

K.SRINIVASAN
CHARTERED
ACCOUNTANT

Flat 5, GF, Abirami Apartments
14 VOC Road, Cantonment
Trichy 620001
Phone: 0431-2140552

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

Email:mail@msjnk.com

SCRUTINIZER'S REPORT

To
The Chairman
Rajapalayam Mills Limited
Rajapalayam

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 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 e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 7 resolutions contained in the notice convening the 79th Annual General Meeting of the members of the Company, held at 10:00 AM on Wednesday, the 12th day of August 2015 at P.A.C.Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam-626108.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central 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 09th August 2015 and closed at 5:00 PM on 11th August 2015.
- 3.2. The members of the company holding shares as on 06th August 2015 were entitled to vote on the resolutions (items no. 1 to 7) as set out in the notice convening the 79th Annual General Meeting of the Company.
- 3.3. The votes cast were unblocked and finalized at 11:53 AM on 12th August 2015 in the presence of two witnesses who were not employees of the Company, and who had signed as witness to the unblocking / finalizing.
- 3.4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>).
- 3.5. The summary of the e-voting for each of the resolution is given below:



Resolution No	1
Nature of Resolution	Ordinary Resolution
Subject Matter	Adoption of Financial Statements for the year ended 31st March 2015

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4246243	100.00%	0	0.00%

Resolution No	2
Nature of Resolution	Ordinary Resolution
Subject Matter	Declaration of Dividend at Rs.2.50 per share for the year 2014-15

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4246243	100.00%	0	0.00%



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Resolution No	3
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri P.R. Ramasubrahmaneya Rajha as Director, who retires by rotation

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4246243	100.00%	0	0.00%

Resolution No	4
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri S.S. Ramachandra Raja as Director, who retires by rotation

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4246243	100.00%	0	0.00%



Resolution No	5
Nature of Resolution	Ordinary Resolution
Subject Matter	Ratification of appointment of M/s. M.S. Jagannathan and N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and co., Chartered Accountants, as Auditors

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4246243	100.00%	0	0.00%

Resolution No	6
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri K.B. Nagendra Murthy as an Independent Director

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4246243	100.00%	0	0.00%

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Resolution No	7
Nature of Resolution	Ordinary Resolution
Subject Matter	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2015-16

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4246243	100.00%	0	0.00%


K.Srinivasan
Chartered Accountant
Membership No. 021510
Partner



M.S.Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration No.: 0012085

Rajapalayam
12th August 2015

COUNTER SIGNED BY:
For RAJAPALAYAM MILLS LIMITED


(P.R. RAMASUBRAHMANEYA RAJHA)
CHAIRMAN.