

RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

MINUTES OF THE 78th ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 10.00 A.M. ON MONDAY, THE 4TH AUGUST, 2014 AT P.A.C. RAMASAMY RAJA CENTENARY COMMUNITY HALL, SUDARSAN GARDENS, P.A.C.RAMASAMY RAJA SALAI, RAJAPALAYAM - 626 108.

Members attended in person (Including .. 32
Directors)

Members attended through proxy .. 1

Total .. 33

The following Directors were present at the Meeting:

1. Shri P.R.Ramasubrahmaneya Rajha, Chairman and Member
2. Smt. R. Sudarsanam, Managing Director and Member
3. Shri P.R. Venketrama Raja, Director and Member
4. Shri N.K. Ramasuwami Raja, Director and Member
5. Dr. K.T. Krishnan, Audit Committee Chairman

Shri P.R. Ramasubrahmaneya Rajha, Chairman of the Company presided.

The Chairman confirmed that the quorum was present and called the meeting to order.

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013 was kept open and available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2014 and the Balance Sheet as at that date and Report of Directors thereon having been already circulated to the Members were taken as read.

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The Auditors' Report to the Shareholders was read by the Chief Financial Officer. It was noted that there were no qualifications in the Auditors' Report.

The Chairman informed the Members that the Company has provided E-voting facility to the Members to exercise their voting rights on the resolutions to be considered at the Annual General Meeting. To enable Members who had not exercised the E-voting facility to exercise their voting rights, the Chairman ordered a poll to be taken. He also informed that the Members who had not availed the E-voting facility were eligible to exercise their voting through poll.

Shri K.Srinivasan, Chartered Accountant, Partner of M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, who was the scrutiniser for the E-voting process was appointed as the scrutiniser for the poll also. He was requested to consolidate the voting particulars of the E-voting and the Poll and submit his report.

The Chairman delivered a brief speech on the performance of the Company for the Financial Year 2013-2014. He then invited queries from Members on the accounts and the Company's business generally and replied them suitably.

Eighteen Members participated in the Poll and cast their votes.

Shri K.Srinivasan, Scrutiniser submitted his report on E-voting and Poll. As the resolutions had received sufficient votes, Chairman declared them as deemed to have been passed on the date of Annual General Meeting, viz. 04-08-2014, as per the details given below.

Ordinary Business

Subject	Adoption of Financial Statements for the year ended 31st March, 2014.		
Resolution - 1	"RESOLVED that the Statement of Profit & Loss and Cash Flow Statement for the year ended 31-03-2014 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon be and are hereby received, considered and adopted."		
Result	Votes cast in favour of the resolution:	4273395	99.99%
	Votes cast against the resolution:	200	0.01%
	Passed as an Ordinary Resolution		

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Subject	Declaration of Final Dividend at the rate of Rs.2.50 per share for the year 2013-2014.		
Resolution - 2	<p>"RESOLVED that the Interim Dividend of Rs.5.00/- per Equity Share declared by the Board of Directors and paid during the year 2013 - 2014 be and is hereby confirmed.</p> <p>RESOLVED FURTHER that Final Dividend of Rs.2.50/- per Equity Share be and is hereby declared which together with the Interim Dividend as aforesaid would give a total Dividend of Rs.7.50/- per Equity Share for the year ended 31-03-2014."</p>		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as an Ordinary Resolution		

Subject	Appointment of Shri P.R. Venketrama Raja, who retires by rotation and is eligible for re-appointment.		
Resolution - 3	<p>"RESOLVED that Shri P.R.Venketrama Raja, who retired by rotation be and is hereby elected as Director of the Company."</p>		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as an Ordinary Resolution		

Subject	Appointment of Shri A.V. Dharmakrishnan, who retires by rotation and is eligible for re-appointment.		
Resolution - 4	<p>"RESOLVED that Shri A.V. Dharmakrishnan, who retired by rotation be and is hereby elected as Director of the Company."</p>		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as an Ordinary Resolution		

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Subject	Appointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and Co., Chartered Accountants, as Auditors, from the conclusion of this 78 th AGM till the Conclusion of 81 st AGM.		
Resolution - 5	<p>"RESOLVED that M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja & Co., Chartered Accountants be and are hereby jointly appointed as Auditors of the Company to hold Office from the conclusion of this 78th Annual General Meeting till the conclusion of the 81st Annual General Meeting.</p> <p>RESOLVED FURTHER that each of the Auditors shall be paid for the financial year 2014-2015 a remuneration of Rs. 1,75,000/-(Rupees One Lakh Seventy Five Thousand Only) per year exclusive of out-of-pocket expenses and for the financial years 2015-2016 and 2016-2017, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee."</p>		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as an Ordinary Resolution		

Special Business

Subject	Amendment of Clause 16A in the Articles of Association to enable the Chairman to retire by rotation and shall be taken into account in determining the retirement of directors by rotation.
Resolution - 6	"RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered substituting the following in place of the existing Clause 16A in the Articles of Association of the Company"

