

K.SRINIVASAN
CHARTERED
ACCOUNTANT

Flat 5, GF, Abirami Apartments #303, Real Enclave, #22 Josier Street
14 VOC Road, Cantonment Nungambakkam
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SCRUTINIZER'S REPORT

To
The Chairman
Rajapalayam Mills Limited
Rajapalayam

Sub: Voting Process under Sections 108 & 110 of the Companies Act, 2013 ("the Act"), read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Clause 35B of the listing agreement with the stock exchange and submission of Scrutinizer's Report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 303, Real Enclave, 22 Josier Street, Nungambakkam, Chennai 600034, have been appointed as Scrutinizer by the Board of Directors of Rajapalayam Mills Limited, ("the Company") for the purpose of scrutinizing the Postal Ballot process, including e-voting, carried out as per the provisions of Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of Companies (Management and Administration) Rules, 2014, for ascertaining the requisite majority with respect to the following resolution contained in the 'POSTAL BALLOT NOTICE' dated 11th August 2015:

To enable the Company for making fresh Inter Corporate Loans, Investments and providing Guarantees under Section 186 of the Companies Act, 2013 up to the limit of Rs.300 Crores as set out in the Resolution.

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, including voting by electronic means, on the resolution contained in the POSTAL BALLOT NOTICE. My responsibility as a Scrutinizer for the Postal Ballot process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the Postal Ballot Forms received and the reports generated from the e-voting system provided by Central



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Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under

3.1. The e-voting period opened at 9:00 AM on 29th September 2015 and closed at 05:30 PM on 28th October 2015. With respect to Postal Ballot Forms, the forms received till the close of working hours at 5.30 PM on 28th October 2015 were considered.

3.2. The members of the company holding shares as on 25th September 2015 were entitled to vote on the resolution as set out in the POSTAL BALLOT NOTICE.

3.3. The votes cast through e-voting were unblocked and finalized at 12:35 PM on 29th October 2015 in the presence of two witnesses who were not employees of the Company, and who had signed as witness to the unblocking / finalizing. In case of Postal Ballot Forms, all the forms received till the close of working hours at 5.30 PM on 28th October 2015 were kept under the safe custody and were validated with respect to the details to be mentioned in the Form. Forms that are defective as determined in accordance with the instructions contained in the POSTAL BALLOT NOTICE were rejected.

3.4. All the requisite details regarding Postal Ballot Forms received were recorded in the Register maintained for this purpose.

3.5. For e-voting, the voting results with details of equity shareholders who have voted in favour of the Resolution or against the Resolution and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.com>).

3.6. Votes casted through e-voting and through Postal Ballot Forms were consolidated. The summary of the result of voting is given below:



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Particulars	Number of shares
A. Total number of Shares	73,76,160
B. Total number of Shares for which postal ballots/ electronic votes were received	43,61,674
C. Total number of Shares for which voting considered invalid	1,798
D. Total number of valid votes	43,59,876
E. Total number of Shares for which the Postal ballots/electronic votes assented to the Resolution	43,56,705
F. Total number of Shares for which the Postal ballots /electronic votes dissented to the Resolution	3171
G. Shares of votes that assented to the Resolution.	99.93%



K.Srinivasan
Chartered Accountant
Membership No. 021510
Partner
M.S. Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

Chennai
29-10-2015

COUNTER SIGNED BY :
For RAJAPALAYAM MILLS LIMITED


(P.R. RAMASUBRAHMANEYA RAJHA)
CHAIRMAN.