

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. CS /2024-25_51

12th June, 2024

To,
Metropolitan Stock Exchange of India Limited
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla West,
Mumbai - 400 070, Maharashtra, India.

Symbol: RAMARAJU

Dear Sirs,

Sub: Results of Postal Ballot Notice dated 7th May, 2024

Ref: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the captioned subject and in respect of submission of the postal ballot notice dated 7th May, 2024 seeking approval of members of the Company by way of Special Resolutions for approval of the appointment and regularization of Shri. N. V. Vasudevan (DIN: 10581939), Shri. K. Tiruvengada Krishnan (DIN: 10583209) and Shri. R. Ramanathan (DIN: 10584433) as Independent Directors for period of 5 years with effect from 7th May, 2024.

We hereby inform you that M.R.L. Narasimha, Practicing Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 11th June, 2024.

In accordance with the said Report, the Members of the Company have approved Special Resolution as embodied in the Postal Ballot Notice dated 7th May, 2024 with requisite majority.

In compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results in the prescribed format is enclosed as per **Annexure – A** and in compliance of Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report issued by M.R.L. Narasimha, Practicing Company Secretary, Scrutiniser is enclosed as **Annexure - B**.



P.O. Box : 2, 119, 120, P.A.C. Ramasamy Raja Salai, Rajapalayam - 6261 17. Virudhunagar District. Tamilnadu, India.

Ph (O) 91-4563-235904; E-mail : rscm@ramcotex.com; Web: www.ramarajusurgicat.com

CIN : L17111TN1939PLCOO2302

GSTIN : 33 AACT4 308D1ZX

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

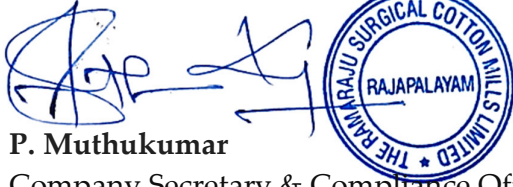
Manufacturers of Antiseptic Dressings

We request you to please take the same on your record and disseminate it.

Thanking you,

Yours faithfully,

For The Ramaraju Surgical Cotton Mills Limited,



P. Muthukumar

Company Secretary & Compliance Officer

Mem. No.: F12904

Encl: a/a



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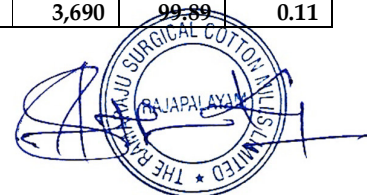
VOTING RESULTS

Type of Meeting	Postal Ballot
Date of the Declaration of Results	12-06-2024
Total No. of shareholders on record date (07-07-2023)	1502
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	NA
Public	NA
No. of shareholders attended the meeting through video conferencing	
Promoters and Promoter Group	NA
Public	NA

Agenda wise disclosure

Agenda 1: Approval for appointment of Shri. N. V. Vasudevan (DIN: 10581939) as Non-Executive Independent Director for period of 5 years with effect from 7th May, 2024:

Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
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 Vote – In against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoters and Promoters group	E-Voting	31,77,863	31,67,659	99.68	31,67,659	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		31,67,659	99.68	31,67,659	-	100.00	-
Public - Institutions	E-Voting	86,560	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institutions	E-Voting	25,50,704	2,82,572	11.08	2,78,882	3,690	98.69	1.31
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		2,82,572	11.08	2,78,882	3,690	98.69	1.31
TOTAL		58,15,127	34,50,231	59.33	34,46,541	3,690	99.89	0.11



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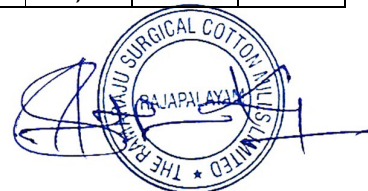
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THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

Agenda 2: Approval for appointment of Shri. K. Tiruvengada Krishnan (DIN: 10583209) as Non-Executive Independent Director for period of 5 years with effect from 7th May, 2024:

Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
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 Vote – In against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoters and Promoters group	E-Voting	31,77,863	31,67,659	99.68	31,67,659	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		31,67,659	99.68	31,67,659	-	100.00	-
Public - Institutions	E-Voting	86,560	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institutions	E-Voting	25,50,704	2,82,572	11.08	2,78,882	3,690	98.69	1.31
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		2,82,572	11.08	2,78,882	3,690	98.69	1.31
TOTAL		58,15,127	34,50,231	59.33	34,46,541	3,690	99.89	0.11



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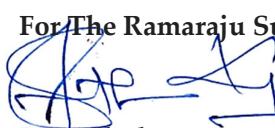

Manufacturers of Antiseptic Dressings

Agenda 3: Approval for appointment of Shri. R. Ramanathan (DIN: 10584433) as Non-Executive Independent Director for period of 5 years with effect from 7th May, 2024:

Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
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 Vote – In against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoters and Promoters group	E-Voting	31,77,863	31,67,659	99.68	31,67,659	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		31,67,659	99.68	31,67,659	-	100.00	-
Public - Institutions	E-Voting	86,560	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institutions	E-Voting	25,50,704	2,82,572	11.08	2,78,882	3,690	98.69	1.31
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		2,82,572	11.08	2,78,882	3,690	98.69	1.31
TOTAL		58,15,127	34,50,231	59.33	34,46,541	3,690	99.89	0.11

The Members of the Company have approved the Special Resolutions as embodied in the Postal Ballot Notice dated 7th May, 2024 have been passed by requisite majority through Postal Ballot.

For The Ramaraju Surgical Cotton Mills Limited,

P. Muthukumar

Company Secretary & Compliance Officer

Mem. No.: F12904



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CIN : L17111TN1939PLCOO2302

GSTIN : 33 AACT4 308D1ZX

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

11-June-2024

To,

The Ramaraju Surgical Cotton Mills Limited

PO Box 2 119 ,120

P.A.C. Ramaswamy Raja Salai

Rajapalayam 626 117

Kind Attn: Mr. Muthukumar, Company Secretary

Sub.: Report on Postal Ballot Voting of The Ramaraju Surgical Cotton Mills Limited ('the Company').

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Special Resolution for:

1. Appointment of Shri. N. V. Vasudevan (DIN: 10581939) as Independent Director of the company with effect from 7th May 2024
2. Appointment of Shri. K. Tiruvengada Krishnan (DIN: 10583209) as an Independent Director with effect from 7th May 2024
3. Appointment of Shri. R. Ramanathan (DIN: 10584433) as an Independent Director with effect from 7th May 2024

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots conducted only through the electronic voting process.
- b) The register showing the particulars of the e-votes registered on the Central Depository Services Limited (CDSL) e-voting system in respect of the said resolution.

Thanking-you.

Yours faithfully,

MELAPPALAYAM Digitally signed by
RAJAGOPALAN MELAPPALAYAM
LAKSHMI RAJAGOPALAN LAKSHMI
NARASIMHA
NARASIMHA
Date: 2024.06.11
19:34:32 +05'30'

M.R.L. Narasimha

Practicing Company Secretary

M.no: F2851

COP: 799

PRC: 1420/2021

'Lotus' 370-A, Alagesan Road, SB Mission Post, Coimbatore – 641011
Phone 0422-2448926,0422-2441765 Mobile: +91 98422 54175,95858 54175
E-Mail mrln54@gmail.com, mrln54@outlook.com

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

11-June-2024

To,

The Board of Directors

The Ramaraju Surgical Cotton Mills Limited

PO Box 2 119 ,120

P.A.C. Ramaswamy Raja Salai

Rajapalayam 626 117

Report of Scrutinizer

I, M.R.L. Narasimha, Practicing Company Secretary (Membership No. FCS 2851), having my office at 'LOTUS' 370-A Alagesan Road SB Mission Post Coimbatore 641-011, have been appointed as the Scrutinizer to conduct the Postal ballot process through electronic voting process ("remote e-voting") instead of submitting the Postal Ballot Form physically in respect of the following Special Resolution:

