

THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Manufacturers of Antiseptic Dressings

F.No. CS /2023-24_11

7th September, 2023

Head-Listing,
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.

Symbol: RAMARAJU

Dear Sir,

Sub: Submission of Annual Report for the Financial year 2022-23 under Reg. 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the company for the financial year 2022-23.

The copy of the Annual Report is also available on the website of the company viz., www.ramarajusurgical.com

This is for your kind information and records.

Thanking you,

Yours faithfully,

For The Ramaraju Surgical Cotton Mills Limited,


P. Muthukumar
Company Secretary & Compliance Officer



Encl: a/a



 **surgicom**

sudarsanam
SPINNING MILLS

sudarsanam
FABRICS

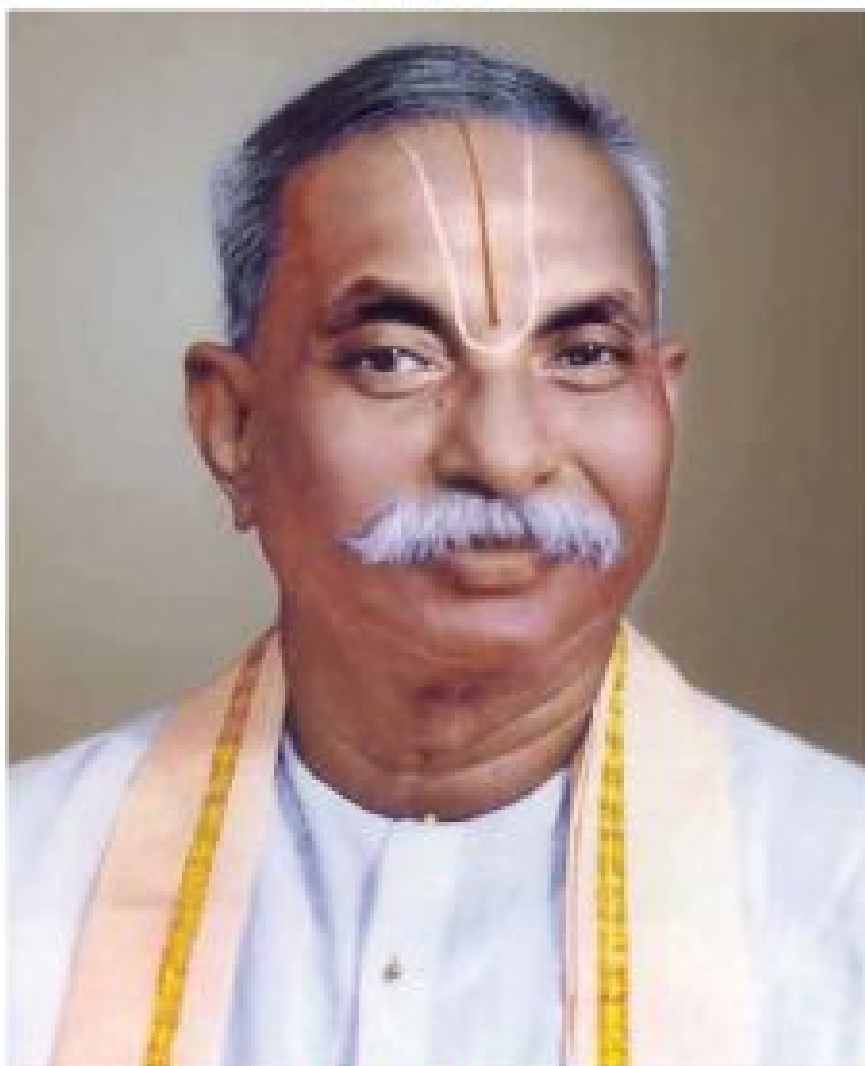
 **taramtextiles**

83rd Annual Report 2022-2023



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

Our Founder's Mentor

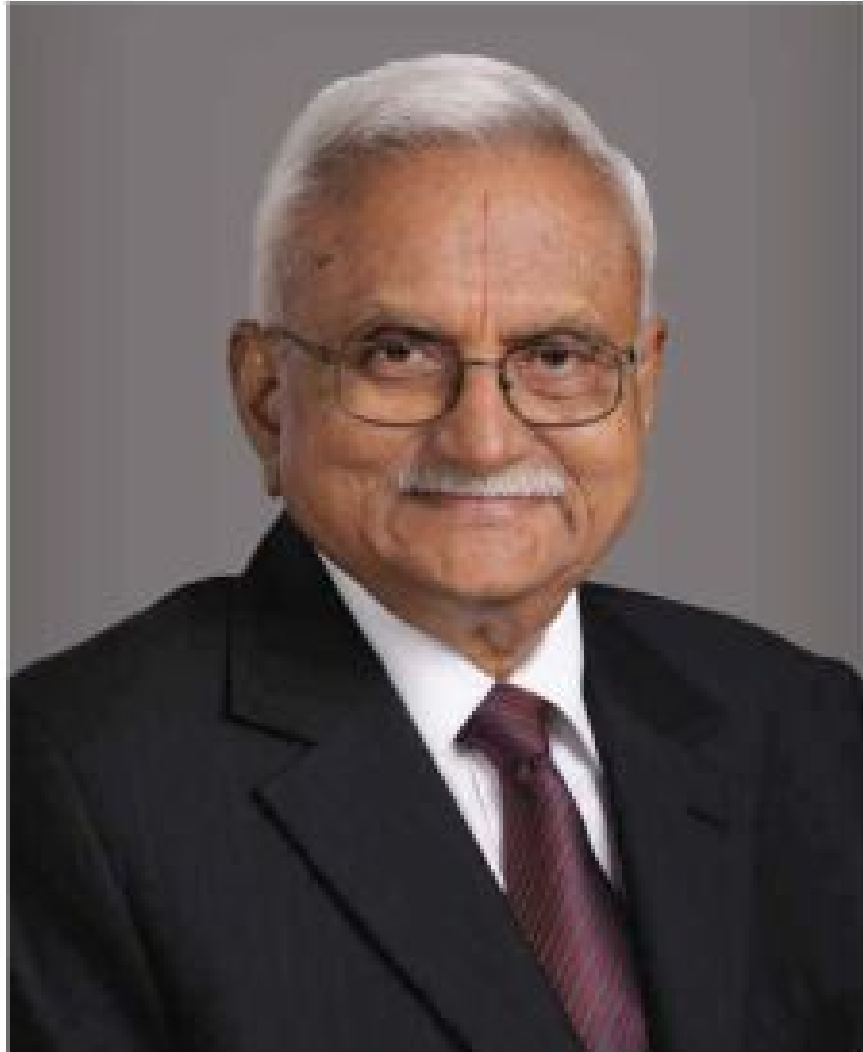


SHRI P.A.C. RAMASAMY RAJA

Our Founder



SHRI N.K. RAMARAJU



"Gurubakthamani"
SHRI P.R. RAMASUBRAHMANEYA RAJHA
Sridharmarakshakar - Ramco Group

CORPORATE INFORMATION



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

Board of Directors

Shri P.R. Venketrama Raja, B.Tech., M.B.A.,
Chairman

Smt. Nalina Ramalakshmi, B.Sc., M.S.C.S.,
Managing Director

Shri N.R.K. Ramkumar Raja, B.Tech., M.E.,
Managing Director

Shri S.Sarathy Subburaj, B.Tech.,
(Nominee of Govt. of Tamilnadu)

Shri N.K. Shrikantan Raja, B.Com.,

Shri P.J. Alaga Raja, B.A.B.L.,
(Demised on 11th March, 2023)

Justice Shri P.P.S. Janarthana Raja, B.L.,

Shri V. Santhanaraman, B.Com. C.A.I.I.B.,

Shri P.J. Ramkumar Rajha, B.Com.,

Shri P.A.S. Alaghar Raja, D.T.T.,

Chief Financial Officer

Shri N. Vijay Gopal

Company Secretary

Shri Walter Vasanth P J
(Resigned w.e.f. 10th March, 2023)

Registered Office

No. 2, 119/120,
P.A.C. Ramasamy Raja Salai, Rajapalayam,
Tamil Nadu - 626 117.

E-mail : rscm@ramcotex.com

Phone : 04563-235904

Website: www.ramarajusurgical.com

Corporate Identification Number

L17111TN1939PLC002302

Factories

Surgical Division

1. Rajapalayam
2. Perumalpatti

Textile Division

1. Rajapalayam
2. Subramaniapuram
3. Perumalpatti
4. Thirumalagiri Village, AP

Bankers

Axis Bank Limited
Canara Bank Limited
Federal Bank Limited
ICICI Bank Limited
IDBI Bank Limited
Indian Bank
RBL Bank Limited
Yes Bank Limited
Tamilnad Mercantile Bank Limited
The Karur Vysya Bank Limited

Auditors

M/s. N.A. Jayaraman & Co.,
Chartered Accountants,
9, Cedar Wood, 11, 4th Main Road,
Raja Annamalaipuram,
Chennai - 600 028.

Secretarial Auditor

Shri M.R.L. Narasimha,
Practising Company Secretary,
'Lotus', 370-A Alagesan Road,
SB Mission Post,
Coimbatore - 641 011.

Cost Auditor

Shri M. Kannan,
IV-B, Akshaya Homes,
9B-20, Tagore Nagar,
Bharathiyar 4th Street,
S.S. Colony,
Madurai - 625 016.

Statutory Reports

Notice to the Members	3
Directors' Report	23

Separate Financial Statements

Independent Auditors' Report	76
Balance Sheet	90
Statement of Profit and Loss	91
Statement of Changes in Equity.....	92
Statement of Cash Flow	94
Notes to Separate Financial Statements	97
Disclosure forming part of Separate Financial Statements	143

Consolidated Financial Statements

Independent Auditors' Report	170
Balance Sheet	180
Statement of Profit and Loss	181
Statement of Changes in Equity	182
Statement of Cash Flow	184
Notes to Consolidated Financial Statements	187
Disclosure forming part of Consolidated Financial Statements	236

NOTICE



Notice to the Members

Notice is hereby given that the 83rd Annual General Meeting (AGM) of the Company will be held at 10.00 A.M. on Friday, the 29th September, 2023 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) the details of which are provided in the Notes to this Notice. The following are the business that would be transacted at this AGM.

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**
RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.
2. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**
RESOLVED THAT a Dividend of ₹ 0.50/- per share be and is hereby declared for the year ended 31st March, 2023 and the same be paid to those shareholders whose name appear in the Register of Members and Register of Beneficial Owners maintained by the Depositories as on 21st September, 2023.
3. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**
RESOLVED THAT Shri P.R.Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as Director of the Company.
4. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**
RESOLVED THAT Shri N.K.Shrikantan Raja (DIN: 00350693), who retires by rotation, be and is hereby re-appointed as Director of the Company.

SPECIAL BUSINESS

5. To consider and pass the following Resolution, as a **SPECIAL RESOLUTION:**
"RESOLVED THAT pursuant to provisions of Section 23(1)(c), 62(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any amendments thereto or re-enactment thereof for the time being in force), the provisions in the Memorandum and clause 48 of Articles of Association of the Company and other applicable provisions of the Securities and Exchange Board of India Act, 1992 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 ("SEBI ICDR Regulations") such other applicable guidelines/rules/regulations/ circulars issued by the Securities and Exchange Board of India from time to time, the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the applicable rules, regulations, notifications and circulars, if any, issued by the Reserve Bank of

India ("RBI"), Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations"), equity listing agreement ("Listing Agreement") as entered into by the Company with the Stock Exchange where the Company's Equity Shares of face value of ₹ 10 each (the "Equity Shares") are listed and and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the "Board", which term shall be deemed to include any duly constituted committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of members of the Company be and is hereby accorded to the Board to create, offer, issue and allot Equity Shares up to an amount not exceeding ₹ 40,00,00,000/- (Rupees Forty Crores only) on a Rights basis to the existing equity shareholders of the Company in proportion to their holdings on a record date as may be decided by the Board ("Rights Issue") at such issue price and on such terms and conditions as may be decided by the Board and as may be mentioned in the Offer Document to be issued in connection with the Rights Issue and subject to, inter alia, the following terms and conditions:

- (i) The offer for the Equity Shares issued as part of the Rights Issue shall include a right exercisable by the equity shareholders to renounce such shares in favour of any other person(s) provided such renunciation is made before the closing of the Rights Issue and in accordance with the applicable laws;
- (ii) The Board shall have the sole discretion to deal with the unsubscribed portion of the Rights Issue on such terms and conditions as it deems fit and which is not disadvantageous to the shareholders and the Company; and
- (iii) The Equity Shares to be allotted pursuant to the Rights Issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded for additional subscription, if any or as may be required in the Issue by Promoters and members of Promoters Group in case of under subscription subject to compliance of Regulation 10(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 38 of Listing Regulations.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded for Promoter or any member of the Promoter Group for subscribing in the Issue on their behalf (individual or jointly) or on behalf of other member of the Promoter Group, subject to SEBI ICDR Regulations, Listing Regulations, as amended and any other applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do all such acts, deeds, things and matters including but not limited to approval of draft letter of offer, letter of offer, decision on issue price, record date,

dispatch of issue material such as application form, abridged letter of offer, rights entitlement letter to eligible equity shareholder and other related matters as it may, in its absolute discretion, deem necessary, expedient or desirable, for issuing, allotting and listing of the Equity Shares in accordance with this resolution and the applicable laws, to delegate all or any of its power conferred by this resolution to any of its committee or any director(s) or officer(s) of the Company, to settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things as the Board in its absolute discretion may deem fit for giving effect to this resolution, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus applicable taxes and out-of-pocket expenses payable to Shri M. Kannan, Cost Accountant (Firm Registration No. 102185) appointed as the Cost Auditor of the Company by the Board of Directors, for the financial year 2023-24 for auditing the Cost Records relating to manufacture of textile and pharmaceutical products, be and is hereby ratified and confirmed.

By Order of the Board,
For **The Ramaraju Surgical Cotton Mills Limited,**

Rajapalayam
12th August, 2023

P.R. Venketrama Raja
Chairman
DIN: 00331406

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. The Company has chosen to conduct this AGM through Video Conferencing (VC), The AGM would be conducted in accordance with the
 - i) General Circular No: 10/2022 dated 28th December, 2022, issued by Ministry of Corporate Affairs, Government of India
 - ii) Circular No: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th June 2023, issued by Securities and Exchange Board of India (SEBI) and
 - iii) such other instructions that may be issued by Statutory Authorities
3. The Company would be providing the Central Depository Services (India) Limited's (CDSL) system for the members to cast their vote through remote e-voting and participate in the Annual General Meeting through Video Conference.
4. Proxies are not being sent to shareholders, as the meeting is being conducted through Video Conference.
5. The Company is also releasing a Public Notice by way of advertisement in English in Business Line (All editions) and in Tamil in Makkal Kural (Madurai edition), containing the following information:
 - Convening of AGM through VC in compliance with applicable provisions of the Act.
 - Date and Time of the AGM.
 - Availability of Notice of the Meeting on the website of the Company, the stock Exchange, viz. Metropolitan Stock Exchange of India Limited, where the Company's shares are listed and at <https://www.evotingindia.com>.
 - Reference to the link of the company's website, providing access to the full annual report.
 - Requesting the members who have not registered their E-Mail addresses with the Company, to get the same registered with the Company.
6. The cut-off date will be Thursday, 21st September, 2023, for determining the eligibility to vote by remote e-voting or in the AGM.
7. Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company (www.ramarajusurgical.com) and also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period

NOTICE



of over 7 years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Financial Year Ended	Date of Declaration of Dividend	Last Date for claiming Unpaid Dividend	Due Date for Transfer to IEPF Fund
31-03-2017	10-08-2017	09-08-2024	07-09-2024
31-03-2018	10-08-2018	09-08-2025	07-09-2025
31-03-2020	15-09-2020	14-09-2027	12-10-2027
31-03-2021	25-08-2021	24-08-2028	22-09-2028
31-03-2022	12-12-2022	11-12-2029	10-01-2030

8. In accordance with Section 125(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividends lying with the Company for a period of over 7 years, to the IEPF established by the Central Government.
9. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.ramarajusurgical.com and www.iepf.gov.in.
10. Dispatching of physical copies of the financial statements (including Director's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - www.ramarajusurgical.com and at the websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited, where the Company's shares are listed.
11. The Company has fixed Thursday, 21st September, 2023 as the 'Record Date' for determining entitlement of Members to dividend for the financial year ended 31st March, 2023, if approved at the AGM.
12. As per Income Tax Act, 1961, dividend income is taxable in the hands of Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend payable to Shareholders at the prescribed rates. For the prescribed rates for various categories, the

NOTICE

Shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof. The Shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) with the depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rscm@ramcotex.com on or before 14th September, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rscm@ramcotex.com. The aforesaid declarations and documents need to be submitted by the Shareholders on or before 14th September, 2023.

13. Voting through electronic means;

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-Voting facility to exercise their right to vote at the 83rd Annual General Meeting and the business may be transacted through such voting, through e-Voting Services provided by CDSL.
- B. The facility for **remote e-voting** shall remain open from **9.00 A.M** on Tuesday, the **26th September, 2023 to 5.00 P.M** on Thursday, the **28th September, 2023**. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the **cut-off date**, viz. **Thursday, the 21st September, 2023**, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 P.M. on Thursday, the 28th September, 2023.
- C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

NOTICE

- D. Pursuant to said SEBI Circular, Login method for e-Voting and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

NOTICE

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

NOTICE

Type of Shareholders	Login Method
Individual Shareholders (holding Securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

E. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 25 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 22 44 30

F. Access through CDSL e-Voting system in case of Shareholders holding share in Physical mode and non-individual Shareholder in Demat mode.

Login method for e-Voting and joining the AGM through VC for shareholders holding share in Physical mode and non-Individual Shareholder in Demat mode.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.



NOTICE

3. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Physical Form and Shareholders holding shares in Demat Form other than individual holders
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio Number in the PAN field.</p> <p>In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. to make it 8 digits after the first two characters of the name in CAPITAL letters. Eg. If your name is GUHAN.S with folio number 1 then enter GU00000001 in the PAN Field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (F).</p>

After entering these details appropriately, click on "SUBMIT" tab.

- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders

NOTICE



for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- H. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- I. Click on the EVSN for THE RAMARAJU SURGICAL COTTON MILLS LIMITED on which you choose to vote.
- J. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- K. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- L. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- M. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- O. If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- P. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification
- Q. Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



NOTICE

- iv. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping
 - v. It is mandatory that scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at **canajco@gmail.com** and to the company at the email address viz; **rscm@ramcotex.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- R. If you have any queries or issues regarding attending the meeting and e-Voting from CDSL e-Voting system, you can write to **helpdesk.evoting@cdslindia.com** or contact at toll free number 1800 22 55 33.
14. Instructions for shareholders attending the AGM through VC & e-voting during meeting are as under:
- A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - B. The Members can join the AGM in the VC mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1,000 members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM.
 - C. Members are requested to join the AGM through Laptops / IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
 - D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.
 - E. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request at least 3 days prior to meeting mentioning your name, demat account number / folio number, email id, mobile number (as registered with the Depository Participant (DP)/Company) to the mail id: **rscm@ramcotex.com** Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to meeting mentioning your name, Demat account number / folio number, email id, mobile number to the mail id: **rscm@ramcotex.com**. These queries will be replied by the company suitably by email.

NOTICE



- G. Non-Individual members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorizing their representative to attend on their behalf at the meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address with a copy marked to helpdesk.evoting@cdslindia.com.
 - H. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - I. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-Voting.
 - J. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 - K. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - L. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. As an on-going measure to enhance the ease doing of business for investors in securities market, SEBI has issued Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 prescribed Common and Simplified Norms for processing investor's service request by RTAs and forms for furnishing PAN, KYC details and Nomination of the Shareholders w.e.f. 01-04-2023, in supersession of Circular No: SEBI / HO / MIRSD / MIRSD _ RTAMB / P / CIR / 2021 / 655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021. The Company has sent a communication in this regard on 23-12-2021 and 31-05-2023 to all the Shareholders holding Physical Share certificates advised them to furnish the following details to the Company:
- a. PAN
 - b. Nomination.
 - c. Contact details
 - d. Bank account details
 - e. Specimen signature
- The Company will freeze the folios, which are not having PAN, Nomination and KYC details on or after 01-10-2023. The shares in the frozen folios shall be –
- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid
 - b) eligible for any payment including dividend only through electronic mode w.e.f. 01-04-2023 and upon complying with the requirements of the above.
 - c) referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

NOTICE

All Shareholders are advised update the details as prescribed in the above said Circular with M/s. Cameo Corporate Services Limited, our Registrar to an Issue and Share Transfer Agent.

16. Process for those shareholders whose E-mail / Mobile No. are not registered with the Company / DP.
 - A. For Physical Shareholders, please submit form ISR-1 duly filled to M/s. Cameo Corporate Services Limited, our Registrar to an Issue and Share Transfer Agent
 - B. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while E-Voting & joining the AGM through VC through Depository.
17. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 21st September, 2023 may obtain the Login ID and Password by following the procedures mentioned in Point [No: 13 (D) or (F), as the case may be.
18. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 21st September, 2023.
19. Shri R. Palaniappan, Chartered Accountant (Membership No. 205112), Partner, M/s. N.A. Jayaraman & Co., Chartered Accountants will act as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
21. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited.
22. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free No. 1800 22 55 33.

By Order of the Board,
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalayam
12th August, 2023

P.R. Venketrama Raja
Chairman
DIN: 00331406

Statement Pursuant to Section 102 of The Companies Act, 2013**Item No. 5**

The Board of Directors of the Company is seeking approval of members through annual general meeting for considering the proposal of issuance of equity shares on right basis pursuant to the compliance of Companies Act, 2013, SEBI ICDR Regulation, Listing Regulations and other applicable regulations, act and rules thereunder.

With the object of repayment of existing borrowings, augment the long term resources and meeting general corporate purposes & issue expenses or any other corporate use which may be required in the normal business and as permitted under applicable laws or regulations from time to time or as it may deem fit by the Board or Committee thereto, the Company plans to offer equity shares of the Company to its eligible shareholders on a rights basis (the 'Issue') in accordance with the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations and other applicable laws by raising of funds upto an aggregate value not exceeding ₹ 40,00,00,000/- (Rupees Forty Crores only), and subject to receipt of necessary approvals from statutory, regulatory and other authorities, as applicable. The detailed terms and conditions for the Issue will be determined in consultation with the Lead Manager and Legal Counsel appointed by the Company considering the prevailing market conditions and other relevant factors. Since the pricing of the offering could be decided only at a later stage, the resolution does not state the issue price or the precise number of the equity shares to be issued. The resolution seeks to afford discretion to the Board (including a Committee thereof) to finalise these terms in consultation with the agencies aforesaid in accordance with the applicable laws.

Further, Promoter and the member of the Promoters Group wish to subscribe for the additional shares including any renouncement of rights in their favour apart from their individual / collective Rights entitlement. The Promoter and the members of the Promoter Group also wish to subscribe for additional shares in the Issue on their behalf (individual or jointly) or on behalf of other member/s of the Promoter Group in case of under subscription, subject to compliance of Regulation 10(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 38 of SEBI (LODR) Regulations, 2015 as amended.

The consent of the Members is being sought pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the RBI, the SEBI, Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed.

In view of the reasons aforesaid, as enabling resolution is proposed for consideration of the shareholders to give adequate flexibility and discretion to the Board, including any committee thereof, to finalize the terms of the Issue.

Accordingly, the Board recommends the resolution set forth in Item No. 5 to be passed as Special Resolution by the Members.

NOTICE

None of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution set forth in Item No. 5 of this Notice except to the extent of their shareholdings in the Company.

Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Textile and Pharmaceutical Products for the financial year 2023-24.

On the recommendation of the Audit Committee at its meeting held on 24th May, 2023, the Board of Directors had approved the appointment of Shri M. Kannan, Cost Accountant as the Cost Auditor of the Company to audit the Company's Cost Records relating to manufacture of Textile and Pharmaceutical Products at a remuneration of ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus applicable taxes and out-of-pocket expenses for the financial year 2023-24.

Shri M. Kannan is a Cost Accountant and Chartered Accountant, started his practice as Cost Accountant in the year 1990. He has rich experience in Industry, Consulting and Cost Management System, Cost Audits etc. He is a Cost Auditor for many Companies across several Industries engaged in Chemical, Textile, Steel, Base Metal, Salt and Power apart from Engineering Industries. His area of specialization includes providing specific solutions to his clients in Cost Management System and performance review system.

The remuneration of the cost auditor is required to be ratified by the Members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

Accordingly, the Board recommends the resolution set forth in Item No. 6 to be passed as Ordinary Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution set forth in Item No. 6 of this Notice except to the extent of their shareholdings in the Company.

By Order of the Board,
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalayam
12th August, 2023

P.R. Venketrama Raja
Chairman
DIN: 00331406

NOTICE**ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION
AT THE ANNUAL GENERAL MEETING****Details of Directors seeking Re-Appointment at the 83rd Annual General Meeting pursuant to Secretarial Standards on General Meetings**

Name of the Director	Shri P.R. Venketrama Raja
Director Identification Number (DIN)	00331406
Age	64 years
Qualification & Experience	Shri P.R. Venketrama Raja has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA. He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 1992. He has more than 3 decades of Industrial Experience with specific knowledge in Textiles, Cement and Information Technology sectors.
Terms and conditions of re-appointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013
Date of First Appointment to the Board	04-03-1992
Shareholding in the Company as on date	6,080 Equity shares of ₹ 10/- each
Remuneration	He is eligible for sitting fees for attending Board / Committee meetings as applicable to the Directors from time to time
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is the brother of Smt. Nalina Ramalakshmi, Managing Director of the Company.
No. of Meetings of the Board attended during the year	Five
Other Directorships as on 31-03-2023	<ol style="list-style-type: none">1. The Ramco Cements Limited2. Ramco Systems Limited3. Ramco Industries Limited4. Rajapalayam Mills Limited5. Sri Vishnu Shankar Mill Limited6. Sandhya Spinning Mill Limited7. Rajapalayam Textile Limited8. Lynks Logistics Limited9. Ramamandiram Agricultural Estate Private Limited10. Ramco Management Private Limited11. Ramamandiram Management Consultancy Private Limited12. RCDC Securities and Investments Private Limited

NOTICE

Other Directorships as on 31-03-2023 (Contd.)	13. Ram Sandhya Farms Private Limited 14. Nirmala Shankar Farms & Estates Private Limited 15. Sri Sandhya Farms (India) Private Limited 16. Rajapalayam Chamber of Commerce and Industry 17. Ramco Systems Corporation, USA 18. Ramco Systems Limited, Switzerland 19. Ramco Systems Sdn Bhd., Malaysia 20. Ramco Systems Pte. Limited, Singapore 21. Sri Ramco Lanka (Private) Limited, Sri Lanka 22. Sri Ramco Roofings Lanka Private Limited - Sri Lanka 23. RSL Enterprise Solutions (Pty) Limited, South Africa 24. Ramco Systems Canada Inc., Canada 25. Ramco Systems FZ-LLC 26. Ramco Systems Australia Pty Limited, Australia 27. Ramco Software Japan Limited
Listed entity from which the person has resigned in the past three years	NIL
Memberships and Chairmanships of Committees of other Board	Details given below

S. No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1	The Ramco Cements Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
2	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
		Right Issue Committee	Chairman

NOTICE



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

S. No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
3	Ramco industries Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
4	Ramco Systems Limited	Corporate Social Responsibility Committee	Chairman
		Stakeholders Relationship Committee	Chairman
		Risk Management Committee	Chairman
		Fund Raising Committee	Member
		Allotment Committee	Member
5	Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Chairman
6	Sandhya Spinning Mill Limited	Corporate Social Responsibility Committee	Chairman

Name of the Director	Shri N.K. Shrikantan Raja
Director Identification Number (DIN)	00350693
Age	75 years
Qualification & Experience	Shri N.K. Shrikantan Raja, has a Bachelor Degree in Commerce and he has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2002. He has vast knowledge and experience in Textile Industry and having more than 50 years of experience in doing business activity.
Terms and conditions of re-appointment	Director liable to retire by rotation, under Section 152(6) of the Companies Act, 2013
Date of First Appointment to the Board	15-04-2002
Shareholding in the Company as on date	12,005 Equity shares of Rs.10/- each (Including HUF)
Remuneration	He is eligible for sitting fees for attending Board / Committee meetings as applicable to the Directors from time to time
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is the brother of Shri.N.R.K.Ramkumar Raja, Managing Director of the Company.

NOTICE

No. of Meetings of the Board attended during the year	Six
Other Directorships as on 31-03-2023	1. Ramco Industries Limited 2. Sandhya Spinning Mill Limited 3. Sri Vishnu Shankar Mill Limited 4. Sudharsanam Investments Limited 5. Sri Yannarkay Servicers Limited 6. N.R.K. Infra System Private Limited 7. Vinvent Chemilab Private Limited
Listed entity from which the person has resigned in the past three years	NIL
Memberships and Chairmanships of Committees of other Board	Details given below

S. No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1	Ramco Industries Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
2	Sri Vishnu Shankar Mill Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Share Transfer Committee	Member
3	Sandhya Spinning Mill Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Chairman
		Share Transfer Committee	Member

To the Members

The Board of Directors have pleasure in presenting their 83rd Annual Report on the business and operations of the Company and the Audited Financial Statements (Separate and Consolidated) for the financial year ended 31st March, 2023.

1. Financial Results

The separate financial results for the year ended 31st March, 2023 after charging all expenses and contribution to Ramaraju Memorial Fund of ₹ 500 but before deducting finance cost and depreciation have resulted in EBITDA of ₹ 3,967.28 Lakhs against ₹ 7,547.73 Lakhs for the previous financial year 2021-22. After deducting ₹ 3,220.33 Lakhs towards finance cost and providing ₹ 4,355.14 Lakhs towards Depreciation, the Loss before Tax for the year is ₹ 3,608.19 Lakhs against profit of ₹ 878.08 Lakhs of the previous financial year 2021-22. Summary of Separate Financial Results and Consolidated Financial Results of the Company is furnished below:

Particulars	Separate Financials		Consolidated Financials	
	Year Ended 31-03-2023	Year Ended 31-03-2022	Year Ended 31-03-2023	Year Ended 31-03-2022
Profit / (Loss) Before Tax	(3,608.19)	878.08	(3,886.87)	768.71
Less: Current Tax	(5.81)	134.75	(5.83)	134.75
Less: Deferred Tax	(544.62)	(210.51)	(407.89)	(208.22)
Add: Other Comprehensive Income net of tax	(38.46)	(83.69)	(34.93)	(83.69)
Add: Share of Net Profit & OCI from Associates	-	-	547.99	1,270.05
Total Comprehensive Income for the year	(3,096.22)	870.15	(2,960.09)	2,028.54

2. Share Capital and Listing on Stock Exchange

Business Combination:

The National Company Law Tribunal (NCLT), Chennai has approved the Scheme of Amalgamation of Sri Harini Textiles Limited with the Company vide its order dated 31st May 2023. Further the said Order has been filed with the Registrar of the Companies, Chennai on 25th June, 2023 the Scheme has become effective from the Appointed Date i.e 01st April, 2021.

Pursuant to the Scheme of Amalgamation, the shareholders of SHTL were allotted 51,340 in the ratio of 34 shares of the Company for every 1000 shares held.

Upon coming into effect of the Scheme, the Authorised Share Capital of the Company as on date of the report stands at ₹ 1,000 Lakhs consisting of 1,00,00,000 Equity Shares of ₹10/- each

and the Paid-up Share Capital of the Company is ₹ 399.79 Lakhs consisting of 39,97,900 Equity Shares of ₹ 10/- each. The equity shares of the Company are listed with Metropolitan Stock Exchange of India Limited, Mumbai.

3. Dividend

Your Directors have pleasure in recommending a Dividend of ₹ 0.50 per share (Previous Year: ₹ 1.00 per share). The total amount of Dividend outgo for the year will be ₹ 19.99 Lakhs. As per Income Tax, 1961, the dividend will be taxable in the hands of the Shareholders and the Company will make the payment of dividend after deducting applicable TDS.

4. Taxation

An amount of ₹ 5.81 Lakhs pertaining to Current Tax for earlier years was reversed and Deferred Tax Asset of ₹ 544.62 Lakhs has been provided for the year 2022-23.

5. Major events occurred during the year and till the date of this report

Pursuant to the filing of the Scheme of Amalgamation of Sri Harini Textiles Limited (SHTL) with the Company, the NCLT vide its order dated 13th July, 2022, directed to hold the meetings of shareholders of the Transferor and Transferee Companies and the meetings of secured creditors and unsecured creditors of the Transferee Company. The requirement to hold the meeting of creditors of the Transferor Company was dispensed.

The meetings were held on 08th September, 2022 as directed. The Outcome of the said meetings with the scrutinizer report was submitted with stock Exchange on 09th September, 2022. The Order was pronounced on 31st May, 2023. The Certified Copy of NCLT Order and the Scheme of Amalgamation was filed with Registrar of Companies on 25th June, 2023. Upon coming into effect of the Scheme, the undertaking of SHTL stands transferred to and vested in the Company with effect from the Appointed Date of 01st April, 2021.

Pursuant to the Scheme of Amalgamation the shareholders of SHTL were allotted 51,340 on 04th July, 2023 in the ratio of 34 shares of the TRSCM for every 1000 shares held. The Company has obtained the listing approval for allotted shares on 28th July, 2023 and the trading approval on 09th August, 2023 from the Metropolitan Stock Exchange. All the figures from the appointed date are consolidated and restated in the Annual Report.

6. Management Discussion and Analysis, Trade Conditions

A) Textiles Division

Cotton production in India witnessed a 14% drop during the 2021-22 cotton season (October to September) from 360 lakh bales to 307 lakh bales. This is the lowest production since 2007-08. The primary reason was low yield of cotton due to unseasonal rainfall and extended monsoon in cotton growing areas. This lead to cotton prices remaining high throughout the cotton season.

The expectation of the spinning mills that cotton prices would fall during the new cotton season 2022-23 based on CIA (Cotton Association of India) estimates of 344 lakh bales production did not materialize due to revised downward estimates of 311 lakh bales. The lower production in Maharashtra, Telangana, Punjab and Andhra Pradesh were magnified by farmers hoarding of cotton with expectations of higher prices similar to the previous year. This had a compounding effect of cotton arrivals into the market of 17.86 million bales as against 24.4 million bales during the corresponding period last year, a drop of 26%. All these factors attributed to higher prices of cotton than expected. During the later part of year there was some relief in cotton prices but yarn prices fell much steeper leading to a wider cotton to yarn disparity affecting the margins of yarn spinners across India.

The year began with a positive note of profitability for spinning for the Q1 quarter ended June 2022, but increase in cotton prices with lower yarn price realization resulted in very negligible EBITDA margins in Q3 and Q4 of FY 2022-23.

It was a challenging year for our weaving division as well due to the slowdown of the global home textiles, our mainstay market. Q1-FY 2022-23 was good in terms of loom engagement and also the average per meter sale price, however, we faced a slow down over the next two quarters. Capacity utilization of looms took a hit in Q2 & Q3 notably in Sep, Oct and Nov 2022 with around 25% looms remained idle. There was revival in Q4 2022-23 when looms were fully occupied. Our performance, given our quality and delivery reliability, was better than rest of the market which had only 40-50% loom engagement through the year, Our Jacquard fabric witnessed steady demand and fabric exports grew in value terms by 36% in FY 23 as compared to previous fiscal FY 22.

We commenced cut and sew operations in July 2022 to produce bedsheet sets. The plant has an installed capacity to produce 10,000 sheet sets per day with state of the art manufacturing facility in Rajapalayam. Situated on the main Tirunelveli highway it is well connected for container movements to Tuticorin port for exporting the end products. The company has undergone social and security audits and obtained all important certifications that are required for exports to US. Details about the division, bedding solutions, certifications, brands and other details are available at www.taramtextiles.com

Progress has been slow and steady in FY 2022-23 for this division. Home textiles market is going through its biggest slump in the last 10 years. Exports from India fell by more than 10% during 2022-23. High Inventory levels at the retail and distribution channels have caused US retailers to be extremely cautious in placing new orders and onboarding new vendors. The company had made remarkable progress in making the market aware of our capabilities by participating in the New York Home Textiles Market Week during September 2022 and March 2023 showcasing our product range. In addition, to break into the market we have acquired a prominent brand license, which enabled us to get engage with retail chains and book orders.

B) Surgical Division

Surgical Division has made remarkable progress in terms of sales value and margins in the year 2022-23. This was possible with steep increase in unit prices of surgical products effective from April 2022. With various modernization initiatives in FY 22-23 in our surgical division, we are ensuring the product quality and production efficiency. Surgical EBITDA margins have increased by 79% and sales value increased by 37%.

7. Exports

On the export front during the year, the Company has made export of cotton yarn, greige fabrics and made-ups (including merchant exports) for a value of ₹ 109.21 crores as against ₹ 87.70 crores of the previous year.

8. Power Cost

During the financial year 2022-23, the Company was able to consume power from its own wind farms and own solar to the extent of 32.81 % (PY: 30.65 %) of the total power requirement. The power cost increased during the financial year 2022-23 to ₹ 28.64 Crores, compared to ₹ 27.28 Crores in the previous year, mainly due to a steep increase in the power tariff by Tamil Nadu Electricity Board (TNEB), by more than 15% during the financial year 2022-23. Additionally, TNERC, the regulatory authority for approving the power tariff in Tamil Nadu, has also approved to increase the power tariff for charges related to windmills by 6% for the financial year 2022-23 and also for next 5 years. In order to mitigate the higher power cost, the Company made arrangements with Solar Power developers for supplying the power on long term basis at a fixed cost under group captive arrangement, which is cheaper as compared to TNEB's Rate.

9. Finance Cost

The finance cost of the Company increased to ₹ 32.20 Crores during the financial year 2022-23 from ₹ 20.77 Crores in the previous financial year. The Reserve Bank of India (RBI) increased monetary policy rates continuously during the financial year 2022-23 and the Repo rate, which was at 4% p.a. as on 01-04-2022 was increased 6.50% p.a, resulting in higher borrowing costs. A similar trend was observed globally, which made the cost of foreign currency-denominated borrowings equal to working capital loans availed in Indian Rupee

In addition to the increase in interest rates, additional borrowings had resulted in an increased outflow of finance costs during the FY 2022-23 compared to FY 2021-22.

10. Dividend Income

During the financial year 2022-23, the Company has received dividend income of ₹ 102.44 Lakhs (2021-22: ₹ 0.79 Lakhs) and the particulars of dividend received are provided under Note No. 35.

11. Key Financial Ratios

Pursuant to Schedule V(B) of SEBI (LODR) Regulations, 2015, the Key Financial Ratios for the year 2022-23 are given below:

S. No.	Particulars	UOM	31-03-2023	31-03-2022	Formula adopted
1	Debtors Turnover Ratio	in Days	36	47	365 Days / (Net Revenue / Average Trade Receivables)
2	Inventory Turnover Ratio	in Days	101	67	365 Days / (Net Revenue / Average Inventories)
3	Interest Coverage Ratio	in Multiple	(0.12)	1.40	(Profit Before Tax + Interest)/ (Interest + Interest Capitalized)
4	Current Ratio	in %	1.02	0.93	Current Assets / (Total Current Liabilities - Other Financial Liabilities - Current maturities of Long Term Debt)
5	Debt - Equity Ratio	in Multiple	4.38	2.53	Total Debt / Total Equity
6	Operating Profit Margins (EBIDTA)	in %	9.64	17.47	EBITDA / Net Revenue
7	Net Profit Margin	in %	(7.36)	2.20	Net Profit / Net Revenue
8	Return on Net worth	in %	(28.74)	8.31	Total Comprehensive Income / Average Net Worth
9	Total Debt / EBITDA	in Multiple	10.02	4.09	Total Debt / EBITDA
10	Return on Capital Employed	in %	0.33	7.04	(TCI + Interest)/ (Average of Equity + Total Debt)

Notes:

EBITDA denotes Profit Before Tax + Interest + Depreciation - Profit on sales of investments.

Reason for Variation for more than 25%

Debt - Equity Ratio / Operating Profit Margins (EBIDTA) / Net Profit Margin / Return on Net worth / (Total Debt / EBITDA) / Return on Capital Employed / Interest Coverage Ratio

This is due to Additional borrowings increase is on account of newly set up made-ups unit. Moreover, there is no corresponding revenue and margin generation from the newly commissioned unit. Reduction in equity is also on account of low operating margins in textile segment in Financial Year 2022-23.

Inventory Turnover Ratio

The increase in the inventory turnover ratio, is on account of due to accumulation of stock and high value of imported cotton which has resulted in high inventory value.

12. Prospects for the Current Year

The recession in the textile industry continued in the first quarter of the financial year 2023-24 with India's textiles exports dropping by 15.2%. The textiles industry has been going through a difficult time for more than a year because of volatile cotton prices and weak global demand. The global demand slowdown resulting from high inflation and recessionary pressures in developed economies, such as the USA and the European Union, further impacted the industry. Retailers with excess inventories deferred new orders for home textiles and ready-made garments, negatively impacting the demand for cotton yarn. With cotton prices at home higher than global markets, analysts believe that the disparity is affecting India's global competitiveness in the near-term. South Indian spinning mills have cut production and in some case have slashed their workforce.

Slowdown in demand is expected to continue in H1-FY23-24 amidst macro-economic headwinds while demand is expected to improve in H2-FY23-24, thereby limiting growth in FY23-24. Q1 of current financial year FY 2023-24 has been positive for weaving division with steady volume coming from our made-up division and major home textile players. We expect our surgical division to give similar level of operating performance in FY 2023-24.

Our made ups division is expected to show modest growth this fiscal year. Our primary market, US, is showing signs of an uptick with retailers placing re-stocking orders with caution. The company's strategy of licensing brands and a strong push on online sales is expected to show results during the second half of this fiscal year.

The Company has made arrangements with solar power developers for getting power on a long term basis at a fixed cost under group captive arrangements at lower rates than the government TNEB supply.

