The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.

Regd. Office : Block No.15, Devkaran Mansion, Gate No.2, 3rd Floor, 63 Princess Street, MUMBAI – 400002
Corporate Office : Post Box No.1, HINGANGHAT – 442 301; Dist. Wardha (M.S.) Ph.:07153-244282/244039

CIN : L99999MH1946PLC005261 ; Website : www.rsrmm.com

Date : 01.10.2015

The Manager (Listing),
Bombay Stock Exchange Ltd.,
Rotunda Building, 1st Floor,
Dalal Street, Fort,
MUMBAI - 400 001.

Dear Sir,

Ref.: **Co. Code: 530047**

Reg.: Disclosures U/C 31(d) & 35A in respect of Annual General Meeting held on 30th Sept., 2015

Pursuant to Clause 31(d) and Clause 35A of the Listing Agreement, we are enclosing herewith copy of the Proceedings and results thereof in respect of 68th Annual General Meeting held on 30th Sept., 2015.

This is for your kind reference and records.

Thanking you,

Yours faithfully,

The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. Mumbai - 2

S.K.Rajpuria
Compliance Officer.

Qu2.

Proceeding of the 68th Annual General meeting of the Company held on 30th September 2015 at its registered office of the Company situated at Block No. 15, Dekaran Mansion, Gate No.2, 3rd Floor, 63 Princess Street, Mumbai – 400 002

Director Present:

Shri Vinod Kumar Mohota	-	Managing director
Shri Vinay Kumar Mohota	-	Director
Shri G.G. Singee	-	Director & Chairman of Audit Committee

Company secretary welcome the shareholder and Directors and officers of the company

As Shri Ranchhoddas Mohota, chairman was not present, Shri Vinod Kumar Mohota, Managing Director was elected as chairman for the meeting. He occupied the chair and presided over the meeting, thereafter he welcome all the Members present at the 68th Annual General Meeting.

Since the required quorum was present, the Chairman declared the Meeting to be in order and commenced the proceedings of the Meeting with his speech.

Thereafter With the permission of the Members the Notice Convening the AGM and Director's Report were taken as read.

The Chairman informed that the Statutory Records of the Company and other books and records have been made available at the place of the Meeting and they can be inspected by all the Members present at the Meeting.

Thereafter the company secretary read the auditor's report.

After the auditor's report was read by the company secretary the chairman informed the members that company had provided remote e voting facility to all the members entitled to cast their vote (i.e. person s who were member on 23rd September 2015 being the cut-off date) on all the resolution set out at the notice of 68th AGM during the period from 27.09.2015 to 29.09.2015 as per the provisions of the companies act, 2013 read with the rules frame there under.

Further, in term of Companies Act 2013 and the listing agreement, member attending the AGM who did not exercised their voting rights through e-voting were also provide an option to exercised their rights to vote at the venue of the AGM by Polling paper. He also informed that Shri Dinesh Kumar Deora, Practicing Company Secretary was appointed for conducting the remote E voting and voting process at the AGM in a fair and transparent manner.

Therefore before formally ordering poll, the chairman invite members (other than those present through proxies) for their comments, suggestions, and clarification, if any on the agenda item as set out in the Notice of 68th AGM.

The members mainly sought the announcement of Bonus issue and arrangement of factory visit after satisfactory replying to the queries and suggestions chairman thanks the member for their appreciation and participation.