1. Appointment of Shri. N. V. Vasudevan (DIN: 10581939) as Independent Director of the company with effect from 7th May 2024
2. Appointment of Shri. K. Tiruvengada Krishnan (DIN: 10583209) as an Independent Director with effect from 7th May 2024
3. Appointment of Shri. R. Ramanathan (DIN: 10584433) as an Independent Director with effect from 7th May 2024

pursuant to the Postal Ballot Notice dated May 07, 2024, issued under Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and

'Lotus' 370-A, Alagesan Road, SB Mission Post, Coimbatore – 641011
Phone 0422-2448926,0422-2441765 Mobile: +91 98422 54175,95858 54175
E-Mail mrln54@gmail.com, mrln54@outlook.com

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

December 28, 2022 (collectively referred to as ('MCA Circulars') and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated May 07, 2024, along with statement setting out material facts under Section 102 of the Act in respect of the above-mentioned resolution, as confirmed by the Company, was sent, electronically only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose email addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by Central Depository Securities Limited for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, May 03, 2024, were entitled to vote on the resolution as contained in the Notice.

The newspaper advertisement for the postal ballot was given on Thursday, May 9, 2024 in Business Line (English) and Makkal Kural (Tamil) newspapers respectively.

The voting period for remote e-voting commenced at 9.00 a.m. (IST) on Monday, May 13, 2024, and ended at 5.00 p.m. (IST) on Tuesday, June 11, 2024, and the Central Depository Securities Limited e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked at 05.28 pm on Tuesday, June 11, 2024

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the Central Depository Securities Limited e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the said resolution.

I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, May 03, 2024, and as per the Register of Members of the Company.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under: -

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

a) Resolution-1: Special Resolution

To approve appointment of Shri. N. V. Vasudevan (DIN: 10581939) as a Non-Executive Independent Director of the Company for a period of 5 (five) years till May 6, 2029, and that he shall not be liable to retire by rotation with effect from 7th May 2024

Particulars	Remote E-Voting		Percentage
	No of Folios	Number of Votes	
Assent	31	34,46,541	99.89
Dissent	1	3,690	0.11
Abstain	-	-	-
Rejections	-	-	-
Total	32	34,50,231	100

b) Resolution-2: Special Resolution

To approve appointment of Shri. K. Tiruvengada Krishnan (DIN: 10583209) as a Non-Executive Independent Director of the Company for a period of 5 (five) years till May 6, 2029, and that he shall not be liable to retire by rotation with effect from 7th May 2024

Particulars	Remote E-Voting		Percentage
	No of Folios	Number of Votes	
Assent	31	34,46,541	99.89
Dissent	1	3,690	0.11
Abstain	-	-	-
Rejections	-	-	-
Total	32	34,50,231	100

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

c) Resolution-3: Special Resolution

To approve appointment of Shri. R. Ramanathan (DIN: 10584433) as a Non-Executive Independent Director of the Company for a period of 5 (five) years till May 6, 2029, and that he shall not be liable to retire by rotation with effect from 7th May 2024

Particulars	Remote E-Voting		Percentage
	No of Folios	Number of Votes	
Assent	31	34,46,541	99.89
Dissent	1	3,690	0.11
Abstain	-	-	-
Rejections	-	-	-
Total	32	34,50,231	100

Thanking you,

Yours faithfully,

MELAPPALAYAM
RAJAGOPALAN
LAKSHMI
NARASIMHA

Digitally signed by
MELAPPALAYAM
RAJAGOPALAN LAKSHMI
NARASIMHA
Date: 2024.06.11 19:35:54
+05'30'

(M.R.L. NARASIMHA)

Practicing Company Secretary

M.no: F2851

COP: 799

UDIN :- F002851F000559803

PRC No :-1420/2021

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.1 to Item No.3 of the Notice dated May 07, 2024, has been passed with requisite majority.

'Lotus' 370-A, Alagesan Road, SB Mission Post, Coimbatore – 641011
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E-Mail mrln54@gmail.com, mrln54@outlook.com