13. Wind Mill

The Company has wind mills with installed capacity of 8.30 MW for its captive power consumption.

The wind farm has generated 123.61 Lakhs Kwh as compared to 132.99 Lakhs Kwh of the previous year. The wind availability / velocity during the financial year 2022-23 was marginally lower as compared to the financial year 2021-22. All the Units generated by wind mills were adjusted for captive consumption at our Mills in Tamil Nadu. The income during the year from the Wind Mill Division was ₹ 813.31 Lakhs as against ₹ 886.71 Lakhs of previous year.

14. Solar Power

The Company has 1.2 MW of Solar Power Panels for its captive power consumption. The Solar Power Panels has generated 16.92 lakh units during 2022-23 as compared to 16.14 lakh Units in 2021-22.

15. Credit Rating

CRISIL Ratings has reaffirmed its ratings in the Previous year on the bank facilities of the Company as below:

Long Term Rating	CRISIL A-/ Positive (Upgraded from CRISIL A-/ Stable)
Short Term Rating	CRISIL A2+

16. Subsidiary Company**a) Madras Chipboard Limited (MCBL)**

The Company's holding in MCBL as on 31st March, 2023 is 18,143 shares, constituting 75.01 % of the paid up share capital.

In accordance with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the Company's Subsidiary is enclosed in Form AOC-1 as Annexure - 1.

b) Taram Textiles, LLC and Step down Subsidiary Taram Textiles Online, Inc.

The Company incorporated Taram Textiles., LLC on 06th April, 2022 which is a wholly owned subsidiary in the State of Delaware, United States of America. The Company holds 100% equity in Taram Textiles, LLC.

Taram Textiles Online, Inc. is a step down subsidiary of Taram Textiles, LLC incorporated on 25th April, 2022 in the state of Delaware, United States of America. Taram Textiles, LLC holds 70.02 % equity in Taram Textiles Online, Inc.

In accordance with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the Company's Subsidiary is enclosed in Form AOC-1 as Annexure - 1.

17. Associate Company

The Company has 6 Associate Companies viz., M/s. The Ramco Cements Limited, M/s. Ramco Industries Limited, M/s. Ramco Systems Limited, M/s. Rajapalayam Mills Limited, M/s. Sri Vishnu Shankar Mill Limited, and M/s. Shri Harini Media Limited.

In accordance with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the Company's Associates is enclosed in Form AOC-1 as Annexure – I

18. Consolidated Financial Statements

As per provisions of Section 129(3) of the Companies Act, 2013 and Regulation 34 of SEBI (LODR), 2015, Companies are required to prepare Consolidated Financial Statements of its Subsidiary and Associates to be laid before the Annual General Meeting of the Company.

Accordingly, the Consolidated Financial Statements incorporating the accounts of its Subsidiaries and Associate Companies, viz. M/s. Madras Chipboard Limited M/s. Taram Textiles, LLC, M/s. The Ramco Cements Limited, M/s. Ramco Industries Limited, M/s. Ramco Systems Limited, M/s. Rajapalayam Mills Limited, M/s. Sri Vishnu Shankar Mill Limited, and M/s. Shri Harini Media Limited along with the Auditors' Report thereon, forms part of this Annual Report. As per Section 136(1) of the Companies Act, 2013, the financial statements including Consolidated Financial Statements are available at the Company's website at the following link at www.ramarajusurgical.com.

The Consolidated Net Loss after Tax of the Company amounted to ₹ 2,925.40 Lakhs for the year ended 31st March, 2023 as against Net Profit after Tax of ₹ 2,115.31 Lakhs in the previous year.

The Consolidated Total Comprehensive Loss for the year under review is ₹ 2,960.09 Lakhs as compared to Total Comprehensive Income of ₹ 2,028.54 Lakhs in the previous year.

19. Directors & Key Managerial Personnel

Based on the recommendation of the Nomination & Remuneration Committee and Board of Directors at their Meeting held on 31st January, 2023 and the approval of Shareholders via Postal Ballot on 22nd May, 2023 Smt. Nalina Ramalakshmi (DIN: 01364161) has been reappointed as Managing Director for a further period of 5 years from 01st April, 2023 to 31st March, 2028.

Based on the recommendation of the Nomination & Remuneration Committee and Board of Directors at their meeting held on 24th May, 2023 have approved the appointment of Shri. P. A. Ramasubramania Raja (DIN: 10157477) as Additional Director in the category of Independent to fill the Casual Vacancy caused by sudden demise of Shri P J Alaga Raja, (DIN: 00446057), Independent Director. The Shareholders via Postal Ballot on 17th August, 2023 have approved the appointment of Shri.P.A.Ramasubramania Raja as Non-Executive Independent Director for period of 5 years from 24th May, 2023.

In accordance with the provision of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, the following Directors retire by rotation at the ensuing Annual General Meeting and they are eligible for reappointment.

1. Shri P.R. Venketrama Raja, (DIN: 00331406)
2. Shri N.K. Shrikantan Raja, (DIN: 00350693)

During the year, Shri. Walter Vasanth P J, Company Secretary and Compliance Officer had resigned from the company with effect from 10th March, 2023. Further, Shri. Muthukumar P, has been appointed as Company Secretary and Compliance Officer of the Company with effect from 12th August, 2023.

Independent Directors

The Independent Directors hold office for a fixed term of 5 years and are not liable to retire by rotation. No Independent Director has retired during the year.

Pursuant to Rule 8(5)(iii) of Companies (Accounts) Rules, 2014, it is reported that, other than the above, there have been no changes in the Directors or Key Managerial Personnel during the year.

The Company has received necessary declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

The Company had formulated a Code of Conduct for the Directors and Senior Management Personnel and the same has been complied with.

The Audit Committee has four members, out of which three are Independent Directors. Pursuant to Section 177(8) of the Companies Act, 2013, it is reported that there has not been an occasion, where the Board had not accepted any recommendation of the Audit Committee.

Nomination and Remuneration Policy

The Company has a policy relating to appointment and remuneration of Directors, Key Managerial Personnel and other employees duly approved by the Board of Directors, based upon the recommendation of Nomination and Remuneration Committee in accordance with Section 178(3) of the Companies Act, 2013.

As per Proviso to Section 178(4) of the Companies Act, 2013, the salient features of the Nomination and Remuneration Policy should be disclosed in the Board's Report. Accordingly, the following disclosures are given:

Salient Features of the Nomination and Remuneration Policy:

The objective of the Policy is to ensure that:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (c) remuneration to directors, key managerial personnel and senior management shall be appropriate to the working of the Company and its goals; and
- (d) to carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

The Nomination and Remuneration Committee and this Policy shall be in compliance with the Companies Act, 2013 and LODR. During the year under review, there has been no change in the policy.

The web address of the Policy is at

www.ramarajusurgical.com/reports/Nomination-and-Remuneration-Policy.pdf

20. Evaluation of Board

Pursuant to Section 134(3)(p) of the Companies Act, 2013 and Regulation 25(4) of SEBI (LODR) Regulations, 2015, Independent Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board, Performance of the Board as a whole and its Members and other required matters.

Pursuant to Schedule II, Part D of SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based on attendance, expertise and contribution brought in by the Independent Director at the Board and Committee Meetings, which shall be taken into account at the time of reappointment of Independent Director.

Pursuant to Regulation 17(10) of SEBI (LODR) Regulations, 2015, the Board of Directors have evaluated the performance of Independent Directors and observed the same to be satisfactory and their deliberations beneficial in Board / Committee meetings.

As per Section 178(2) of the Companies Act, 2013, the Board of Directors evaluated the performance of the committees of the Board.

Pursuant to Regulation 4(f)(2)(ii) of SEBI (LODR) Regulations, 2015, the Board of Directors have reviewed and observed that the evaluation framework of the Board of Directors was adequate and effective.

The Board's observations on the evaluations for the previous year were similar to their observations for the year. No specific actions have been warranted based on current year observations. The Company would continue to familiarize its Directors on the industry, technological and statutory developments, which have a bearing on the Company and the industry, so that Directors would be effective in discharging their expected duties.

21. Meetings

The Board of Directors has met six times during the year. The details of Meeting of the Board of Directors and its various Committees held during the financial year including the number of Meetings attended by each Director are given in the Corporate Governance Report.

22. Secretarial Standards

As required under Clause 9 of Secretarial Standard 1, the Board of Directors confirms that the Company has complied with both mandatory as well as non-mandatory Secretarial Standards.

23. Public Deposits

Pursuant to Rule 8(5)(v) & (vi) of Companies (Accounts) Rules, 2014, it is reported that the Company has not accepted any deposit from public during the financial year under review. There was no outstanding of deposits as on 31st March, 2023 (Previous year: Nil). The Company has no deposit, which is not in compliance with the Chapter V of the Companies Act, 2013.

24. Orders Passed by Regulators

Pursuant to Rule 8(5)(vii) of Companies (Accounts) Rules, 2014, it is reported that, there are no significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future except the Scheme of Amalgamation approved by the National Company Law Tribunal on 31st May, 2023.

25. Internal Financial Controls

In accordance with Section 134(5)(e) of the Companies Act, 2013, the Company has Internal Financial Controls Policy by means of Policies and Procedures commensurate with the size & nature of its operations and pertaining to financial reporting. In accordance with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, it is hereby confirmed that the Internal Financial Controls are adequate with reference to the financial statements. ERP System developed by M/s. Ramco Systems Limited has been installed for online monitoring of all functions and management information reports are being used to have better internal control system and to take decisions in time.

26. Particulars of Loans, Guarantees and Investments

Pursuant to Section 186(4) of the Companies Act, 2013, it is reported that:

- (a) the Company has not given any loans or guarantees during the year 2022-23 under Section 186 of the Companies Act, 2013.
- (b) the particulars of the investments are provided under Note No.11 & 12 of Notes to Standalone Financial Statements.

27. Corporate Social Responsibility

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee and adopted a CSR Policy which is based on the philosophy that "As the Organization grows, the Society and Community around it also grows."

The Company has undertaken various projects in the areas of education, health, promotion and development of traditional arts etc., in accordance with Schedule VII of the Companies Act, 2013.

Your Directors inform you that the Company have an obligation of ₹ 26.75 Lakhs pursuant to Section 135(5) of the Companies Act, 2013. However, the Company have spent ₹ 26.78 Lakhs on CSR during the year 2022-23.

The CSR policy is available at the Company's website at the following link at <http://www.ramarajusurgical.com/reports/corporate-social-responsibility-policy.pdf>

The Annual Report on CSR activities as prescribed under Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed as Annexure - II.

28. Audits

A) Statutory Audit

M/s. N.A. Jayaraman & Co., Chartered Accountants (FRN: 001310S), are the Statutory Auditors of the Company.

The Shareholders of the Company at the meeting held on 12th December, 2022 have approved the appointment of M/s. N.A. Jayaraman & Co., Chartered Accountants (FRN: 001310S), as the Statutory Auditors of the Company for a further period of 5 consecutive years from the financial year 2022- 2023 and to hold office from the conclusion of 82nd Annual General Meeting till the conclusion of 87th Annual General Meeting to be held in the year 2027.

As required under Regulation 33(i)(d) of SEBI (LODR) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The report of the Statutory Auditors for the year ended 31st March, 2023 does not contain any qualification, reservation or adverse remarks and no instance of fraud has been reported by the Auditors under Section 143(12) of the Companies Act, 2013.

B) Secretarial Audit

Shri M.R.L. Narasimha, Practicing Company Secretary is the Secretarial Auditor of the Company. Pursuant to Section 204(1) of the Companies Act, 2013, the Secretarial Audit Report issued by the Secretarial Auditor for the year ended 31st March, 2023 is enclosed as Annexure - III. The Secretarial Audit Report doesn't contain any qualification, reservation or adverse remarks.

As required under Regulation 34(3) read with Schedule V Para C (10) (i) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, Certificate from the Secretarial Auditor that none of the Company's Director have been debarred or disqualified from being appointed or continuing as directors of the Companies is enclosed as Annexure - IV.

C) Cost Audit

As per Section 148(1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and accordingly such records and accounts are made and maintained.

The Board of Directors had approved the appointment of Shri M. Kannan, Cost Accountant as the Cost Auditor of the Company to audit the Company's Cost Records relating to manufacture of textile and pharmaceutical products for the year 2023-24 at a remuneration of ₹ 1.60 Lakhs plus applicable taxes and out-of-pocket expenses.

The remuneration of the Cost Auditor is required to be ratified by the Shareholders in accordance with the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014. Accordingly, the matter relating to their remuneration had been included in the Notice convening the 83rd Annual General Meeting scheduled to be held on 18th August, 2023, for ratification by the Members.

The Cost Audit Report for the financial year 2021-22 due to be filed with Ministry of Corporate Affairs within 180 days from the closure of the financial year, had been filed on 24th November, 2022. The Cost Audit Report for the financial year 2022-23 due to be submitted by the Cost Auditor within 180 days from the closure of the financial year will be filed with the Ministry of Corporate Affairs, within 30 days thereof.

29. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is enclosed as Annexure - V.

30. Annual Return

In accordance with Section 92(3) of the Companies Act, 2013, read with Rule 12(1) of Companies (Management and Administration) Rules, 2014, the copy of the Annual Return for the year ended 31st March, 2022 in Form MGT-7, filed with Ministry of Corporate Affairs, is available in the Company's website at the following link:

<http://www.ramarajusurgical.com/reports/Annual%20Return%20as%20on%2031.03.2022.pdf>

31. Corporate Governance

The Company has complied with the requirements regarding Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015. As required under Schedule V(C) of SEBI (LODR) Regulations, 2015, a Report on Corporate Governance being followed by the Company is enclosed as Annexure - VI.

No complaints had been received pertaining to sexual harassment, during the year under review. The relevant statutory disclosure pertaining to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided at Point No. 11(xii) of Corporate Governance Report.

As required under Schedule V(E) of SEBI (LODR) Regulations, 2015, a Certificate from the Auditors confirming compliance is also enclosed as Annexure - VII to this Report. As required by the Listing Regulations, the CEO and CFO certification is provided in this Annual Report.

32. Vigil Mechanism / Whistle Blower Policy

In accordance with Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has established a Vigil Mechanism and has a Whistle Blower Policy. The policy provides the mechanism for the receipt, retention and treatment of complaints and to protect the confidentiality and anonymity of the stakeholder. The complaints can be made in writing to be dropped into Whistle Blower Drops Boxes or through Email to dedicated mail IDs. The Corporate Ombudsman shall have the sole access to these. The Policy provides to the complaint access to the Chairman of the Audit Committee. The web link for the Vigil Mechanism is disclosed in the Corporate Governance Report.

33. Particulars of Employees and Related Disclosures

The disclosures in terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1), (2) and (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to remuneration are provided in Annexure- VIII.

34. Industrial Relations and Personnel

The Company has 1902 employees as on 31st March, 2023. Industrial relations with employees remained cordial during the year. Human Resources Development activities received considerable focus. The emphasis was on imparting training and development of the skill-set of the employees to enable them to face the challenges in the work environment.

35. Related Party Transaction

Prior approval / Omnibus approval are obtained from the Audit Committee for all related party transactions and the transactions are periodically placed before the Audit Committee for its approval. No transaction with the related party is material in nature, in accordance with Company's "Related Party Transaction Policy" and Regulation 23 of SEBI (LODR) Regulations, 2015. In accordance with Indian Accounting Standard - 24 (Related Party Disclosure), the details of transactions with the related parties are set out in Note No. 47 of disclosures forming part of Financial Statements.

As required under Regulation 46(2)(g) of SEBI (LODR) Regulations, 2015, The Company's Related Party Transaction Policy is disclosed in the Company's Website and its web link is <http://www.ramarajusurgical.com/reports/Related%20Party%20Transaction%20Policy.pdf>

As required under 46(2)(g) of SEBI (LODR) Regulations, 2015, the Company's Material Subsidiary Policy is disclosed in the Company's website and its web link is <http://www.ramarajusurgical.com/reports/Policy%20on%20Material%20Subsidiaries.pdf>

36. Risk Management Policy

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 17(9) of SEBI (LODR) Regulations, 2015, the Company has developed and implemented a Risk Management Policy. The Policy envisages identification of risk and procedures for assessment and strategies to mitigate / minimization of risk thereof. The Risk Management Policy is available at the Company's website at the following web link

<http://www.ramarajusurgical.com/reports/Risk%20Management%20Policy.pdf>

37. Investor Education and Protection Fund (IEPF)

Dividend Details	Amount Transferred (₹)	Date of Transfer to IEPF
Dividend 2014-2015	1,31,657	12.10.2022
Interim Dividend 2015-2016	1,27,358	03.05.2023

Shares corresponding to the said dividend were transferred to IEPF, as detailed below:

No. of Shares	Date of Transfer to IEPF
864	28.10.2022

Year wise amount of unpaid / unclaimed dividend lying in the unpaid dividend account which are liable to be transferred to IEPF and due dates for such transfer are tabled below:

Year	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for transfer to IEP Fund	No. of Shares of ₹ 10/- each	Amount of unclaimed / unpaid dividend as on 31st March, 2023 in ₹
2016-2017	Dividend	10-08-2017	09-08-2024	07-09-2024	1,99,242	99,601.00
2017-2018	Dividend	10-08-2018	09-08-2025	07-09-2025	1,31,526	83,477.00
2019-2020	Dividend	15-09-2020	14-09-2027	12-10-2027	1,46,439	72,719.50
2020-2021	Dividend	25-08-2021	24-08-2028	22-09-2028	2,01,576	1,00,728.00
2021-2022	Dividend	12-12-2022	11-12-2029	10-01-2030	1,52,386	1,41,130.00

38. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that;

- (a) they had followed the applicable accounting standards along with proper explanation relating to material departures, if any, in the preparation of the annual accounts for the year ended 31st March, 2023;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2023 and of the profit of the Company for the year ended on that date;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the Annual Accounts on a going concern basis;
- (e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

40. Acknowledgement

We thank our customers, vendors, stockiest, investors, bankers, various Departments and agencies of the Central and State Governments for their continued support during the year. We place on record our appreciation of the contribution made by our employees at all levels.

By Order of the Board,
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalayam
12th August, 2023

P.R. Venketrama Raja
Chairman
DIN: 00331406

FORM AOC-1

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of
Companies (Accounts) Rules, 2014

Statement containing the salient features of the financial statement of
Subsidiary / Associate Companies

Part A – Subsidiary Company

Particulars	2022-23		
Name of Subsidiary Company	Madras Chipboard Limited	Taram Textiles, LLC	*Taram Textiles Online, Inc.
Date on which the Subsidiary was acquired	03-03-2021	06-04-2022	25-04-2022
Reporting Currency	INR in Lakhs	USD in Million	USD in Million
Exchange Rate	NA	INR 81.147 per USD	INR 81.147 per USD
Share Capital	24.12	1,372.07	11.74
Reserves & Surplus	195.82	(310.95)	(6.55)
Total Assets	3,033.30	1,382.38	698.61
Total Liabilities	2,813.36	321.26	693.42
Investments	-	8.22	-
Total Income	364.82	389.45	0.97
Profit/(Loss) before Taxation	48.44	(335.03)	(7.43)
Provision for taxation	12.55	-	-
Profit /(Loss) after Taxation	35.89	(335.03)	(7.43)
Total Comprehensive Income	35.89	(335.03)	(7.43)
Percentage of Shareholding	75.01%	100%	70.02%

* Step down Subsidiary of the Taram Textiles, LLC, USA.

Part B – Associate Company

Particulars	2022-23			
Name of the Associate Company	The Ramco Cements Limited	Ramco Industries Limited	Ramco Systems Limited	Rajapalayam Mills Limited
Last Audited Balance Sheet date	31-03-2023			
No. of Shares held as on 31-03-2023	33,13,175	1,35,880	12,739	1,68,999
Amount of Investment in Associate as on 31-03-2023 (₹ in Lakhs)	18.16	0.53	12.15	205.29
Extent of Shareholding % as on 31-03-2023	1.40	0.16	0.04	1.83
Description of how there is significant influence	Note No. 1			
Reason why Associate is not consolidated	Not applicable			
Net worth attributable to Shareholding (₹ in Lakhs)	6,86,806.00	3,88,219.88	53,654.80	2,24,171.52
Profit / (Loss) for the Year (Consolidated) ₹ in Lakhs)	31,366.00	12,936.50	(19,760.10)	8,253.23
a) Considered in Consolidation (₹ in Lakhs)	478.76	7.83	(8.77)	69.90
b) Not considered in Consolidation (₹ in Lakhs)	30,887.24	12,928.67	(19,751.33)	8,183.33

Particulars	2022-23	
Name of the Associate Company	Sri Vishnu Shankar Mills Limited	Shri Harini Media Limited
Last Audited Balance Sheet date	31-03-2023	
No. of Shares held as on 31 st March 2023	11,200	60,00,500
Amount of Investment in Associate as on 31-03-2023 (₹ in Lakhs)	1.68	60.01
Extent of Shareholding % as on 31-03-2023	0.75	2.65
Description of how there is significant influence	Note 1	
Reason why Associate is not consolidated	Not applicable	

ANNEXURE I TO DIRECTORS' REPORT

Particulars	2022-23	
Name of the Associate Company	Sri Vishnu Shankar Mills Limited	Shri Harini Media Limited
Net worth attributable to Shareholding (₹ in Lakhs)	21,320.64	Note No.4
Profit / (Loss) for the Year (Consolidated) (₹ in Lakhs)	(331.93)	
a) Considered in Consolidation (₹ in Lakhs)	-	
b) Not considered in Consolidation (₹ in Lakhs)	(331.93)	

Notes:

- 1) Significant influence exists based on combined voting rights.
- 2) Names of associates or joint ventures which are yet to commence operations – Nil
- 3) Names of associates or joint ventures which have been liquidated or sold during the year - Nil
- 4) Due to negative net worth and net loss of the associate, it was not considered for the purpose of consolidation.

By Order of the Board,
For **The Ramaraju Surgical Cotton Mills Limited**,

Rajapalayam
12th August, 2023

P.R. Venketrama Raja
Chairman
DIN: 00331406

Annual Report on Corporate Social Responsibility Policy (CSR) Activities

1. A brief outline of the Company's CSR policy:

The objective of the CSR Policy is;

- to ensure an increased commitment at all levels in the organization, to operate its business in an economically, socially & environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- to directly or indirectly take up programmes that benefit the communities in & around its work locations and results, over a period of time, in enhancing the quality of life & economic well being of the local populace.
- to generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.

2. The Composition of the CSR Committee:

S. No.	Name of the Director	Designation / Nature of Directorship	No of Meetings of CSR held during the year	No of Meetings of CSR attended during the year
1	Shri P.R. Venketrama Raja	Chairman of the Committee Non-executive & Non-Independent Director	1	1
2	Smt. Nalina Ramalakshmi	Managing Director & Non-Independent Director	1	-
3	Shri. N.K. Shrikantan Raja	Non-Executive & Non-Independent Director	1	1
4	Shri. P.J. Ramkumar Rajha	Non-Executive & Independent Director	1	1

3. Provide the web-link where Composition of CSR committee and CSR Policy approved by the board are disclosed on the website of the Company

<http://www.ramarajusurgical.com/investor.html>

<http://www.ramarajusurgical.com/reports/corporate-social-responsibility-policy.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable - Not Applicable

- Average net profit of the Company as per section 135(5): Net Profit of ₹ 1,337.60 Lakhs:
- Two percent of average net profit of the Company as per sub-section (5) of Section 135: ₹ 26.75 Lakhs.

ANNEXURE II TO DIRECTORS' REPORT

- c. Surplus arising out of the CSR Projects or programmes or activities of the previous financial years - NIL
 - d. Amount required to be set-off for the financial year, if any-NIL
 - e. Total CSR obligation for the financial year [(b) + (c) - (d)] - ₹ 26.75 Lakhs
6.
 - a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - ₹ 26.78 Lakhs
 - b. Amount spent in Administrative Overheads - NIL
 - c. Amount spent on Impact Assessment, if applicable - Not applicable
 - d. Total amount spent for the Financial Year (a + b + c) - ₹ 26.78 Lakhs
 - e. CSR amount spent or unspent for the financial year:

Total amount spent for the Financial Year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
26.78	NIL	NIL	NIL	NIL	NIL

- f. Excess amount for set off, if any

S. No.	Particulars	Amount (₹ in Lakhs)
i	Two per cent of average net profit of the Company as per Section 135(5)	26.75
ii	Total amount spent for the Financial year	26.78
iii	Excess amount spent for the Financial year [(ii)-(i)]	0.03
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v	Amount available for set-off in succeeding financial years [(iii)-(iv)]	0.03

Including the excess amount spent under CSR in earlier years, the Company has an amount of ₹ 0.03 Lakhs available for set-off against future CSR obligations.

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial year	Amount transferred to unspent CSR Account under Section 135(6) (₹ in Lakhs)	Balance amount in unspent CSR Account under sub-section (6) of Section 135 (₹ in Lakhs)	Amount spent in the reporting Financial year (₹ in Lakhs)	Amount transferred to any fund specified under Schedule VII as per second proviso to subsection (5) of Section 135, if any			Amount remaining to be spent in succeeding financial years (₹ in Lakhs)
					Name of the Fund	(₹ in Lakhs)	Date of transfer)	
1	2021-22	NIL	NIL	17.92	NA	NA	NIL	NIL
2	2020-21	NIL	NIL	1.74	NA	NA	NIL	NIL
3	2019-20	NIL	NIL	5.09	NA	NA	NIL	NIL

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No.
9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5) - Not applicable

The Company has complied with the provision of Section 135(5) of the Companies Act, 2013.

Shri. N.R.K.Ramkumar Raja

Managing Director

DIN: 01948373

Shri P.R. Venketrama Raja

Chairman

DIN: 00331406

Rajapalayam

12th August, 2023

FORM MR-3

Secretarial Audit Report for the Financial Year ended 31st March, 2023

**“SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF
SRI HARINI TEXTILES LIMITED WITH THE COMPANY”**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

The Ramaraju Surgical Cotton Mills Limited,

(CIN: L17111TN1939PLC002302)

P.A.C. Ramasamy Raja Salai,

Rajapalayam - 626 117.

I have conducted the Secretarial Audit of compliance of applicable statutory provisions and adherence to good corporate practices by THE RAMARAJU SURGICAL COTTON MILLS LIMITED (CIN: L17111TN1939PLC002302) (hereinafter called “the Company”) during the financial year from 1st April, 2022 to 31st March, 2023 (“the year”/ “audit period”/ “period under review”). I have conducted the Secretarial Audit in a manner that provided me a reasonable basis for evaluating the Company’s corporate conducts/statutory compliances and expressing my opinion thereon.

I am issuing this report based on my verification of the books, papers, minute books and other records maintained by the Company, forms and returns filed, compliance related action taken by the Company during the year as well as after 31st March, 2023 but before the issue of this report and the information provided by the Company, its officers, agents and authorised representatives during my conduct of the Secretarial Audit.

1. I hereby report that:

- 1.1. In my opinion, during the audit period covering the financial year ended on 31st March 2023, the Company has complied with the statutory provisions listed hereunder and also has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The Members are requested to read this report along with my letter of even date annexed to this report as Annexure – A.
- 1.2. I have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the year according to the applicable provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
 - (ii) Securities Contracts (Regulation) Act, 1956 and the rules made thereunder.

- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investments;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'): -
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

- (vi) The following laws, those are specifically applicable to the Company:
 - (a) Essential Commodities Act 1955, with reference to "Hank Yarn Packing Notification 2003" (No.2/TDRO/8/2003 dated 17th April, 2003); and
 - (b) The Electricity Act, 2003.

1.3 I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India and
- (ii) The Listing Agreement entered into by the Company with M/s. Metropolitan Stock Exchange of India Limited.

1.4. During the period under review, and also considering the compliance related action taken by the Company after 31st March 2023 but before the issue of this report, the Company has, to the best of my knowledge and belief and based on the records, information and explanations furnished to me, complied with the applicable provisions/clauses of the Acts, Rules, Regulations, Agreements and Standards mentioned under paragraphs 1.2 and 1.3.

1.5. I am informed that, during/ in respect of the year:

- (i) The Company was not required to comply with the following laws/ guidelines/regulations and consequently was not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, and External Commercial Borrowings;
 - (b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (d) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client.
 - (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
 - (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- (ii) There was no law, other than those specified in paragraph 1.2(v) above, that was specifically applicable to the Company, considering the nature of its business. Hence, the requirement to report on compliance with specific laws did not arise.

2. I further report that:

- 2.1 The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board also has a woman director.
- 2.2 Adequate notice is given to all directors to schedule the Board Meetings. Notice of Board meetings were sent at least seven days in advance. Agenda and detailed notes on agenda were sent at-least seven days before the Board meetings with the exception of the following items, which were either circulated separately or at the meetings:
 - (i) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited accounts/ results, unaudited financial results and connected papers; and

(ii) Additional subjects/ information/ presentation and supplementary notes.

Consent of the Board for circulating them separately or at the meeting was duly obtained as required under the Secretarial Standards.

2.3 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Majority decision is carried through. I am informed that there were no dissenting members' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.

3. I further report that:

a) There are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and this report is issued post merger, NCLT Chennai vide order dt 31st May, 2023

b) During the Audit period, the following major event happened after the Audit period which is deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.,:

A scheme of amalgamation for the merger of M/s Shri Harini Textiles limited (CIN: U17111TN2005PLC057807) with the Company was approved by the Honourable National Company Law Tribunal, Chennai Bench vide its order dated 31st May, 2023 and the certified copy of the order was filed with the Registrar of Companies, Chennai, Tamil Nadu on 25th June, 2023 through form INC 28.

c) The AGM for the year ended 31-03-2022 was held on 12th December 2022 vide approval for extension of time to hold AGM dated 18th August 2022 by ROC Chennai.

4. During the year following subsidiaries have been floated

- a) Taram Textiles LLC (Wholly owned Foreign Subsidiary)
- b) Taram Textiles Online Inc (Foreign Step down subsidiary)

Place: Coimbatore
Date: 12th August, 2023

M.R.L. Narasimha
Membership No: F2851
Certificate of Practice: 799
PRNO:1420/2021
UDIN:- F002851E000363475

Annexure – A to Secretarial Audit Report of even date

To

The Members,

The Ramaraju Surgical Cotton Mills Limited,

(CIN: L17111TN1939PLC002302)

P.A.C. Ramasamy Raja Salai,

Rajapalayam - 626 117.

My Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March, 2023 is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. My responsibility is to express an opinion on the secretarial records produced for my audit.
2. I have followed such audit practices and processes as I considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, I have also considered compliance related action taken by the Company after 31st March, 2023 but before the issue of this report.
4. I have verified the secretarial records furnished to me on a test basis to see whether the correct facts are reflected therein. I also examined the compliance procedures followed by the Company on a test basis. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
5. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
6. I have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
7. My Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

M.R.L. Narasimha

Membership No: F2851

Certificate of Practice: 799

PRNO:1420/2021

UDIN:- F002851E000363475

Place: Coimbatore

Date: 12th August, 2023

Certificate from Company Secretary in Practice

[In terms of Regulation 34(3) read with Schedule V Para C(10)(i) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members,

The Ramaraju Surgical Cotton Mills Limited,

(CIN: L17111TN1939PLC002302),

119/120, P.A.C. Ramasamy Raja Salai,

Rajapalayam – 626 117.

I hereby certify that, in my opinion, none of the directors on the Board of The Ramaraju Surgical Cotton Mills Limited ("the Company") as on the 31st March, 2023, as listed below, have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA):

Sl. No.	Name of Director	Nature of Directorship	Director's Identification Number
1	Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Chairman	00331406
2	Nalina Ramalakshmi	Managing Director	01364161
3	Namboor R Krishnama Raja Ramkumar Raja	Managing Director	01948373
4	Senthilvel Sarathy Subburaj	Nominee Director	07601727
5	Nambur Krishnama Raja Shrikantan Raja	Non Independent Director	00350693
6	Posapadi Perumal Subba Raja Janarthana Raja	Independent Director	06702871
7	Vaidyanathan Santhanaraman	Independent Director	00212334
8	Poosapadi Jagadeeswara Raja Ramkumar Rajha	Independent Director	00487193
9	Poosapadi Sankarraja Alagharraja	Independent Director	00487312

ANNEXURE IV TO DIRECTORS' REPORT

I am issuing this certificate based on the following, which to the best of my knowledge and belief were considered necessary in this regard:

1. My verification of the information relating to the directors available in the official website of MCA;
2. My verification of the disclosures/declarations/confirmations provided by the said directors to the Company and other relevant information, explanation and representations provided by the Company, its officers and agents.

I wish to state that the management of the Company is responsible to ensure the eligibility of a person for appointment / continuation as a Director on the Board of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness of the corporate governance processes followed by the management of the Company.

Place: Coimbatore
Date: 24th May, 2023

M.R.L. Narasimha
Membership No: F2851
Certificate of Practice: 799
PRNO:1420/2021
UDIN: F002851E000363464

**Conservation of Energy, Technology Absorption and
Foreign Exchange Earnings and Outgo**

*[Pursuant to Section 134(3)(m) of the Companies Act, 2013
read with Rule 8(3) of Companies (Accounts) Rules 2014]*

A. Conservation of Energy

The Company pays attention at all levels to reduce energy consumption by continuous monitoring maintenances and improvements.

(i)	the steps taken on conservation of energy;	<p>All the units have taken various measures in conservation of energy. The thrust is to measure the existing system parameters and then implement improvements. Emphasis is also given to optimise the operation of various Equipment which also lead to energy conservation.</p> <p>The Company has done the followings for conservation of energy during the year.</p> <ul style="list-style-type: none"> I. Loom CFM reduced from 39 CFM to 37 CFM II. C Unit Humidification Plant Supply Air Fan Frequency Reduced from 50 Hz to 40Hz III. C Unit Humidification Plant Return Air Fan Frequency Reduced from 50 Hz to 40Hz IV. Sizing Compressor pressure reduced 1 Bar V. DS Motor installed in Spinning Long Frame (LR6/s) - 6 Machines VI. Nylon fan has provided all humidification plant VII. To reduce the OHTC parking time in pinning Machines VIII. Spinning PSM conversation in Rieter Machine IX. Nylon fan has provided all humidification plant in Unit-2 X. IE3 Motor installed in auto coner Humidification plant in Unit-2 XI. Installation of new cloth folding machine instead of old machine XII. Stopping of cooling tower in ATFD
	Impact on conservation of energy	The above steps have resulted in power saving of 4.06 Lakhs units per annum.
(ii)	the steps taken by the Company for utilising alternate sources of energy	The Company proposes to purchase 'Solar' energy by entering into a group captive arrangement to the extent of 8.5 MW during the FY 2023-24
(iii)	the capital investment on energy conservation equipments	₹ 66.85 Lakhs

ANNEXURE – V TO DIRECTORS' REPORT

B. Technology Absorption

(i)	the efforts made towards technology absorption;	The Company is continuously making efforts for adaptation of latest technology in all its units.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	Cost reduction, quality improvement
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof; and	Nil Nil Not Applicable Not Applicable
(iv)	the expenditure incurred on Research and Development	Not Applicable

C. Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and	₹ 104.66 Crores
The Foreign Exchange outgo during the year in terms of actual outflows.	₹ 72.08 Crores

By Order of the Board,
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalayam
12th August, 2023

P.R. Venketrama Raja
Chairman
DIN: 00331406

Report On Corporate Governance

[Pursuant to Para C of Schedule V of SEBI (LODR) REGULATIONS, 2015]

1. Company's Philosophy on Code of Governance

Since inception, The Ramaraju Surgical Cotton Mills Limited is assiduously following its self-determined goals on Corporate Governance. The object of the Company is to protect and enhance the value of all the stake holders of the Company viz., Shareholders, Creditors, Customers and Employees. It strives to achieve these objectives through high standards in dealings and following business ethics in all its activities.

The Company believes in continuous up-gradation of technology to improve the quality of its production and productivity to achieve newer and better products for total customers satisfaction. The Company leverages the developments in the technology for better compliances and communication.

The Company lays great emphasis on team building and motivation. A contented and well developed employee will give to the Company better work and therefore better profits. The Company has strong faith in innate and infinite potential of human resources. It believes in the creative abilities of the people who work for the Company and believes in investing in their development and growth as foundation for strong and qualitative growth of the Organization.

If there is no customer, there is no business. Customers' continued satisfaction and sensitivity to their needs are the Company's source of strength and security.

The Company also believes that as the Organization grows, the society and the community around it should also grow.

2. Board of Directors

The Board of Directors is headed by the Chairman Shri P.R. Venketrama Raja. The Board consists of eminent persons with considerable professional expertise in various fields such as Administration, Banking, Finance, Law, Engineering, Information Technology etc. The Board had 9 Directors as on 31st March, 2023. Except Smt. Nalina Ramalakshmi and Shri N.R.K. Ramkumar Raja, all other Directors are Non-Executive. Shri P J Alaga Raja, Independent Director was demised on 11th March, 2023, his vacancy is filled by Shri. P.A.Ramasubramania Raja as independent Director within stipulated time limit. As required under Regulation 17 of the SEBI (LODR) Regulations, 2015 not less than 50% of the Board consists of Independent Directors. There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.

In accordance with Clause C(h)(i) and (ii) of Schedule V read with Regulations 34(3) of SEBI (LODR) Regulations, 2015, the Board of Directors had identified the following Core Skills / Expertise / Competencies, required for Board Members in the context of Company's business and sectors, to function effectively.

ANNEXURE VI TO DIRECTORS' REPORT

- * Textile Technology
- * Strategy Management
- * Business Management
- * Banking and Financial Management
- * Project Management
- * Risk Management including Foreign Exchange Management
- * Industrial Relationship Management, including Environment, Health and Safety
- * Legal Knowledge
- * Tax Planning and Management
- * General Administration
- * Information Technolog

The skills / expertise / competencies available with the Directors have been furnished under the individual Director's profile.

Directors Profile

Shri P.R. Venketrama Raja

Shri P.R. Venketrama Raja aged 64, has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA. He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 1992. He has more than 3 decades of Industrial Experience with specific knowledge in Textiles, Cement and Information Technology sectors.

Skill / Expertise / Competency	Expert in Information Technology, Strategy Management and Business Management
--------------------------------	---

Names of the listed entities other than M/s. The Ramaraju Surgical Cotton Mills Limited in which Shri P.R. Venketrama Raja is a Director and his category of Directorship:

Name of the Company	Category of Directorship
The Ramco Cements Limited	Managing Director
Ramco Industries Limited	Non-Executive & Non-Independent
Ramco Systems Limited	Non-Executive & Non-Independent
Rajapalayam Mills Limited	Non-Executive & Non-Independent

Smt Nalina Ramalakshmi

Smt. Nalina Ramalakshmi aged 60, has a Bachelor's Degree in B.SC., and Master Degree in Computer Science. She has knowledge and rich experience in Textile Industry and she has been

on the board of The Ramaraju Surgical Cotton Mills Limited since 2005. She was appointed as Managing Director of the Company on 12th August, 2005. She is also holding the position of Managing Director in Shri Harini Media Limited.

Skill / Expertise / Competency	Expert in Strategy Management, Business Management and General Administration
--------------------------------	---

Other than M/s. The Ramaraju Surgical Cotton Mills Limited, Smt Nalina Ramalakshmi does not hold Directorship in any other listed entity.

Shri N.R.K. Ramkumar Raja

Shri N.R.K. Ramkumar Raja aged 66, has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Industrial Engineering from Texas A&M University, USA. He has vast experience in Textiles and managing the affairs of the Company. He was in the Board of the Company from July, 2003 to May, 2014 and he has been appointed as Managing Director of the Company from 14th February, 2016.

Skill / Expertise / Competency	Expert in Strategy Management, Business Management, Project Management, General Administration and Information Technology
--------------------------------	---

Other than M/s. The Ramaraju Surgical Cotton Mills Limited, Shri N.R.K. Ramkumar Raja does not hold Directorship in any other listed entity.

Shri N.K. Shrikantan Raja

Shri N.K. Shrikantan Raja, has a Bachelor Degree in Commerce and he has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2002. He has vast knowledge and experience in Textile Industry and having more than 50 years of experience in doing business activity.

Skill / Expertise / Competency	Expert in Strategy Management, Business Management and General Administration
--------------------------------	---

Names of the listed entities other than M/s. The Ramaraju Surgical Cotton Mills Limited in which Shri N.K. Shrikantan Raja is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Ramco Industries Limited	Non-Executive & Non Independent

Shri S Sarathy Subburaj

Shri S.Sarathy Subburaj is B.Tech in Textiles. He is serving the Dept. of Handlooms and Textiles for the past three decades. At present, he is the Joint Director of Textiles. He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since November, 2021.

ANNEXURE VI TO DIRECTORS' REPORT



Skill / Expertise / Competency	Expert in Textile Technology and Strategy Management.
--------------------------------	---

Other than M/s. The Ramaraju Surgical Cotton Mills Limited, Shri S Sarathysubburaj does not hold Directorship in any other listed entity.

Shri P.J. Alaga Raja *

Shri P.J. Alaga Raja, had a Bachelor's Degree in Law. He had vast knowledge in Legal & Textile Industry and he was on the board of The Ramaraju Surgical Cotton Mills Limited since 1986. He was the Managing Director of Petha Raju Farms Private Limited.

Skill / Expertise / Competency	Expert in Legal and Business Management
--------------------------------	---

Other than M/s. The Ramaraju Surgical Cotton Mills Limited, Shri P.J. Alaga Raja does not hold Directorship in any other listed entity.

* Demised on 11th March, 2023

Justice Shri P.P.S. Janarthana Raja

Justice Shri P.P.S. Janarthana Raja, has a graduate in Law from the Madras Law College and has more than 40 years of experience in Taxation matters. He was a Honourable Justice in the High Court of Madras from December, 2005 to January, 2013. He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2014.

