

Form MGT - 9
Extract of Annual Return
As on the financial year ended on 31st March, 2021

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

CIN	L17111TN1939PLC002302
Registration Date	28-02-1939
Name of the Company	The Ramaraju Surgical Cotton Mills Limited
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered Office and Contact details	No. 2, 119 / 120, P.A.C. Ramasamy Raja Salai, Rajapalayam, Tamil Nadu - 626 117.
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Share Transmission and other activities carried out in-house.

II. Principal Business Activities of The Company

Business activities contributing 10% or more of the total turnover of the Company:

Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
Fabrics	13121	55.23
Yarn	13111	31.21
Surgical Dressings	21006	12.31

III. Particulars of Holding, Subsidiary and Associate Companies

Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1. Madras Chipboard Limited, No: 53, Annamaraja Nagar, Sankarankovil Road, Rajapalayam, Tamil Nadu - 626 117.	U17100TN1961 PLC004457	Subsidiary	64.68	IND AS - 28
2. The Ramco Cements Limited, "Ramamandiram", Rajapalayam, Tamil Nadu - 626 117.	L26941TN1957 PLC003566	Associate	1.40	
3. Ramco Industries Limited, 47, P.S.K. Nagar, Rajapalayam, Tamil Nadu - 626 108	L26943TN1965 PLC005297	Associate	0.16	
4. Ramco Systems Limited, 47, P.S.K. Nagar, Rajapalayam, Tamil Nadu - 626 108.	L72300TN1997 PLC037550	Associate	0.04	
5. Rajapalayam Mills Limited., P.A.C.Ramasamy Raja Salai, Rajapalayam, Tamil Nadu - 626 117.	L17111TN1936 PLC002298	Associate	1.83	
6. Sri Vishnu Shankar Mills Limited, Post Box No.109, P.A.C. Ramasamy Raja Salai, Rajapalayam, Tamil Nadu - 626 117.	U17301TN1981 PLC008677	Associate	0.75	



Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
7. Shri Harini Media Limited, 3 rd Floor, Sri Renga Vihar, New No. 8, 1 st Cross Street, Karpagam Gardens, Adyar, Chennai, Tamil Nadu - 600 020.	U22210TN2010 PLC077293	Associate	2.65	IND AS - 28
8. Sri Harini Textiles Limited, "Sri Bhavanam", 102, P.S.K. Nagar, Rajapalayam, Tamil Nadu - 626 108.	U17111TN2005 PLC057807	Associate	49.67	

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-Wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individuals/ Hindu Undivided Family	16,94,080	-	16,94,080	42.92	16,94,080	-	16,94,080	42.92	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	6,200	-	6,200	0.16	6,200	-	6,200	0.16	-
e) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
f) Any Others...	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	17,00,280	-	17,00,280	43.08	17,00,280	-	17,00,280	43.08	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	17,00,280	-	17,00,280	43.08	17,00,280	-	17,00,280	43.08	-

i) Category-Wise Share Holding - (contd.)

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Financial Institutions / Banks	200	-	200	0.01	200	-	200	0.01	-
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government(s)	-	86,560	86,560	2.19	-	86,560	86,560	2.19	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	200	86,560	86,760	2.20	200	86,560	86,760	2.20	-
(2) Non-institutions									
a) Bodies Corporate									
i) Indian	25,060	2,000	27,060	0.69	28,644	2,000	30,644	0.78	0.09
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	7,79,166	1,87,306	9,66,472	24.49	7,86,732	1,83,936	9,70,668	24.59	0.10
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	10,82,540	42,120	11,24,660	28.49	10,73,420	42,120	11,15,540	28.27	(0.22)
c) Others (specify)									
IEPF	41,328	-	41,328	1.05	42,668	-	42,668	1.08	0.03
Sub-Total (B)(2)	19,28,094	2,31,426	21,59,520	54.72	19,31,464	2,28,056	21,59,520	54.72	-
B Total Public Shareholding (B) = (B) (1)+ (B) (2)	19,28,294	3,17,986	22,46,280	56.92	19,31,664	3,14,616	22,46,280	56.92	-
C Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A)+(B)+(C)	36,28,574	3,17,986	39,46,560	100.00	36,31,944	3,14,616	39,46,560	100.00	-



(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1.	Smt. Nalina Ramalakshmi	14,91,860	37.80	–	14,91,860	37.80	–	–
2.	Shri N.R.K. Ramkumar Raja	1,74,260	4.41	–	1,74,260	4.41	–	–
3.	Smt. Saradha Deepa	9,400	0.24	–	9,400	0.24	–	–
4.	Smt. R. Sudarsanam	9,360	0.24	–	9,360	0.24	–	–
5.	Shri P.R. Venketrama Raja	5,400	0.14	–	5,400	0.14	–	–
6.	M/s. Rajapalayam Mills Limited	4,000	0.10	–	4,000	0.10	–	–
7.	Smt. P.V. Srisandhya	3,400	0.08	–	3,400	0.08	–	–
8.	M/s. Sri Vishnu Shankar Mills Limited	2,200	0.06	–	2,200	0.06	–	–
9.	Smt. P.V. Nirmala	400	0.01	–	400	0.01	–	–
	Total	17,00,280	43.08	–	17,00,280	43.08	–	–

(iii) Change in Promoters' Shareholding

Sl. No.	Shareholding		Date	Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01-04-2020 to 31-03-2021)	
	No. of Shares at the beginning (01-04-2020) / end of the year (31-03-2021)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	17,00,280	43.08	–	–	–	17,00,280	43.08

(iv) Shareholding Pattern of top ten Shareholders (other than Directors and Promoters):

