

# THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. MSEI /2018

July 12, 2018

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

**Symbol: RAMARAJU**

Dear Sir,

Sub: Submission of Compliance Report on Corporate Governance as per Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

-----

In compliance with Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Compliance Report on Corporate Governance of the Company for the Quarter ended 30<sup>th</sup> June, 2018.

Kindly take the same on record.

Thanking you,

Yours faithfully,

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

*A. EmaraJan*

**A. EMARAJAN  
COMPANY SECRETARY**

Encl: As above.



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity **THE RAMARAJU SURGICAL COTTON MILLS LIMITED**  
 2. Quarter ending **30th June, 2018**

| <b>I. Composition of Board of Directors</b> |                                |                        |   |  |              |  |   |  |
|---|--------------------------------|------------------------|---|--|--------------|--|---|--|
| Title (Mr. / Ms.)                           | Name of the Director           | PAN <sup>5</sup> & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>6</sup> | Date of Appointment in the current term /cessation | Tenure*      | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr.   | P R Venketrama Raja            | AAYPV5127H<br>00331406 | Chairperson -<br>Non-Executive - Non<br>Independent Director                        | 10-Aug-17  | --           | 5  | 7   | 4  |
| Mrs.  | Nalina Ramalakshmi             | ABIPN4562D<br>01364161 | Executive   | 1-Apr-17   | --           | 1  | 0   | 0  |
| Mr.   | N.R.K. Ramkumar Raja           | ACAPR7099E<br>01948373 | Executive   | 14-Feb-16  | --           | 1  | 2   | 0  |
| Mr.   | N.K. Shrikantan Raja           | AHUPS0284R<br>00350693 | Non-Executive -<br>Non Independent Director   | 10-Aug-17  | --           | 2  | 6   | 0  |
| Mr.   | S. Kanthimathinathan           | AFYPS3162A<br>01124581 | Non-Executive -<br>Non Independent Director   | 10-Aug-16  | --           | 1  | 5   | 0  |
| Mr.   | K. Manoharan                   | AJSPS7997M<br>07840325 | Non-Executive - Nominee   | 4-Jun-17   | --           | 1  | 0   | 0  |
| Mr.   | P.J. Alaga Raja                | AEFPA3994J<br>00446057 | Non-Executive-<br>Independent Director  | 1-Apr-14   | 60<br>Months | 1  | 1   | 0  |
| Mr.   | Justice P.P.S. Janarthana Raja | AADPJ4240L<br>06702871 | Non-Executive-<br>Independent Director  | 25-May-14  | 60<br>Months | 2  | 3   | 2  |
| Mr.   | V. Santhanaraman               | AABPS1322C<br>00212334 | Non-Executive-<br>Independent Director  | 25-May-14  | 60<br>Months | 3  | 0   | 0  |
| Mr.   | P.J. Ramkumar Rajha            | ABZPR3776Q<br>00487193 | Non-Executive-<br>Independent Director  | 25-May-14  | 60<br>Months | 1  | 3   | 0  |

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange  
<sup>6</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
 \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.