Skill / Expertise / Competency	Expert Legal Knowledge, Tax Planning and Management
--------------------------------	---

Names of the listed entities other than M/s. The Ramaraju Surgical Cotton Mills Limited in which Justice Shri P.P.S. Janarthana Raja is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Ramco Systems Limited	Non-Executive & Independent
Rajapalayam Mills Limited	Non-Executive & Independent

Shri V. Santhanaraman

Shri V. Santhanaraman, holds a degree in Commerce and C.A.I.I.B. He has been on the Board of The Ramaraju Surgical Cotton Mills Limited since 2014. He has more than 40 Years of experience in Banking Sector. He had held the positions of General Manager in Indian Bank from 1998 to 2006 and Executive Director in Bank of Baroda from October, 2006 to August, 2009.

Skill / Expertise / Competency	Banking & Financial Management, Risk Management including Foreign Exchange Management
--------------------------------	---

Names of the listed entities other than M/s. The Ramaraju Surgical Cotton Mills Limited in which Justice Shri V. Santhanaraman is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Ramco Industries Limited	Non-Executive & Independent
Rajapalayam Mills Limited	Non-Executive & Independent

Shri P.J. Ramkumar Rajha

Shri P.J. Ramkumar Rajha, has a Bachelor's Degree in Commerce. He has knowledge and rich experience in Textile Industry and he has been on the board of The Ramaraju Surgical Cotton Mills Limited since 2014. He is the Managing Director of Senthur Textiles Private Limited.

Skill / Expertise / Competency	Expert in Business Management, Tax Planning and Management
--------------------------------	--

Other than M/s. The Ramaraju Surgical Cotton Mills Limited, Shri P.J. Ramkumar Rajha does not hold Directorship in any other listed entity.

Shri P.A.S. Alaghar Raja

Shri P.A.S. Alaghar Raja, has a Diploma in Textile. He has vast experience in Textiles and managing the affairs of the Company.

Skill / Expertise / Competency	Expert in Textile Technology and Strategy Management
--------------------------------	--

Names of the listed entities other than M/s. The Ramaraju Surgical Cotton Mills Limited in which Shri P.A.S. Alaghar Raja is a Director and his category of Directorship.

Name of the Company	Category of Directorship
Rajapalayam Mills Limited	Non-Executive & Independent

Details of attendance of each Director at the Board Meetings held during the year are as follows:

Sl. No.	Name of the Director, Director Identification Number (DIN) & Directorship	11-04-2022	25-05-2022	29-07-2022	31-10-2022	31-01-2023	10-03-2023	Attendance at last AGM held on 12-12-2022
1.	Shri P.R. Venketrama Raja Chairman DIN: 00331406, Directorship: P & NE	Yes	Yes	No	Yes	Yes	Yes	No
2.	Smt. Nalina Ramalakshmi Managing Director DIN: 01364161, Directorship: P & E	Yes	Yes	Yes	Yes	Yes	Yes	No
3.	Shri N.R.K. Ramkumar Raja Managing Director DIN: 01948373, Directorship: P & E	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Shri N.K. Shrikantan Raja DIN: 00350693, Directorship: NE	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5.	Shri P.J. Alaga Raja* DIN: 00446057, Directorship: NE & ID	Yes	Yes	Yes	Yes	Yes	No	Yes

ANNEXURE VI TO DIRECTORS' REPORT

Sl. No.	Name of the Director, Director Identification Number (DIN) & Directorship	11-04-2022	25-05-2022	29-07-2022	31-10-2022	31-01-2023	10-03-2023	Attendance at last AGM held on 12-12-2022
6.	Justice Shri P.P.S. Janarthana Raja DIN: 06702871, Directorship: NE & ID	No	Yes	Yes	Yes	Yes	Yes	Yes
7.	Shri V. Santhanaraman DIN: 00212334, Directorship: NE & ID	Yes	Yes	Yes	Yes	Yes	Yes	Yes
8.	Shri P.J. Ramkumar Rajha DIN: 00487193, Directorship: NE & ID	Yes	Yes	Yes	Yes	Yes	Yes	No
9.	Shri P.A.S. Alaghar Raja DIN : 00487312, Directorship: NE & ID	Yes	Yes	Yes	Yes	Yes	Yes	Yes
10.	Shri S. Sarathysubburaj Joint Director of Textiles, Government of Tamilnadu, DIN: 07601727, Directorship: NE	Yes	Yes	Yes	Yes	No	No	Yes

P- Promoter E - Executive NE – Non Executive ID – Independent

* Demised on 11th March, 2023.

Other Directorships

The number of other Boards or Board Committees in which the Director is a Member or Chairperson as on 31st March, 2023 is given below:

Sl. No.	Name of the Director	Other Directorships*	Committee Positions **	
			Chairperson	Member
1.	Shri. P.R.Venketrama Raja	8	3	3
2.	Smt. Nalina Ramalakshmi	2	-	-
3.	Shri. N.R.K. Ramkumar Raja	1	-	1
4.	Shri. N.K. Shrikantan Raja	5	3	2
5.	Shri. P.J. Alaga Raja	-	-	-
6.	Justice Shri. P.P.S. Janarthana Raja	3	1	3
7.	Shri. V. Santhanaraman	2	-	1
8.	Shri. P.J. Ramkumar Rajha	5	2	-
9.	Shri. P.A.S. Alaghar Raja	3	-	1
10.	Shri. S.Sarathy Subburaj	-	-	-

* Public Limited Companies, other than The Ramaraju Surgical Cotton Mills Limited.

** Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies, other than The Ramaraju Surgical Cotton Mills Limited.

During the year, separate meeting of the Independent Directors was held on 31st January, 2023 and all the Independent Directors were present at the meeting.

Disclosure of relationships between Directors inter-se:

- Shri P.R. Venketrama Raja is brother of Smt Nalina Ramalakshmi.
- Smt Nalina Ramalakshmi is spouse of Shri N.R.K. Ramkumar Raja.
- Shri N.R.K. Ramkumar Raja is brother of Shri N.K. Shrikantan Raja.

Details of familiarization programme for Independent Directors

The details of the familiarization Programme for Independent Directors are available at the Company's website, at the following link at <http://www.ramarajusurgical.com/investor.html>

The Board of Directors periodically review Compliance Reports pertaining to all Laws applicable to the Company. No non-compliance was reported during the year under review. The Board is also satisfied that plans are in place for orderly succession for appointment of Board of Directors and Senior Management. The Board of Directors is also satisfied itself that plans are in place for orderly succession for appointment of Board of Directors and Senior Management.

A Code of Conduct has been laid out for all Members of the Board and Senior Management suitably incorporating the duties of Independent Directors as laid down in the Companies Act, 2013. The Code is available at the Company's website, at the following link at <http://www.ramarajusurgical.com/reports/Code-of-Conduct-for-Board-Members-and-Senior-Management-Personnel.pdf>

The minimum information to be placed before the Board of Directors at their meeting, as specified in Part A of Schedule II of SEBI (LODR) Regulations, 2015 have been adequately complied with.

3. Audit Committee

The terms of reference of the Audit Committee include:

- i) To review the reports of Internal Audit Department;
- ii) To review the Auditors' Report on the financial statements;
- iii) To review and approve the Related Party Transactions;
- iv) To review the Annual Cost Audit Report of the Cost Auditor;
- v) To review the Annual Secretarial Audit Report of the Secretarial Auditor
- vi) To review the strength and weakness of the internal controls and to provide recommendations relating thereto;
- vii) To generally assist the Board to discharge their functions more effectively.
- viii) To review the financial statements and any investments made by the Company.

In addition, the Audit Committee would discharge the roles and responsibilities as prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

ANNEXURE VI TO DIRECTORS' REPORT

The composition of the Audit Committee and the details of attendance of its Members are as follows:

Sl. No.	Name of the Director	11-04-2022	25-05-2022	29-07-2022	31-10-2022	31-01-2023	10-03-2023
1.	Justice Shri P.P.S. Janarthana Raja, Chairman of the Committee	No	Yes	Yes	Yes	Yes	Yes
2.	Shri N.K. Shrikantan Raja,	Yes	Yes	Yes	Yes	Yes	Yes
3.	Shri P.J. Alaga Raja	Yes	Yes	Yes	Yes	Yes	No
4.	Shri P.J. Ramkumar Rajha	Yes	Yes	Yes	Yes	Yes	No
5.	Shri V. Santhanaraman	Yes	Yes	Yes	Yes	Yes	Yes

The Statutory Auditor and Chief Financial Officer and Head of Internal Audit and Internal Auditors are invitees to the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee. The representatives of the Cost Auditor and Secretarial Auditor are invited to attend the meeting of the Audit Committee when their reports are tabled for discussion.

3/4th of the members of the Audit Committee are Independent Directors as against the minimum requirements of 2/3rd as stipulated in Regulation 18(1)(b) of LODR.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee discharges the functions as envisaged for it by the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and functions as mandated by the Board of Directors from time to time. The Nomination and Remuneration Policy is to ensure that the level and composition of remuneration is reasonable, the relationship of remuneration to performance is clear and appropriate to the long term goals of the Company.

The complete details about the terms of reference for Nomination and Remuneration Committee and Nomination and Remuneration Policy are available at Company's website <http://www.ramarajusurgical.com/reports/Nomination-and-Remuneration-Policy.pdf>

The composition of the Nomination and Remuneration Committee and the details of attendance of its Members are as follows:

Sl. No.	Name of the Director	25-05-2022	31-01-2023
1.	Shri P.J. Alaga Raja, Chairman of the Committee	Yes	Yes
2.	Shri N.K. Shrikantan Raja	Yes	Yes
3.	Shri P.J. Ramkumar Rajha	Yes	Yes

The Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based on attendance, independence, expertise

and contribution brought in by the Independent Director at the Board and Committee Meetings, which shall be taken into account at the time of re-appointment of Independent Director.

2/3rd of the members of the Nomination and Remuneration Committee are Independent Directors as stipulated in Regulation 19(1)(c) of LODR.

5. Stakeholders Relationship Committee

The composition of Stakeholders Relationship Committee and the details of attendance of its members are as follows:

Sl. No.	Name of the Director	25-05-2022
1.	Shri P.R. Venketrama Raja, Chairman of the Committee	Yes
2.	Shri N.K. Shrikantan Raja	Yes
3.	Shri N.R.K. Ramkumar Raja	Yes
4.	Shri P.J. Ramkumar Rajha	Yes

Name of Non-executive Director heading the Committee	Shri P.R. Venketrama Raja
Name and Designation of the Compliance Officer	Shri Walter Vasanth P J*
No. of complaints received during the year	Nil
No. of complaints not solved to the Satisfaction of shareholders	Nil
No. of pending complaints	Nil

* Resigned w.e.f. 10th March, 2023.

6. Remuneration to Directors

The Directors were paid Sitting Fee of ₹ 20,000/- per Meeting for attending the Board and ₹ 15,000/- per Meeting for Committees thereof.

There are no pecuniary relationships or transaction of the Non-Executive Directors vis-à-vis the Company, other than those reported in related party transactions under Note no. 47.

The appointment and remuneration to Managing Directors are governed by the Special Resolution passed by the Shareholders at the Annual General Meeting held on 14th August, 2019 and 12th December, 2022 and the remuneration is equivalent to 10% of the Net Profits of the Company i.e. 5% per Managing Director and in case of no profits or inadequate profits, as per Section II, Part II of Schedule V of the Companies Act, 2013.

ANNEXURE VI TO DIRECTORS' REPORT

The Details of remuneration paid for the financial year 2022-23 are as follows:

Name of the Director	Amount (₹ in Lakhs)		No. of Shares held as on date
	Sitting Fees	Remuneration	
Shri P R Venketrama Raja	1.30	—	6,080
Smt. Nalina Ramalakshmi	1.20	126.21*	15,50,796
Shri N.R.K. Ramkumar Raja	1.35	126.21*	2,59,150
Shri S. Sarathy Subburaj	0.80	—	-
Shri N.K. Shrikantan Raja	2.70	—	12,005
Shri P.J. Alaga Raja	2.20	—	11,760
Justice Shri P.P.S. Janarthana Raja	1.90	—	-
Shri V. Santhanaraman	2.25	—	-
Shri P.J. Ramkumar Rajha	2.70	-	8,040
Shri P.A.S Alaghar Raja	1.35	-	2,010

* The remuneration paid to Managing Director consists of the following: (₹ in Lakhs)

Particulars	Smt Nalina Ramalakshmi	Shri N.R.K. Ramkumar Raja
Gross Salary	120.00	120.00
Contribution to Provident Fund	4.71	4.71
Contribution to Superannuation Trust Fund	1.50	1.50
Total	126.21	126.21

7. General Meetings

i. Location and time, where last three AGMs / EGM held:

Year ended	Date of AGM / EGM	Time	Venue
31 st March, 2022	12 th December, 2022	11.30 A.M	Held through VC
31 st March, 2021	25 th August, 2021	09.30 A.M	Held through VC
Extraordinary General Meeting	25 th January, 2021	10.00 A.M	The Ramaraju Surgical Cotton Mills Limited Premises, 119, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117.

ii. Details of Special Resolutions passed in the previous three Annual General Meetings / Extra-ordinary General Meeting

Date of AGM	Subject Matter of the Special Resolution
12 th December, 2022	<p>i) Continuation of Non-Executive Directorship of Shri N K Shrikanran Raja who attained 75 years of age on 20th July, 2022</p> <p>ii) Reappointment of Shri.N.R.K.Ramkumar Raja as Managing Director for a period of five years with effect from 14th February, 2022</p> <p>iii) To approve the material related party transaction limit of ₹ 1,250 Crores per FY with Taram Textiles, LLC for a period of three years from FY 2023-2024 upto and including FY 2025-2026</p> <p>iv) To Enhance the borrowing limits of the Company from ₹ 600 Crores to ₹ 1,000 Crores</p>
15 th September, 2020	Appointment of Shri P.J. Alaga Raja, Independent Director of the Company who has attained 75 years of age for continuing his Directorship from 20 th October, 2020 to 31 st March, 2024.
14 th August, 2019	Appointment of Shri P.A.B. Raju as Director of the Company under Independent Director Category for a period of 5 consecutive years with effect from 29 th September, 2018.

iii. No Special Resolution on matters requiring postal ballot were passed during the period under review.

iv. The following Special Resolution is passed through Postal Ballot as on date.

- a) Reappointment of Smt. Nalina Ramalakshmi (DIN: 01364161) as Managing Director of the Company for a period of five years w.e.f. 01st April, 2023.

8. Means of Communication

The Unaudited Quarterly and Half yearly financial results and Audited Annual Results are published in English in Business Line (All editions) and in Tamil in Makkal Kural (Virudhunagar edition). The results were also displayed on the Company's website at **www.ramarajusurgical.com**.

All the financial results are provided to Stock Exchange and the same is also disseminated in Company's website.

ANNEXURE VI TO DIRECTORS' REPORT

9. General Shareholder Information

i.	Annual General Meeting	On 29 th September, 2023 at 10.00 AM at through Video Conference / Other Audio Visual means.
ii.	Financial Year	1 st April, 2022 to 31 st March, 2023
iii.	Dividend Payment date	29 th September, 2023 onwards.
iv.	Name and address of Stock exchange at which the Company's Shares are listed	The Company's shares are listed in M/s. Metropolitan Stock Exchange of India Limited, Building A, Unit 205A, 2 nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai - 400070. The Company has paid the listing fee to the Stock Exchange for the financial year 2022-23.
v.	Stock Code / Symbol – Metropolitan Stock Exchange of India Limited	RAMARAJU
vi.	Whether the securities are suspended from trading	No
vii.	Registrar and Transfer Agents	M/s. Cameo Corporate Services Limited, Subramanian Building, No. 1 Club House Road, Chennai - 600 002.
viii.	Share Transfer System	<p>For shares held in electronic mode, transfers are effected under the depository system of NSDL and CDSL. For shares held in physical mode, the transfers have been effected in-house till 31-03-2019.</p> <p>Vide Press Release No: 49/2018 dated 03-12-2018 of SEBI, only transmission or transposition of securities were effected in physical form till 23-01-2022.</p> <p>SEBI vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022, has mandated that the shares that are issued pursuant to investor service request shall henceforth be issued in demat mode only and hence the share certificates (wherever applicable) will be retained at Company's end.</p>
ix.	Distribution of Shareholding	Enclosed as Annexure - A.
x.	Dematerialization of Shares	As on 31 st March 2023, 92.89% of the shares are in demat.

xi.	Outstanding GDRs/ ADRs /Warrants or any Convertible instruments, date and likely impact on equity	Nil
xii.	Commodity Price Risk or Foreign Exchange Risk and Hedging Activities	With respect to Buyers' Credit in foreign currencies, forward contracts are booked taking in to account, the cost of hedging and the foreign currency receivables. The currency rate movements are monitored closely for taking covers with respect to un hedged portions, if any.

xiii. Plant Locations

Surgical:

The Ramaraju Surgical Cotton Mills Limited

- a. Rajapalayam
2,119, 120, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117, Tamil Nadu.
- b. Perumalpatti
2/318 to 2/321, Sankaran Kovil Road, Perumalpatti Village, Tirunelveli – 627 753, Tamil Nadu.

Textiles:

Sudarsanam Spinning Mills

- a. 118, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 117, Tamil Nadu.
- b. 898, 899, Subramaniapuram, Vanniampatti Road, Pillayarkulam Village, Srivilliputtur Taluk – 626 137, Tamil Nadu.
- c. Survey No. 52, 53, Thirumalagiri Village, Jaggaiahpet Mandal, Krishna Dist. – 521 178, Andhra Pradesh.

Sri Harini Textiles

Survey No. 47, 48, 49, Thirumalagiri Village, Jaggaiahpet Mandal, Krishna Dist. – 521 175, Andhra Pradesh.

Weaving Division:

Sudarsanam Fabrics

2/318-2/321, Sankaran Kovil Road, Perumalpatti Village, Sankaran Kovil Taluk, Tirunelveli – 627 753, Tamil Nadu.

Cut & Sew Division:

Taram Textiles

53, Annamaraja Nagar, Sankarankoil Road, Rajapalayam – 626 117, Tamil Nadu.

Wind Farm Division

Rajampatti, Dhanakkarkulam, Uthumalai, Kolumakondan, Aralvaimozhi in Tamil Nadu.

xiv. Name, designation & address of the Compliance Officer:

Walter Vasanth P J*

Muthukumar P**

Company Secretary & Compliance Officer,
The Ramaraju Surgical Cotton Mills Limited,
2, 119, 120, P.A.C. Ramasamy Raja Salai,
Rajapalayam – 626 117, Tamil Nadu.

Phone: 04563-235904

E-Mail: rscm@ramcotex.com

* Resigned w.e.f. 10th March, 2023

** Appointed w.e.f 12th August, 2023

Address of the Registrar and Transfer Agent

Cameo Corporate Services Limited,
"Subramanian Building",
1, Club House Road,
Anna Salai, Chennai - 600 002.

Phone : +91 44 40020741

Fax : +91 44 2846 0129

Email : investor@cameoindia.com

Stock Exchange

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.

xv. Credit Rating

CRISIL, the Company's credit rating agency vide their letter dated 15th March, 2023 have reaffirmed the credit rating against borrowing programs as follows:

Facilities	Amount (₹ in Crores)	Rating
Cash Credits / Cash Term Loan / Proposed Long Term Bank Loan Facility / Corporate Loans	356.21	A- / Positive
Bank Guarantee / Buyers Credit Limit	31.00	A2+

10. Other Disclosures

- i. There are no materially significant related party transactions made by the Company that may have potential conflict with the interests of the Company at large.
- ii. There are no instances of non-compliance by the Company, and no penalties or strictures were imposed on the company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.
- iii. The Company has a Whistle Blower Policy, available at the Company's website and it is affirmed that no personnel has been denied access to the Audit Committee. The policy is available at the following web link:
<http://www.ramarajusurgical.com/reports/whistle-blower-policy.pdf>
- iv. The Company has complied with the Mandatory requirements of Corporate Governance stipulated under SEBI (LODR) Regulations, 2015. The status of adoption of the Non-Mandatory requirements are given below:
 - a. The Company's financial statements are unmodified audit opinion for the year 2022-23.
 - b. The Company has appointed separate persons to the post of Chairperson and Managing Director.
- v. The Material Subsidiary Policy is disclosed in the Company's website and its weblink is **<http://www.ramarajusurgical.com/reports/Policy%20on%20Material%20Subsidiaries.pdf>**
- vi. The Related Party Transaction Policy is disclosed in the Company's website and its web link is -
<http://www.ramarajusurgical.com/reports/Related%20Party%20Transaction%20Policy.pdf>
- vii. The Company has not undertaken any transaction in commodity price risks and commodity hedging.
- viii. The Company has not raised any funds through Preferential Allotment or Qualified Institutional Placement.
- ix. Shri. M.R.L. Narasimha, Practising Company Secretary, have certified that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing of Directors of Companies by the Board / Ministry of Corporate Affairs or any such statutory authority.
- x. There has not been an occasion, where the Board had not accepted any recommendation of any Committee of the Board.
- xi. The total fees all the services paid by the Company on a consolidated basis to the Statutory Auditor are ₹ 6.24 lakhs.

No other entity in the network firm or network entity of which the Statutory Auditor is a part has been hired for any services by our subsidiary. The Subsidiary Companies have separate Statutory Auditors not connected with the Company's Statutory Auditor.

- xii. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Pursuant to Rule 8(5)(x) of Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

- a) Number of Complaints filed during the financial year – Nil
- b) Number of Complaints disposed of during the financial year - Nil
- c) Number of Complaints pending as on end of the financial year - Nil

11. The Company has complied with the requirements of Corporate Governance Report of sub-paras (2) to (10) of Schedule V of SEBI (LODR) Regulations, 2015.
12. The extent to which the discretionary requirements specified in Part E of Schedule II have been adopted, is given against Clause 11(iv) above.
13. The Company has complied with the corporate governance requirements specified in regulation 17 to 27 of LODR.

As required under Regulation 46(2)(b) to (i) and (t) of SEBI (LODR) Regulations, 2015, the following information have been duly disseminated in the Company's website.

- Terms and conditions of appointment of Independent Directors
- Composition of various committees of Board of Directors
- Code of Conduct of Board of Directors and Senior Management Personnel
- Details of establishment of Vigil Mechanism / Whistle Blower Policy
- Criteria of making payments to Non-Executive Directors
- Policy on dealing with Related Party Transactions
- Details of familiarization Programme imparted to Independent Directors
- Secretarial Compliance Report

14. The Company has no material subsidiary as on 31st March, 2023
15. The Minutes of the Meeting of the Board of Directors of the unlisted subsidiaries are being placed before the Board of Directors of the Company.

16. The Management of the unlisted subsidiary periodically bring to the notice of the Board, a statement on significant transactions and arrangements entered into by them.
17. Senior Management Personnel discloses to the Board of Directors all material, financial and commercial transactions where they have personal interest that may have a potential conflict with the Company's interest, if any.
18. The Company submits quarterly compliance report on Corporate Governance to the Stock Exchange, in the prescribed format within 21 days from the close of the quarter or within such time limit as extended by Securities and Exchange Board of India.
19. The various disclosures made in the Directors' Report, may be considered as disclosures made under this report.
20. The Company also have the following Committees of the Board of Directors:

The Composition of the Corporate Social Responsibility Committee and the details of the attendance of its members are as follows

Sl. No.	Name of the Director	25-05-2022
1.	Shri P.R. Venketrama Raja, Chairman	Yes
2.	Smt. Nalina Ramalakshmi, Member	No
3.	Shri N.K. Shrikantan Raja, Member	Yes
4.	Shri P. J. Ramkumar Rajha, Member	Yes

21. Declaration signed by the Managing Director of the Company as per Schedule V (D) of SEBI (LODR) Regulations, 2015 on compliance with the Code of Conduct is Annexed.
22. Compliance Certificate as per Regulations 17(8) read with Part B of Schedule II of SEBI (LODR) Regulations, 2015 provided by Managing Director and Chief Financial Officer is Annexed.

By Order of the Board,
For **The Ramaraju Surgical Cotton Mills Limited**,

Rajapalayam
12th August, 2023

P.R. Venketrama Raja
Chairman
DIN: 00331406

DECLARATION

As provided under Schedule V (D) of the SEBI (LODR) Regulations, 2015 the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended 31st March, 2023.

By Order of the Board,
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalayam
12th August, 2023

Shri. N.R.K.Ramkumar Raja
Managing Director
DIN: 01948373

To

The Board of Directors,
The Ramaraju Surgical Cotton Mills Limited,
Rajapalayam – 626 117.

Certificate Under Regulation 17(8) Of SEBI (LODR) Regulations, 2015

We, Shri.N.R.K.Ramkumar Raja, Managing Director and Shri. Narayan Vijay Gopal, Chief Financial Officer of The Ramaraju Surgical Cotton Mills Limited, Rajapalayam hereby confirm that;

- A. We have reviewed the financial statements and cash flow statement for the year 2022-23 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting that we have and evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that –
1. there are no significant changes in internal control over financial reporting during the year;
 2. there are no significant changes in accounting policies during the year
 3. there are no instances of significant fraud of which we have become aware.

Shri N. Vijay Gopal
Chief Financial Officer

Shri. N.R.K.Ramkumar Raja
Managing Director
DIN: 01948373

Rajapalayam
12th August, 2023

ANNEXURE – A
Pattern of Shareholding as on 31st March, 2023

Description	Total Shareholders	%	Total Shares	%
A. Promoters Holding				
1. Promoter and Promoter Group	11	0.76	17,66,340	44.76
Sub-total (A)	11	0.76	17,66,340	44.76
B. Non - Promoters Holding				
1. Banks, FI'S INS. Cos, Govt. Institutions	3	0.21	86,760	2.20
2. NRIs / OCBs & Non-Domestic Companies	7	0.49	2,920	0.07
3. Private Corporate Bodies	24	1.67	39,123	1.10
4. IEPF	1	0.07	46,632	1.16
5. Residents	1,391	96.80	20,04,785	50.72
Sub-total (B)	1,426	99.24	21,80,220	55.24
Total (A) + (B)	1,437	100.00	39,46,560	100.00

Distribution of Shareholding as on 31st March, 2023

No. of Shares Held	Total Shareholders	%	Total Shares	%
Upto - 500	928	64.58	1,65,418	4.19
501-1000	199	13.85	1,56,353	3.96
1001-2000	136	9.46	2,17,625	5.51
2001-3000	52	3.62	1,29,834	3.29
3001-4000	28	1.95	1,03,273	2.62
4001-5000	15	1.04	69,590	1.76
5001-10000	30	2.09	2,12,695	5.39
10001 & above	49	3.41	28,91,772	73.27
Total	1,437	100.00	39,46,560	100.00

Category of Shareholding as on 31st March, 2023

Category	Total Shareholders	%	Total Shares	%
Dematerialized Form:				
NSDL	715	49.76	30,69,502	77.78
CDSL	363	25.26	5,96,316	15.11
Physical Form	359	24.90	2,80,662	7.11
Total	1,437	100.00	39,46,560	100.00

Note: Pursuant to the Scheme of Amalgamation the shareholders of SHTL were allotted 51,340 on 04th July, 2023 in the ratio of 34 shares of the TRSCM for every 1000 shares held. The Company has obtained the listing approval for allotted shares on 28th July, 2023 and the trading approval on 09th August, 2023 from the Metropolitan Stock Exchange.

Certificate Regarding Compliance of Conditions of Corporate Governance

*[Pursuant to paragraph E of Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To

The Members of

The Ramaraju Surgical Cotton Mills Limited,

[CIN: L17111TN1939PLC002302]

P.A.C. Ramasamy Raja Salai,

Rajapalayam - 626 117.

We have examined the compliance of the conditions of Corporate Governance by The Ramaraju Surgical Cotton Mills Limited ("the Company") during the financial year ended 31st March, 2023, as stipulated under Regulation numbers 17 to 27, 46(2)(b) to (i), Schedule II and Schedule V (paragraphs C, D and E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is required to comply with the said conditions of Corporate Governance on account of Listing Agreement entered into by the Company with Metropolitan Stock Exchange of India Limited.

The Company's management is responsible for compliance with the conditions of Corporate Governance. We have broadly reviewed the procedures adopted by the Company for ensuring compliance with the conditions of Corporate Governance and implementation thereof. Our review was neither an audit nor an expression of opinion on the financial statement of the Company.

We hereby certify that, in our opinion and to the best of our information and based on the records furnished for our verification and the explanations given to us by the Company, its officers and agents, the Company has, during the year ended 31st March, 2023, complied with the applicable conditions of Corporate Governance.

We further to state that our opinion regarding such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company during the said financial year.

For **N.A. Jayaraman & Co.,**
Chartered Accountants,
Firm Registration No. 001310S

R. PALANIAPPAN,
Partner
Membership No. 205112
UDIN: 23205112BGTQVM6497

Chennai
24th May, 2023

Disclosures relating to remuneration under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1), (2) and (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i. & ii. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and Company Secretary in the Financial Year 2022-23.

Name of the Director / KMP and Designation	Remuneration of Director / KMP for the financial year 2022-23 (₹ in Lakhs)	% increase / (decrease) in remuneration in the financial year 2022-23	Ratio of remuneration of each Director / to median remuneration of employees
Shri P.R. Venketrama Raja Chairman	1.30	(13.33)	1
Smt. Nalina Ramalakshmi Managing Director	127.41	0.95	96
Shri N.R.K. Ramkumar Raja Managing Director	127.56	1.07	96
Shri N.K. Shrikantan Raja Non-Executive Director	2.70	0.00	2
Shri P.J. Alaga Raja * Independent Director	2.20	(18.52)	2
Justice Shri P.P.S. Janarthana Raja Independent Director	1.90	(20.83)	1
Shri V. Santhanaraman Independent Director	2.25	(6.25)	2
Shri P.J. Ramkumar Rajha Independent Director	2.70	(10.00)	2
Shri P.A.S. Alaghar Raja Independent Director	1.35	3.85	1
Shri S. Sarathy Subburaj Independent Director	0.80	300.00	0.60
Shri N. Vijay Gopal Chief Financial Officer	85.81	9.23	65
Shri Walter Vasanth P J ** Company Secretary	13.71	11.92	10

*Demised on 11th March, 2023.

** Resigned w.e.f 10th August, 2023

- iii. The median remuneration of the employees during the financial year was ₹ 1,32,593 and the percentage increase in the median remuneration was 1.80 %.
- iv. There were 1,902 Permanent employees on the rolls of the Company, as on 31st March, 2023.
- v. Average percentage of increase in the salaries of the employees other than the managerial personnel in the financial year i.e. 2022-23 was 15.74 % whereas the increase in the managerial remuneration for the same financial year was 3.05 %.
- vi. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other employees.

ANNEXURE VIII TO DIRECTORS' REPORT

Disclosure Relating to Remuneration Under Section 197 (12) of the Companies Act, 2013 Read with Rule 5(2) And (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Particulars of top 10 employees in term of remuneration drawn and particulars of employees employed throughout the Financial Year 2022-23 was in receipt of remuneration in the aggregate of not less than ₹ 102 Lakhs.

Sl. No	Name	Age (Years)	Designation	Remuneration Paid/ Payable (₹ in Lakhs)	Qualification and experience (Years)	Date of Commencement of employment	Last Employment
1.	Smt. Nalina Ramalakshmi	60	Managing Director	127.41	B.Sc., M.S.C.S., (19 Years)	12.08.2005	-
2.	Shri N.R.K. Ramkumar Raja	66	Managing Director	127.56	B.Tech., M.E., (29 Years)	14.02.2016	-
3.	Shri. N. Vijay Gopal	55	Chief Financial Officer	85.81	B.Com., FCA., (31 Years)	12.02.2020	Sterling Tools Limited
4.	Shri. Hemanth Kumar K	42	Sr.Vice President - Sales & Supply Chain	82.78	B.Tech., MBA., (17 Years)	19.08.2021	Trident India Limited
5.	Shri. Swapnil Karnik	43	Vice President - Sales	46.48	B.E., L.T.M., PGEMP., (20 Years)	04.10.2021	Welspun Global Brands Limited
6.	Shri. V. Santhosh	51	Chief General Manager (Works)	29.61	D.T.T. (30 Years)	03.02.2016	Premier Fine Linens Private Limited
7.	Shri. Venkatesh G Kulkarni	53	Deputy General Manager - (Sales & Marketing)	25.19	D.T.T. (30 Years)	04.02.2022	Addy Home Fashions
8.	Shri. Bhavanasi Srinivasa Rao	53	Sr.General Manager (Works)	18.82	D.T.T. (32 Years)	11.02.2008	Super spinning mills limited
9.	Shri. Senthil Kumar	44	Assistant General Manager - BP Analyst	17.91	M.Sc (20 Years)	14.03.2022	Loyal Textile Mill Limited
10	Shri. S. Manikandan	42	Deputy General Manager - (PPC)	17.85	D.Tech, MBA (20 Years)	18.06.2018	VTM Limited

Note:

1. All appointments are contractual.
2. Remuneration includes Salary, Company's contribution to Provident Fund and Superannuation Fund, but does not include Provision for Gratuity and Leave Encashment.
3. None of the employees mentioned above is related to any Director of the Company except Smt. Nalina Ramalakshmi, Managing Director who is related to Shri P.R. Venketrama Raja, Chairman and Shri N.R.K. Ramkumar Raja, Managing Director Shri N.R.K. Ramkumar Raja who is related to Shri N.K. Shrikantan Raja, Director.

By Order of the Board,
For The Ramaraju Surgical Cotton Mills Limited,

Rajapalayam
12th August, 2023

P.R. Venketrama Raja
Chairman
DIN: 00331406

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. The Ramaraju Surgical Cotton Mills Limited

Report on the Audit of the Separate Financial Statements**Opinion**

We have audited the Separate financial statements of The Ramaraju Surgical Cotton Mills Limited ("the Company"), which comprise the Separate balance sheet as at 31st March 2023, and the Separate Statement of Profit and Loss, the Separate Statement of changes in Equity and the Separate Statement of cash flows for the year ended on that date, and notes to the separate financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the Separate Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid separate financial statements give the information required by the Companies Act 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the separate financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements of the current period. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1	<p>Recognition and measurement of deferred taxes</p> <p>The recognition and measurement of deferred tax items requires determination of differences between the recognition and the measurement of assets, liabilities, income and expenses in accordance with the Income Tax Act and other applicable tax laws including application of ICDS and financial reporting in accordance with Ind AS.</p> <p>Assessment of Deferred Tax Assets is done by the management at the close of each financial year taking into account forecasts of future taxable results.</p> <p>We have considered the assessment of deferred tax liabilities and assets as a key matter due to the importance of management's estimation and judgment and the materiality of amounts.</p> <p>(Refer to Note No. 4 D (iv), (v), (vi) & (vii) & 5 (iv) to the Separate Financial Statements)</p>	<p>Principal Audit Procedures</p> <p>The key matter was addressed by performing audit procedures which involved assessment of underlying process and evaluation of internal financial controls with respect to measurement of deferred tax and re-performance of calculations and assessment of the items leading to recognition of deferred tax in light of prevailing tax laws and applicable financial reporting standards.</p> <p>Furthermore we assessed the adequacy and appropriateness of the disclosures in the separate financial statements.</p>
2	<p>Evaluation of uncertain Tax Position/ Other contingent liabilities</p> <p>The Company has material uncertain tax position in respect of possible or actual taxation disputes, litigations and claims. The provisions are estimated using a significant degree of management judgment in interpreting the various relevant rules, regulations and practices and in considering precedents in various legal forums.</p> <p>(Refer to Note No. 4 O (iv) & 5 (vii) to the Separate Financial Statements)</p>	<p>Principal Audit Procedures</p> <p>The Audit addressed this Key Audit Matter by assessing the adequacy of tax Provisions by reviewing the management's underlying assumptions in estimating the tax provisions and the possible outcome of the disputes.</p> <p>We reviewed the significant litigations and claims and discussed with the Company's legal counsel, external advisors about their views regarding the likely outcome and magnitude of and exposure to relevant litigation and claims.</p> <p>We also reviewed to relevant judgments and the opinions given by the company's advisers, which were relied on by the management for such claims.</p> <p>Furthermore we assessed the adequacy and appropriateness of the disclosures in the separate financial statements.</p>

S. No.	Key Audit Matter	Auditor's Response
3	<p>Existence and impairment of Trade Receivables</p> <p>Trade Receivables are significant to the Company's financial statements. The Collectability of trade receivables is a key element of the company's working capital management, which is managed on an ongoing basis by its management. Due to the nature of the Business and the requirements of customers, various contract terms are in place, there is a risk that the carrying values may not reflective of their recoverable amounts as at the reporting date, which would require an impairment provision. Where there are indicators of impairment, the company undertakes assessment of the recoverability of the amounts. Given the magnitude and inherent uncertainty involved in the judgment, involved in estimating impairment assessment of trade receivables, we have identified this as a key audit matter.</p> <p>(Refer to Note No. 4 U (vii) & 4W (vi) (b) and 5 (viii) to the Separate Financial Statements)</p>	<p>Principal Audit Procedures:</p> <p>We performed audit procedures on the assessment of trade receivables, which included substantive testing of revenue transactions, obtaining trade receivable external confirmations and testing the subsequent payments received. Assessing the impact of impairment on trade receivables requires judgment and we evaluated management's assumptions in determining the provision for impairment of trade receivables, by analyzing the ageing of receivables, assessing significant overdue individual trade receivables and specific local risks, combined with the legal documentations, where applicable.</p> <p>We also reviewed the system of obtaining monthly confirmation from the customers, which are kept in electronic mode by the company. We tested the timing of revenue and trade receivables recognition based on the terms agreed with the customers. We also reviewed, on a sample basis, terms of the contract with the customers, invoices raised, etc., as a part of our audit procedures</p> <p>Furthermore we assessed the adequacy and appropriateness of the disclosures in the separate financial statements.</p>

Information Other than the Separate Financial Statements and Auditors' Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Report on CSR activities, and Shareholders information but does not include the separate financial statements and our auditor's report thereon.

Our opinion on the separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Separate Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these separate financial statements that give a true and fair view of the state of affairs, profit or loss including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of Companies Act 2013 read with relevant rules issued there under and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the separate financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to separate financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the separate financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the separate financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the separate financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Separate Balance Sheet, the Separate Statement of Profit and Loss including Other Comprehensive Income, the Separate Statement of changes in equity and the Separate statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid separate financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our Separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the details of the pending litigations and its impact on the financial position in its separate financial statements have been disclosed in Note No. 44 of the Disclosures forming part of the Separate Financial Statements for the year ended 31st March 2023;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of Companies (Audit and Auditors) Rules, 2014, as provide under (a) and (b) above, contain any material mis-statement.
- v. The dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act.
- As stated in Note No. 53 to the Separate Financial Statements, the Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **N.A. JAYARAMAN & CO.,**
Chartered Accountants
Firm Registration Number: 001310S

R. PALANIAPPAN
Partner
Membership Number: 205112
UDIN: 23205112BGTRBD9682

Chennai
12th August 2023

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

With reference to the Annexure A referred to in the Independent Auditor’s Report to the members of company on the Separate financial statements for the year ended 31st March 2023, we report the following:

- (i)
 - (a) A. The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - B. The Company has maintained proper records showing full particulars of intangible assets.
 - (b) As explained to us, all the Property, Plant and Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
 - (c) According to the information and explanation given to us and on the basis of the verification of the records of the company the title deeds of immovable properties of the Company are held in the name of the Company.

In respect of immovable properties taken on lease and disclosed as right of use assets in the Separate financial statements, the lease agreements are in the name of company.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act 1988 and rules made there under=.
- (ii)
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on verification between the physical stocks and the books records were properly dealt with in the books of accounts and were not material.
 - (c) The Company has been sanctioned working capital limits in excess of five crore rupees from bankers on the basis of security of current assets and the quarterly statements filed with such banks are in agreement with the books of account of company.

- (iii) (a) The company has made investments in/provided guarantee /granted loans/ advances in the nature of loans during the year details of which are given below:

₹ in Crores

Particulars	Investments	Guarantees	Loans
Aggregate amount granted during the year			
(i) Subsidiary & Associates	1436.18	NIL	NIL
(ii) Other Companies	NIL	NIL	NIL
(iii) Others	NIL	NIL	NIL
Balance outstanding as at Balance Sheet date			
(i) Subsidiary & Associates	4262.32	NIL	NIL
(ii) Other Companies	12.10	NIL	NIL
(iii) Others	NIL	NIL	NIL

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in nature of loans and guarantees provided, prima facie, not prejudicial to the interest of the company.
- (c) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, in respect of loans and advances in the nature of loans, where the schedule of repayment of principal and payment of interest has been stipulated, the repayments or receipts are regular.
- (d) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has not granted loans repayable on demand without specifying any terms or period of repayment.
- (iv) According to information and explanations give to us, the company has complied with the provisions of Section 185 and 186 of the Act in relation to loans, guarantees provided and investments made.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, reporting under this clause 3 (v) of the Order does not arise.
- (vi) The Central Government, under section 148 (1) of the Companies Act 2013 has specified maintenance of cost records and such accounts and records have been so made and maintained by the Company.
- (vii) According to the records of the Company and information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, goods and services

tax, cess and any other statutory dues with the appropriate authorities. No undisputed amounts payable in respect of the above were in arrear as at 31st March 2023 for a period of more than six months from the date they become payable.

- (viii) According to the Information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under Income tax act 1961 as income during the year.
- (ix)
 - (a) Based on our audit procedures and according to the information and explanations given to us by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not a declared wilful defaulter by any bank or financial institution or other lender.
 - (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
 - (d) According to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, we report that funds raised on short term basis have not been used for long term purposes.
 - (e) According to the information and explanations given to us and on an overall examination of the separate financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate companies as defined in the Act.
 - (f) According to the information and explanations given to us and the procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its associate companies as defined under the Act.
- (x)
 - (a) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not raised moneys by way of initial public offer or further public offer during the year.
 - (b) In our opinion and according to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not raised funds by way of preferential allotment or private placement of shares during the year.
- (xi)
 - (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materially outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) No whistle blower complaints received by the Company during the year. Accordingly, clause 3 (xi) (c) of the Order is not applicable to the Company.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Separate Financial Statements, as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations given to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non - cash transactions with directors or persons connected to its Directors. Accordingly, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provision of clause 3 (xvi)(b) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial activities or housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) According to the information and explanations provided to us during the course of our audit, the Group does not have any CICs.

