

RAJAPALAYAM MILLS LIMITED

Regd. Office : Rajapalayam Mills Premises, P.A.C. Ramasamy Raja Salai,
Post Box No. 1, Rajapalayam, 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: 30-03-2024

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

Scrip Code: 532503

Dear Sir/Madam,

Sub: Result of Postal Ballot by remote E-Voting process

This is in continuation of letter dated 27th February, 2024, enclosing the copy of Postal Ballot Notice dated 20th February, 2024 ("Notice") for seeking approval of the Shareholders of our Company on the following three Special Resolutions:

S.No	SPECIAL BUSINESS - SPECIAL RESOLUTION
1.	To approve appointment of Shri. M. Rathinasamy (DIN: 10391134) as a Non-Executive Independent Director of the Company.
2.	To approve appointment of Shri. Sivaguru Chellappa (DIN: 01309727) as a Non-Executive Independent Director of the Company.
3.	To approve appointment of Shri.N.S.Krishnamma Raja (DIN: 01655571) as a Non-Executive Independent Director of the Company.

Pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company has transacted the above three Special Businesses by way of Postal Ballot through remote evoting process as set out in the Notice.

The remote e-voting process concluded on Friday, the 29th March, 2024 at 5.00 PM (IST). The Scrutiniser has today, (i.e) 30th March, 2024, submitted his report on the results of the Postal Ballot through remote e-voting. Based on the report of the scrutiniser, we hereby inform that the Shareholders of our Company have duly passed the above three Special Resolutions 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**.



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In compliance of Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report dated 30th March, 2024, issued by Shri.R. Palaniappan, Chartered Accountant, Partner of M/s. N.A. Jayaraman & Co, Chartered Accountants, Scrutiniser is enclosed as **Annexure - B**.

Thanking you,
For RAJAPALAYAM MILLS LIMITED

K. MAHESWARAN
SECRETARY

Encl: As above



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

Annexure - A

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General information about company	
Scrip code	532503
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE296E01026
Name of the company	RAJAPALAYAM MILLS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-03-2024
Start time of the meeting	
End time of the meeting	

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For RAJAPALAYAM MILLS LIMITED

(K. MAHESWARAN)
Secretary.
M.No: A29730

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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	20-02-2024
Date of Issuance of Report to the company	30-03-2024

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For RAJAPALAYAM MILLS LIMITED

(K. MAHESWARAN)
Secretary.
M.No: A29730

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Voting results	
Record date	23-02-2024
Total number of shareholders on record date	7404
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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(K. MAHESWARAN)
Secretary.
M.No: A29730

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Resolution (1)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To approve appointment of Shri. M. Rathinasamy (DIN: 10391134) as a Non-Executive Independent Director on the Board of the Company.						
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		5012667	98.0959	5012667	0	100.0000	0.0000
	Poll	5109966	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5109966	5012667	98.0959	5012667	0	100.0000	0.0000
Public-Institutions	E-Voting		31808	78.6159	31808	0	100.0000	0.0000
	Poll	40460	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	40460	31808	78.6159	31808	0	100.0000	0.0000
Public- Non Institutions	E-Voting		439413	10.7970	439391	22	99.9950	0.0050
	Poll	4069774	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4069774	439413	10.7970	439391	22	99.9950	0.0050
Total		9220200	5483888	59.4769	5483866	22	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

For RAJAPALAYAM MILLS LIMITED

(K. MAHESWARAN)
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Validate

Resolution (2)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To approve appointment of Shri. Sivaguru Chellappa (DIN: 01309727) as a Non-Executive Independent Director on the Board of the Company.						
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		5012667	98.0959	5012667	0	100.0000	0.0000
	Poll	5109966	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5109966	5012667	98.0959	5012667	0	100.0000	0.0000
Public-Institutions	E-Voting		31808	78.6159	31808	0	100.0000	0.0000
	Poll	40460	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	40460	31808	78.6159	31808	0	100.0000	0.0000
Public- Non Institutions	E-Voting		439413	10.7970	439392	21	99.9952	0.0048
	Poll	4069774	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4069774	439413	10.7970	439392	21	99.9952	0.0048
Total		9220200	5483888	59.4769	5483867	21	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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Secretary.
M.No: A29730

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Resolution (3)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To approve appointment of Shri. N.S. Krishnamma Raja (DIN: 01655571) as a Non-Executive Independent Director on the Board of the Company.						
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		5012667	98.0959	5012667	0	100.0000	0.0000
	Poll	5109966	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5109966	5012667	98.0959	5012667	0	100.0000	0.0000
Public-Institutions	E-Voting		31808	78.6159	0	31808	0.0000	100.0000
	Poll	40460	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	40460	31808	78.6159	0	31808	0.0000	100.0000
Public- Non Institutions	E-Voting		439413	10.7970	439391	22	99.9950	0.0050
	Poll	4069774	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4069774	439413	10.7970	439391	22	99.9950	0.0050
Total		9220200	5483888	59.4769	5452058	31830	99.4196	0.5804
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

FOR RAJAPALAYAM MILLS LIMITED

(K. MAHESWARAN)
Secretary.
M.No: A29730

R. PALANIAPPAN
CHARTERED ACCOUNTANT

9 Cedar Wood,
11, 4th Main Road,
Raja Annamalaipuram,
Chennai 600 028

Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013, and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