**For THE RAMARAJU SURGICAL COTTON MILLS LTD.**

*A. Emarajan*  
**(A. EMARAJAN)**  
**COMPANY SECRETARY**

| II. Composition of Committees   |   |   |
|---|---|---|
| Name of Committee   | Name of Committee members                           | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>§</sup> |
| 1. Audit Committee  | Justice Shri P.P.S. Janarthana Raja                 | Chairperson - Non-Executive - Independent Director                              |
|   | Shri N.K. Shrikantan Raja                           | Non-Executive - Non Independent Director  |
|   | Shri P.J. Alaga Raja                                | Non-Executive - Independent Director  |
|   | Shri P.J. Ramkumar Rajha                            | Non-Executive - Independent Director  |
| 2. Nomination & Remuneration Committee  | Shri P.J. Alaga Raja                                | Chairperson - Non-Executive - Independent Director                              |
|   | Shri N.K. Shrikantan Raja                           | Non-Executive - Non Independent Director  |
|   | Shri P.J. Ramkumar Rajha                            | Non-Executive - Independent Director  |
| 3. Risk Management Committee(if applicable)   | Not Applicable                                      |   |
| 4. Stakeholders Relationship Committee  | Shri P.R.Venketrama Raja                            | Chairperson - Non-Executive - Non-Independent Director                          |
|   | Shri N.K. Shrikantan Raja                           | Non-Executive - Non Independent Director  |
|   | Shri N.R.K. Ramkumar Raja                           | Executive Director  |
| 5. Corporate Social Responsibility Committee  | Shri P.R.Venketrama Raja                            | Chairperson - Non-Executive - Non-Independent Director                          |
|   | Smt. Nalina Ramalakshmi                             | Executive Director  |
|   | Shri N.K. Shrikantan Raja                           | Non-Executive - Non-Independent Director  |
|   | Shri P.J. Ramkumar Rajha                            | Non-Executive - Independent Director  |
| <sup>§</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen |   |   |
| III. Meeting of Board of Directors  |   |   |
| Date(s) of Meeting (if any) in the previous quarter   | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days)                     |
| 31/01/2018  | 29/05/2018  | 118   |
|   |   |   |

For THE RAMARAJU SURGICAL COTTON MILLS LTD.,

A. *Emarajan*  
(A. EMARAJAN)  
COMPANY SECRETARY.

| IV. Meeting of Committees  |   |           |   |   |  |
|--|---|-----------|---|---|--|
| Date(s) of meeting of the committee in the relevant quarter  |   |           | Whether requirement of Quorum met (details)   | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| Sl. No.  | Name of the Committee                     | Date      |   |   |  |
| 1  | Audit Committee                           | 28-May-18 | Yes   | 30/01/2018  | 118  |
| 2  | Nomination & Remuneration Committee       | 28-May-18 | Yes   | 30/01/2018  | 118  |
| 3  | Stakeholders Relationship Committee       | 29-May-18 | Yes   | -   | -  |
| 4  | Corporate Social Responsibility Committee | 29-May-18 | Yes   | -   | -  |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  |   |           |   |   |  |
| V. Related Party Transactions  |   |           |   |   |  |
| Subject  |   |           | Compliance status (Yes/No/NA) <sup>refer note below</sup>   |   |  |
| Whether prior approval of audit committee obtained   |   |           | Yes   |   |  |
| Whether shareholder approval obtained for material RPT   |   |           | NA  |   |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed  |   |           | Yes   |   |  |
| <b>Note</b>  |   |           |   |   |  |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  |   |           |   |   |  |
| 2 If status is "No" details of non-compliance may be given here.   |   |           |   |   |  |
| VI. Affirmations   |   |           |   |   |  |
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - The Company has already complied with the provisions of Companies Act, 2013 regarding composition of Board of Directors. Since the Company has obtained the listing approval on 26.03.2018, the Company is still in the process of increasing the strength of independent director from the existing 40% to 50% as per Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |   |           |   |   |  |
| 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015  |   |           |   |   |  |
| a. Audit Committee   |   |           |   |   |  |
| b. Nomination & remuneration committee   |   |           |   |   |  |
| c. Stakeholders relationship committee   |   |           |   |   |  |
| d. Risk management committee - Not applicable - (applicable to the top 100 listed entities)  |   |           |   |   |  |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   |   |           |   |   |  |
| 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   |   |           |   |   |  |
| 5. i) Report Submitted for the previous quarter ended 31-03-2018 had been placed before the Board at its Meeting held on 29-05-2018 and No comments / Observation had been received.   |   |           |   |   |  |
| ii) This report will be submitted at the forthcoming meeting of the Board of Directors. Any comments/observations/advice of Board of Directors will be incorporated in the subsequent compliance.  |   |           |   |   |  |
| Name & Designation   |   |           | <br><b>(A. EMARAJAN)</b><br><b>COMPANY SECRETARY</b> |   |  |
| Company Secretary / Compliance Officer / Managing Director / CEO   |   |           | <b>COMPANY SECRETARY - COMPLIANCE OFFICER</b>   |   |  |
| <b>Note:</b>   |   |           |   |   |  |
| Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.  |   |           |   |   |  |