

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)
Fax : 91 4563 236520
E-mail : rajacot@ramcotex.com
rajacot@bsnl.in
Website : www.rajapalayammills.co.in

Date : 18-08-2023

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 Friday, the 18th August, 2023, 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

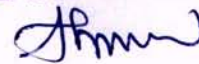
A. ARULPRANAVAM
SECRETARY

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)	18-08-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:50 AM

For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.

Voting results	
Record date	11-08-2023
Total number of shareholders on record date	7833
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	56
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

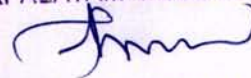
For RAJAPALAYAM MILLS LIMITED



(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 2023.				
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	5109966	5109966	100	5109966	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5109966	5109966	100	5109966	0	100
Public-Institutions	E-Voting	40768	31808	78.022	31808	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		40768	31808	78.022	31808	0	100
Public- Non Institutions	E-Voting	4069466	306365	7.5284	306365	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4069466	306365	7.5284	306365	0	100
Total		9220200	5448139	59.0892	5448139	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 financial 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	5109966	5109966	100	5109966	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5109966	5109966	100	5109966	0	100
Public-Institutions	E-Voting	40768	31808	78.022	31808	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		40768	31808	78.022	31808	0	100
Public- Non Institutions	E-Voting	4069466	306365	7.5284	306365	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4069466	306365	7.5284	306365	0	100
Total		9220200	5448139	59.0892	5448139	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



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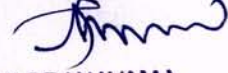
Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Shri P.R. Venketrana Raja (DIN: 00331406), as a Director, who retires by rotation.				
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	5109966	5109966	100	5109966	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5109966	5109966	100	5109966	0	100
Public-Institutions	E-Voting	40768	31808	78.022	31808	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		40768	31808	78.022	31808	0	100
Public- Non Institutions	E-Voting	4069466	306365	7.5284	306361	4	99.9987	0.0013
	Poll							
	Postal Ballot (if applicable)							
	Total		4069466	306365	7.5284	306361	4	99.9987
Total		9220200	5448139	59.0892	5448135	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(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of P.V. Abinav Ramasubramaniam Raja (DIN: 07273249), 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	5109966	5109966	100	5109966	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5109966	5109966	100	5109966	0	100
Public- Institutions	E-Voting	40768	31808	78.022	0	31808	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total		40768	31808	78.022	0	31808	0
Public- Non Institutions	E-Voting	4069466	306365	7.5284	306361	4	99.9987	0.0013
	Poll							
	Postal Ballot (if applicable)							
	Total		4069466	306365	7.5284	306361	4	99.9987
Total		9220200	5448139	59.0892	5416327	31812	99.4161	0.5839
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				Ratification of remuneration of Rs 2,25,000/- plus applicable taxes and out of pocket expenses payable to Shri M. Kannan, Cost Auditor of the Company, for the financial year 2023-24				
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	5109966	5109966	100	5109966	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5109966	5109966	100	5109966	0	100
Public-Institutions	E-Voting	40768	31808	78.022	31808	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		40768	31808	78.022	31808	0	100
Public- Non Institutions	E-Voting	4069466	306365	7.5284	306365	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4069466	306365	7.5284	306365	0	100
Total		9220200	5448139	59.0892	5448139	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.

R. PALANIAPPAN
CHARTERED ACCOUNTANT

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

18th August 2023

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 87th Annual General Meeting on 18th August 2023 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 87th 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 28th December, 2022 and SEBI circular dated 5th January 2023.
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 2023.
2	Ordinary	Ordinary	Declaration of Dividend of Re. 1 per share for the financial year 2022-23.
3	Ordinary	Ordinary	Re-appointment of Shri P.R. Venketrama Raja (DIN: 00331406), as a Director, who retires by rotation.

For RAJAPALAYAM MILLS LIMITED

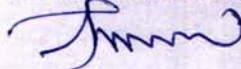

(A. ARULPRANAVAM)
Secretary.



Item No	Nature of Business	Type of Resolution	Subject Matter
4	Ordinary	Ordinary	Re-appointment of P.V. Abinav Ramasubramaniam Raja (DIN: 07273249), as a Director, who retires by rotation.
5	Special	Ordinary	Ratification of remuneration of Rs.2,25,000/- plus applicable taxes and out of pocket expenses payable to Shri M. Kannan, Cost Auditor of the Company, for the financial year 2023-24.

- 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.
- 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) 230809020 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
- 11th August 2023 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 15th August 2023 to 5.00 PM on 17th August 2023.
- At the AGM, 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.

For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.



8. The prescribed particulars with regard to the remote e-voting process were duly advertised in Business Line (English – All Editions) on 20-07-2023 & 25-07-2023 and in Dinamani (Tamil – Madurai Edition) on 20-07-2023 & 25-07-2023. 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. Notice convening the 87th AGM (along with Annual Report for the financial year ended 31st March, 2023) was sent to 7,119 Members on 20-07-2023. Further, the Company had sent notice to 179 Members (along with Annual Report for the financial year ended 31st March, 2023) who acquired shares / updated their e-mail ID subsequent to 20-07-2023, till the cut-off date. Notice convening the 87th AGM (along with Annual Report for the financial year ended 31st March, 2023) was also sent to Directors / Auditors on 20-07-2023 and filed with BSE on their online portal on the same 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.
 - 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.

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

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	65	54,48,139	100%	0	0	0%
2	65	54,48,139	100%	0	0	0%
3	64	54,48,135	99.9999%	1	4	0.0001%
4	59	54,16,327	99.4161%	6	31,812	0.5839%
5	65	54,48,139	100%	0	0	0%

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


R. PALANIAPPAN
Chartered Accountant
Membership No. 205112
Scrutiniser for the AGM
UDIN: 23205112BGTRBP6494



Date: 18th August 2023
Place: Chennai

For RAJAPALAYAM MILLS LIMITED


(A. ARULPRANAVAM)
Secretary.