

# 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: Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Friday, the 10<sup>th</sup> August 2018, at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam- 626108, Tamil Nadu.

All the resolutions had been passed with requisite majority. The details regarding the voting results in the prescribed format are enclosed.

The Scrutiniser's Report issued by Mr. R. Palaniappan, Chartered Accountant, Proprietor of M/s. N.A. Jayaraman & Co., Scrutiniser is also enclosed.

Thanking you,

Yours faithfully,

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

*A. Emarajan*

**A. EMARAJAN  
COMPANY SECRETARY**

Encl.: As above



**Scrutiniser's Report**

*[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the  
Companies (Management and Administration) Rules, 2014]*

The Ramaraju Surgical Cotton Mills Limited  
119, P.A.C. Ramasamy Raja Salai,  
Rajapalayam – 626 117.

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 78<sup>th</sup> Annual General Meeting (AGM) held on 10<sup>th</sup> August, 2018 - Submission of Scrutiniser's report

1. I, R. Palaniappan, Practicing Chartered Accountant and Proprietor of N.A. Jayaraman & Co., Chartered Accountants, 9, Cedar Wood, 11, 4<sup>th</sup> Main Road, Raja Annamalaipuram, Chennai – 600 028 have been appointed as Scrutiniser by the Board of Directors of The Ramaraju Surgical Cotton Mills Limited, ("the Company") for the purpose of scrutinising the e-voting process and the continuation of the ballot process at the AGM and ascertaining the requisite majority on voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 10 resolutions contained in the notice convening the 78<sup>th</sup> AGM of the members of the Company, held at 09:30 AM on Friday, the 10<sup>th</sup> August 2018 at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam- 626 108.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and the continuation of the ballot process at the AGM on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated scrutiniser's report of the total votes cast in favour or against.
3. The Chairman announced that the ballot process be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked that. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.
4. On the completion of the voting through ballot process:
  - 4.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.
  - 4.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
  - 4.3. I scrutinised the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.





5. I have also verified and confirm that no member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.
6. I have recorded the particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
7. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

<b>Ordinary Business – Ordinary Resolutions</b>	
1	Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31 <sup>st</sup> March 2018 – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.
2	Declaration of dividend for the year 2017-18 at the rate of Rs.0.50 per share – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.
3	Reappointment of Shri P.R. Venketrama Raja, as a Director, liable to retire by rotation – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.
4	Reappointment of Shri N.K. Shrikantan Raja, as a Director, liable to retire by rotation – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.

<b>Special Business – Special Resolutions</b>	
5	Re-appointment of Shri N.R.K. Ramkumar Raja as Managing Director for a period of 3 years with effect from 14-02-2019 - For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.
6	Re-appointment of Shri P.J. Alaga Raja as an Independent Director from 01-04-2019 to 31-03-2024 – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.
7	Re-appointment of Justice Shri P.P.S. Janarthana Raja as an Independent Director from 25-05-2019 to 24-05-2024 – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.
8	Re-appointment of Shri V. Santhanaraman as an Independent Director from 25-05-2019 to 24-05-2024 – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.
9	Reappointment of Shri P.J. Ramkumar Rajha as an Independent Director from 25-05-2019 to 24-05-2024 – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018.

<b>Special Business – Ordinary Resolution</b>	
10	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditors of the Company for the financial year 2018-19 – For detailed resolution kindly refer 78 <sup>th</sup> AGM Notice dated 29-05-2018



8. The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:

Resolution No.	Total Valid Ballots / Votes		Valid Ballots / votes in favour of the resolutions			Valid Ballots / votes against the resolutions			Ballots containing no voting
	Ballots	Votes Cast	Ballots	Votes Cast	% of Votes	Ballots	Votes Cast	% of Votes	
1	47	20,10,430	47	20,10,430	100	-	-	-	-
2	47	20,10,430	47	20,10,430	100	-	-	-	-
3	47	20,10,430	47	20,10,430	100	-	-	-	-
4	47	20,10,430	47	20,10,430	100	-	-	-	-
5	47	20,10,430	47	20,10,430	100	-	-	-	-
6	47	20,10,430	47	20,10,430	100	-	-	-	-
7	47	20,10,430	47	20,10,430	100	-	-	-	-
8	47	20,10,430	47	20,10,430	100	-	-	-	-
9	47	20,10,430	47	20,10,430	100	-	-	-	-
10	47	20,10,430	47	20,10,430	100	-	-	-	-

9. All the five (5) ordinary resolutions (Four (4) in Ordinary Business category and one (1) in Special Business category) and five (5) special resolutions (Special Business category) have been passed with the requisite majority on the date of the AGM, namely 10<sup>th</sup> August, 2018.

  
**R. Palaniappan**  
Chartered Accountant  
Membership No. 205112



**For THE RAMARAJU SURGICAL COTTON MILLS LTD**

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

Rajapalayam  
10<sup>th</sup> August, 2018



### General information about company

Scrip code	
NSE Symbol	
MSEI Symbol	RAMARAJU
ISIN	
Name of the company	The Ramaraju Surgical Cotton Mills Limited
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	10-08-2018
Start time of the meeting	09:30 A.M.
End time of the meeting	09:55 A.M.

