

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. CS /2025-26_124

17th February, 2026

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.: Notice of Postal Ballot dated 12th February, 2026

In Compliance with Regulation 30 of the SEBI (LODR) Regulations, 2015, we enclose herewith the Notice of Postal Ballot seeking approval of shareholders of the company for the following resolutions:

S. No.	Special Resolution
1.	Reappointment of Shri P.A.S. Alaghar Raja (DIN: 00487312) as an Independent Director
S. No.	Ordinary Resolutions
2.	Approval of Sale of Investments to Rajapalayam Mills Limited, a related party
3.	Approval of Sale of Investments to Sri Vishnu Shankar Mills Limited, a related party.

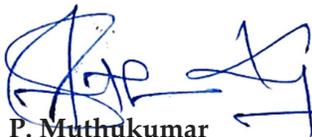
The Notice of Postal Ballot will be dispatched electronically on 17th February, 2026 to the eligible shareholders as on 13th February, 2026. The Notice Postal Ballot is also available on the Company's website www.ramarajusurgical.com.

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

Thanking you,

Yours faithfully,

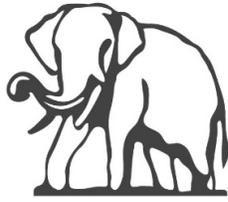
For The Ramaraju Surgical Cotton Mills Limited,


P. Muthukumar
Company Secretary & Compliance Officer
Mem. No.: F12904



Encl: a/a





THE RAMARAJU SURGICAL COTTON MILLS LIMITED

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Registered Office: 119, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626117.

Ph.: 04563-235904 | E-Mail: rscm@ramcotex.com

CIN : L17111TN1939PLC002302 | Website : www.ramarajusurgical.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India and, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR”) and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) (“Members” or “Equity Shareholders”) is sought through Postal Ballot, only by way of E-Voting (voting through electronic means) for the following resolutions:

S. No.	Special Resolution
1.	Reappointment of Shri P.A.S. Alaghar Raja (DIN: 00487312) as an Independent Director
S. No.	Ordinary Resolutions
2.	Approval of Sale of Investments to Rajapalayam Mills Limited, a related party
3.	Approval of Sale of Investments to Sri Vishnu Shankar Mills Limited, a related party

Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this postal ballot notice (the “Postal Ballot Notice”).

Members’ consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at www.ramarajusurgical.com and the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com. The Postal Ballot Notice can also be accessed from the website of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited (MSEI) at www.msei.in.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by

casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Company has appointed Shri. MRL Narasimha, Practicing Company Secretary (COP No.799) to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Wednesday, February 18, 2026
Conclusion of e-voting period	5.00 p.m. IST on Friday, March 20, 2026
Cut-off date for eligibility to vote	Friday, February 13, 2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Friday, March 20, 2026, and will be disallowed thereafter

The last date of e-voting, i.e. Friday, March 20, 2026, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by Chairman in writing who shall countersign the same and the Chairman or a person authorised by Chairman in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the MSEI.

The proposed resolutions along with the Statement pursuant to Section 102 of the Act, setting out all material facts, concerning each item of Special Business and reasons thereof are annexed hereto for consideration of the Members.

SPECIAL BUSINESS – SPECIAL RESOLUTION

Item No: 1

To approve appointment of Shri P.A.S. Alaghar Raja (DIN: 00487312) as a Non-Executive Independent Director on the Board of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Shri P.A.S. Alaghar Raja (DIN: 00487312), who holds office as an Independent Director up to 15th June, 2026, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years with effect from 16th June, 2026 up to 15th June, 2031.

“RESOLVED FURTHER THAT Shri. N.R.K. Ramkumar Raja, Managing Director, Shri. N. Vijay Gopal, Chief Financial Officer and Shri. P. Muthukumar, Company Secretary of the company be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

Item No: 2

To Approve the Sale of Investments to Rajapalayam Mills Limited, a Related Party

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, 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 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 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 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.”

Item No: 3

To Approve the Sale of Investments to Sri Vishnu Shankar Mills Limited, a related party

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, 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 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 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.”

**By Order of the Board,
For THE RAMARAJU SURGICAL COTTON MILLS LIMITED
Sd/-**

**P. Muthukumar
Company Secretary & Compliance Officer
Mem. No. F12904**

**Rajapalayam
12.02.2026**

Notes:

1. Pursuant to Sections 102 and 110 of the Act, statement setting out material facts and reasons for the proposed resolutions are appended hereto.
2. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Friday, February 13, 2026 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.
4. A copy of this Postal Ballot Notice is also available on the Company’s website www.ramarajusurgical.com, the websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited (MSEI) at www.msei.in and on website of CDSL at www.evotingindia.com.
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

Instructions to shareholders for remote e-voting:

6. 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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-Voting facility to exercise their right to vote in the Postal Ballot, for the business to be transacted, through e-voting services provided by CDSL.
 - B. The facility for remote e-voting shall remain open from 9.00 a.m. IST on Wednesday, February 18, 2026 to 5.00 p.m. IST on Friday, March 20, 2026. 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. Friday, the 13th

February, 2026, may exercise the remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Friday, March 20, 2026.

