

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Registered Office: P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117. Tamil Nadu.

Phone: (0) 91-4563-235904 E-Mail: rscm@ramcotex.com, rscm@bsnl.in

Website: www.ramarajusurgical.com CIN: L17111TN1939PLC002302

NOTICE TO THE MEMBERS

Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the Company will be held at 10.00 A.M. on Monday, the 25th January, 2021 at The Ramaraju Surgical Cotton Mills Limited Premises, 119, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117, Virudhunagar District, Tamil Nadu to transact the following businesses.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) the consent of the members be and is hereby accorded for acquiring the equity shares of M/s. Madras Chipboard Limited (MCBL) upto an investment value of Rs. 12.20 Crores (Rupees Twelve Crores and Twenty Lakhs only) i.e. 52.20% of the equity shares of MCBL namely 12,626 equity shares to be acquired from related parties of the Company at a purchase price of Rs. 9,659/- (Rupees Nine Thousand Six Hundred and Fifty-Nine only) per share.

RESOLVED FURTHER THAT the Board of Directors or such persons as may be authorized by the Board of Directors be and are hereby authorized to decide the quantum and timing of purchase of shares from the related parties of the Company as considered necessary, within the aforesaid investment value of Rs.12.20 Crores."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) the consent of the members be and is hereby accorded for selling part of the Equity Shares held by the Company in M/s. The Ramco Cements Limited not exceeding a market value of Rs.30 Crores (Rupees Thirty Crores only) in one or more tranches to M/s. Ramco Industries Limited at the market price prevailing on the dates of the transactions.

RESOLVED FURTHER THAT the Board of Directors or such persons as may be authorized by the Board of Directors be and are hereby authorized to decide the quantum and timing of the sale of shares as considered necessary, within the aforesaid limit of Rs.30 Crores."

By Order of the Board,

For **THE RAMARAJU SURGICAL COTTON MILLS LIMITED,**

Place : Rajapalayam

Date : December 30, 2020

P.R. VENKETRAMA RAJA
CHAIRMAN

THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

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NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Share Capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable. Attendance Slip is enclosed. Members, Proxies and Authorised Signatories are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
4. The cut-off date will be **Tuesday, the 19th January, 2021** for determining the eligibility to vote by remote e-voting or in the EGM.
5. Electronic copy of the Notice for the EGM is being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice is being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The EGM Notice is also available on the Company's Website - **www.ramarajusurgical.com** for their download.
6. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-Mail address and changes therein with the Company in respect of physical Shares and with Depository Participants in respect of dematerialised Shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / Depository Participants.
7. A Route map with prominent land mark for easy location of the venue of the meeting is given with this notice as per requirement of Clause No. 1.2.4. of the Secretarial Standard - 2 on "General Meetings".
8. 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 at this EGM and the business may be transacted through such voting, through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

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- B. The facility for voting, through electronic voting system or ballot shall also be made available at the time of meeting and members attending the meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.
- C. The members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-Voting are as under:

- i) To log on to the e-voting website **www.evotingindia.com**
- ii) To Click on "Shareholders" module.
- iii) Now enter your User ID as given below:
 - For CDSL: 16 Digits Beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding Shares in Physical Form should enter Folio Number registered with the Company (or)

Alternatively, if the Member has already registered for CDSL's EASI/ EASIEST e-services, the member can login at **https://www.cdslindia.com** from Login - yeasi using the login credentials. On successful login to CDSL's EASI / EASIEST e-services, the Member should click on e-Voting option and proceed directly to cast the vote electronically.

- iv) Next enter the Image Verification Code as displayed and Click on Login.
- v) PASSWORD

If you are holding Shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.

If you are first time user follow the steps given below:

- (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No. / Client ID in the PAN field.

In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio Number to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is A. Raja with folio number 1 then enter AR00000001 in the PAN Field.

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(b) Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.

If both of the above details are not recorded with the depository or Company, please enter the User ID / Folio No [mentioned in (iii) above] in the Dividend Bank details field. After entering the required details, click on "SUBMIT" tab.

