

FORM No. MGT-13
SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014

To

The Chairman

78th Annual General Meeting of Rajapalayam Mills Limited
Held on Monday, the 4th August 2014 at Rajapalayam

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 poll taken on the below mentioned resolutions at the meeting of the Equity Shareholders of Rajapalayam Mills Limited, 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, submit my report as under.

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the company.
3. I did not find any poll papers invalid.
4. The results of the poll are as under



Resolution No 1

Nature of Resolution Ordinary Resolution

Subject Matter Adoption of Financial Statements for the year ended 31st March 2014.

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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 Trichy 620001 Chennai 600034
 Phone: 0431-2140552 Phone: 044-42059739/45008214

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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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

Handwritten mark

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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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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	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

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

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	18	93842	93842	100.00%	0	0.00%	0

5. A Compact Disc (CD) containing the list of Equity Share Holders who voted "For" and "Against" for each resolution is enclosed.

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K.SRINIVASAN
CHARTERED
ACCOUNTANT

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Email: mail@msjnk.com

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully


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

Rajapalayam
4th August 2014