

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

08th September, 2022

F.No. MSEI / 2022-23_39

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 Unsecured 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 Unsecured creditors of the Company was held on Thursday, September 8, 2022 at 4.00 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 Unsecured creditors held on Thursday, September 8, 2022; and
2. The Scrutinizer's Report dated September 8, 2022.

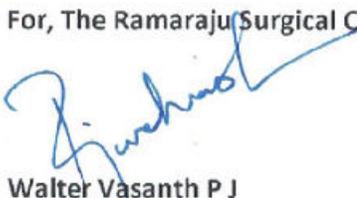
We further wish to inform that as per the report of the Scrutinizer, the Unsecured creditors have approved the Scheme of Arrangement, with the requisite majority.

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.



THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

SUMMARY PROCEEDINGS OF THE MEETING OF THE UNSECURED 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 Unsecured creditors of the Company, informed the Unsecured 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 Unsecured creditors and informed the Unsecured 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 Unsecured 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 Unsecured 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 Unsecured 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 Unsecured creditors that the results announced, along with the Scrutinizer's Report, shall be displayed at the Registered Office of the Company and its website 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 Unsecured 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 Unsecured 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 by 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 unsecured 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 Unsecured 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 Unsecured Creditors held on Thursday, September 08, 2022 at PAC Ramasamy Raja Salai, Rajapalayam – 626 117, Tamil Nadu, India at 4.00 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 Unsecured 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. Unsecured 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 Unsecured Creditor is 25 (Twenty Five).

Page 1 of 7



5. The total number of Unsecured creditors present in person and by proxy at the NCLT Convened Meeting of the Unsecured Creditors were 34 and the details of Unsecured 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 Unsecured Creditors | In Numbers | Amount Due to them as on July 20, 2022 |
|---------|------------------------------------|------------|--|
| 1. | In person | 16 | 50,16,22,161.70 |
| 2. | By Proxy/authorized representative | 18 | 1,02,26,549.80 |
| | Total | 34 | 51,18,48,711.50 |

6. After the announcement was made by the Chairman appointed for the meeting, Unsecured 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 Unsecured 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 Unsecured Creditors present and voting (in person or by proxy or by authorized representative) | Value of votes cast (Rs.) | % of value of total votes cast |
|---|---------------------------|--------------------------------|
| 34 | 51,18,48,711.50 | 100 |

b) Votes against the Resolution

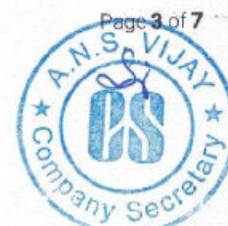
| No. of Unsecured Creditors present and voting (in person or by proxy or by authorized representative) | Value of votes cast (Rs.) | % of value of total votes cast |
|---|---------------------------|--------------------------------|
| 0 | 0 | 0 |

c) Invalid Votes

| No. of Unsecured 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 Unsecured 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 Unsecured 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 Unsecured 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,

A.N.S. Vijay
A.N.S. Vijay
Proprietor
Practicing Company Secretary
(M. No. 9158)
Scrutinizer (as appointed by NCLT)
UDIN: F009158D000945665

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 Unsecured 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 Unsecured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is given below:

| No. | Name of Unsecured Creditors | Address of Unsecured Creditors | Value | Scheme of Amalgamation | | | Remarks |
|-----|--|--|-----------------|------------------------|---------|---------|---------|
| | | | | For | Against | Invalid | |
| 1 | Super Tex Industries | Avanashi Road, Coimbatore | 2,14,774.00 | 2,14,774.00 | 0 | - | - |
| 2 | Pon Pure Chemical India Private Limited | Industrial Estate, Kappalur, Madurai | 13,57,000.00 | 13,57,000.00 | 0 | - | - |
| 3 | Usha Fire Safety Equipments (P) Ltd | Ambattur, Industrial Estate, Chennai | 20,91,223.00 | 20,91,223.00 | 0 | - | - |
| 4 | Suchel Enterprises | R.S.Puram Coimbatore | 9,55,058.00 | 9,55,058.00 | 0 | - | - |
| 5 | Federal Bank Limited | Variety Hall Road, Coimbatore | 47,46,73,050.00 | 47,46,73,050.00 | 0 | - | - |
| 6 | PACR.Sethuramam malCharity Trust(In&Out) | P.A.C.R.Salai, Rajapalayam | 10,063.00 | 10,063.00 | 0 | - | - |
| 7 | Rajapalayam Mills Limited | P.A.C.R.Raja Salai, Rajapalayam | 29,64,293.00 | 29,64,293.00 | 0 | - | - |
| 8 | Subam Paper And Boards Private Limited | Periyasampuram Road, Tirunelveli | 8,91,815.00 | 8,91,815.00 | 0 | - | - |
| 9 | Hayagreevas Fabrics Private Limited | R.S.Puram Coimbatore | 6,55,894.00 | 6,55,894.00 | 0 | - | - |
| 10 | Sri Muthulakshmi Hp Gas Agency | Rajapalayam Marketing Committee, Rajapalayam | 8,15,200.00 | 8,15,200.00 | 0 | - | - |
| 11 | Wings Engineering Company | West Masi Street, Madurai | 10,12,961.24 | 10,12,961.24 | 0 | - | - |
| 12 | Sakthi Paper Tubes | Alagai Nagar, Rajapalayam | 4,47,633.00 | 4,47,633.00 | 0 | - | - |
| 13 | The Indian Card Clothing Co.Ltd. | Vilangudi, Madurai | 1,96,730.00 | 1,96,730.00 | 0 | - | - |
| 14 | Gopi Electricals | Sankarankovil, Rajapalayam | 4,79,500.00 | 4,79,500.00 | 0 | - | - |