Sl. No.	Name	Shareholding		Date	Increase / (Decrease) in shareholding	Cumulative Shareholding during the year (01-04-2020 to 31-03-2021)	
		No. of Shares at the beginning (01-04-2020) / end of the year (31-03-2021)	% of total shares of the Company			No. of Shares	% of total shares of the Company
1.	Shri Govindlal M Parikh	1,31,080	3.32	-	-	1,31,080	3.32
2.	Smt. Ramachandra Raja Chittammal	80,600	2.04	-	-	80,600	2.04
3.	Shri V. Krishnamurthy	65,600	1.66	-	-	65,600	1.66
4.	Smt. Chinmay G Parikh	63,600	1.61	-	-	63,600	1.61
5.	Director of Handlooms& Textiles	52,800	1.34	-	-	52,800	1.34
6.	Shri P.P. Zibi Jose	49,280	1.25	-	-	49,280	1.25
7.	Investor Education and Protection Fund Authority	41,328	1.05	25.08.2020	1,340	42,668	1.08
8.	Smt. Ganapathy Alamelu	42,480	1.08	-	-	42,480	1.08
9.	Shri M.A.A. Annamalai	40,320	1.02	-	-	40,320	1.02
10.	Shri K.S. Ganesan	38,080	0.96	-	-	38,080	0.96

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Date	Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01-04-2020 to 31-03-2021)	
		No. of Shares at the beginning (01-04-2020) / end of the year (31-03-2021)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Shri P.R. Venketrama Raja	5,400	0.14	-	-	-	5,400	0.14
2.	Smt. Nalina Ramalakshmi	14,91,860	37.80	-	-	-	14,91,860	37.80
3.	Shri N.R.K. Ramkumar Raja	1,74,260	4.42	-	-	-	1,74,260	4.42
4.	Shri N.K. Shrikantan Raja	11,920	0.30	-	-	-	11,920	0.30
5.	Shri P.J. Alaga Raja	11,760	0.30	-	-	-	11,760	0.30
6.	P.J. Ramkumar Rajha	8,040	0.20	-	-	-	8,040	0.20

V. Indebtedness

(₹ in Lakhs)

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	25,988.64	3,856.66	–	29,845.30
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i + ii + iii)	25,988.64	3,856.66	–	29,845.30
Change in Indebtedness during the financial year				
Addition	495.00	5,098.00	–	5,523.00
Reduction	5,989.93	2,034.97	–	8,024.90
Net Change	(5,494.93)	2,993.03	–	(2,501.90)
Indebtedness at the end of the financial year				
i) Principal Amount	20,493.71	6,849.69	–	27,343.40
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i + ii + iii)	20,493.71	6,849.69	–	27,343.40

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sl. No.	Particulars of Remuneration	Smt. Nalina Ramalakshmi, Managing Director	Shri N.R.K. Ramkumar Raja, Managing Director	Total Amount
1	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	120.00	120.00	240.00
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	–	–	–
	c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	–	–	–
2	Stock Option	–	–	–
3	Sweat Equity	–	–	–
4	Commission as % of profit	–	–	–
5	Sittings Fees	0.80	0.80	1.60
6	Contribution to Provident Fund	5.99	3.83	9.82
7	Contribution to Superannuation Trust Fund	1.50	1.50	3.00
	Total (A)	128.29	126.13	254.42
	Ceiling as per Act	The Shareholders of the Company had approved the remuneration of 5% of net profits of the Company to each Managing Director. In case of no profits or inadequate profits, each Managing Director shall be paid the minimum remuneration as provided in Section II, Part II of Schedule V of the Companies Act, 2013 which works out to ₹ 120 Lakhs per annum. Accordingly, the Company has paid ₹ 120 Lakhs to Smt. Nalina Ramalakshmi and ₹ 68.10 Lakhs to Shri N.R.K. Ramkumar Raja. The minimum remuneration of Shri N.R.K. Ramkumar Raja has been revised to ₹ 10 Lakhs per month with effect from 12 th February, 2020.		

B. Remuneration to other Directors:
1. Independent Directors
(₹ in Lakhs)

Particulars of Remuneration	Name of the Directors					Total Amount
	Shri P.J. Alaga Raja	Shri P.J. Ramkumar Rajha	Justice Shri P.P.S. Janarthana Raja	Shri V. Santhanaraman	Shri P.A.B. Raju	
Fee for attending board / committee meetings	0.95	1.10	0.85	0.65	0.65	4.20
Commission	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total B (1)	0.95	1.10	0.85	0.65	0.65	4.20

2. Other Non Executive Directors

Particulars of Remuneration	Name of the Directors			Total Amount
	Shri P.R. Venketrama Raja	Shri N.K. Shrikantan Raja	Dr. M. Karunakaran	
Fee for attending board / committee meetings	0.55	1.10	0.30	1.95
Commission	-	-	-	-
Others	-	-	-	-
Total B (2)	0.55	1.10	0.30	1.95
Total B [B (1) + B (2)]				6.15
Total Managerial Remuneration (A+B)				213.12

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Shri Narayan Vijay Gopal, Chief Financial Officer	Shri A. Emarajan, Company Secretary *	Shri WalterVasanth PJ, Company Secretary **	
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	52.88	7.29	2.48	62.65
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- Others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	52.88	7.29	2.48	62.65

* Resigned with effect from 12th January, 2021

** Appointed with effect from 15th January, 2021



VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give Details)
A. Company Penalty Punishment Compounding			None		
B. Directors Penalty Punishment Compounding			Nil		
C. Other Officers in Default Penalty Punishment Compounding			Nil		

By Order of the Board,
For **The Ramaraju Surgical Cotton Mills Limited,**

Rajapalayam
04th June, 2021

P.R. Venketrama Raja
Chairman