

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L17111TN1939PLC002302

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACT4308D

(ii) (a) Name of the company

THE RAMARAJU SURGICAL CO

(b) Registered office address

PAC RAMASAMY RAJA SALAI RAJAPALAYAM NA  
TAMILNADU  
Tamil Nadu  
626117  
India

(c) \*e-mail ID of the company

rscm@ramcotex.com

(d) \*Telephone number with STD code

04563235904

(e) Website

www.ramarajusurgical.com

(iii) Date of Incorporation

20/02/1939

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Metropolitan Stock Exchange of India Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"  
No.1 CLUB HOUSE ROAD

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	86.59
2	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	13.41

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Madras Chipboard Limited	U17100TN1961PLC004457	Subsidiary	75.01

2	Taram Textiles, LLC, USA		Subsidiary	100
3	Taram Textiles Online, Inc, USA		Subsidiary	70.02
4	THE RAMCO CEMENTS LIMITED	L26941TN1957PLC003566	Associate	1.4
5	RAMCO INDUSTRIES LIMITED	L26943TN1965PLC005297	Associate	0.16
6	RAMCO SYSTEMS LIMITED	L72300TN1997PLC037550	Associate	0.04
7	RAJAPALAYAM MILLS LIMITED	L17111TN1936PLC002298	Associate	1.83
8	SRI VISHNU SHANKAR MILLS LI	U17301TN1981PLC008677	Associate	0.75
9	SHRI HARINI MEDIA LIMITED	U22210TN2010PLC077293	Associate	2.65

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	10,000,000	3,997,900	3,997,900	3,997,900
Total amount of equity shares (in Rupees)	100,000,000	39,979,000	39,979,000	39,979,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity share capital of Rs.10/- each				
Number of equity shares	10,000,000	3,997,900	3,997,900	3,997,900
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000,000	39,979,000	39,979,000	39,979,000

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	309,436	3,688,464	3997900	39,979,000	39,979,000	
<b>Increase during the year</b>	0	0	0	2,877,400	287,400	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				2,877,400	287,400	
Demat						
<b>Decrease during the year</b>	0	0	0	2,877,400	287,400	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify				2,877,400	287,400	
Demat						
<b>At the end of the year</b>	309,436	3,688,464	3997900	39,979,000	39,979,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE328E01027

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="12/12/2022"/>
---	---

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor	<input type="text"/>
----------------------------	----------------------

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

4,117,386,452.97

**(ii) Net worth of the Company**

907,092,057.48

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,806,380	45.18	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,200	0.16	0	
10.	Others NIL	0	0	0	
	<b>Total</b>	1,812,580	45.34	0	0

**Total number of shareholders (promoters)**

10

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	2,007,585	50.22	0	
	(ii) Non-resident Indian (NRI)	2,920	0.07	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	86,560	2.17	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	200	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	41,423	1.04	0	
10.	Others IEPF	46,632	1.17	0	
	<b>Total</b>	2,185,320	54.68	0	0

**Total number of shareholders (other than promoters)**

1,427

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

1,437

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	10
Members (other than promoters)	1,407	1,427
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	2	1	43.89	0.14
<b>B. Non-Promoter</b>	0	6	0	5	0	0.55
(i) Non-Independent	0	1	0	1	0	0.3
(ii) Independent	0	5	0	4	0	0.25
<b>C. Nominee Directors representing</b>	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>8</b>	<b>2</b>	<b>7</b>	<b>43.89</b>	<b>0.69</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
P R VENKETRAMA RA	00331406	Director	6,080	
NALINA RAMALAKSHM	01364161	Managing Director	1,550,796	
N R K RAMKUMAR RA,	01948373	Managing Director	226,060	
N K SHRIKANTAN RAJ	00350693	Director	12,005	
P J RAMKUMAR RAJH,	00487193	Director	8,040	
S SARATHY SUBBURA	07601727	Nominee director	0	
P P S JANARTHANA R,	06702871	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
V SANTHANARAMAN	00212334	Director	0	
P A S ALAGHAR RAJA	00487312	Director	2,010	
N VIJAY GOPAL	ACMPG3119Q	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
WALTER VASANTH P .	ABHPW3890J	Company Secretar	10/03/2023	Cessation
P J ALAGA RAJA	00446057	Director	11/03/2023	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
NCLT Convened Sharehold	08/09/2022	1,424	24	48.16
NCLT Convened Secured C	08/09/2022	10	7	0
NCLT Convened Unsecur	08/09/2022	102	34	0
AGM	12/12/2022	1,420	35	10.42