| No. | Name of Unsecured Creditors | Address of Unsecured Creditors | Value | Scheme of Amalgamation | | | Remarks |
|-----|--|-----------------------------------|----------------|------------------------|---------|---------|---------|
| | | | | For | Against | Invalid | |
| 15 | N.D.Krishnamaraja | Madasami Kovil Street,Rajapalayam | 2,93,022.00 | 2,93,022.00 | 0 | - | - |
| 16 | Tirupathi YarnTex Spinners (P) Ltd | Pudupatti Village,Rajapalayam | 29,94,055.00 | 29,94,055.00 | 0 | - | - |
| 17 | Bee Pee Packaging | Sankarankovil,Rajapalayam | 3,77,144.00 | 3,77,144.00 | 0 | - | - |
| 18 | N.R.G.Tex | Venkatachalam Street,Erode | 7,31,515.00 | 7,31,515.00 | 0 | - | - |
| 19 | Jayachandra Bearings (India) Pvt. Ltd. | Avanashi Road,Coimbatore | 2,33,102.00 | 2,33,102.00 | 0 | - | - |
| 20 | Gyrating Associates | Vilankurichi,Coimbatore | 24,544.00 | 24,544.00 | 0 | - | - |
| 21 | Ganesh Agro Pack Private Limited | Chollapuram South,Rajapalayam | 5,54,932.00 | 5,54,932.00 | 0 | - | - |
| 22 | Sovereign Industrial Products | North Veli Street,Madurai | 7,31,515.00 | 7,31,515.00 | 0 | - | - |
| 23 | Vandewiele-Savio India Limited | Pollachi Taluk,Coimbatore | 9,783.70 | 9,783.70 | 0 | - | - |
| 24 | Saganna Industrial Spares | North Masi Street,Madurai | 5,12,444.56 | 5,12,444.56 | 0 | - | - |
| 25 | Rajapalayam Textiles Ltd | Vanniampatti Road,Rajapalayam | 1,41,32,042.00 | 1,41,32,042.00 | 0 | - | - |
| 26 | JN Machineries Private Limited | V.M.Chatram,Thirunelveli | 2,05,693.00 | 2,05,693.00 | 0 | - | - |
| 27 | Unique Multichem | Vivekananda Road,Coimbatore | 9,78,220.00 | 9,78,220.00 | 0 | - | - |
| 28 | Spinpack Industries Co | Vettuvampalayam East Street,Erode | 1,16,879.00 | 1,16,879.00 | 0 | - | - |
| 29 | NovateurElectrical &Digital Systems Pvt.Ltd. | DSP Nagar Main Road,Madurai | 23,760.00 | 23,760.00 | 0 | - | - |
| 30 | Narayanaguru Guru Textiles | T.P.Mills Road,Rajapalayam | 20,56,076.00 | 20,56,076.00 | 0 | - | - |
| 31 | The Indian Card Clothing Co. Ltd. | Alagamma Garden,Madurai | 4,144.00 | 4,144.00 | 0 | - | - |



| No. | Name of Unsecured Creditors | Address of Unsecured Creditors | Value | Scheme of Amalgamation | | | Remarks |
|-----|---------------------------------------|--|-------------|------------------------|---------|---------|---------|
| | | | | For | Against | Invalid | |
| 32 | Murugan Viragu Commission | KasiRaja Nadar Virudunagar | 2,59,807.00 | 2,59,807.00 | 0 | - | - |
| 33 | Subburaaj Cotton Mill Private Limited | Government Recognised Export House,Rajapalayam | 6,34,645.00 | 6,34,645.00 | 0 | - | - |
| 34 | Sri Sivapriya Offeset Printers | Hussain Colony, Sivakasi | 2,10,194.00 | 2,10,194.00 | 0 | - | - |

A.N.S. Vijay

ANS Vijay
Proprietor

Practicing Company Secretary

(M. No. 9158)

Scrutinizer (as appointed by NCLT)

UDIN: F009158D000945665

Countersigned by

For, The Ramaraju Surgical Cotton Mills Limited

P.J. Ramkumar Rajha

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Chairman appointed by Hon'ble National Company Law Tribunal, Chennai Bench (NCLT), for the Meeting of the Unsecured 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

