

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. MSEI /2018

July 17, 2018

Head-Listing,
Metropolitan Stock Exchange of India Limited,
Vibgyor Towers, 4th Floor,
Plot No. C-62, G-Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 098.
India

Symbol: RAMARAJU

Dear Sir,

Sub: Notice Convening 78th Annual General Meeting

Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we send herewith a copy of Notice convening the 78th Annual General Meeting of our Company, which is Scheduled to be held on Friday, the 10th August, 2018 at 09.30 A.M. at P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108.

The Annual Report of the Company for the year 2017-18 will be submitted to you after the same is approved and adopted in the 78th Annual General Meeting of the Company in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For THE RAMARAJU SURGICAL COTTON MILLS LIMITED,

A. Emrajan

**A. EMARAJAN
COMPANY SECRETARY**

Encl: As above.



NOTICE TO THE MEMBERS

Notice is hereby given that the 78th Annual General Meeting of the Company will be held at 09.30 A.M. on Friday, the 10th August, 2018 at P.A.C.Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalaiyam - 626 108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS

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

"RESOLVED that the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2018, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

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

"RESOLVED that a Dividend of ₹ 0.50 per Share be and is hereby declared for the year ended 31st March, 2018 and the same be paid to those Shareholders whose name appear in the Register of Members and Register of Depositories as on 3rd August, 2018."

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

"RESOLVED that Shri P.R. Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as Director of the Company."

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

"RESOLVED that Shri N.K. Shrikantan Raja (DIN: 00350693), who retires by rotation, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS

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

"RESOLVED that pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Company be and is hereby accorded to the appointment of Shri N.R.K. Ramkumar Raja (DIN: 01948373) as Managing Director of the Company for a period of 3 years with effect from 14-02-2019, at a remuneration equivalent to 5% of the net profits of the Company.

RESOLVED FURTHER that the Nomination and Remuneration Committee be and is hereby authorised to fix the components, quantum and periodicity of the remuneration payable to the

Managing Director subject however that the annual remuneration does not exceed 5% of the net profits of the Company in any financial year.

RESOLVED FURTHER that where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Managing Director shall be paid remuneration as approved by the Nomination and Remuneration Committee as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 along with the following perquisites.

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure and other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013."

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

"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri P.J. Alaga Raja (DIN: 00446057), Independent Director of the Company, whose term ends on 31-03-2019 be re-appointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024."

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

"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Justice Shri P.P.S. Janarthana Raja (DIN: 06702871), Independent Director of the Company, whose term ends on 24-05-2019 be re-appointed as Independent Director for another term of 5 years starting from 25-05-2019 to 24-05-2024."

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

"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri V. Santhanaraman (DIN: 00212334),

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Independent Director of the Company, whose term ends on 24-05-2019 be re-appointed as Independent Director for another term of 5 years starting from 25-05-2019 to 24-05-2024."

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

"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri P.J. Ramkumar Rajha (DIN: 00487193), Independent Director of the Company, whose term ends on 24-05-2019 be re-appointed as Independent Director for another term of 5 years starting from 25-05-2019 to 24-05-2024."

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

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,15,000/- (Rupees One Lakh Fifteen Thousand Only) plus applicable taxes and out-of-pocket expenses payable to Shri M. Kannan, Cost Accountant (Firm Registration No. 102185) appointed as the Cost Auditor of the Company by the Board of Directors, for the financial year 2018-19 for auditing the Cost Records relating to manufacture of textile and pharmaceutical products, be and is hereby ratified and confirmed."

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

Rajapalaiyam,
29th May, 2018.

P.R. VENKETRAMA RAJA
CHAIRMAN

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 Friday, the 3rd August, 2018 for determining the eligibility to vote by remote e-Voting or in General Meeting.
5. Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed/unpaid dividends lying with the Company on the website of the Company (www.ramarajusurgical.com), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund.

