

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. MSEI /2019

August 14, 2019

Head-Listing,  
Metropolitan Stock Exchange of India Limited,  
Vibgyor Towers, 4<sup>th</sup> Floor,  
Plot No. C-62, G-Block,  
Opp. Trident Hotel,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 098.  
India

**Symbol: RAMARAJU**

Dear Sirs,

**Sub: Proceedings of Annual General Meeting held on 14.08.2019**

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the Annual General Meeting held on 14.08.2019.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For THE RAMARAJU SURGICAL COTTON MILLS LIMITED,**

*A. Emarajan*

**A. EMARAJAN  
COMPANY SECRETARY**

Encl.: As above



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## PROCEEDINGS OF 79<sup>TH</sup> ANNUAL GENERAL MEETING

Day & Date	:	Thursday, the 14 <sup>th</sup> August 2019
Venue	:	P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108.
Time of Commencement	:	09.30 A.M.
Time of Conclusion	:	09.50 A.M.

Attendance / Holding		No. of Persons	Aggregate No. of Shares held
Attended in Person	:	20	17,08,090
Attended through Proxy	:	-	-

The following Directors were present at the Meeting:

1. Shri N.R.K. Ramkumar Raja Managing Director
2. Smt. Nalina Ramalakshmi Managing Director
3. Justice Shri P.P.S. Janarthana Raja Chairman of the Audit Committee
4. Shri P.J. Alaga Raja Chairman of the Nomination and Remuneration Committee
5. Shri N.K. Shrikantan Raja Director
6. Shri V. Santhanaraman Director
7. Shri P.J. Ramkumar Rajha Director

Auditors present:

1. Shri R. Palaniappan Partner, M/s. N.A. Jayaraman & Co.,  
Chartered Accountants
2. Shri M.R. L. Narasimha Secretarial Auditor

The following Executives were present at the Meeting:

In Attendance:

1. Shri A. Emarajan, Company Secretary

By Invitation:

1. Shri P.R. Ramasubramanian, Chief Financial Officer



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As Shri P.R. Venketrama Raja, Chairman was not present and requested for leave of absence, the Directors present at the meeting elected Shri N.R.K. Ramkumar Raja as the Chairman of the meeting.

The Chairman of the meeting confirmed that the quorum was present and called the meeting to order.

The Chairman of the meeting welcomed the Members to take part in the proceedings of the Meeting.

The Chairman of the meeting explained the absence of Shri P.R. Venketrama Raja, Chairman of the Board & Chairman of the Stakeholders Relationship Committee which was due to his un-expected business trip outside India. He further explained the absence of Shri P.A.B. Raju and Dr. M. Karunakaran, Directors, which was due to their pre-occupation.

The Chairman of the meeting informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013, Independent Auditors' Report and the Secretarial Audit Report were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Financial Statements (both Separate and Consolidated), Independent Auditors' Report to the Shareholders and Secretarial Audit Report, having already been circulated to the Members were taken as read. It was noted that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report. It was also noted that there were no qualifications, observations or comments or other remarks, in the Secretarial Audit Report.

The Chairman of the meeting delivered his speech during the course of which he reviewed the performance of the Company and adequately clarified the queries raised by some of the members.

The Chairman of the meeting informed the Members that the Company had provided remote e-voting facility to the Members whose names appeared on the Register of Members / list of Beneficial Owners received from NSDL / CDSL as on 9<sup>th</sup> August, 2019, cut-off date to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 11<sup>th</sup> August, 2019 and ended at 5.00 PM on 13<sup>th</sup> August, 2019. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.





# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

The Chairman of the meeting informed the Members that Shri R. Palaniappan, Chartered Accountant (Membership No: 205112), Partner, M/s. N.A. Jayaraman & Co., Chartered Accountants had been appointed as the Scrutiniser to scrutinise the remote e-voting and the ballot process in a fair and transparent manner.

The Company Secretary read out the resolutions on which the Members were required to vote.

## ORDINARY BUSINESS

### RESOLUTION NO: 1 - ORDINARY RESOLUTION

*"RESOLVED that the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2019, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."*

### RESOLUTION NO: 2 - 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."*

### RESOLUTION NO: 3 - 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

### RESOLUTION NO: 4 - ORDINARY 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, approval of the Company be and is hereby accorded to the appointment of Smt. Nalina Ramalakshmi (DIN: 01364161) as Managing Director of the Company for a period of 3 years with effect from 01-04-2020, at a remuneration equivalent to 5% of the net profits of the Company.*

*RESOLVED FURTHER that where in any financial year during the currency of her tenure, the Company has no profits or inadequate profit, Smt. Nalina Ramalakshmi, Managing Director shall be paid remuneration as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 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;*



# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

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 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 authorised 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."*

## RESOLUTION NO: 5 - SPECIAL RESOLUTION

*"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri P.A.B. Raju (DIN: 08239261), appointed as an Additional Director of the Company on 29-09-2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri P.A.B. Raju, for the office of Director, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of 5 consecutive years from the date of his appointment, viz. 29-09-2018.*

*RESOLVED FURTHER that pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015, Shri P.A.B. Raju, who will attain the age of 75 years on 14-06-2019, shall continue to occupy the position of Independent Director of the Company."*

## RESOLUTION NO: 6 - 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 Rs.1,30,000/- (Rupees One Lakh Thirty Thousand Only) plus applicable taxes and Out-of-pocket expenses payable to Shri M. Kannan, Cost Accountant (Firm Registration No. 102185) appointed as the Cost Auditor of the Company by the Board of Directors, for the financial year 2019-20 for auditing the Cost Records relating to manufacture of textile and pharmaceutical products, be and is hereby ratified and confirmed."*





# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

The Chairman of the meeting informed the Members that in accordance with Rule 20(4)(xii) and its Proviso of the Companies (Management and Administration) Rules, 2014, the Secretary of the Company had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman of the meeting further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to CDSL immediately after the declaration of result for placing on their website.

The results would also be submitted to the stock exchanges within 48 hours of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

The meeting ended with a vote of thanks to the Chair.



For THE RAMARAJU SURGICAL COTTON MILLS LTD

*A. Emrajan*  
(A. EMARAJAN)  
COMPANY SECRETARY.

