

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. CS /2024-25\_100

23<sup>rd</sup> December, 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 12<sup>th</sup> November, 2024**

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

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With reference to the captioned subject and in respect of submission of the postal ballot notice dated 12<sup>th</sup> November, 2024 seeking approval of members of the Company by way of Ordinary Resolutions for the following resolutions:

1. Approval of Material Related Party Transaction with M/s. Rajapalayam Mills Limited.
2. Approval of Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited.
3. Approval of Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited.
4. Approval of Material Related Party Transaction with M/s. Rajapalayam Textile Limited.

We hereby inform you that Shri. R. Palaniappan, Chartered Accountant who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 21<sup>st</sup> December, 2024.

In accordance with the said Report, the Members of the Company have approved Ordinary Resolutions as embodied in the Postal Ballot Notice dated 12<sup>th</sup> November, 2024 with requisite majority.



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 AA ACT4 308D 1ZX

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

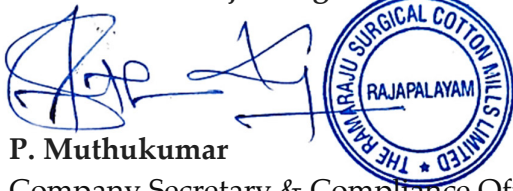
In compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results in the prescribed format is enclosed as per **Annexure – A** and in compliance of Rule 20 of Companies (Management and Administration) Rules, 2014, the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

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



# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

Annexure - 1

## VOTING RESULTS

Type of Meeting	Postal Ballot
Date of the Declaration of Results	23-12-2024
Total No. of shareholders on record date (07-07-2023)	1,576
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 of Material Related Party Transaction with M/s. Rajapalayam Mills Limited:

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
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	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public - Institutions	E-Voting	86,760	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public – Non Institutions	E-Voting	25,50,504	7,26,782	28.50	7,25,921	861	99.88	0.12
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		7,26,782	28.50	7,25,921	861	99.88	0.12
<b>TOTAL</b>		<b>58,15,127</b>	<b>7,26,782</b>	<b>12.50</b>	<b>7,25,921</b>	<b>861</b>	<b>99.88</b>	<b>0.12</b>

#### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	14,702
Public Institutions	-
Public - Non Institutions	11,560



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# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

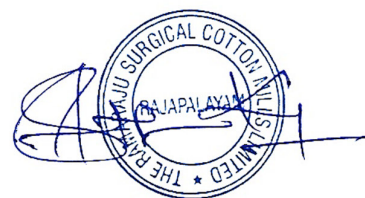
Manufacturers of Antiseptic Dressings

## Agenda 2: Approval of Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited:

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
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
<b>Promoters and Promoters group</b>	E-Voting	31,77,863	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
<b>Public - Institutions</b>	E-Voting	86,760	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
<b>Public – Non Institutions</b>	E-Voting	25,50,504	7,28,382	28.56	7,25,921	861	99.88	0.12
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>7,28,382</b>	<b>28.56</b>	<b>7,25,921</b>	<b>861</b>	<b>99.88</b>	<b>0.12</b>
<b>TOTAL</b>		<b>58,15,127</b>	<b>7,28,382</b>	<b>12.53</b>	<b>7,25,921</b>	<b>861</b>	<b>99.88</b>	<b>0.12</b>

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	14,702
Public Institutions	-
Public - Non Institutions	11,560



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# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

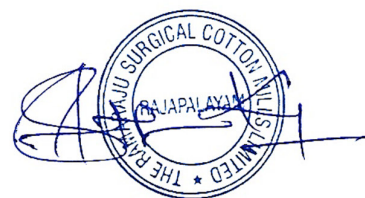
Manufacturers of Antiseptic Dressings

## Agenda 3: Approval of Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited:

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
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	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public - Institutions	E-Voting	86,760	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public – Non Institutions	E-Voting	25,50,504	7,26,782	28.50	7,25,921	861	99.88	0.12
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>7,26,782</b>	<b>28.50</b>	<b>7,25,921</b>	<b>861</b>	<b>99.88</b>	<b>0.12</b>
<b>TOTAL</b>		<b>58,15,127</b>	<b>7,26,782</b>	<b>12.50</b>	<b>7,25,921</b>	<b>861</b>	<b>99.88</b>	<b>0.12</b>

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	14,702
Public Institutions	-
Public - Non Institutions	11,560



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## Agenda 4: Approval of Material Related Party Transaction with M/s. Rajapalayam Textile Limited:

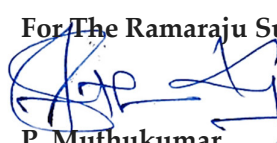
Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - In favour	No. of Vote – In against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoters and Promoters group	E-Voting	31,77,863	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public - Institutions	E-Voting	86,760	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public – Non Institutions	E-Voting	25,50,504	7,26,782	28.50	7,25,921	861	99.88	0.12
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>7,26,782</b>	<b>28.50</b>	<b>7,25,921</b>	<b>861</b>	<b>99.88</b>	<b>0.12</b>
<b>TOTAL</b>		<b>58,15,127</b>	<b>7,26,782</b>	<b>12.50</b>	<b>7,25,921</b>	<b>861</b>	<b>99.88</b>	<b>0.12</b>

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	14,702
Public Institutions	-
Public - Non Institutions	11,560

The Members of the Company have approved the Ordinary Resolutions as embodied in the Postal Ballot Notice dated 12<sup>th</sup> November, 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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**R. PALANIAPPAN**  
CHARTERED ACCOUNTANT

9 Cedar Wood,  
11, 4<sup>th</sup> Main Road,  
Raja Annamalaipuram,  
Chennai 600 028

**Scrutiniser's Report**

[Pursuant to Section 108 of the Companies Act, 2013, and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]

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

Dear Sir,

Sub: Scrutiniser Report on voting through e-voting for the Postal Ballot in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014

1. I, R. Palaniappan, Practicing Chartered Accountant and Partner of M/s. 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") on 12<sup>th</sup> November, 2024 to scrutinise the e-voting process for the Postal Ballot through electronic voting ("Remote e-Voting") conducted by the Company, as per provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Postal Ballot Notice ("the Notice") dated 12<sup>th</sup> November, 2024, in respect of the following four Ordinary Resolutions.