- vi) Members holding Shares in physical form will then directly reach the Company selection screen. However, members 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.
- vii) For members holding Shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- viii) Click on the relevant EVSN for THE RAMARAJU SURGICAL COTTON MILLS LIMITED on which you choose to vote.
- ix) 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.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- xi) 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the voting done by you clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
- xiv) If you have forgotten the changed password then enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- xv) Members can also cast their vote using CDSL's Mobile App "m-Voting". This App can be downloaded from the Google Play Store or Apple App Store. Please follow

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the instructions as prompted by the Mobile App while casting your vote through remote e-Voting.

9. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.,) and Custodian are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to **helpdesk.evoting@cdslindia.com**.
 - 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.
 - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the CDSL they would be able to cast their vote.
 - A 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 scrutiniser to verify the same.
 - Alternatively, Non Individual Shareholders can 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 Scrutiniser at **mrln54@gmail.com** and to the Company at **rscm@ramcotex.com**, if they have voted from individual tab and not uploaded it in the CDSL e-Voting system to enable the scrutinizer to verify the same.
- D. The facility for remote e-Voting shall remain open **from 9.00 A.M. on Friday, the 22nd January, 2021 to 5.00 P.M. on Sunday, the 24th January, 2021.** During this period, the Members holding Shares either in physical form or in dematerialized form, as on the **cut-off-date, viz., Tuesday, the 19th January, 2021,** may opt for remote e-Voting. Remote E-Voting shall not be allowed beyond **5.00 P.M. on 24th January, 2021.**
- E. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at **www.evotingindia.com** under help section or write an e-mail to **helpdesk.evoting@cdslindia.com** or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). Alternatively, the members may write to the Company Secretary at email id: **rscm@ramcotex.com** or contact at telephone number 04563-235904.
- F. 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 **Tuesday, the 19th January, 2021.**

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- G. Shri M.R.L. Narasimha, Practicing Company Secretary (Membership No: 2851), will act as the Scrutiniser to scrutinize the e-Voting process in a fair and transparent manner.
- H. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiniser, by use of ballot or by using an electronic voting system for all those members who are present at the EGM but have not cast their votes by availing the remote e-Voting facility.
- I. The Scrutiniser shall immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting there after unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the company and make not later than 48 hours of conclusion of the meeting, a consolidated scrutiniser'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.

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

Place : Rajapalaiyam
Date : December 30, 2020

P.R. VENKETRAMA RAJA
CHAIRMAN

THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

M/s. Madras Chipboard Limited (MCBL), Public Limited Company was incorporated in the year 1961 and has its Registered Office at 53, Annamaraja Nagar, Sankarankovil Road, Rajapalayam – 626 117. Virudhunagar District. Tamil Nadu. MCBL is carrying on the business of manufacturing flush doors for use in residential units and commercial spaces.

The paid-up share capital of MCBL is Rs.24,18,600/- consisting of 24,186 Equity Shares of Rs.100/- each The shareholding pattern of MCBL as on 30th September, 2020 is as under:

S. No.	Category of Shareholders in MCBL	No. of Shareholders	No. of Equity Shares	As % of Total Shareholding
1.	Promoters' Shareholding	33	15,565	64.36
2.	Shareholding of Top ten shareholders not being Directors/Promoters/IEPF	10	2,143	8.86
3.	Shares in Investor Education and Protection Fund Authority, Ministry of Corporate Affairs *	1	3,163	13.08
4.	Other Public Shareholdings	222	3,315	13.70
Total		266	24,186	100.00

*IEPF is the custodian of shares which relates to 216 Nos of Shareholders.

MCBL is in possession of land and buildings which is in a very strategic location and will be useful for the Company's future expansion plan.

Out of 24,186 equity shares of MCBL, the Company's Related Parties are holding 12,626 equity shares. The name of related parties and their shareholdings in MCBL are provided below.

