

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. CS /2025-26_65

5th August, 2025

Head-Listing,

Metropolitan Stock Exchange of India Limited

Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla West, Mumbai - 400 070.

Symbol: RAMARAJU

Dear Sir,

Sub: Submission of the Notice of 85th Annual General Meeting (AGM) of the Company

This is to inform that the 85th Annual General Meeting of the members of the Company is scheduled to be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Friday, 29th August, 2025 at 9.30 A.M (IST) in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

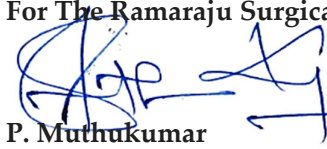
Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclosed the copy of Notice to Shareholders.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For The Ramaraju Surgical Cotton Mills Limited,


P. Muthukumar
Company Secretary & Compliance Officer
Mem. No.: F12904



P.O. Box : 2, 119, 120, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 117. Virudhunagar District. Tamilnadu, India.

Ph (O) 91-4563-235904; E-mail : rscm@ramcotex.com; Web: www.ramarajusurgical.com

CIN : L17111TN1939PLC002302

GSTIN : 33AAACT4308D1ZX

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 85TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY WILL BE HELD AT 9.30 A.M. ON FRIDAY, THE 29TH AUGUST, 2025. THIS AGM IS BEING CONDUCTED THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC) THE DETAILS OF WHICH ARE PROVIDED IN THE NOTES TO THIS NOTICE. THE FOLLOWING ARE THE BUSINESS THAT WOULD BE TRANSACTED AT THIS AGM.

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2025 and the Report of the Board of Directors and Auditors thereon be and are hereby considered and adopted.

2. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

RESOLVED THAT Shri P. R. Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as Director of the Company.

3. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

RESOLVED THAT Shri N. K. Shrikantan Raja (DIN: 00350693), who retires by rotation, be and is hereby re-appointed as Director of the Company.

SPECIAL BUSINESS

4. **Appointment of Shri. M.R.L. Narasimha, Practicing Company Secretary, as the Secretarial Auditor of the Company**

To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. M.R.L. Narasimha, Practicing Company Secretary (Mem. No. F2851 and CoP no.: 799) is hereby appointed as Secretarial Auditor of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor for the Financial Year 2025-2026 upto Financial Year 2029-2030, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor, from time to time.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

5. **Ratification of remuneration to M/s. SVM & Associates (FRN: 000536), Cost Auditors of the Company**

To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,90,000/- (Rupees One Lakh Ninety Thousand Only) plus applicable taxes and out-of-pocket expenses payable to M/s. SVM & Associates, Cost Accountants (Firm Registration No. 000536) appointed as the Cost Auditor of the Company by the Board of Directors, for the financial year 2025-26 for auditing the Cost Records relating to manufacture of textile and pharmaceutical products, be and is hereby ratified and confirmed.

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

Rajapalayam
28th May, 2025

P.R. Venketrama Raja
Chairman
DIN: 00331406

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. The Company has chosen to conduct this AGM through Video Conferencing (VC), The AGM would be conducted in accordance with the
 - i) General Circular No: 09/2024 dated 19th September, 2024, issued by Ministry of Corporate Affairs, Government of India
 - ii) Circular No: SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 3rd October 2024, issued by Securities and Exchange Board of India (SEBI) and
 - iii) such other instructions that may be issued by Statutory Authorities.
3. The Company would be providing the Central Depository Services (India) Limited's (CDSL) system for the members to cast their vote through remote e-voting and participate in the Annual General Meeting through Video Conference.
4. The Notice calling the 85th AGM has been uploaded on the website of the Company at www.ramarajusurgical.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at www.msei.in. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

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5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
6. The Company is also releasing a Public Notice by way of advertisement in English in Business Line (All editions) and in Tamil in Makkal Kural (Madurai edition), containing the following information:
 - Convening of AGM through VC in compliance with applicable provisions of the Act.
 - Date and Time of the AGM.
 - Availability of Notice of the Meeting on the website of the Company, the Stock Exchange, viz. Metropolitan Stock Exchange of India Limited, where the Company's shares are listed and at <https://www.evotingindia.com>.
 - Reference to the link of the company's website, providing access to the full annual report
 - Requesting the members who have not registered their E-Mail addresses with the Company, to get the same registered with the Company.
7. The cut-off date will be 22nd August, 2025, for determining the eligibility to vote by remote e- voting or in the AGM.
8. Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company (www.ramarajusurgical.com) and also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Financial Year Ended	Date of Declaration of Dividend	Last Date for claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
31-03-2018	10-08-2018	09-08-2025	07-09-2025
31-03-2020	15-09-2020	14-09-2027	12-10-2027
31-03-2021	25-08-2021	24-08-2028	22-09-2028
31-03-2022	12-12-2022	11-12-2029	10-01-2030
31-03-2023	29-09-2023	28-09-2030	26-09-2030

9. In accordance with Section 125(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividends lying with the Company for a period of over 7 years, to the IEPF established by the Central Government.
10. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.ramarajusurgical.com and www.iepf.gov.in.

