

# 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: 10-10-2025

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

Scrip Code: 532503

Dear Sir/Madam,

## Sub: Result of Postal Ballot by remote E-Voting process

This is in continuation of letter dated 6<sup>th</sup> September, 2025, enclosing the copy of Postal Ballot Notice dated 29<sup>th</sup> August, 2025 ("Notice") for seeking approval of the Shareholders of our Company on the following six Resolutions:

S.NO	SPECIAL BUSINESS – ORDINARY RESOLUTION(S)
1.	Approval of Material Related Party Transaction with M/s. Ramco Industries Limited;
2.	Approval of Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited;
3.	Approval of Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited;
4.	Approval of Material Related Party Transaction with M/s. The Ramaraju Surgical Cotton Mills Limited.
	SPECIAL BUSINESS – SPECIAL RESOLUTION(S)
5.	Approval to make Investments, give Loans, Guarantees and Security in excess of the limits specified under Sec 186 of the Companies Act, 2013
6.	Approval for re-appointment of Justice Smt. Chitra Venkataraman (Retd.), (DIN :07044099) as a Non-Executive Independent Director of the Company for five (5) consecutive years of her second term.

Pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company has transacted the above six Special Businesses by way of Postal Ballot through remote evoting process as set out in the Notice.

# 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

The remote e-voting process concluded on **Thursday, the 9<sup>th</sup> October, 2025**, at 5:00 PM (IST). The Scrutiniser has submitted his report on the results of the Postal Ballot through remote e-voting on 10<sup>th</sup> October, 2025. Based on the report of the scrutiniser, we hereby inform that the Shareholders of our Company have duly passed the above four Ordinary Resolutions and two Special Resolutions 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 **Annexure - A**.

In compliance of Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report dated 10<sup>th</sup> October, 2025, issued by Shri.R. Palaniappan, Chartered Accountant, Partner of M/s. N.A. Jayaraman & Co, Chartered Accountants, Scrutiniser is enclosed as **Annexure - B**.

Thanking you,  
**For RAJAPALAYAM MILLS LIMITED**

**K. MAHESWARAN  
SECRETARY**

Encl: As above

Copy to:

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 Pare),  
Mumbai -400 013

## Annexure - A

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

General information about company	
Scrip code	532503
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE296E01026
Name of the company	RAJAPALAYAM MILLS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-10-2025
Start time of the meeting	
End time of the meeting	

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

For RAJAPALAYAM MILLS LIMITED

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

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

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	R. Palaniappan
Firms Name	N.A. JAYARAMAN & CO
Qualification	CA
Membership Number	205112
Date of Board Meeting in which appointed	29-08-2025
Date of Issuance of Report to the company	10-10-2025

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

For RAJAPALAYAM MILLS LIMITED

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

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

Voting results	
Record date	29-08-2025
Total number of shareholders on record date	7752
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>6</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?				Yes				
Description of resolution considered				Approval of Material Related Party Transaction with M/s. Ramco Industries Limited				
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		0	0.0000	0	0	0.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1051019	26.1243	1037017	14002	98.6678	1.3322
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	1051019	26.1243	1037017	14002	98.6678	1.3322
<b>Total</b>		9220200	1051019	11.3991	1037017	14002	98.6678	1.3322
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								<a href="#">Add Notes</a>

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	109210

For RAJAPALAYAM MILLS LIMITED

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

Home

Validate

## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Approval of Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited						
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		0	0.0000	0	0	0.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1051019	26.1243	1037017	14002	98.6678	1.3322
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	1051019	26.1243	1037017	14002	98.6678	1.3322
<b>Total</b>		9220200	1051019	11.3991	1037017	14002	98.6678	1.3322
<b>Whether resolution is Pass or Not.</b>								Yes
<b>Disclosure of notes on resolution</b>								<a href="#">Add Notes</a>

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	109210

For RAJAPALAYAM MILLS LIMITED

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

Home

Validate

## Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Approval of Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited						
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		0	0.0000	0	0	0.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1051019	26.1243	1037017	14002	98.6678	1.3322
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	1051019	26.1243	1037017	14002	98.6678	1.3322
<b>Total</b>		9220200	1051019	11.3991	1037017	14002	98.6678	1.3322
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	109210

For RAJAPALAYAM MILLS LIMITED

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

Home

Validate

## Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Approval of Material Related Party Transaction with M/s. The Ramaraju Surgical Cotton Mills Limited						
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		0	0.0000	0	0	0.0000	0.0000
	Poll	5188405						
	Postal Ballot (if applicable)							
	<b>Total</b>	5188405	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1051019	26.1243	1037017	14002	98.6678	1.3322
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	1051019	26.1243	1037017	14002	98.6678	1.3322
<b>Total</b>		9220200	1051019	11.3991	1037017	14002	98.6678	1.3322
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	109210

