

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

10<sup>th</sup> September, 2022

F.No. MSEI / 2022-23\_38\_Revised

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.

Scrip Symbol: RAMARAJU

Dear Sir/ Madam,

**Sub: Update on the proceedings of the NCLT Convened Meeting of the Equity Shareholders of The Ramaraju Surgical Cotton Mills Limited ("Company") held on Thursday, September 8, 2022 and submission of Voting Results and Scrutinizer's Report – Revised filing**

**Ref.: Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

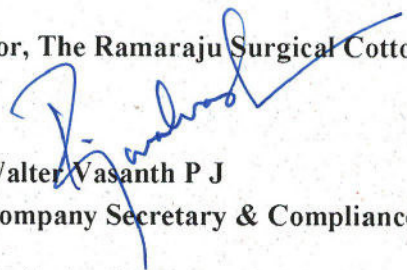
With regards to the captioned matter and in accordance with Regulation 30 and Regulation 44 read with Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the revised filing is made "as the quorum mandated by the NCLT was mistakenly recorded due to inadvertence"

We request you to kindly take the same on record.

Thanking You

Yours faithfully,

For, The Ramaraju Surgical Cotton Mills Limited

  
Walter Vasanth P J  
Company Secretary & Compliance Officer



Encl.: As above.



# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

08<sup>th</sup> September, 2022

F.No. MSEI / 2022-23\_38

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.

Scrip Symbol: RAMARAJU

Dear Sir/ Madam,

**Sub: Update on the proceedings of the NCLT Convened Meeting of the Secured creditors of The Ramaraju Surgical Cotton Mills Limited ("Company") held on Thursday, September 8, 2022 and submission of Voting Results and Scrutinizer's Report**

Pursuant to Order dated July 13, 2022, passed by the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT Order"), a meeting of Secured creditors of the Company was held on Thursday, September 8, 2022 at 2.00 p.m. at PAC Ramasamy Raja Salai, Rajapalayam – 626 117, Tamil Nadu. Please find enclosed herewith following documents:

1. Update on proceedings of the NCLT Convened Meeting of the Secured creditors held on Thursday, September 8, 2022; and
2. The Scrutinizer's Report dated September 8, 2022.

We further wish to inform that as per the report of the Scrutinizer, the Secured creditors have approved the Scheme of Arrangement, with the requisite majority.

We request you to kindly take the same on record.

Thanking You

Yours faithfully,

For, The Ramaraju Surgical Cotton Mills Limited



Walter Vasanth P J

Company Secretary & Compliance Officer



Encl.: As above.



P.O. Box : 2, 119, 120, P.A.C. Ramasamy Raja Salai, Rajapalayam, Virudhunagar District - 626117.

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CIN : L17111TN1939PLC002302 GSTIN : 33AAACT4308D1ZX



# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

## Manufacturers of Antiseptic Dressings

SUMMARY PROCEEDINGS OF THE MEETING OF THE SECURED CREDITORS OF THE RAMARAJU SURGICAL COTTON MILLS LIMITED HELD ON THURSDAY, SEPTEMBER 8, 2022 AT 2:00 P.M. AT PAC RAMASAMY RAJA SALAI, RAJAPALAYAM – 626 117, TAMIL NADU PURSUANT TO ORDER DATED JULY 13, 2022 PASSED BY HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

Mr. P.J. Ramkumar Rajha, chairman appointed for the NCLT convened Meeting of the Secured creditors of the Company, informed the Secured creditors present that he has been appointed as the Chairman of the Meeting vide Order dated July 13, 2022 passed by the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") and accordingly occupied the Chair.

The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman welcomed the Secured creditors and informed the Secured creditors that pursuant to the Order dated July 13, 2022 passed by the Hon'ble National Company Law Tribunal, Chennai Bench, this Meeting of the Secured creditors of the Company is convened for the purpose of considering, and if thought fit, approving with or without modification(s), Scheme of Arrangement in the nature of amalgamation of Sri Harini Textiles Limited ("SHTL" / "Transferor Company") with The Ramaraju Surgical Cotton Mills Limited ("TRSCML" / "Transferee Company") in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 as amended and rules framed thereunder ('Scheme')

Thereafter, with the permission of the Secured creditors present, the notice of the NCLT Convened meeting and the Statement under Sections 230 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other annexures, referred in the Index of the Notice sent/dispatched to the Secured creditors of the Company at their e-mail /registered address on July 30, 2022 was taken as read.

### Business Item

The Chairman, thereafter, took up the formal proceedings of the Meeting.

The Chairman announced that the Company had arranged for voting through Ballot paper (Poll) on the resolution to be passed in the Meeting. The Chairman further announced that pursuant to the NCLT Order dated July 13, 2022, Mr. ANS Vijay, Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the voting process and also conduct the voting at the venue of the meeting, in a fair and transparent manner.

