

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 Raja

Telephone : 91 4563 235666 (5 lines)
Fax : 91 4563 236520
E-mail : rajacot@ramcotex.com
rajacot@sanchamet.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

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

Flat 5, GF, Abirami Apartments
14 VOC Road, Cantonment
Trichy 620001
Phone: 0431-2140542

#303, Real Enclave, #22 Josier Street
Nungambakkam
Chennai 600034
Phone: 044-42059739/45008214

Email: mail@msjnk.com

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% |

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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

b. g. g. g. g. g.

K. SRINIVASAN
Partner
Membership No. 021510