For RAJAPALAYAM MILLS LIMITED

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

Home

Validate

## Resolution (5)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Approval to make Investments, give Loans, Guarantees and Security in excess of the limits specified under Sec 186 of the Companies Act, 2013						
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	0.0000	0.0000
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1324227	32.9152	1306241	17986	98.6418	1.3582
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	1324227	32.9152	1306241	17986	98.6418	1.3582
<b>Total</b>		9220200	6512632	70.6344	6494646	17986	99.7238	0.2762
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

for RAJAPALAYAM MILLS LIMITED

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

Home

Validate

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for re-appointment of Justice Smt. Chitra Venkataraman (Retd.), (DIN :07044099) as a Non-Executive Independent 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	0.0000	0.0000
	Poll	8652						
	Postal Ballot (if applicable)							
	<b>Total</b>	8652	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1321312	32.8428	1308505	12807	99.0307	0.9693
	Poll	4023143						
	Postal Ballot (if applicable)							
	<b>Total</b>	4023143	1321312	32.8428	1308505	12807	99.0307	0.9693
<b>Total</b>		9220200	6509717	70.6028	6496910	12807	99.8033	0.1967
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	0
Public Insitutions	0
Public - Non Insitutions	0

For RAJAPALAYAM MILLS LIMITED

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

**R. PALANIAPPAN**  
CHARTERED ACCOUNTANT

9 Cedar Wood,  
11, 4<sup>th</sup> Main Road,  
Raja Annamalaipuram,  
Chennai 600 028

**Scrutiniser's Report**

[Pursuant to Section 108 of the Companies Act, 2013, and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]

The Chairman  
Rajapalayam Mills Limited  
Rajapalayam Mills Premises,  
Post Box No.1, P.A.C. Ramasamy Raja Salai,  
Rajapalayam - 626 117

Dear Sir,

Sub: Scrutiniser Report on voting through e-voting for the Postal Ballot in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014

1. I, R. Palaniappan, Practicing Chartered Accountant and Partner of M/s. N.A. Jayaraman & Co., Chartered Accountants, 9, Cedar Wood, 11, 4<sup>th</sup> Main Road, Raja Annamalaipuram, Chennai - 600 028, have been appointed as Scrutiniser by the Board of Directors of Rajapalayam Mills Limited ("the Company") on 29<sup>th</sup> August, 2025 to scrutinise the e-voting process for the Postal Ballot through electronic voting ("Remote e-Voting") conducted by the Company, as per provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Postal Ballot Notice ("the Notice") dated 29<sup>th</sup> August, 2025, in respect of the following Six Resolutions:

1) To approve Material Related Party Transaction with M/s. Ramco Industries Limited.

*To consider and pass the following Resolution, as an ORDINARY RESOLUTION:*

*"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) /*



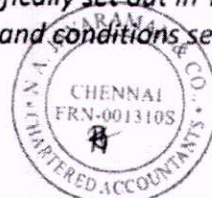
*contract(s) / arrangement(s) / agreement(s) with M/s. Ramco Industries Limited for a period of three (3) financial years from FY 2025-26 to 2027-28 with an aggregate transaction value upto Rs.450 Crores (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table - A in the explanatory statement to this notice on the terms and conditions set out therein.*

*RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

- 2) To approve Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited.

*To consider and pass the following Resolution, as an ORDINARY RESOLUTION:*

*"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Sandhya Spinning Mill Limited for a period of three (3) financial years from FY 2025-26 to 2027-28 with an aggregate transaction value upto Rs.450 Crores (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table - B in the explanatory statement to this notice on the terms and conditions set out therein.*



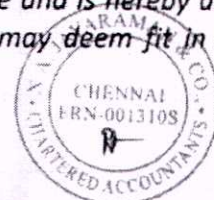
*RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

- 3) To approve Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited.

*To consider and pass the following Resolution, as an ORDINARY RESOLUTION:*

*"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Sri Vishnu Shankar Mill Limited for a period of three (3) financial years from FY 2025-26 to 2027-28 with an aggregate transaction value upto Rs.450 Crores (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table - C in the explanatory statement to this notice on the terms and conditions set out therein.*

*RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute*



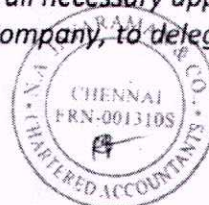
*discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

- 4) To approve Material Related Party Transaction with M/s. The Ramaraju Surgical Cotton Mills Limited.

*To consider and pass the following Resolution, as an ORDINARY RESOLUTION:*

*"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. The Ramaraju Surgical Cotton Mills Limited for a period of three (3) financial years from FY 2025-26 to 2027-28 with an aggregate transaction value upto Rs.450 Crores (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table - D in the explanatory statement to this notice on the terms and conditions set out therein.*

*RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any*



*of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

- 5) To approve to make Investments, give Loans, Guarantees and Security in excess of the limits specified under Sec 186 of the Companies Act, 2013.