The Chairman informed to vote through Ballot paper provided to them for the business mentioned in the Notice. He further informed them to put the Ballot paper, after casting their votes, in the empty Ballot box placed at the entrance of the Meeting Hall and that the said Box shall be locked and sealed by the Scrutinizer.

Thereafter, the Chairperson invited Mr. ANS Vijay to take over the Poll process and submit his Report thereupon not later than 2 working days from the conclusion of the Meeting. He further informed the Secured creditors that the results announced, along with the Scrutinizer's Report, shall be displayed at the Registered Office of the Company and its website viz. [www.ramarajusurgical.com](http://www.ramarajusurgical.com) immediately after declaration.



Mr. ANS Vijay, the Scrutinizer appointed for conducting the Poll, assured about the fairness and transparency in activities viz., distribution of blank Ballot papers, placing empty Ballot box for collecting ballot papers after votes were cast, locking and sealing of the Ballot box after all the Secured creditors and proxy holders had cast their votes and dropped the same therein. After ensuring the completeness and fairness of the Ballot papers, the Scrutinizer closed the Poll and thereafter took over the custody of the Ballot box.

For, The Ramaraju Surgical Cotton Mills Limited



Walter Vasanth P J  
Company Secretary & Compliance Officer





**REPORT OF SCRUTINIZER**

To:

**Mr. P.J. Ramkumar Rajha,**  
Chairman appointed by Hon'ble National Company  
Law Tribunal, Chennai Bench (NCLT), for the  
Meeting of the Secured Creditors of The Ramaraju  
Surgical Cotton Mills Limited pursuant to Company  
Application CA (CAA) No. 35 of 2022.

Dear Sir,

**Sub: Report of Scrutinizer on the results of voting by way of poll at the venue of meeting, in  
pursuance of directions issued by the Chennai Bench of Hon'ble National Company Law  
Tribunal ("NCLT").**

**Ref: Ballot voting of secured creditors of The Ramaraju Surgical Cotton Mills Limited  
(the "Company")**

I, ANS Vijay, Practicing Company Secretary, had been appointed as the Scrutinizer for the purpose of scrutinizing and ascertaining results of voting through physical ballots at the meeting of Secured Creditors of The Ramaraju Surgical Cotton Mills Limited in respect of the resolution mentioned in the Notice dated July 27, 2022 convening the meeting of Secured Creditors held on Thursday, September 08, 2022 at PAC Ramasamy Raja Salai, Rajapalayam – 626 117, Tamil Nadu, India at 2.00 p.m. in pursuance of directions of Chennai Bench of Hon'ble NCLT, vide its order dated July 13, 2022 passed in connection with CA(CCA) No. 35 of 2022 ("**NCLT Convened Meeting**").

I do hereby report and submit as under:

1. The Compliance of NCLT order dated July 13, 2022 in relation to voting through poll / ballot papers at the NCLT Convened Meeting on the proposed resolution is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the processes of voting by way of ballot papers was conducted in a fair and transparent manner and to submit a report on the voting to the Chairman of this meeting.
2. Notice was issued to all the Secured Creditors whose names appeared in the Books of Accounts of the Company as at the close of business hours as on July 20, 2022.
3. Secured Creditors of the Company as on July 20, 2022 were allowed to vote by way of poll (Ballot papers) at the NCLT Convened Meeting.
4. As per the Order of the NCLT dated July 13, 2022 the quorum for the NCLT convened meeting of the Secured Creditor is 5 (Five).

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5. The total number of Secured creditors present in person and by proxy at the NCLT Convened Meeting of the Secured Creditors were 7 (seven) and the details of Secured creditors present in person and by proxy or by their authorized representative and the amount of due to them are given below:

Sr. No.	Category of Secured Creditors	In Numbers	Amount Due to them as on July 20, 2022
1.	In person	7	1,93,72,03,928.52
2.	By Proxy/authorized representative	0	0
	<b>Total</b>	7	1,93,72,03,928.52

6. The announcement was made by the Chairman appointed for the meeting, secured creditors present in person and proxies at the NCLT Convened Meeting voted by poll (Ballot Papers) provided by the Company.
7. Thereafter, on completion of the voting, the locked Ballot Box was subsequently opened in the presence of two witnesses, Mr. S. Sakthi Devaraj and Mr. H. Karthika, who are not in employment of the Company and Ballot Papers were diligently scrutinized.
8. The voting papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
9. Particulars of all the Ballot forms have been entered in a register separately maintained for the purpose.
10. I have relied on the information provided by the management of the Company with regard to details of secured creditors and amount due to them as on July 20, 2022.