The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Financial Year Ended	Date of Declaration of Dividend	Last Date for claiming Unpaid Dividend	Due Date for transfer to IEP Fund
31-03-2011	20-07-2011	19-07-2018	17-08-2018
31-03-2013 Interim Dividend Final Dividend	22-02-2013 01-08-2013	21-02-2020 31-07-2020	21-03-2020 29-08-2020
31-03-2014	04-08-2014	03-08-2021	01-09-2021
31-03-2015	12-08-2015	11-08-2022	09-09-2022
31-03-2016 Interim Dividend	14-03-2016	13-03-2023	11-04-2023
31-03-2017	10-08-2017	09-08-2024	07-09-2024

6. In accordance with Section 125(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
7. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.ramarajusurgical.com and www.iepf.gov.in.
8. Electronic copy of the Notice for the Annual General Meeting together with the Annual Report for 2017-18 is being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report 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 Notice and the Annual Report are also available on the Company's Website - www.ramarajusurgical.com for their download.
9. 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.
10. 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".
11. 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 the 78th Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).



- B. The facility for voting, either through electronic voting system or ballot shall also be made available at the 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 tab.
- 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.
- iv) Next enter the Captcha 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 No. 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.
 - (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.

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- 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 demat account holder has forgotten the changed password then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- xv) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. 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 of 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 accounts they would be able



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- 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 scrutinizer to verify the same.
- D. The facility for remote e-voting shall remain open from 9.00 A.M. on Tuesday, the 7th August, 2018 to 5.00 P.M. on Thursday, the 9th August, 2018. 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 3rd August, 2018, may opt for remote e-Voting. E-Voting shall not be allowed beyond 5.00 P.M. on 9th August 2018.
- 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.
- 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 Friday, the 3rd August, 2018.
- G. Shri R. Palaniappan, Chartered Accountant (Membership No: 205112), Proprietor M/s. N.A. Jayaraman & Co., Chartered Accountants has been appointed as the Scrutinizer 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 scrutinizer, by use of ballot or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- I. The Scrutinizer shall immediately after conclusion of voting at the Annual General Meeting, 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 three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or 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,

Rajapalayam,
29th May, 2018.

P.R. VENKETRAMA RAJA
CHAIRMAN

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.5**

Shri N.R.K. Ramkumar Raja (DIN: 01948373) was appointed as Managing Director of the Company for a period of 3 years with effect from 14-02-2016. At that time, the capacity of weaving division is 15 Nos of Airjet Looms. Under his leadership, the weaving division has expanded its capacity by adding 117 Nos of Airjet Looms along with the complete back process of 2 Nos of Warping Machine and 1 No. of Sizing Machine. The existing term of the Managing Director will ends on 13-02-2019.

Shri N.R.K. Ramkumar Raja was re-appointed as Managing Director of the Company by the Board of Directors at their meeting held on 29-05-2018, subject to the approval of the Shareholders at the Annual General Meeting, for a further period of 3 years from 14-02-2019 to 13-02-2022 in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Terms of Remuneration:

- 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- In any financial year, where the Company has no profits or inadequacy of profits, Shri N.R.K. Ramkumar Raja, Managing Director shall be paid as remuneration, as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 along with the following perquisites.
 - i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - ii. Gratuity payable at a rate of not exceeding half a month's salary for each completed year of Service; and
 - iii. Encashment of leave at the end of the tenure and other perquisites as allowed under Section IV of Schedule V of the Companies Act, 2013.
- The aforesaid remuneration shall be exclusive of any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

The proposed re-appointment and the payment of remuneration have also been approved by the Nomination and Remuneration Committee and Audit Committee at its meeting held on 28-05-2018.

The re-appointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required.

Shri N.R.K. Ramkumar Raja holds 1,45,320 equity shares in The Ramaraju Surgical Cotton Mills Limited.

Shri N.R.K. Ramkumar Raja is a Director in Shri Harini Media Limited.

None of the Directors and Key Managerial Personnel except Shri N.R.K. Ramkumar Raja as an appointee and Smt. Nalina Ramalakshmi, Managing Director and Shri N.K. Shrikantan Raja, Director as relatives to the Managing Director may be deemed to be concerned or interested in the Resolution.

General Information as per sub-clause (iv) of second proviso to Clause (B) of Section II of Part II of Schedule V.

