	Ordinary	Ordinary	Declaration of Dividend of Re. 1 per share for the year 2021-22.
3	Ordinary	Ordinary	Re-appointment of Shri A.V. Dharmakrishnan (DIN: 00693181), as a Director, who retires by rotation.

For RAJAPALAYAM MILLS LIMITED


(A. ARULPRANAVAM)
Secretary.



Item No	Nature of Business	Type of Resolution	Subject Matter
4	Ordinary	Special	Re-appointment of Shri S.S. Ramachandra Raja (DIN: 00331491), as a Director, who retires by rotation and to continue the Directorship of Shri S.S. Ramachandra Raja as Non-Executive Director
5	Ordinary	Ordinary	Re-Appointment of M/s. N.A. Jayaraman & Co., Chartered Accountants, and M/s. SRSV & Associates, Chartered Accountants, as Statutory Auditors of the company.
6	Special	Special	Appointment of Smt. P.V. Nirmala Raju (DIN: 00474960) as Managing Director for a period of 5 years with effect from 01-06-2022.
7	Special	Ordinary	Ratification of remuneration of Rs. 1,75,000/- (exclusive of GST and out of pocket expenses) to Shri M. Kannan, Cost Auditor of the Company, for the financial year 2022-23.

- 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 on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.
- The equity shares lying in Unclaimed Shares Suspense Account on which voting rights were frozen in terms of Schedule VI of the LODR were not considered in the remote e-voting process. Also, shares lying with IEPF were not considered for remote E-Voting.

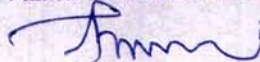
For RAJAPALAYAM MILLS LIMITED


(A. ARULPRANAVAM)
Secretary.



5. 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) 220805019 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. 13th August 2022 was fixed as the cut-off date for determining the eligibility to vote. The remote e-voting facility prior to the AGM was made available from 9.00 AM on 17th August 2022 to 5.00 PM on 19th August 2022.
7. Secretary announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.
8. The prescribed particulars with regard to the remote e-voting process were duly advertised in Business Line (English – All Editions) on 23-07-2022 & 26-07-2022 and in Dinamani (Tamil – Madurai Edition) on 23-07-2022 & 26-07-2022. The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company.
9. The Company completed the despatch of Annual Report for 2021-22 containing Notice, Directors' Report, Business Responsibility Report, Statutory Auditors Report, Secretarial Auditors Report and Financial Statements by e-mail to the Members by 23-07-2022. Further, the Company had sent 196 e-mails containing the Annual Report individually to the shareholders who acquired shares / updated their e-mail ID subsequent to 23-07-2022, till the cut-off date.
10. On the completion of the e-voting process:
 - 10.1 I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
 - 10.2 I scrutinised the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.
11. I have also verified and confirm that:
 - 11.1. No voting rights had been exercised in respect of the equity shares lying in Unclaimed Suspense Account and IEPF.

For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.



R. PALANIAPPAN
CHARTERED ACCOUNTANT

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

- 11.2. No member who had exercised their vote through remote e-voting facility participated in the e-voting process at the AGM.
12. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
13. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution No	Votes cast in favour			Votes cast against		
	No. of Members voted	No. of Votes	Percentage of votes	No. of Members voted	No. of Votes	Percentage of votes
1	84	5837205	100%	0	0	0
2	84	5837205	100%	0	0	0
3	83	5837201	99.99993%	1	4	0.00007%
4	83	5837201	99.99993%	1	4	0.00007%
5	84	5837205	100%	0	0	0
6	81	5794231	99.99993%	1	4	0.00007%
7	83	5837204	99.99998%	1	1	0.00002%

14. All the seven resolutions have been passed with requisite majority.

R. Palaniappan
R. PALANIAPPAN
Chartered Accountant
Membership No. 205112
Scrutiniser for the AGM
UDIN: 22205112APKFQI9890



For RAJAPALAYAM MILLS LIMITED

(A. ARULPRANAVAM)
Secretary.

Date: 20th August 2022
Place: Chennai