The chairman thereafter, ordered the poll on all resolution ordinary and special as set out in items 1 to 10 of the notice of 68th Annual General Meeting and requested all the members and proxy holders present and entitle to vote to participate in the poll. He then invites scrutinizer to take over the poll proceeding and requested to submit their reports to him not later than 1P.M. on 1st of October 2015

Thanking the member for their participation, suggestions and comments, the chairman announced formal closure of 68th Annual General Meeting of the Company

Conduct of Poll

The scrutinizer conduct the poll which includes distribution of polling paper, showing empty polling box to the members, locking and sealing the empty polling box in the present of members and proxies. After ensuring that all the member and proxies had casted their votes scrutinizer closed the poll and took the custody of polling box

On the basis of the consolidated Scrutinizer's reports for the E-voting and poll dated 30th September 2015 the chairman announce the result of the voting on 1st October 2015 that all the resolution for the ordinary and special business as set out in item no 1 to 10 in the notice of the 68th Annual General Meeting of the company have been duly passed by the requisite majority

Details of the voting result of the Annual General Meeting of the company held on 30th Sep 2015

Date of the AGM/~~EGM~~ : 30th September 2015

Total No of Shares on the record Date: 1256

No. of shareholders present in the meeting either in person or through proxy;
Promoter and promoter group : 11
Public : 07

No. of Shareholders attended the meeting through Video Conferencing
Promoter and promoter group : N.A.
Public : N.A.

1. **To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, the Reports of the Board of Directors and the Auditors thereon.**

Resolution required: **Ordinary Resolution**
Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98%	0.02%

2. To declare dividend on Equity Shares.

Resolution required : **Ordinary Resolution**
Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98	0.02

3 To appoint a Director in place of Shri Ranchhoddas Mohota, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : **Ordinary Resolution**
Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98	0.02

4. Ratify the Appointment of M/s Batliboi & Purohit, Chartered Accountants, Mumbai as Statutory Auditors of our Company.

Resolution required : **Ordinary Resolution**
Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98	0.02

5. Appointment of Mr. Girdharlal G. Singhee as an Independent Director of the Company.

Resolution required : **Ordinary Resolution**
Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98	0.02

6. Appointment of Mr. Suresh Rathi as an Independent Director of the Company.

Resolution required : **Ordinary Resolution**
Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public	-	-	-	-	-	-	-

Institutional Investors							
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98	0.02

7. Appointment of Ms. Aditi Bagri as an Independent Director of the Company.

Resolution Required : **Ordinary Resolution**

Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98	0.02

8. Appointment of Mr. Krishnakant Premkumar Tekriwal as an Independent Director of the Company.

Resolution required : **Ordinary Resolution**

Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98	0.02

9. Approval of Related Party Transactions

Resolution required : **Special Resolution**

Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	68075	-	68075		100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	964962	-	963017	1945	99.80	0.20%

10. Approve Remuneration of M/s G. R. Paliwal & Company, Cost Accountants as Cost Auditors of our Company for Fin. Year 2015-16.:

Resolution required : **Ordinary Resolution**
Mode of Voting (~~Show of Hand~~/Poll/~~Postal ballot~~/E-voting)

Promoter/Public	No of shares Held(1)	Number of Votes Polled (2)	% of votes polled on outstanding shares	No of votes in favour	No of Vote against	% of votes in favour on votes polled(6) =[4/2]*100	% of votes against on votes polled (7) =[5/2]*100
Promoter and promoter group	8530691	8530691	-	8530691	-	100%	0%
Public Institutional Investors	-	-	-	-	-	-	-
Public	13692558	896887	-	894942	1945	99.78 %	0.21%
Total	14589445	9427578		9425633	1945	99.98	0.02

For The Rai Saheb Rekhchand Mohota Spg & Wvg. Mills Ltd

Santosh K. Rajpuria
Compliance Officer

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARIES
ADDRESS: #205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

To,
The Chairman
Of the Annual General Meeting of the Shareholders of
Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Limited
Devkaran Mansion, Gate No.2, Block No.15, 3rd Floor,
63 Princess Street, Mumbai - 400 002

Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting on Poll by your Shareholders, at the Annual General Meeting of your Company held on Wednesday, 30th September, 2015 at 10.30 A.M.

Please find enclosed Consolidated Results of remote e-Voting & Poll. I have issued separate report on remote e-voting and the Report on Poll results at the AGM.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL) and the Report on Poll Results prepared by me is based on the data provided / authenticated by your Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.