I. General Information

1	Nature of Industry	Textiles & Surgical Dressings	
2	Date of Commencement of Business	20-02-1939	
3	Financial performance based on given indicators		
Year	Total Revenue (₹ in Crores)	Net Profit / (Loss) after Tax (₹ in Crores)	Dividend Per Share (₹)
2017-18	264.80	(1.33)	0.50
2016-17	244.31	4.16	0.50
2015-16	247.89	9.19	1.00
4	Foreign Investments or collaborations, if any	NIL	

II. Information about the appointee:

1	Background Details	Shri N.R.K. Ramkumar Raja is part of Promoter Group. He was in the Board of the Company from July 2003 to May 2014 and he has been in the Board as Managing Director since February 2016. Age: 61
2	Past Remuneration	The shareholders of the Company has approved the remuneration of 5% of the net profits of the Company and in case of inadequacy profits, Shri N.R.K. Ramkumar Raja shall be paid remuneration as

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		<p>provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 along with the perquisites. As per Schedule V, the Managing Director was eligible for a minimum remuneration of ₹ 240 Lakhs per annum in case of inadequacy of profit, the Company has paid the remuneration of ₹ 60 Lakhs per annum. The remuneration shall be revised whenever the situation demand after approval of the Nomination and Remuneration Committee subject to maximum permissible remuneration of the Act during his tenure.</p>
3	Recognition or awards	–
4	Job profile and his suitability	<p>In-charge of day to day affairs and promotion of the Company. He is an engineering graduate and has vast experience in the Management of the affairs of the Company. The Company has grown well under his management.</p>
5	Remuneration proposed	<p>5% of the net profits of the Company and in case of inadequacy of profits, Shri N.R.K. Ramkumar Raja shall be paid as remuneration, as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013. He will also be entitled for sitting fees for meetings of the Board or its Committees attended by him.</p>
6	Comparative Remuneration profile	<p>Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.</p>
7	Relationship with managerial personnel	<p>He is related to Smt. Nalina Ramalakshmi, Managing Director and Shri N.K. Shrikantan Raja, Director of the Company. He has no pecuniary relationship other than the remuneration, he is entitled to receive. His transactions with the Company are disclosed under "Related Party Transactions" in Note No. 42.</p>

III. Other Information:

1	Reasons of loss or inadequate profits	The Company has been earning profits except for the financial year 2017-18. The Government has implemented the GST with effect from 01-07-2017. Under the new GST, the government has reduced the export incentives for yarn, fabric and garments. Imports of textiles and clothing from other countries into India have increased by 20% producing a negative effect on the domestic yarn manufacturers as the consumption of yarn by fabric/garment manufacturers has come down sharply. In addition, cotton yarn exports have been under pressure on account of decline in demand from China. 40% of India's total exports of yarn were to china until last year. During fiscal 2017-18 that number dropped to 17%.			
2	Steps taken or proposed to be taken for improvement	<table border="1"> <tr> <td data-bbox="850 1041 1448 1094">Cost Control Measures</td> </tr> <tr> <td data-bbox="850 1094 1448 1148">Increasing the Sales</td> </tr> <tr> <td data-bbox="850 1148 1448 1213">Aggressive Marketing of Products</td> </tr> </table>	Cost Control Measures	Increasing the Sales	Aggressive Marketing of Products
Cost Control Measures					
Increasing the Sales					
Aggressive Marketing of Products					
3	Expected increase in productivity and profits in measurable terms	The turnover of the Company is expected to increase from the last year level of ₹ 257 Crores during the current financial year 2018-19. The profitability of the Company is also expected to increase from the last year loss of ₹ 1.05 Crores.			

IV. Other Disclosures:

As required, the information are provided under Corporate Governance Section.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

Item No.6

Shri P.J. Alaga Raja (DIN: 00446057) is a Non-Executive Independent Director of the Company. At the Annual General Meeting held on 04-08-2014, Shri P.J. Alaga Raja was appointed as Independent Director of the Company, for a period of 5 years from 01-04-2014 to 31-03-2019.