-
- (xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the Statutory Auditors during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the separate financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report, that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the date of the balance sheet, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project under CSR. According clauses 3 (xx) (a) and 3 (xx)(b) of the Order are not applicable.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Separate Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **N.A. JAYARAMAN & CO.,**
Chartered Accountants
Firm Registration Number: 001310S

R. PALANIAPPAN
Partner
Membership Number: 205112
UDIN: 23205112BGTRBD9682

Chennai
12th August 2023

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE SEPARATE FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH THE INDIAN ACCOUNTING STANDARDS OF THE RAMARAJU SURGICAL COTTON MILLS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **M/s. THE RAMARAJU SURGICAL COTTON MILLS LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the separate financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **N.A. JAYARAMAN & CO.,**
Chartered Accountants
Firm Registration Number: 001310S

R. PALANIAPPAN
Partner
Membership Number: 205112
UDIN: 23205112BGTRBD9682

Chennai
12th August 2023



BALANCE SHEET AS AT 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)

(₹ in Lakhs)

	Note No	As at 31-03-2023	As at 31-03-2022
ASSETS			
(1) Non-Current Assets			
Property, Plant & Equipments	6	27,058.15	22,103.37
Capital Work-in-progress	7	513.63	1,295.99
Investment Property	8	5.43	5.62
Goodwill	9	1,882.38	1,882.38
Intangible Assets	10	61.01	1.83
Financial Assets			
Investments in Subsidiaries & Associates	11	4,262.32	2,826.14
Other Investments	12	8.27	12.10
Other Financial Assets	13	915.24	558.22
Deferred Tax Assets (Net)	26	704.58	159.96
Other Non-Current Assets	14	122.40	1,742.01
Sub Total (A)		35,533.41	30,587.62
(2) Current Assets			
Inventories	15	12,473.84	10,333.99
Financial Assets			-
Trade Receivables	16	4,592.85	3,611.57
Cash and Cash Equivalents	17	18.16	745.45
Bank Balance other than Cash and Cash Equivalents	18	6.07	91.70
Other Financial Assets	19	167.31	188.09
Current Tax Assets		67.09	239.93
Other Current Assets	20	1,916.39	2,063.35
Sub Total (B)		19,241.71	17,274.08
TOTAL ASSETS (A+B)		54,775.12	47,861.70
EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	21	399.79	399.79
Other Equity	22	8,671.13	11,806.82
Total Equity (A)		9,070.92	12,206.61
(2) Liabilities			
(A) Non-Current Liabilities			
Financial Liabilities			
Borrowings	23	20,112.90	12,437.88
Lease Liabilities	24	2,034.08	-
Provisions	25	88.97	80.48
Deferred Government Grants	27	15.96	17.41
Sub Total (B)		22,251.91	12,535.77
(B) Current Liabilities			
Financial Liabilities			
Borrowings	28	19,641.29	18,403.34
Lease Liabilities	29	103.49	-
Trade Payables			-
(i) Total Outstanding dues of micro enterprises and small enterprises	30	316.22	92.18
(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises	30	1,285.75	1,549.01
Other Financial Liabilities	31	961.56	861.03
Other Current Liabilities	32	756.83	1,678.20
Provisions	33	387.15	535.56
Sub Total (C)		23,452.29	23,119.32
TOTAL EQUITY AND LIABILITIES (A+B+C)		54,775.12	47,861.70
Significant Accounting Policies, Judgements and Estimates	1 - 5		
See accompanying notes to the financial statements.	6-55		

As per our report annexed

For N.A. Jayaraman & Co
Chartered Accountants
Firm Registration No. 001310S
R. Palaniappan
Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors

For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja
Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja
Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal
Chief Financial Officer
Rajapalayam

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

			(₹ In Lakhs)
	Note No.	For the Year Ended 31-03-2023	For the Year Ended 31-03-2022
INCOME			
I Revenue from operations	34	41,173.86	43,213.78
II Other Income	35	377.86	185.72
III Total Income (I+II)		41,551.72	43,399.50
IV EXPENSES			
Cost of Materials Consumed	36	24,502.71	25,513.49
Purchases of Stock- in- Trade		1,111.75	505.04
Changes in Inventories of Finished Goods and Work-in-Progress	37	150.61	(970.87)
Employee Benefit Expenses	38	4,784.11	4,035.95
Finance Cost	39	3,220.33	2,077.26
Depreciation and Amortisation Expenses	40	4,355.14	4,592.39
Other Expenses	41	7,035.26	6,768.16
Total Expenses		45,159.91	42,521.42
V Profit / (Loss) before tax (III-IV)		(3,608.19)	878.08
Tax Expenses / (Savings)			
Current Tax		-	134.75
Current Tax relating to earlier years		(5.81)	-
Deferred Tax		(544.62)	(210.51)
VI Total Tax Expenses / (Savings)		(550.43)	(75.76)
VII Profit / (Loss) for the Year (V-VI)		(3,057.76)	953.84
VIII Other Comprehensive Income / (Loss)			
Item that will not be reclassified subsequently to Profit and Loss:			
Remeasurement (Losses) on defined benefit obligation (net)		(34.63)	(81.98)
Less: Income tax Savings		(10.08)	(14.32)
Add: Deferred Tax (including MAT Credit)		10.08	14.32
		(34.63)	(81.98)
Fair value Gain on Equity Instruments through OCI (Net)		(3.83)	(1.71)
Other Comprehensive Income / (Loss) for the year, net of tax		(38.46)	(83.69)
IX Total Comprehensive Income / (Loss) for the year, net of tax (VII+VIII)		(3,096.22)	870.15
X Earnings per Equity Share of ₹ 10/- each (Refer Note No. 46)		(77.45)	21.77
Significant Accounting Policies, Judgements and Estimates	1 - 5		
See accompanying notes to the financial statements.	6 - 55		

As per our report annexed

For N.A. Jayaraman & Co
Chartered Accountants
Firm Registration No. 001310S

R. Palaniappan
Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors

For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja
Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja
Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal
Chief Financial Officer
Rajapalayam

A. Equity Share Capital

(₹ in Lakhs)

For the year ended 31-03-2023	Amount
Equity Shares of Rs. 10 each issued, subscribed and fully paid up	
Balance as at 01-04-2022	399.79
Changes in Equity Share Capital during the year 2022-23	-
Balance as at 31-03-2023	399.79

For the year ended 31-03-2022	Amount
Balance as at 01-04-2021	394.66
Changes in Equity Share Capital during the year 2021-22	5.13
Balance as at 31-03-2022	399.79

B. Other Equity (Refer Note No. 22)

(1) For the year ended 31-03-2023

Particulars	Reserves and Surplus				Items of OCI		Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	FVTOCI Equity Instruments	Re-measurements of Defined Benefit Obligations	
Other Equity as at 01-04-2022	17.63	743.92	9,844.92	1,197.05	3.30	-	11,806.82
Financial Year 2022-23							
Add/(Less): Profit for the year	-	-	-	(3,057.76)	-	-	(3,057.76)
Add/(Less): Other Comprehensive Income	-	-	-	-	(3.83)	(34.63)	(38.46)
Total Comprehensive Income	-	-	-	(3,057.76)	(3.83)	(34.63)	(3,096.22)
Add/(Less): Transfer from OCI	-	-	-	(34.63)	-	34.63	-
Add/(Less): Dividend distribution to shareholders	-	-	-	(39.47)	-	-	(39.47)
Other Equity as at 31-03-2023	17.63	743.92	9,844.92	(1,934.81)	(0.53)	-	8,671.13

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

For the year ended 31-03-2022

(₹ in Lakhs)

Particulars	Reserves and Surplus				Items of OCI		Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	FVTOCI Equity Instruments	Re-measurements of Defined Benefit Obligations	
Other Equity as at 01-04-2021	17.63	-	9,844.92	489.55	5.01	-	10,357.11
Pursuant to business combination							
Add/(Less): Changes in reserves on Appointed Date - 01.04.2021	-	743.92	-	(144.63)	-	-	599.29
Other Equity as at 01-04-2021	17.63	743.92	9,844.92	344.92	5.01	-	10,956.40
Financial Year 2021-22							
Add/(Less): Profit for the year	-	-	-	953.84	-	-	953.84
Add/(Less): Other Comprehensive Income	-	-	-	-	(1.71)	(81.98)	(83.69)
Total Comprehensive Income	-	-	-	953.84	(1.71)	(81.98)	870.15
Add/(Less): Transfer from OCI	-	-	-	(81.98)	-	81.98	-
Add/(Less): Dividend distribution to shareholders	-	-	-	(19.73)	-	-	(19.73)
Other Equity as at 31-03-2022	17.63	743.92	9,844.92	1,197.05	3.30	-	11,806.82

As per our report annexed

For N.A. Jayaraman & Co
Chartered Accountants
Firm Registration No. 001310S

R. Palaniappan
Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors
For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja
Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja
Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal
Chief Financial Officer
Rajapalayam

STATEMENT OF CASHFLOWS FOR THE YEAR ENDED 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)

		(₹ in Lakhs)	
		31.03.2023	31.03.2022
A. Cash flows from Operating Activities			
Profit / (Loss) before tax		(3,608.19)	878.08
Adjustments to reconcile Profit / (Loss) before tax to Net Cash Flows:			
Depreciation & Amortisation		4,355.14	4,592.39
Finance Cost		3,220.33	2,077.26
Interest Received		(233.45)	(172.08)
Dividend Received		(102.44)	(0.79)
Loss/(Profit) on Sale of Assets		(36.52)	172.28
Government Grants		(1.45)	(1.45)
Impairment allowance for Trade Receivable		-	11.16
Bad Debts		-	4.46
Operating Profit before Working capital Changes		3,593.42	7,561.31
Movements in Working Capital:			
Trade Receivables		(784.28)	1,601.66
Loans and Advances		(33.39)	212.11
Inventories		(2,139.85)	(3,979.49)
Trade Payables & Current liabilities		115.59	(112.37)
Cash generated from Operations		751.49	5,283.22
Income tax Paid (Net)		(67.09)	(240.39)
Net Cash Flows from / (used in) Operating Activities	A	684.40	5,042.83
B. Cash Flows from Investing Activities :			
Purchase of Property, Plant and Equipments, Intangible Asset and Investment Property Net of Capital Subsidies (Including Capital work-in-progress and Capital advance and payable for capital goods)		(5,806.55)	(3,858.80)
Investment in Shares		(1,584.23)	(367.88)
Declassification of Investment pursuant to business combination		-	149.00
Proceeds from Sale of Property, Plant & Equipments		194.05	190.14
Interest Received		36.20	4.39
Dividend Received		102.44	0.79
Net Cash Flows from / (used in) Investing Activities	B	(7,058.09)	(3,882.36)

STATEMENT OF CASHFLOWS FOR THE YEAR ENDED 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

31.03.2023 31.03.2022

C. Cash Flows from Financing Activities :

Long Term Borrowings

Proceeds from Long Term Borrowings	12,115.05	4,316.59
Repayment of Long Term Loan	(4,342.88)	(3,719.37)

Short Term Borrowings

Proceeds / (Repayment) of Deposits - Related Parties	565.00	212.97
Proceeds / (Repayment) of Short Term Borrowings (Net)	575.80	719.38
Payment of Dividend	(39.47)	(19.73)
Finance Cost	(3,220.33)	(2,077.26)
Payment of Principal portion of Lease Liabilities	(92.40)	-

Net Cash Flows from / (used in) Financing Activities	C	5,560.77	(567.42)
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Net Increase in Cash and Cash Equivalent	D=(A+B+C)	(812.92)	593.05
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Opening balance of Cash and Cash Equivalents	E	837.15	240.19
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Cash and Cash Equivalents acquired pursuant to Business Combination	F	-	3.91
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Closing balance of Cash and Cash Equivalents	D+E+F	24.23	837.15
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Notes:

- (i) The above Statement of Cash Flow has been prepared under 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flow.
- (ii) Bank Borrowings including Cash Credits are considered as Financing Activities
- (iii) For the purpose of Statement of Cash Flow, Cash and Cash Equivalents comprise the following:

PARTICULARS	31.03.2023	31.03.2022
Cash and Cash Equivalents (Refer Note No. 17)	18.16	745.45
Bank Balances other than Cash and Cash Equivalents (Refer Note No. 18)	6.07	91.70
	24.23	837.15

STATEMENT OF CASHFLOWS FOR THE YEAR ENDED 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)

(₹ in Lakhs)

PARTICULARS	2022-23	2021-22
Standalone Cash flow from Financing Activities		
Balance at the beginning of the year		
Long Term Borrowings	16,940.36	16,343.14
Short Term Borrowings	13,900.86	11,000.26
Sub-total Balance at the beginning of the year	30,841.22	27,343.40
Cash flows during the year		
Proceeds from Long Term Borrowings	12,115.05	4,316.59
Repayment of Long Term Borrowings	(4,342.88)	(3,719.37)
Proceeds from / (Repayment) of Short Term Borrowings, net	1,140.80	932.35
Proceeds from / (Repayment) of Short Term Borrowings, net pursuant to Business Combination	-	1,968.25
Payment of principal portion of Lease Liabilities	(92.40)	-
Interest paid including interest on Lease Liabilities	(3,070.34)	-
Sub-total Cash flows during the year	5,750.23	3,497.82
Non-cash changes		
Interest accrual for the year	3,070.34	(2,077.26)
Initial recognition of lease liability for Right-of-use asset	2,229.97	-
Sub-total Non-cash changes during the year	5,300.31	(2,077.26)
Balance at the end of the year		
Long Term Borrowings	24,712.53	16,940.36
Short Term Borrowings	15,041.66	13,900.86
Long Term Lease Liabilities	2,034.08	-
Short Term Lease Liabilities	103.49	-
Balance at the end of the year	41,891.76	30,841.22

See accompanying notes to the financial statements (Refer to Note No.6 to 55)

As per our report annexed

For N.A. Jayaraman & Co

Chartered Accountants
Firm Registration No. 001310S

R. Palaniappan

Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors

For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja

Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja

Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal

Chief Financial Officer
Rajapalayam

1. Corporate Information

The Ramaraju Surgical Cotton Mills Limited (“the Company”, “RSCM”) is a Public Limited Company domiciled and headquartered in India and incorporated under the provisions of the Companies Act, 1913. The company is listed on MSEI in India. The Registered office of the Company is located at The Ramaraju Surgical Cotton Mills Premises, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 117, Tamil Nadu, India.

The Company is primarily engaged in manufacture of Surgical Dressings, Yarn and Greige Fabrics with its manufacturing facilities located in Rajapalayam, Subramaniapuram, Perumalpatti Village in Tamilnadu and in Jaggiahpet, Andhra Pradesh. The Company is also engaged in generation of electricity from its windmills and solar panel for its captive consumption.

Sri Harini Textiles Limited (“SHTL”) got amalgamated with RSCM on the appointed date of 1st April 2021 pursuant to the National Company Law Tribunal (“NCLT”) order dated 31st May 2023 approving the Scheme of Amalgamation of Sri Harini Textiles Limited (SHTL).

The financial statements of the Company for the year ended 31-03-2023 were approved and adopted by Board of Directors of the Company in their meeting dated 24-05-2023 and the restated financials were approved and adopted by Board of Directors of the Company in their meeting dated 12-08-2023.

2. Statement of Ind AS Compliance

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, and presentation requirements of Division II of Ind AS compliant Schedule III to the Companies Act, 2013

Basis of Preparation of Separate Financial Statements

- i. The significant accounting policies used in preparing the financial statements are set out in Note No.4.
- ii. The Company has considered its operating cycle to be 12 months for the purpose of Current and Non-current classification of assets and liabilities.
- iii. An asset is classified as current when it is expected to be realised or intended to be sold or consumed in the normal operating cycle, or held primarily for the purpose of trading or expected to be realised within 12 months after the reporting period, or cash or cash equivalents unless restricted from being exchanged or used to settle a liability 12 months after the reporting period. All other assets are classified as non-current.
- iv. A liability is classified as current when it is expected to be settled in normal operating cycle, or held primarily for the purpose of trading or due for settlement within 12 months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.



- v. The financial statements are presented in Indian Rupees, which is the Company's functional currency, rounded to the nearest Lakhs with two decimals. The amount below the round off norm adopted by the Company is denoted as ₹ 0.00 Lakhs.
- vi. Previous year figures have been regrouped / restated, wherever necessary and appropriate.

3. Basis of Measurement

The financial statements have been prepared on accrual basis under historical cost convention except for certain financial instruments (Refer Note 4(T) - Accounting Policy for Financial Instruments) and defined benefit plan assets which are measured at fair value.

4. Significant Accounting Policies

A. Inventories

- (i) Raw-materials, Stores & Spares, Fuel, packing materials etc., are valued at cost, computed on a moving weighted average basis including the cost incurred in bringing the inventories to their present location and condition after providing for obsolescence and other losses or net realisable value whichever is lower. However, the inventories are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.
- (ii) Work in Progress is valued at weighted average cost including the cost of conversion with systematic allocation of production overheads based on normal capacity of production facilities but excluding borrowing cost, or net realisable value whichever is lower. Factory administration overheads to the extent attributable to bring the inventories to their present location and condition are also included in the valuation of Work in Progress.
- (iii) Finished goods are valued at cost or net realisable value whichever is lower. Cost includes cost of conversion with systematic allocation of production overheads based on normal capacity of production facilities and other costs but excluding borrowing cost, incurred in bringing the inventory to their present location and condition. Finished goods include stock-in-trade also which comprises cost of purchase and other cost incurred in bringing the inventories to the present location and condition. Cost is determined on a moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

B. Statement of Cash Flows

- (i) Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

- (ii) Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.
- (iii) Bank borrowings are generally considered to be financing activities. However, where bank overdrafts that are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Statement of Cash flows

C. Dividend distribution to Equity shareholders

Final dividend distribution to Shareholders is recognised in the period in which the dividends are approved by the Shareholders. Dividend together with applicable taxes is recognised directly in Other Equity.

D. Income Taxes

- (i) Current tax is payable is based on taxable profit for the year. Taxable profit differs from Profit before tax as reported in the Statement of Profit & Loss because of Items of Income or Expenses that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.
- (ii) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is recognised as an asset viz. MAT Credit Entitlement, to the extent there is convincing evidence that the Company will pay normal Income tax and it is highly probable that future economic benefits associated with it will flow to the Company during the specified period. The Company reviews the "MAT Credit Entitlement" at each Balance Sheet date and writes down the carrying amount of the same to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income tax during the specified period. The MAT Credit Entitlement being unused tax credits that are carried forward by the Company for a specified period, is grouped under Deferred Tax.
- (iii) Current tax assets and liabilities are offset, when the Company has legally enforceable right to set off the recognised amounts and intends to settle the asset and the liability on a net basis.
- (iv) Deferred tax is recognised using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting at the reporting date.
- (v) Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year where the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.



- (vi) Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by same governing tax laws and the Company has legally enforceable right to such set off current tax assets against current tax liabilities.
- (vii) Both current tax and deferred tax relating to items recognised outside the Profit or Loss is recognised either in "Other Comprehensive Income" or directly in "Other Equity" as the case may be.

E. Property, Plant and Equipments (PPE)

- (i) PPEs are stated at cost of acquisition or construction less accumulated depreciation and impairment losses if any, except freehold land which is carried at cost. The cost comprises of purchase price, import duties, non-refundable purchase taxes (net of tax credits wherever applicable), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. The directly attributable costs include cost of testing whether the asset is functioning properly, after deducting the net proceeds from selling any items produced while bringing the asset to that location and condition.
- (ii) Government grants related to assets have been deducted in arriving at the carrying amount of the respective assets.
- (iii) Subsequent expenditures are included in the assets' carrying amount and recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.
- (iv) Spares which meet the definition of PPE are capitalised from the date when it is available for use. Other expenses on fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalisation criteria are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.
- (v) The Company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts are capitalised and the carrying amount of replaced parts are de-recognised.
- (vi) The cost of major inspection / overhauling is recognised in the carrying amount of the item of PPE as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/overhauling (as distinct from physical parts) is de-recognised.
- (vii) The Company follows the useful lives of the significant parts of certain class of PPE on the straight line basis.

- (viii) During the previous year, the company has re-assessed the useful life of the assets taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support etc. based on technical advice as detailed below, that are different from the useful lives prescribed under Part C of Schedule II of the Companies Act, 2013:

Type of Plant and Machinery	Useful life of such component ranging from	
	Existing	Revised
Building	3 to 60 years	3 to 60 years
Textile Machines / Equipment	10 to 25 years	7 to 25 years
Wind Mills	5 to 30 years	5 to 30 years
HFO / DG Set	12 to 25 years	7 to 15 years
Solar Panel	25 years	25 years
Furniture and Fixtures	3 to 10 years	3 to 10 years
Electrical Machineries	3 to 25 years	3 to 15 years
Motor cars given to employees as per company's scheme	6 to 8 years	6 to 8 years

- (ix) PPE acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash transaction. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident.
- (x) PPEs are eliminated from the financial statements on disposal. Gains or losses arising from disposal, measured as the difference between the net disposal proceeds and the carrying amount of such assets, are recognised in the Statement of Profit and Loss. Amount received towards PPE that are impaired and derecognized in the financial statements, are recognized in Statement of Profit and Loss, when the recognition criteria are met.
- (xi) Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life on a straight line method. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value, except for process control systems whose residual value is considered as Nil.
- (xii) Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion / disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded / sold.
- (xiii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.



F. Capital Work in progress / Capital Advances

Advances given towards acquisition / construction of PPE outstanding at the reporting date are disclosed as 'Capital Advances' under 'Other Non-Current Assets'.

The cost of assets not put to use before such date are disclosed under Capital Work in Progress. Capital Work in Progress includes cost of property, plant and equipment under installation, under development including related expenses and attributable interest as at the reporting date.

G. Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date whether fulfilment of arrangement is dependent on the use of an underlying asset and the arrangement conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

1. Company as a Lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date for all leases where non-cancellable leases is more than 12 months. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, as follows:

Nature of RoU	Useful life ranging from
Land	99 years
Building	12 years
Leasehold Improvements	12 years

The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset and lease improvements are periodically reduced by impairment losses, if any and adjusted for certain re-measurements of these liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

a. Fixed payments;

Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

Amount expected to be payable under a residual value guarantee; and

The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the Statement of Profit or Loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property in 'Property, Plant and Equipment' and Lease liabilities as a separate line item on face of the Balance sheet.

The Company has opted not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

b. Lease Improvements

Lease improvements on a right-of-use asset (RoU) made by the Company, which enhance the value, functionality, or extend the useful life of the leased asset, shall be recognized as assets and capitalized in the same category of RoU asset under 'Property, Plant and Equipment', if capitalization criteria are met.

Lease improvements recognized as assets shall be initially measured at cost, which includes all directly attributable costs incurred to bring the improvements to their present condition and location.



The lease improvements on RoU assets are depreciated using the straight line method from the commencement date to the earlier of the end of the useful life of lease improvement or the end of the lease term.

2. Company as a Lessor

The lease arrangements where the risks and rewards incidental to ownership of an asset substantially vests with the Lessor are recognised as operating lease. Operating lease receipts are recognised in the Statement of Profit and Loss on straight line basis over the lease terms except where the payments are structured to increase in line with the general inflation to compensate for the expected inflationary cost increases. The Company do not have any finance leases arrangements.

H. Revenue Recognition

(i) Revenue from Operations

(a) Sale of products

Revenue from product sales is recognized when the company transfers control of the product to customers at a point in time. The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring goods to the customer. It comprises of invoice value of goods after deducting discounts, volume rebates and applicable taxes on sale including GST. The Company provides discounts to customers on the achievement of the performance criteria based on agreed terms and conditions. The financing component with regard to sale of products are excluded from Revenue from operations and recognized as Interest Receipts over the credit periods as per Ind AS 115. The Company does not have any non-cash consideration.

(b) Power generated from Windmills

Power generated from windmills that are covered under wheeling & banking arrangement with TANGEDCO are consumed at Factories. The monetary values of such power generated that are captively consumed are not recognised as revenue, but have been set off against the cost of power & fuel.

(c) Scrap sales

Scrap sales is recognized when the Company transfers control of the product to customers.

(d) Income from Job Work

Income from job work is recognized on the proportion of work executed as per the contract / agreement.

(ii) Other Income

- a. Interest income is recognised using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period where appropriate, to the gross carrying amount of the financial asset or to the authorised cost of a financial liability.
- b. Dividend income is recognised when the Company's right to receive dividend is established.
- c. Rental income from operating lease on Property, Plant and Equipments is recognised on a straight line basis over the terms of the relevant lease.

I. Employee Benefits

- (i) Short-term employee benefits viz., Salaries and Wages are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.
- (ii) Defined Contribution Plan viz., Contributions to Provident Fund and Superannuation Fund are recognized as an expense in the Statement of Profit and Loss for the year in which the employees have rendered services.
- (iii) The Company contributes monthly to Employees' Provident Fund & Employees' Pension Fund administered by the Employees' Provident Fund Organisation, Government of India, at 12% of employee's basic salary. The Company has no further obligations.
- (iv) The Company also contributes for superannuation a sum equivalent to 15% of the eligible and opting officer's annual basic salary. Out of the said 15% contribution, a sum upto Rs.1.50 Lakhs per annum is remitted to The Ramaraju Surgical Cotton Mills Limited Officers' Superannuation Trust Fund administered by trustees and managed by LIC of India. The balance amount, if any, is paid as salary. There are no further obligations in respect of the above contribution plan.
- (v) The Company has its own Defined Benefit Plan viz., an approved Gratuity Fund for its employees. It is in the form of lump sum payments to vested employees on resignation, retirement, death while in employment or on termination of employment, for an amount equivalent to 15 days' basic salary for each completed year of service. Vesting occurs upon completion of five years of continuous service. Based on the Actuarial Valuation by an independent external actuary, the Company makes annual contributions to "The Ramaraju Surgical Cotton Mills Limited Employees Gratuity Fund" administered by trustees and managed by LIC of India, based on the Actuarial Valuation by an independent external actuary as at the reporting date using Projected Unit Credit method



- (vi) The Company provides for expenses towards compensated absences provided to its employees. The expense is recognized at the present value of the amount payable determined based on an independent external actuarial valuation as at the Balance Sheet date, using Projected Unit Credit method. The Company presents the entire compensated absences as 'Short-term provisions' since employee has an unconditional right to avail the leave at any time during the year.
- (vii) Remeasurement of net defined benefit asset / liability comprising of actuarial gains or losses arising from experience adjustments and changes in actuarial assumptions are charged / credited to other comprehensive income in the period in which they arise and immediately transferred to retained earnings. Other costs are accounted in the Statement of Profit and Loss.

J. Government Grants

- (i) Government grants are recognised at fair value where there is a reasonable assurance that the grant will be received and all the attached conditions are complied with.
- (ii) In case of revenue related grant, the income is recognised on a systematic basis over the period for which it is intended to compensate an expense and is disclosed under "Other operating revenue" or netted off against corresponding expenses wherever appropriate. Receivables of such grants are shown under "Other Financial Assets". Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Receivables of such benefits are shown under "Other Financial Assets"
- (iii) Government grants recoverable relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred grant income and are credited to the statement of profit and loss on a systematic basis over the expected lives of the related assets.
- (iv) As per the amendment in Ind-AS 20 w.e.f. 01.04.2018, Government grants relating to the purchase of property, plant and equipment the company has opted as deduction from the carrying value of such specific assets.

K. Foreign currency transactions

- (i) The financial statements are presented in Indian Rupees, which is also the Company's functional currency.
- (ii) All transactions in foreign currency are recorded on initial recognition at their functional currency exchange rates prevailing on that date.
- (iii) Monetary assets and liabilities in foreign currencies outstanding at the reporting date are translated to the functional currency at the exchange rates prevailing on the reporting date and the resultant gains or losses are recognised during the year in the Statement of Profit and Loss.

- (iv) Non-monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rates at the date of transaction. The date of transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from advance consideration. If there are multiple receipts of payments in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

Foreign Operations

- (v) Income and expenditure transactions are translated to functional currency using monthly moving average exchange rate.
- (vi) Monetary assets and liabilities of foreign branch as at the reporting date are translated to the functional currency spot rates prevailing on the reporting date and the resultant gains or losses are recognised during the year in the Statement of Profit and Loss.
- (vii) Non-monetary items of foreign branch are carried at historical cost denominated in foreign currency and are reported using the exchange rates at the transaction date.

L. Borrowing Costs

- (i) Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings cost are expensed in the period in which they occur.
- (ii) Borrowing cost include interest computed using Effective Interest Rate method, interest on lease liabilities, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

M. Earnings per Share

- (i) Earnings per share is calculated by dividing the profit / (loss) attributable to equity shareholders by the weighted average number of equity shares.
- (ii) Where an item of income or expense which is otherwise required to be recognised in the Statement of Profit and Loss is debited or credited to Equity, the amount in respect thereof is suitably adjusted in Net profit for the purpose of computing Earnings per share.



N. Impairment of Non-Financial Assets

- (i) The carrying values of assets including property, plant and equipment, investment properties, cash generating units and intangible assets are reviewed for impairment at each reporting date, if there is any indication of impairment based on internal and external factors.
- (ii) Non-financial assets are treated as impaired when the carrying amount of such asset exceeds its recoverable value. After recognition of impairment loss, the depreciation for the said assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.
- (iii) An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.
- (iv) An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

O. Provisions, Contingent Liabilities and Contingent Assets

- (i) Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits in respect of which a reliable estimate can be made.
- (ii) Provisions are discounted if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
- (iii) Insurance claims are accounted on the basis of claims admitted or expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection. Any subsequent change in the recoverability is provided for. Contingent Assets are not recognised.
- (iv) Contingent liability is a possible obligation that may arise from past events and its existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the same are not recognised but disclosed in the financial statements.

P. Intangible Assets

- (i) The costs of intangible assets acquired and its subsequent improvements are capitalised. Internally generated software is not capitalized and the expenditure is recognized in the Statement of Profit and Loss in the year in which the expenditure is incurred.
- (ii) Intangible Assets are amortised over their estimated useful life on straight line method. The estimated useful lives of intangible assets are assessed by the internal technical team as detailed below, that are different from the useful lives prescribed under Part C of Schedule II of the Companies Act, 2013:

Nature of Intangible Assets	Estimated useful life
Intangible assets	6 years

- (iii) The intangible assets that are under development phase are carried at cost including related expenses and attributable interest, and are recognised as Intangible assets under development.
- (iv) The residual values, useful lives and methods of amortisation of intangible assets are reviewed at each reporting date and adjusted prospectively, if appropriate.

Q. Business Combination

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss. Transaction costs are expensed in the standalone statement of profit and loss as incurred, other than those incurred in relation to the issue of debt or equity securities which are directly adjusted in other equity. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.



R. Investment Properties

- (i) An investment in land or buildings both furnished and unfurnished, which are held for earning rentals or capital appreciation or both rather than for use in the production or supply of goods or services or for administrative purposes or sale in the ordinary course of business, are classified as investment properties.
- (ii) Investment properties are stated at cost, net of accumulated depreciation and impairment loss, if any except freehold land which is carried at cost.
- (iii) The company identifies the significant parts of investment properties separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives determined on best estimate basis upon technical advice. The cost of replacement of significant parts are capitalised and the carrying amount of replaced parts are de-recognised. Other expenses including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalisation criteria, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.
- (iv) Depreciation on investment properties are calculated on straight-line method based on useful life of the significant parts as detailed below:

Asset type	Useful life
Buildings under Investment properties	60 years

- (v) Investment properties are eliminated from the financial statements on disposal or when no further benefit is expected from its use. Gains or losses arising from disposal, measured as the difference between the net disposal proceeds and the carrying amount of such investment properties, are recognised in the Statement of Profit and Loss. Amount receivable towards investment properties that are impaired and derecognized in the financial statements, are recognized in Statement of Profit and Loss, when the recognition criteria are met.
- (vi) The residual values, useful lives and methods of depreciation of investment properties are reviewed periodically included at each reporting date.

S. Operating Segments

The Company has Three operating / reportable segments viz. Textiles, Surgicals and Wind Power Generation from Wind Mills.

The inter-segment transfers of units of power from windmills are recognized at the applicable tariff rates of the electricity boards for the purpose of segment reporting as per the relevant accounting standard. Operating segment has been identified on the basis of nature of products and reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker.

Costs are allocated to the respective segment based upon the actual incidence of respective cost. Unallocated items include general other income and expenses which are not allocated to any business segment.

T. Financial Instruments

- (i) A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.
- (ii) Financial assets and liabilities are offset and the net amount is presented in the Balance sheet when and only when the Company has a legal right to offset the recognised amounts and intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.
- (iii) The Company initially determines the classification of financial assets and liabilities. After initial recognition, no re-classification is made for financial assets which are categorised as equity instruments at FVTOCI and financial assets / liabilities that are specifically designated as FVTPL. However, other financial assets are re-classifiable when there is a change in the business model of the Company. When the Company reclassifies the financial assets, such reclassifications are done prospectively from the first day of the immediately next reporting period. The Company does not restate any previously recognised gains, losses including impairment gains or losses or interest.

U. Financial Assets

- (i) Financial assets comprise of investments in equity, trade receivables, cash and cash equivalents and other financial assets.
- (ii) Depending on the business model (i.e) nature of transactions for managing those financial assets and its contractual cash flow characteristics, the financial assets are initially measured at fair value and subsequently measured and classified at:
 - a) Amortised cost; or
 - b) Fair value through other comprehensive income (FVTOCI); or
 - c) Fair value through profit or loss (FVTPL)

Amortised cost represents carrying amount on initial recognition at fair value plus or minus transaction cost.

- (iii) Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents solely payments of principal and interest thereon, are measured as detailed below depending on the business model:



Classification	Business Model
Amortised cost	The objective of the Company is to hold and collect the contractual cash flows till maturity. In other words, the Company do not intend to sell the instrument before its contractual maturity to realise its fair value changes.
FVTOCI	The objective of the Company is to collect its contractual cash flows and selling financial assets.

- (iv) The Company has accounted for its investments in subsidiary and associates at cost. The Company has exercised an irrevocable option at time of initial recognition to measure the changes in fair value of other equity investments at FVTOCI. Accordingly, the Company classifies its financial assets for measurement as below:

Classification	Name of Financial Assets
Amortised cost	Trade receivables, Loans and advances to employees and related parties, deposits, IPA receivable, interest receivable, unbilled revenue and other advances recoverable in cash or kind.
FVTOCI	Equity investments in companies other than Associates as an option exercised at the time of initial recognition.
FVTPL	Forward exchange contracts.

- (v) Financial assets are derecognised (i.e) removed from the financial statements, when its contractual rights to the cash flows expire or upon transfer of the said assets. The Company also derecognises when it has an obligation to adjust the cash flows arising from the financial asset with third party and either upon transfer of:
- significant risk and rewards of the financial asset, or
 - control of the financial asset

However, the Company continue to recognise the transferred financial asset and its associated liability to the extent of its continuing involvement, which are measured on the basis of retainment of its rights and obligations of financial asset.

- (vi) Upon derecognition of its financial asset or part thereof, the difference between the carrying amount measured at the date of recognition and the consideration received including any new asset obtained less any new liability assumed shall be recognised in the Statement of Profit and Loss.
- (vii) For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of Financial asset	Impairment testing methodology
Trade receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other Financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

V. Financial Liabilities

- (i) Financial liabilities comprise of Borrowings from Banks, Trade payables, Derivative financial instruments, Financial guarantee obligation and other financial liabilities.
- (ii) The Company measures its financial liabilities as below:

Measurement basis	Name of Financial liabilities
Amortised cost	Borrowings, Trade payables, Interest accrued, Unclaimed / Disputed dividends, Security deposits and other financial liabilities not for trading.
FVTPL	Foreign exchange Forward contracts being derivative contracts do not qualify for hedge accounting under Ind AS 109 and other financial liabilities held for trading.

W. Fair value measurement

- (i) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.
- (ii) The fair value of an asset or a liability is measured using the assumptions that the market participants would use when pricing the asset or liability, assuming that the market participants act in the economic best interest.



- (iii) All assets and liabilities for which fair value is measured are disclosed in the financial statements are categorised within fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement is unobservable.

- (iv) For assets and liabilities that are recognised in the Balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period (i.e) based on the lowest level input that is significant to the fair value measurement as a whole.
- (v) For the purpose of fair value disclosures, the company has determined the classes of assets and liabilities based on the nature, characteristics and risks of the assets or liabilities and the level of the fair value hierarchy as explained above.
- (vi) The basis for fair value determination for measurement and / or disclosure purposes is detailed below:

a) **Investments in Equity**

The fair value is determined by reference to their quoted prices at the reporting date. In the absence of the quoted price, the fair value of the equity is measured using valuation techniques.

b) **Trade and other receivables**

The fair value is estimated as the present value of the future cash flows, discounted at the market rate of interest at the reporting date. However, the fair value generally approximates the carrying amount due to the short term nature of such assets.

c) **Forward exchange contracts**

The fair value of forward exchange contracts is based on the quoted price if available; otherwise it is estimated by discounting the difference between contractual forward price and current forward price for the residual maturity of the contract using government bond rates.

d) **Non-derivative financial liabilities**

The fair value of non-derivative financial liabilities viz, borrowings and lease liabilities are determined for disclosure purposes calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

e) **Financial guarantee obligation**

The fair value of financial guarantee obligation with reference to loan availed by associates is determined on the basis of estimated cost involved in securing equivalent size of the guarantees from bank

f) **Investment Properties**

The fair value is determined for disclosure purposes based on an annual evaluation performed by an internal technical team measured using the technique of quoted prices for similar assets in the active markets and further moderated by market corroborated inputs.

The details of amendments to the existing standards which are applicable with effect from 01-04-2023 are given below:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the separate financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its separate financial statements.



Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its separate financial statements.

5. Significant Estimates and Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision or future periods, if the revision affects both current and future years.

Accordingly, the management has applied the following estimates / assumptions / judgements in preparation and presentation of financial statements:

(i) Revenue Recognition

Significant management judgment is exercised in determining the transaction price and discounts to customer which is based on market factors namely demand and supply. The company offers credit period to customers and management judgment is exercised in assessing whether a contract contains a significant financing component.

(ii) Property, Plant and Equipment, Intangible Assets and Investment Properties

The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/ amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

(iii) Current Taxes

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

(iv) Deferred Tax Asset (Including MAT Credit Entitlement)

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(v) Provisions

The timing of recognition requires application of judgment to existing facts and circumstance that may be subject to change. The litigations and claims to which the company is exposed are assessed by the management and in certain cases with the support of external experts. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability.

(vi) Operating Segments

Management's judgment is exercised to aggregate two or more business segments as single operating segment, based on economic characteristics, products, production process and types of customer, which are similar in nature.

(vii) Contingent Liabilities

Management judgment is exercised for estimating the possible outflow of resources, if any, in respect of contingencies / claims / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(viii) Impairment of Trade receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

(ix) Impairment of Non-financial assets (PPE/Intangible Assets/Investment Properties)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

(x) Defined Benefit Plans and Other long term benefits

The cost of the defined benefit plan and other long term benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the



discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(xi) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(xii) Impairment of Investments in Subsidiary / Associates

Significant management judgement is exercised in determining whether the investment in subsidiary / associates are impaired or not is on the basis of its nature of long term strategic investments and business projections.

(xiii) Interests in other entities

Significant management judgement is exercised in determining the interests in other entities. The management believes that wherever there is a significant influence over certain companies belonging to its group, such companies are treated as Associate companies even though it holds less than 20% of the voting rights. Significant management judgement is exercised whether such associate companies are individually immaterial or not for the purpose of disclosure requirements.



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

**NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)**

Note No. 6

Property, Plant & Equipment

(₹ in Lakhs)

Particulars	Year	Gross Block				Depreciation				Net Block	
		As at the beginning of the year	Pursuant to business combination	Additions	Deductions/ Adjustments	As at the end of the year	As at the beginning of the year	For the year (Note No.40)	Deductions/ Adjustments	As at the end of the year	As at the end of the year
Land - Freehold	2022-23	1,046.55	-	-	-	1,046.55	-	-	-	1,046.55	1,046.55
	2021-22	448.47	591.20	6.88	-	1,046.55	-	-	-	1,046.55	448.47
Land- Right of use asset	2022-23	372.93	-	-	-	372.93	3.77	3.77	-	365.39	369.16
	2021-22	-	-	372.93	-	372.93	-	3.77	-	369.16	-
Buildings	2022-23	6,475.84	-	143.34	-	6,619.18	1,929.32	215.72	-	4,474.14	4,546.52
	2021-22	6,063.84	403.28	8.72	-	6,475.84	1,712.62	216.70	-	4,546.52	4,351.22
Buildings - Right of use asset	2022-23	-	-	2,657.20	-	2,657.20	-	208.96	-	2,448.24	-
	2021-22	-	-	-	-	-	-	-	-	-	-
Plant and Machinery	2022-23	32,854.18	-	5,708.82	433.38	38,129.62	17,752.94	3,656.27	277.58	21,131.63	16,997.99
	2021-22	31,417.07	1,046.99	2,480.81	2,090.69	32,854.18	14,960.55	4,123.95	1,331.56	17,752.94	15,101.24
Electrical Machinery	2022-23	2,736.07	-	661.26	2.54	3,394.79	1,995.34	175.64	2.40	2,168.58	1,226.21
	2021-22	2,698.73	28.48	27.68	18.82	2,736.07	1,820.17	187.38	12.21	1,995.34	740.73
Furniture & Office Equipments	2022-23	381.79	-	266.05	0.29	647.55	263.11	59.31	0.18	322.24	325.31
	2021-22	344.69	0.87	36.23	-	381.79	230.25	32.86	-	263.11	118.68
Vehicles	2022-23	331.18	-	26.25	21.11	336.32	150.69	30.88	19.57	162.00	174.32
	2021-22	267.74	1.14	73.92	11.62	331.18	132.02	27.25	8.58	150.69	180.49
Total	2022-23	44,198.54	-	9,462.92	457.32	53,204.14	22,095.17	4,350.55	299.73	26,145.99	27,058.15
	2021-22	41,240.54	2,071.96	3,007.17	2,121.13	44,198.54	18,855.61	4,591.91	1,352.35	22,095.17	22,384.93

Other Disclosures:

- (a) Borrowings cost have been capitalised for current year - ₹ 114.03 Lakhs/- (PY: ₹ NIL).
All the expenses incurred upto commencement of commercial production pertaining to the Madeups project ("Taram") amounting to ₹ 259.11 Lakhs (PY: ₹ NIL) has been capitalized under Property, Plant and Equipment.
- (b) All the Fixed Assets has been pledged as security for borrowings.
- (c) During the FY 21-22, the Company has revised its estimate of useful life in respect of certain items of property, plant and equipment. Had the Company used the earlier estimate, the depreciation for the year would have been lower by ₹ 2,981.16 Lakhs (CY : ₹ Nil) with a consequential impact on the carrying value of the property, plant and equipment. In the opinion of the management, the above change in estimate of useful life which was made based on technical evaluation made by registered valuer will result in more reliable and relevant presentation of the above referred items of property, plant and equipment in the financial statements.
- (d) All the title deeds of immovable properties are held in the name of the Company
- (e) The Company has not revalued its Property, Plant and Equipment and Intangible Assets since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- (f) The company has received a sum of Rs. Nil (PY: Rs. 247.33 Lakhs) as capital subsidy. The subsidy has been directly credited against the carrying value of the respective plant and machinery..