S. No.	Name of the Related Party	Nature of Interest	Shareholding in	
			MCBL	%
1.	Shri P.R. Venketrama Raja (PRV)	Chairman	35	0.14
2.	Smt. Nalina Ramalakshmi (NR)	Managing Director	35	0.14
3.	Shri N.R.K. Ramkumar Raja (NRKR)	Managing Director	1,352	5.59
4.	Shri N.K. Shrikantan Raja (NKS)	Director	827	3.42
5.	Shri P.J. Alaga Raja (PJA)	Director	51	0.21
6.	Shri P.A.B. Raju (PABR)	Director	26	0.11
7.	Shri P.J. Ramkumar Rajha (PJR)	Director	51	0.21

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S. No.	Name of the Related Party	Nature of Interest	Shareholding in	
			MCBL	%
8.	Smt. R. Sudarsanam	Mother of PRV & NR	157	0.65
9.	Smt. Saradha Deepa	Sister of PRV & NR	35	0.15
10.	Shri N.K. Ramasuwami Raja	Brother of NRKR & NKS	6,860	28.36
11.	Shri N.R.K. Venkatesh Raja	Brother of NRKR & NKS	1,477	6.11
12.	Smt. P.S. Ramani Devi	Sister of NRKR & NKS	620	2.56
13.	Shri N.S. Krishnama Raja	Son of NKS	700	2.90
14.	Smt. B. Annaphurni	Daughter in law of PABR	400	1.65
Total			12,626	52.20

The Company propose to acquire the 12,626 equity shares of MCBL held by the Related Parties of the Company. Since this is 52.20 % of the total shareholding of MCBL by virtue of holding, MCBL will become subsidiary of the Company and will become wholly owned subsidiary of the Company post acquisition of 100% equity shares in MCBL. In this regard, the Company has engaged the Registered Valuer for the purpose of obtaining fair market value per share of MCBL.

As per the valuation report dated 18th December, 2020 issued by Mr. S. Dehaleesan, Chartered Accountant, Registered Valuer (IBBI/RV/04/2019/11659), Chennai, the fair market value per equity shares of MCBL is Rs. 9,659/- per share. The bases of value adopted is Fair Market Value for arriving at per share value of MCBL.

Hence, it is proposed to acquire the 12,626 equity shares at Rs. 9,659/- per share i.e. upto an investment value of Rs.12.20 Crores from the Related Parties of the Company. Also, the Company in the due course will be prepared to acquire the shares of MCBL from unrelated willing shareholders at the same price i.e. Rs. 9,659/- per share by sending an offer letter to them.

The requirement of funds for the proposed acquisition by the Company will be met from the sale proceeds of part of its investments which is approximately 10% of the total market value of shares held in M/s. The Ramco Cements Limited.

Further, as per Section 188(1)(b) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 selling or otherwise disposing of or buying, property of any kind amounting to 10% or more of Net Worth as per the last audited Balance Sheet of the Company with Related Party shall require approval of the members.

The Net Worth of the Company as on March 31, 2020 is Rs.74.94 Crores. The proposed transaction with Related Parties of the Company is exceeding the aforesaid limit as set out in the rules as acquisition of shares from related parties will be to the tune of

THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

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Rs.12.20 Crores which is more than Rs.7.49 Crores i.e. 10% of the Net Worth of Rs.74.94 Crores. Hence, this proposal to acquire the shares from the Related Parties is being placed before the members for approval.

The Resolution proposes to authorize Board of Directors or such persons as may be authorized by the Board of Directors to decide the timing of acquiring of shares as considered necessary from the Related Parties of the Company within the aforesaid limit of Rs.12.20 Crores.

The acquisition would happen in a phased manner i.e. one or more tranches and would be in compliance of the applicable Acts and Regulations.

The valuation report dated 18th December, 2020 and Audited interim condensed financial statements as on 31st October, 2020 of MCBL are available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Extra-ordinary General Meeting.