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In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Independent Directors including Shri P.J. Alaga Raja and found the same to be satisfactory and deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D (A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Shri P.J. Alaga Raja by re-appointing him for another period of 5 years from 01-04-2019 to 31-03-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors has also formed an opinion that Shri P.J. Alaga Raja fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Shri P.J. Alaga Raja is eligible for sitting fees for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His Profile in brief is given below:-

Shri P.J. Alaga Raja, a graduate in Law.

He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 1986.

He is also a Member of the Audit Committee and Nomination and Remuneration Committee of the Company.

He is the Managing Director of Petha Raju Farms Private Limited.

He holds 11,760 equity shares in The Ramaraju Surgical Cotton Mills Limited.

The draft letter of re-appointment for Shri P.J. Alaga Raja as an Independent Director, setting out the terms and conditions is 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 Annual General Meeting.

Disclosure of Interest:

Except Shri P.J. Alaga Raja, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No.7

Justice Shri P.P.S. Janarthana Raja (DIN: 06702871) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 04-08-2014, Justice Shri P.P.S. Janarthana Raja was appointed as Independent Director of the Company, for a period of 5 years from 25-05-2014 to 24-05-2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Independent Directors including Justice Shri P.P.S. Janarthana Raja and found the same to be satisfactory and deliberations were beneficial in Board Meeting.

In accordance with Part D (A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Justice Shri P.P.S. Janarthana Raja by re-appointing him for another period of 5 years from 25-05-2019 to 24-05-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors has also formed an opinion that Justice Shri P.P.S. Janarthana Raja fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Justice Shri P.P.S. Janarthana Raja is eligible for sitting fees for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His Profile in brief is given below:-

Justice Shri P.P.S. Janarthana Raja, a graduate in Law from the Madras Law College, had been in active practice mainly on the Taxation matters for the past four decades from 1977 till 2005. He was appointed as Additional Judge of High Court of Madras during December, 2005 and has become Permanent Judge of the High Court from April, 2007. After a term of Seven years as High Court Judge, he has retired on 21st January, 2013.

He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2014.

He is a Director in the following Companies:-

1. Rajapalayam Mills Limited
2. Muthialpet Higher Secondary School

NOTICE



He is also a Chairman / Member in the following Committees:-

Name of the Company	Name of the Committee	Position Held
Rajapalayam Mills Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Chairman
	Corporate Social Responsibility Committee	Member
	Stakeholders Relationship Committee	Member

He holds no shares in The Ramaraju Surgical Cotton Mills Limited.

The draft letter of re-appointment for Justice Shri P.P.S. Janarthana Raja as an Independent Director, setting out the terms and conditions is 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 Annual General Meeting.

Disclosure of Interest:

Except Justice Shri P.P.S. Janarthana Raja, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No.8

Shri V. Santhanaraman (DIN: 00212334) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 04-08-2014, Shri V. Santhanaraman was appointed as Independent Director of the Company, for a period of 5 years from 25-05-2014 to 24-05-2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Independent Directors including Shri V. Santhanaraman and found the same to be satisfactory and deliberations were beneficial in Board Meeting.

In accordance with Part D (A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Shri V. Santhanaraman by re-appointing him for another period of 5 years from 25-05-2019 to 24-05-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors has also formed an opinion that Shri V. Santhanaraman fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Shri V. Santhanaraman is eligible for sitting fees for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His Profile in brief is given below:-

Shri V. Santhanaraman holds degree in Commerce and completed C.A.I.I.B. He has served in the Banking Sector for the past four decades from 1970 to 2009. He was appointed as Probationary Officer in the year 1970 in Indian Bank has held various positions and appointed as General Manager in the year 1998 and held that position till 2006. He was appointed as Executive Director of Bank of Baroda in October, 2006 and retired from the Bank during August, 2009.

He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2014.

He is also a Director in the following Companies:-

1. Rajapalayam Mills Limited
2. Ramco Industries Limited

He holds no shares in The Ramaraju Surgical Cotton Mills Limited.

The draft letter of re-appointment for Shri V. Santhanaraman as an Independent Director, setting out the terms and conditions is 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 Annual General Meeting.

