

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

79th Annual General Meeting of Rajapalayam Mills Limited
Held on Wednesday, the 12th August 2015 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 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, 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 box was 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:

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

| (i) Voted in favour of the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 11 | 35,170 | 100.00% |

| (ii) Voted against the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

| (iii) Invalid votes | | | |
|----------------------------|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

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

| (i) Voted in favour of the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 11 | 35,170 | 100.00% |

| (ii) Voted against the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

| (iii) Invalid votes | | | |
|----------------------------|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 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 |

| (i) Voted in favour of the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 11 | 35,170 | 100.00% |

| (ii) Voted against the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

| (iii) Invalid votes | | | |
|----------------------------|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |



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

| (i) Voted in favour of the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 11 | 35,170 | 100.00% |

| (ii) Voted against the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

| (iii) Invalid votes | | | |
|----------------------------|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |



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| 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 |

| (i) Voted in favour of the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 11 | 35,170 | 100.00% |

| (ii) Voted against the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

| (iii) Invalid votes | | | |
|----------------------------|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

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

| (i) Voted in favour of the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 11 | 35,170 | 100.00% |

| (ii) Voted against the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

| (iii) Invalid votes | | | |
|----------------------------|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 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 |

| (i) Voted in favour of the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 11 | 35,170 | 100.00% |

| (ii) Voted against the resolution | | | |
|--|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

| (iii) Invalid votes | | | |
|----------------------------|---|-------------------------------------|--|
| Details of voting | Number of Members present and Voting | Number of votes cast by them | % of total number of votes cast |
| Poll at AGM | 0 | 0 | 0.00% |

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



K.SRINIVASAN
CHARTERED
ACCOUNTANT

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Chennai 600034
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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 No.: 001208S



Rajapalayam
12th August 2015

COUNTER SIGNED BY :
For RAJAPALAYAM MILLS LIMITED

(P.R. RAMASUBRAHMANEYA RAJHA)
CHAIRMAN.