1. Approval of Material Related Party Transaction with M/s. Rajapalayam Mills Limited.

*To consider and pass the following Resolution(s), as an ORDINARY RESOLUTION(S):*

*"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Rajapalayam Mills Limited (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations), in terms of the*



*explanatory statement to this notice and more specifically set out in Table - A in the explanatory statement to this notice.*

*RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its power including powers conferred under this resolution) be and are hereby Severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

2. Approval of Material Related Party Transaction with M/s. Sri Vishnu Shankar Mill Limited.

*To consider and pass the following Resolution(s), as an ORDINARY RESOLUTION(S):*

*"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and Section 188 of the Companies Act, 2013 ("Act") read with rules 4 made thereunder, other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Sri Vishnu Shankar Mill Limited (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this notice and more specifically set out in Table - B in the explanatory statement to this notice.*

*RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers*





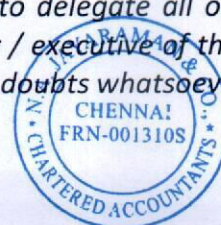
*conferred under this resolution) be and are hereby Severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

3. Approval of Material Related Party Transaction with M/s. Sandhya Spinning Mill Limited.

*To consider and pass the following Resolution(s), as an ORDINARY RESOLUTION(S):*

*"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Sandhya Spinning Mill Limited (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this notice and more specifically set out in Table - C in the explanatory statement to this notice.*

*RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and are hereby Severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may*



*arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

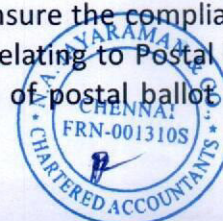
4. Approval of Material Related Party Transaction with M/s. Rajapalayam Textile Limited.

*To consider and pass the following Resolution(s), as an ORDINARY RESOLUTION(S):*

*"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and Section 188 of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with M/s. Rajapalayam Textile Limited (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this notice and more specifically set out in Table - D in the explanatory statement to this notice.*

*RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and are hereby Severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal ballot and e-voting. My responsibility is to Scrutinise the e-voting of postal ballot in a fair and



transparent manner and issue a Scrutiniser's Report of the total votes cast in favour or against.

3. Pursuant to Sections 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification) or re-enactment(s) thereof for the time being in force) read with circulars and notifications issued by Ministry of Corporate Affairs and Securities exchange Board of India in this regard, the Notice along with explanatory statement and instructions for e-voting were sent to 1,095 Members (members who have registered their mail IDs, out of the total members of 1,576) on Wednesday, 20<sup>th</sup> November, 2024, only through electronic mode, to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 15<sup>th</sup> November, 2024 (the "Cut-Off date"), as received from Depositories who have registered their e-mail addresses with, the Company / Depository Participant.
4. Central Depository Services (India) Limited (CDSL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 241119009 for the same.
5. The particulars with regard to the remote e-voting process were duly advertised in Business Line (English – All Editions) on Thursday, 21<sup>st</sup> November, 2024 and in Makkal Kural (Tamil – Madurai Edition) on Thursday, 21<sup>st</sup> November, 2024. The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company.
6. The Members holding shares as on the Cut-Off date were entitled to vote on the resolutions set out in the Notice only through e-voting.
7. The e-voting facility for the Postal Ballot was made available from 9.00 a.m. (IST) on Friday, 22<sup>nd</sup> November, 2024 to 5.00 p.m. (IST) on Saturday, 21<sup>st</sup> December, 2024.
8. On completion of the e-voting process, I downloaded the postal ballot details from the e-Voting platform of CDSL, in the presence of two independent persons not in the employment of the Company, and scrutinised the votes cast through Remote e-Voting and validated the same with the list of eligible members and their holding as on the cut-off date.
9. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.



10. The results of the e-voting are as under:

Resolution No.	Total No. of Ballots	Total No. of Votes	Invalid Votes		Total Valid Votes	Votes cast in favour			Votes cast against		
			No. of Ballots	Total Invalid Votes		No. of Ballots	No. of Votes	% of Votes	No. of Ballots	No. of Votes	% of votes
1	32	7,53,044	2	26,262	7,26,782	28	7,25,921	99.88%	2	861	0.12%
2	33	7,54,644	2	26,262	7,28,382	29	7,27,521	99.88%	2	861	0.12%
3	32	7,53,044	2	26,262	7,26,782	28	7,25,921	99.88%	2	861	0.12%
4	32	7,53,044	2	26,262	7,26,782	28	7,25,921	99.88%	2	861	0.12%

11. All the four ordinary resolutions were passed with requisite majority on the conclusion of the Postal Ballot on 21<sup>st</sup> December 2024.



R. PALANIAPPAN  
Chartered Accountant  
Membership No. 205112  
Scrutiniser  
UDIN: 24205112BKFAAB9734



Date: 21<sup>st</sup> December 2024  
Place: Chennai