

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. MSEI /2018

April 13, 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: 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 period ended 31st March, 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

31st March, 2018

I. Composition of Board of Directors

| Title (Mr. / Ms.) | Name of the Director | PAN ⁵ & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&} | 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 00331406 | Chairperson - Non-Executive - Non Independent Director | 10-Aug-17 | -- | 5 | 7 | 4 |
| Mrs. | Nalina Ramalakshmi | ABIPN4562D 01364161 | Executive | 1-Apr-17 | -- | 1 | 0 | 0 |
| Mr. | N.R.K. Ramkumar Raja | ACAPR7099E 01948373 | Executive | 14-Feb-16 | -- | 1 | 2 | 0 |
| Mr. | N.K. Shrikantan Raja | AHUPS0284R 00350693 | Non-Executive - Non Independent Director | 10-Aug-17 | -- | 2 | 7 | 1 |
| Mr. | S. Kanthimathinathan | AFYPS3162A 01124581 | Non-Executive - Non Independent Director | 10-Aug-16 | -- | 1 | 3 | 0 |
| Mr. | K. Manoharan | AJSPS7997M 07840325 | Non-Executive - Nominee | 4-Jun-17 | -- | 1 | 0 | 0 |
| Mr. | P.J. Alaga Raja | AEFPA3994J 00446057 | Non-Executive- Independent Director | 1-Apr-14 | 60 Months | 1 | 1 | 0 |
| Mr. | Justice P.P.S. Janarthana Raja | AADPJ4240L 06702871 | Non-Executive- Independent Director | 25-May-14 | 60 Months | 2 | 3 | 1 |
| Mr. | V. Santhana Raman | AABPS1322C 00212334 | Non-Executive- Independent Director | 25-May-14 | 60 Months | 3 | 0 | 0 |
| Mr. | P.J. Ramkumar Rajha | ABZPR3776Q 00487193 | Non-Executive- Independent Director | 25-May-14 | 60 Months | 1 | 3 | 0 |

⁵PAN number of any director would not be displayed on the website of Stock Exchange[&]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) ⁵ |
| 1. Audit Committee | Shri N.K. Shrikantan Raja | Chairperson - Non-Executive - Non-Independent |
| | Shri P.J. Alaga Raja | Non-Executive - Independent Director |
| | Shri P.J. Ramkumar Rajha | Non-Executive - Independent Director |
| 2. Nomination & Remuneration Committee | Shri N.K. Shrikantan Raja | Chairperson - Non-Executive |
| | Shri P.J. Alaga Raja | Non-Executive - 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 |
| ⁵ 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) |
| 11-Nov-17 | 31-Jan-18 | 80 |
| | | |

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 | 30-Jan-18 | Yes | 10-Nov-17 | 80 |
| 2 | Nomination & Remuneration Committee | 30-Jan-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) ^{refer note below} | | |
| 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 | | |
| Note | | | | | |
| 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 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 - The Company has already complied with the provisions of Companies Act, 2013 regarding composition of Audit Committee. Since the Company has obtained the listing approval on 26.03.2018, the Company is in the process of re-constituting the audit committee by appointing Independent Director as the Chairman of the Committee as per Regulation 18 (1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | | | | | |
| b. Nomination & remuneration committee - The Company has already complied with the provisions of Companies Act, 2013 regarding composition of Nomination & Remuneration Committee. Since the Company has obtained the listing approval on 26.03.2018, the Company is in the process of re-constituting the nomination and remuneration committee by appointing Independent Director as the Chairman of the Committee as per Regulation 19 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | | | | | |
| 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) The Report Submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here | | | | | |
| N.A. 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 Company Secretary / Compliance Officer / Managing Director / CEO | | | FOR THE RAMARAJU SURGICAL COTTON MILLS LTD | | |
| | | |  | | |
| | | | (A. EMARAJAN) | | |
| | | | COMPANY SECRETARY. | | |
| | | | A. EMARAJAN | | |
| | | | COMPANY SECRETARY - COMPLIANCE OFFICER | | |
| Note: | | | | | |
| 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. | | | | | |

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31-03-2018
(FOR THE WHOLE OF FINANCIAL YEAR 2017-18)**

| I. Disclosure on Website in terms of Listing Regulations | | |
|-----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------------------------------------------|
| Item | Compliance Status (Yes/No/NA) | |
| Details of Business | Yes | |
| Terms and conditions of appointment of Independent Directors | Yes | |
| Composition of various committees of Board of Directors | Yes | |
| Code of conduct of Board of Directors and Senior Management Personnel | Yes | |
| Details of establishment of Vigil Mechanism / Whistle Blower Policy | Yes | |
| Criteria of making payments to Non-Executive Directors | Yes | |
| Policy on dealing with Related Party Transactions | Yes | |
| Policy for determining "Material" Subsidiaries | NA | |
| Details of familiarization programmes imparted to Independent Directors | NA* | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial Results | Yes** | |
| Shareholding Pattern | Yes | |
| Details of agreements entered into with the media Companies and/or their associates | Not Applicable | |
| New name and the old name of the listed entity | Not Applicable | |
| II. Annual Affirmations | | |
| Particulars | Regulation Number | Compliance Status (Yes/No/NA) |
| Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or eligibility' | 16(1) (b) & 25(6) | Yes |
| Board Composition | 17(1) | Yes*** |
| Meeting of Board of Directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/Compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes**** |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of Nomination & Remuneration Committee | 19(1) & (2) | Yes**** |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of Risk Management of Committee | 21(1),(2),(3),(4) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5)(6),(7) & (8) | Yes |

For THE RAMARAJU SURGICAL COTTON MILLS LTD..

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

| Particulars | Regulation Number | Compliance Status (Yes/No/NA) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------|
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | NA |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of Independent Directors | 25(3) & (4) | Yes |
| Familiarization of Independent Directors | 25 (7) | NA* |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to obligations of Directors and Senior Management | 26(2) & 26(5) | Yes |
| Note | | |
| 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. | | |
| 3 If the Listed Entity would like to provide any other information the same may be indicated here. | | |
| <p>Since the Company has obtained the listing approval on 26.03.2018, the Company will conduct the familiarization programmes to Independent Directors in the coming period as per Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the details of the same will be uploaded in the Company Website as per Regulation 46(2)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>* So far the company has uploaded the Annual Report which contains the audited financial results in the website. Since the Company has obtained the listing approval on 26.03.2018, the quarterly financial results will be uploaded in the website for the coming period as per Regulation 46(1)(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>*** 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 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.</p> <p>**** The Company has already complied with the provisions of Companies Act, 2013 regarding composition of Audit Committee and Nomination & Remuneration Committee. Since the Company has obtained the listing approval on 26.03.2018, the Company is in the process of re-constituting these committees by appointing Independent Director as the Chairman of these Committees as per Regulation 18 (1)(d) and 19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> | | |
| III Affirmations: | | |
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. Not applicable - (The Company has no Subsidiary Company) | | |
|  (A. EMARAJAN) COMPANY SECRETARY. | | |
| A. EMARAJAN | | |
| COMPANY SECRETARY - COMPLIANCE OFFICER | | |
| Name & Designation | | |
| Company Secretary / Compliance Officer / Managing Director / CEO | | |