### Scrutinizer Details

Name of the Scrutinizer	R. Palaniappan
Firms Name	N.A. JAYARAMAN & CO
Qualification	CA
Membership Number	205112
Date of Board Meeting in which appointed	29-05-2018
Date of Issuance of Report to the company	10-08-2018



<b>Voting results</b>	
Record date	03-08-2018
Total number of shareholders on record date	1338
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	20
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	10
Disclosure of notes on voting results	

<b>Resolution(1)</b>							
Resolution required: (Ordinary / Special)	Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?	No						
Description of resolution considered	Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2018						
Category	Mode of voting	No. of shares	No. of votes	% of Votes polled on outstanding	No. of votes – in votes –	% of votes in favour on votes	% of Votes against on votes polled





	held	polled	shares	favour	against	polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1671340	100	1671340	0	100	0
	Poll						
	Postal Ballot (if applicable)	1671340					
	Total	1671340	100	1671340	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0
	Poll						
	Postal Ballot (if applicable)	200					
	Total	200	0	0	0	0	0
Public- Non Institutions	E-Voting		11.7137	266490	0	100	0
	Poll		3.1912	72600	0	100	0
	Postal Ballot (if applicable)	2275020					
	Total	2275020	14.9049	339090	0	100	0
	Total	3946560	50.9413	2010430	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 Institutions	
Public - Non Institutions	

Resolution(2)														
Resolution required: (Ordinary / Special)														
Ordinary														
No														
Declaration of dividend for the year 2017-18 at the rate of Rs.0.50 per share														
Category	Mode of voting	No. of shares held	No. of votes polled	(1)	(2)	(3)=[(2)/(1)]*100	No. of votes – in favour	(4)	No. of votes – against	(5)	% of votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1671340			100	1671340		0		100		0	
	Poll													
	Postal Ballot (if applicable)	1671340												
	Total	1671340	1671340			100	1671340		0		100		0	
Public-	E-Voting	200	0			0	0		0		0		0	





Institutions	Poll	200	0	0	0	0	0	0	0
	Postal Ballot (if applicable)								
Public- Non Institutions	Total	200	0	0	0	0	0	0	0
	E-Voting	11.7137	266490	0	266490	0	100	0	0
	Poll	3.1912	72600	0	72600	0	100	0	0
	Postal Ballot (if applicable)	2275020							
	Total	2275020	339090	14.9049	339090	0	100	0	0
	Total	3946560	2010430	50.9413	2010430	0	100	0	0
Whether resolution is Pass or Not. Yes									
Disclosure of notes on resolution									

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





Resolution(3)									
Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Description of resolution considered		Re-appointment of Shri P.R. Venketrama Raja, as a Director, liable to retire by rotation							
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		1671340	100	1671340	0	100	0	
	Poll								
	Postal Ballot (if applicable)	1671340							
	Total	1671340	1671340	100	1671340	0	100	0	
Public- Institutions	E-Voting		0	0	0	0	0	0	
	Poll								
	Postal Ballot (if applicable)	200							
	Total	200	0	0	0	0	0	0	
Public- Non Institutions	E-Voting	2275020	266490	11.7137	266490	0	100	0	
	Poll		72600	3.1912	72600	0	100	0	



Public- Non Institutions	E-Voting	266490	11.7137	266490	0	100	0
	Poll	72600	3.1912	72600	0	100	0
	Postal Ballot (if applicable)	2275020					
	Total	2275020	14.9049	339090	0	100	0
	Total	3946560	50.9413	2010430	0	100	0
Whether resolution is Pass or Not. Yes							
Disclosure of notes on resolution							

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

Resolution(4)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Re-appointment of Shri N.K. Shrikantian Raja, as a Director, liable to retire by







	held	polled	shares	favour	against	polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1671340	100	1671340	0	100	0
	Poll						
	Postal Ballot (if applicable)	1671340					
	Total	1671340	100	1671340	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0
	Poll						
	Postal Ballot (if applicable)	200					
	Total	200	0	0	0	0	0
Public-Non Institutions	E-Voting	266490	11.7137	266490	0	100	0
	Poll	72600	3.1912	72600	0	100	0
	Postal Ballot (if applicable)	2275020					
	Total	2275020	339090	339090	0	100	0
	Total	3946560	2010430	2010430	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 Institutions	
Public - Non Institutions	

Resolution(5)									
Special									
Yes									
Re-appointment of Shri N.R.K. Ramkumar Raja as Managing Director for a period of 3 years with effect from 14-02-2019									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
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	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll		1671340	100	1671340	0	100	0	
	Postal Ballot (if applicable)		1671340						
	Total		1671340	100	1671340	0	100	0	





Public- Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll								
	Postal Ballot (if applicable)	200							
	Total	200	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	266490	11.7137	266490	0	100	0	0	0
	Poll	72600	3.1912	72600	0	100	0	0	0
	Postal Ballot (if applicable)	2275020							
	Total	2275020	14.9049	339090	0	100	0	0	0
	Total	3946560	50.9413	2010430	0	100	0	0	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 Institutions	
Public - Non Institutions	