(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 7

Capital Work in Progress

As at the beginning of the year	1,295.99	116.17
Add / (Less) : Additions during the year	8,744.14	4,186.99
Add / (Less) : Capitalized during the year	(9,526.50)	(3,007.17)
As at the end of the year	513.63	1,295.99

Additional Disclosures:

- Capital work in progress includes borrowing cost of ₹ Nil (PY: ₹ 26.93 Lakhs), computed at a weighted average interest rate of Nil (PY: 7.75% p.a.) applicable to entity's borrowings outstanding during the year.
- CWIP Ageing Schedule

Particulars	Amount in CWIP for a period of			
	<1 year	1-3 years	>3 years	Total
As at 31-03-2023	513.63	-	-	513.63
As at 31-03-2022	1,295.99	-	-	1,295.99

Particulars	31-03-2023	31-03-2022
Pre-operative expenses incurred during the year		
Employee Benefit Expenses	-	100.71
Stores, Spares and Consumables	-	4.86
Repairs and Maintenance	-	16.07
Insurance	-	0.50
Rent Paid	-	1.85
Legal Charges	-	1.94
Miscellaneous Expenses	-	33.27
Pre-operative expenses included in CWIP as at the end of the year	-	159.20

Note No. 8

Investment Property

Particulars	As at 31-03-2023	As at 31-03-2022
Building		
As at the Beginning of the Year	8.72	8.72
Addition/Sale	-	-
As at the end of the Year	8.72	8.72
Accumulated depreciation as at the beginning of the year	3.10	2.92
Depreciation for the year	0.19	0.18
Less :		
Accumulated depreciation as at the end of the year	3.29	3.10
Net Block	5.43	5.62
Total Investment Property	5.43	5.62
Fair Value of Investment Property	118.32	118.32

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



Additional Disclosures:

- i) The company owns a flat in Krishna Towers, Adyar, Chennai. The property is used by the company and not letout. Apart from payment of property taxes, water tax and depreciation, the company has not incurred any additional expenditure towards maintenance of the flat.
- ii) The Company measured its Investment Properties at Cost in accordance with Ind AS 40.
- iii) The fair valuation of these investment property are determined by an internal technical team, who are specialists in valuing these types of investment properties by using the technic of quoted prices for similar assets in active markets or recent price of similar properties in less active markets and adjusted to reflect those differences. Since the valuation is done by internal technical team as at 31-03-2023 the fair value of investment property as disclosed above is not based on valuation by a register valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.
- iv) The Company has no restrictions on the disposal of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.
- v) Fair value hierarchy disclosures for investment properties have been provided in Note No. 48.

	(₹ in Lakhs)	
Particulars	31-03-2023	31-03-2022
Note No. 9		
Goodwill		
Goodwill recognised pursuant to the scheme of amalgamation of Sri Harini Textiles Limited (Refer Note No. 42)	1,882.38	1,882.38
Total	1,882.38	1,882.38

Other Disclosures:

The method of valuation of goodwill has been stated in Note 4Q.

Note No. 10

Intangible Assets

Particulars	Year	Gross Block					Depreciation				Net Block	
		As at the beginning of the year	Pursuant to business combination	Additions	Deductions / Adjustments	As at the end of the year	As at the beginning of the year	For the year (Note No.40)	Deductions / Adjustments	As at the end of the year	As at the end of the year	As at the beginning of the year
Intangible Assets	2022-23	27.45	-	63.58	-	91.03	25.62	4.40	-	30.02	61.01	1.83
	2021-22	27.14	0.31	-	-	27.45	25.32	0.30	-	25.62	1.83	1.82

Other Disclosures:

- (a) Deductions / adjustments represent intangible assets de-recognised from the financial statements since no future economic benefit is expected.

Note No. 11

Investment in Associates

(₹ in Lakhs)

Name of the Company	Face Value ₹ per share	As at 31-03-2023 No. of Shares	As at 31-03-2022 No. of Shares	Amount	Amount
Quoted Investment - Fully paid up Equity Shares					
Associates					
The Ramco Cements Limited	1	33,13,175	33,13,175	18.16	18.16
Ramco Industries Limited	1	1,35,880	1,35,880	0.53	0.53
Rajapalayam Mills Limited	10	1,68,999	1,57,733	205.29	141.19
Ramco Systems Limited	10	12,739	12,739	12.15	12.14
Total Quoted Investments (A)				236.13	172.02
Unquoted Investment - Fully paid up Equity Shares					
Subsidiaries					
Madras Chipboard Limited	100	18,143	18,143	1,752.43	1,752.43
Taram Textiles LLC (refer point no.5 below)	1000	1,291	-	1,372.07	-
Associates					
Sri Vishnu Shankar Mill Limited	10	11,200	11,200	1.68	1.68
Shri Harini Media limited	1	60,00,500	60,00,500	60.01	60.01
Total Unquoted Investments (B)				3,186.19	1,814.12
Investment in Preference Shares, Non Trade- Unquoted					
Shri Harini Media Limited- 9% Redeemable Preference shares	1	8,40,00,000	8,40,00,000	840.00	840.00
Total Investment in Preference Shares, Non Trade- Unquoted (C)				840.00	840.00
Aggregate Value of Total Investment (A+B+C)				4,262.32	2,826.14
Aggregate Value of:					
Quoted Investments - Cost (A)				236.13	172.02
Market Value				26,175.70	27,228.78
Unquoted Investments - Cost (B+C)				4,026.19	2,654.12
Total Quoted & Unquoted investments (A+B+C)				4,262.32	2,826.14

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



Additional Disclosures:

- 1) The Company has accounted for investments in Subsidiary and Associates at Cost. Refer Note 47 for information on the Company's percentage of shareholding in the above subsidiaries and associates.
- 2) The carrying amount of Investment in Subsidiary and Associates is tested for impairment in accordance with Ind AS 36. These investments are strategic and long term in nature. Hence considering the long term prospects, no impairment is considered necessary as at the reporting date.
- 3) During the year, the Company has made addition to its strategic investments in equity shares of Madras Chipboard Limited CY: Nil (PY: 2,499 Shares) for CY: Nil (PY: ₹ 241.38 Lakhs) and also subscribed the rights issue by its associate M/s Rajapalayam Mills Limited CY : 11,266 Shares (PY: 22,533 shares amounting to CY: ₹ 64.10 Lakhs (PY: ₹ 128.21 Lakhs)
- 4) Pursuant to the scheme of amalgamation coming into effect the equity share held by The Ramaraju Surgical Cotton Mills Ltd.,(transferor company) in Sri Harini Textiles Ltd.,(Transferor company) stands cancelled. (Refer Note 42. - Business Combination)
- 5) During the year, the Company has made strategic investments of ₹ 1,372.07 (1,291 units with face value of USD 1,000 per unit in its wholly owned foreign subsidiary M/s. Taram Textiles, LLC.

Note No. 12

Other Investment (Designated At FVTOCI) (₹ in Lakhs)

Name of the Company	Face Value ₹ per share	As at 31-03-2023 No. of Shares	As at 31-03-2022 No. of Shares	Amount	Amount
Other Non-Current Investments, Non-Trade - Unquoted					
Ramco Industrial and Technology Services Limited	10	26,350	26,350	2.11	5.94
Ramco Windfarms Limited	1	6,16,000	6,16,000	6.16	6.16
Total Investments				8.27	12.10
Total Cost				8.27	12.10

Note:

- 1) Refer to Note No. 48 for information about fair value hierarchy under Disclosure of Fair Value Measurement.

Particulars

**As at
31-03-2023** **As at
31-03-2022**

Note No. 13

Other Financial Assets (Non Current)

Unsecured and Considered Good

Security Deposits with Electricity Board / Others	767.19	558.22
Application money for securities subscription	148.05	-
Total	915.24	558.22

Additional Disclosures:

- i) During the year, subsequent to the power purchase agreement entered by the company, a sum of ₹ 148.05 lakhs has been paid towards securities subscription to M/s Green Infra Clean Wind Generation Limited for purchase of 14,80,500 shares. The allotment was done on 05th May 2023.

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 14		
Other Non Current - Assets		
Unsecured and Considered Good		
Capital Advance	122.40	1,742.01
Total	122.40	1,742.01

Note No. 15

Inventories

Raw Materials	8,135.84	5,862.81
Work-in-Progress	1,092.72	1,568.42
Finished goods	2,901.24	2,576.15
Stores and Spares	344.04	326.61
Total	12,473.84	10,333.99

Additional Disclosures:

- i) The total carrying amount of inventories as at reporting date has been pledged as security for Borrowings.
- (ii) The mode of valuation of inventories has been stated in the Note No. 4A.

Note No. 16

Trade Receivables

Unsecured and Considered Good	4,592.85	3,611.57
Unsecured and which have significant increase in Credit Risk	-	11.16
Less : Allowances for expected Credit Loss	-	(11.16)
Total	4,592.85	3,611.57

Additional Disclosures:

- a) Trade receivables are non-interest bearing.
- b) Trade receivables are neither due from directors or other officers of the Company either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member..
- c) The total carrying amount of trade receivables has been pledged as security for borrowings.
- d) Refer Note No.50 for information about risk profile of Trade Receivables.
- e) Additional regulatory information as required under Companies Act, 2013 / Indian Accounting Standards.

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

Trade Receivables Ageing Schedule

(₹ in Lakhs)

Particulars	Outstanding for the following periods from the due date of payment as at 31-03-2023						Total
	Not Due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	> 3 years	
(i) Undisputed Trade receivables – considered good	107.51	3,582.61	23.72	879.01	-	-	4,592.85
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	107.51	3,582.61	23.72	879.01	-	-	4,592.85

Particulars	Outstanding for the following periods from the due date of payment as at 31-03-2022						Total
	Not Due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	> 3 years	
(i) Undisputed Trade receivables – considered good	1,452.25	1,996.41	3.72	96.93	51.10	-	3,600.41
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	11.16	-	-	-	11.16
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	1,452.25	1,996.41	14.88	96.93	51.10	-	3,611.57

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 17

Cash and Cash Equivalents

Cash on hand	2.40	2.66
Balance with bank- In Current Account	13.24	740.35
In Deposit Account for Margin Money	2.52	2.44
Total	18.16	745.45

Additional Disclosures:

- a) Refer Note No.50 for information about risk profile of cash and cash equivalents under Financial Risk Management.

(₹ in Lakhs)

Particulars	As at 31-03-2022	As at 31-03-2021
Note No. 18		
Bank Balance Other than Cash And Cash Equivalents		
Earmarked balances with Banks for Unclaimed Dividend	6.07	5.82
Balances with Banks held as security against Borrowings	-	85.88
Total	6.07	91.70
Note No. 19		
Other Financial Assets (Current)		
Government Grants Receivable	39.28	39.28
Export Incentives Receivable	116.35	137.13
Security Deposit	11.68	11.68
Total	167.31	188.09
Note No. 20		
Other Current Assets		
Unsecured, considered good		
Advance to Suppliers / Others	186.33	1,175.63
Tax Credit and Refund due	892.47	305.74
Accrued Income	207.60	373.32
Prepaid Expenses	309.35	181.44
Other Current Assets	320.64	27.22
Total	1,916.39	2,063.35

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 21

Equity Share Capital

Authorised

1,00,00,000 Equity Shares of ₹ 10/- each (PY: 1,00,00,000 Equity Shares of ₹ 10/- each)	1,000.00	1,000.00
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Additional Disclosures:

Pursuant to approval of the scheme of amalgamation the authorised share capital of the transferor company (Sri Harini Textiles Ltd.) stands combined with the authorised capital of the transferee company (The Ramaraju Surgical Cotton Mills Ltd.)

Issued, Subscribed and fully paid-up

39,97,900 Equity Shares of ₹ 10/- each (PY: 39,97,900 Equity Shares of ₹ 10/- each)	399.79	399.79
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Additional Disclosures:

Pursuant to the scheme of amalgamation, the equity shareholders of the transferor company where allotted shares of transferee company in the ratio 34 shares of the Company for every 1000 shares of transferor company. (Refer Note 42 - Business Combination).

a. Reconciliation of the number of shares outstanding

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	39,97,900	399.79	39,46,560	394.66
Issued/Bought Back during the year	-	-	-	-
Add : Shares issued pursuant to Business Combination (Refer Note 42 - Business Combination)	-	-	51,340	5.13
Number of Shares at the end	39,97,900	399.79	39,97,900	399.79

b. Term / Rights / Restrictions attached to Equity Shares

The company has one class of equity shares having a face value of ₹ 10/- each. Each Shareholder is eligible for one vote per share held. The company declares and pays dividend in Indian Rupees. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



c. List of Shareholders holding more than 5 percent in the Company

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Smt. Nalina Ramalakshmi	15,50,796	38.79	15,50,796	38.79
Shri. N.R.K. Ramkumar Raja & Shri. N.R.K. Ramkumar Raja HUF	2,26,060	5.65	2,26,060	5.65

d. Shareholders holding of Promoters as at 31.03.2023

S. No.	Name of the Promoters	No. of Shares	% of total shares	% Change during the year
1.	Smt. Nalina Ramalakshmi	15,50,796	38.79%	-
2.	Shri. N.R.K. Ramkumar Raja & Shri. N.R.K. Ramkumar Raja HUF	2,26,060	5.65%	-
3.	Smt Saradha Deepa	9,536	0.24%	-
4.	Smt. R. Sudarsanam	10,108	0.25%	-
5.	Shri. P.R.Venketrama Raja	6,080	0.15%	-
6.	M/s Rajapalayam Mills Limited	4,000	0.10%	-
7.	Smt. P.V. Srisandhya	3,400	0.09%	-
8.	M/s Sri Vishnu Shankar Mill Limited	2,200	0.06%	-
9.	Smt. P.V. Nirmala	400	0.01%	-
	Total Promoters Holding	18,12,580	45.34%	-

Shareholders holding of Promoters as at 31-03-2022

S. No.	Name of the Promoters	No. of Shares	% of total shares	% Change during the year
1.	Smt. Nalina Ramalakshmi	15,50,796	38.79%	0.99%
2.	Shri. N.R.K. Ramkumar Raja & Shri. N.R.K. Ramkumar Raja HUF	2,26,060	5.65%	1.24%
3.	Smt Saradha Deepa	9,536	0.24%	-
4.	Smt. R. Sudarsanam	10,108	0.25%	0.02%
5.	Shri. P.R.Venketrama Raja	6,080	0.15%	0.02%
6.	M/s Rajapalayam Mills Limited	4,000	0.10%	-
7.	Smt. P.V. Srisandhya	3,400	0.09%	-
8.	M/s Sri Vishnu Shankar Mill Limited	2,200	0.06%	-
9.	Smt. P.V. Nirmala	400	0.01%	-
	Total Promoters Holding	18,12,580	45.34%	

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 22		
Other Equity		
Capital Reserve		
Balance as per last financial statement	<u>17.63</u>	<u>17.63</u>
Additional Disclosures:		
Represents the difference between the shares allotted to the Share Holders of Transferor Company and Net Worth acquired from Transferor Company as per scheme of Amalgamation.		
Securities Premium		
Balance as per last financial statement	<u>743.92</u>	<u>-</u>
Add: Securities premium on Shares pursuant to Business Combination (Refer Note 42 - Business Combination)	<u>-</u>	<u>743.92</u>
Total	<u>743.92</u>	<u>743.92</u>
Additional Disclosures:		
Represents the difference between the face value of shares and the issued price of shares allotted to the Share Holders pursuant to Business Combination.		
General Reserve		
Balance as per last financial statement	<u>9,844.92</u>	<u>9,844.92</u>
Add/(Less): Transfer from Retained Earnings	<u>-</u>	<u>-</u>
Total	<u>9,844.92</u>	<u>9,844.92</u>
Additional Disclosures:		
The general reserve is used from time to time to transfer profits from retained profits. There is no policy of regular transfer.		
Retained Earnings		
Balance as per last financial statement	<u>1,197.05</u>	<u>344.92</u>
Add : Profit for the year	<u>(3,057.76)</u>	<u>953.84</u>
Add : Transfer from FVTOCI Reserve	<u>-</u>	<u>-</u>
Add/(Less):Transfer from OCI	<u>(34.63)</u>	<u>(81.98)</u>
Sub-Total	<u>(1,895.34)</u>	<u>1,216.78</u>
Balance available for Appropriations		
Less: Appropriations	<u>-</u>	<u>-</u>
Add/(Less):Dividend distribution to shareholders	<u>(39.47)</u>	<u>(19.73)</u>
Total	<u>(1,934.81)</u>	<u>1,197.05</u>

Additional Disclosures:

Represents that portion of the net income of the Company that has been retained by the Company.

Note: The Board of Directors have recommended the payment of final dividend ₹ 0.50/- per share for the year 2022-23 (PY: ₹ 1/- per share). This proposed dividend is subject to the approval of Shareholders in the ensuing AGM.

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
FVTOCI Reserve		
Balance as per last financial statement	3.30	5.01
Add/(Less): Profit for the year	-	-
Add: Other Comprehensive Income for the year	(3.83)	(1.71)
Less: Transfer to Retained Earnings	-	-
Total	(0.53)	3.30
Additional Disclosures:		
Fair Value through Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income (OCI). The Company has opted to recognise the changes in the fair value of certain investments in equity instruments and remeasurement of defined benefit obligations in OCI. The Company transfers amounts from this reserve to Retained Earnings in case of actuarial loss / gain and in case of fair value recognition of equity instrument, the same will be transferred when the respective equity instruments are derecognised.		
Total Other Equity	8,671.13	11,806.82

Note No. 23

Non-Current Borrowings

Secured

Term Loan from Banks	5,326.61	3,544.18
Working Capital Term Loan from Banks	11,185.30	4,084.28

Unsecured

Working Capital Term Loan from Banks	2,650.99	3,859.42
Loans and Advances from Related Parties	950.00	950.00
Total	20,112.90	12,437.88

Additional Disclosures

a) Term Loans from Banks - Secured

Existing Term Loans from Karur Vysya bank and Indian Bank are secured by pari-passu 1st charge on the fixed assets of the Company and pari-passu second charge on current assets of the Company carry interest rate linked to MCLR which stood at 8.75% p.a and 8.30% p.a respectively as at the reporting date. Additional Term Loans in FY 2022-23 from Indian bank and ICICI Bank are secured by pari-passu 1st charge on moveable assets of the Company and pari-passu second charge on current assets of the Company carry interest rate linked to MCLR which stood at 7.75% p.a and 8.50% p.a respectively as at the reporting date.

b) Working Capital Term Loans from Banks - Secured

Existing Working Capital Term Loans from

i) Canara Bank is secured by pari-passu 1st charge on Current assets Company

ii) ECLGS from RBL Bank Ltd is secured by pari-passu 1st charge on the moveable assets of the Company and pari-passu second charge on current assets of the Company

iii) Karur Vysya Bank is secured by Pari-passu 1st charge on the fixed assets of the Company and pari-passu second charge on current assets of the Company carry interest rate linked to MCLR which stood at 8.60% p.a, 9.05% p.a and 8.75% p.a respectively as at the reporting date.

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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Additional Working Capital Term Loans in FY 2022-23 from IDBI Bank and Karur Vysya Bank are secured by pari-passu 1st charge on moveable assets of the Company and pari-passu second charge on current assets of the Company carry interest rate linked to MCLR which stood at 8.20% p.a and 8.75% p.a respectively as at the reporting date.

c) Unsecured Working Capital Term Loan

Unsecured Working Capital Term Loan under Emergency Credit Line Guarantee (ECLGS) from Federal Bank is availed as unsecured and covered under 100% Government Guarantee carry interest rate linked to Repo Rate which stood at 9.25% p.a as at the reporting date.

d) Unsecured Working Capital Term Loan of ₹ 950.00 Lakhs from related parties i.e Rajapalayam Mills Ltd carry interest at 9.25% p.a as at the reporting date.

The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken as at the reporting date.

Registration, Modification and Satisfaction of charges relating to the year under review had been filed with the ROC, within the prescribed time or within the extended time requiring the payment of additional fees.

e) Refer Note No.50 for information about risk profile of borrowings under Financial Risk Management.

f) The interest rates are reset on overnight / monthly / yearly basis. The term loans are repayable in equal monthly / quarterly / half yearly instalments at various dates and the year wise repayment is as follows:

Repayment Due	Amount	Amount
2023-24	-	4,240.90
2024-25	5,981.86	4,284.36
2025-26	4,801.06	2,412.62
2026-27	5,536.49	1,500.00
2027-28	3,468.94	-
2028-29	324.55	-
Total	20,112.90	12,437.88

Note No. 24

Lease Liabilities (Non-Current)

Lease Liability (Refer Note No.51)	2,034.08	-
Total	2,034.08	-

Note No. 25

Provisions (Non Current)

Provision for Employee benefits	88.97	80.48
Total	88.97	80.48



(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 26

Deferred Tax (Assets) / Liability (Net)

Particulars	As on 01-04-2022	Credit Utilized/ Reversed	Recognition in P&L Account	As on 31-03-2023
Tax impact on difference between book base and tax base of assets	2,998.03		(186.08)	2,811.95
Tax impact on Leases	-	-	(81.98)	(81.98)
Tax effect on unabsorbed depreciation and business losses under Income Tax Act, 1961	(379.22)		(792.88)	(1,172.10)
Tax effect on Provision for Bonus and Leave Encashment	(105.37)		15.47	(89.90)
Unused tax credits (ie. MAT Credit Entitlement)	(2,663.23)	507.50	-	(2,155.73)
Others	(10.17)		(6.65)	(16.82)
Total	(159.96)	507.50	(1,052.12)	(704.58)

Particulars	As on 01-04-2021	Pursuant to Business Combination	Credit Utilized/ Reversed	Recognition in P&L Account	As on 31-03-2022
Tax impact on difference between book base and tax base of assets (including deferred tax on assets and liabilities taken over pursuant to scheme of business combination)	3,641.63	-	-	(643.60)	2,998.03
Tax effect on unabsorbed depreciation and business losses under Income Tax Act, 1961	(644.10)	(366.12)	-	631.00	(379.22)
Tax effect on Provision for Bonus and Leave Encashment	(71.83)	-	-	(33.54)	(105.37)
Unused tax credits (ie. MAT Credit Entitlement)	(2,653.66)	144.63	-	(154.20)	(2,663.23)
Others	-	-	-	(10.17)	(10.17)
Total	272.04	(221.49)		(210.51)	(159.96)

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Reconciliation of Deferred Tax (Assets) / Liabilities (Net)		
Balance at the beginning of the year	(159.96)	272.04
Deferred Tax recognized pursuant to the scheme of amalgamation of Sri Harini Textiles Limited	-	(221.49)
Deferred Tax Expense during the year recognised in the Statement of Profit and Loss	(1,052.12)	(56.31)
MAT Credit Utilized/(recognized) during the year	507.50	(154.20)
Balance at the end of the year	(704.58)	(159.96)
Components of Tax Expenses		
Profit and Loss Section		
Current Tax		
Current Income Tax Charge	-	134.75
Current Tax adjustments of earlier years	(5.81)	-
Deferred Tax		
Relating to the temporary difference	(1,052.12)	(56.31)
MAT Credit Recognition	507.50	(154.20)
Deferred Tax adjustments of earlier years	-	-
Other Comprehensive Income Section		
Charged in Other Comprehensive Income	-	-
Total Tax Expenses recognized in the Statement of Profit or Loss account	(550.43)	(75.76)
Reconciliation of the Income tax provision to the amount computed by applying the statutory Income tax rate to the Income before taxes is summarized as below:		
Accounting Profit before tax (including OCI)	(3,646.65)	794.39
Corporate Tax Rate%	29.12%	29.12%
Computed Tax Expense	NIL	Nil
Increase/(Reduction) in taxes on account of :		
Tax adjustments of earlier years	(5.81)	-
Non-deductible expenses	-	-
Income exempt / eligible for deduction under chapter VI-A	-	-
MAT Credit Recognition / Utilization	-	-
Additional allowances / deductions for tax purposes	-	-
(A)	(5.81)	-

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Income Tax under MAT		
Accounting Profit before tax (including OCI)	(3,646.65)	794.39
Corporate Tax Rate %	16.69%	16.69%
Computed Tax Expense	NIL	132.58
Increase/(Reduction) in taxes on account of :		
Tax adjustments of earlier years		
Non-deductible expenses	-	2.17
Income exempt / eligible for deduction under chapter VI-A		
Additional allowances / deductions for tax purposes	-	-
	(B)	
	-	134.75
Tax Expenses recognised in the Statement of Profit and Loss		
Higher of A & B Above	-	134.75

Additional Disclosures:

i) A new Section 115BAA in the Income Tax Act, 1961, vide the Taxation Laws (Amendment) Ordinance 2019, is introduced providing domestic companies a non-reversible option to pay corporate tax at reduced rates effective 01-04-2019 subject to certain conditions. Since new tax regime are not beneficial in view of various deductions, exemptions and MAT Credit Entitlement available under existing tax regime, the Company has not adopted new tax rates for the year and continue to adopt tax rates under existing tax regime. Accordingly, the Company has recognised deferred tax at the existing rates..

Note No. 27

Deferred Government Grants

Deferred Government Grants	15.96	17.41
Total	15.96	17.41

Additional Disclosures:

(i) Industrial Promotion Assistance (IPA) provided by Department of Industries, Government of Andhra Pradesh towards creation of infrastructure facilities is recognised as 'Grant Income' over the useful life of the underlying PPE.

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 28		
Current Borrowings		
Secured		
Loan from Banks	11,906.66	11,816.54
Current Maturities of Long Term Borrowings	3,340.25	3,333.90
	15,246.91	15,150.44
Unsecured and Considered Good		
Loan / Repayable on Demand from Banks	2,485.67	1,999.99
Current Maturities of Long Term Borrowings	1,259.38	1,168.58
Loans and Advances from Related Parties [Refer to Note No. 47(b)(i)]	649.33	84.33
	4,394.38	3,252.90
Total	19,641.29	18,403.34

Additional Disclosures:

- Loan Repayable on Demand from Banks are secured by pari-passu first charge on the current assets of the Company and pari-passu second charge on the fixed assets of the Company.
- Loan from Banks and Loan repayable on demand carry interest rate for cash credit from 8.45% to 9.25%, Short term borrowings from 6.15% to 7.70%.
- The quarterly returns or statements filed by the Company with the banks or financial institutions are in agreement with the books of accounts.
- The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken as at the reporting date.
- Refer Note No.50 for information about risk profile of borrowings under Financial Risk Management.

Note No. 29

Lease Liabilities (Current)

Lease Liability (Refer Note No.51)	103.49	-
Total	103.49	-

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 30		
Trade Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	316.22	92.18
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,285.75	1,549.01
Total	1,601.97	1,641.19

Additional Disclosures:

a) Disclosures as required under Micro, Small and Medium Enterprises Development Act, 2006

The categorization of supplier as MSME registered under The Micro, Small and Medium Enterprises Development Act, 2006, has been determined based on the information available with the company as at the reporting date. The disclosures as per the requirement of the Act are furnished as below:

a. (i) The principal amount remaining unpaid to any supplier at the end of the financial year included in Trade payables	316.22	92.18
(ii) The interest due on the above	-	-
b. The amount of interest paid by the buyer in terms of section 16 of the Act	-	-
c. The amount of the payment made to the supplier beyond the appointed day during the financial year	-	-
d. The amount of interest accrued and remaining unpaid at the end of financial year	-	-
e. The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under this Act	-	-

b) Trade Payables ageing schedule

As at 31-03-2023

Particulars		Outstanding for the following periods from the due date of payment as at 31-03-2023					Total
		Not Due	< 1 Year	1 - 2 years	2 - 3 years	> 3 years	
(i)	MSME	316.22	-	-	-	-	316.22
(ii)	Others	945.73	333.33	1.15	1.33	4.21	1285.75
(iii)	Disputed dues - MSME	-	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-	-
(v)	Unbilled dues	-	-	-	-	-	-
Total		1,261.95	333.33	1.15	1.33	4.21	1,601.97

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



As at 31-03-2022

(₹ in Lakhs)

Particulars	Outstanding for the following periods from the due date of payment as at 31-03-2022					
	Not Due	< 1 Year	1 - 2 years	2 - 3 years	> 3 years	Total
(i) MSME	92.18	-	-	-	-	92.18
(ii) Others	882.74	648.06	1.40	16.81	-	1549.01
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-	-
Total	974.92	648.06	1.40	16.81	-	1,641.19

c) Refer to Note No 50 information about risk profile of Trade payables under Financial Risk Management and Ageing schedule.

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 31		
Other Financial Liabilities		
Unclaimed Dividends	6.07	5.82
Ramaraju Memorial Fund	462.62	463.97
Liabilities for Other Finance	465.71	357.98
Derivatives Designated as Hedges - Foreign Exchange Forward Contract	27.16	33.26
Total	961.56	861.03

Additional Disclosures:

a) Unclaimed Dividends represent amount not due for transfer to IEPF.

Note No. 32

Other Current Liabilities

Other Current Payables	756.83	566.99
Current Payable - Capital Goods	-	1,111.21
Total	756.83	1,678.20

Note No. 33

Provisions (Short Term)

Provision for Compensated Absences (Refer Note No.45)	387.15	446.06
Provision for Taxation of earlier years	-	89.50
Total	387.15	535.56

Additional Disclosures:

a) The Company provides for expenses towards compensated absences provided to its employees. The expense is recognized at the present value of the amount payable determined based on an independent external actuarial valuation as at the Balance Sheet date, using Projected Unit Credit method.

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Note No. 34		
Revenue From Operations		
Sale of Products		
Textiles	34,584.21	38,469.04
Surgical Dressings	5,517.78	3,976.80
Waste Sales	752.56	532.18
	40,854.55	42,978.02
Other operating Revenues		
Export Incentive	204.50	166.53
Job Work Charges Received	114.81	69.23
Total	41,173.86	43,213.78
Additional Disclosures:		
a) The Company's Revenue from sale of products is recognised upon transfer of control of such products to the customer at a point in time.		
b) Disaggregation of Income		
Gross Revenue	43,454.56	45,417.27
Add / (Less) : Discounts	(326.92)	(203.48)
Add / (Less) : GST	(1,953.78)	(2,000.01)
Net Revenue	41,173.86	43,213.78
Note No. 35		
Other Income		
Interest Receipt	233.45	172.08
Rent Receipts	0.12	0.12
Profit on Sale of Fixed Assets	36.52	-
Dividend Income	102.44	0.79
Government Grants	1.45	1.45
Miscellaneous Income	3.88	11.28
Total	377.86	185.72
Note No. 36		
Cost of Materials Consumed		
Cost of Materials Consumed	24,502.71	25,513.49
Total	24,502.71	25,513.49

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Note No. 37		
Changes in Inventories of Finished Goods and Work-In-Progress		
Opening stock		
Finished Goods	2,576.15	2,110.40
Process Stock	1,568.42	1,063.30
	4,144.57	3,173.70
Closing Stock		
Finished Goods	2,901.24	2,576.15
Process Stock	1,092.72	1,568.42
	3,993.96	4,144.57
Net (Increase) / Decrease in Stock	150.61	(970.87)

Additional Disclosures:

(a) Pursuant to business combination, the value of opening process stock and finished goods have increased by ₹ 121.34 Lakhs and ₹ 9.21 lakhs respectively on the appointed date 01.04.2021.

Note No. 38

Employee Benefit Expenses

Salaries, Wages and Bonus	3,836.84	3,274.13
Contribution to Provident and Other Funds	378.00	302.39
Staff and Labour Welfare & Training Expenses	314.30	204.31
	4,529.14	3,780.83

For Directors

Managing Directors Remuneration	240.00	240.00
Contribution to Provident and Other Funds (MD)	12.42	12.42
Sitting Fees (MD)	2.55	2.70
Total	4,784.11	4,035.95

Additional Disclosures:

(a) Amount recognised in Other Comprehensive Income represent remeasurement losses on defined benefit obligations i.e Gratuity fund, recognised in OCI.

(b) Refer Note No.45 for disclosures pertaining to defined contribution plan and defined benefit obligations under Ind AS 19.

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
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Note No. 39

Finance Cost

Interest on Debts and Borrowings	2,569.96	1,860.03
Exchange differences on Foreign Currency Borrowings regarded as on adjustment to Borrowing Cost	382.77	217.23
Interest Expenses on Lease Liabilities (Refer Note No.51)	267.60	-
Total	3,220.33	2,077.26

Additional Disclosures:

- (a) Interest on Debt & Borrowings represent interest calculated using the effective interest rate method.
- (b) Refer Note No.50 for information about Interest rate risk exposure under Financial Risk Management.
- (c) The above Finance Costs is net of transfer to Capital Work in Progress portion of ₹ 114.03 Lakhs (PY: 26.93) attributable to the qualifying assets.

Note No. 40

Depreciation and Amortization Expenses

Depreciation of Plant, Property and Equipment (Refer Note No.6)	4,350.55	4,591.91
Amortization of Intangible assets (Refer Note No.10)	4.40	0.30
Depreciation on Investment Properties (Refer Note No.8)	0.19	0.18
Total	4,355.14	4,592.39

Additional Disclosures:

- (a) Depreciation adjustments comprise of additional Rs. Nil (PY: ₹ 2,981.16 Lakhs). This is on account of technical evaluation of plant and machinery and electrical machineries installed in the factory premises being carried out.
- b) The estimation of useful life of Property, Plant and Equipment has been provided under Note No. 4E.

NOTES TO SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Note No. 41		
Other Expenses		
Manufacturing Expenses		
Power and Fuel	2,864.38	2,727.77
Production Consumables	412.16	367.40
Packing Materials Consumption	610.79	600.55
Job work Charges Paid	212.01	150.10
Repairs to Buildings	56.80	73.82
Repairs to Plant and Machinery	611.24	706.70
Repairs - General	640.10	576.80
	5,407.48	5,203.14
Establishment Expenses		
Rates and Taxes	105.04	97.49
Postage and Telephone	27.84	11.82
Printing and Stationery	15.93	16.80
Travelling Expenses	80.79	11.94
Vehicle Maintenance	106.48	102.99
Insurance	150.69	160.59
Directors Sitting Fees	15.19	16.20
Rent	9.24	8.96
Audit Fees and Legal Expenses	50.84	39.67
Corporate Social Responsibility Expenses	26.78	36.56
Advertisement	19.67	16.10
Bank Charges	52.34	45.26
Covid-19 Welfare Expenses	-	2.52
Loss on Sale of Assets	-	172.28
Miscellaneous Expenses	101.14	46.99
	761.97	786.17

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Selling Expenses		
Bad Debts and Impairment Allowances for Trade Receivables	-	15.62
Sales Commission	306.77	294.43
Export Expenses	315.90	289.48
Other Selling Expenses	243.14	179.32
	<u>865.81</u>	<u>778.85</u>
Total	<u>7,035.26</u>	<u>6,768.16</u>

Additional Disclosures:

(a) The details of CSR Expenditure are furnished in Note 54(h).

(b) Audit Fees & Expenses

Statutory Auditors

Statutory Audit	2.50	1.60
Other Certification work	2.74	1.11
Tax Audit	1.00	0.50
Total	<u>6.24</u>	<u>3.21</u>

Note No. 42

Business Combination

Further to the filing of the Scheme of Amalgamation of Sri Harini Textiles Limited (SHTL) with the Company, the NCLT vide its order dated 13th July, 2022, directed to hold the meetings of shareholders of the Transferor and Transferee Companies and the meetings of secured creditors and unsecured creditors of the Transferee Company. The requirement to hold the meeting of creditors of the Transferor Company was dispensed.

The meetings were held on 08th September, 2022 as directed. The Outcome of the said meetings with the scrutinizer report was submitted with stock Exchange on 09th September, 2022. The Order was pronounced on 31st May, 2023. The Certified Copy of NCLT Order and the Scheme of Amalgamation was filed with Registrar of Companies on 25th June, 2023.

Upon coming into effect of the Scheme, the undertaking of SHTL stands transferred to and vested in the Company with effect from the Appointed Date of 1st April, 2021.

The merger has been accounted as per the acquisition method based on IndAS 103 Business Combinations.

Ind AS 103 on Business Combinations:

The Assets and Liabilities in the books of account of SHTL as on 1st April, 2021, the appointed date, (after eliminating the intercompany balances) is included in the financial statements of the Company.

All equity shares of SHTL held by the Company were cancelled without any further application, act or deed.

The investment held by the Company in SHTL aggregating to ₹ 149.00 Lakhs has been extinguished and the reserves and surplus of SHTL aggregating to ₹ 599.29 Lakhs as on the appointed date is added on line by line basis with the respective reserves of the Company.

All identified assets acquired, and liabilities assumed on the date of merger were recorded at their fair value. This amalgamation did not involve any cash outflow (except for the transaction costs which was expensed out).

(A) Purchase consideration transferred:

As per the scheme, the Company issued its shares in favour of existing shareholders of SHTL such that 34 of Company's shares were allotted for every share of 1000 shares of SHTL.

(B) Details of assets acquired, and liabilities assumed:

Particulars	SHTL
	₹ in Lakhs
ASSETS	
Non-Current Assets	
Property, Plant and Equipments	1,575.30
Intangible Assets	0.31
Other Financial Assets	64.40
Deferred Tax Assets	366.12
Total Non-Current Assets	(A) 2,006.13

Particulars		SHTL ₹ in Lakhs
Current Assets		
Inventories		878.71
Financial Assets		
Trade Receivable		349.39
Cash and Cash Equivalents		3.00
Other Financial Assets		44.48
Other Current Assets		396.40
Total Current Assets	(B)	1,671.98
TOTAL ASSETS	(A+B)	3,678.11
EQUITY & LIABILITIES		
EQUITY		
Equity Share Capital		300.00
Other Equity		(1,781.00)
Total Equity	(C)	(1,481.00)
LIABILITIES		
Non-Current Liabilities		
Financial Liabilities		
Borrowings		950.00
Provisions		0.08
Deferred Government Grants/Income		18.86
Total Non-Current Liabilities	(D)	968.94
Current Liabilities		
Financial Liabilities		
Borrowings		1,017.34
Trade payables		
i) Total Outstanding dues of creditors other than micro enterprises and small enterprises		217.66
Other Financial Liabilities		2,932.81
Provisions		22.36
Total Current Liabilities	(E)	4,190.17
TOTAL EQUITY AND LIABILITIES	(C+D+E)	3,678.11



Computation of Goodwill

(₹ In Lakhs)

Total Assets of SHTL		3,678.11
Add : Fair Valuation of Asset and Liabilities of SHTL		496.67
Total Gross Value of Assets of SHTL	(A)	4,174.78
Less : Current and Non Current Liabilities of SHTL	(B)	5,159.11
Net Assets of SHTL	C = A-B	(984.33)
Consideration Paid by way of issue of shares in the ratio of 34:1000	D	749.05
Add : Investment already held by RSCM in SHTL	E	149.00
Excess of Consideration paid over net assets taken over (Goodwill)	F = D+E-C	1,882.38

Reconciliation of Equity shares issued pursuant to Business Combination

Total Shares of Sri Harini Textiles Limited (SHTL)	30,00,000
Less : Shares held by the Company (RSCM)	14,90,000
Total shares held by outside shareholders	15,10,000
Swap Ratio	34 shares of RSCM for every 1000 shares of SHTL
Net shares issued pursuant to business combination	51,340
Value per share as per the approved scheme	
RSCM	₹ 1459/-
SHTL	₹ 49/-
Value of 51,340 shares issued pursuant to business combination	
Equity (51,340 shares of ₹ 10/- each)	₹ 5,13,400/-
Securities Premium (51,340 shares of ₹ 1449/- each)	₹ 7,43,91,660/-

(C) Comparable period

The results for the year ended 31st March, 2021 does not include the impact of the acquisitions of SHTL since the effective date of amalgamation being 01st April, 2021 and accordingly are not comparable with previous year to that extent.

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 43

Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	NIL	NIL
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(₹ In Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 44

Contingent Liabilities

Guarantees given by the bankers on behalf of company	142.52	100.40
Demands / Claims not acknowledged as Debts in respect of matters in appeals relating to – TNVAT	NIL	8.45
i. In respect of Electricity matters, Appeals / Writ petition are pending with TNERC / APTEL / High Court for various matters for which no provision has been made in the books of accounts to the extent of ₹ 159.49 Lakhs (PY: ₹ 159.49 Lakhs). In view of the various case laws decided in favour of the Company and in the opinion of the management, there may not be any tax liability on this matter.		

