

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

P.O.Box: 2, 119, P.A.C. Ramasamy Raja Salai, Rajapalaiyam – 626 117. Tamil Nadu. India.

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Web: [www.ramarajusurgical.com](http://www.ramarajusurgical.com) CIN: U17111TN1939PLC002302

## NOTICE TO THE MEMBERS

Notice is hereby given that an Extra-ordinary General Meeting of the Company will be held at 09.30 A.M. on Tuesday, the 20<sup>th</sup> June, 2017 at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalaiyam - 626 108, Tamil Nadu to transact the following business:

### SPECIAL BUSINESS

#### 1. To increase Authorized Capital of the Company and amend the Capital Clause in the Memorandum of Association

To consider and pass the following Resolution, as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and provisions of the Articles of Association, the approval of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs.3,00,00,000 (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs only) Shares of Rs.10 (Rupees Ten Only) each to Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs only) Equity Shares of Rs.10 (Rupees Ten only) each by creating additional 20,00,000 (Twenty Lakhs only) Equity Shares of Rs.10/- each and;

Consequently first paragraph of the Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs only) Equity Shares of Rs.10 (Rupees Ten only) each."

#### 2. To issue of Bonus Shares

To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as recommended by the Board of Directors, the approval of the Company be and is hereby accorded for issue of Bonus Shares in the ratio of 1:1 to the existing shareholders of the Company by capitalizing a sum of Rs.1,97,32,800 (Rupees One Crore Ninety Seven Lakhs Thirty Two Thousand and Eight Hundred Only) out of the sum standing to the credit of General Reserves of the Company, to be allotted and distributed as **FULLY PAID BONUS SHARES** to the holders of 19,73,280 equity shares of the Company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such

## THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

### NOTICE

date ('Record Date') as may be determined by the Board, in the proportion of 1 (one) equity share for every 1 (one) existing equity share held by the Members.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to accept and agree to the terms and conditions, if any required, as may be prescribed or stipulated by the authorities concerned for issue of Bonus Shares which the Board may, in its absolute discretion, think fit and proper to accept.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted as above are subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari-passu with the existing equity shares of the Company and shall be entitled to participate in any dividend declared after the allotment.

**RESOLVED FURTHER THAT** no Allotment Letter shall be issued to the allottees of Bonus Shares. With regard to shares held in physical form, Certificates in respect of the new Equity Shares shall be issued to the allottees of the Bonus Shares as aforesaid. With regard to the shares held in dematerialized form, the Bonus Shares will be credited to the respective demat account of the holders.

**RESOLVED FURTHER THAT** the said Bonus Shares shall be treated for all purpose as an increase in nominal amount of the Capital of the Company held by each such Member and not as income.

**RESOLVED FURTHER THAT** subject to the conditions of the consent or approval of such authorities as may be required to be obtained, the Board of Directors be and are hereby authorized to settle any question or difficulty whatsoever which may arise in regard to the issue and allotment of the aforesaid Bonus Shares."

By Order of the Board,  
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalaiyam  
25<sup>th</sup> May, 2017

N.R.K. Ramkumar Raja  
Managing Director

## THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

### NOTES:

### NOTICE

- (i) Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto;
- (ii) **A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
- (iii) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable;
- (iv) The cut-off date will be 14<sup>th</sup> June, 2017 for determining the eligibility to vote by remote e-voting or in Extra-ordinary General Meeting.
- (v) Electronic copy of the Notice for the Extra-ordinary General Meeting is being sent to all the members who's E-Mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice is being sent in permitted mode, to members for whom the E-Mail IDs are not available. The Notice is also available on the Company's Website - **www.ramarajusurgical.com** for their download.
- (vi) Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded, are requested to register their E-Mail address and changes therein with the Company in respect of physical shares and with Depository Participants in respect to dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / Depository Participant(s).
- (vii) A Route map with prominent Landmark for easy location of the venue of the meeting is given with this notice as per the requirement of Clause No.1.2.4 of the Secretarial Standard – 2 on “General Meetings”.
- (viii) Voting through electronic means:
  - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing members remote e-Voting facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) and the business may be transacted through such voting, through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
  - B. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

## THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

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- C. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-Voting are as under:

i) To log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).

ii) To Click on "Shareholders" tab.

iii) Now enter your User ID as given below:

- ◆ For CDSL: 16 Digits beneficiary ID,
- ◆ For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- ◆ Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv) Next enter the Captcha Code as displayed and Click on Login.

v) PASSWORD

- ◆ If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

- ◆ If you are first time user follow the steps given below:

(a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).

Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No. / Client ID in the PAN field.

In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is S. Siva with folio number 1 then enter SS00000001 in the PAN Field.

(b) Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.

- vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly

## THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

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note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the relevant EVSN for THE RAMARAJU SURGICAL COTTON MILLS LIMITED on which you choose to vote.
- ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take out print of the voting done by you clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
- xiv) If Demat account holder has forgotten the changed password then enter the User ID and the Captcha code and click on Forgot Password & enter the details as prompted by the system.
- xv) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **<https://www.evotingindia.com>** and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- D. The facility for remote e-voting shall remain open from 9.00 a.m. on Saturday, the 17<sup>th</sup> June, 2017 to 5.00 p.m. on Monday, the 19<sup>th</sup> June, 2017. During this period, the members of the Company holding shares either in Physical Form or in Dematerialised Form, as on the cut-off-date, viz., Wednesday, the 14<sup>th</sup> June, 2017, may opt for remote e-voting. E-voting shall not be allowed beyond 5.00 p.m. on 19<sup>th</sup> June, 2017.
- E. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **[www.evotingindia.com](http://www.evotingindia.com)** under help section or write an e-mail to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**.
- F. The voting rights of Shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 14<sup>th</sup> June, 2017.
- G. Shri K. Srinivasan, Chartered Accountant (Membership No: 021510), Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- H. The Chairman shall, at the Extra-ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or by using an electronic voting system for all those members who are present at the Extra-ordinary General Meeting but have not cast their votes by availing the remote e-voting facility.
- I. The Scrutinizer shall immediately after conclusion of voting at the Extra-ordinary General Meeting, first count the votes cast at the meeting there after unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

By Order of the Board,  
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalaiyam  
25<sup>th</sup> May, 2017

N.R.K. Ramkumar Raja  
Managing Director

# **THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.**

## **NOTICE**

### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No.1**

Presently, the Authorized Share Capital of your Company is Rs.3,00,00,000 (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lakhs Only) Shares of Rs.10 (Rupees Ten Only) each.

The Board of Directors of the Company at their Meeting held on 25.05.2017 have recommended issue of Bonus Shares in the ratio of 1:1 to the existing members of the Company.

The Board of Directors have also considered it necessary to increase the Authorised Share Capital of the Company which is presently at Rs.3 Crores to Rs.5 Crores by creation of 20,00,000 (Twenty Lakhs Only) Equity Shares of Rs.10 (Rupees Ten Only) each. In view of the above, it is necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs.3 Crores to Rs.5 Crores by placing a Special Resolution for consideration and approval of the Members.

The Board of Directors also recommended the approval of the Members for amendment to the Capital Clause V in the Memorandum of Association of the Company.

Relevant documents referred in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 5.00 p.m. up to the date of the Meeting.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution.

The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

#### **Item No.2**

The Company has a Reserves and Surplus of Rs.71.17 Crores as on 31.03.2017. The Board of Directors of the Company at their Meeting held on 25.05.2017, considered it desirable to recommend issue of Bonus Shares in the ratio of 1:1 by capitalization of Reserves and Surplus subject to approval of the shareholders and such other authorities as may be necessary.

The Bonus Shares on allotment shall rank pari-passu with existing Equity Shares of the Company and the Bonus shares are entitled for dividend declared after the allotment of shares.

The proposed Bonus Issue is not in lieu of Dividend.

No Allotment Letter will be issued. For shares held in Demat mode, the credit of the Bonus Shares will be given directly to their Demat account. For Shares held in physical mode, the certificates for the Bonus Shares will be posted to their registered address.

The issue of Bonus Shares and consequent increase in the paid-up capital of the Company would also satisfy the requirement of Nationwide Stock Exchanges for listing of equity shares of the Company and the Company has complied with all the applicable

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

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provisions of the Companies Act, 2013 and all other applicable Regulations.

The Record Date for determining the eligibility of the Shareholders to receive the said Bonus Shares will be announced by the Company through newspapers and respective advertisement will also displayed in the website of the Company [www.ramarajusurgical.com](http://www.ramarajusurgical.com).

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company.

