

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

20th April, 2023

F.No. MSEI /2023-24_11

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: Notice of Postal Ballot

Ref: Submission of information Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015

In compliance to the provisions of Regulation 30 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith the Notice of Postal Ballot seeking approval of shareholders of the company for the reappointment of Smt. Nalina Ramalakshmi as Managing Director of the Company for a further period of five years with effect from 01st April, 2023.

The Notice of Postal Ballot was dispatched electronically on 19th April, 2023 to the eligible shareholders as on 14th April, 2023. The Notice Postal Ballot is also available on the Company's website www.ramarajusurgical.com

This is for your kind information and records.

Thanking you,

Yours faithfully,

For The Ramaraju Surgical Cotton Mills Limited,

N.R.K.Ramkumar Raja
Managing Director

Encl.: As above



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

Ph : (0)91-4563 - 235904 E-mail : rscm@ramcotex.com, rscm@bsnl.in Web : www.ramarajusurgical.com

CIN : L17111TN1939PLC002302 GSTIN : 33AAACT4308D1ZX

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, that the Special Resolutions appended below is proposed to be passed by the shareholders of the Company by way of Postal Ballot through electronic remote e-voting ("**e-voting**"). The Statement pursuant to Section 102(1) and 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

ELECTRONIC COPY OF NOTICE OF POSTAL BALLOT

In compliance with the above stated MCA Circulars, notice of Postal Ballot is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Hard copy of notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot process and **members are required to communicate their assent or dissent through the remote e-voting system only.**

Members may note that the notice will also be available on the Company's website www.ramarajusurgical.com and website of the Stock Exchange, i.e. Metropolitan Stock Exchange of India Limited at www.msei.in and on the website of CDSL www.evotingindia.com

REGISTER TO RECEIVE COMMUNICATIONS ELECTRONICALLY

- **Shareholders holding shares in Physical Mode:** In case shares are held in physical mode, Register/ update their email ID, Mobile number and Bank Account details by sending a request letter duly signed by the Shareholder(s) mentioning Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

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scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@cameoindia.com

- **Shareholders holding shares in Dematerialised Mode:** Register/ update their email ID, Mobile number and Bank Account details with their respective Depository Participant.

The Board of Directors has appointed Mr. M.R.L.Narasimha, a Practicing Company Secretary (CP No.799), Coimbatore as the Scrutinizer for conducting the Postal Ballot, in case of failing Mr. V Suresh,(COP 6032) Senior Partner of V Suresh Associates, Practicing Company Secretaries, Chennai has given their consent to act as Scrutinizer for this postal ballot remote e-voting process, through the e-voting process, in a fair and transparent Manner.

IMPORANT DATES- REMOTE EVOTING

Cut-off date [for determining the Members entitled to vote on the resolution set forth in this Notice]	Friday, 14th April, 2023
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commence from: Friday, 21st April, 2023 at 9.00 AM End at: Saturday, 20th May, 2023 at 5.00 PM

The Scrutinizer will submit his report, after completion of scrutiny, to the Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, 22nd May, 2023 and will be displayed on the Company's website www.ramarajusurgical.com and will also be communicated to the Stock Exchanges and Central Depository Services (India) Limited (“CDSL”).

SPECIAL BUSINESS

RESOLUTION NO: 1

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to Sections 196, 197 and 203 and other applicable provisions and the Rules thereunder, read with Schedule V of the Companies Act, 2013, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members of the Company be and is hereby accorded for re-appointment of Smt. Nalina Ramalakshmi (DIN: 01364161) as Managing Director of the Company for a period of 5 years with effect from 01-04-2023, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, at a remuneration equivalent to 5% of the net profits of the Company

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RESOLVED FURTHER THAT when the Company has no profits or inadequate profit, in any financial year, not being more than three such financial years over the entire tenure of five years Smt. Nalina Ramalakshmi (DIN: 01364161), Managing Director shall be paid remuneration of ₹ 120 Lakhs per annum along with the following perquisites.

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure: and
- iv Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to fix the components, quantum and periodicity of the remuneration payable to the Managing Director subject to the aforementioned limits.