The Directors recommend the Resolution to the Members for approval.

Disclosure of Interest:

S. No	Name of the Person	Category of the Person in the Company	Nature of Concern or Interest in MCBL	Share-holding in MCBL	% of Share-holding in MCBL
1.	Shri P.R. Venketrama Raja	Promoter & Chairman	Promoter & Member	35	0.14
2.	Smt. Nalina Ramalakshmi (NR)	Promoter & Managing Director	Promoter & Member	35	0.14
3.	Shri N.R.K. Ramkumar Raja (NRKR)	Promoter Group & Managing Director	Promoter & Member	1,352	5.59
4.	Shri N.K. Srikantan Raja (NKS)	Director	Promoter & Member	827	3.42
5.	Shri P.J. Alaga Raja (PJA)	Director	Member	51	0.21
6.	Shri P.J. Ramkumar Rajha (PJR)	Director	Promoter & Director & Member	51	0.21
7.	Shri P.A.B. Raju (PABR)	Director	Member	26	0.11
8.	Smt R. Sudharsanam	Promoter Group & Relative of Directors	Promoter & Member	157	0.65
9.	Smt. Saradha Deepa	Promoter Group & Relative of Directors	Promoter & Member	35	0.15

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S. No	Name of the Person	Category of the Person in the Company	Nature of Concern or Interest in MCBL	Share-holding in MCBL	% of Share-holding in MCBL
10.	Shri N.K. Ramasuwami Raja	Relative of Directors	Promoter & Chairman & Managing Director	6,860	28.36
11.	Shri N.R.K. Venkatesh Raja	Relative of Directors	Promoter & Member	1,477	6.11
12.	Smt. P.S. Ramani Devi	Relative of Directors	Promoter & Member	620	2.56
13.	Smt. N.S. Krishnamma Raja	Relative of Director	Member	700	2.90
14.	Smt B. Annaphurni	Relative of Director	Promoter & Member	400	1.65
Total				12,626	52.20

No other Key Managerial Personnel is interested in the Resolution.

Item No.2

The Company is holding 36,24,000 equity shares of Rs.1/- each in M/s. The Ramco Cements Limited. This consists of 1.54% in the paid-up share capital of M/s. The Ramco Cements Limited. The cost of the investment is Rs.19.86 Lakhs and the value of the shares is Rs.282.00 Crores as per the market price prevailing as on 24th December, 2020.

The Company proposes to sell a part of the shares held by the Company in M/s. The Ramco Cements Limited not exceeding a market value of Rs. 30 Crores to M/s. Ramco Industries Limited. The limit of Rs.30 Crores, includes Rs.7.40 Crores as approved by the Board of Directors at their meeting held on 9th November, 2020 for the sale of shares of M/s. The Ramco Cements Limited. The actual number of shares to be sold will depend upon the price at which the transactions are carried out.

The Resolution proposes to authorize Board of Directors or such persons as may be authorized by the Board of Directors to decide the quantum and timing of the sale of shares as considered necessary, within the aforesaid limit of Rs.30 Crores.

The Ramaraju Surgical Cotton Mills Limited and Ramco Industries Limited are related parties in accordance with Section 2(76) of the Companies Act, 2013.

As per Section 188(1)(b) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 selling or otherwise disposing of or buying, property of any kind amounting to 10% or more of Net Worth as per the last audited Balance Sheet of the Company with Related Party shall require approval of the members.

The Net Worth of the Company as on March 31, 2020 is Rs.74.94 Crores. The proposed transaction with M/s. Ramco Industries Limited is exceeding the threshold limit as set out in the Rules. Hence, this is being placed before the members for approval.

THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

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The proceeds of this transaction would be used for acquisition of equity shares of M/s. Madras Chipboard Limited and other general corporate purposes of the Company.

The Board recommends the resolution for the approval of the members.