- C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
- D. Pursuant to said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode are given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where theevoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected

	<p>to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding Securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

a. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at helpline no.: 022-4886 7000 and 022-2499 7000.

b. Access through CDSL e-Voting system in case of Shareholders holding share in Physical mode and non-individual Shareholder in Demat mode.

Login method for e-Voting shareholders holding share in Physical mode and non-Individual Shareholder in Demat mode.

1. The shareholders should log on to the e-voting website **www.evotingindia.com**.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Physical Form and Shareholders holding shares in Demat Form other than individual holders:

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (b).

After entering these details appropriately, click on “SUBMIT” tab.

- E. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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 strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- F. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- G. Click on the EVSN for M/s. The Ramaraju Surgical Cotton Mills Limited, on which you choose to vote.
- H. 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.
- I. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- J. 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.
- K. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- L. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- M. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- N. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- O. Facility for Non – Individual Shareholders and Custodians – Remote Voting
 - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. 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.
 - iv. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping
 - v. It is mandatory that 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.
 - vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at mrln54@outlook.com or mrln54@gmail.com and to the company at the email address viz; rscm@ramcotex.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- P. If you have any queries or issues regarding e-Voting from CDSL e-Voting system, you can write to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 21 09911.

7. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP.
 - A. For Physical shareholders, please submit form ISR-1 duly filled to M/s. Cameo Corporate Services Limited, our Registrar to an Issue and Share Transfer Agent.
 - B. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting.
8. 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 Friday, February 13, 2026.
9. Shri. M.R.L. Narasimha (COP no. 799), Practicing Company Secretary will act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days of conclusion of the e-voting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a 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.
11. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited.
12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free No. 1800 21 09911.

**By Order of the Board,
For THE RAMARAJU SURGICAL COTTON MILLS LIMITED**

**Rajapalayam
12.02.2026**

**Sd/-
P. Muthukumar
Company Secretary & Compliance Officer
Mem. No. F12904**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO: 1

Shri. P.A.S. Alaghar Raja (DIN: 00487312), aged 50 years, was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Appointment Rules by the Board, effective June 16, 2021, to hold office up to June 15, 2026. The members, at the Annual General Meeting (AGM) held on August 25, 2021, had approved the same. His, first term as an Independent Director will be expired on June 15, 2026.

As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Shri. P.A.S. Alaghar Raja (DIN: 00487312) fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Nomination and Remuneration Committee (NRC), after considering the performance evaluation of Shri. P.A.S. Alaghar Raja (DIN: 00487312) during his first term of 5 (five) years and considering his knowledge, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (Five) years.

In view of the above, the NRC and the Board are of the view that Shri. P.A.S. Alaghar Raja (DIN: 00487312) possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint his as an Independent Director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Shri. P.A.S. Alaghar Raja (DIN: 00487312) as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years effective June 16, 2026 up to June 15, 2031 (both days inclusive).

In the opinion of the Board and based on its evaluation, Shri. P.A.S. Alaghar Raja (DIN: 00487312) fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an Independent Director of the Company and he is independent of the Management of the Company.

The Board considers that the continued association of Shri. P.A.S. Alaghar Raja (DIN: 00487312) would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. The resolution seeks the approval of members for the reappointment of Shri. P.A.S. Alaghar Raja (DIN: 00487312) as an Independent Director of the Company, for a second term of 5 (Five) years effective June 16, 2026 up to June 15, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

He is eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Independent Directors of the Company, as a special resolution as set out in Item no. 1.

Except, being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in these Resolutions as set out in Item no. 1 of this notice.

Additional information on directors recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name of the Director	Shri P.A.S. Alaghar Raja
Director Identification Number (DIN)	00487312
Age	50 years
Qualifications	Diploma in Textile Technology
Experience	Shri P.A.S. Alaghar Raja (DIN: 00487312), holds a Diploma in Textile Technology. He has specialized knowledge and experience in Textile Industry for 2 decades. He is Whole-time Director of Tirupathi Yartex Spinners Private Limited.
Terms and conditions of appointment	Independent Director for a consecutive period of 5 years from 16 th June, 2026 to 15 th June, 2031. He will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.
Date of First Appointment to the Board	16 th June, 2021
Details of remuneration last drawn	By way of Sitting fees for attending the board and Committee meeting held 12.02.2026 is Rs. 65,000/-.
Shareholding in the Company as on date	2,010
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	5
Other Directorships	1. Tirupathi Yartex Spinners Private Limited 2. Rajapalayam Textile Limited 3. Sri Vishnu Shankar Mills Limited 4. Rajapalayam Mills Limited
Memberships and Chairmanships of Committees of other Board	As given below
Skills and capabilities required for the role and the way he meets such requirements	Expert in Textile Technology and Strategy Management.

