

July 18, 2014

**The Chairman
Rajapalayam Mills Limited
Rajapalayam**

Dear Sir:

Sub: Voting on the following resolutions through Postal Ballot

I have perused, verified and tabulated the postal ballots / electronic votes received from the shareholders of Rajapalayam Mills Limited who have cast their vote with respect to the following Resolutions sent to them vide notice dated May 25, 2014 and dispatched on June 14, 2014.

Resolution - 1 Special Resolution for making investment in Redeemable Preference Shares of M/s. Thanjavur Spinning Mill Ltd under Section 186 of the Companies Act, 2013, upto a limit of Rs.25 Crores.

Resolution - 2 Special Resolution to enable Board of Directors to create 'Charge' by way of Hypothecation /Mortgage/ Encumbrances on the assets of the company in favour of Lenders under Section 180 (1) (a) of the Companies Act, 2013.

The summary of the results of postal ballots is given below:

		Resolution - 1	Resolution - 2
A	Total number of shares	7376160	7376160
B	Total number of shares for which postal ballots / electronic votes were received	4517281	4517281
C	Total number of shares for which voting considered invalid	160	160
D	Total number of valid votes	4517121	4517121
E	Total number of shares for which the postal ballots / electronic votes assented to the resolution	4498786	4497691
F	Total number of shares for which the postal ballots / electronic votes dissented to the resolution	18335	19430
	Share of votes that assented to the resolution	99.59%	99.57%

**M.S.JAGANNATHAN &
N.KRISHNASWAMI**
CHARTERED ACCOUNTANTS

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Accordingly, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, I certify that the resolutions contained in the notice to shareholders dated May 25, 2014 has the requisite majority in favour and passed as Special Resolutions.

Thanking you,

Yours sincerely,
For M.S. Jagannathan & N. Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S



K. SRINIVASAN
Partner
Membership No. 021510