

**Form MGT - 9  
Extract of Annual Return**

**As on the financial year ended on 31<sup>st</sup> March, 2022**

*[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

I. Registration and other details:

CIN	L17111TN1939PLC002302
Registration Date	28.02.1939
Name of the Company	The Ramaraju Surgical Cotton Mills Limited
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered office and Contact details	No. 2, 119 / 120, P.A.C. Ramasamy Raja Salai, Rajapalayam, Virudhunagar, Tamil Nadu – 626 117.
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	M/s. Cameo Corporate Services Limited, Subramanian Building, No. 1 Club House Road, Chennai - 600 002.

II. Principal Business Activities of the Company:

**Business activities contributing 10% or more of the total turnover of the Company**

Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
Textile	13121	89.36
Surgical Dressings	21006	10.64

III. Particulars of Holding, Subsidiary and Associate Companies:

Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1. Madras Chipboard Limited, No: 53, Annamaraja Nagar Sankarankovil Road Rajapalayam -626117	U17100TN1961PLC004457	Subsidiary	75.01	IND AS -28
2. The Ramco Cements Limited, "Ramamandiram", Rajapalayam – 626117.	L26941TN1957PLC003566	Associate	1.40	
3. Ramco Industries Limited, 47, P.S.K. Nagar, Rajapalayam – 626 108	L26943TN1965PLC005297	Associate	0.16	
4. Ramco Systems Limited, 47, P.S.K. Nagar, Rajapalayam – 626 108.	L72300TN1997PLC037550	Associate	0.04	



Name and address of the Company		CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
5.	Rajapalayam Mills Limited, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117.	L17111TN1936PLC002298	Associate	1.83	IND AS -28
6.	Sri Vishnu Shankar Mills Limited, Post Box No.109, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117.	U17301TN1981PLC008677	Associate	0.75	
7.	Shri Harini Media Limited, 3 <sup>rd</sup> Floor, Sri Renga Vihar, New No .8, 1 <sup>st</sup> Cross St, Karpagam Gardens, Adyar, Chennai- 600 020.	U22210TN2010PLC077293	Associate	2.65	
8.	Sri Harini Textiles Limited, “Sri Bhavanam”, 102, P.S.K. Nagar, Rajapalayam – 626 108.	U17111TN2005PLC057807	Associate	49.67	

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of total equity):

i) Category-Wise Shareholding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
<b>(1) Indian</b>										
a)	Individuals / Hindu Undivided Family	16,94,080	-	16,94,080	42.92	17,60,140	-	17,60,140	44.60	1.68
	Central Government	-	-	-	-	-	-	-	-	-
c)	State Government(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corporate	6,200	-	6,200	0.16	6,200	-	6,200	0.16	-
e)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
f)	Any Others...	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(1)</b>		<b>17,00,280</b>	<b>-</b>	<b>17,00,280</b>	<b>43.08</b>	<b>17,66,340</b>	<b>-</b>	<b>17,66,340</b>	<b>44.76</b>	<b>1.68</b>
<b>(2) Foreign</b>										
a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
b)	Other Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
e)	Any Others	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		<b>17,00,280</b>	<b>-</b>	<b>17,00,280</b>	<b>43.08</b>	<b>17,66,340</b>	<b>-</b>	<b>17,66,340</b>	<b>44.76</b>	<b>1.68</b>

**i) Category-Wise Shareholding (Contd.)**

Category of Shareholder		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B.</b>	<b>Public shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Financial Institutions / Banks	200	-	200	0.01	200	-	200	0.01	-
c)	Central Government	-	-	-	-	-	-	-	-	-
d)	State Government(s)	-	86,560	86,560	2.19	-	86,560	86,560	2.19	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1)</b>		<b>200</b>	<b>86,560</b>	<b>86,760</b>	<b>2.20</b>	<b>200</b>	<b>86,560</b>	<b>86,760</b>	<b>2.20</b>	<b>-</b>
<b>B (2)</b>	<b>Non-institutions</b>									
a)	Bodies Corporate									
i)	Indian	28,644	2,000	30,644	0.78	42,282	2,000	44,282	1.12	0.34
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual shareholders holding nominal share capital up to Rs 2 lakhs.	7,86,732	1,83,936	9,70,668	24.59	11,46,574	2,20,876	13,67,450	34.65	10.06
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	10,73,420	42,120	11,15,540	28.27	6,35,760	-	6,35,760	16.11	(12.16)
<b>(c)</b>	<b>Others (Specify)</b>									
	IEPF	42,668	-	42,668	1.08	45,968	-	45,968	1.16	0.08
<b>Sub-Total (B)(2)</b>		<b>19,31,464</b>	<b>2,28,056</b>	<b>21,59,520</b>	<b>54.72</b>	<b>18,70,584</b>	<b>2,22,876</b>	<b>20,93,460</b>	<b>53.04</b>	<b>(1.68)</b>
<b>B</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>19,31,664</b>	<b>3,14,616</b>	<b>22,46,280</b>	<b>56.92</b>	<b>18,70,784</b>	<b>3,09,436</b>	<b>21,80,220</b>	<b>55.24</b>	<b>(1.68)</b>
<b>C)</b>	<b>Shares held by Custodians for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A)+(B)+(C)</b>		<b>36,31,944</b>	<b>3,14,616</b>	<b>39,46,560</b>	<b>100</b>	<b>36,37,124</b>	<b>3,09,436</b>	<b>39,46,560</b>	<b>100</b>	<b>-</b>



ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to total Shares	
1.	Smt. Nalina Ramalakshmi	14,91,860	37.80	-	15,19,720	38.51	-	0.71
2.	Shri N.R.K. Ramkumar Raja	1,74,260	4.41	-	2,12,460	5.38	-	0.97
3.	Smt. Saradha Deepa	9,400	0.24	-	9,400	0.24	-	-
4.	Smt. R. Sudarsanam	9,360	0.24	-	9,360	0.24	-	-
6.	Shri P.R. Venketrama Raja	5,400	0.14	-	5,400	0.14	-	-
7.	Smt. P.V. Srisandhya	3,400	0.08	-	3,400	0.08	-	-
8.	Smt. P.V. Nirmala	400	0.01	-	400	0.01	-	-
9.	M/s. Rajapalayam Mills Limited	4,000	0.10	-	4,000	0.10	-	-
10.	M/s. Sri Vishnu Shankar Mills Limited	2,200	0.06	-	2,200	0.06	-	-
<b>Total</b>		<b>17,00,280</b>	<b>43.08</b>	<b>-</b>	<b>17,66,340</b>	<b>44.76</b>	<b>-</b>	<b>1.68</b>

(iii) Change in Promoters' Shareholding

Sl. No.	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2021 to 31.03.2022)	
	No. of Shares at the beginning (01.04.2021) / end of the year (31.03.2022)	% of total shares of the Company				No. of shares	% of total shares of the company
1.	17,00,280	43.08	24.06.2021	400	Acquisition	17,00,680	43.09
			17.08.2021	3,600	Acquisition	17,04,280	43.18
			21.08.2021	8,000	Acquisition	17,12,280	43.39
			20.09.2021	760	Acquisition	17,13,040	43.41
			30.09.2021	34860	Acquisition	17,47,900	44.29
			18.11.2021	18,000	Acquisition	17,65,900	44.75
			02.02.2022	400	Acquisition	17,66,300	44.76
			03.02.2022	40	Acquisition	17,66,340	44.76

(iv) Shareholding Pattern of top ten Shareholders (other than Directors and Promoters):

Sl. No.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2021 to 31.03.2022)	
		No. of Shares at the beginning (01.04.2021) / end of the year (31.03.2022)	% of total shares of the Company			No. of shares	% of total shares of the company
1.	Shri Govindlal M Parikh	1,31,080	3.32	-	-	1,31,080	3.32
2.	Smt. Ramachandra Raja Chittammal	80,600	2.04	-	-	80,600	2.04
3.	Shri V. Krishnamurthy	65,600	1.66	-	-	65,600	1.66
4.	Smt. Chinmay G Parikh	63,600	1.61	-	-	63,600	1.61
5.	The Director of Handlooms & Textiles	52,800	1.34	-	-	52,800	1.34
6.	Investor Education and Protection Fund Authority	42,668	1.08	06.08.2021 & 16.09.2021	3,300	45,968	1.16
7.	Smt. Ganapathy Alamelu	42,480	1.08	-	-	42,480	1.08
8.	Shri. M.A.A. Annamalai	40,320	1.02	-	-	40,320	1.02
9.	Shri Sandhya G Parikh	35,200	0.89	-	-	35,200	0.89
10.	The Director of Industries & Commerce	33,760	0.86	-	-	33,760	0.86

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name	Shareholding		Date	(Increase / Decrease) in Shareholding during the year	Reason	Cumulative Shareholding during the year (01.04.2021 to 31.03.2022)	
		No. of Shares at the beginning (01.04.2021)	% of total shares of the Company				No. of shares	% of total shares of the company
1.	Shri P.R. Venketrama Raja	5,400	0.14	-	-	-	5,400	0.14
2.	Smt. Nalina Ramalakshmi	14,91,860	37.80	30.09.2021	27,860	Acquisition	15,19,720	38.51
3.	Shri N.R.K. Ramkumar Raja	1,74,260	4.42	24.06.2021	400	Acquisition	1,74,660	4.43
				17.08.2021	3,600	Acquisition	1,78,260	4.52
				21.08.2021	8,000	Acquisition	1,86,260	4.72
				20.09.2021	760	Acquisition	1,87,020	4.74
				30.09.2021	7,000	Acquisition	1,94,020	4.92
				18.11.2021	18,000	Acquisition	2,12,020	5.37
				02.02.2022	400	Acquisition	2,12,420	5.38
03.02.2022	40	Acquisition	2,12,460	5.38				

(v) Shareholding of Directors and Key Managerial Personnel: (Contd.)

