

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. MSEI /2018

August 10, 2018

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 10.08.2018**

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 10.08.2018.

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



# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

## PROCEEDINGS OF 78<sup>TH</sup> ANNUAL GENERAL MEETING

Day & Date	:	Friday, the 10 <sup>th</sup> August 2018
Venue	:	P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626108.
Time of Commencement	:	09.30 A.M.
Time of Conclusion	:	09.55 A.M.

Attendance / Holding		No. of Persons	Aggregate No. of Shares held
Attended in Person	:	25	17,75,260
Attended through Proxy	:	-	-

The following Directors were present at the Meeting:

- |  |  |
|--|--|
| 1. Shri P.R. Venketrama Raja           | Chairman of the Board, Stakeholders Relationship Committee and Corporate Social Responsibility Committee |
| 2. Smt. Nalina Ramalakshmi             | Managing Director  |
| 3. Shri N.R.K. Ramkumar Raja           | Managing Director  |
| 4. Justice Shri P.P.S. Janarthana Raja | Chairman of the Audit Committee  |
| 5. Shri P.J. Alaga Raja                | Chairman of the Nomination and Remuneration Committee  |
| 6. Shri N.K. Shrikantan Raja           | Director   |
| 7. Shri P.J. Ramkumar Rajha            | Director   |

Auditors present:

- |                           |   |
|---------------------------|---|
| 1. Shri R. Palaniappan    | Proprietor, M/s. N.A. Jayaraman & Co.,<br>Chartered Accountants |
| 2. Shri M.R. L. Narasimha | Secretarial Auditor   |

Scrutinizer Present:

- |                        |   |
|------------------------|---|
| 1. Shri R. Palaniappan | Proprietor, M/s. N.A. Jayaraman & Co.,<br>Chartered Accountants |
|------------------------|---|

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

Shri.P.R.Venketrama Raja, Chairman and Managing Director of the Company presided.

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

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

The Chairman explained the absence of Shri S. Kanthimathinathan, Shri V. Santhanaraman and Shri K. Manoharan, Directors, which was due to their pre-occupation.

The Chairman 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, Board's 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 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 informed the Members that the Company had provided remote e-voting facility to the Members as on 03<sup>rd</sup> August 2018, the 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 07<sup>th</sup> August 2018 and ended at 5.00 PM on 9<sup>th</sup> August 2018. 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 Chairman informed the Members that Shri R. Palaniappan, Chartered Accountant (Membership No: 205112), Proprietor, 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 31<sup>st</sup> March, 2018, 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 a Dividend of Rs. 0.50 per Share be and is hereby declared for the year ended 31<sup>st</sup> March, 2018 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Depositories as on 3rd August, 2018."*

RESOLUTION NO: 3 - 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: 4 - 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: 5 - SPECIAL RESOLUTION

*"RESOLVED that pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Company be and is hereby accorded to the appointment of Shri N.R.K. Ramkumar Raja (DIN: 01948373) as Managing Director of the Company for a period of 3 years with effect from 14-02-2019, at a remuneration equivalent to 5% of the net profits of the Company."*

*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 however that the annual remuneration does not exceed 5% of the net profits of the Company in any financial year."*





*RESOLVED FURTHER that where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Managing Director shall be paid remuneration as approved by the Nomination and Remuneration Committee 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;*

*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 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: 6 - SPECIAL RESOLUTION**

*"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri P.J. Alaga Raja (DIN: 00446057), Independent Director of the Company, whose term ends on 31-03-2019 be re-appointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024."*

**RESOLUTION NO: 7 - SPECIAL RESOLUTION**

*"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Justice Shri P.P.S. Janarthana Raja (DIN: 06702871), Independent Director of the Company, whose term ends on 24-05-2019 be re-appointed as Independent Director for another term of 5 years starting from 25-05-2019 to 24-05-2024."*

**RESOLUTION NO: 8 - SPECIAL RESOLUTION**

*"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri V. Santhanaraman (DIN: 00212334), Independent Director of the Company, whose term ends on 24-05-2019 be re-appointed as Independent Director for another term of 5 years starting from 25-05-2019 to 24-05-2024."*



RESOLUTION NO: 9 - SPECIAL RESOLUTION

*"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri P.J. Ramkumar Rajha (DIN: 00487193), Independent Director of the Company, whose term ends on 24-05-2019 be re-appointed as Independent Director for another term of 5 years starting from 25-05-2019 to 24-05-2024."*

RESOLUTION NO: 10 - 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. 1,15,000/- (Rupees One Lakh Fifteen 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 2018-19 for auditing the Cost Records relating to manufacture of textile and pharmaceutical products, be and is hereby ratified and confirmed."*

The Chairman 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 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.

