

5 GF Abirami Apartments      D1 B Block First Floor Parsn Paradise  
14 VOC Road, Cantonment      46 GN Chetty Road TNagar  
Trichy 620001                      Chennai 600017  
Phone: 0431-2140542              Phone: 044-42059739/45008214

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Email: [srinivasan.k@msjnk.com](mailto:srinivasan.k@msjnk.com)

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**Scrutiniser's Report**

*[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the  
Companies (Management and Administration) Rules, 2014]*

**The Chairman**

**The Ramaraju Surgical Cotton Mills Limited**

119, P.A.C.Ramasamy Raja Salai  
Rajapalayam 626117

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's Extra-ordinary General meeting (EGM) held on 20 June 2017 - submission of Scrutiniser's report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 5, GF, Abirami Apartments, 14 VOC Road, Cantonment, Trichy 620001, have been appointed as Scrutinizer by the Board of Directors of The Ramaraju Surgical Cotton Mills Limited, ("the Company") for the purpose of scrutinizing the e-voting process and the continuation of the ballot process at the EGM and ascertaining the requisite majority on voting process 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 2 resolutions contained in the notice convening the EGM of the members of the Company, held at 9:30 AM on Tuesday, the 20 June 2017 at P.A.C.R.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 and the continuation of the ballot process at the EGM on the resolutions contained in the notice to the EGM of the members of the Company. My responsibility is to conduct the ballot process at the EGM and scrutinize the remote e-voting process in a fair and transparent manner and make a consolidated scrutinizer's report of the total votes cast in favour or against.
3. The Chairman announced that the ballot process be carried out at the EGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked them. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the EGM hall who wanted to vote.
4. On the completion of the voting through ballot process:
  - 4.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.
  - 4.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.



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- 4.3. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
- 4.4. I have also verified and confirm that no member who had exercised their vote through remote e-voting facility, participated in the ballot process at the EGM.
5. I have recorded the particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
6. The items of business set out in the notice convening the EGM and covered by the e-voting / ballot process were:

Resolution No	Brief Text of Resolution	Category
1	To approve the Increase in Authorised Capital and amend the Capital Clause in the Memorandum of Association	Special Resolution
2	To approve the Issue of Bonus Shares	Ordinary Resolution

7. The consolidated results of the voting through remote e-voting and the ballot process at the EGM venue are as under:

R. No	Nature of Resolution	Subject matter in brief	Total valid votes	Assent (For)		Dissent (Against)		Invalid Votes
				Number of Votes	Percentage	Number of Votes	Percentage	
1	Special Resolution	To approve the Increase in Authorised Capital and amend the Capital Clause in the Memorandum of Association	1,011,990	1,011,990	100.00%	0	0.00%	0
2	Ordinary Resolution	To approve the Issue of Bonus Shares	1,011,990	1,011,990	100.00%	0	0.00%	0

8. One (1) ordinary resolution and one (1) special resolution have been passed with the requisite majority on the date of the EGM, namely 20 June 2017

  
**K.Srinivasan**  
Chartered Accountant  
Membership No. 021510

Rajapalayam  
20 June 2017

For THE RAMARAJU SURGICAL COTTON MILLS LTD.

  
**(N.K. SHRIKANTAN RAJA)**  
DIRECTOR.