Sl. No	Name	Shareholding		Date	(Increase / Decrease) in Shareholding during the year	Reason	Cumulative Shareholding during the year (01.04.2021 to 31.03.2022)	
		No. of Shares at the beginning (01.04.2021)	% of total shares of the Company				No. of shares	% of total shares of the company
4.	Shri N.K. Shrikantan Raja	11,920	0.30	-	-	-	11,920	0.30
5.	Shri P.J. Alaga Raja	11,760	0.30	-	-	-	11,760	0.30
6.	P.J. Ramkumar Rajha	8,040	0.20	-	-	-	8,040	0.20
7.	P.A.S. Alaghar Raja	1840	0.05	-	-	-	1840	0.05
8	Walter Vasanth P.J	-	-	17.09.2021	100	Acquisition	100	0.002

V. Indebtedness

**Indebtedness of the Company including interest outstanding / accrued but not due for payment**

(₹ in Lakhs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the Beginning of the financial year</b>				
i) Principal Amount	20,493.71	6,849.69	-	27,343.40
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	<b>20,493.71</b>	<b>6,849.69</b>	-	<b>27,343.40</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	5,479.94	1,000.00	-	6,479.94
Reduction	4,043.36	737.37	-	4,780.73
<b>Net Change</b>	<b>1,436.58</b>	<b>262.63</b>	-	<b>1,699.21</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	21,930.29	7,112.32	-	29,042.61
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>21,930.29</b>	<b>7,112.32</b>	-	<b>29,042.61</b>

VI. Remuneration of Directors and Keymanagerial Personnel

**A. Remuneration to Managing Directors, Whole-time Directors and / or Manager: (₹ in Lakhs)**

Sl. No.	Particulars of Remuneration	Smt. Nalina Ramalakshmi Managing Director	Shri N.R.K. Ramkumar Raja, Managing Director	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120.00	120.00	240.00
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of Profit	-	-	-
5	Sittings Fees	1.35	1.35	2.70
6	Contribution to Provident Fund	4.71	4.71	9.42
7	Contribution to Superannuation Trust Fund	1.50	1.50	3.00
	<b>Total (A)</b>	<b>127.56</b>	<b>127.56</b>	<b>255.12</b>
	Ceiling as per Act	The Shareholders of the Company had approved the remuneration of 5% of net profits of the Company to each Managing Director. In case of no profits or inadequate profits, each Managing Director shall be paid the minimum remuneration as provided in Section II, Part II of Schedule V of the Companies Act, 2013 which works out to ₹ 120 Lakhs per annum. Accordingly, the Company has paid ₹ 120.00 Lakhs to Smt. Nalina Ramalakshmi and ₹ 120.00 Lakhs to Shri N.R.K. Ramkumar Raja. The minimum remuneration of Shri N.R.K. Ramkumar Raja has been revised to ₹ 10 Lakhs per month with effect from February 12, 2020.		

**B. Remuneration to Other Directors:**

**1. Independent Directors (₹ in Lakhs)**

Particulars of Remuneration	Name of the Directors					Total Amount
	Shri P.J. Alaga Raja	Shri. P.J. Ramkumar Rajha	Justice Shri P.P.S. Janarthana Raja	Shri V. Santhanaraman	Shri PAS Alaghar Raja	
Fee for attending board / committee meetings	2.70	3.00	2.40	2.40	1.30	11.80
Commission	-	-	-	-	-	-
Others	-	-	-	-	-	-
<b>Total B (1)</b>	<b>2.70</b>	<b>3.00</b>	<b>2.40</b>	<b>2.40</b>	<b>1.30</b>	<b>11.80</b>

## 2. Other Non-Executive Directors

(₹ in Lakhs)

Particulars of Remuneration	Name of the Directors				Total Amount
	Shri P.R. Venketrama Raja	Shri N.K. Shrikantan Raja	Dr. M. Karunakaran	Shri S. Sarathy Subburaj	
Fee for attending board committee meetings	1.50	2.70	-	0.20	4.40
Commission	-	-	-	-	-
Others	-	-	-	-	-
<b>Total B (2)</b>	<b>1.50</b>	<b>2.70</b>	<b>-</b>	<b>0.20</b>	<b>4.40</b>
<b>Total B ( B(1) + B(2))</b>					<b>16.20</b>
<b>Total Managerial Remuneration A+B</b>					<b>271.32</b>

Shri Dr. M. Karunakaran (Nominee Director) ceased w.e.f. 27<sup>th</sup> October 2021

Shri S.Sarathy Subburaj (Nominee Director) appointed w.e.f. 20<sup>th</sup> November, 2021

## C. Remuneration to Key Managerial Personnel Other than MD/ Manager/ WTD

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Shri Narayan Vijay Gopal, Chief Financial Officer	Shri Walter Vasanth P J Company Secretary	
1	Gross salary	78.56	12.25	90.81
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>78.56</b>	<b>12.25</b>	<b>90.81</b>

VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give Details)
<b>A. Company</b> Penalty Punishment Compounding			None		
<b>B. Directors</b> Penalty Punishment Compounding			Nil		
<b>C. Other Officers In Default</b> Penalty Punishment Compounding			Nil		

On Behalf of the Board of Directors  
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalayam  
25<sup>th</sup> May, 2022

**P.R. Venketrama Raja**  
Chairman