Disclosure of Interest:

Name of the Person	Category of the Person in the Company	Nature of Concern or Interest in Ramco Industries Limited	Shareholding in Ramco Industries Limited
Shri P.R. Venketrama Raja	Promoter & Chairman	Promoter & Chairman	62,20,655
Smt. Nalina Ramalakshmi	Promoter & Managing Director	Promoter Group	63,00,655
Shri N.R.K. Ramkumar Raja	Promoter Group & Managing Director	Promoter Group	1,74,640
Shri N.K Shrikantan Raja	Director	Director	54,140
Shri P.J. Alaga Raja	Director	Member	95,880
Shri V. Santhanaraman	Director	Director	---
Smt. R. Sudarsanam	Promoter Group & Relative of Directors	Promoter Group	30,77,276
Smt. Saradha Deepa	Promoter Group & Relative of Directors	Promoter Group	52,63,655
Smt P.V. Nirmala	Promoter Group & Relative of Director	Promoter Group	4,00,000
Shri P.V. Abinav Ramasubramaniam Raja	Relative of Director	Promoter Group & Managing Director	40,000
Smt P.V. Srisandhya	Promoter Group & Relative of Director	Promoter Group	42,400
Smt. N.S. Githalakshmi	Relative of Director	Member	20,000
Shri N.S. Krishnamma Raja	Relative of Director	Member	5,500
Shri N.K. Ramasuwami Raja	Relative of Directors	Member	7,712
Shri N.R.K. Venkatesh Raja	Relative of Directors	Member	1,80,640
Smt. A. Ramalakshmi	Relative of Director	Member	3,98,400
Smt. B. Annapurni	Relative of Director	Member	20,000

No other Key Managerial Personnel is interested in the Resolution.