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2022	10	9	90
2	25/05/2022	10	10	100
3	29/07/2022	10	9	90

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	31/10/2022	10	10	100
5	31/01/2023	10	9	90
6	10/03/2023	10	8	80

### C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	11/04/2022	5	4	80
2	Nomination and Remuneration	25/05/2022	3	3	100
3	Stakeholders Forum	25/05/2022	4	4	100
4	Corporate Social Responsibility	25/05/2022	4	3	75
5	Audit Committee	25/05/2022	5	5	100
6	Audit Committee	29/07/2022	5	5	100
7	Audit Committee	31/10/2022	5	5	100
8	Independent Director	31/01/2023	5	5	100
9	Nomination and Remuneration	31/01/2023	3	3	100
10	Audit Committee	31/01/2023	5	5	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2023
								(Y/N/NA)
1	P R VENKATESH	6	5	83.33	2	2	100	Yes
2	NALINA RAMAKRISHNAN	6	6	100	1	0	0	Yes
3	N R K RAMKRISHNAN	6	6	100	1	1	100	Yes

4	N K SHRIKANTAN	6	6	100	10	10	100	Yes
5	P J RAMKUMAR	6	6	100	10	9	90	Yes
6	S SARATHY S	6	4	66.67	0	0	0	Yes
7	P P S JANARTHAN	6	5	83.33	6	5	83.33	Yes
8	V SANTHANARAM	6	6	100	6	6	100	Yes
9	P A S ALAGH	6	6	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NALINA RAMALAKSHMI	MANAGING DIRECTOR	12,000,000	0	0	740,880	12,740,880
2	N R K RAMKUMAR	MANAGING DIRECTOR	12,000,000	0	0	755,880	12,755,880
	Total		24,000,000	0	0	1,496,760	25,496,760

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N VIJAY GOPAL	CHIEF FINANCIAL OFFICER	6,637,015	0	0	1,943,822	8,580,837
2	WALTER VASANTH	COMPANY SECRETARY	1,263,686	0	0	107,730	1,371,416
	Total		7,900,701	0	0	2,051,552	9,952,253

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	P R VENKETRAMA	DIRECTOR	0	0	0	130,000	130,000
2	N K SHRIKANTAN	DIRECTOR	0	0	0	270,000	270,000
3	P J ALAGA RAJA	DIRECTOR	0	0	0	220,000	220,000
4	P P S JANARTHAN	DIRECTOR	0	0	0	190,000	190,000
5	V SANTHANARAM	DIRECTOR	0	0	0	225,000	225,000
6	P J RAMKUMAR R	DIRECTOR	0	0	0	270,000	270,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
7	P A S ALAGHAR R.	DIRECTOR	0	0	0	135,000	135,000
8	S SARATHY SUBB	NOMINEE DIRE	0	0	0	80,000	80,000
	Total		0	0	0	1,520,000	1,520,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M R L NARASIMHA

Whether associate or fellow

Associate  Fellow

Certificate of practice number

799

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director 

DIN of the director

**To be digitally signed by** 

- Company Secretary
- Company secretary in practice

Membership number  Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

**List of attachments**

List of Shareholders.pdf  
mgt 8 udin signed cert.pdf  
List of Share Transfer.pdf  
Stock Exchange Code.pdf  
Committee Meeting dates.pdf  
Share Capital.pdf

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