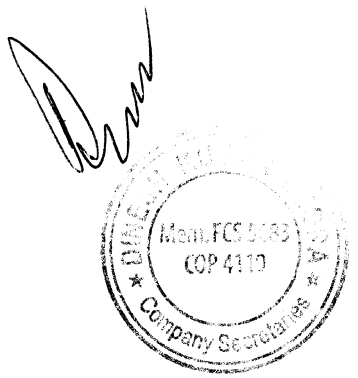
I trust you will find Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.

DINESH KUMAR DEORA
Practising Company Secretary
Membership No. F5683
CP No. 4119

Date: 30th September, 2015
Place: Mumbai

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARIES
ADDRESS: #205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

Consolidated Results



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

Based on Results of remote e-Voting & Poll at the Annual General Meeting held on Wednesday, 30th September,2015 at 10.30 A.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 25th August, 2015 is annexed herewith.

CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION

Subject	**To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, the Reports of the Board of Directors and the Auditors thereon.**

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

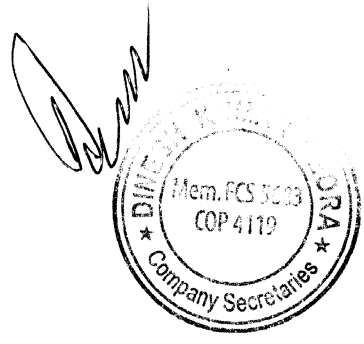
Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

Subject	**To declare dividend on Equity Shares.**

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 2 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	To appoint a Director in place of Shri Ranchhoddas Mohota, who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

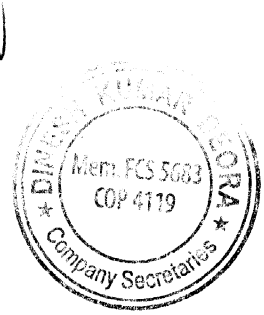
Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION

Subject	Appointment of M/s. Batliboy & Purohit, Chartered Accountants, Mumbai (ICAI Firm Registration No. 101048W) as Auditors.

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 4 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 5 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Girdharlal G. Singhee as an Independent Director of the Company.

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

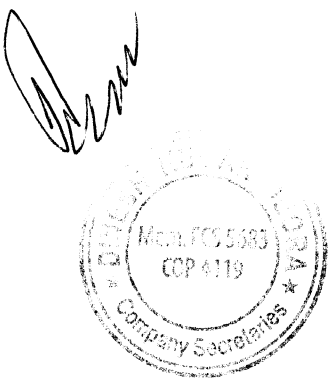
Thus, the **Ordinary Resolution** as contained in Item No. 5 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 6 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Suresh Rathi as an Independent Director of the Company.

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 6 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 7 – ORDINARY RESOLUTION

Subject	Appointment of Ms. Aditi Bagri as an Independent Director of the Company.

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 7 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 8 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Krishnakant Premkumar Tekriwal as an Independent Director of the Company.

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 8 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARIES
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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 9 – SPECIAL RESOLUTION

Subject	Approval of Related Party Transaction.

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	952751	10266	963017	99.80
Dissent	1945	0	1945	0.20
Invalid/Abstain	0	0	0	0
Total	**954696**	**10266**	**964962**	**100.00**

Thus, the **Special Resolution** as contained in Item No. 9 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARIES
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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 10 – ORDINARY RESOLUTION

Subject	Approval of Cost Auditor's Remuneration

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9415367	10266	9425633	99.98
Dissent	1945	0	1945	0.02
Invalid/Abstain	0	0	0	0
Total	**9417312**	**10266**	**9427578**	**100.00**

Thus, the **Ordinary Resolution** as contained in Item No. 11 of the Notice dated 25th August, 2015 is passed with **REQUISITE MAJORITY**.

DINESH KUMAR DEORA
Practising Company Secretary
Membership No. F 5683
CP No. 4119

Date: 30th September, 2015
Place: Mumbai