

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 exchanges 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 12 resolutions contained in the notice convening the 78th Annual General Meeting of the members of the Company, held at 10:00 AM on Monday, the 4th day of August 2014 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 28th July 2014 and closed at 6:00 PM on 30th July 2014.
- 3.2. The members of the company holding shares as on 4th July 2014 were entitled to vote on the resolutions (items no. 1 to 12) as set out in the notice convening the 78th Annual General Meeting of the Company.
- 3.3. The votes cast were unblocked and finalized at 8:20 PM on 30th July 2014 in the presence of Mr. V.Gurusamy and Mr. J.Koodalingam, 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 2014.			
	Assent (For)		Dissent (Against)	
Details of voting	No of votes	Ratio	No of votes	Ratio
E-Voting	4179553	99.99%	200	0.01%

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Resolution No	2			
Nature of Resolution	Ordinary Resolution			
Subject Matter	Declaration of Final Dividend, at the rate of Rs.2.50 per share for the year 2013-14.			
Details of voting E-Voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
	4179753	100.00%	0	0.00%

Resolution No	3			
Nature of Resolution	Ordinary Resolution			
Subject Matter	Appointment of Shri P.R. Venketrama Raja, who retires by rotation and is eligible for re-appointment.			
Details of voting E-Voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
	4179753	100.00%	0	0.00%

Resolution No	4			
Nature of Resolution	Ordinary Resolution			
Subject Matter	Appointment of Shri A.V. Dharmakrishnan, who retires by rotation and is eligible for re-appointment.			
Details of voting E-Voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
	4179753	100.00%	0	0.00%

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Resolution No	5
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants and M/s. Ramakrishna Raja and Co., Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of 81th AGM.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4179753	100.00%	0	0.00%

Resolution No	6
Nature of Resolution	Special Resolution
Subject Matter	Amendment of Clause 16A in the Article of Association to enable the Chairman to retire by rotation and shall be taken into account in determining the retirement of directors by rotation.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4179553	99.99%	200	0.01%

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Resolution No	7
Nature of Resolution	Special Resolution
Subject Matter	Appointment of Smt. R. Sudarsanam as Managing Director from 01-04-2014 to 31-03-2017.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4179753	100.00%	0	0.00%

Resolution No	8
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Dr. K.T. Krishnan as Independent Director from 01-04-2014 to 31-03-2019.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4179753	100.00%	0	0.00%

Resolution No	9
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri N.K. Ramasuwami Raja as Independent Director from 01-04-2014 to 31-03-2019.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4179753	100.00%	0	0.00%

Resolution No	10
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Justice Shri P.P.S. Janardhana Raja as Independent Director from 01-04-2014 to 31-03-2019.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4179753	100.00%	0	0.00%

Resolution No	11
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri V. Santhanan Raman as Independent Director from 01-04-2014 to 31-03-2019.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4179753	100.00%	0	0.00%



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Resolution No	12
Nature of Resolution	Special Resolution
Subject Matter	Authority to borrow money up to Rs.500 Crores.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	4179753	100.00%	0	0.00%



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

Rajapalayam
30th July 2014