RESOLVED FURTHER THAT the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

By order of the Board of Directors

Date: 18.04.2023
Place: Rajapalayam

N.K.Shrikantan Raja
Director

Registered Office:
119/120, PAC Ramasamy Raja Salai,
Rajapalayam – 626117
Telephone: +91 4563 235904
website : www.ramarajusurgical.com

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Notes:

1. An explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose name appears on the Register of Members / List of Beneficial Owners as on **Friday, 14th April, 2023** (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company/Depositories and physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot process.

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to vote through remote e-voting on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mrln54@outlook.com with a copy marked to helpdesk.evoting@cdslindia.com

3. Members whose name appears on the Register of Members/ List of Beneficiary Owners as on **Friday, 14th April, 2023** (“**Cut-Off Date**”) will be considered for the purpose of e-voting.
4. The e-dispatch of the notice of Postal Ballot shall be announced through an advertisement in at least one English newspaper having country-wide circulation and at least one Tamil newspaper having wide circulation in Virudhunagar District, where the registered office of the Company is situated, and displayed on the website of the Company.
5. Member requiring any clarification may contact Mr. N.K.Shrikantan Raja, Director, The Ramaraju Surgical Cotton Mills Limited, PAC Ramasamy Raja Salai, Rajapalayam – 626117 by sending an E-mail to : rscm@ramcotex.com
6. All material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during office hours on all working days from the date of dispatch of the Notice and upto 20th May, 2023.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 14th April, 2023 being the cut-off date fixed for the purpose.
8. The voting for this Postal Ballot cannot be exercised through proxy.
9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, 20th May, 2023. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members

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THE INSTRUCTIONS FOR MEMBERS TO DO REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins at 09.00 A.M on Friday, 21st April, 2023 and ends at 05.00 P.M on Saturday 20th May, 2023 (Both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th April, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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</p>

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	<p>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, so that the user can visit the e-Voting service providers' website directly.</p> <p>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 & New System Myeasi Tab and then click on registration option</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.</p> <p>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</p> <p>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</p>

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	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.
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.

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

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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by 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. <ul style="list-style-type: none"> 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 (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A 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.
 - 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 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.

Process for those Shareholders whose Email/Mobile No. are not registered with The Company/Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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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 22 55 33

Explanatory Statement of Material Facts Pursuant to Section 102(1) Of The Companies Act, 2013

Resolution 1

It is proposed to re-appoint Smt. Nalina Ramalakshmi (DIN: 01364161) as a Managing Director of the Company for a period of 5 years. Smt. Nalina Ramalakshmi has a Bachelor's Degree in B.Sc., and Master Degree in M.S. Computer Science and has vast experience in the Management of the affairs of the Company. Her Skills / Expertise include Information Technology, Strategy Management, Business Management and General Administration.

She is also a Member of Corporate Social Responsibility Committee of the Company.

The Nomination and Remuneration Committee at its meeting held on 31st January, 2023 had recommended to the Board the re-appointment of Smt. Nalina Ramalakshmi as Managing Director of the Company and the Board of Directors at their meeting held on 31st January, 2023, took into consideration the recommendation of Nomination & Remuneration Committee and approved her appointment subject to the approval of the Shareholders at the forthcoming Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier, for a further period of 5 years with effect from 01-04-2023. The appointment is in accordance with the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, SEBI Regulations, Articles of the Association of the Company

Smt. Nalina Ramalakshmi (DIN: 01364161) was first appointed as Managing Director of the Company on 12.08.2005. At that time the net worth of the Company was ₹ 13.92 Crores and Turnover was ₹ 61.92 Crores. The Company's net worth has increased to ₹ 110.52 Crores as on 31-03-2022 with the Total Revenue of ₹ 377.97 Crores for the financial year 2021-22.

The Nomination and Remuneration Committee has also approved the remuneration in accordance with Schedule V of the Companies Act, 2013, which is as follows:

Terms of Remuneration:

i) When the Company is having profit:

5% of the Net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

ii) When the Company is having no profit (or) inadequate profits:

When the Company has no profits or inadequate profit, in any financial year, not being more than three such financial years over the entire tenure of five years, Smt. Nalina Ramalakshmi

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(DIN:01364161), Managing Director shall be paid remuneration of ₹ 120 Lakhs per annum along with the following perquisites.

