

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

08<sup>th</sup> September, 2022

F.No. MSEI / 2022-23\_37

To,  
**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.

Scrip Symbol: RAMARAJU

Dear Sir/ Madam,

**Sub: Summary of the proceedings of the NCLT Convened Meeting of the Equity Shareholders of The Ramaraju Surgical Cotton Mills Limited ("Company") held on Thursday, September 8, 2022**

**Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In furtherance to our letter dated July 27, 2022 and pursuant to the Order dated July 13, 2022 passed by the Hon'ble National Company Law Tribunal, Chennai Bench, a meeting of the Equity Shareholders of the Company was held on Thursday, September 8, 2022 at 11:00 a.m. at PAC Ramasamy Raja Salai, Rajapalayam – 626 117, Tamil Nadu, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement in the nature of amalgamation of Sri Harini Textiles Limited ("SHTL" / "Transferor Company") with The Ramaraju Surgical Cotton Mills Limited ("TRSCML" / "Transferee Company") in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 as amended and rules framed thereunder ('Scheme')

In compliance with the provisions of i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013 ("Act"); (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 read with Rule 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (the "MCA Circulars"); (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) SEBI Circular CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017 read with SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended ("SEBI Circular"), the Company has provided the facility of voting by electronic means ("remote e-voting") so as to enable the equity shareholders, which includes the Public Shareholders, to consider and approve the Scheme. Further, the Company has provided the facility of poll / ballot at the venue of the Meeting.



P.O. Box : 2, 119, 120, P.A.C. Ramasamy Raja Salai, Rajapalayam, Virudhunagar District - 626117.  
Ph : (0)91-4563-235904 E-mail : rscm@ramcotex.com, rscm@bsnl.in Web: www.ramarajusurgical.com  
CIN : L17111TN1939PLC002302 GSTIN : 33AAACT4308D1ZX

In connection with the same, summary of proceedings of the NCLT Convened Meeting as required under Regulation 30 read with Part A, para A (13) of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be submitted in due course on receipt of Scrutinizer's Report on the Voting Results.

Kindly take the above information on record and disseminate.

Thanking You.

Yours faithfully,

For, The Ramaraju Surgical Cotton Mills Limited



Walter Vasanth P J

Company Secretary & Compliance Officer





# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

08<sup>th</sup> September, 2022

F.No. MSEI / 2022-23\_37a

To,  
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.

Scrip Symbol: RAMARAJU

Dear Sir/ Madam,

**Sub: Update on the proceedings of the NCLT Convened Meeting of the Equity Shareholders of The Ramaraju Surgical Cotton Mills Limited ("Company") held on Thursday, September 8, 2022 and submission of Voting Results and Scrutinizer's Report**

**Ref.: Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With regards to the captioned matter and in accordance with Regulation 30 and Regulation 44 read with Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith following documents:

1. Update on proceedings of the NCLT Convened Meeting of the Equity Shareholders held on Thursday, September 8, 2022; and
2. Voting Results of Equity Shareholders (including Public Shareholders) at the Meeting along with the Scrutinizer's Report dated September 8, 2022.


We further wish to inform that as per the report of the Scrutinizer, the Equity Shareholders (including the Public Shareholders) have approved the Scheme of Arrangement, with the requisite majority as required under the NCLT Order and the SEBI Circular.

We request you to kindly take the same on record.

Thanking You

Yours faithfully,

For, The Ramaraju Surgical Cotton Mills Limited

  
Walter Vasanth P J  
Company Secretary & Compliance Officer



Encl.: As above.....



**REPORT OF SCRUTINIZER – CONSOLIDATED**

To:

**Mr. P.J. Ramkumar Rajha**

Chairman appointed by Hon'ble National Company Law Tribunal, Chennai Bench (NCLT), for the Meeting of the Equity Shareholders of The Ramaraju Surgical Cotton Mills Limited pursuant to Company Application CA (CAA) No. 35 of 2022.

Dear Sir,

**Sub: Consolidated Report of Scrutinizer on the results of voting by way of remote e-voting and voting by poll at the venue of meeting, in pursuance of directions issued by the Chennai Bench of Hon'ble National Company Law Tribunal ("NCLT").**

**Ref: Ballot voting of shareholders of The Ramaraju Surgical Cotton Mills Limited (the "Company")**

I, ANS Vijay, Practicing Company Secretary, had been appointed as the Scrutinizer to scrutinize the remote e-voting process and also conduct the voting at the venue of the meeting, in a fair and transparent manner for the resolution mentioned in the Notice dated July 27, 2022 convening the meeting of Equity Shareholders of The Ramaraju Surgical Cotton Mills Limited held on Thursday, September 08, 2022 at PAC Ramasamy Raja Salai, Rajapalayam – 626 117, Tamil Nadu, India at 11.00 a.m. in pursuance of directions of Chennai Bench of Hon'ble NCLT, vide its order dated July 13, 2022 passed in connection with CA (CAA) No. 35 of 2022 ("**NCLT Convened Meeting**" / "**Meeting**").