Disclosure of Interest:

Except Shri V. Santhanaraman, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No.9

Shri P.J. Ramkumar Rajha (DIN: 00487193) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 04-08-2014, Shri P.J. Ramkumar Rajha was appointed as Independent Director of the Company, for a period of 5 years from 25-05-2014 to 24-05-2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

NOTICE



In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Independent Directors including Shri P.J. Ramkumar Rajha and found the same to be satisfactory and deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D (A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 28-05-2018 had recommended to extend the term of office of Shri P.J. Ramkumar Rajha by re-appointing him for another period of 5 years from 25-05-2019 to 24-05-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors has also formed an opinion that Shri P.J. Ramkumar Rajha fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

Shri P.J. Ramkumar Rajha is eligible for sitting fees for attending Board / Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His re-appointment has been included as Special Resolution and the Board of Directors recommend his re-appointment.

His Profile in brief is given below:-

Shri P.J. Ramkumar Rajha has Bachelor degree in Commerce. He has wide experience in textile industry since 1984.

He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2014.

He is also a Member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Sale Committee - Silvassa Division of the Company.

He is the Managing Director of Senthur Textiles Private Limited.

He is also a Director in the following Companies:-

1. Madras Chip Boards Limited
2. Rajapalayam Textiles Limited
3. Thanjavur Spinning Mill Limited
4. Sri Harini Textiles Limited
5. Rajapalayam Precision Farmers Producer Company Limited
6. Cotton Sourcing Company Limited

He is also a Chairman / Member in the following Committees:-

No.	Name of the Company	Name of the Committee	Position Held
1	Thanjavur Spinning Mill Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Stakeholders Relationship Committee	Chairman

He holds 8,040 equity shares in The Ramaraju Surgical Cotton Mills Limited.

The draft letter of re-appointment for Shri P.J. Ramkumar Rajha as an Independent Director, setting out the terms and conditions is 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 Annual General Meeting.

Disclosure of Interest:

Except Shri P.J. Ramkumar Rajha, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No.10

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Textile and Pharmaceutical Products for the financial year 2018-19.

On the recommendation of the Audit Committee at its meeting held on 28-05-2018, the Board had approved the appointment of Shri M. Kannan, Cost Accountant as the Cost Auditor of the Company to audit the Company's Cost Records relating to manufacture of Textile and Pharmaceutical Products at a remuneration of ₹ 1,15,000/- (Rupees One Lakhs Fifteen Thousand Only) plus applicable taxes and out-of-pocket expenses for the financial year 2018-19.

The remuneration of the cost auditor is required to be ratified by the Members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

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

Rajapalayam,
29th May, 2018.

P.R. VENKETRAMA RAJA
CHAIRMAN

**ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION
AT THE ANNUAL GENERAL MEETING**

1. SHRI P.R. VENKETRAMA RAJA

Shri P.R. Venketrama Raja, aged 59, has a Bachelor Degree in Chemical Engineering from University of Madras and Master in Business Administration from University of Michigan, USA.

He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 1992.

He holds 5,400 Equity Shares in the Company as on 31-03-2018.

He is the brother of Smt. Nalina Ramalakshmi, Managing Director of the Company.

He is also a Director in the following Companies:-

1. The Ramco Cements Limited
2. Ramco Systems Limited
3. Ramco Industries Limited
4. Rajapalayam Mills Limited
5. Sri Vishnu Shankar Mill Limited
6. Sandhya Spinning Mill Limited
7. Sri Sandhya Farms (India) Private Limited
8. Ramco Systems Corporation - USA
9. Ramco Systems Limited, Switzerland
10. Ramco Systems Sdn Bhd., Malaysia
11. Ramco Systems Pte. Ltd., Singapore
12. Sri Ramco Lanka (Private) Limited - Sri Lanka
13. Sri Ramco Roofings Lanka Private Limited - Sri Lanka
14. RCDC Securities and Investments Private Limited
15. Nirmala Shankar Farms & Estates Private Limited
16. Ram Sandhya Farms Private Limited
17. RSL Enterprise Solutions (Pty) Limited, South Africa
18. Ramco Systems Canada Inc., Canada
19. Rajapalayam Textiles Limited
20. Ramco Systems FZ-LLC
21. Ramco Systems Australia Pty Limited, Australia
22. Ramamandiram Agricultural Estate Private Limited
23. Lynks Logistics Limited
24. Ramco Agencies Private Limited
25. Ramamandiram Management Consultancy Private Limited
26. Rajapalayam Chamber of Commerce and Industry
27. Thanjavur Spinning Mill Limited