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure: and
- iv Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

In addition to the above mentioned remuneration, she will be eligible for any fee paid for attending meetings of the Board thereof or for any other purpose, whatsoever as may be decide by the Board as provided in Section 197(5) of the Companies Act, 2013

It is proposed to authorise the Nomination and Remuneration Committee to fix the quantum and periodicity of the remuneration payable to the Managing Director subject to the limits mentioned in the Resolution

The proposed reappointment and the payment of remuneration have also been approved by the Nomination and Remuneration Committee and Board Meeting held on 31st, January, 2023.

As the annual remuneration proposed is 5% of Net Profits in case of adequate Profits, approval is sought from the Shareholders by way of Special Resolution, as required under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015

The reappointment and the remuneration proposed, fulfill the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required.

Smt. Nalina Ramalakshmi (DIN: 01364161) is a Director in the following Companies / Limited Liability Partnership.

S.No	Name of the Company	Designation
1	Shri Harini Media Limited	Managing Director
2	Sri Harini Textiles Limited	Director
3	Madras Chipboard Limited	Director
4	Sri Nithyalakshmi Farms Private Limited	Director
5	Nalina Agricultural Farms Private Limited	Director

Disclosure of Interest

None of the Directors and Key Managerial Personnel except Smt Nalina Ramalakshmi as an appointee, Shri P.R. Venketrama Raja, Chairman and Shri.N.R.K.Ramkumar Raja Managing Director as relatives to the Managing Director may be deemed to be concerned or interested in the Resolution.

General Information as per sub-clause (iv) of second proviso to Clause (B) of Section II of Part II of Schedule V.

I. General Information

1	Nature of Industry	Textiles & Surgical Dressings		
2	Date of Commencement of Business	20-02-1939		
3	Financial performance based on given indicators			
	Year	Total Revenue (₹ in Crores)	Net Profit after Tax (₹ in Crores)	Dividend Per Share (in ₹)
	2021-22	377.97	4.08	1
	2020-21	316.50	32.81	0.50
	2019-20	317.96	12.50	0.50
4	Foreign Investments or collaborations , if any			Nil

II. Information about the appointee:

1	Background Details	Smt. Nalina Ramalakshmi (DIN: 01364161) is a Promoter and Managing Director Age : 59 No. of Shares held in the Company : 15,19,720
2	Past Remuneration	5% of the net profits of the Company. In case of no profit or inadequate profit, Smt. Nalina Ramalakshmi shall be paid remuneration as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013. She will also be entitled for sitting fees for attending the Board and Committee Meetings.
3	Recognition or awards	-
4	Job profile and her suitability	Smt. Nalina Ramalakshmi has a Bachelor's Degree in B.Sc., and Master Degree in M.S. Computer Science. She has gained knowledge and experience in textile industry since she joined the company in the year 2005. The Company has grown well under her management. Her skills / expertise include Information Technology, Business Management, Strategy Management and General Administration.
5	Remuneration proposed	When the Company is having profit: 5% of the Net profits of the Company calculated as per Section 198 of the Companies Act, 2013. When the Company is having no profit (or) inadequate profits: When the Company has no profits or inadequate profit, in any financial year, not being more than three such financial years over the entire tenure of five years, Smt. Nalina Ramalakshmi (DIN:01364161), Managing Director shall be paid remuneration of ₹ 120 Lakhs per annum along with the following perquisites. i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put

THE RAMARAJU SURGICAL COTTON MILLS LIMITED



		<p>together are not taxable under the Income Tax Act, 1961;</p> <p>ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and</p> <p>iii. Encashment of leave at the end of the tenure: and</p> <p>iv Other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.</p> <p>She will be entitled for sitting fees for meetings of the Board or its Committees attended by her</p>
6	Comparative Remuneration profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person
7	Relationship with managerial personnel	She is sister of Shri P.R. Venketrama Raja, Chairman and spouse of Shri.N.R.K.Ramkumar Raja, Managing Director of the Company. She has no pecuniary relationship other than the remuneration, she is entitled to receive.

III. Other Information:

1	Reasons of loss or inadequate profits	Not Applicable
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

Other Disclosures:

As required, the information is provided under Corporate Governance Section.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the ICSI

By order of the Board of Directors

Date: 18.04.2023
Place: Rajapalayam

N.K.Shrikantan Raja
Director