I do hereby report and submit as under:

1. The Compliance with NCLT order dated July 13, 2022 in relation to voting through remote e-voting/ by way of poll / ballot paper at the NCLT Convened Meeting on the proposed resolution is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the processes of voting by way of remote e-voting, and by way of poll/ ballot paper was conducted in a fair and transparent manner and to submit a consolidated scrutinizer report on the voting to the Chairman of this Meeting on the resolution, based on the report generated from the electronic voting system provided by CDSL and Physical Counting of votes by way of Ballot Paper.
2. In compliance with the provisions of i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013 ("**Act**"); (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 read with Rule 22 and other applicable

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provisions of the Companies (Management and Administration) Rules, 2014 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 21/2021 dated December 14, 2021 (the "**MCA Circulars**"); (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, read with SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended ("**SEBI Circular**"), the Company has provided the facility of voting by electronic means ("**remote e-voting**") through CDSL so as to enable the equity shareholders, which includes the Public Shareholders, to consider and approve the Scheme. Further, the Company has provided the facility of poll / ballot at the venue of the Meeting.

3. Notice of the Meeting issued to the Shareholders whose names appeared in the Register of Members as at the close of business hours as on July 22, 2022, and voting rights were reckoned as on the close of business hours of August 19, 2022, being the cut-off date for the purpose of deciding the entitlement of members to vote.
4. An Advertisement was published in English Daily "Business Standard", (All India Edition), "Nav Bharat Times" (All India Edition) and "Makkal Kural" in Tamil (Tamil Nadu Edition) on August 02, 2022, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Members about completion of dispatch of the notice and other documents both by courier to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
5. Remote E-Voting to facilitate voting by the Equity Shareholders of the Company (including the Public Shareholders) as at Cut-off Date commenced on Wednesday, August 24, 2022 (9.00 a.m.) and ended on Wednesday, September 7, 2022 (5.00 p.m.).
6. The Equity shareholders (including the Public Shareholders) of the Company as at the Cut-off Date who had not voted by way of remote e-voting were allowed to vote by way of poll (Ballot Papers) at the NCLT Convened Meeting.
7. As per the Order of the NCLT dated July 13, 2022, the quorum for the NCLT convened meeting of the Equity Shareholder is 70 (Seventy).
8. The total number of members present in person and by proxy at the NCLT Convened Meeting of the shareholders of The Ramaraju Surgical Cotton Mills Limited were 24 (twenty four) and the details of members present in person and by proxy and the equity shares held by them are given below:





Presence	Category of Shareholder present in person or by proxy	In Numbers	Numbers of Equity shares held (of Rs. 10/- each)
In person	Promoters	6	1711220
	Other than Promoters	18	189590
By Proxy	Promoters	0	0
	Other than Promoters	0	0
Total		<b>24</b>	<b>1900810</b>

9. After the announcement was made by the Chairman appointed for the meeting, members and proxies present at the NCLT Convened Meeting (other than those who have voted by remote e-voting) voted by poll (Ballot Papers) facility provided at the venue of the Meeting.
10. Thereafter, on completion of the voting, the Ballot Box was unlocked in the presence of two witnesses, Mr. S. Sakthi Devaraj and Mrs. H. Karthika, and who are not in employment of the Company.
11. After the Scrutinizing votes casted through physical ballot at the NCLT Convened Meeting of Equity Shareholders, votes casted through remote e-voting facility provided by CDSL was duly unblocked by me as a Scrutinizer in presence of 2 (two) witnesses Mr. S. Sakthi Devaraj and Mrs. H. Karthika, who were not in the employment of the Company on September 08, 2022 at 6:00 p.m.
12. I have relied on the information provided by Cameo Corporate Services Limited, the Registrar and Share transfer Agent (RTA) of the Company with regard to details regarding number of shares held and verification of specimen signatures of Shareholders.

I hereby submit Consolidated Report as under:

**A. Details of Votes Cast (by way of remote e-voting and Poll) with respect to the Resolution proposed in the Notice dated July 27, 2022.**

**RESOLUTION: SPECIAL RESOLUTION**

**Approval of the Scheme of Amalgamation of Sri Harini Textiles Limited with The Ramaraju Surgical Cotton Mills Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act and Rules framed thereunder ("Scheme").**





Particulars	No. of Members	No. of Equity Shares
Votes Cast by way of Remote E-voting (A)	21	2056552
Votes Cast by way of Poll (Ballot Papers) at the Meeting (B)	17	353070
Total Votes Cast (A+B)	38	2409622
Less: Rejection of Votes cast by Poll (Ballot Papers) at the Meeting (C)	0	0
Valid votes cast by way of Remote E-Voting	21	2056552
Valid Votes cast by Poll (Ballot Papers) at the Meeting	17	353070
<b>Total Valid Votes</b>	<b>38</b>	<b>2409622</b>

\*Out of the total 24 members attending the Meeting, 8 members holding 1553140 equity shares have already casted their vote through remote e-voting and hence, not entitled to vote at the Meeting.