NOTICE

He is also a Member in the following Committees:

No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1.	The Ramco Cements Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
2.	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
3.	Ramco Industries Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
		Audit Committee	Member
4.	Ramco Systems Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Allotment Committee	Member
		Fund Raising Committee	Member
		Right Issue 2013 Committee	Member
5.	The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
6.	Sandhya Spinning Mill Limited	Corporate Social Responsibility Committee	Chairman
7.	Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Chairman
		Share Transfer Committee	Chairman

2. SHRI N.K. SHRIKANTAN RAJA

Shri N.K. Shrikantan Raja, aged 70 years, has Bachelor Degree in Commerce. He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2002.

He holds 11,920 shares in the Company as on 31-03-2018.

He is also a Director in the following Companies:-

1. Ramco Industries Limited
2. Sandhya Spinning Mill Limited
3. Sri Harini Textiles Limited
4. Sri Vishnu Shankar Mill Limited
5. Sudharsanam Investments Limited
6. Sri Yannarkay Servicers Limited
7. N.R.K. Construction Systems Private Limited
8. N.R.K. Infra System Private Limited
9. Vinvent Chemilab Private Limited

He is also a Member in the following Committees::

No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1.	The Ramaraju Surgical Cotton Mills Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Member
		Sale Committee - Silvassa Division	Member
2.	Ramco Industries Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member



NOTICE

No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
3.	Sri Vishnu Shankar Mill Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
4.	Sandhya Spinning Mill Limited	Share Transfer Committee	Member
		Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Chairman
		Share Transfer Committee	Member
5.	Sri Harini Textiles Limited	Share Transfer Committee	Member

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 : U17111TN1939PLC002302]

Regd. Office : RSCM Premises, 119, P.A.C. Ramasamy Raja Salai,
Rajapalayam - 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 78th Annual General Meeting of the Company, to be held on Friday, the 10th August, 2018 at 9.30 A.M. at P.A.C.Ramasamy Raja Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
	Ordinary Business
1	Adoption of Financial Statements for the year ended 31 st March, 2018
2	Declaration of Dividend for the year 2017-18
3	Appointment of Shri P.R. Venketrama Raja as Director, who retires by rotation
4	Appointment of Shri N.K. Shrikantan Raja as Director, who retires by rotation

Please see overleaf for Special Business

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

[CIN : U17111TN1939PLC002302]

Regd. Office : RSCM Premises, 119, P.A.C. Ramasamy Raja Salai,
Rajapalayam - 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 78th Annual General Meeting of the Company.

Venue : P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens,
P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108.

Date & Time : Friday, the 10th August, 2018 at 9.30 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)

Resolution No.	Resolutions
Special Business - Special Resolution	
5	Re-appointment of Shri N.R.K. Ramkumar Raja as Managing Director
6	Re-appointment of Shri P.J. Alaga Raja as an Independent Director
7	Re-appointment of Justice Shri P.P.S. Janarthana Raja as an Independent Director
8	Re-appointment of Shri V. Santhanaraman as an Independent Director
9	Re-appointment of Shri P.J. Ramkumar Rajha as an Independent Director
Special Business - Ordinary Resolution	
10	Ratification of fee payable to Shri M. Kannan, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2018-19