11. Dispatching of physical copies of the financial statements (including Director's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - www.ramarajusurgical.com and at the websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited, where the Company's shares are listed.

12. As per Income Tax Act, 1961, dividend income is taxable in the hands of Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend payable to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof. The Shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) with the depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rscm@ramcotex.com on or before 21st August, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rscm@ramcotex.com. The aforesaid declarations and documents need to be submitted by the Shareholders on or before 20th August, 2025.

13. Voting through electronic means;

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-Voting facility to exercise their right to vote at the 85th Annual General Meeting and the business may be transacted through such voting, through e-Voting Services provided by CDSL.
- B. The facility for remote e-voting shall remain open from 9.00 A.M on Tuesday, the 26th August, 2025 to 5.00 P.M on Thursday, the 28th August, 2025. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Friday, the 22nd August, 2025, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 P.M. on Thursday, the 28th August, 2025.
- C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.
- D. Pursuant to said SEBI Circular, Login method for e-Voting and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below:

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Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	<ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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Type of Shareholders	Login Method
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding Securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

E. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 21 09911.

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Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at helpline no.: 022 - 4886 7000 and 022 - 2499 7000.
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- F. Access through CDSL e-Voting system in case of Shareholders holding share in Physical mode and non-individual Shareholder in Demat mode.

Login method for e-Voting and joining the AGM through VC for shareholders holding share in Physical mode and non-Individual Shareholder in Demat mode.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to www.evotingindia.com. and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Physical Form and Shareholders holding shares in Demat Form other than individual holders:

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (F).

After entering these details appropriately, click on "SUBMIT" tab.

- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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- H. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- I. Click on the EVSN for THE RAMARAJU SURGICAL COTTON MILLS LIMITED on which you choose to vote.
- J. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- K. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- L. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- M. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- O. If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- P. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification
- Q. Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - v. It is mandatory that scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at **canajco@gmail.com** and to the company at the email address viz; **rscm@ramcotex.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- R. If you have any queries or issues regarding attending the meeting and e-Voting from CDSL e-Voting system, you can write to **helpdesk.evoting@cdslindia.com** or contact at toll free number 1800 21 09911.

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14. Instructions for shareholders attending the AGM through VC & E-voting during meeting are as under:

- A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- B. The Members can join the AGM in the VC mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1,000 members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM.
- C. Members are requested to join the AGM through Laptops / IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
- D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.
- E. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request at least **5 working days** prior to meeting (i.e. on or before 23rd August, 2025) mentioning your name, demat account number / folio number, email id, mobile number (as registered with the Depository Participant (DP)/Company) to the mail id: **rscm@ramcotex.com**. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 working days prior to meeting (i.e. on or before 27th August, 2025) mentioning your name, Demat account number / folio number, email id, mobile number to the mail id: **rscm@ramcotex.com**. These queries will be replied by the company suitably by email.
- G. Non-Individual members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorizing their representative to attend on their behalf at the meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address with a copy marked to **helpdesk.evoting@cdslindia.com**.
- H. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- I. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e- voting.
- J. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- K. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- L. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, in case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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15. The Shareholders holding Physical Share certificates advised them to furnish the following details to the Company: a. PAN; b. Nomination; c. Contact details; d. Bank account details; e. Specimen signature; All Shareholders are advised update the details as prescribed in the above said Circular with M/s. Cameo Corporate Services Limited, our Registrar to an Issue and Share Transfer Agent.
16. Process for those shareholders whose E-mail / Mobile No. are not registered with the Company / DP.
 - A. For Physical Shareholders, please submit form ISR-1 duly filled to M/s. Cameo Corporate Services Limited, our Registrar to an Issue and Share Transfer Agent
 - B. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while E-Voting & joining the AGM through VC through Depository.
17. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 22nd August, 2025 may obtain the Login ID and Password by following the procedures mentioned in Point No: 13 (D) or (F), as the case may be.
18. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 22nd August, 2025.
19. Shri R. Palaniappan, Chartered Accountant (Membership No.205112) failing him Shri T.G. Harisha, Chartered Accountant (Membership No.246983) Partners of M/s. N.A. Jayaraman & Co, Chartered Accountants, (Firm Reg. No. 001310S) will act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
21. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited.
22. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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

Rajapalayam
28th May, 2025

P.R. Venketrama Raja
Chairman
DIN: 00331406

Statement Pursuant to Section 102 of The Companies Act, 2013**Item No. 5**

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 28, 2025, subject to the approval of the Members of the Company, approved appointment of Shri. M.R.L. Narasimha, Practicing Company Secretary (CoP no.: 799 and PRC No. 1420/2021) as the Secretarial Auditor of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30.

Shri M.R.L. Narasimha is a Practicing Company Secretary with over four decades of extensive experience in the field of Corporate Laws, including SEBI Regulations and FEMA Regulations. He has been actively engaged in providing a wide range of professional services such as Secretarial Audits, Due Diligence Audits, and Compliance Audits for several reputed companies across various sectors. He is Peer Reviewed by the Institute of the Company Secretaries of India.