**B. Total Number of votes in favour and / or against the Resolution:**

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e-voting	20	52.63	2038472	84.60
Voting by Ballot at the Meeting	17	44.74	353070	14.65
<b>Total</b>	<b>37</b>	<b>97.37</b>	<b>2391542</b>	<b>99.25</b>

**(ii) Voted against the resolution:**

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e-voting	1	2.63	18080	0.75
Voting by Ballot at the Meeting	0	0	0	0





(iii) Invalid Votes

Number of Members	Number of Votes held
NIL	NIL

*\*None of members holding equity share has casted his vote through remote e-voting and through ballot paper as well.*

13. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid has been sent to Mr. Walter Vasanth P J, Company Secretary for records.

14. Further, in terms of requirement of the SEBI Circular bearing reference no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 read with SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/000000065 dated November 23, 2021, as amended ("**SEBI Circular**"), a separate report on the voting results of the Public Shareholders of the Company (voted through remote e-voting or at the venue of Meeting) is annexed herewith marked as **Annexure I**.

I hereby also confirm that I am maintaining the register downloaded from CDSL electronically in respect of vote cast through remote e-voting and register of physical ballot received from Members in respect of vote cast through physical ballot at Meeting. The ballot papers and all other relevant records relating to remote e-voting and voting through ballot paper are under my safe custody and are handed over to the Company Secretary of the Company.





Thanking you,

Yours faithfully,

*A.N.S. mil*

**ANS Vijay**

Proprietor

**Practicing Company Secretary**

(M. No. 9158)

Scrutinizer (as appointed by NCLT)

UDIN: F009158D000940429

Countersigned by

**For, The Ramaraju Surgical Cotton Mills Limited**

*Ramkumar*

**P.J. Ramkumar Rajha**

Chairman appointed by Hon'ble National Company Law Tribunal, Chennai Bench (NCLT), for the Meeting of the Equity Shareholders of The Ramaraju Surgical Cotton Mills Limited pursuant to Company Application CA(CAA) No. 35 of 2022

**Place : Rajapalayam**

**Date : September 08, 2022**



**A.N.S. Vijay B.Com, L.L.B**

**Company Secretary**

**FCS : 9158 PCS : 16837**



### **Annexure I – Report on Voting by Public Shareholders in terms of SEBI Circular**

1. All the members of the Company holding equity shares of the Company as on the cut-off date of August 19, 2022 and falling within the meaning of the term 'Public' as defined under Rule 2 of the Securities Contracts (Regulation) Rules, 1957 are treated as Public Shareholders.
2. The total number of Public Shareholders present in person and by proxy at the NCLT Convened Meeting of the shareholders of The Ramaraju Surgical Cotton Mills Limited were 31 (thirty one) and the details of members present in person and by proxy or voted through remote e-voting and the equity shares held by them are given below:

<b>Particulars</b>	<b>In Numbers</b>	<b>Numbers of Equity shares held (of Rs. 10/- each)</b>
<b>Present at Meeting (A)</b>		
In person	15	177170
By Proxy	0	0
<b>Sub-total (A)</b>	15	177170
<b>Voting through remote e-voting (B)</b>	16	515832
Sub-total (B)	16	515832
<b>Total (A+B)</b>	<b>31</b>	<b>693002</b>

\* None of the Shareholders holding equity shares were present physically in the meeting and have voted through remote e-voting.

3. Details of Votes Cast (by way of remote e-voting and Poll) by Public Shareholders with respect to the Resolution proposed in the Notice dated July 27, 2022.

#### **RESOLUTION**

Approval of the Scheme of Amalgamation of Sri Harini Textiles Limited with The Ramaraju Surgical Cotton Mills Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act and Rules framed thereunder ('Scheme').





(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e-voting	15	48.39	497752	71.82
Voting by Ballot at the Meeting	15	48.39	177170	25.57
Total	30	96.78	674922	97.39

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e-voting	1	3.22	18080	2.61
Voting by Ballot at the Meeting	0	0	0	0

(iii) Invalid Votes

Number of Members	Number of Votes held
0	0

\*None of the member holding equity share has casted his vote through remote e-voting and through ballot paper as well.



*A.N.S. mil*

**ANS Vijay**

Proprietor

**Practicing Company Secretary**

(M. No. 9158)

Scrutinizer (as appointed by NCLT)

UDIN: F009158D000940429

**Place : Rajapalayam**

**Date : September 08, 2022**


Countersigned by

**For, The Ramaraju Surgical Cotton Mills Limited**

*P.J. Ramkumar Rajha*

**P.J. Ramkumar Rajha**

Chairman appointed by Hon'ble National Company Law Tribunal, Chennai Bench (NCLT), for the Meeting of the Equity Shareholders of The Ramaraju Surgical Cotton Mills Limited pursuant to Company Application CA(CAA) No. 35 of 2022

 **A.N.S. Vijay B.Com, L.L.B**  
Company Secretary  
FCS : 9158 PCS : 16837

