

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

25th January, 2021

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.

Symbol: RAMARAJU

Dear Sir,

Sub: Proceedings of Extra-Ordinary General Meeting held on 25th January, 2021

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Extra- Ordinary General Meeting (EGM) of our Company was held at 10.00 AM on 25th January, 2021 at The Ramaraju Surgical Cotton Mills Limited, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117.

The EGM commenced at the scheduled time of 10.00 AM.

The following Directors were present at the Meeting:

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|------------------------------|---|
| 1. Shri N.R.K. Ramkumar Raja | Managing Director |
| 2. Shri P.J. Alaga Raja | Chairman of the Nomination and Remuneration Committee |
| 3. Shri N.K. Shrikantan Raja | Director |
| 4. Shri P.J. Ramkumar Rajha | Director |
| 5. Shri P.A.B.Raju | Director |

Auditor present:

- | | |
|---------------------------|---------------------|
| 1. Shri M.R. L. Narasimha | Secretarial Auditor |
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In Attendance:

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| 1. Shri Walter Vasanth P J, Company Secretary |
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By Invitation:

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| 1. Shri N Vijay Gopal, Chief Financial Officer |
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As Shri P.R. Venketrama Raja, Chairman was not present and requested for leave of absence, the Directors present at the meeting elected Shri N.R.K. Ramkumar Raja as the Chairman of the meeting.

The Chairman of the meeting confirmed that the quorum was present and called the meeting to order.

The Chairman of the meeting welcomed the Members to take part in the proceedings of the Meeting.

The Chairman of the meeting explained the absence of Shri P.R. Venketrama Raja, Chairman of the Board & Chairman of the Stakeholders Relationship Committee, Smt Nalina Ramalakshmi, Managing Director, Justice Shri P.P.S. Janarthana Raja, Chairman of the Audit Committee Shri.V.Santhanarman, Director and Dr. M. Karunakaran, Directors was due to their pre-occupation.

With the consent of the Members, the Notice of the Meeting having already been circulated to the Members were taken as read.

The Chairman of the meeting delivered his speech, invited queries from the Members and the same were answered by the Chairman of the Meeting.

The Chairman of the meeting informed the Members that the Company had provided remote e-voting facility to the Members whose names appeared on the Register of Members / list of Beneficial Owners received from NSDL / CDSL as on 19th January, 2021 cut-off date to vote on the resolutions to be considered at the Extra-Ordinary General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 22nd January, 2021 and ended at 5.00 PM on 24th January, 2021. The Chairman of the Meeting informed that those who had not availed the remote e-voting can cast their votes through Physical Ballot at the venue.

The Chairman of the meeting informed the Members that Shri M.R.L.Narasimha, Practicing Company Secretary have been appointed as the Scrutiniser to scrutinise the remote e-voting and the ballot process in a fair and transparent manner.

The Company Secretary read out the resolutions on which the Members were required to vote.

Special Business

Resolution No: 1 - Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) the consent of the members be and is hereby accorded for acquiring the equity shares of M/s. Madras Chipboard Limited (MCBL) upto an investment value of Rs. 12.20 Crores (Rupees Twelve Crores and



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Twenty Lakhs only) i.e. 52.20% of the equity shares of MCBL namely 12,626 equity shares to be acquired from related parties of the Company at a purchase price of Rs. 9,659/- (Rupees Nine Thousand Six Hundred and Fifty-Nine only) per share.

RESOLVED FURTHER THAT the Board of Directors or such persons as may be authorized by the Board of Directors be and are hereby authorized to decide the quantum and timing of purchase of shares from the related parties of the Company as considered necessary, within the aforesaid investment value of Rs.12.20 Crores.”

Resolution No: 2 - Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) the consent of the members be and is hereby accorded for selling part of the Equity Shares held by the Company in M/s. The Ramco Cements Limited not exceeding a market value of Rs.30 Crores (Rupees Thirty Crores only) in one or more tranches to M/s. Ramco Industries Limited at the market price prevailing on the dates of the transactions.

RESOLVED FURTHER THAT the Board of Directors or such persons as may be authorized by the Board of Directors be and are hereby authorized to decide the quantum and timing of the sale of shares as considered necessary, within the aforesaid limit of Rs.30 Crores.”

The Chairman of the meeting informed the Members that in accordance with Rule 20(4)(xii) and its Proviso of the Companies (Management and Administration) Rules, 2014, the Secretary of the Company had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman of the meeting further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to CDSL immediately after the declaration of result for placing on their website.

The results would also be submitted to the stock exchanges within 48 hours of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

The meeting ended with a vote of thanks to the Chair by 10.30 A.M

Kindly take the above on record.

Thanking you,

For The Ramaraju Surgical Cotton Mills Limited

Walter Vasanth P J
Company Secretary & Compliance Officer