I hereby submit my Report as under:

**A. Details of Votes Cast by way of Poll (Ballot Papers) at the NCLT Convened Meeting with respect to the Resolution proposed in the Notice dated July 27, 2022.**

**Result**

**a) Votes in favour of the Resolution**

No. of Secured Creditors present and voting (in person or by proxy or by authorized representative)	Value of votes cast (Rs.)	% of value of total votes cast
7	1,93,72,03,928.52	100

**b) Votes against the Resolution**

No. of Secured Creditors present and voting (in person or by proxy or by authorized representative)	Value of votes cast (Rs.)	% of value of total votes cast
0	0	0

**c) Invalid Votes**

No. of Secured Creditors present and voting (in person or by proxy or by authorized representative)	Value of votes cast (Rs.)	% of value of total votes cast
0	0	0

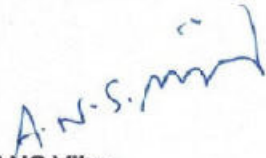
Resolutions mentioned in the notice of Meeting of Secured Creditors dated July 27, 2022 stand passed under voting conducted at Meeting by way of physical ballot with requisite majority as per details given above and hence to be passed as on the date of meeting of Secured Creditors. Chairman of the Meeting is to declare and confirm the above results of voting (voting by means of physical ballots) in respect of the resolution referred herein.



The list of Secured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution through Ballot Form at the venue of the NCLT Convened Meeting is annexed herewith as **Annexure – I**.

I hereby also confirm that I am maintaining the register physical ballots in respect of vote cast through physical ballot at NCLT Convened Meeting. The Ballot Papers and all other relevant records relating to voting through ballot papers are under my safe custody and will be handed over to the Director of the Company for safe keeping.

Thanking you,

  
**ANS Vijay**  
Proprietor  
**Practicing Company Secretary**  
(M. No. 9158)  
Scrutinizer (as appointed by NCLT)  
UDIN: F009158D000945676


Countersigned by  
**For, The Ramaraju Surgical Cotton Mills Limited**



**P.J. Ramkumar Rajha**

Chairman appointed by Hon'ble National Company Law Tribunal, Chennai Bench (NCLT), for the Meeting of the Secured Creditors of The Ramaraju Surgical Cotton Mills Limited pursuant to Company Application CA(CAA) No. 35 of 2022.

**Place : Rajapalayam**  
**Date : September 08, 2022**

 **A.N.S. Vijay B.Com, L.L.B**  
**Company Secretary**  
FCS : 9158 PCS : 16837





### Annexure – I

A statement containing a list of the Secured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is given below:

Sr. No.	Name & Address of Secured Creditors	Value	Scheme of Amalgamation			Remarks
			For	Against	Invalid	
1.	Tamilnad Mercantile Bank Limited, Palyamkottai Road, Tuticorin	62,07,359.30	62,07,359.30	0	0	-
2.	IDBI Bank Limited, Bypass Road, Madurai	32,78,17,413.55	32,78,17,413.55	0	0	-
3.	Indian Bank, Khivraj Complex, Chennai	65,48,01,904.38	65,48,01,904.38	0	0	-
4.	Canara Bank, Regional office, Tuticorin	24,10,57,749.62	24,10,57,749.62	0	0	-
5.	Axis Bank Limited, Law Garden, Ahmedabad	31,24,76,355.70	31,24,76,355.70	0	0	-
6.	Karur Vysya Bank Limited, Melur Main Court, Madurai	9,48,43,145.97	9,48,43,145.97	0	0	-
7.	Federal Bank Limited, Variety Hall Road, Coimbatore	30,00,00,000.00	30,00,00,000.00	0	0	-
<b>Total</b>		<b>1,93,72,03,928.52</b>	<b>1,93,72,03,928.52</b>	<b>0</b>	<b>0</b>	



*A.N.S. min*  
**ANS Vijay**

Proprietor

**Practicing Company Secretary**

(M. No. 9158)

Scrutinizer (as appointed by NCLT)

UDIN: F009158D000945676

Countersigned by

**For, The Ramaraju Surgical Cotton Mills Limited**

*P.J. Ramkumar Rajha*

**P.J. Ramkumar Rajha**

Chairman appointed by Hon'ble National Company Law Tribunal, Chennai Bench (NCLT), for the Meeting of the Secured Creditors of The Ramaraju Surgical Cotton Mills Limited pursuant to Company Application CA(CAA) No. 35 of 2022

**Place : Rajapalayam**

**Date : September 08, 2022**



**A.N.S. Vijay B.Com, L.L.B**

**Company Secretary**

**FCS : 9158 PCS : 16837**

