

# RAJAPALAYAM MILLS LTD

Regd. Office : Rajapalayam Mills Premises, P.A.C. Ramasamy Raja Salai,  
Post Box No. 1, Rajapalayam, Tamil Nadu, Pin : 626 117.



CIN No: L17111TN1936PLC002298  
Website : www.rajapalayammills.co.in

*Chairman*  
Shri P.R. Ramasubrahmanya Rajha

Telephone : 91 4563 235666 (5 lines)  
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rajacot@sanchamnet.in

No. :  
Date : 18-07-2014.

M/s. Madras Stock Exchange Ltd.,  
#30, Second Line Beach,  
CHENNAI-600 001.

M/s. Bombay Stock Exchange Ltd,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001.

Dear Sir,

Sub : Declaration of results of Resolutions passed through Postal Ballot -  
Pursuant to Clause 35 A of Listing Agreement.

Ref: Our Letter No.2687 dated 14-06-2014.

The Company has conducted postal ballot for getting consent from Shareholders to make investment in the Redeemable Preference Shares of M/s. Thanjavur Spinning Mill Limited Under Section 186 of the Companies Act, 2013 and to create 'Charge' by way of Hypothecation / Mortgage or other Encumbrances on the Assets of the company in favour of Lenders Under Section 180(1) (a) of the Companies Act, 2013. The postal ballot papers were sent to the Shareholders on 14-06-2014. The last date for receipt of the postal ballot has been fixed as 15-07-2014 and the Scrutinizer has submitted his report dated 18-07-2014 certifying that the Members of the Company has passed the Special Resolutions with requisite majority. Hence the following Resolutions are passed as a Special Resolution.



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Chairman

Shri P.R. Ramasubrahmaneya Rajha

### **Special Resolution 1**

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of any of the Companies Act, 2013 and subject to the approvals, consents, permissions and / or sanctions, as may be necessary of the Banks, Financial Institutions and any other appropriate authority, the Board of Directors of the Company be and are hereby authorized to Invest in the Redeemable Preference Shares In Thanjavur Spinning Mill Limited upto a limit of Rs. 25 Crores."

### **Special Resolution 2**

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013, the approval of the members be and is hereby accorded to create charge in favour of the lender(s) of the company, by way of hypothecation or mortgage or in any other manner, and with or without the right to sell or otherwise dispose off in the event of default, on all or any of the undertakings, properties or assets of the company or any part(s) thereof, to secure such amounts as may be borrowed by the company from time to time."

The report of scrutinizer is attached for your records.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully

**For Rajapalayam Mills Limited**

**A. Arulpranavam**  
Secretary

## Resolution 1: (Special Resolution)

To make investment in the Redeemable Preference Shares of M/s. Thanjavur Spinning Mill Limited Under Section 186 of the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 and subject to the approvals, consents, permissions and / or sanctions, as may be necessary of the Banks, Financial Institutions and any other appropriate authority, the Board of Directors of the Company be and are hereby authorized to invest in the Redeemable Preference Shares in Thanjavur Spinning Mill Limited upto a limit of Rs. 25 Crores.”

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
Postal Ballot Paper	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
Postal Ballot Paper	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Postal Ballot Paper	Public - Others	3453900	595796	17.25%	577461	18335	0	96.92%	3.08%
Total of Postal Ballot Voting (A)		7376160	4515996	61.22%	4497661	18335	0	99.59%	0.41%
E-Voting	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-voting	Public - Others	3453900	1125	0.03%	1125	0	0	100.00%	0.00%
Total of E-Voting (b)		7376160	1125	0.02%	1125	0	0	100.00%	0.00%
<b>Total for Resolution 1 (A) +(B)</b>		<b>7376160</b>	<b>4517121</b>	<b>61.24%</b>	<b>4498786</b>	<b>18335</b>	<b>0</b>	<b>99.59%</b>	<b>0.41%</b>

## Resolution 2: (Special Resolution)

To create 'Charge' by way of Hypothecation / Mortgage or other Encumbrances on the Assets of the company in favour of Lenders Under Section 180(1) (a) of the Companies Act, 2013

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013, the approval of the members be and is hereby accorded to create charge in favour of the lender(s) of the company, by way of hypothecation or mortgage or in any other manner, and with or without the right to sell or otherwise dispose off in the event of default, on all or any of the undertakings, properties or assets of the company or any part(s) thereof, to secure such amounts as may be borrowed by the company from time to time.”

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Abstained	% of votes in favour of votes polled	% of votes against on votes polled
Postal Ballot Paper	Promoter and Promoter Group	3920200	3920200	100.00%	3920200	0	0	100.00%	0.00%
Postal Ballot Paper	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
Postal Ballot Paper	Public - Others	3453900	595796	17.25%	576366	19430	0	96.74%	3.26%
Total of Postal Ballot Voting (A)		7376160	4515996	61.22%	4496566	19430	0	99.57%	0.43%
E-Voting	Promoter and Promoter Group	3920200	0	0.00%	0	0	0	0.00%	0.00%
E-Voting	Public Institutional Holders	2060	0	0.00%	0	0	0	0.00%	0.00%
E-voting	Public - Others	3453900	1125	0.03%	1125	0	0	100.00%	0.00%
Total of E-Voting (b)		7376160	1125	0.02%	1125	0	0	100.00%	0.00%
<b>Total for Resolution 2 (A) +(B)</b>		<b>7376160</b>	<b>4517121</b>	<b>61.24%</b>	<b>4497691</b>	<b>19430</b>	<b>0</b>	<b>99.57%</b>	<b>0.43%</b>