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

Dear Sir,


Sub: Scrutiniser Report on voting through e-voting for the Postal Ballot in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014

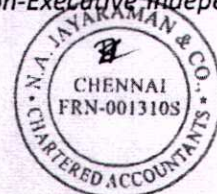
1. I, R. Palaniappan, Practicing Chartered Accountant and Partner of M/s. N.A. Jayaraman & Co., Chartered Accountants, 9, Cedar Wood, 11, 4th Main Road, Raja Annamalaipuram, Chennai - 600 028, have been appointed as Scrutiniser by the Board of Directors of Rajapalayam Mills Limited ("the Company") on 20th February, 2024 to scrutinise the e-voting process for the Postal Ballot through electronic voting ("Remote e-Voting") conducted by the Company, as per provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Postal Ballot Notice ("the Notice") dated 20th February, 2024, in respect of the following three Special Resolutions.
 1. To approve appointment of Shri. M. Rathinasamy (DIN: 10391134) as a Non-Executive Independent Director on the Board of the Company.

To consider and pass the following Resolution, as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Shri. M. Rathinasamy (DIN: 10391134), as a Non-Executive Independent Director

For RAJAPALAYAM MILLS LIMITED


(K. MAHESWARAN)
Secretary.
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of the Company, for a term of 5 consecutive years from 1st April, 2024 to 31st March, 2029."

2. To approve appointment of Shri. Sivaguru Chellappa (DIN: 01309727) as a Non-Executive Independent Director on the Board of the Company.

To consider and pass the following Resolution, as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Shri. Sivaguru Chellappa (DIN: 01309727), as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years from 1st April, 2024 to 31st March, 2029."

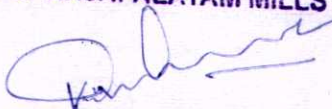
3. To approve appointment of Shri. N.S. Krishnamma Raja (DIN: 01655571) as a Non-Executive Independent Director on the Board of the Company.

To consider and pass the following Resolution, as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Shri. N.S. Krishnamma Raja (DIN: 01655571), as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years from 1st April, 2024 to 31st March, 2029."

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal ballot and e-voting. My responsibility is to Scrutinise the e-voting of postal ballot in a fair and transparent manner and issue a Scrutiniser's Report of the total votes cast in favour or against.


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3. Pursuant to Sections 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification) or re-enactment(s) thereof for the time being in force) read with circulars and notifications issued by Ministry of Corporate Affairs and Securities exchange Board of India in this regard, the Notice along with explanatory statement and instructions for e-voting were sent to 6620 Members (members who have registered their mail IDs, out of the total members of 7404) on Tuesday, 27th February, 2024, only through electronic mode, to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 23rd February, 2024 (the "Cut-Off date"), as received from Depositories who have registered their e-mail addresses with, the Company / Depository Participant.
4. 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) 240226004 for the same.
5. The particulars with regard to the remote e-voting process were duly advertised in Business Line (English – All Editions) on 28th February, 2024 and in Dinamani (Tamil – Madurai Edition) on 28th February, 2024. 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.
6. The Members holding shares as on the Cut-Off date were entitled to vote on the resolutions set out in the Notice only through e-voting.
7. The e-voting facility for the Postal Ballot was made available from 9.00 a.m. (IST) on Thursday, 29th February, 2024 to 5.00 p.m. (IST) on Friday, 29th March, 2024.
8. On completion of the e-voting process:
 - 8.1 I downloaded the postal ballot details from the e-Voting platform of CDSL, in the presence of two independent persons not in the employment of the Company, and 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.
 - 8.2 Equity shares lying in IEPF account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, Government of India were not considered for Remote e-Voting.

For RAJAPALAYAM MILLS LIMITED



(K. MAHESWARAN)
Secretary.
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9. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
10. The results of the e-voting are as under:

Resolution No.	Total No. of Ballots	Total No. of Votes	Invalid Votes		Total Valid Votes	Votes cast in favour			Votes cast against		
			No. of Ballots	Total Invalid Votes		No. of Ballots	No. of Votes	% of Votes	No. of Ballots	No. of Votes	% of votes
1	98	54,83,888	0	0	54,83,888	94	54,83,866	99.9996%	4	22	0.0004%
2	98	54,83,888	0	0	54,83,888	95	54,83,867	99.9996%	3	21	0.0004%
3	98	54,83,888	0	0	54,83,888	89	54,52,058	99.4196%	9	31,830	0.5804%

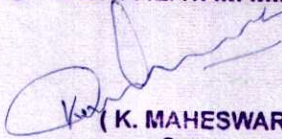
11. All the three special resolutions were passed with requisite majority on the conclusion of the Postal Ballot on 29th March, 2024.


R. PALANIAPPAN
Chartered Accountant
Membership No. 205112
Scrutiniser
UDIN: 24205112BKEZIE7109



Date: 30th March 2024
Place: Chennai

For RAJAPALAYAM MILLS LIMITED


(K. MAHESWARAN)
Secretary.
M.No: A29730