Note No. 45

As per Ind AS 19, the disclosures pertaining to “Employee Benefits” are given below:

Defined Contribution Plan:

Employer's Contribution to Provident Fund	243.99	206.68
Employer's Contribution to Superannuation Trust Fund	20.83	18.99

Defined Benefit Plan – Gratuity

The Gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Company and is in accordance with the rules of the Company read with Payment of Gratuity Act 1972. This is a defined benefit plan in nature. The Company makes annual contributions to “The Ramaraju Surgical Cotton Mills Limited Employees Gratuity Fund” administered by the Trustees and managed by LIC of India, based on the Actuarial Valuation by an Independent external actuary as at the Balance Sheet date using Projected Unit Credit method. The Company has the exposure of actuarial risk such as adverse salary growth, change in demography experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

Details of the post retirement gratuity plan (Funded) are as follows:

Movements in the present value of define benefit obligation:

Opening defined Benefit Obligation	629.18	543.80
Current Service Cost	50.53	45.41
Past Service Cost	NIL	NIL
Interest Cost	44.28	35.28
Actuarial (Gain) / Loss	30.21	80.03
Benefits paid	(-)55.03	(-)75.34
Closing Defined Benefit obligation	699.17	629.18

DISCLOSURES FORMING PART OF SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

(₹ In Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Movement in the present value of plan assets:		
Opening Fair Value of Plan Assets	631.67	609.09
Expected Return on Plan Assets	48.87	41.84
Actuarial Gain / (Loss)	(-)4.43	(-)1.95
Employer Contribution	119.74	58.03
Benefits Paid	(-)55.03	(-)75.34
Closing Fair Value of Plan Assets	740.82	631.67
The amount included in the Statement of Financial position arising from the entity's obligation in respect of its defined benefit plans:		
Present value of obligation	699.17	629.18
Fair value of plan assets	740.82	631.67
Present value of Funded defined obligation	(-) 41.65	(-) 2.49
Cost of defined benefit plan:		
Current Service Cost	50.53	45.41
Interest Cost	(-) 4.59	(-) 6.57
Past Service Cost	NIL	NIL
Net Cost Recognized statement in the Income Statement	45.94	38.84
Expected return on plan assets (To the extent it does not represent an adjustment to Interest Cost)	4.43	1.95
Actuarial (Gain) / Loss	30.24	80.03
Net Cost recognized in the Other Comprehensive Income	34.67	81.98
Major Categories of Plan Assets:		
GOI Securities	NIL	NIL
Funds with LIC	737.20	628.57
Others	3.63	3.10
Total	740.83	631.67
Actuarial Assumptions:		
Discount rate P.A.	7.22%	7.36%
Rate of escalation in salary P.A.	5.00%	5.00%
Attrition rate	0.50%	0.50%

(₹ In Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Estimate of Expected Benefit payments:		
Year 1	20.03	20.46
Year 2	78.29	56.60
Year 3	63.41	50.93
Year 4	74.11	49.61
Year 5	72.23	73.37
Next 5 Years	299.26	325.96

Quantitative Sensitivity Analysis for Significant Assumptions:

0.50% Increase in Discount Rate	55.43	47.52
0.50% Decrease in Discount Rate	62.73	53.84
0.50% Increase in Salary Growth Rate	62.81	53.92
0.50% Decrease in Salary Growth Rate	55.32	47.43

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. When calculating the sensitivity of the defined benefit obligation as significant actuarial assumptions source material (Projected unit credit method) has been applied as when calculating the defined benefit obligation recognised with in the Balance Sheet.

Details of Leave encashment plan (Unfunded) are as follows:

Movement in the present value of defined benefit Obligation:

Opening defined Benefit Obligation	88.38	74.99
Current Service Cost	17.54	15.33
Interest Cost	5.78	4.60
Actuarial (Gain) / Loss	3.45	5.28
Benefits paid	(-) 19.64	(-) 11.83
Closing defined Benefit obligation	95.51	88.38

Movement in the present value of plan assets:

Opening fair value of plan assets	NIL	NIL
Expected return on plan assets	NIL	NIL
Actuarial Gain / (Loss)	NIL	NIL
Employer Contribution	11.83	11.83
Benefits paid	(-) 11.83	(-) 11.83
Closing fair value of plan assets	NIL	NIL

DISCLOSURES FORMING PART OF SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

(₹ In Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Actual Return of plan assets:		
Expected return of plan assets	NIL	NIL
Actuarial Gain / (Loss) on plan assets	NIL	NIL
Actual return on plan assets	NIL	NIL
The amount included in the Statement of Financial position arising from the entity's obligation in respect of its define benefit plans:		
Fair value of plan assets	NIL	NIL
Present value of obligation	95.51	88.37
Present value of Funded define obligation	95.51	88.37
Cost of defined benefit Plan:		
Current Service Cost	17.54	15.33
Interest Cost	5.78	4.61
Actuarial (Gain) / Loss	3.45	5.28
Net Cost recognized in the Income Statement	26.77	25.22
Major Categories of Plan Assets:		
GOI Securities	NIL	NIL
Funds with LIC	NIL	NIL
Bank balance	NIL	NIL
Total	NIL	NIL
Actuarial Assumptions:		
Discount rate p.a	7.22%	7.36%
Rate of escalation in salary p.a	5.00%	5.00%
Attrition rate	0.50%	0.50%
Estimate of Expected Benefit payments		
Year 1	2.26	3.61
Year 2	9.90	10.99
Year 3	3.06	7.16
Year 4	9.18	3.60
Year 5	14.21	8.67
Next 5 Years	31.19	40.89

(₹ In Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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Quantitative Sensitivity Analysis for Significant Assumptions

0.50% Increase in Discount Rate	28.47	16.64
0.50% Decrease in Discount Rate	31.89	18.52
0.50% Increase in Salary Growth Rate	31.93	18.55
0.50% Decrease in Salary Growth Rate	28.41	16.61

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. When calculating the sensitivity of the defined benefit obligation as significant actuarial assumptions the same method (Projected unit credit method) has been applied as when calculating the defined benefit obligation recognised with in the Balance Sheet.

Note No. 46

Earnings per Share

Net Profit after tax (₹ in Lakhs) (A)	(3,096.22)	870.15
Weighted average number of Equity shares [In Lakhs] (B)	39.98	39.98
Nominal value per equity share (in ₹)	10.00	10.00
Basic & Diluted Earnings per share (A)/(B) (in ₹)	(77.45)	21.77

Note No. 47

Related Party Transactions

Information on names of Related parties and nature of Relationship as required by Ind AS 24 on Related party disclosures for the year ended 31st March 2023:

i. Subsidiary Company

Name of the Company	Country of Incorporation	% of Shareholding as at	
		31-03-2023	31-03-2022
M/s. Madras Chipboard Limited	India	75.01	75.01
M/s. Taram Textiles LLC	USA	100.00	-
Name of the Step Down Subsidiary			
M/s. Taram Textiles Online, INC.,	USA	70.02	-

ii. Associate Companies

Name of the Company	Country of Incorporation	% of Shareholding as at	
		31-03-2023	31-03-2022
M/s. The Ramco Cements Limited	India	1.40	1.40
M/s. Ramco Industries Limited	India	0.16	0.16
M/s. Ramco Systems Limited	India	0.04	0.04
M/s. Rajapalayam Mills Limited	India	1.83	1.83
M/s. Sri Vishnu Shankar Mill Limited	India	0.75	0.75
M/s. Shri Harini Media Limited	India	2.65	2.65

iii. Key Managerial Personnel (including Directors under the Companies Act, 2013)

Name of the Key Managerial Personnel	Designation
Shri P.R. Venketrama Raja	Chairman
Smt Nalina Ramalakshmi	Managing Director
Shri N.R.K. Ramkumar Raja	Managing Director
Shri S. Sarathy Subburaj	Nominee Director
Shri N.K. Shrikantan Raja	Non-Executive Director
Justice Shri P.P.S. Janarthana Raja	Independent Director
Shri V. Santhanaraman	Independent Director
Shri P.J. Ramkumar Rajha	Independent Director
Shri P.A.S Alaghar Raja	Independent Director
Shri P.J. Alaga Raja [#]	Independent Director
Shri N. Vijay Gopal	Chief Financial Officer
Shri Walter Vasanth P J [*]	Company Secretary

* Resigned w.e.f. 10.03.2023

[#] Demised on 11.03.2023

iv. Relatives of Key Managerial Personnel

Name of the Relative of KMP	Relationship
Smt. R. Sudarsanam	Mother of Shri. P.R.Venketrama Raja
Smt. Saradha Deepa	Sister of Shri. P.R. Venketrama Raja
Smt. P.V. Nirmala	Spouse of Shri P.R. Venketrama Raja
Shri. Abhinav Ramasubramaniam Raja	Son of Shri P.R. Venketrama Raja
Smt. B. Sri Sandhya Raju	Daughter of Shri P.R. Venketrama Raja
Shri N.K. Ramasuwamy Raja	Brother of Shri N.R.K. Ramkumar Raja
Shri N.R.K. Venkatesh Raja	Brother of Shri N.R.K. Ramkumar Raja
Smt. P.S. Ramani Devi	Sister of Shri N.R.K. Ramkumar Raja
Smt. N.S. Gitalakshmi	Spouse of Shri N.K. Shrikantan Raja

v. Companies over which KMP/Relatives of KMP exercise significant influence

M/s. Sandhya Spinning Mill Limited
M/s. Rajapalayam Textile Limited
M/s. Ramco Windfarms Limited
M/s. N.R.K. Infra System Private Limited
M/s. Tirupathi YarnTex Spinners Pvt Ltd
M/s. Vincent Chemilab Private Limited
M/s. Digvijai Polytex Private Limited

(₹ in Lakhs)

vi. Employee Benefit Funds where control exists

The Ramaraju Surgical Cotton Mills Limited Officers' Superannuation Trust Fund

The Ramaraju Surgical Cotton Mills Limited Employees' Gratuity Fund

vii. Other entities over which there is a significant influence

M/s. P.A.C.R. Sethurammam Charity Trust

M/s. P.A.C. Ramasamy Raja Centenary Trust

M/s. N.R.K. Distribution Services

M/s. Gowrihouse Metal Works LLP

Smt. Lingammal Ramaraju Shastra Prathishta Trust

P.A.C. Ramasamy Raja Education Charity Trust

Disclosure in respect of Related Party Transactions (excluding Reimbursements) during the year and outstanding balances including commitments as at the reporting date:

a. Transactions during the year at Arm's length basis or its equivalent

Name of the Related Party	2022-23	2021-22
i. Goods Supplied / Services rendered Associates		
M/s. Rajapalayam Mills Limited	970.10	1,874.18
M/s. Ramco Industries Limited	NIL	1,181.25
M/s. The Ramco Cements Limited	NIL	NIL
M/s. Sri Vishnu Shankar Mill Limited	413.88	905.99
M/s. The Ramco Cements Limited	0.33	NIL
Goods Supplied / Services rendered Subsidiaries		
M/s. Taram Textiles, LLC	582.39	NIL
M/s. Taram Textiles Online, INC	282.23	NIL
Reimbursement of Expenses		
M/s. Taram Textiles, LLC	40.80	NIL
Companies over which KMP / Relative of KMP exercise significant Influence		
M/s. Sandhya Spinning Mill Limited	665.16	847.80
M/s. Rajapalayam Textile Limited	2.38	0.05
M/s. Digvijai Polytex Private Limited	0.21	0.19
M/s. Tirupathi YarnTex Spinners Pvt Ltd	NIL	0.13



		(₹ In Lakhs)	
Name of the Related Party		2022-23	2021-22
Other Entities over which there is a significant influence			
M/s. Gowrihouse Metal Works LLP		0.25	0.22
ii. Sale of Fixed Assets			
Associates			
M/s. Rajapalayam Mills Limited		NIL	1.48
iii. Cost of Goods & Services purchased/availed Subsidiaries			
M/s. Madras Chipboard Limited		439.88	NIL
Associates			
M/s. The Ramco Cements Limited		14.58	13.07
M/s. Ramco Industries Limited		865.56	487.84
M/s. Ramco Systems Limited		21.49	22.98
M/s. Rajapalayam Mills Limited		687.88	1,883.97
M/s. Sri Vishnu Shankar Mill Limited		891.93	197.47
M/s. Shri Harini Media Limited		64.08	11.78
Companies over which KMP / Relative of KMP exercise significant Influence			
M/s. Ramco Windfarms Limited		289.33	286.42
M/s. Sandhya Spinning Mill Limited		765.62	33.08
M/s. Rajapalayam Textile Limited		471.05	1.91
M/s. N.R.K. Infra Systems Private Limited		7.98	5.48
M/s. Vinvent Chemilab Private Limited		4.05	12.07
M/s. Tirupathi YarnTex Spinners Pvt Ltd		364.71	1,166.36
Other entities over which there is a significant influence			
M/s. P.A.C.R. Sethurammam Charity Trust		35.02	21.85
M/s. P.A.C. Ramasamy Raja Centenary Trust		8.73	12.59
M/s. N.R.K. Distribution Services		102.94	102.07
M/s. Gowrihouse Metal Works LLP		0.30	0.03
Relative of KMP exercise significant Influence			
Smt. N.S. Gitalakshmi		0.16	0.10



Name of the Related Party	(₹ In Lakhs)	
	2022-23	2021-22
iv. Purchase of Right Issues		
Associates		
M/s. Rajapalayam Mills Limited	64.10	128.21
v. Leasing Arrangements – Rent Paid		
Key Managerial Personnel		
Smt. Nalina Ramalakshmi	0.72	0.72
vi. Share of Enterprise Agreement License Systems for Microsoft Products - Paid		
Associates		
M/s. The Ramco Cements Limited	19.78	7.21
vii. Share of Issuance Levy for Verified Carbon		
Units - Paid		
Associates		
M/s. The Ramco Cements Limited	Nil	7.03
viii. Dividend Paid		
Key Managerial Personnel		
Shri. P.R. Venketrama Raja	0.05	0.03
Smt. Nalina Ramalakshmi	15.19	7.46
Shri. N.R.K. Ramkumar Raja	2.12	0.89
Associates		
M/s. Rajapalayam Mills Limited	0.04	0.02
M/s. Sri Vishnu Shankar Mill Limited	0.02	0.01
Relatives of Key Managerial Personnel		
Smt. R. Sudarsanam	0.09	0.05
Smt. Saradha Deepa	0.09	0.05
Shri. N.K. Ramasuwami Raja	0.12	0.06
Shri. N.K. Shrikantan Raja	0.12	0.06
Shri. N.R.K. Venkatesh Raja	0.20	0.10
Smt. P.S. Ramani Devi	0.13	0.07

DISCLOSURES FORMING PART OF SEPARATE FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

		(₹ In Lakhs)	
Name of the Related Party		2022-23	2021-22
ix. Inter Corporate Deposit Accepted			
M/s. Rajapalayam Mills Limited		950.00	950.00
x. Corporate Guarantee availed			
M/s. Ramco Industries Limited		4,629.00	4,629.00
xi. Dividend Received Associates			
M/s. The Ramco Cements Limited		99.39	NIL
M/s. Ramco Industries Limited		1.35	NIL
M/s. Rajapalayam Mills Limited		1.57	0.79
M/s. Vishnu Shankar Mill Limited		0.11	NIL
xii. Carbon Units Received Associates			
M/s. The Ramco Cements Limited		NIL	10.72
xiii. Interest Paid / (Received)			
Key Managerial Personnel			
Smt. Nalina Ramalakshmi		43.10	31.04
Shri. N.R.K. Ramkumar Raja		3.78	3.85
Associates			
M/s Rajapalayam Mills Limited		87.88	87.88
xiv. Director's Sitting Fees			
Shri. P.R. Venketrama Raja		1.30	1.50
Smt. Nalina Ramalakshmi		1.20	1.35
Shri. N.R.K. Ramkumar Raja		1.35	1.35
Shri. N.K. Shrikantan Raja		2.70	2.70
Shri. P.J. Alaga Raja		2.20	2.70
Justice Shri. P.P.S. Janarthana Raja		1.90	2.40
Shri. V. Santhanaraman		2.25	2.40
Shri. P.J. Ramkumar Rajha		2.70	3.00
Shri S. Sarathy Subburaj		0.80	0.20
Shri P.A.S Alaghar Raja		1.35	1.30



	(₹ In Lakhs)	
Name of the Related Party	2022-23	2021-22
xvi. Remuneration to Key Managerial Personnel (Other than Sitting Fees)		
Smt. Nalina Ramalakshmi, Managing Director	126.21	126.21
Shri. N.R.K. Ramkumar Raja, Managing Director	126.21	126.21
Shri. N. Vijay Gopal, Chief Financial Officer	85.81	75.21
Shri. Walter Vasanth, Company Secretary	14.18	11.99
xvii. Contribution to Superannuation Trust Fund / Gratuity Fund		
Other entities over which there is a significant influence		
The Ramaraju Surgical Cotton Mills Limited Officers' Superannuation Trust Fund	20.83	18.99
The Ramaraju Surgical Cotton Mills Limited Employees Gratuity Fund	100.00	30.00
xviii. Maximum amount of loans and advance/ (borrowings) outstanding during the year		
Key Managerial Personnel		
Smt. Nalina Ramalakshmi	(943.83)	(731.86)
Shri. N.R.K. Ramkumar Raja	(80.50)	(204.50)
Associates		
M/s Rajapalayam Mills Limited	(950.00)	(950.00)
xix. Usage charges paid for Power Consumed by virtue of Joint Ownership of Shares with APGPCL		
Associates		
M/s. The Ramco Cements Limited	NIL	1.66
a. CSR Donation Given:		
Other Entities over which there is a significant influence		
Smt. Lingammal Ramaraju Sastra Prathista Trust	13.87	16.00
b. Outstanding balance including commitments		
i. Borrowings:		
Key Managerial Personnel		
Smt. Nalina Ramalakshmi	(590.83)	(34.83)
Shri. N.R.K. Ramkumar Raja	(58.50)	(49.50)
Associates		
M/s Rajapalayam Mills Limited	(950.00)	(950.00)



		(₹ In Lakhs)	
Name of the Related Party		2022-23	2021-22
ii. Security deposit Paid by virtue of Joint Ownership of shares with APGPCL			
Associates			
M/s. The Ramco Cements Limited		11.50	11.50
iii. Outstanding balance on supply of goods / services Subsidiaries			
M/s. Taram Textiles, LLC		275.40	NIL
M/s. Taram Textiles Online, INC		280.19	NIL
c. Disclosure of Key Managerial Personnel compensation in total and for each of the following categories:			
Particulars		31-03-2023	31-03-2022
Short-Term Benefits (1)		332.48	321.70
Defined Contribution Plan (2)		18.01	17.92
Defined Benefit Plan / Other Long-Term Benefits (3)		NIL	NIL
Total		350.49	339.62
1. It includes bonus, sitting fees, and value of perquisites.			
2. It includes contribution to Provident fund and Superannuation fund.			
3. As the liability for gratuity and compensated absences are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key managerial personnel are not included above.			

Note No. 48

Disclosure of Fair value measurements

The fair values of financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to their short term maturities of these instruments.

Financial Instruments by category

(₹ in Lakhs)

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2023					
Financial Assets					
Investments In Preference Shares	840.00	-	-	840.00	840.00
Other Investments	-	-	8.27	8.27	8.27
Trade Receivables	4,592.85	-	-	4,592.85	4,592.85
Cash and Cash Equivalents	18.16	-	-	18.16	18.16
Bank Balance other than Cash and Cash Equivalents	6.07	-	-	6.07	6.07
Other Financial Assets	167.31	-	-	167.31	167.31
Financial Liabilities					
Borrowings	39,754.19	-	-	39,754.19	39,754.19
Trade Payables	1,601.97	-	-	1,601.97	1,601.97
Other Financial Liabilities	961.56	-	-	961.56	961.56

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2022					
Financial Assets					
Investments In Preference Shares	840.00	-	-	840.00	840.00
Other Investments	-	-	12.10	12.10	12.10
Trade Receivables	3,611.57	-	-	3,611.57	3,611.57
Cash and Cash Equivalents	745.45	-	-	745.45	745.45
Bank Balance other than Cash and Cash Equivalents	91.70	-	-	91.70	91.70
Other Financial Assets	188.09	-	-	188.09	188.09
Financial Liabilities					
Borrowings	30,841.22	-	-	30,841.22	30,841.22
Trade Payables	1,641.19	-	-	1,641.19	1,641.19
Other Financial Liabilities	861.03	-	-	861.03	861.03

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted (Unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The details of financial instruments that are measured at fair value on recurring basis are given below:

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Instruments at FVTOCI				
Investment in unlisted securities				
As at 31-03-2023	-	-	8.27	8.27
As at 31-03-2022	-	-	12.10	12.10
Financial Instruments at FVTPL				
As at 31-03-2023	-	27.16	-	27.16
As at 31-03-2022	-	33.26	-	33.26

Valuation techniques used to determine the fair value

The significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

Nature of Financial Instrument	Valuation Technique	Remarks
Investment in Listed securities / Mutual Funds	Market Value	Closing Price as at reporting date in Stock Exchange
Investment in Unlisted securities	Adjusted Net Assets	Net Assets value as per Balance Sheet of respective Companies as at reporting date.
Foreign exchange forward contracts	Mark to Market	Based on MTM valuation provided by the Banker



Note No. 49
Segment Information for the year ended 31st March, 2023
(₹ in Lakhs)

Particulars	Textiles		Surgicals		Windmill Power		Total	
	31-Mar-2023	31-Mar-2022	31-Mar-2023	31-Mar-2022	31-Mar-2023	31-Mar-2022	31-Mar-2023	31-Mar-2022
REVENUE								
External Sales / Other Operating Income	35,651.67	39,201.23	5,522.19	4,012.55	-	-	41,173.86	43,213.78
Inter Segment Sale	352.96	849.09			813.31	886.71	1,166.27	1,735.80
Total Sales	36,004.63	40,050.32	5,522.19	4,012.55	813.31	886.71	42,340.13	44,949.58
Other Income	5.45	12.85	-	-	-	-	5.45	12.85
Total Revenue	36,010.08	40,063.17	5,522.19	4,012.55	813.31	886.71	42,345.58	44,962.43
RESULT								
Segment Result	(2,577.42)	1,739.96	1,641.88	599.22	482.58	546.50	(452.96)	2,885.68
Unallocated Income							138.96	0.79
Unallocated Expenses							307.31	103.21
Operating Profit							(621.31)	2,783.26
Interest Expenses							3,220.33	2,077.26
Interest Income							233.45	172.08
Provision for Taxation								
Current Tax							(5.82)	134.75
Deferred Tax							(544.61)	(210.51)
MAT Credit entitlement							-	-
Profit for the year							(3,057.76)	953.84
Profit from ordinary activities							(34.63)	(81.98)
Other Comprehensive Income							(3.83)	(1.71)
Net Profit							(3,096.22)	870.15
OTHER INFORMATION								
Segment Assets	46,552.14	41,606.18	2,850.13	2,174.07	1,102.26	1,243.21	50,504.53	45,023.46
Unallocated Assets							4,270.59	2,838.24
Total Assets	46,552.14	41,606.18	2,850.13	2,174.07	1,102.26	1,243.21	54,775.12	47,861.70
Segment Liabilities	44,824.58	34,282.01	879.63	1,373.08	-	-	45,704.21	35,655.09
Unallocated Liabilities							-	-
Total Liabilities	44,824.58	34,282.01	879.63	1,373.08	-	-	45,704.21	35,655.09
Capital Expenditure	9,223.73	4,826.49	302.78	252.95			9,526.51	5,079.44
Unallocated Capital Expenditure							-	-
Depreciation	4,109.65	4,362.10	104.54	88.57	140.95	141.72	4,355.14	4,592.39
Unallocated Depreciation Expenditure							-	-
Non-Cash expenses other than Depreciation							-	-

Note No. 50

Financial Risk Management

The Board of Directors (BOD) has overall responsibility for the establishment and oversight of the Company's risk management framework and thus established a risk management policy to identify and analyse the risk faced by the Company. Risk Management systems are reviewed by the BOD periodically to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures develop a disciplined and constructive control environment in which all employees understand their roles and obligations. The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the risk management framework. The Audit committee is assisted in the oversight role by Internal Audit. Internal Audit undertakes reviews of the risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company has the following financial risks:

Categories of Risk	Nature of Risk
Credit Risk	Receivables
	Financial Instruments and Cash deposits
Liquidity Risk	Fund Management
Market Risk	Foreign Currency Risk
	Cash flow and fair value interest rate risk

The Board of Directors regularly reviews these risks and approves the risk management policies, which covers the management of these risks:

Credit Risk

Credit Risk is the risk of financial loss to the Company if the customer or counterparty to the financial instruments fails to meet its contractual obligations and arises principally from the Company's receivables, treasury operations and other operations that are in the nature of lease.

Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer. The Company extends credit to its customers in the normal course of business by considering the factors such as financial reliability of customers. The Company evaluates the concentration of the risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. In case of Corporate / Export Customer, credit risks are mitigated by way of enforceable securities. However, unsecured credits are extended based on creditworthiness of the customers on case to case basis.

Trade receivables are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the company and where there is a probability of default, the company creates a provision based on Expected Credit Loss for trade receivables under simplified approach as below:

(₹ in Lakhs)

As at 31-03-2023	Due less than 45 days	46 to 90 days	More than 90 days	Total
Gross carrying amount	3,513.17	819.32	260.37	4,592.86
Expected Loss Rate	0%	0%	0%	0%
Expected Credit Losses	-	-	-	-
Carrying amount of trade receivables net of impairment	3,513.17	819.32	260.37	4,592.86

As at 31-03-2022	Due less than 45 days	46 to 90 days	More than 90 days	Total
Gross carrying amount	3,329.29	153.19	117.93	3,600.41
Expected Loss Rate	0%	0%	0.35%	0.35%
Expected Credit Losses	-	-	11.16	11.16
Carrying amount of trade receivables net of impairment	3,329.29	153.19	117.93	3,611.57

Financial Instruments and Cash deposits

Investments of surplus funds are made only with the approved counterparties. The Company is presently exposed to counter party risk relating to short term and medium term deposits placed with Banks. The Company places its cash equivalents based on the creditworthiness of the financial institutions.

Liquidity Risk

Liquidity Risks are those risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. In the management of liquidity risk, the Company monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the company's operations and to mitigate the effects of fluctuations in cash flows.

Fund Management

Due to the dynamic nature of the underlying business, the Company aims at maintaining flexibility in funding by keeping both committed and uncommitted credit lines available. The Company has laid well defined policies and procedures facilitated by robust information system for timely and qualitative decision making by the management including its day to day operations.

Financial arrangements

The Company has access to the following undrawn borrowing facilities:

(₹ in Lakhs)

Particulars	31-03-2023	31-03-2022
Expiring within one year		
Bank Overdraft and other facilities	13,711.78	3,564.74
Term Loans	1,941.94	4,794.56

Maturities of Financial Liabilities

(₹ in Lakhs)

Nature of Financial Liability	< 1 Year	1 – 5 Years	>5 years	Total
As at 31-03-2023				
Borrowings	20,591.29	19,162.90	-	30,645.73
Trade payables	1,601.97	-	-	1,601.97
Other Financial Liabilities (Incl. Interest)	961.56	-	-	961.56
As at 31-03-2022				
Borrowings	18,207.85	12,633.37	-	30,841.22
Trade payables	1,641.19	-	-	1,641.19
Other Financial Liabilities (Incl. Interest)	861.03	-	-	861.03

Foreign Currency Risk

The Company's exposure in USD and other foreign currency denominated transactions in connection with import of cotton, capital goods & spares, besides exports of finished goods and borrowings in foreign currency, gives rise to exchange rate fluctuation risk. The Company has following policies to mitigate this risk:

Decisions regarding borrowing in Foreign Currency and hedging thereof, (both interest and exchange rate risk) and the quantum of coverage is driven by the necessity to keep the cost comparable. Foreign Currency loans, imports and exports transactions are hedged by way of forward contract after taking into consideration the anticipated Foreign exchange inflows/outflows, timing of cash flows, tenure of the forward contract and prevailing Foreign exchange market conditions.

The Company uses derivative financial instruments viz. Foreign Exchange Forward Contracts exclusively for hedging currency risks that arise from imports / exports transactions. The Company measures the risk by forecasting foreign currency cash flows and manages its currency risks by appropriately hedging the transactions. When a forward contract is entered into for the purpose of being a hedge, the Company finalizes the terms of those forward contracts to match the terms of the hedged exposure i.e. receivables / payables / Firm Commitments. All identified exposures are managed as per the policy duly approved by the Board of Directors.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities / Firm Commitments as at the end of reporting periods are given below :

As at 31-03-2023

Type	Particulars	USD	EURO
Hedged Items	Financial Assets / Firm Commitments related to Financial Assets		
	a) Trade Receivables	29.61	
	b) Export sale Contracts		3.27
	Financial liabilities / Firm Commitments related to Financial Liabilities		
	a) Buyers Credit Loan	27.68	
	b) Foreign Currency Loan		6.97
Hedging Instruments (forward Contracts)	Instruments for hedging the currency risk on Financial Assets		
	a) PCFC Loan	15.30	3.08
	b) Bill Discount - Export	6.14	
	Instruments for hedging the currency risk on Financial Liabilities		
	a) Forward Contract for Buyers Credit Loan	27.68	
	b) Forward contract for Foreign Currency Loan		

As at 31-03-2022

(₹ in Lakhs)

Type	Particulars	USD	EURO
Hedged Items	Financial Assets / Firm Commitments related to Financial Assets		
	a) Trade Receivables	10.01	7.41
	b) Export sale Contracts	36.68	
	Financial liabilities / Firm Commitments related to Financial Liabilities		
	a) Buyers Credit Loan	36.54	
	b) Foreign Currency Loan	30.00	-
Hedging Instruments (forward Contracts)	Instruments for hedging the currency risk on Financial Assets		
	a) PCFC Loan	16.69	-
	b) Bill Discount - Export	1.36	
	Instruments for hedging the currency risk on Financial Liabilities		
	a) Forward Contract for Buyers Credit Loan	36.54	
	b) Forward contract for Foreign Currency Loan	30.00	

Cash flow and fair value interest rate risk

Interest rate risk arises from long term borrowings with variable rates which exposed the company to cash flow interest rate risk. The Company's fixed rate borrowing are carried at amortized cost and therefore are not subject to interest rate risk as defined in Ind AS 107 since neither the carrying amount nor the future cash flows will fluctuate because of the change in market interest rates. The Company is exposed to the evolution of interest rates and credit markets for its future refinancing, which may result in a lower or higher cost of financing, which is mainly addressed through the management of the fixed/floating ratio of financial liabilities. The Company constantly monitors credit markets to strategize a well-balanced maturity profile in order to reduce both the risk of refinancing and large fluctuations of its financing cost. The Company believes that it can source funds for both short term and long term at a competitive rate considering its strong fundamentals on its financial position.

Interest rate risk exposure

Particulars	31-03-2023	31-03-2022
Variable Rate Borrowings	25,886.15	16,940.36

The Company does not have any interest rate swap contracts.

Sensitivity on Interest rate fluctuation

Incremental Interest Cost works out to	31-03-2023	31-03-2022
1% Increase in Interest Rate	258.86	169.40

Note No. 51

Disclosures Pertaining To Ind As 116 - Leases

Company as a Lessee

Nature of leasing activities

The Company has entered into operating lease on certain assets i.e land and building. Lease rentals are determined based on agreed terms. There is no escalation clause in lease agreements and no restriction imposed by the lease arrangements.

Maturity analysis of Lease Liabilities: (₹ in Lakhs)

Particulars	31-03-2023	31-03-2022
Not later than one year	286.99	-
One to five years	1,034.53	-
More than five years	587.02	-
Total Lease Liabilities as at 31 st March	<u>2,137.57</u>	<u>-</u>

Other disclosures as required by Ind AS 116:

Depreciation charge for Right-of-use asset	202.44	-
Interest on lease liabilities	267.60	-
Expenses relating to short-term leases	-	-
Total cash outflow for leases including principal and interest	360.00	-
Additions to Right-of-use assets	-	-
Carrying amount of Right-of-use assets at 31 st March	<u>2,226.80</u>	<u>-</u>

Note No. 52

Impact of Covid - 19:

The resurgence of COVID-19 in India has forced State Government to impose complete lockdown from 24-05-2021 to 31-05-2021 and Mills were temporarily shutdown during that period. However, there is no material impact in the financial statements for the year ended 31-03-2022 due to such related restrictions.

Note No. 53

Events After the Reporting Period – Distribution Made and Proposed

(₹ in Lakhs)

Particulars	31-03-2023	31-03-2022
Cash Dividends on Equity Shares declared and paid		
Final Dividend for the year ended 31 st March, 2022 ₹ 1/- per share (PY: ₹ 0.50 per Share)	39.47	19.73
Proposed Dividends on Equity Shares		
Final Dividend for the year ended 31 st March, 2023 ₹ 0.50/- per share (PY: ₹ 1/- per Share)	19.99	39.47

Note No.54

Additional Regulatory Information as required under Companies Act, 2013 / IND AS

a) Details of loans granted to Promoters, Directors, KMP and related parties:

Type of Borrower	Amount of Loan outstanding as on 31-03-2023	% to the Total Loans and advances in the nature of Loans
Nil		

- b) Undisclosed Income The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- c) Benami property
The Company did not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- d) Relationship with Struck off Companies The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- e) Details of Crypto Currency or Virtual Currency The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence disclosure relating to it are not applicable.
- f) The Company has neither advanced or loaned or invested, nor received any fund, to or from, any other persons or entities (intermediaries) with the understanding that the intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.



g) Key Financial Ratio:

Sl. No.	Particulars	UOM	31-03-2023	31-03-2022	Variation in %
1	Current Ratio	in multiple	1.02	0.93	10.00
2	Debt - Equity Ratio	in multiple	4.38	2.53	73.46
3	Debt Service Coverage Ratio	in multiple	0.60	1.31	(54.37)
4	Return on Equity Ratio	in %	(29)	8	(445.90)
5	Inventory Turnover Ratio	in Days	101	67	51.41
6	Trade Receivable Turnover Ratio	in Days	36	47	(23.14)
7	Trade Payable Turnover Ratio	in Days	14	13	10.82
8	Net Capital Turnover Ratio	in Days	123	101	21.73
9	Net Profit Ratio	in %	(7)	2	(434.83)
10	Return on Capital Employed	in %	0	7	(95.27)
11	Return on Investments (Assets)	in %	(6)	2	(380.11)

Formula adopted for above Ratios:

- Current Ratio = Current Assets / (Total Current Liabilities - Security Deposits payable on Demand - Current maturities of Long Term Debt) - Current Payable Capital Goods
- Debt-Equity Ratio = Total Debt / Total Equity
- Debt Service Coverage Ratio = (EBITDA - Current Tax) / (Principal Repayment + Gross Interest)
- Return on Equity Ratio = Total Comprehensive Income / Average Total Equity
- Inventory Turnover Ratio (Average Inventory days) = 365 / (Net Revenue / Average Inventories)
- Trade receivables Turnover Ratio (Average Receivables days) = 365 / (Net Revenue / Average Trade receivables)
- Trade Payables Turnover Ratio (Average Payable days) = 365 / (Net Revenue / Average Trade payables)
- Net Capital Turnover Ratio = (Inventory Turnover Ratio + Trade receivables turnover ratio - Trade payables turnover ratio)
- Net Profit Ratio = Net Profit / Net Revenue
- Return on Capital employed = (Total Comprehensive Income + Interest) / (Average of (Equity + Total Debt))
- Return on Investment (Assets) = Total Comprehensive Income / Average Total Assets

Reason for Variation for more than 25%

Serial No. 2,3,4,9,10 and 11

This is due to Additional borrowings increase is on account of newly set up made-ups unit. Moreover, there is no corresponding revenue and margin generation from the newly commissioned unit. Reduction in equity is also on account of low operating margins in textile segment in Financial Year 2022-23.

Serial No. 5

The increase in the inventory turnover ratio, is on account of due to accumulation of stock and high value of imported cotton which has resulted in high inventory value.

Serial No. 6

The ratio compared to previous year mainly due to Impact is on account of elimination of transferee company receivables due to merger.



h) Disclosures related to CSR activities

(₹ in Lakhs)

Particulars	Amount
Amount required to be spent by the company during the year	26.75
Amount of expenditure incurred	26.78
Shortfall at the end of the year	Nil
Total of previous years shortfall	Nil
Reason for shortfall	Not Applicable
Nature of CSR activities	Refer Table A
Details of related party transactions	Refer Table A

Note : The Company has not made any provision related to CSR activities for the FY 2022-23 and FY 2021-22.

Table A - Nature of CSR Activities:

(₹ in Lakhs)

Sl. No.	CSR Project or Activity identified & Sector in which the project is covered	Locations	Amount
			Actual
1.	Promotion of Education *	Rajapalayam, (Tamil Nadu),	14.15
2	Promotion of preventive health care	Chennai, (Tamil Nadu),	5.39
3.	Protection of culture	Virudhunagar, (Tamil Nadu),	7.24
TOTAL			26.78

* ₹ 13.87 Lakh Paid to Lingammal Ramaraju Shastra Prathishta Trust (Related Party Transaction).

Note No. 55

Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the Shareholders' wealth.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus Debt.

Particulars	31-03-2023	31-03-2022
Long Term Borrowings	20,112.90	12,437.88
Current maturities of Long Term borrowings	4,599.63	4,502.48
Short Term Borrowings	15,041.66	13,900.86
Less: Cash and Cash Equivalents	24.23	837.15
Net Debt (A)	39,729.96	30,004.07
Equity Share Capital	399.79	399.79
Other Equity	8,671.13	11,806.82
Total Equity (B)	9,070.92	12,206.61
Total Capital Employed (C) = (A) + (B)	48,800.88	42,210.68
Capital Gearing Ratio (A) / (C)	82%	71%

In order to achieve the overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans/borrowing. The Company has been consistently focusing on reduction in long term borrowings. There are no significant changes in the objectives, policies or processes for managing capital during the year ended 31-03-2023 and 31-03-2022.