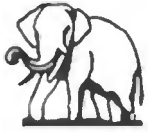
Signed this..... day of 2018

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

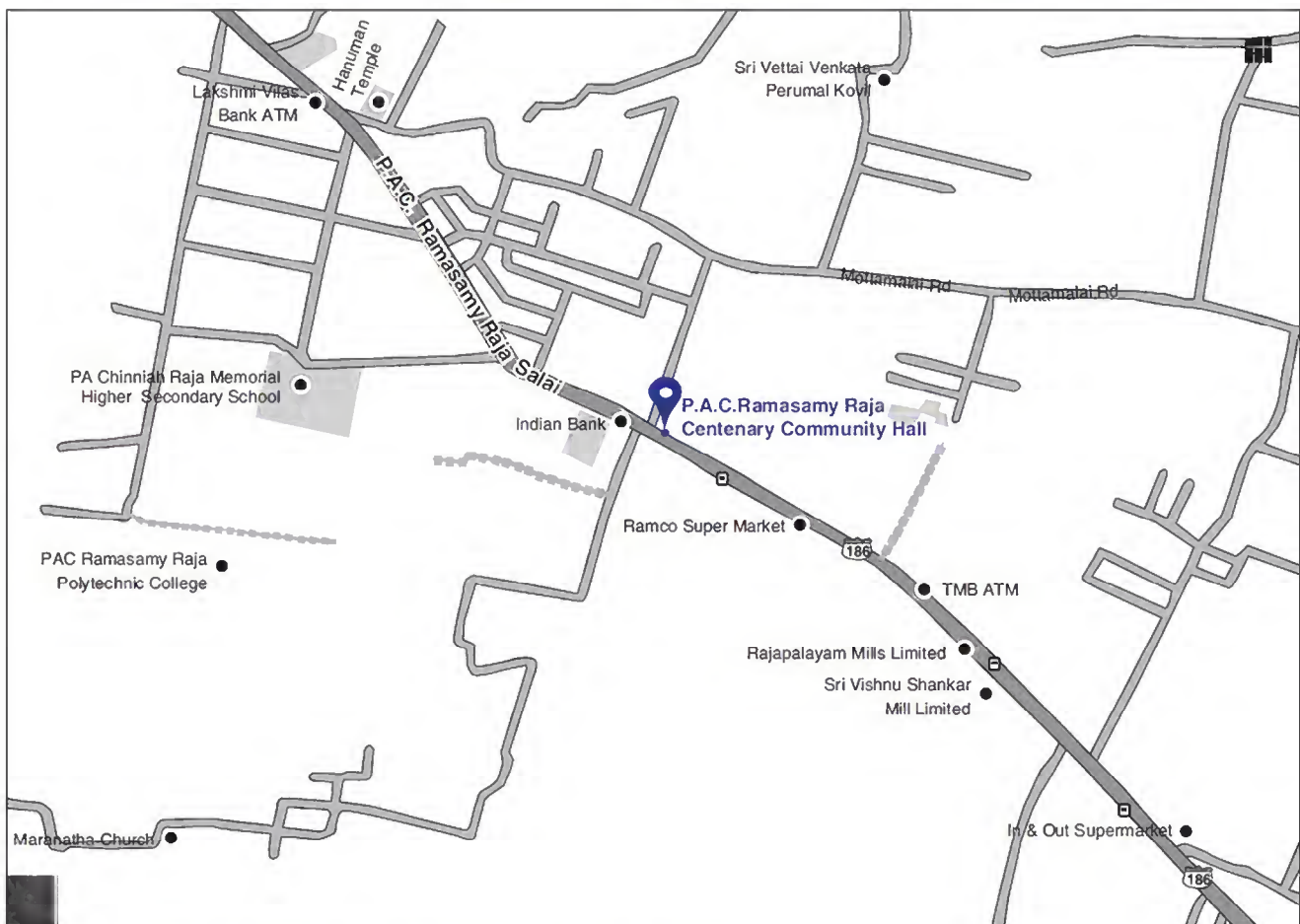
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

Map Showing location of venue of 78th Annual General Meeting

**Venue Address: P.A.C. Ramasamy Raja Centenary Community Hall, Sudarsan Gardens,
P.A.C. Ramasamy Raja Salai, Rajapalaiyam - 626 108, Tamil Nadu**



Land Mark: Near Indian Bank, P.A.C.R. Polytechnic College Branch

Distance from Rajapalayam Bus Stand : 3.5 KM; Distance from Rajapalayam Railway Station : 3.9 KM