Memberships and Chairmanships of Committees of other Board:

1.	Sri Vishnu Shankar Mills Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
2.	Rajapalayam Mills Limited	Rights Issue Committee	Member
3.	Rajapalayam Textile Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member

ITEM NO: 2 and 3

The following Statement sets out all facts relating to the business mentioned under Item Nos. 2 and 3 in the Notice:

The provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 require prior approval of members by ordinary resolution for related party transactions involving selling or otherwise disposing of or buying property of any kind amounting to ten percent (10%) of networth of the Company as per audited financial statements of the immediately preceding financial year. Accordingly, the businesses mentioned in item nos 2 and 3 involving in sale of investment to Related parties which exceeds the abovementioned statutory limits, hence it required prior approval from the shareholders of the Company.

The Company proposes to enter certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 12-02-2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution(s) set forth at Item No. 2 and 3 of the Notice for approval by the Members.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution(s).

Shri. P.R. Venketarama Raja, Smt. Nalina Ramalakshmi, Shri. P.A.S. Alaghar Raja and their relatives are deemed to be concerned or interested in resolutions, as set out in Item no. 2 and 3 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item no. 2 and 3 of this Notice.

The details of transactions as required under Section III-B of the SEBI Master Circular No: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 are set forth below:

TABLE A: To Approve the Sale of Investments to Rajapalayam Mills Limited, a Related Party

S.No	Particulars	Details
a.	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section;	<p>The Ramaraju Surgical Cotton Mills Limited (RSCM) proposes to sell its investment in the equity shares of The Ramco Cements Limited with aggregate Value of consideration not exceeding Rs. 20.00 Crores to Rajapalayam Mills Limited (RML), a related party, on an arm's length basis and in compliance with applicable laws, at the market price prevailing on the date of the transaction.</p> <p>The transaction is expected to be completed within 31.03.2027.</p> <p>Relationship: RML is a Member of Promoter group of RSCM. RSCM is a Member of Promoter group of RML.</p> <p>Nature of interest: RML holds 0.10% of equity shares in RSCM. RSCM holds 1.83% equity shares in RML.</p> <p>Name of Related Directors: Shri. P.R. Venketrama Raja, Smt. Nalina Ramalakshmi, are promoters of RML. Shri. P.A.S. Alaghar Raja is a Director of RML.</p>
b.	Justification for why the proposed transaction is in the interest of the listed entity;	RSCM is forming part of Promoters Group of The Ramco Cements Limited. The transfer of shares within the promoter group at market price is in the best interest of the Company. It provides better liquidity of the investments of the Company at prevailing market price. It enhances the Company's overall financial flexibility, portfolio efficiency, and shareholder value without compromising its strategic alignment or influence in The Ramco Cements Limited.
c.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above;	Not Applicable
d.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

e.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	2.23 %
f.	Any other information that may be relevant.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

TABLE B: To Approve the Sale of Investments to Sri Vishnu Shankar Mills Limited, a Related Party

S.No	Particulars	Details
a.	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section;	<p>The Ramaraju Surgical Cotton Mills Limited (RSCM) proposes to sell its investment in the equity shares of The Ramco Cements Limited with aggregate Value of consideration not exceeding Rs. 20.00 Crores to Sri Vishnu Shankar Mill Limited (SVSML), a related party, on an arm's length basis and in compliance with applicable laws, at the market price prevailing on the date of the transaction.</p> <p>The transaction is expected to be completed within 31.03.2027.</p> <p>Relationship: SVSML is a Member of Promoter group of RSCM. RSCM is a Member of Promoter group of SVSML.</p> <p>Nature of interest: SVSML holds 0.06% of equity shares in RSCM. RSCM holds 0.75% equity shares in SVSML.</p> <p>Name of Related Directors: Shri. P.R. Venketrama Raja, Smt. Nalina Ramalakshmi, are promoters of SVSML. Shri. P.A.S. Alaghar Raja, Director is Director of SVSML.</p>
b.	Justification for why the proposed transaction is in the interest of the listed entity;	RSCM is forming part of Promoters Group of The Ramco Cements Limited. The transfer of shares within the promoter group at market price is in the best interest of the Company. It provides better liquidity of the investments of the Company at prevailing market price. It enhances the Company's overall financial flexibility, portfolio efficiency, and shareholder value without compromising its strategic alignment or influence in The Ramco Cements Limited.
c.	Where the transaction relates to any loans, inter-corporate deposits, advances	Not Applicable

	or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above;	
d.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
e.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	6.94 %
f.	Any other information that may be relevant.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

**By Order of the Board,
For THE RAMARAJU SURGICAL COTTON MILLS LIMITED**

**Rajapalayam
12.02.2026**

**Sd/-
P. Muthukumar
Company Secretary & Compliance Officer
Mem. No. F12904**