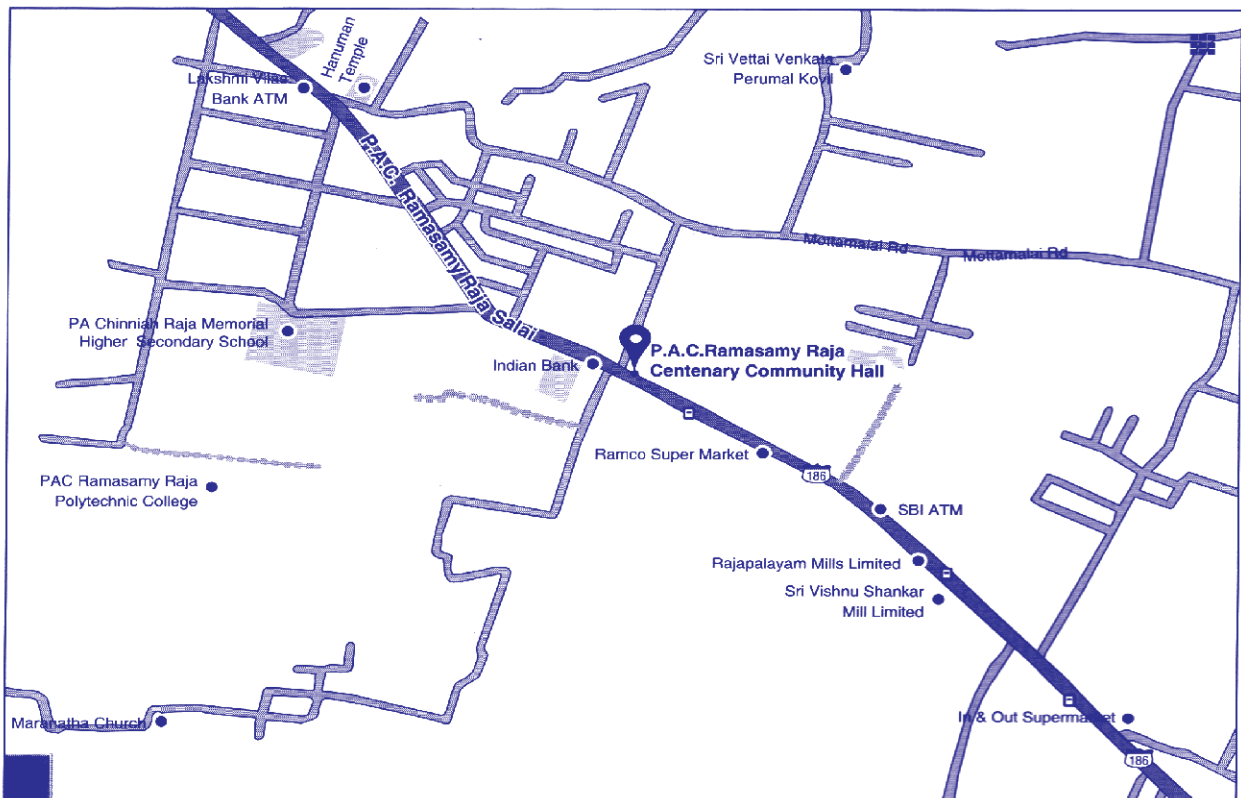
Your Directors recommend the Resolution for your approval.

By Order of the Board,  
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalaiyam  
25<sup>th</sup> May, 2017

N.R.K. Ramkumar Raja  
Managing Director

**Map Showing location of venue of Extra-ordinary General Meeting**  
**Venue Address : P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens,**  
**P.A.C. Ramasamy Raja Salai, Rajapalaiyam - 626 108. Tamil Nadu.**



Land Mark : Near Indian Bank, P.A.C.R. Polytechnic College Branch

Distance from Rajapalayam Bus Stand : 3.5 KM; Distance from Rajapalayam Railway Station : 3.9 KM



**PROXY FORM**

**THE RAMARAJU SURGICAL COTTON MILLS LIMITED**

CIN : U17111TN1939PLC002302

Registered Office: RSCM Premises, 119, P.A.C. Ramasamy Raja Salai,  
Rajapalayam – 626 117. Tamil Nadu.

Name of the member(s) : .....

Registered address : .....

E-mail ID : .....

Folio No. / Client ID. : .....

DP ID : .....

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name : ..... Address : .....

E-mail ID : ..... Signature : ..... or failing him / her

2. Name : ..... Address : .....

E-mail ID : ..... Signature : ..... or failing him / her

3. Name : ..... Address : .....

E-mail ID : ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Tuesday the 20<sup>th</sup> June 2017 at 9.30 A.M. at P.A.C.Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTIONS
	<b>Special Business</b>
1	To approve the Increase in Authorized Capital and amend the Capital Clause in the Memorandum of Association
2	To approve the issue of Bonus Shares

Signed ..... day of ..... 2017

Signature of Shareholder : .....

Signature of Proxy holder(s) : .....

Affix  
Revenue  
Stamp

**Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**