Resolution(6)									
Resolution required: (Ordinary / Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		Re-appointment of Shri P.J. Alaga Raja as an Independent Director from 01-04-2019 to 31-03-2024							
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		1671340	100	1671340	0	100	0	
	Poll								
	Postal Ballot (if applicable)	1671340							
	Total	1671340	1671340	100	1671340	0	100	0	
Public- Institutions	E-Voting		0	0	0	0	0	0	
	Poll								
	Postal Ballot (if applicable)	200							
	Total	200	0	0	0	0	0	0	
Public- Non Institutions	E-Voting	2275020	266490	11.7137	266490	0	100	0	
	Poll		72600	3.1912	72600	0	100	0	



	Postal Ballot (if applicable)								
	Total	2275020	339090	14.9049	339090	0	100	0	
	Total	3946560	2010430	50.9413	2010430	0	100	0	
Whether resolution is Pass or Not.									
Yes									
Disclosure of notes on resolution									

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

Resolution(7)								
Resolution required: (Ordinary / Special)								
Whether promoter/promoter group are interested in the agenda/resolution?		Special No						
Description of resolution considered		Re-appointment of Justice Shri P.P.S. Janarthana Raja as an Independent Director from 25-05-2019 to 24-05-2024						
Category	Mode of voting	No. of shares	No. of votes	% of Votes polled on outstanding	No. of votes – in	No. of votes –	% of votes in favour on votes	% of Votes against on votes polled







	held	polled	shares	favour	against	polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1671340	100	1671340	0	100	0
	Poll						
	Postal Ballot (if applicable)	1671340					
	Total	1671340	100	1671340	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0
	Poll						
	Postal Ballot (if applicable)	200					
	Total	200	0	0	0	0	0
Public- Non Institutions	E-Voting	266490	11.7137	266490	0	100	0
	Poll	72600	3.1912	72600	0	100	0
	Postal Ballot (if applicable)	2275020					
	Total	2275020	14.9049	339090	0	100	0
	Total	3946560	50.9413	2010430	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 Institutions	
Public - Non Institutions	

Resolution(8)								
Resolution required: (Ordinary / Special)								
Special								
Whether promoter/promoter group are interested in the agenda/resolution?								
No								
Re-appointment of Shri V. Santhanaraman as an Independent Director from 25-05-2019 to 24-05-2024								
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		1671340	100	1671340	0	100	0
	Poll							
	Postal Ballot (if applicable)	1671340						
	Total	1671340	1671340	100	1671340	0	100	0







		E-Voting										
Public- Institutions	Poll											
	Postal Ballot (if applicable)	200										
	Total	200	0	0	0	0	0	0	0	0	0	0
	E-Voting		266490	11.7137	266490	0	100	0	0	0	0	0
Public- Non Institutions	Poll		72600	3.1912	72600	0	100	0	100	0	0	0
	Postal Ballot (if applicable)	2275020										
	Total	2275020	339090	14.9049	339090	0	100	0	100	0	0	0
	Total	3946560	2010430	50.9413	2010430	0	100	0	100	0	0	0
Whether resolution is Pass or Not.												
Disclosure of notes on resolution												

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





Resolution(9)									
Resolution required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?									
No									
Description of resolution considered									
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		1671340	100	1671340	0	100	0	
	Poll								
	Postal Ballot (if applicable)	1671340							
	Total		1671340	100	1671340	0	100	0	
Public- Institutions	E-Voting		0	0	0	0	0	0	
	Poll								
	Postal Ballot (if applicable)	200							
	Total		200	0	0	0	0	0	
Public- Non Institutions	E-Voting		266490	11.7137	266490	0	100	0	
	Poll	2275020	72600	3.1912	72600	0	100	0	



Postal Ballot (if applicable)									
Total	2275020	339090	14,9049	339090	0	100	0		
Total	3946560	2010430	50,9413	2010430	0	100	0		
Whether resolution is Pass or Not. Yes									
Disclosure of notes on resolution									

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

Resolution(10)							
Resolution required: (Ordinary / Special)							
Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary No					
Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditors of the Company for the financial year 2018-19							
Category	Mode of voting	No. of shares	No. of votes	% of Votes polled on outstanding	No. of votes – in votes –	% of votes in favour on votes	% of Votes against on votes polled







	held	polled	shares	favour	against	polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1671340	100	1671340	0	100	0
	Poll						
	Postal Ballot (if applicable)	1671340					
	Total	1671340	100	1671340	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0
	Poll						
	Postal Ballot (if applicable)	200					
	Total	200	0	0	0	0	0
Public- Non Institutions	E-Voting	266490	11.7137	266490	0	100	0
	Poll	72600	3.1912	72600	0	100	0
	Postal Ballot (if applicable)	2275020					
	Total	2275020	14.9049	339090	0	100	0
	Total	3946560	50.9413	2010430	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	

