

General information about company

Scrip code	000000
NSE Symbol	
MSEI Symbol	RAMARAJU
ISIN	INE328E01027
Name of the entity	THE RAMARAJU SURGICAL COTTON MILLS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Board of directors explanatory																
Entity has a Regular Chairperson		Yes														
Chairperson related to Promoter		Yes														
		Disqualification of Directors under section 164 of the Companies Act, 2013														
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
non-executive - on dependent director	Chairperson		14-05-1959	No				Active	NA		04-03-1992	12-12-2022			5	0
executive director	Not Applicable	MD	10-05-1963	No				Active	NA		12-08-2010	01-04-2020			1	0
executive director	Not Applicable	MD	18-04-1957	No				Active	NA		02-07-2003	14-02-2022			1	0
non-executive - on dependent director	Not Applicable		20-07-1948	No				Active	Yes	12-12-2022	15-04-2002	12-12-2022			2	0

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
Non-Executive - Independent Director	Not Applicable		20-04-1946	No				Active	Yes	15-09-2020	14-05-1986	15-09-2020	11-03-2023	108	1	1
Non-Executive - Independent Director	Not Applicable		21-01-1951	No				Active	NA		25-05-2014	25-05-2019		107	3	3
Non-Executive - Independent Director	Not Applicable		06-08-1949	No				Active	NA		25-05-2014	25-05-2019		107	3	3
Non-Executive - Independent Director	Not Applicable		19-11-1961	No				Active	NA		25-05-2014	25-05-2019		107	1	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)
Non-Executive - Independent Director	Not Applicable		06-02-1976	No				Active	NA		16-06-2021			22	2	1
Non-Executive - Nominee Director	Not Applicable		08-05-1964	No				Active	NA		20-11-2021				1	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06702871	Justice Shri P.P.S. Janarthana Raja	Non-Executive - Independent Director	Chairperson	29-05-2018		
2	00350693	N.K. Shrikantan Raja	Non-Executive - Non Independent Director	Member	28-05-2011		
3	00446057	P.J. Alaga Raja	Non-Executive - Independent Director	Member	28-05-2011	11-03-2023	
4	00487193	P.J. Ramkumar Rajha	Non-Executive - Independent Director	Member	28-05-2016		
5	00212334	V. Santhanaraman	Non-Executive - Independent Director	Member	04-11-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00446057	P.J. Alaga Raja	Non-Executive - Independent Director	Chairperson	12-08-2005	11-03-2023	
2	00350693	N.K. Shrikantan Raja	Non-Executive - Non Independent Director	Member	12-08-2005		
3	00487193	P.J. Ramkumar Rajha	Non-Executive - Independent Director	Member	28-05-2016		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	P.R. Venketrama Raja	Non-Executive - Non Independent Director	Chairperson	28-05-2011		
2	00350693	N.K. Shrikantan Raja	Non-Executive - Non Independent Director	Member	28-05-2011		
3	01948373	N.R.K. Ramkumar Raja	Executive Director	Member	04-06-2017		
4	00487193	P.J. Ramkumar Rajha	Non-Executive - Independent Director	Member	05-08-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	P.R. Venketrama Raja	Non-Executive - Non Independent Director	Chairperson	04-06-2017		
2	01364161	Nalina Ramalakshmi	Executive Director	Member	25-05-2014		
3	00350693	N.K. Shrikantan Raja	Non-Executive - Non Independent Director	Member	25-05-2014		
4	00487193	P.J. Ramkumar Rajha	Non-Executive - Independent Director	Member	28-05-2016		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	
1	31-10-2022				Yes	10	0	0
2		31-01-2023	91		Yes	10	0	0
3		10-03-2023	37		Yes	10	0	0

Text Block

Textual Information(1)	Number of Directors present * (All directors including Independent Director)
	1. 31.10.2022 10
	2. 31.01.2023 - 9
	3. 10.03.2023 - 8
	No. of Independent Directors attending the meeting
	1. 31.10.2022 5
2. 31.01.2023 - 5	
3. 10.03.2023 - 4	

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	31-10-2022				Yes	10	10	0	0
2	Audit Committee	31-01-2023	91			Yes	10	10	0	0
3	Audit Committee	10-03-2023	37			Yes	10	10	0	0

Text Block

Textual Information(1)	<p>Number of Independent Directors attending the meeting*</p> <p>1. 31.10.2022 4</p> <p>2. 31.01.2023 - 4</p> <p>3. 10.03.2023 - 3</p> <p>No.of members attending the meeting (other than Board of Directors)</p> <p>1. 31.10.2022 1</p> <p>2. 31.01.2023 - 1</p> <p>3. 10.03.2023 - 1</p> <p>Note for No.of members attending the meeting (other than Board of Directors) :</p> <p>No.1 denotes the Non Executive Non Independent Director who is part of the Audit Committee</p>
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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	No
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	N.R.K.Ramkumar Raja
2	Designation	Managing Director

Text Block

Textual Information(1)

Shri P.J.Alaga Raja (Non-Executive Independent Director) demised on 11.03.2023. As stipulated in SEBI(LODR), the company will fill in the casual vacancy within a period of 3 months from the date of casual vacancy.
The company has intimated about the demise on 11.03.2023.
Thus the composition of the Board of Directors in terms of SEBI (LODR) is impaired to this extent.

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.ramarajusurgical.com
2	Terms and conditions of appointment of independent directors	Yes		www.ramarajusurgical.com
3	Composition of various committees of board of directors	Yes		www.ramarajusurgical.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.ramarajusurgical.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ramarajusurgical.com
6	Criteria of making payments to non-executive directors	Yes		www.ramarajusurgical.com
7	Policy on dealing with related party transactions	Yes		www.ramarajusurgical.com
8	Policy for determining 'material' subsidiaries	Yes		www.ramarajusurgical.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.ramarajusurgical.com

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ramarajusurgical.com
11	email address for grievance redressal and other relevant details	Yes		www.ramarajusurgical.com
12	Financial results	Yes		www.ramarajusurgical.com
13	Shareholding pattern	Yes		www.ramarajusurgical.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.ramarajusurgical.com
18	Credit rating or revision in credit rating obtained	Yes		www.ramarajusurgical.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.ramarajusurgical.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ramarajusurgical.com
21	Materiality Policy as per Regulation 30	Yes		www.ramarajusurgical.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.ramarajusurgical.com

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	N.R.K.Ramkumar Raja
2	Designation	Managing Director

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	N.R.K.Ramkumar Raja
2	Designation	Managing Director

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details

Name of signatory	N.R.K.Ramkumar Raja
Designation of person	Managing Director
Place	Rajapalayam
Date	21-04-2023