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Resolution - 6	"16A. The Board of Directors may from time to time appoint one of them as Chairman of the Board. The Chairman, if present shall preside at the meetings of the Board and of the General Body. The Chairman shall be liable to retire by rotation and shall be taken into account in determining the retirement of directors by rotation. He shall ipso facto and immediately cease to be the Chairman if he ceases to hold office of the Director for any reason."		
Result	Votes cast in favour of the resolution:	4273395	99.99%
	Votes cast against the resolution:	200	0.01%
	Passed as a Special Resolution		

Subject	Appointment of Smt. R. Sudarsanam as Managing Director from 01-04-2014 to 31-03-2017.		
Resolution - 7	<p>"RESOLVED that pursuant to Sections 196, 197 and 203 and any other applicable provisions and the Rules there under, read with Schedule V of the Companies Act, 2013 and on the terms and conditions of the appointment as contained in the draft agreement, approval of the Company be and is hereby accorded to the appointment of Smt. R. Sudarsanam (DIN 00433926) as Managing Director of the Company for a period of 3 years with effect from 01-04-2014, at a remuneration equivalent to 5% of the net profits of the Company.</p> <p>RESOLVED FURTHER that the Nomination and Remuneration Committee be and is hereby authorised to fix the quantum and periodicity of the remuneration payable to the Managing Director subject however the annual remuneration does not exceed 5% of the net profits of the Company in an accounting year.</p> <p>RESOLVED FURTHER that in any financial year, where the Company has no profits or inadequate profits, the Managing Director shall be paid the remuneration as approved by the</p>		

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Resolution - 7	<p>Nomination and Remuneration Committee which shall not exceed the maximum remuneration as permissible under Section II in Part II of Schedule V of the Companies Act, 2013.</p> <p>RESOLVED FURTHER that consequent to the above, the previous tenure of the Managing Director which was effective from 01-07-2012 to 30-06-2017, as per the Special Resolution passed by the Members of the Company at the Annual General Meeting held on 20-07-2011 be deemed as expired on 31-03-2014."</p>		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as a Special Resolution		

Subject	Appointment of Dr. K.T. Krishnan as Independent Director from 01-04-2014 to 31-03-2019.		
Resolution - 8	<p>"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules there under, the appointment of Dr. K.T. Krishnan (DIN 00707574), Director of the Company whose period of office is liable to retire by rotation and who is retiring at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for 5 consecutive years from 01-04-2014 to 31-03-2019 be and is hereby approved."</p>		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as an Ordinary Resolution		

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Subject	Appointment of Shri N.K. Ramasuwami Raja as Independent Director from 01-04-2014 to 31-03-2019.		
Resolution - 9	"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules there under, the appointment of Shri N.K. Ramasuwami Raja (DIN 00432698), Director of the Company whose period of office is liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for 5 consecutive years from 01-04-2014 to 31-03-2019 be and is hereby approved."		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as an Ordinary Resolution		

Subject	Appointment of Justice Shri P.P.S. Janardhana Raja as Independent Director from 01-04-2014 to 31-03-2019.		
Resolution-10	"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, the appointment of Justice Shri P.P.S. Janardhana Raja (DIN 06702871), Director of the Company who has been appointed as Additional Director and holds office until this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for 5 consecutive years from 01-04-2014 to 31-03-2019 be and is hereby approved."		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as an Ordinary Resolution		

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Subject	Appointment of Shri V. Santhana Raman as Independent Director from 01-04-2014 to 31-03-2019.		
Resolution -11	"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules there under, the appointment of Shri V. Santhana Raman (DIN 00212334), Director of the Company who has been appointed as Additional Director and holds office until this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for 5 consecutive years from 01-04-2014 to 31-03-2019 be and is hereby approved."		
Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as an Ordinary Resolution		

Subject	Authority to borrow money up to Rs.500 Crores.		
Resolution -12	"RESOLVED that subject to the approval of the Financial Institutions/Banks, in supersession of the resolution passed at the Annual General Meeting held on 4 th August 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the maximum amount of moneys so outstanding, shall not at any time exceed Rs.500 Crores (Rupees Five Hundred Crores Only)."		

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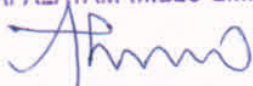
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Result	Votes cast in favour of the resolution:	4273595	100%
	Votes cast against the resolution:	--	--
	Passed as a Special Resolution		

The meeting ended with a vote of thanks to the Chair.

RAJAPALAIYAM
04-08-2014


(P.R. RAMASUBRAHMANEYA RAJHA)
CHAIRMAN

CERTIFIED TRUE COPY
For RAJAPALAYAM MILLS LIMITED

(A. ARULPRANAVAM)
Secretary.

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