Shri. M.R.L. Narasimha, has given his consent to appoint him as the Secretarial Auditor of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India. The proposed remuneration to be paid to Shri. M.R.L. Narasimha, will be decided by the Board of Directors based on recommendations of Audit Committee.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditor.

The Board recommends the approval of the Members for appointment of Secretarial Auditor and passing of the Ordinary Resolution set out at Item No. 5 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Textile and Pharmaceutical Products for the financial year 2025-26.

NOTICE

On the recommendation of the Audit Committee at its meeting held on 28th May, 2025, the Board of Directors had approved the appointment of M/s. SVM & Associates (FRN: 000536), Cost Accountants as the Cost Auditor of the Company to audit the Company's Cost Records relating to manufacture of Textile and Pharmaceutical Products at a remuneration of ₹ 1,90,000/- (Rupees One Lakh Ninety Thousand Only) plus applicable taxes and out-of-pocket expenses for the financial year 2025-26.

M/s. SVM & Associates is a firm of Practicing Cost Accountants, constituted under Regulation 113 of the ICAI Regulations, 1959. The firm was established in 2015 and is well-equipped with all necessary resources to meet the diverse needs of its valued clients. It is supported by a highly diligent team of professionals committed to delivering quality and excellence.

The remuneration of the cost auditor is required to be ratified by the Members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

The Board recommends the ordinary resolution as set out in Item no. 6 of this notice for the approval of members.

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

Rajapalayam
28th May, 2025

P.R. Venketrama Raja
Chairman
DIN: 00331406

NOTICE



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING

Details of Directors seeking Re-Appointment at the 85th Annual General Meeting pursuant to Secretarial Standards on General Meetings

Name of the Director	Shri P.R. Venketrama Raja
Director Identification Number (DIN)	00331406
Age	66 years
Qualification & Experience	Shri P.R. Venketrama Raja has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA. He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 1992. He has more than 4 decades of Industrial Experience with specific knowledge in Textiles, Cement and Information Technology sectors.
Terms and conditions of re-appointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013
Date of First Appointment to the Board	04-03-1992
Shareholding in the Company as on 31-03-2025	8,843 Equity shares of ₹ 10/- each
Remuneration	He is eligible for sitting fees for attending Board / Committee meetings as applicable to the Directors from time to time.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is the brother of Smt. Nalina Ramalakshmi, Managing Director of the Company.
No. of Meetings of the Board attended during the year	5
Other Directorships as on 31-03-2025	<ol style="list-style-type: none">1. The Ramco Cements Limited2. Ramco Systems Limited3. Ramco Industries Limited4. Rajapalayam Mills Limited5. Sri Vishnu Shankar Mill Limited6. Sandhya Spinning Mill Limited7. Rajapalayam Textile Limited8. Ramamandiram Agricultural Estate Private Limited9. Ramco Management Private Limited10. RCDC Securities and Investments Private Limited11. Ram Sandhya Farms Private Limited12. Nirmala Shankar Farms & Estates Private Limited13. Sri Sandhya Farms (India) Private Limited14. Rajapalayam Chamber of Commerce and Industry15. Optiverse Enterprise Private Limited

NOTICE

Memberships and Chairmanships of Committees of other Board		Details given below	
S. No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1	The Ramco Cements Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
2	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
		Right Issue Committee	Chairman
3	Ramco industries Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
4	Ramco Systems Limited	Corporate Social Responsibility Committee	Chairman
		Stakeholders Relationship Committee	Chairman
		Risk Management Committee	Chairman
		Fund Raising Committee	Member
		Allotment Committee	Member
5	Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Chairman
6	Sandhya Spinning Mill Limited	Corporate Social Responsibility Committee	Chairman

NOTICE



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

Name of the Director	Shri N.K. Shrikantan Raja
Director Identification Number (DIN)	00350693
Age	77 years
Qualification & Experience	Shri N.K. Shrikantan Raja, has a Bachelor Degree in Commerce and he has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2002. He has vast knowledge and experience in Textile Industry and having more than 50 years of experience in doing business activity.
Terms and conditions of re-appointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013
Date of First Appointment to the Board	15-04-2002
Shareholding in the Company as on 31-03-2025	13,643 Equity shares of ₹ 10/- each (Including HUF)
Remuneration	He is eligible for sitting fees for attending Board / Committee meetings as applicable to the Directors from time to time.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is the brother of Shri.N.R.K.Ramkumar Raja, Managing Director of the Company.
No. of Meetings of the Board attended during the year	5
Other Directorships as on 31-03-2025	1. Ramco Industries Limited 2. Sudharsanam Investments Limited 3. N.R.K. Infra System Private Limited 4. Vinvent Chemilab Private Limited 5. Rajapalayam Chamber of Commerce and Industry
Listed entity from which the person has resigned in the past three years	NIL
Memberships and Chairmanships of Committees of other Board	Details given below

S. No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1	Ramco Industries Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member