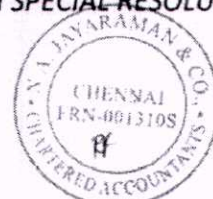
*To consider and pass the following Resolution, as a SPECIAL RESOLUTION:*

*"RESOLVED THAT pursuant to the provisions of Section 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Meeting of Board and its powers) Rules, 2014, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and is hereby accorded to grant loans to any person or other body corporate and/ or give any guarantee or provide security in connection with a loan to any other body Corporate or persons and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate, up to an aggregate amount of Rs. 150 Crores (Rupees One Hundred and Fifty Crores) over and above the aggregate loans or guarantees so far given or securities so far provided or securities so far acquired by the Company, thereby permitting the total exposure to exceed the limits prescribed under Sec 186 of the Companies Act, 2013.*

*"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."*

- 6) To Approve for Re-appointment of Justice Smt. Chitra Venkataraman (Retd.), (DIN:07044099) as a Non-Executive Independent Director on the Board of Directors of the Company.

*To consider and pass the following Resolution, as a SPECIAL RESOLUTION:*



*"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 17(1A), 17(1C), 17(1E), 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and approval of Board the consent of the members be and is hereby accorded for re-appointment of Justice Smt. Chitra Venkataraman (Retd.), (DIN: 07044099), who will be completing 75 years of age on 22nd April, 2027, as a Non-Executive Independent Director for a term of five (5) consecutive years from 30th August, 2025 to 29th August, 2030, not liable to retire by rotation".*

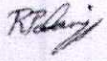
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal ballot and e-voting. My responsibility is to Scrutinise the e-voting of postal ballot in a fair and transparent manner and issue a Scrutiniser's Report of the total votes cast in favour or against.
3. Pursuant to Sections 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification) or re-enactment(s) thereof for the time being in force) read with circulars and notifications issued by Ministry of Corporate Affairs and Securities exchange Board of India in this regard, the Notice along with explanatory statement and instructions for e-voting were sent to 6,906 Members (members who have registered their mail IDs, out of the total members of 7,752) on Saturday, 06<sup>th</sup> September, 2025, only through electronic mode, to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 29<sup>th</sup> August, 2025 (the "Cut-Off date"), as received from Depositories who have registered their e-mail addresses with, the Company / Depository Participant.
4. 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) 250905113 for the same.
5. The Members holding shares as on the Cut-Off date were entitled to vote on the resolutions set out in the Notice only through e-voting.
6. The e-voting facility for the Postal Ballot was made available from 9:00 a.m. (IST) on Wednesday, 10<sup>th</sup> September, 2025 to 5:00 p.m. (IST) on Thursday, 09<sup>th</sup> October, 2025.
7. On completion of the e-voting process:



- 7.1 I downloaded the postal ballot details from the e-Voting platform of CDSL, in the presence of two independent persons not in the employment of the Company, and 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.
- 7.2 Equity shares lying in IEPF account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, Government of India were not considered for Remote e-Voting.
8. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
9. The results of the e-voting are as under:

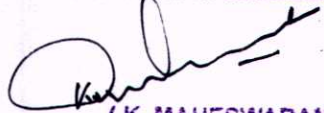
Resolution No.	Total No. of Ballots	Total No. of Votes	Invalid Votes		Total Valid Votes	Votes cast in favour			Votes cast against		
			No. of Ballots	Total Invalid Votes		No. of Ballots	No. of Votes	% of Votes	No. of Ballots	No. of Votes	% of votes
1	99	11,60,229	4	1,09,210	10,51,019	77	10,37,017	98.67%	18	14,002	1.33%
2	99	11,60,229	4	1,09,210	10,51,019	77	10,37,017	98.67%	18	14,002	1.33%
3	99	11,60,229	4	1,09,210	10,51,019	77	10,37,017	98.67%	18	14,002	1.33%
4	99	11,60,229	4	1,09,210	10,51,019	77	10,37,017	98.67%	18	14,002	1.33%
5	124	65,12,632	0	0	65,12,632	102	64,94,646	99.72%	22	17,986	0.28%
6	124	65,09,717	0	0	65,09,717	106	64,96,910	99.80%	18	12,807	0.20%

10. All the six resolutions were passed with requisite majority on the conclusion of the Postal Ballot on 09<sup>th</sup> October, 2025.

  
R. PALANIAPPAN  
Chartered Accountant  
Membership No. 205112  
Scrutiniser  
UDIN: 25205112BMMHQZ6459



For RAJAPALAYAM MILLS LIMITED

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

Date: 10<sup>th</sup> October, 2025  
Place: Chennai