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

Place : Rajapalaiyam
Date : December 30, 2020

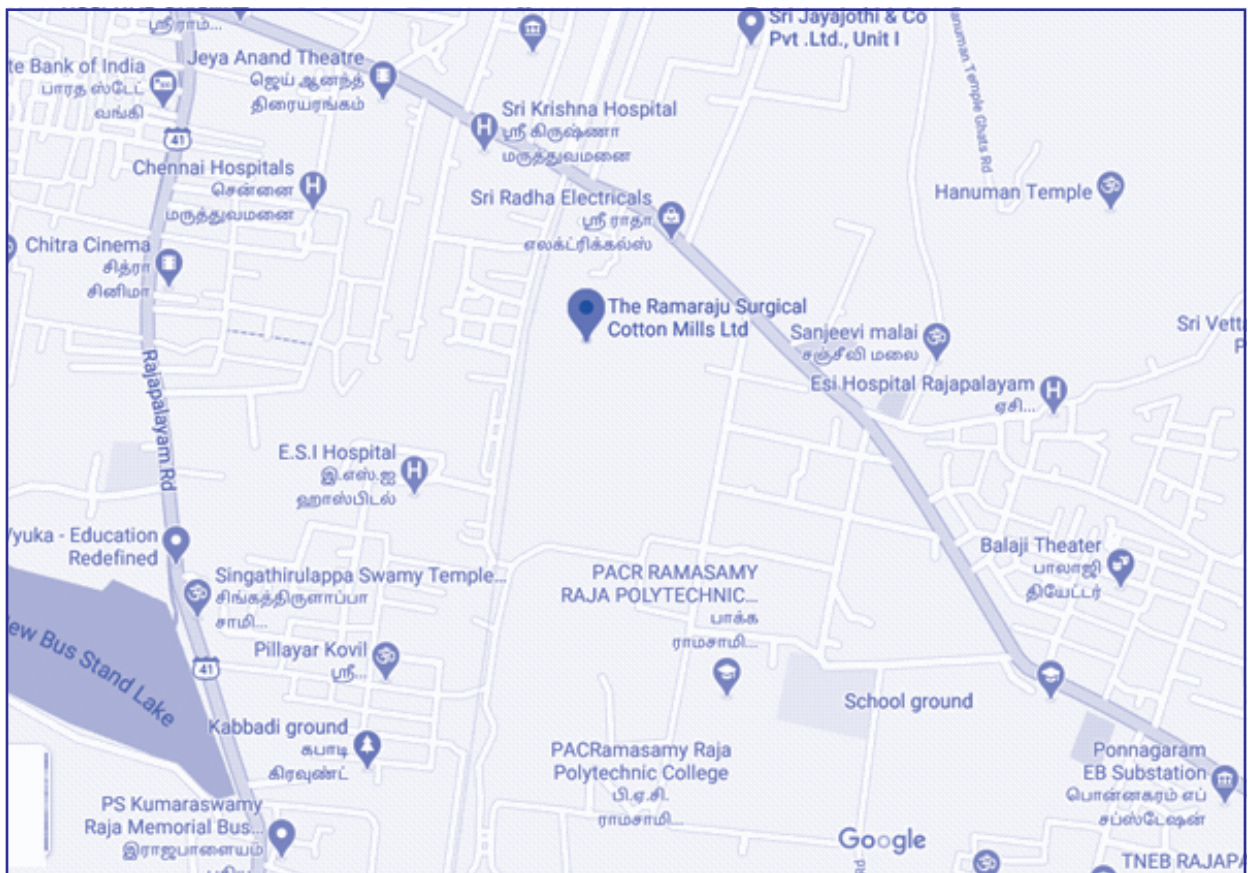
P.R. VENKETRAMA RAJA
CHAIRMAN

THE RAMARAJU SURGICAL COTTON MILLS LIMITED, RAJAPALAIYAM.

Map showing location of venue of Extra-ordinary General Meeting

Venue Address:

**The Ramaraju Surgical Cotton Mills Limited Premises,
119, P.A.C. Ramasamy Raja Salai,
Rajapalaiyam - 626 117,
Virudhunagar District, Tamil Nadu**



Land Mark: Near Railway Gate towards Chatrapatti Road

Distance from Rajapalaiyam Bus Stand : 2 KM

Distance from Rajapalaiyam Railway Station : 1.8 KM

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

CIN : L17111TN1939PLC002302

Registered Office: P.A.C. Ramasamy Raja Salai, Rajapalaiyam – 626 117. Tamil Nadu.

Name of the member(s) :

Registered Address :

E-mail ID :

Folio No./ DP ID & Client ID.:

I/We, being the member(s) of shares of the above named Company, hereby appoint

1. Name : Address :

E-mail ID : Signature : or failing him / her

2. Name : Address :

E-mail ID : Signature : or failing him / her

3. Name : Address :

E-mail ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Monday, the 25th January, 2021 at 10.00 A.M. at The Ramaraju Surgical Cotton Mills Limited Premises, 119, P.A.C. Ramasamy Raja Salai, Rajapalaiyam - 626 117, Virudhunagar District, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTION
	Special Business - Ordinary Resolution
1.	Approval for acquiring the Equity Shares of M/s. Madras Chipboard Limited from the Related Parties of the Company upto an investment value of Rs.12.20 Crores
2.	Approval for sale of part of the Equity Shares held in M/s. The Ramco Cements Limited to M/s. Ramco Industries not exceeding a market value of Rs.30 Crores

Signed this day of 2021

Signature of Shareholder :

Signature of Proxy holder(s) :



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

CIN : L17111TN1939PLC002302

Registered Office : P.A.C. Ramasamy Raja Salai, Rajapalaiyam – 626 117. Tamil Nadu.

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I / We hereby record my/our presence at the Extra-ordinary General Meeting of the Company.

Venue : The Ramaraju Surgical Cotton Mills Limited Premises, 119, P.A.C. Ramasamy Raja Salai, Rajapalaiyam – 626 117. Virudhunagar District, Tamil Nadu.

Date & Time : Monday, the 25th January, 2021 at 10.00 A.M.

Name of the Member : Folio No/DP ID & Client ID :

Name of the Proxy* : Signature of Member / Proxy Attending :

*(To be filled in, if the proxy attends instead of the Member)