

RAJAPALAYAM MILLS LIMITED, RAJAPALAIYAM.

MINUTES OF THE 76th ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 10.00 AM ON MONDAY, THE 6th AUGUST, 2012 AT P.A.C.R. CENTENARY COMMUNITY HALL, P.A.C.RAMASAMY RAJA SALAI, RAJAPALAYAM.

Members attended in person	.. 18
Members attended through proxy	.. NIL

Total	.. 18

The following Directors were present at the Meeting:

1. Shri P.R.Ramasubrahmaneya Rajha, Chairman
2. Shri S.S.Ramachandra Raja
3. Shri N.K.Ramasuwami Raja
4. Dr.K.T.Krishnan

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

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

The Chairman informed the Members that the Register of Directors' shareholdings maintained under Section 307 of the Companies Act, 1956 was kept open and available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Statement of Profit & Loss of the Company for the year ended 31st March 2012, and the Balance Sheet as at that date and Cash Flow Statement for the year ended on that date having been already circulated to the members were taken as read.

The Auditors' Report to the Shareholders was read by the Secretary.

The Chairman delivered a brief speech on the performance of the Company for the Financial Year 2011-12. He then invited queries from Members on the accounts and the Company's business generally and replied them suitably.

Chairman's
Initial



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ORDINARY BUSINESS:

1. Proposed by Shri S.N.Radhakrishna Raja, a shareholder and seconded by Shri P.J. Alagaraja, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that the Directors' Report and the Statement of Profit & Loss for the year ended 31st March, 2012 and the Balance Sheet as at that date and the Auditors' Report thereon be and are hereby received, considered and adopted."

2. The Chairman informed the Members that the Board of Directors had recommended a Dividend of Rs.1/- per Share.

Proposed by Shri S. Kanthimathinathan, a shareholder and seconded by Shri N.K. Shrikandan Raja, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that Dividend of Rs.1/- per Equity Share be and is hereby declared for the year ended 31-03-2012."

3. Proposed by Shri P.S. Kalaiappan, a shareholder and seconded by Shri S.R. Ramnarayana Raja, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that Shri P.R. Venketrama Raja, who retired by rotation be and is hereby elected as Director of the Company."

4. Proposed by Shri S.N. Ramaraju, a shareholder and seconded by Shri S.S. Ramachandra Raja, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that Shri P.S. Jaganatha Raja, who retired by rotation be and is hereby elected as Director of the Company."

5. Proposed by Shri P.A. Dhamodara Raja, a shareholder and seconded by Shri N.K. Ramasuwami Raja, a shareholder, the following resolution was passed as an Ordinary Resolution:

Chairman's
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"RESOLVED that Shri V.S. Vemban, who retired by rotation be and is hereby elected as Director of the Company."

6. Proposed by Shri V. Madappan, a shareholder and seconded by Shri V.A. Ramachandra Raja, a shareholder, the following resolution was passed as an Ordinary Resolution:

"RESOLVED that M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja And Co., Chartered Accountants be and are hereby jointly appointed as Auditors of the Company to hold Office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) each, exclusive of out-of-pocket expenses."

The Meeting ended with a vote of thanks to the chair.

Rajapalaiyam
06-08-2012


(P.R.RAMASUBRAHMANEYA RAJHA)
CHAIRMAN

-CERTIFIED TRUE COPY-
For RAJAPALAYAM MILLS LTD.,


(V. GURUSAMY)
Secretary

Chairman's
Initial