

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. MSEI /2019

January 5, 2019

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

Symbol: RAMARAJU

Dear Sirs,

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results – Passing of Resolution by Postal Ballot

This is in continuation of our letter dated 30.11.2018 & 06.12.2018 on the above subject.

The Company appointed Shri M.R.L. Narasimha, Practising Company Secretary, Coimbatore as Scrutinizer for conducting Postal Ballot in connection with obtaining shareholders approval for sale of Undertaking, Properties and Assets of the Company's Division situated at Silvassa, who has submitted his consolidated results of remote e-voting and voting by Postal Ballot Form to the Company.

The mode of voting was by remote e-voting and postal ballot form. Remote e-voting facility was made available to shareholders from Thursday, the December 6, 2018 at 9.00 a.m. (IST) and ended on Friday, the January 4, 2019 at 5.00 p.m. (IST). Last date for receipt of Postal Ballot Form by the Scrutinizer was Friday, the January 4, 2019.

The result of the Postal Ballot is announced on 05.01.2019. Based on consolidated result of remote e-voting and voting by postal ballot form, the item of business as mentioned in the Postal Ballot Notice dated 30.11.2018 was passed by the shareholders with requisite majority. The detail regarding the voting results in the prescribed format is enclosed.



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The Scrutiniser's Report issued by Shri M.R.L. Narasimha, Practising Company Secretary is also enclosed.

Thanking you,

Yours faithfully,

For THE RAMARAJU SURGICAL COTTON MILLS LIMITED,

A. Emarajan

**A. EMARAJAN
COMPANY SECRETARY**

Encl.: As above



January 5, 2019

REPORT OF SCRUTINIZER

(Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

To,

The Chairman,
THE RAMARAJU SURJICAL COTTON MILLS LIMITED,
CIN: U17111TN1939PLC002302,
P.O.BOX: 2,119 P.A.C Ramasamy Raja Salai,
Rajapalayam – 626 117.

Sir,

I, M.R.L. Narasimha, Practicing Company Secretary , (M. No. 2851, CP No. 799) having office at 34-C, 3rd Cross Ramalinga Nagar, K.K. Pudur, Coimbatore - 641038, was appointed as scrutinizer by the Sale Committee – Silvassa Division of THE RAMARAJU SURGICAL COTTON MILLS LIMITED (the Company) for the purpose of scrutinizing Postal Ballot including E-voting process in a fair and transparent manner in respect of the resolution stated in the Notice of the Postal Ballot dated 30th November 2018 proposed to be passed by the Equity Shareholders of the company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated 30th November 2018, dispatched to the shareholders by Registered Post on 06th December, 2018 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management And Administration) Rules, 2014 published on 08th December, 2018, the voting commenced 06th December 2018 (at 9.00 hours) and ended on 4th January 2019 (at 17.00 hours) for physical ballots and as well as for E-voting. The E-Voting facility was provided by Central Depository Services Limited (CDSL). The votes were unblocked at 17.37 hours on 4th January 2019 in the presence of two witnesses not in the employment of the company and the E-voting summary statement was downloaded from E-Voting website of Central Depository Services Limited (CDSL) (<https://www.evotingindia.com>).
2. The Equity shareholders holding shares as on 23rd November 2018, "Cut Off date", were entitled to vote on the resolution stated in the notice of the postal ballot.
3. The Register of the ballots showing Equity Shareholders who have given their "Assent and Dissent" and E-voting results downloaded from the E-Voting website of the Central Depository Services Limited (<https://www.evotingindia.com>) are being handed over to the chairman.

M.R.L. Narasimha

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4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company and the authorizations etc., lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate in voting, i.e. on E-voting as well as by physical ballot.
5. The result of the voting is as under;

Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for sale / disposal / transfer of Properties and Assets of the Undertaking namely "Sudarsanam Spinning Mills (A Division of The Ramaraju Surgical Cotton Mills Limited) situated at Kherdi Village, Silvassa, UT of Dadra & Nagar Haveli comprising of Land (around 19.32 Acres), Building (around 2,37,924.40 sq.ft.) and all movable assets (including 21,600 spindles) at a consideration of not less than Rs.32.36 Crores.

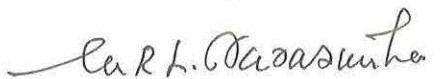
Particulars	Remote E-Voting		Voting through Postal Ballot		Total		Percent age
	No.of Folios	Number of Votes	No. of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	35	19,33,090	41	25,954	76	19,59,044	99.96
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	-	-	1	800	1	800	0.04
Total	35	19,33,090	42	26,754	77	19,59,844	100.00

Based on the aforesaid results, I report that the Special Resolution as contained Notice dated 30th November, 2018 has been passed with requisite majority.

6. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



[M.R.L. NARASIMHA]
SCRUTINIZER

M.R.L. NARASIMHA, B.Com., FCS.,
Practising Company Secretary
M. No : 2851, C.P. 799,
Old No : 34-C, New No : 8, IIIrd Cross,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE - 641 038
CELL : 98422 54175

We the undersigned have witnessed that the votes cast through remote e-voting and voting through Ballot Paper were unblocked from CDSL's e-voting website <https://www.evotingindia.com> in our presence on 04th January, 2019 at 17:37 hours.

1. *P. Thiruppathi*

Name : P. Thiruppathi,
Address: S/o. T. Pommaiah,
70, Valayapathi Street,
Avarampatti,
Rajapalayam – 626 117.

2. *G. Ramkumar*

Name : G. Ramkumar,
Address : S/o. V. Ganapathi Pandian,
1/175, Middle Street,
Pandapuli,
Sankaran Kovil TK.

For THE RAMARAJU SURGICAL COTTON MILLS LTD.

(Signature)
(N.K. SHRIKANTAN RAJA)
DIRECTOR.

General information about company	
Scrip code	000000
NSE Symbol	
MSEI Symbol	RAMARAJU
ISIN	INE328E01027
Name of the company	THE RAMARAJU SURGICAL COTTON MILLS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	05-01-2019
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	Shri M.R.L. Narasimha
Firms Name	
Qualification	CS
Membership Number	2851
Date of Board Meeting in which appointed	30-11-2018
Date of Issuance of Report to the company	05-01-2019



Voting results	
Record date	23-11-2018
Total number of shareholders on record date	1329
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Special Resolution pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 for sale of Undertaking, Properties and Assets of the Company's Division situated at Kherdi Village, Silvassa, UT of Dadra & Nagar Haveli comprising of Land (around 19.32 Acres), Building (around 2,37,924.40 sq. ft.) and all movable assets (including 21,600 spindles) at a consideration of not less than Rs.32.36 Crores.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1671890	1671890	100	1671890	0	100	0
	Poll							
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1671890	1671890	100	1671890	0	100	0
Public- Institutions	E-Voting	200	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	200	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2274470	261200	11.484	261200	0	100	0
	Poll							
	Postal Ballot (if applicable)		25954	1.1411	25954	0	100	0
	Total	2274470	287154	12.6251	287154	0	100	0
Total		3946560	1959044	49.6393	1959044	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	800



