

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 : 15-09-2020

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 Tuesday, the 15th September, 2020, through Video Conferencing / Other Audio Visual Means 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

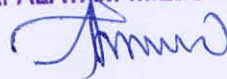
**A. ARULPRANAVAM
SECRETARY**

Encl.: As above

Annexure - A

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)	15-09-2020
Start time of the meeting	10:15 AM
End time of the meeting	10:50 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	15-09-2020

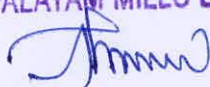
For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.

Voting results	
Record date	09-09-2020
Total number of shareholders on record date	4765
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	41
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

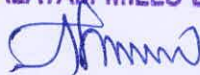
For RAJAPALAYAM MILLS LIMITED



(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 Financial Statements (both Separate and Consolidated) for the year ended 31st March 2020				
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	3933020	3933020	100	3933020	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3933020	3933020	100	3933020	0	100
Public-Institutions	E-Voting	339039	200850	59.241	200850	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		339039	200850	59.241	200850	0	100
Public- Non Institutions	E-Voting	3104101	184712	5.9506	184712	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3104101	184712	5.9506	184712	0	100
Total		7376160	4318582	58.5478	4318582	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 2019-20.				
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	3933020	3933020	100	3933020	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3933020	3933020	100	3933020	0	100
Public- Institutions	E-Voting	339039	200850	59.241	200850	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		339039	200850	59.241	200850	0	100
Public- Non Institutions	E-Voting	3104101	184232	5.9351	184232	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3104101	184232	5.9351	184232	0	100
Total		7376160	4318102	58.5413	4318102	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	3933020	3933020	100	3933020	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3933020	3933020	100	3933020	0	100
Public-Institutions	E-Voting	339039	200850	59.241	200850	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		339039	200850	59.241	200850	0	100
Public- Non Institutions	E-Voting	3104101	184232	5.9351	184232	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3104101	184232	5.9351	184232	0	100
Total		7376160	4318102	58.5413	4318102	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	

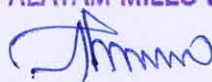
For RAJAPALAYAM MILLS LIMITED



(A. ARULPRANAVAM)
Secretary.

Resolution(4)								
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.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	3933020	3933020	100	3933020	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3933020	3933020	100	3933020	0	100
Public- Institutions	E-Voting	339039	200850	59.241	200850	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		339039	200850	59.241	200850	0	100
Public- Non Institutions	E-Voting	3104101	184232	5.9351	184232	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3104101	184232	5.9351	184232	0	100
Total		7376160	4318102	58.5413	4318102	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(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Smt. Soundara Kumar (DIN: 01974515) as Independent Director for second term of 5 years starting from 27-08-2020 to 26-08-2025				
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	3933020	3933020	100	3933020	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3933020	3933020	100	3933020	0	100
Public-Institutions	E-Voting	339039	200850	59.241	200850	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		339039	200850	59.241	200850	0	100
Public- Non Institutions	E-Voting	3104101	184232	5.9351	184232	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3104101	184232	5.9351	184232	0	100
Total		7376160	4318102	58.5413	4318102	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)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Ratification of remuneration of Rs. 1,40,000/- (exclusive of GST and out of pocket expenses) to Shri M. Kannan, Cost Auditor of the Company, for the financial year 2020-21.					
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	3933020	3933020	100	3933020	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3933020	3933020	100	3933020	0	100
Public-Institutions	E-Voting	339039	200850	59.241	200850	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		339039	200850	59.241	200850	0	100
Public- Non Institutions	E-Voting	3104101	184232	5.9351	184232	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3104101	184232	5.9351	184232	0	100
Total		7376160	4318102	58.5413	4318102	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.

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

15 September 2020

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 84th Annual General Meeting on 15th September 2020 conducted through Video Conferencing (VC) - Scrutiniser's Consolidated report

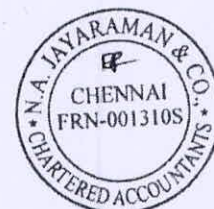
I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 84th AGM. I submit my report as under:

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) circulars dated 5th May 2020, 8th April 2020 and 13th April 2020 and SEBI circular dated 12th May 2020 in respect of all the six resolutions to be considered at the 84th AGM.
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 Financial Statements (both Separate and Consolidated) for the year ended 31 st March 2020
2	Ordinary	Ordinary	Declaration of dividend of Re.1 per share for the year 2019-20.
3	Ordinary	Ordinary	Re-appointment of Shri. A.V. Dharmakrishnan (DIN:00693181), as a Director, who retires by rotation.
4	Ordinary	Ordinary	Re-appointment of Shri. P.V. Abinav Ramasubramaniam Raja (DIN:07273249), as a Director, who retires by rotation.

For RAJAPALAYAM MILLS LIMITED


(A. ARULPRANAVAM)
Secretary.



Item No	Nature of Business	Type of Resolution	Subject Matter
5	Special	Special	Re-appointment of Smt. Soundara Kumar (DIN: 01974515) as Independent Director for second term of 5 years starting from 27-08-2020 to 26-08-2025
6	Special	Ordinary	Ratification of remuneration of Rs. 1,40,000/- (exclusive of GST and out of pocket expenses) to Shri M. Kannan, Cost Auditor of the Company, for the financial year 2020-21.

3. 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.
4. 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.
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) 200831075 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. The remote e-voting facility prior to the AGM was made available from 9.00 AM on 12th September 2020 to 5.00 PM on 14th September 2020.
7. The 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 24-07-2020 and 22-08-2020 and in Dinamani (Tamil –Edition) on 25-07-2020 and 22-08-2020. 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.

For RAJAPALAYAM MILLS LIMITED


(A. ARULPRANAVAM)
Secretary.



9. The Company completed the despatch of Annual Report for 2019-20 containing Notice, Directors' Report, Business Responsibility Report, Statutory Auditors Report, Secretarial Auditors Report and Financial Statements by e-mail to the Members by 18-08-2020. Further, the Company had sent e-mails containing the Annual Report individually to the shareholders who acquired shares subsequent to 18-08-2020, till the cut-off date.
10. 9th September 2020 was fixed as the cut-off date for determining the eligibility to vote.
11. On the completion of the e-voting process:
- 11.1 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.
- 11.2 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.
12. I have also verified and confirm that:
- 12.1. No voting rights had been exercised in respect of the equity shares lying in Unclaimed Suspense Account and IEPF.
- 12.2. No member who had exercised their vote through remote e-voting facility participated in the e-voting process at the AGM.
13. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
14. 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	67	43,18,582	100	0	0	0
2	66	43,18,102	100	0	0	0
3	66	43,18,102	100	0	0	0
4	66	43,18,102	100	0	0	0

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

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
5	66	43,18,102	100	0	0	0
6	66	43,18,102	100	0	0	0

15. All the six resolutions have been passed with requisite majority.

R. Palaniappan
R. PALANIAPPAN
Chartered Accountant
Membership No. 205112
Scrutiniser for the AGM
UDIN: 20205112AAAAIZ9127



Date: 15th September 2020
Place: Chennai

For RAJAPALAYAM MILLS LIMITED

A. Arulpranavam
(A. ARULPRANAVAM)
Secretary.