As per our report annexed

For N.A. Jayaraman & Co
Chartered Accountants
Firm Registration No. 001310S

R. Palaniappan
Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors
For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja
Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja
Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal
Chief Financial Officer
Rajapalayam

INDEPENDENT AUDITOR'S REPORT

To the Members of **The Ramaraju Surgical Cotton Mills Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of **THE RAMARAJU SURGICAL COTTON MILLS LIMITED** ("the Holding Company"), its subsidiaries (collectively referred to as "the Company" or "the Group") and its associates, comprising of the consolidated balance sheet as at 31st March 2023, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ("the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at 31st March 2023, and the consolidated profit/loss, and its consolidated cash flows for the year ended and consolidated changes in the equity on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

AUDITORS' REPORT TO THE SHAREHOLDERS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



S. No.	Key Audit Matter	Auditor's Response
1	<p>Recognition and measurement of deferred taxes</p> <p>The recognition and measurement of deferred tax items requires determination of differences between the recognition and the measurement of assets, liabilities, income and expenses in accordance with the Income Tax Act and other applicable tax laws including application of ICDS and financial reporting in accordance with Ind AS.</p> <p>Assessment of Deferred Tax Assets is done by the management at the close of each financial year taking into account forecasts of future taxable results.</p> <p>We have considered the assessment of deferred tax liabilities and assets as a key matter due to the importance of management's estimation and judgment and the materiality of amounts.</p> <p>(Refer to Note No. 6 D (iv),(v),(vi),(vii) & 7(iv) to the Consolidated Financial Statements)</p>	<p>Principal Audit Procedures</p> <p>The key matter was addressed by performing audit procedures which involved assessment of underlying process and evaluation of internal financial controls with respect to measurement of deferred tax and assessment of the items leading to recognition of deferred tax in light of prevailing tax laws and applicable financial reporting standards.</p> <p>Furthermore we assessed the adequacy and appropriateness of the disclosures in the consolidated financial statements.</p>
2	<p>Evaluation of uncertain Tax Position / Other contingent liabilities</p> <p>The Company has material uncertain tax position in respect of possible or actual taxation disputes, litigations and claims. The provisions are estimated using a significant degree of management judgment in interpreting the various relevant rules, regulations and practices and in considering precedents in various legal forums.</p> <p>(Refer to Note No. 6(O) (iv) & 7 (vii) to the Consolidated Financial Statements)</p>	<p>Principal Audit Procedures</p> <p>The Audit addressed this Key Audit Matter by assessing the adequacy of tax Provisions by reviewing the management's underlying assumptions in estimating the tax provisions and the possible outcome of the disputes. We reviewed the significant litigations and claims and discussed with the Company's legal counsel, external advisors about their views regarding the likely outcome and magnitude of and exposure to relevant litigation and claims.</p> <p>Furthermore we assessed the adequacy and appropriateness of the disclosures in the Consolidated financial statements.</p>



S. No.	Key Audit Matter	Auditor's Response
3	<p>Existence and impairment of Trade Receivables</p> <p>Trade Receivables are significant to the Company's financial statements. The Collectability of trade receivables is a key element of the company's working capital management, which is managed on an ongoing basis by its management. Due to the nature of the Business, the requirements of customers and various contract terms are in place, there is a risk that the carrying values may not reflect of their recoverable amounts as at the reporting date, which would require an impairment provision. Where there are indicators of impairment, the company undertakes assessment of the recoverability of the amounts. Given the magnitude and inherent uncertainty involved in the judgement, in estimating impairment assessment of trade receivables, we have identified this as a key audit matter.</p> <p>(Refer to Note No. 6 V (vii), 6 X (vi)(b) and 7(viii) to the Consolidated Financial Statements)</p>	<p>Principal Audit Procedures:</p> <p>We performed audit procedures on the assessment of trade receivables, which included substantive testing of revenue transactions, obtaining trade receivable external confirmations and testing the subsequent payments received. Assessing the impact of impairment on trade receivables requires judgement and we evaluated management's assumptions in determining the provision for impairment of trade receivables, by analyzing the ageing of receivables, assessing significant overdue individual trade receivables and specific local risks, combined with the legal documentations, where applicable.</p> <p>We tested the timing of revenue and trade receivables recognition based on the terms agreed with the customers. We also reviewed, on a sample basis, terms of the contract with the customers, invoices raised, etc., as a part of our audit procedures.</p> <p>Furthermore we assessed the adequacy and appropriateness of the disclosures in the consolidated financial statements..</p>
4	<p>Bad debts Written off in Subsidiary Company</p> <p>During the Year, One of the Subsidiary companies namely M/s. Taram Textiles LLC has written off its Trade receivable for Rs.54.12 Lakhs on account of insolvency of one of the customers.</p> <p>Considering the materiality of Bad debts in the Consolidated financial statements, it has been considered as key audit matter.</p> <p>Refer to Note No. 42 to the Consolidated Financial Statements)</p>	<p>Principal Audit Procedures:</p> <p>We have performed audit procedures on the assessment of Bad debts written off:</p> <p>We have assessed the effectiveness of the company's internal controls over the identification and write-off of bad debts.</p> <p>We have considered the extent to which management's judgment is involved in determining the amount of bad debts write-off.</p> <p>Furthermore, we have assessed the adequacy and appropriateness of the disclosures in the Consolidated financial statements.</p>

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's management and board of directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated state of affairs, consolidated profit/loss including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the Group including its Associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the each entity and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the entities included in the Group and of its associates are responsible for assessing the ability of each entity and its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group and its Associates are responsible for overseeing the financial reporting process of each entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness this assumptions. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (Holding Company and Subsidiaries) and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of company and such other entities included in the consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a. The Consolidated financial statements include financial statements of Two Foreign subsidiaries (including one step down subsidiary) which reflect the total assets of Rs. 1726.27 Lakhs as at 31st March, 2023, the total revenue of Rs. 390.42 Lakhs and net cash inflow of Rs. 72.02 Lakhs for the year ended 31st March, 2023 which was audited by us.
- b. The Consolidated financial statements include financial statements of One Indian subsidiary which reflect the total assets of Rs. 3,033.31 Lakhs as at 31st March, 2023, the total revenue of Rs.364.82 Lakhs and net cash outflow of Rs. 83.85 Lakhs for the year ended 31st March, 2023 which was audited by another independent auditor whose report has been furnished to us.
- c. The consolidated financial statements also include the Group's share of profit after tax of Rs. 547.75 Lakhs and total comprehensive income of Rs. 547.99 Lakhs for the year ended 31st March 2023 as considered in the consolidated audited financial statements in respect of all the six associates. The financial results / financial information of one associate has been audited by us along with another joint auditor and five associates have been audited by an Independent Auditor, whose reports have been furnished to us by the management and our report on the consolidated financial statements in so far as it relates to the amounts that have been derived from such audited financial statements is solely based on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is based on the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2023 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its associates incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March 2023 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure", which is based on the auditor's reports of the company and its subsidiaries and its associate companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reason stated there in.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:

In our opinion and best of our information and according to the explanations given to us, the remuneration paid to the directors during the current year by the Holding Company and its subsidiaries and associates which are incorporated in India is in accordance with the provision of section 197 (16) of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries and associates which are incorporated in India, is not in excess of limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended;

In our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates.
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries and associate companies incorporated in India during the year ended 31st March 2023.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of Companies (Audit and Auditors) Rules, 2014, as provide under (a) and (b) above, contain any material mis-statement.
- v. The dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act.
- As stated in Note No. 54 to the Consolidated Financial Statements, the Board of Directors of the Holding Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Chennai
12th August 2023

For **N.A. JAYARAMAN & CO.**,
Chartered Accountants
Firm Registration Number: 001310S

R. PALANIAPPAN
Partner
Membership Number: 205112
UDIN: 23205112BGTRBE1946

Annexure to the Independent Auditor's Report

Referred to in Paragraph (f) of Report on Other Legal and Regulatory Requirements of our Report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of The Ramaraju Surgical Cotton Mills Limited (The Holding Company) as of and for the year ended 31st March 2023, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiaries and associate companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiaries and associate companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to financial statements of the Holding Company and its subsidiaries and associates which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note, issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that

the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports and the information and explanation provided by the management is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, based on the test checks conducted by us, the Holding Company and its subsidiaries and associate companies which are companies incorporated in India, have, in all material respects, reasonably adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were prima facie operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Chennai
12th August 2023

For **N.A. JAYARAMAN & CO.**,
Chartered Accountants
Firm Registration Number: 001310S

R. PALANIAPPAN
Partner
Membership Number: 205112
UDIN: 23205112BGTRBE1946



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)

(₹ in Lakhs)

	Note No	As at 31-03-2023	As at 31-03-2022
ASSETS			
(1) Non-Current Assets			
Property, Plant & Equipments	8	29,727.20	24,105.54
Capital Work-in-progress	9	917.02	2,497.60
Investment Property	10	5.43	5.62
Goodwill	11	1,951.50	1,951.50
Intangible Assets	12	61.03	1.83
Financial Assets			
Investments in Associates	13	18,755.97	18,246.31
Other Investments	14	8.27	12.10
Other Financial Assets	15	761.62	410.68
Deferred Tax Assets (Net)	28	487.19	79.30
Other Non-Current Assets	16	122.40	1,742.01
Sub Total (A)		52,797.63	49,052.49
(2) Current Assets			
Inventories	17	12,973.32	10,333.99
Financial Assets			
Trade Receivables	18	3,811.44	3,611.57
Cash and Cash Equivalents	19	303.48	848.16
Bank Balance other than Cash and Cash Equivalents	20	7.11	93.45
Other Financial Assets	21	200.23	188.09
Current Tax Assets		67.08	239.93
Other Current Assets	22	2,589.68	2,929.09
Sub Total (B)		19,952.34	18,244.28
TOTAL ASSETS (A+B)		72,749.97	67,296.77
EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	23	399.78	399.78
Other Equity	24	25,855.02	28,865.66
Non-Controlling Interest	25	535.96	521.36
Total Equity (A)		26,790.76	29,786.80
(2) Liabilities			
(A) Non-Current Liabilities			
Financial Liabilities			
Borrowings	26	22,236.52	14,140.39
Provisions	27	88.97	80.48
Deferred Government Grants	29	15.96	17.41
Sub Total (B)		22,341.45	14,238.28
(B) Current Liabilities			
Financial Liabilities			
Borrowings	30	20,037.02	18,432.29
Trade Payables			-
(i) Total Outstanding dues of micro enterprises and small enterprises	31	316.22	92.18
(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises	31	1,137.87	1,666.64
Other Financial Liabilities	32	963.13	862.78
Other Current Liabilities	33	772.48	1,678.45
Provisions	34	391.04	539.35
Sub Total (C)		23,617.76	23,271.69
TOTAL EQUITY AND LIABILITIES (A+B+C)		72,749.97	67,296.77
Significant Accounting Policies, Judgements and Estimates	1 - 5		
See accompanying notes to the financial statements.	8-56		

As per our report annexed

For N.A. Jayaraman & Co

Chartered Accountants

Firm Registration No. 001310S

R. Palaniappan

Partner

Membership No. 205112

Chennai

12th August, 2023

On behalf of the Board of Directors

For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja

Chairman

(DIN: 00331406)

Rajapalayam

Shri N.R.K.Ramkumar Raja

Managing Director

(DIN: 01948373)

Rajapalayam

N.Vijay Gopal

Chief Financial Officer

Rajapalayam

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)**



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

(₹ In Lakhs)

	Note No.	For the Year Ended 31-03-2023	For the Year Ended 31-03-2022
INCOME			
I Revenue from operations	35	40,711.00	43,213.77
II Other Income	36	268.21	187.49
III Total Income (I+II)		40,979.21	43,401.26
IV EXPENSES			
Cost of Materials Consumed	37	24,502.71	25,515.59
Purchases of Stock- in- Trade		1,111.75	505.04
Changes in Inventories of Finished Goods and Work-in-Progress	38	(348.87)	(970.87)
Employee Benefit Expenses	39	4,925.42	4,043.43
Finance Cost	40	3,158.65	2,077.26
Depreciation and Amortisation Expenses	41	4,205.75	4,597.83
Other Expenses	42	7,310.67	6,864.27
Total Expenses		44,866.08	42,632.55
V Profit / (Loss) before tax (III-IV)		(3,886.87)	768.71
Tax Expenses / (Savings)			
Current Tax		-	134.75
Current Tax relating to earlier years		(5.83)	-
Deferred Tax		(407.89)	(208.22)
VI Total Tax Expenses / (Savings)		(413.72)	(73.47)
VII Profit / (Loss) for the year before share of Profit of Associates (V - VI)		(3,473.15)	842.18
VIII Share of Net profit after tax of Associates accounted using equity method		547.75	1,273.13
IX Profit for the Year (VII + VIII)		(2,925.40)	2,115.31
X Other Comprehensive Income			
Item that will not be reclassified subsequently to Profit and Loss:			
Remeasurement (Losses) on defined benefit obligation (net)		(34.63)	(81.98)
Less: Income tax Savings		(10.08)	(14.32)
Add: Deferred Tax (including MAT Credit)		10.08	14.32
		(34.63)	(81.98)
Fair value Gain on Equity Instruments through OCI (Net)		(3.83)	(1.71)
Share of OCI of Associates accounted for using the equity method		0.24	(3.08)
OCI - Foreign Currency Translation		3.53	-
Other Comprehensive Income / (Loss) for the year, net of tax		(34.69)	(86.77)
XI Total Comprehensive Income / (Loss) for the year, net of tax (IX+X)		(2,960.09)	2,028.54
Profit / (Loss) for the attributable to :			
Shareholders of the company		(2,936.73)	2,144.07
Non controlling Interest		11.33	(28.76)
Total Comprehensive Income for the year attributable to :			
Shareholders of the company		(2,971.42)	2,057.30
Non controlling Interest		11.33	(28.76)
XII Earnings per Equity Share of ₹ 10/- each (Basic & Diluted) (In Rupees)		(73.46)	53.63
(Refer Note No.49)			
Significant Accounting Policies, Judgements and Estimates	1 - 5		
See accompanying notes to the financial statements.	8 - 56		

As per our report annexed

For N.A. Jayaraman & Co
Chartered Accountants
Firm Registration No. 001310S

R. Palaniappan
Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors
For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja
Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja
Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal
Chief Financial Officer
Rajapalayam



A. Equity Share Capital

(₹ in Lakhs)

For the year ended 31-03-2023	Amount
Equity Shares of ₹ 10 each issued, subscribed and fully paid up	
Balance as at 01-04-2022	399.78
Changes in Equity Share Capital during the year 2022-23	-
Balance as at 31-03-2023	399.78

For the year ended 31-03-2022	Amount
Balance as at 01-04-2021	394.65
Changes in Equity Share Capital during the year 2021-22	5.13
Balance as at 31-03-2022	399.78

B. Other Equity (Refer Note No. 24 & 25)

(1) For the year ended 31-03-2023

Particulars	Reserves and Surplus					Non- control- ling Interest	Items of OCI				Total Other Equity
	Capital Reserve	Capital Reserve on Consoli- dation	Securi- ties Premium	General Reserve	Retained Earnings		FVTOCI Equity Instru- ments	Re-mea- surements of Defined Benefit Obliga- tions	Share of OCI of Associ- ates	Foreign Currency Trans- lation Reserve	
Other Equity as at 01-04-2022	17.63	10,486.79	743.92	15,175.71	2,441.61	521.36	-	-	-	-	29,387.02
Financial Year 2022-23											
Add/(Less): Profit for the year	-	-	-	-	(2,936.73)	11.33	-	-	-	-	(2,925.40)
Add/(Less): Other Comprehensive Income	-	-	-	-	-	-	(3.83)	(34.63)	0.24	3.53	(34.69)
Total Comprehensive Income	-	-	-	-	(2,936.73)	11.33	(3.83)	(34.63)	0.24	3.53	(2,960.09)
Add/(Less): Transfer from OCI	-	-	-	-	(38.22)	-	3.83	34.63	(0.24)	-	-
Add/(Less): Profit from Foreign Stepdown Subsidiary	-	-	-	-	0.25	-	-	-	-	-	0.25
Add/(Less): Purchase of NCI Shares in Subsidiary	-	-	-	-	-	3.27	-	-	-	-	3.27
Add/(Less): Dividend distribution to shareholders	-	-	-	-	(39.47)	-	-	-	-	-	(39.47)
Other Equity as at 31-03-2023	17.63	10,486.79	743.92	15,175.71	(572.56)	535.96	-	-	-	3.53	26,390.98

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

(2) For the year ended 31-03-2022

Particulars	Reserves and Surplus					Non- control- ling Interest	Items of OCI			Total Other Equity
	Capital Reserve	Capital Reserve on Consoli- dation	Securi- ties Premium	General Reserve	Retained Earnings		FVTOCI Equity Instru- ments	Re-mea- surements of Defined Benefit Obliga- tions	Share of OCI of Associ- ates	
Other Equity as at 01-04-2021	17.63	10,337.79	-	15,175.71	557.54	777.62	5.01	-	-	26,871.30
Pursuant to Business Combination										
Add/(Less): Changes in reserves on Appointed Date - 01.04.2021	-	-	743.92	-	(144.63)	-	-	-	-	599.29
Add: De-Classification of Associates Share upon Business Combination	-	149.00	-	-	-	-	-	-	-	149.00
Other Equity as at 01-04-2021	17.63	10,486.79	743.92	15,175.71	412.91	777.62	5.01	-	-	27,619.59
Financial Year 2021-22										-
Add/(Less): Profit/(Loss) for the year	-	-	-	-	2,144.07	(28.76)	-	-	-	2,115.31
Add/(Less): Other Comprehensive Income	-	-	-	-	-	-	(1.71)	(81.98)	(3.08)	(86.77)
Add/(Less): Purchase of NCI Shares in Subsidiary	-	-	-	-	(13.88)	(227.50)	-	-	-	(241.38)
Total Comprehensive Income	-	-	-	-	2,130.19	(256.26)	(1.71)	(81.98)	(3.08)	1,787.16
Add/(Less): Transfer from OCI	-	-	-	-	(81.76)		(3.30)	81.98	3.08	-
Add/(Less): Dividend distribution to shareholders	-	-	-	-	(19.73)	-	-	-	-	(19.73)
Other Equity as at 31-03-2022	17.63	10,486.79	743.92	15,175.71	2,441.61	521.36	-	-	-	29,387.02

As per our report annexed

For N.A. Jayaraman & Co
Chartered Accountants
Firm Registration No. 001310S

R. Palaniappan
Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors

For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja
Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja
Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal
Chief Financial Officer
Rajapalayam



(₹ in Lakhs)

31.03.2023 31.03.2022

A. Cash flows from Operating Activities

Net Profit / (Loss) before tax	(3,886.87)	768.71
Adjustments for reconcile Profit /(Loss) Before Tax to Net Cash Flows:		
Depreciation & Amortisation	4,205.75	4,597.83
Finance Cost	3,158.65	2,077.26
Interest Received	(223.32)	(172.34)
Loss/(Profit) on Sale of Assets	(36.72)	252.77
Government Grants	(1.45)	(1.45)
Impairment Allowance for Trade Recievable	-	11.16
Bad Debts	54.12	11.03
Operating Profit before Working capital Changes	3,270.16	7,544.97
Movements in Working Capital:		
Trade Receivables	(88.80)	1,607.62
Loans and Advances	225.91	(179.00)
Inventories	(2,639.33)	(3,944.22)
Trade Payables & Current liabilities	(1,251.62)	(87.78)
Cash generated from Operations	(483.68)	4,941.59
Income tax Paid (Net)	(67.07)	(234.73)
Net Cash Flows from / (used in) Operating Activities	A	(550.75)

B. Cash Flows from Investing Activities :

Purchase of Property, Plant and Equipments,Intangible Asset and Investment Property Net of Capital Subsidies (Including Capital work-in-progress and Capital advance and payable for capital goods)	(6,845.14)	(5,058.18)
Investment in Shares	(212.15)	(369.59)
Declassification of Investment pursuant to the scheme of amalgamation	-	149.00
Proceeds from Sale of Property, Plant & Equipments	195.64	190.14
Interest Received	22.69	4.65
Dividend Received	102.44	0.79
Net Cash Flows from / (used in) Investing Activities	B	(6,736.52)



(₹ in Lakhs)

31.03.2023 31.03.2022

C. Cash Flows from Financing Activities :

Long Term Borrowings

Proceeds from Long Term Borrowings		14,315.39	6,343.43
Repayment of Long Term Loan		(6,122.11)	(4,043.70)

Short Term Borrowings

Proceeds / (Repayment) of Deposits - Related Parties		(878.03)	241.97
Proceeds / (Repayment) of Short Term Borrowings (Net)		2,385.61	720.24
Non-controlling Interest		3.52	(241.38)
Payment of Dividend		(39.47)	(19.73)
Finance Cost		(3,008.66)	(2,077.26)

Net Cash Flows from / (used in) Financing Activities	C	6,656.25	923.57
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Net Increase in Cash and Cash Equivalent	D=(A+B+C)	(631.02)	547.24
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Opening balance of Cash and Cash Equivalents	E	941.61	391.37
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Cash and Cash Equivalents acquired pursuant to Business Combination	F	-	3.00
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Closing balance of Cash and Cash Equivalents	D+E+F	310.59	941.61
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Notes:

- (i) The above Statement of Cash Flow has been prepared under 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flow.
- (ii) Bank Borrowings including Cash Credits are considered as Financing Activities.
- (iii) For the purpose of Statement of Cash Flow, Cash and Cash Equivalents comprise the following:

PARTICULARS	31.03.2023	31.03.2022
Cash and Cash Equivalents (Refer Note No. 19)	303.48	848.16
Bank Balances other than Cash and Cash Equivalents (Refer Note No. 20)	7.11	93.45
	310.59	941.61



(₹ in Lakhs)

PARTICULARS	2022-23	2021-22
Balance at the beginning of the year		
Consolidated Cash flow from Financing Activities		
Long Term Borrowings	18,642.87	16,343.14
Short Term Borrowings	13,929.81	11,000.26
Sub-total Balance at the beginning of the year	32,572.68	27,343.40
Cash flows during the year		
Proceeds from Long Term Borrowings	14,315.39	6,343.43
Repayment of Long Term Borrowings	(6,122.11)	(4,043.70)
Proceeds from / (Repayment) of Short Term Borrowings, net	1,507.58	962.21
Proceeds from / (Repayment) of Short Term Borrowings, net pursuant to Business Combination	-	1,967.34
Sub-total Cash flows during the year	9,700.86	5,229.28
Non-cash changes		
Interest accrual for the year	3,008.66	2,077.26
Sub-total Non-cash changes during the year	3,008.66	2,077.26
Balance at the end of the year		
Long Term Borrowings	26,836.15	18,642.87
Short Term Borrowings	15,437.39	13,929.81
Balance at the end of the year	42,273.54	32,572.68

See accompanying notes to the financial statements (Refer to Note No.8 to 56)

As per our report annexed

For N.A. Jayaraman & Co

Chartered Accountants
Firm Registration No. 001310S

R. Palaniappan

Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors

For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja

Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja

Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal

Chief Financial Officer
Rajapalayam

1. Corporate Information

The Ramaraju Surgical Cotton Mills Limited ("the Company", "RSCM") is a Public Limited Company domiciled and headquartered in India and incorporated under the provisions of the Companies Act, 1913. The company is listed on MSEI in India. The Registered office of the Company is located at The Ramaraju Surgical Cotton Mills Premises, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 117, Tamil Nadu, India.

The Company is primarily engaged in manufacture of Surgical Dressings, Yarn and Greige Fabrics with its manufacturing facilities located in Rajapalayam, Subramaniapuram, Perumalpatti Village in Tamilnadu and in Jaggiahpet, Andhra Pradesh. The Company is also engaged in generation of electricity from its windmills and solar panel for its captive consumption.

Sri Harini Textiles Limited ("SHTL") got amalgamated with RSCM on the appointed date of 1st April 2021 pursuant to the National Company Law Tribunal ("NCLT") order dated 31st May 2023 approving the Scheme of Amalgamation of Sri Harini Textiles Limited (SHTL).

The Consolidated Financial Statements (CFS) for the year ended 31-03-2023 were approved and adopted by Board of Directors of the Company in their meeting dated 25-05-2023 and the restated financials were approved and adopted by Board of Directors of the Company in their meeting dated 12-08-2023.

2. Statement of Ind AS Compliance

- (i) The CFS are prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time.

3. Basis of Preparation of Consolidated Financial Statements

- (ii) The significant accounting policies used in preparing the financial statements are set out in Note No.6.
- (iii) Pursuant to General Circular No.39/2014 dated 14-10-2014 issued by Ministry of Corporate Affairs that the disclosures made already under the separate financial statements are not repeated and thus the disclosures that are relevant arising out of consolidation have only been presented.



- (iv) The CFS comprises the financial statements of The Ramaraju Surgical Cotton Mills Limited, its Subsidiaries including step down subsidiary hereinafter collectively referred as 'Group' and its Associates. The list of companies which are included in consolidation and the Parent's holding and voting rights therein are as under:

Name of the Subsidiary	% of ownership interest	
	31-03-2023	31-03-2022
Madras Chipboard Limited	75.01	75.01
Taram Textiles LLC, USA	100	NA
Name of the Step Down Subsidiary		
Taram Textiles Online, Inc., USA	70.02	NA

The following companies are considered as Associates based on existence of significant influence over such companies:

Name of the Company	% of Shareholding & Voting Power	
	31-03-2023	31-03-2022
The Ramco Cements Limited	1.40	1.40
Ramco Industries Limited	0.16	0.16
Ramco Systems Limited	0.04	0.04
Rajpalayam Mills Limited	1.83	1.83
Sri Vishnu Shankar Mill Limited	0.75	0.75
Shri Harini Media Limited	2.65	2.65

The above companies are incorporated in India and financial statements of the respective companies are drawn up to the same reporting date as that of the Parent (i.e.) 31-3-2023.

- (v) The Company has considered its operating cycle to be 12 months for the purpose of Current and Non-current classification of assets and liabilities.
- (vi) An asset is classified as current when it is expected to be realised or intended to be sold or consumed in the normal operating cycle or held primarily for the purpose of trading or expected to be realised within 12 months after the reporting period or cash or cash equivalents unless restricted from being exchanged or used to settle a liability 12 months after the reporting period. All other assets are classified as non-current.
- (vii) A liability is classified as current when it is expected to be settled in normal operating cycle or held primarily for the purpose of trading or due for settlement within 12 months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

- (viii) The CFS are presented in Indian Rupees rounded to the nearest Lakhs with two decimals. The amount below the round off norm adopted by the Company is denoted as ₹ 0.00 Lakhs.
- (ix) The CFS comprises the financial statements of The Ramaraju Surgical Cotton Mills Limited and its Subsidiary & Associate Companies. The following companies are considered as Associates based on existence of significant influence over such companies:
- (x) Previous year figures have been regrouped / restated, wherever necessary and appropriate.

4. Principles of Consolidation

- (a) The financial statements of the Parent and its subsidiaries have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after elimination of intra-group balances and intra-group transactions resulting in unrealized Profits/Losses.
- (b) The CFS has been prepared using uniform accounting policies for like transactions and other events in similar circumstances and is presented, to the extent possible, in the same manner as the Parent's separate financial statements.
- (c) Non-controlling interest in the net assets of subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Parent's shareholders. Non-controlling interest in the net assets of subsidiary consists of :
 - (a) The amount of subscribed equity share capital attributable to non-controlling interest during the year.
 - (b) The movement of non-controlling interest in equity since the date the parent subsidiary relationship came into existence.
- (d) The CFS includes the share of profit/loss of the associate companies that are accounted for using equity method in accordance with Ind AS 28. Accordingly, the share of profit/loss of the associates (the loss being restricted to the cost of investment) has been added/deducted from the cost of investment. The most recent available financial statements of the associates are used in applying the equity method.
- (e) Under equity method of accounting, the investments are initially recognized at the fair value of net asset of Associate Companies from the date on which it becomes an associate and any difference between the cost of the investment and the Parent's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as follows:
 - (i) Any excess of the entity's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is recognised directly in equity as capital reserve in the period in which the investment is acquired.



- (ii) Subsequently, the carrying amount of investment is adjusted to recognize the share of post-acquisition profits or losses of its Associates in the Parent's Statement of Profit & Loss.
- (iii) The equity method shall be discontinued from the date when the investment ceases to be an Associate and it shall measure the retained interest shall be measured at fair value. The fair value of the retained interest shall be regarded as its fair value on initial recognition as a financial asset. The difference between the fair value of retained interest & any proceeds from disposing of a part interest in the Associate and the carrying amount of investment at the date the equity method was discontinued will be recognized in profit or loss.
- (f) Dividend received or receivable from Associates are recognized as a reduction in the carrying amount of the Investment.
- (g) Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Company's interest in these entities. Unrealised losses are also eliminated to the extent of the Group's interest in these entities unless the transaction provides evidence of an impairment of the asset transferred.
- (h) At each reporting date, the Group determines whether there is any objective evidence that the investment in the associate is impaired. If there is such evidence, the Group provides for impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss as 'Share of profit of an associates' in the Statement of Profit & Loss.

5. Basis of Measurement

The consolidated financial statements have been prepared on accrual basis under historical cost convention except for certain financial instruments (Refer to Note No. 6(U) - Accounting Policy for Financial Instruments) and defined benefit plan assets which are measured at fair value

6. Significant Accounting Policies

A. Inventories

- (i) Raw-materials, Stores & Spares, Fuel, packing materials etc., are valued at cost, computed on a moving weighted average basis including the cost incurred in bringing the inventories to their present location and condition after providing for obsolescence and other losses or net realisable value whichever is lower. However, the inventories are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.

- (ii) Work in Progress is valued at weighted average cost including the cost of conversion with systematic allocation of production overheads based on normal capacity of production facilities but excluding borrowing cost, or net realisable value whichever is lower. Factory administration overheads to the extent attributable to bring the inventories to their present location and condition are also included in the valuation of Work in Progress.
- (iii) Finished goods are valued at cost or net realisable value whichever is lower. Cost includes cost of conversion with systematic allocation of production overheads based on normal capacity of production facilities and other costs but excluding borrowing cost, incurred in bringing the inventory to their present location and condition. Finished goods include stock-in-trade also which comprises cost of purchase and other cost incurred in bringing the inventories to the present location and condition. Cost is determined on a moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

B. Statement of Cash Flows

- (i) Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.
- (ii) Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.
- (iii) Bank borrowings are generally considered to be financing activities. However, where bank overdrafts that are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Statement of Cash flows..

C. Dividend distribution to Equity shareholders

Final dividend distribution to Shareholders is recognised in the period in which the dividends are approved by the Shareholders. Dividend together with applicable taxes is recognised directly in Other Equity.



D. Income Taxes

- (i) Current tax payable is based on taxable profit for the year. Taxable profit differs from Profit before tax as reported in the Statement of Profit & Loss because of Items of Income or Expenses that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.
- (ii) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is recognised as an asset viz. MAT Credit Entitlement, to the extent there is convincing evidence that the Company will pay normal Income tax and it is highly probable that future economic benefits associated with it will flow to the Company during the specified period. The Company reviews the "MAT Credit Entitlement" at each Balance Sheet date and writes down the carrying amount of the same to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income tax during the specified period. The MAT Credit Entitlement being unused tax credits that are carried forward by the Company for a specified period, is grouped under Deferred Tax.
- (iii) Current tax assets and liabilities are offset, when the Company has legally enforceable right to set off the recognised amounts and intends to settle the asset and the liability on a net basis.
- (iv) Deferred tax is recognised using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting at the reporting date.
- (v) Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year where the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
- (vi) Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by same governing tax laws and the Company has legally enforceable right to such set off current tax assets against current tax liabilities.
- (vii) Both current tax and deferred tax relating to items recognised outside the Profit or Loss is recognised either in "Other Comprehensive Income" or directly in "Equity" as the case may be.

E. Property, Plant and Equipment's (PPE)

- (i) PPEs are stated at cost of acquisition or construction less accumulated depreciation and impairment losses if any, except freehold land which is carried at cost. The cost comprises of purchase price, import duties, non-refundable purchase taxes (net of tax credits wherever applicable), borrowing cost if capitalisation criteria are met and

directly attributable cost of bringing the asset to its working condition for the intended use. The directly attributable costs include cost of testing whether the asset is functioning properly, after deducting the net proceeds from selling any items produced while bringing the asset to that location and condition.

- (ii) Government grants related to assets have been deducted in arriving at the carrying amount of the respective assets.
- (iii) Subsequent expenditures are included in the assets' carrying amount and recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.
- (iv) Spares which meet the definition of PPE are capitalised from the date when it is available for use. Other expenses on fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalisation criteria are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.
- (v) The Company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts are capitalised and the carrying amount of replaced parts are de-recognised.
- (vi) The cost of major inspection / overhauling is recognised in the carrying amount of the item of PPE as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/overhauling (as distinct from physical parts) is de-recognised.
- (vii) The Company follows the useful lives of the significant parts of certain class of PPE on the straight line basis.
- (viii) During the previous year, the company has re-assessed the useful life of the assets taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the Asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support etc. based on technical advice as detailed below, that are different from the useful lives prescribed under Part C of Schedule II of the Companies Act, 2013:



Type of Plant and Machinery	Useful life of such component ranging from	
	Existing	Revised
Building	3 to 60 years	3 to 60 years
Textile Machines / Equipment	10 to 25 years	7 to 25 years
Wind Mills	5 to 30 years	5 to 30 years
HFO / DG Set	12 to 25 years	7 to 15 years
Solar Panel	25 years	25 years
Furniture and Fixtures	3 to 10 years	3 to 10 years
Electrical Machineries	3 to 25 years	3 to 15 years
Motor cars given to employees as per company's scheme	6 to 8 years	6 to 8 years

- (ix) PPE acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash transaction. Fair market value is determined either for the assets acquired or asset given up, which ever is more clearly evident.
- (x) PPEs are eliminated from the financial statements on disposal. Gains or losses arising from disposal, measured as the difference between the net disposal proceeds and the carrying amount of such assets, are recognised in the Statement of Profit and Loss. Amount received towards PPE that are impaired and derecognized in the financial statements, are recognized in Statement of Profit and Loss, when the recognition criteria are met.
- (xi) Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life on a straight line method. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value, except for process control systems whose residual value is considered as Nil.
- (xii) Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion / disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded / sold.
- (xiii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

F. Capital Work in progress / Capital Advances

Advances given towards acquisition / construction of PPE outstanding at the reporting date are disclosed as 'Capital Advances' under 'Other Non-Current Assets'.

The cost of assets not put to use before such date are disclosed under Capital Work in Progress. Capital Work in Progress includes cost of property, plant and equipment under installation, under development including related expenses and attributable interest as at the reporting date.

G. Leases

- (i) Ind AS 116 requires lessees to account for all leases under a single on-balance sheet model. The Company, as a lessee, upon transition to Ind AS 116, elected to measure the lease liability for all leases whose non-cancellable leases is more than 12 months, at the present value of remaining lease payments discounted using the incremental borrowing rate at the date of initial application and recognise the right-of-use asset at an amount equal to the lease liability, adjusted for prepaid lease payments recognised in the balance immediately before the date of initial application.
- (ii) The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date whether fulfilment of arrangement is dependent on the use of an underlying asset and the arrangement conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- (iii) The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date whether fulfilment of arrangement is dependent on the use of an underlying asset and the arrangement conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

1. Company as a Lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date for all leases where non-cancellable leases is more than 12 months. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, as follows:

Nature of RoU	Useful life ranging from
Land	99 years

The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset and lease improvements are periodically reduced by impairment losses, if any and adjusted for certain re-measurements of these liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

a. Fixed payments;

Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

Amount expected to be payable under a residual value guarantee; and

The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the Statement of Profit or Loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property in 'Property, Plant and Equipment' and Lease liabilities as a separate line item on face of the Balance sheet.

The Company has opted not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

b. Lease Improvements

Lease improvements on a right-of-use asset (RoU) made by the Company, which enhance the value, functionality, or extend the useful life of the leased asset, shall be recognized as assets and capitalized in the same category of RoU asset under 'Property, Plant and Equipment', if capitalization criteria are met.

Lease improvements recognized as assets shall be initially measured at cost, which includes all directly attributable costs incurred to bring the improvements to their present condition and location.

The lease improvements on RoU assets are depreciated using the straight line method from the commencement date to the earlier of the end of the useful life of lease improvement or the end of the lease term.

2. Company as a Lessor

The lease arrangements where the risks and rewards incidental to ownership of an asset substantially vests with the Lessor are recognised as operating lease. Operating lease receipts are recognised in the Statement of Profit and Loss on straight line basis over the lease terms except where the payments are structured to increase in line with the general inflation to compensate for the expected inflationary cost increases. The Company do not have any finance leases arrangements.

H. Revenue Recognition

(i) **Revenue from Operations**

(a) **Sale of products**

Revenue from product sales is recognized when the company transfers control of the product to customers at a point in time. The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring goods to the customer. It comprises of invoice value of goods after deducting discounts, volume rebates and applicable taxes on sale including GST. The Company provides discounts to customers on the achievement of the performance criteria based on agreed terms and conditions. The financing component with regard to sale of products are excluded from Revenue from operations and recognized as Interest Receipts over the credit periods as per Ind AS 115. The Company does not have any non-cash consideration.



(b) Power generated from Windmills

Power generated from windmills that are covered under wheeling & banking arrangement with TANGEDCO are consumed at Factories. The monetary values of such power generated that are captively consumed are not recognised as revenue, but have been set off against the cost of power & fuel.

(c) Scrap sales

Scrap sales is recognized when the Company transfers control of the product to customers.

(d) Income from Job Work

Income from job work is recognized on the proportion of work executed as per the contract / agreement.

(ii) Other Income

- a. Interest income is recognised using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period where appropriate, to the gross carrying amount of the financial asset or to the authorised cost of a financial liability.
- b. Dividend income is recognised when the Company's right to receive dividend is established.
- c. Rental income from operating lease on Property, Plant and Equipments is recognised on a straight line basis over the terms of the relevant lease.

I. Employee Benefits

- (i) Short-term employee benefits viz., Salaries and Wages are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.
- (ii) Defined Contribution Plan viz., Contributions to Provident Fund and Superannuation Fund are recognized as an expense in the Statement of Profit and Loss for the year in which the employees have rendered services.
- (iii) The Company contributes monthly to Employees' Provident Fund & Employees' Pension Fund administered by the Employees' Provident Fund Organisation, Government of India, at 10% / 12% of employee's basic salary. The Company has no further obligations.

- (iv) The Company also contributes for superannuation a sum equivalent to 15% of the eligible and opting officer's annual basic salary. Out of the said 15% contribution, a sum upto Rs.1.50 Lakhs per annum is remitted to The Ramaraju Surgical Cotton Mills Limited Officers' Superannuation Trust Fund administered by trustees and managed by LIC of India. The balance amount, if any, is paid as salary. There are no further obligations in respect of the above contribution plan.
- (v) The Company has its own Defined Benefit Plan viz., an approved Gratuity Fund for its employees. It is in the form of lump sum payments to vested employees on resignation, retirement, death while in employment or on termination of employment, for an amount equivalent to 15 days' basic salary for each completed year of service. Vesting occurs upon completion of five years of continuous service. Based on the Actuarial Valuation by an independent external actuary, the Company makes annual contributions to "The Ramaraju Surgical Cotton Mills Limited Employees Gratuity Fund" administered by trustees and managed by LIC of India, based on the Actuarial Valuation by an independent external actuary as at the reporting date using Projected Unit Credit method.
- (vi) The Company provides for expenses towards compensated absences provided to its employees. The expense is recognized at the present value of the amount payable determined based on an independent external actuarial valuation as at the Balance Sheet date, using Projected Unit Credit method. The Company presents the entire compensated absences as 'Short-term provisions' since employee has an unconditional right to avail the leave at any time during the year.
- (vii) Remeasurement of net defined benefit asset / liability comprising of actuarial gains or losses arising from experience adjustments and changes in actuarial assumptions are charged / credited to other comprehensive income in the period in which they arise and immediately transferred to retained earnings. Other costs are accounted in the Statement of Profit and Loss.

J. Government Grants

- (i) Government grants are recognised at fair value where there is a reasonable assurance that the grant will be received and all the attached conditions are complied with.
- (ii) In case of revenue related grant, the income is recognised on a systematic basis over the period for which it is intended to compensate an expense and is disclosed under "Other operating revenue" or netted off against corresponding expenses wherever appropriate. Receivables of such grants are shown under "Other Financial Assets". Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Receivables of such benefits are shown under "Other Financial Assets"



- (iii) Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred grant income and are credited to the statement of profit and loss on a systematic basis over the expected lives of the related assets.

K. Foreign currency transactions

- (i) The financial statements are presented in Indian Rupees, which is also the Company's functional currency.
- (ii) All transactions in foreign currency are recorded on initial recognition at their functional currency exchange rates prevailing on that date.
- (iii) Monetary assets and liabilities in foreign currencies outstanding at the reporting date are translated to the functional currency at the exchange rates prevailing on the reporting date and the resultant gains or losses are recognised during the year in the Statement of Profit and Loss.
- (iv) Non-monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rates at the date of transaction.

L. Borrowing Costs

- (i) Borrowing cost include interest computed using Effective Interest Rate method, interest on lease liabilities, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- (ii) Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings cost are expensed in the period in which they occur.

M. Earnings per Share

- (i) Earnings per share is calculated by dividing the profit / (loss) attributable to equity shareholders by the weighted average number of equity shares.

- (ii) Where an item of income or expense which is otherwise required to be recognised in the Statement of Profit and Loss is debited or credited to Equity, the amount in respect thereof is suitably adjusted in Net profit for the purpose of computing Earnings per share.
- (iii) The Company do not have any potential equity shares.

N. Impairment of Non-Financial Assets

- (i) The carrying values of assets including property, plant and equipment, investment properties, cash generating units and intangible assets are reviewed for impairment at each reporting date, if there is any indication of impairment based on internal and external factors.
- (ii) Non-financial assets are treated as impaired when the carrying amount of such asset exceeds its recoverable value. After recognition of impairment loss, the depreciation for the said assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.
- (iii) An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.
- (iv) An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

O. Provisions, Contingent Liabilities and Contingent Assets

- (i) Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits in respect of which a reliable estimate can be made.
- (ii) Provisions are discounted if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
- (iii) Insurance claims are accounted on the basis of claims admitted or expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection. Any subsequent change in the recoverability is provided for. Contingent Assets are not recognised.
- (iv) Contingent liability is a possible obligation that may arise from past events and its existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the same are not recognised but disclosed in the financial statements.



P. Business Combinations

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests share of subsequent changes in equity of subsidiary

Transaction costs are expensed in the consolidated statement of profit and loss as incurred, other than those incurred in relation to the issue of debt or equity securities which are directly adjusted in other equity. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

The purchase price is allocated to assets acquired and liabilities assumed based upon the determination of fair values at the date of acquisition

The excess of the purchase consideration paid over the fair value of net assets acquired has been attributed to goodwill.

Q. Goodwill

Goodwill comprises the portion of the purchase price for an acquisition that exceeds the Group's share in the identifiable assets, with deductions for liabilities, calculated on the date of acquisition.

Goodwill is deemed to have an indefinite useful life and is reported at acquisition value. An impairment test of goodwill is conducted once every year or more often if there is an indication of a decrease in value.

R. Intangible Assets

- (i) The costs of intangible assets acquired and its subsequent improvements are capitalised. Internally generated software is not capitalized and the expenditure is recognized in the Statement of Profit and Loss in the year in which the expenditure is incurred.

- (ii) Intangible Assets are amortised over their estimated useful life on straight line method. The estimated useful lives of intangible assets are assessed by the internal technical team as detailed below, that are different from the useful lives prescribed under Part C of Schedule II of the Companies Act, 2013:

Nature of Intangible Assets	Estimated useful life
Intangible assets	6 years

- (iii) The intangible assets that are under development phase are carried at cost including related expenses and attributable interest, and are recognised as Intangible assets under development.
- (iv) The residual values, useful lives and methods of amortisation of intangible assets are reviewed at each reporting date and adjusted prospectively, if appropriate.

S. Investment Properties

- (i) An investment in land or buildings both furnished and unfurnished, which are held for earning rentals or capital appreciation or both rather than for use in the production or supply of goods or services or for administrative purposes or sale in the ordinary course of business, are classified as investment properties.
- (ii) Investment properties are stated at cost, net of accumulated depreciation and impairment loss, if any except freehold land which is carried at cost.
- (iii) The company identifies the significant parts of investment properties separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives determined on best estimate basis upon technical advice. The cost of replacement of significant parts are capitalised and the carrying amount of replaced parts are de-recognised. Other expenses including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalisation criteria, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.
- (iv) Depreciation on investment properties are calculated on straight-line method based on useful life of the significant parts as detailed below:

Asset type	Useful life
Buildings under Investment properties	60 years

- (v) Investment properties are eliminated from the financial statements on disposal or when no further benefit is expected from its use. Gains or losses arising from disposal, measured as the difference between the net disposal proceeds and the carrying amount of such investment properties, are recognised in the Statement of Profit and Loss.



Amount receivable towards investment properties that are impaired and derecognized in the financial statements, are recognized in Statement of Profit and Loss, when the recognition criteria are met.

- (vi) The residual values, useful lives and methods of depreciation of investment properties are reviewed periodically included at each reporting date.

T. Operating Segment

The Company has three operating/reportable segments viz. Textiles, Surgicals and wind Power Generation from Wind Mills.

The inter-segment transfers of units of power from windmills are recognized at the applicable tariff rates of the electricity boards for the purpose of segment reporting as per the relevant accounting standard. Operating segment has been identified on the basis of nature of products and reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker.

