

# 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 : 28-08-2024

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

Scrip Code: 532503

Dear Sir/Madam,

**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 Wednesday, the 28<sup>th</sup> August, 2024, 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,

**For RAJAPALAYAM MILLS LIMITED**

**K. MAHESWARAN  
SECRETARY**

Encl: As above

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

# Annexure - A

[Home](#)[Validate](#)[Import XML](#)

## 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)	28-08-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

[Prev](#)[Next](#)

For RAJAPALAYAM MILLS LIMITED

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

[Home](#)[Validate](#)

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	28-08-2024

[Prev](#)[Next](#)

For RAJAPALAYAM MILLS LIMITED

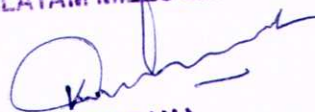
  
(K. MAHESWARAN)  
Secretary.  
M.No: A29730

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Voting results	
Record date	21-08-2024
Total number of shareholders on record date	7810
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	15
b) Public	42
<b>No. of resolution passed in the meeting</b>	<b>5</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

For RAJAPALAYAM MILLS LIMITED

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

Home

Validate

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 2024.				
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		5188405	100.0000	5188405	0	100.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	5188405	100.0000	5188405	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		250988	6.2386	246181	4807	98.0848	1.9152
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	250988	6.2386	246181	4807	98.0848	1.9152
<b>Total</b>		9220200	5439393	58.9943	5434586	4807	99.9116	0.0884
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. MAJESWARAN)  
Secretary.  
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Home

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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.0.60/- per Share 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		5188405	100.0000	5188405	0	100.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	5188405	100.0000	5188405	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		250988	6.2386	246181	4807	98.0848	1.9152
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	250988	6.2386	246181	4807	98.0848	1.9152
<b>Total</b>		9220200	5439393	58.9943	5434586	4807	99.9116	0.0884
<b>Whether resolution is Pass or Not.</b>								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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Home

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## 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		5188405	100.0000	5188405	0	100.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	5188405	100.0000	5188405	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		250988	6.2386	249343	1645	99.3446	0.6554
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	250988	6.2386	249343	1645	99.3446	0.6554
<b>Total</b>		9220200	5439393	58.9943	5437748	1645	99.9698	0.0302
<b>Whether resolution is Pass or Not.</b>							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	

of RAJAPALAYAM MILLS LIMITED



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

Home

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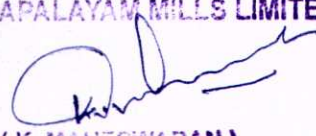
## Resolution (4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Re-appointment of Shri S.S. Ramachandra Raja (DIN: 00331491) as a Director, who retires by rotation and continue to occupy the position of Non-Executive Director 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		5188405	100.0000	5188405	0	100.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	5188405	100.0000	5188405	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		250988	6.2386	249343	1645	99.3446	0.6554
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	250988	6.2386	249343	1645	99.3446	0.6554
<b>Total</b>		9220200	5439393	58.9943	5437748	1645	99.9698	0.0302
<b>Whether resolution is Pass or Not.</b>								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



Home

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## 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 year 2024-25.						
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		5188405	100.0000	5188405	0	100.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	5188405	100.0000	5188405	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		250988	6.2386	246181	4807	98.0848	1.9152
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	250988	6.2386	246181	4807	98.0848	1.9152
<b>Total</b>		9220200	5439393	58.9943	5434586	4807	99.9116	0.0884
<b>Whether resolution is Pass or Not.</b>							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. MAGESWARAN)  
 Secretary.  
 M.No: A29730

**R. PALANIAPPAN**  
CHARTERED ACCOUNTANT

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

28<sup>th</sup> August, 2024

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 88<sup>th</sup> Annual General Meeting on 28<sup>th</sup> August, 2024 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 88<sup>th</sup> 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) General circular dated 25<sup>th</sup> September, 2023 and SEBI circular dated 7<sup>th</sup> October, 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 <sup>st</sup> March, 2024.
2	Ordinary	Ordinary	Declaration of Dividend of Re.0.60 per Share for the financial year 2023-24.

of RAJAPALAYAM MILLS LIMITED


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



Item No	Nature of Business	Type of Resolution	Subject Matter
3	Ordinary	Ordinary	Re-appointment of Shri A.V. Dharmakrishnan (DIN: 00693181), as a Director, who retires by rotation.
4	Ordinary	Special	Re-appointment of Shri S.S. Ramachandra Raja (DIN: 00331491) as a Director, who retires by rotation and continue to occupy the position of Non-Executive Director of the Company.
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 year 2024-25.

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 and shares lying with IEPF Authority were not considered for remote E-Voting.
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) 240807002 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. 21<sup>th</sup> August, 2024 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 25<sup>th</sup> August, 2024 to 5:00 PM on 27<sup>th</sup> August, 2024.

For RAJAPALAYAM MILLS LIMITED

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




7. At the AGM, Secretary announced that the remote e-voting facility was made available by CDSL during and fifteen minutes after 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 05-08-2024 & 06-08-2024 and in Dinamani (Tamil – Madurai Edition) on 05-08-2024 & 06-08-2024. 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.
9. Notice convening the 88<sup>th</sup> AGM (along with Annual Report for the financial year ended 31<sup>st</sup> March, 2024) was sent to 6,831 Members on 05-08-2024. Further, the Company had sent AGM notice to 226 Members (along with Annual Report for the financial year ended 31<sup>st</sup> March, 2024) who acquired shares / updated their e-mail ID subsequent to 05-08-2024, till the cut-off date. Further, the Company on 05-08-2024, had published the Notice on its website.

Physical copies of the AGM Notice and Annual Report were sent to the Members, those who had specifically requested for the same, in view of the exemption provided by MCA and SEBI vide their Circulars referred above.

Notice convening the 88<sup>th</sup> AGM (along with Annual Report for the financial year ended 31<sup>st</sup> March, 2024) was also sent to Directors / Auditors on 05-08-2024 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.

BY RAJAPALAYAM MILLS LIMITED

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




**R. PALANIAPPAN**  
CHARTERED ACCOUNTANT

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

- 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.
13. The combined results of voting through remote e-voting prior to and at the AGM 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	60	54,39,393	0	0	54,39,393	56	54,34,586	99.91%	4	4,807	0.09%
2	60	54,39,393	0	0	54,39,393	56	54,34,586	99.91%	4	4,807	0.09%
3	60	54,39,393	0	0	54,39,393	57	54,37,748	99.97%	3	1,645	0.03%
4	60	54,39,393	0	0	54,39,393	57	54,37,748	99.97%	3	1,645	0.03%
5	60	54,39,393	0	0	54,39,393	56	54,34,586	99.91%	4	4,807	0.09%

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

  
R. PALANIAPPAN  
Chartered Accountant  
Membership No. 205112  
Scrutiniser for the AGM  
UDIN: 24205112BKEZQC1312



Date: 28<sup>th</sup> August, 2024  
Place: Chennai

For RAJAPALAYAM MILLS LIMITED

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