Costs are allocated to the respective segment based upon the actual incidence of respective cost. Unallocated items include general other income and expenses which are not allocated to any business segment.

U. Financial Instruments

- (i) A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.
- (ii) Financial assets and liabilities are offset and the net amount is presented in the Balance sheet when and only when the Company has a legal right to offset the recognised amounts and intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.
- (iii) The Company initially determines the classification of financial assets and liabilities. After initial recognition, no re-classification is made for financial assets which are categorised as equity instruments at FVTOCI and financial assets / liabilities that are specifically designated as FVTPL. However, other financial assets are re-classifiable when there is a change in the business model of the Company. When the Company reclassifies the financial assets, such reclassifications are done prospectively from the first day of the immediately next reporting period. The Company does not restate any previously recognised gains, losses including impairment gains or losses or interest.

V. Financial Assets

- (i) Financial assets comprise of investments in equity, trade receivables, cash and cash equivalents and other financial assets.

- (ii) Depending on the business model (i.e) nature of transactions for managing those financial assets and its contractual cash flow characteristics, the financial assets are initially measured at fair value and subsequently measured and classified at:
- a) Amortised cost; or
 - b) Fair value through other comprehensive income (FVTOCI); or
 - c) Fair value through profit or loss (FVTPL)

Amortised cost represents carrying amount on initial recognition at fair value plus or minus transaction cost.

- (iii) Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents solely payments of principal and interest thereon, are measured as detailed below depending on the business model:

Classification	Business Model
Amortised cost	The objective of the Company is to hold and collect the contractual cash flows till maturity. In other words, the Company do not intend to sell the instrument before its contractual maturity to realise its fair value changes.
FVTOCI	The objective of the Company is to collect its contractual cash flows and selling financial assets.

- (iv) The Company has accounted for its investments in associates at cost. The Company has exercised an irrevocable option at time of initial recognition to measure the changes in fair value of other equity investments at FVTOCI. Accordingly, the Company classifies its financial assets for measurement as below:

Classification	Name of Financial Assets
Amortised cost	Trade receivables, Loans and advances to employees and related parties, deposits, IPA receivable, interest receivable, unbilled revenue and other advances recoverable in cash or kind.
FVTOCI	Equity investments in companies other than Associates as an option exercised at the time of initial recognition.
FVTPL	Forward exchange contracts.



- (v) Financial assets are derecognised (i.e) removed from the financial statements, when its contractual rights to the cash flows expire or upon transfer of the said assets. The Company also derecognises when it has an obligation to adjust the cash flows arising from the financial asset with third party and either upon transfer of:
- a. significant risk and rewards of the financial asset, or
 - b. control of the financial asset

However, the Company continue to recognise the transferred financial asset and its associated liability to the extent of its continuing involvement, which are measured on the basis of retainment of its rights and obligations of financial asset.

- (vi) Upon derecognition of its financial asset or part thereof, the difference between the carrying amount measured at the date of recognition and the consideration received including any new asset obtained less any new liability assumed shall be recognised in the Statement of Profit and Loss.
- (vii) For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of Financial asset	Impairment testing methodology
Trade receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other Financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

W. Financial Liabilities

- (i) Financial liabilities comprise of Borrowings from Banks, Trade payables, Derivative financial instruments, Financial guarantee obligation and other financial liabilities.
- (ii) The Company measures its financial liabilities as below:

Measurement basis	Name of Financial liabilities
Amortised cost	Borrowings, Trade payables, Interest accrued, Unclaimed / Disputed dividends, Security deposits and other financial liabilities not for trading.
FVTPL	Foreign exchange Forward contracts being derivative contracts do not qualify for hedge accounting under Ind AS 109 and other financial liabilities held for trading.

X. Fair value measurement

- (i) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.
- (ii) The fair value of an asset or a liability is measured using the assumptions that the market participants would use when pricing the asset or liability, assuming that the market participants act in the economic best interest.
- (iii) All assets and liabilities for which fair value is measured are disclosed in the financial statements are categorised within fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement is unobservable.

- (iv) For assets and liabilities that are recognised in the Balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period (i.e) based on the lowest level input that is significant to the fair value measurement as a whole.
- (v) For the purpose of fair value disclosures, the company has determined the classes of assets and liabilities based on the nature, characteristics and risks of the assets or liabilities and the level of the fair value hierarchy as explained above.



(vi) The basis for fair value determination for measurement and / or disclosure purposes is detailed below:

a) **Investments in Equity**

The fair value is determined by reference to their quoted prices at the reporting date. In the absence of the quoted price, the fair value of the equity is measured using valuation techniques.

b) **Trade and other receivables**

The fair value is estimated as the present value of the future cash flows, discounted at the market rate of interest at the reporting date. However, the fair value generally approximates the carrying amount due to the short term nature of such assets.

c) **Investment Properties**

The fair value is determined for disclosure purposes based on an annual evaluation performed by an internal technical team measured using the technique of quoted prices for similar assets in the active markets and further moderated by market corroborated inputs.

7. **Significant Estimates and Judgements**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision or future periods, if the revision affects both current and future years.

Accordingly, the management has applied the following estimates / assumptions / judgements in preparation and presentation of financial statements:

(i) **Revenue Recognition**

Significant management judgment is exercised in determining the transaction price and discounts to customer which is based on market factors namely demand and supply. The company offers credit period to customers and management judgment is exercised in assessing whether a contract contains a significant financing component.

(ii) **Property, Plant and Equipment, Intangible Assets and Investment Properties**

The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by the technical team at each reporting date by taking into account

the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

(iii) Current Taxes

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

(iv) Deferred Tax Asset (Including MAT Credit Entitlement)

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(v) Provisions

The timing of recognition requires application of judgment to existing facts and circumstance that may be subject to change. The litigations and claims to which the company is exposed are assessed by the management and in certain cases with the support of external experts. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability.

(vi) Operating Segment

Management's judgment is exercised to aggregate two or more business segments as single operating segment, based on economic characteristics, products, production process and types of customer, which are similar in nature.

(vii) Contingent Liabilities

Management judgment is exercised for estimating the possible outflow of resources, if any, in respect of contingencies / claims / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(viii) Impairment of Trade receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.



(ix) Impairment of Non-financial assets (PPE/Intangible Assets/Investment Properties)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

(x) Defined Benefit Plans and Other long term benefits

The cost of the defined benefit plan and other long term benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(xi) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(xii) Impairment of Investments in Subsidiary / Associates

Significant management judgement is exercised in determining whether the investment in subsidiary / associates are impaired or not is on the basis of its nature of long term strategic investments and business projections.

(xiii) Interests in other entities

Significant management judgement is exercised in determining the interests in other entities. The management believes that wherever there is a significant influence over certain companies belonging to its group, such companies are treated as Associate companies even though it holds less than 20% of the voting rights. Significant management judgement is exercised whether such associate companies are individually immaterial or not for the purpose of disclosure requirements.



Note No. 8

Property, Plant & Equipment

(₹ in Lakhs)

Particulars	Year	Gross Block				Depreciation				Net Block	
		As at the beginning of the year	Pursuant to amalgamation of SHTL	Additions	Deductions/ Adjustments	As at the end of the year	As at the beginning of the year	For the year (Note No.41)	Deductions/ Adjustments	As at the end of the year	As at the beginning of the year
Land - Freehold	2022-23	2,834.55				2,834.55	-	-	-	2,834.55	2,834.55
	2021-22	2,236.47	591.20	6.88	-	2,834.55	-	-	-	2,834.55	2,236.47
Land- Right of use asset	2022-23	372.93				372.93	3.77	3.77		365.39	369.16
	2021-22	-	-	372.93	-	372.93	-	3.77	-	369.16	-
Buildings	2022-23	6,693.97		3,059.94	0.69	9,753.22	1,934.50	261.64	0.01	2,196.13	4,759.47
	2021-22	6,359.38	403.28	8.72	77.41	6,693.97	1,713.08	221.54	0.12	1,934.50	4,646.30
Buildings - Right of use asset	2022-23	-	-	227.97		227.97	-	6.53		6.53	-
	2021-22	-	-	-	-	-	-	-	-	-	-
Plant and Machinery	2022-23	32,854.57		5,708.75	433.38	38,129.94	17,753.01	3,656.30	277.81	21,131.50	15,101.56
	2021-22	31,417.42	1,046.99	2,480.81	2,090.65	32,854.57	14,960.55	4,124.00	1,331.54	17,753.01	16,456.87
Electrical Machinery	2022-23	2,736.85		664.62	3.35	3,398.12	1,995.50	176.11	2.69	2,168.92	741.35
	2021-22	2,699.53	28.48	27.68	18.84	2,736.85	1,820.18	187.53	12.21	1,995.50	879.35
Furniture & Office Equipments	2022-23	381.91		294.36	0.41	675.86	263.20	65.72	0.25	328.67	118.71
	2021-22	344.81	0.87	36.23	-	381.91	230.27	32.93	-	263.20	114.54
Vehicles	2022-23	331.78		26.25	21.11	336.92	151.04	31.11	19.13	163.02	180.74
	2021-22	268.35	1.14	73.92	11.63	331.78	132.04	27.58	8.58	151.04	136.31
Total	2022-23	46,206.56	-	9,981.89	458.94	55,729.51	22,101.02	4,201.18	299.89	26,002.31	29,727.20
	2021-22	43,325.96	2,071.96	3,007.17	2,198.53	46,206.56	18,856.12	4,597.35	1,352.45	22,101.02	24,469.84

Other Disclosures:

- Borrowings cost have been capitalised for current year - ₹ 222.28 (PY: ₹ NIL).
- All the Fixed Assets has been pledged as security for borrowings.
- During the FY 21-22, the Company has revised its estimate of useful life in respect of certain items of property, plant and equipment. Had the Company used the earlier estimate, the depreciation for the year would have been lower by ₹ 2,981.16 Lakhs (CY : ₹ Nil) with a consequential impact on the carrying value of the property, plant and equipment. In the opinion of the management, the above change in estimate of useful life which was made based on technical evaluation made by registered valuer will result in more reliable and relevant presentation of the above referred items of property, plant and equipment in the financial statements.
- All the title deeds of immovable properties are held in the name of the Company.
- The Company has not revalued its Property, Plant and Equipment and Intangible Assets since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- The company has received a sum of Rs. Nil (PY: Rs. 247.33 Lakhs) as capital subsidy. The subsidy has been directly credited against the carrying value of the respective plant and machinery.

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 9

Capital Work in Progress

As at the beginning of the year	2,497.60	121.51
Add / (Less) : Additions during the year	8,464.89	5,383.26
Add / (Less) : Capitalized during the year	(10,045.47)	(3,007.17)
As at the end of the year	<u>917.02</u>	<u>2,497.60</u>

Additional Disclosures:

- Capital work in progress includes borrowing cost of ₹ Nil (PY: ₹ 26.93 Lakhs), computed at a weighted average interest rate of Nil (PY: 7.75% p.a.) applicable to entity's borrowings outstanding during the year.
- CWIP Ageing Schedule

Particulars	Amount in CWIP for a period of			
	<1 year	1-3 years	>3 years	Total
As at 31-03-2023	917.02	-	-	917.02
As at 31-03-2022	2,497.60	-	-	2,497.60

Particulars	31-03-2023	31-03-2022
Pre-operative expenses incurred during the year		
Employee Benefit Expenses	-	100.71
Stores, Spares and Consumables	-	4.86
Repairs and Maintenance	-	16.07
Insurance	-	0.50
Rent Paid	-	1.85
Legal Charges	-	1.94
Miscellaneous Expenses	-	33.27
Pre-operative expenses included in CWIP as at the end of the year	-	159.20

Note No. 10

Investment Property

Particulars	As at 31-03-2023	As at 31-03-2022
Building		
As at the Beginning of the Year	8.72	8.72
Addition/Sale	-	-
As at the end of the Year	-	8.72
Accumulated depreciation as at the beginning of the year	3.10	2.92
Depreciation for the year	0.19	0.18
Less :		
Accumulated depreciation as at the end of the year	3.29	3.10
Net Block	<u>5.43</u>	<u>5.62</u>
Total Investment Property	<u>5.43</u>	<u>5.62</u>
Fair Value of Investment Property	<u>118.32</u>	<u>118.32</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



Additional Disclosures:

- i) The company owns a flat in Krishna Towers, Adyar, Chennai. The property is used by the company and not letout. Apart from payment of property taxes, water tax and depreciation, the company has not incurred any additional expenditure towards maintenance of the flat.
- ii) The Company measured its Investment Properties at Cost in accordance with Ind AS 40.
- iii) The fair valuation of these investment property are determined by an internal technical team, who are specialists in valuing these types of investment properties by using the technic of quoted prices for similar assets in active markets or recent price of similar properties in less active markets and adjusted to reflect those differences. Since the valuation is done by internal technical team as at 31-03-2023 the fair value of investment property as disclosed above is not based on valuation by a register valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.
- iv) The Company has no restrictions on the disposal of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.
- v) Fair value hierarchy disclosures for investment properties have been provided in Note No. 51.

	(₹ in Lakhs)	
Particulars	31-03-2023	31-03-2022
Note No. 11		
Goodwill		
Goodwill recognised on consolidation	1,951.50	69.12
Goodwill recognised pursuant to Business Combination (Refer Note No. 43)	-	1,882.38
Total	1,951.50	1,951.50

Other Disclosures:

The method of valuation of goodwill has been stated in Note 4Q.

Note No. 12

Intangible Assets

Particulars	Year	Gross Block						Depreciation				Net Block	
		As at the beginning of the year	Pursuant to amalgamation of SHTL	Additions	Additions due to acquisition of subsidiary	Deductions / Adjustments	As at the end of the year	As at the beginning of the year	For the year (Note No.41)	Deductions / Adjustments	As at the end of the year	As at the end of the year	As at the beginning of the year
Intangible Assets	2022-23	27.45	-	63.58	-	-	91.03	25.62	4.38	-	30.00	61.03	1.83
	2021-22	27.14	0.31	-	-	-	27.45	25.32	0.30	-	25.62	1.83	1.82

Other Disclosures:

- (a) Deductions / adjustments represent intangible assets de-recognised from the financial statements since no future economic benefit is expected.
- (b) The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.

Note No. 13

Investment in Associates

(₹ in Lakhs)

Name of the Company	Face Value ₹ per share	As at 31-03-2023 No. of Shares	As at 31-03-2022 No. of Shares	Amount	Amount
Quoted Investment - Fully paid up Equity Shares					
Associates					
The Ramco Cements Limited	1	33,13,175	33,13,175	16,033.37	15,655.52
Ramco Industries Limited	1	1,35,880	1,35,880	228.92	220.98
Rajapalayam Mills Limited	10	1,68,999	1,57,733	1,496.22	1,363.86
Ramco Systems Limited	10	12,739	12,739	76.98	85.36
Total Quoted Investments (A)				17,835.49	17,325.72
Unquoted Investment - Fully paid up Equity Shares					
Associates					
Sri Vishnu Shankar Mill Limited	10	11,200	11,200	80.48	80.59
Total Unquoted Investments (B)				80.48	80.59
Investment in Preference Shares, Non Trade- Unquoted					
Shri Harini Media Limited- 9% Redeemable Preference shares	1	8,40,00,000	8,40,00,000	840.00	840.00
Total Investment in Preference Shares, Non Trade- Unquoted (C)				840.00	840.00
Aggregate Value of Total Investment (A+B+C)				18,755.97	18,246.31
Aggregate Value of:					
Quoted Investments - Cost (A)				17,835.49	17,325.72
Market Value				26,175.70	27,228.78
Unquoted Investments - Cost (B+C)				920.48	920.59
Total Quoted & Unquoted investments (A+B+C)				18,755.97	18,246.31

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



Additional Disclosures:

- 1) The Company has accounted for investments in Subsidiary and Associates at Cost. Refer Note 44 for information on principal place of business / country of incorporation and the Company's ownership interest / percentage of shareholding in the above subsidiaries and associates.
- 2) The carrying amount of Investment in Subsidiary and Associates is tested for impairment in accordance with Ind AS 36. These investments are strategic and long term in nature. Hence considering the long term prospects, no impairment is considered necessary as at the reporting date.
- 3) During the year, the Company had subscribed the rights issue by its associate M/s Rajapalayam Mills Limited CY : 11,266 Shares (PY: 22,533) shares amounting to CY: ₹ 64.10 Lakhs (PY: ₹ 128.21 Lakhs).

Note No. 14

Other Investment (Designated At FVTOCI) (₹ in Lakhs)

Name of the Company	Face Value ₹ per share	As at 31-03-2023 No. of Shares	As at 31-03-2022 No. of Shares	Amount	Amount
Other Non-Current Investments, Non-Trade - Unquoted					
Ramco Industrial and Technology Services Limited	10	26,350	26,350	2.11	5.94
Ramco Windfarms Limited	1	6,16,000	6,16,000	6.16	6.16
Total Investments				8.27	12.10
Total Cost				8.27	12.10

Note:

- 1) Refer to Note No. 51 for information about fair value hierarchy under Disclosure of Fair Value Measurement.

Note No. 15

Other Financial Assets (Non Current)

Particulars	As at 31-03-2023	As at 31-03-2022
Unsecured and Considered Good		
Security Deposits with Electricity Board / Others	613.57	410.68
Application money for securities subscription	148.05	-
Total	761.62	410.68

Additional Disclosures:

- i) During the year, subsequent to the power purchase agreement entered by the company, a sum of ₹ 148.05 lakhs has been paid towards securities subscription to M/s Green Infra Clean Wind Generation Limited for purchase of 14,80,500 shares. The allotment was done on 05th May 2023.

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 16		
Other Non Current - Assets		
Unsecured and Considered Good		
Capital Advance	122.40	1,742.01
Total	122.40	1,742.01

Note No. 17

Inventories

Raw Materials	8,135.84	5,862.81
Work-in-Progress	1,092.73	1,568.42
Finished goods	3,400.71	2,576.15
Stores and Spares	344.04	326.61
Total	12,973.32	10,333.99

Additional Disclosures:

- The total carrying amount of inventories as at reporting date has been pledged as security for Borrowings.
- The mode of valuation of inventories has been stated in the Note No. 6A.

Note No. 18

Trade Receivables

Unsecured and Considered Good	3,811.44	3,611.57
Unsecured and which have significant increase in Credit Risk	-	11.16
Add / (Less) : Allowances for expected Credit Loss	-	(11.16)
Total	3,811.44	3,611.57

Additional Disclosures:

- Trade receivables are non-interest bearing.
- Trade receivables are neither due from directors or other officers of the Company either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- The total carrying amount of trade receivables has been pledged as security for borrowings.
- Refer Note No.52 for information about risk profile of Trade Receivables.
- Additional regulatory information as required under Companies Act, 2013 / Indian Accounting Standards.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



Trade Receivables Ageing Schedule

(₹ in Lakhs)

Particulars	Outstanding for the following periods from the due date of payment as at 31-03-2023						
	Not Due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	> 3 years	Total
(i) Undisputed Trade receivables – considered good	107.52	2,801.19	23.72	879.01			3,811.44
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	107.52	2,801.19	23.72	879.01	-	-	3,811.44

Particulars	Outstanding for the following periods from the due date of payment as at 31-03-2022						
	Not Due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	> 3 years	Total
(i) Undisputed Trade receivables – considered good	1,452.25	1,996.41	3.72	96.93	51.10	-	3,600.41
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	11.16	-	-	-	11.16
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	1,452.25	1,996.41	14.88	96.93	51.10	-	3,611.57

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 19

Cash and Cash Equivalents

Cash on hand	2.42	2.67
Balance with bank- In Current Account	298.55	828.13
In Deposit Account for Margin Money	2.51	17.36
Total	303.48	848.16

Additional Disclosures:

- a) Refer Note No.52 for information about risk profile of cash and cash equivalents under Financial Risk Management.

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 20		
Bank Balance Other than Cash And Cash Equivalents		
Earmarked balances with Banks for Unclaimed Dividend	7.11	7.57
Balances with Banks held as security against Borrowings	-	85.88
Total	7.11	93.45
Note No. 21		
Other Financial Assets (Current)		
Government Grants Receivable	39.28	39.28
Export Incentives Receivable	116.35	137.13
Security Deposit	44.60	11.68
Total	200.23	188.09
Note No. 22		
Other Current Assets		
Unsecured, considered good		
Advance to Suppliers / Others	233.01	2,035.85
Tax Credit and Refund due	1,002.50	310.39
Accrued Income	378.63	373.32
Prepaid Expenses	948.66	182.30
Other Current Assets	26.88	27.23
Total	2,589.68	2,929.09

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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Note No. 23

Equity Share Capital

Authorised

1,00,00,000 Equity Shares of ₹ 10/- each (PY: 1,00,00,000 Equity Shares of ₹ 10/- each)	<u>1,000.00</u>	<u>1,000.00</u>
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Additional Disclosures:

Pursuant to approval of the scheme of amalgamation the authorised share capital of the transferor company (Sri Harini Textiles Ltd.) stands combined with the authorised capital of the transferee company (The Ramaraju Surgical Cotton Mills Ltd.)

Issued, Subscribed and fully paid-up

39,97,900 Equity Shares of ₹ 10/- each (PY: 39,97,900 Equity Shares of ₹ 10/- each)	<u>399.78</u>	<u>399.78</u>
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Additional Disclosures:

Pursuant to the scheme of amalgamation, the equity shareholders of the transferor company where allotted shares of transferee company in the ratio 34 shares of the Company for every 1000 shares of transferor company. (Refer Note 43 - Business Combination).

a. Reconciliation of the number of shares outstanding

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	39,97,900	399.78	39,46,560	394.65
Issued/Bought Back during the year	-	-	-	-
Shares issued pursuant to Business Combination	-	-	51,340	5.13
Number of Shares at the end	39,97,900	399.78	39,97,900	399.78

b. Term / Rights / Restrictions attached to Equity Shares

The company has one class of equity shares having a face value of ₹ 10/- each. Each Shareholder is eligible for one vote per share held. The company declares and pays dividend in Indian Rupees. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



c. List of Shareholders holding more than 5 percent in the Company

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Smt. Nalina Ramalakshmi	15,50,796	38.79	15,50,796	38.79
Shri. N.R.K. Ramkumar Raja & Shri. N.R.K. Ramkumar Raja HUF	2,26,060	5.65	2,26,060	5.65

d. Shareholders holding of Promoters as at 31.03.2023

S. No.	Name of the Promoters	No. of Shares	% of total shares	% Change during the year
1.	Smt. Nalina Ramalakshmi	15,50,796	38.79%	-
2.	Shri. N.R.K. Ramkumar Raja & Shri. N.R.K. Ramkumar Raja HUF	2,26,060	5.65%	-
3.	Smt Saradha Deepa	9,536	0.24%	-
4.	Smt. R. Sudarsanam	10,108	0.25%	-
5.	Shri. P.R.Venketrama Raja	6,080	0.15%	-
6.	M/s Rajapalayam Mills Limited	4,000	0.10%	-
7.	Smt. P.V. Srisandhya	3,400	0.09%	-
8.	M/s Sri Vishnu Shankar Mill Limited	2,200	0.06%	-
9.	Smt. P.V. Nirmala	400	0.01%	-
	Total Promoters Holding	18,12,580	45.34%	-

Shareholders holding of Promoters as at 31-03-2022

S. No.	Name of the Promoters	No. of Shares	% of total shares	% Change during the year
1.	Smt. Nalina Ramalakshmi	15,50,796	38.79%	0.99%
2.	Shri. N.R.K. Ramkumar Raja & Shri. N.R.K. Ramkumar Raja HUF	2,26,060	5.65%	1.24%
3.	Smt Saradha Deepa	9,536	0.24%	-
4.	Smt. R. Sudarsanam	10,108	0.25%	0.02%
5.	Shri. P.R.Venketrama Raja	6,080	0.15%	0.02%
6.	M/s Rajapalayam Mills Limited	4,000	0.10%	-
7.	Smt. P.V. Srisandhya	3,400	0.09%	-
8.	M/s Sri Vishnu Shankar Mill Limited	2,200	0.06%	-
9.	Smt. P.V. Nirmala	400	0.01%	-
	Total Promoters Holding	18,12,580	45.34%	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 24		
Other Equity		
Capital Reserve		
Balance as per last financial statement	<u>17.63</u>	<u>17.63</u>
Additional Disclosures:		
Represents the difference between the shares allotted to the Share Holders of Transferor Company and Net Worth acquired from Transferor Company as per scheme of Amalgamation.		
Capital Reserve on Consolidation		
Balance as per last financial statement	10,486.79	10,337.79
Add : Declassification of Associates pursuant to the scheme of amalgamation	-	149.00
Total	<u>10,486.79</u>	<u>10,486.79</u>
Additional Disclosures:		
Capital Reserve on consolidation represents excess of the Parents' share of the net fair value of the investments in Associates over the cost of the investment which is recognised directly in equity as capital reserve upon transition to Ind AS.		
Securities Premium		
Balance as per last financial statement	743.92	-
Add: Securities premium on Shares issued to the Shareholders of M/s Sri Harini Textiles Limited pursuant to the scheme of amalgamation.	-	743.92
(Refer Note No. 43 - Business Combination)		
Total	<u>743.92</u>	<u>743.92</u>
Additional Disclosures:		
Represents the difference between the face value of shares and the issued price of shares allotted to the Share Holders pursuant to Business Combination.		
General Reserve		
Balance as per last financial statement	15,175.71	15,175.71
Add/(Less): Transfer from Retained Earnings	-	-
Total	<u>15,175.71</u>	<u>15,175.71</u>
Additional Disclosures:		
The general reserve is used from time to time to transfer profits from retained profits. There is no policy of regular transfer.		



Particulars	(₹ in Lakhs)	
	As at 31-03-2023	As at 31-03-2022
Retained Earnings		
Balance as per last financial statement	2,441.61	412.91
Add : Profit for the year	(2,936.73)	2,144.07
Add/(Less):Deferred Tax recognised on revaluation of assets taken over pursuant to Business Combination	-	-
Add/(Less):Transfer from Items of OCI	(34.39)	(78.68)
Add/(Less):Share of OCI from Associates	(3.83)	(3.08)
Sub-Total	(533.34)	2,475.22
Balance available for Appropriations		
Less: Appropriations		
Add/(Less):Dividend distribution to shareholders	(39.47)	(19.73)
Add/(Less): Profit from Foreign Stepdown Subsidiary	0.25	-
Add : Purchase of Non Controlling Interest	-	(13.88)
Total	(572.56)	2,441.61

Additional Disclosures:

Represents that portion of the net income of the Company that has been retained by the Company.

Note: The Board of Directors have recommended the payment of final dividend ₹ 0.50/- per share for the year 2022-23 (PY: ₹ 1/- per share). This proposed dividend is subject to the approval of Shareholders in the ensuing AGM.

FVTOCI Reserve

Balance as per last financial statement	-	5.01
Add/(Less): Profit for the year	(3.83)	-
Add: Other Comprehensive Income for the year	-	(1.71)
Less: Transfer to Retained Earnings	3.83	(3.30)
Total	-	-

Additional Disclosures:

Fair Value through Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income (OCI). The Company has opted to recognise the changes in the fair value of certain investments in equity instruments and remeasurement of defined benefit obligations in OCI. The Company transfers amounts from this reserve to Retained Earnings in case of actuarial loss / gain and in case of fair value recognition of equity instrument, the same will be transferred when the respective equity instruments are derecognised.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Share of OCI of Associates		
Balance as per last financial statement	-	-
Add: Other Comprehensive Income for the year	0.24	(3.08)
Less: Transfer to Retained Earnings	(0.24)	3.08
Total	-	-
Foreign Currency Translation Reserve		
Balance as per last financial statement	-	-
Add: Other Comprehensive Income for the year	3.53	-
Less: Transfer to Retained Earnings	-	-
Total	3.53	-
Total Other Equity	25,855.02	28,865.66

Note No. 25

Non-Controlling Interest

Balance as per last financial statement	521.36	777.62
Add/(Less): Share of capital in subsidiary	-	(227.50)
Add/(Less): Share of Profit / (Loss) in subsidiary	11.33	(28.76)
Add/(Less): Share of capital in subsidiary	3.27	-
Total	535.96	521.36

Note No. 26

Non-Current Borrowings

Secured

Term Loan from Banks	7,450.23	5,246.69
Working Capital Term Loan from Banks	11,185.30	4,084.28

Unsecured

Working Capital Term Loan from Banks	2,650.99	3,859.42
Loans and Advances from Related Parties	950.00	950.00
Total	22,236.52	14,140.39

Additional Disclosures

a) Term Loans from Banks - Secured

Existing Term Loans from Karur Vysya bank and Indian Bank are secured by Pari-passu 1st charge on the fixed assets of the Company and pari-passu second charge on current assets of the Company carry interest rate linked to MCLR which stood at 8.75% p.a and 8.30% p.a respectively as at the reporting date.

Additional Term Loans in FY 2022-23 from Indian bank and ICICI Bank are secured by Pari-passu 1st charge on moveable assets of the Company and pari-passu second charge on current assets of the Company carry interest rate linked to MCLR which stood at 7.75% p.a and 8.50% p.a respectively as at the reporting date.

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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b) Working Capital Term Loans from Banks - Secured

Existing Working Capital Term Loans from

A. Canara Bank is secured by pari-passu 1st charge on Current assets Company

B. ECLGS from RBL Bank Ltd is secured by pari-passu 1st charge on the moveable assets of the Company and pari-passu second charge on current assets of the Company

C. Karur Vysya Bank is secured by pari-passu 1st charge on the fixed assets of the Company and pari-passu second charge on current assets of the Company carry interest rate linked to MCLR which stood at 8.60% p.a, 9.05% p.a and 8.75% p.a respectively as at the reporting date.

Additional Working Capital Term Loans in FY 2022-23 from IDBI Bank and Karur Vysya Bank are secured by pari-passu 1st charge on moveable assets of the Company and pari-passu second charge on current assets of the Company carry interest rate linked to MCLR which stood at 8.20% p.a and 8.75% p.a respectively as at the reporting date.

c) Unsecured Working Capital Term Loan

Unsecured Working Capital Term Loan under Emergency Credit Line Guarantee (ECLGS) from Federal Bank is availed as unsecured and covered under 100% Government Guarantee carry interest rate linked to Repo Rate which stood at 9.25% p.a as at the reporting date.

d) Unsecured Working Capital Term Loan of ₹ 950.00 Lakhs from related parties i.e Rajapalayam Mills Ltd carry interest at 9.25% p.a as at the reporting date.

The Company has used the borrowings from banks and financial institutions form the specific purpose for which it was taken as at the reporting date.

Registration, Modification and Satisfaction of charges relating to the year under review had been filed with the ROC, within the prescribed time or within the extended time requiring the payment of additional fees.

e) Refer Note No.52 for information about risk profile of borrowings under Financial Risk Management.

f) The interest rates are reset on overnight / monthly / yearly basis. The term loans are repayable in equal monthly / quarterly / half yearly instalments at various dates and the year wise repayment is as follows:

Repayment Due	Amount	Amount
2023-24	-	4,396.57
2024-25	6,111.25	4,433.22
2025-26	4,943.37	2,548.34
2026-27	5,692.99	1,625.13
2027-28	3,641.06	151.51
2028-29	513.85	168.07
Above 2029	1,334.00	817.55
Total	22,236.52	14,140.39

Note No. 27

Provisions

Provision for Employee benefits	88.97	80.48
Total	88.97	80.48

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

Note No. 28

Deferred Tax (Asset) / Liability (Net)

(₹ in Lakhs)

Particulars	As on 01-04-2022	Credit Utilized/ Reversed	Recognition in P&L Account	As on 31-03-2023
Tax impact on difference between book base and tax base of assets	3,078.68		(131.33)	2,947.35
Tax impact on Leases	-	-	-	-
Tax effect on unabsorbed depreciation and business losses under Income Tax Act, 1961	(379.21)		(792.88)	(1,172.09)
Tax effect on Provision for Bonus and Leave Encashment	(105.37)		15.47	(89.90)
Unused tax credits (ie. MAT Credit Entitlement)	(2,663.23)	507.50	-	(2,155.73)
Others	(10.17)		(6.65)	(16.82)
Total	(79.30)	507.50	(915.39)	(487.19)

Particulars	As on 01-04-2021	Pursuant to Business Combination	Credit Utilized/ Reversed	Recognition in P&L Account	As on 31-03-2022
Tax impact on difference between book base and tax base of assets (including deferred tax on assets and liabilities taken over pursuant to scheme of business combination)	3,719.99	-		(641.31)	3,078.68
Tax effect on unabsorbed depreciation and business losses under Income Tax Act, 1961	(644.10)	(366.11)		631.00	(379.21)
Tax effect on Provision for Bonus and Leave Encashment	(71.83)	-		(33.54)	(105.37)
Unused tax credits (ie. MAT Credit Entitlement)	(2,653.66)	144.63		(154.20)	(2,663.23)
Others	-	-		(10.17)	(10.17)
Total	350.40	(221.48)	-	(208.22)	(79.30)

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Reconciliation of Deferred Tax (Asset) / Liabilities (Net)		
Balance at the beginning of the year	(79.30)	350.40
Deferred Tax recognized pursuant to business combination	-	(221.48)
Deferred Tax Expense during the year recognised in the Statement of Profit and Loss	(915.39)	(54.02)
MAT Credit Utilized/(recognized) during the year	507.50	(154.20)
Balance at the end of the year	(487.19)	(79.30)
Components of Tax Expenses		
Profit and Loss Section		
Current Tax	-	134.75
Current Income Tax Charge	-	-
Current Tax adjustments of earlier years	(5.83)	-
Deferred Tax		
Relating to the temporary difference	(915.39)	(54.02)
MAT Credit Recognition	507.50	(154.20)
Deferred Tax adjustments of earlier years		
Other Comprehensive Income Section		
Charged in Other Comprehensive Income	-	-
Total Tax Expenses recognized in the Statement of Profit or Loss account	(413.72)	(73.47)
Reconciliation of the Income tax provision to the amount computed by applying the statutory Income tax rate to the Income before taxes is summarized as below:		
Accounting Profit before tax (including OCI)	Nil	794.39
Corporate Tax Rate%	29.12%	29.12%
Computed Tax Expense	Nil	Nil
Increase/(Reduction) in taxes on account of :		
Tax adjustments of earlier years		
Non-deductible expenses		
Income exempt / eligible for deduction under chapter VI-A		
MAT Credit Recognition / Utilization		
Additional allowances / deductions for tax purposes		
(A)	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Income Tax under MAT		
Accounting Profit before tax (including OCI)	Nil	794.39
Corporate Tax Rate %	16.69%	16.69%
Computed Tax Expense	NIL	132.58
Increase/(Reduction) in taxes on account of :		
Tax adjustments of earlier years		
Non-deductible expenses	-	2.17
Income exempt / eligible for deduction under chapter VI-A		
Additional allowances / deductions for tax purposes	-	-
(B)	-	134.75
Tax Expenses recognised in the Statement of Profit and Loss		
Higher of A & B Above	-	134.75

Additional Disclosures:

- i) A new Section 115BAA in the Income Tax Act, 1961, vide the Taxation Laws (Amendment) Ordinance 2019, is introduced providing domestic companies a non-reversible option to pay corporate tax at reduced rates effective 01-04-2019 subject to certain conditions. Since new tax regime are not beneficial in view of various deductions, exemptions and MAT Credit Entitlement available under existing tax regime, the Company has not adopted new tax rates for the year and continue to adopt tax rates under existing tax regime. Accordingly, the Company has recognised deferred tax at the existing rates.

Note No. 29

Deferred Government Grants

Deferred Government Grants	15.96	17.41
Total	15.96	17.41

Additional Disclosures:

- (i) Industrial Promotion Assistance (IPA) provided by Department of Industries, Government of Andhra Pradesh towards creation of infrastructure facilities is recognised as 'Grant Income' over the useful life of the underlying PPE.

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 30		
Current Borrowings		
Secured		
Loan from Banks	12,103.39	11,816.54
Current Maturities of Long Term Borrowings	3,340.25	3,333.90
	15,443.64	15,150.44
Unsecured and Considered Good		
Loan / Repayable on Demand from Banks	2,485.67	1,999.99
Current Maturities of Long Term Borrowings	1,259.38	1,168.58
Loans and Advances from Related Parties [Refer to Note No. 48(b)(i)]	848.33	113.28
	4,593.38	3,281.85
Total	20,037.02	18,432.29

Additional Disclosures:

- Loan Repayable on Demand from Banks are secured by pari-passu first charge on the current assets of the Company and pari-passu second charge on the fixed assets of the Company.
- Loan from Banks and Loan repayable on demand carry interest rate for cash credit from 8.45% to 9.25%, Short term borrowings from 6.15% to 7.70%.
- The quarterly returns or statements filed by the Company with the banks or financial institutions are in agreement with the books of accounts.
- The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken as at the reporting date.
- Refer Note No.52 for information about risk profile of borrowings under Financial Risk Management.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
Note No. 31		
Trade Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	316.22	92.18
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,137.87	1,666.64
Total	1,454.09	1,758.82

Additional Disclosures:

a) Disclosures as required under Micro, Small and Medium Enterprises Development Act, 2006

The categorization of supplier as MSME registered under The Micro, Small and Medium Enterprises Development Act, 2006, has been determined based on the information available with the company as at the reporting date. The disclosures as per the requirement of the Act are furnished as below:

a. (i) The principal amount remaining unpaid to any supplier at the end of the financial year included in Trade payables	316.22	92.18
(ii) The interest due on the above	-	-
b. The amount of interest paid by the buyer in terms of section 16 of the Act	-	-
c. The amount of the payment made to the supplier beyond the appointed day during the financial year	-	-
d. The amount of interest accrued and remaining unpaid at the end of financial year	-	-
e. The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under this Act	-	-

b) Trade Payables ageing schedule

As at 31-03-2023

Particulars		Outstanding for the following periods from the due date of payment as at 31-03-2023					Total
		Not Due	< 1 Year	1 - 2 years	2 - 3 years	> 3 years	
(i)	MSME	316.22	-	-	-	-	316.22
(ii)	Others	797.89	333.29	1.15	1.33	4.21	1,137.87
(iii)	Disputed dues - MSME	-	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-	-
(v)	Unbilled dues	-	-	-	-	-	-
Total		1,114.11	333.29	1.15	1.33	4.21	1,454.09

(₹ in Lakhs)

Particulars	As at 31-03-2023	As at 31-03-2022
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As at 31-03-2022

Particulars	Outstanding for the following periods from the due date of payment as at 31-03-2022					
	Not Due	< 1 Year	1 - 2 years	2 - 3 years	> 3 years	Total
(i) MSME	92.18	-	-	-	-	92.18
(ii) Others	882.73	765.70	1.40	16.81	-	1,666.64
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-	-
Total	974.91	765.70	1.40	16.81	-	1,758.82

c) Refer to Note No 52 information about risk profile of Trade Payables under Financial Risk Management and Ageing schedule.

Note No. 32

Other Financial Liabilities

Unclaimed Dividends	7.11	7.57
Ramaraju Memorial Fund	462.62	463.97
Liabilities for Other Finance	466.24	357.98
Derivatives Designated as Hedges - Foreign Exchange Forward Contract	27.16	33.26
Total	963.13	862.78

Additional Disclosures:

a) Unclaimed Dividends represent amount not due for transfer to IEPF.

Note No. 33

Other Current Liabilities

Other Current Payables	772.48	567.24
Statutory Liabilities / Lease Rent Payable	-	-
Current Payable - Capital Goods	-	1,111.21
Total	772.48	1,678.45

Note No. 34

Provisions (Short Term)

Provision for Compensated Absences (Refer Note No.46)	384.49	449.85
Provision for Taxation of earlier years	6.55	89.50
Total	391.04	539.35

Additional Disclosures:

a) The Company provides for expenses towards compensated absences provided to its employees. The expense is recognized at the present value of the amount payable determined based on an independent external actuarial valuation as at the Balance Sheet date, using Projected Unit Credit method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Note No. 35		
Revenue From Operations		
Sale of Products		
Textiles	34,121.35	38,469.03
Surgical Dressings	5,517.78	3,976.80
Waste Sales	752.56	532.18
	40,391.69	42,978.01
Other operating Revenues		
Export Incentive	204.50	166.53
Job Work Charges Received	114.81	69.23
	319.31	235.76
Total	40,711.00	43,213.77
Additional Disclosures:		
a) The Company's Revenue from sale of products is recognised upon transfer of control of such products to the customer at a point in time.		
b) Disaggregation of Income		
Gross Revenue	42,991.70	45,417.26
Less : Discounts	(326.92)	(203.48)
Less : GST	(1,953.78)	(2,000.01)
Net Revenue	40,711.00	43,213.77
Note No. 36		
Other Income		
Interest Receipt	223.32	172.34
Rent Receipts	0.12	0.12
Profit on Sale of Fixed Assets	36.72	-
Government Grants	1.45	1.45
Miscellaneous Income	6.60	13.58
Total	268.21	187.49
Note No. 37		
Cost of Materials Consumed		
Cost of Materials Consumed	24,502.71	25,515.59
Total	24,502.71	25,515.59

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Note No. 38		
Changes in Inventories of Finished Goods And Work-In-Progress		
Opening stock		
Finished Goods	2,576.15	2,110.40
Process Stock	1,568.42	1,063.30
	4,144.57	3,173.70
Closing Stock		
Finished Goods	3,400.71	2,576.15
Process Stock	1,092.73	1,568.42
	4,493.44	4,144.57
Net (Increase) / Decrease in Stock	(348.87)	(970.87)

Note No. 39

Employee Benefit Expenses

For Employees other than Directors

Salaries, Wages and Bonus	3,957.31	3,280.82
Contribution to Provident and Other Funds	390.74	303.04
Staff and Labour Welfare & Training Expenses	321.00	204.45
	4,669.05	3,788.31

For Directors

Managing Directors Remuneration	240.00	240.00
Contribution to Provident and Other Funds (MD)	12.42	12.42
Sitting Fees (MD)	3.95	2.70
	256.37	255.12
Total	4,925.42	4,043.43

Additional Disclosures:

- (a) Amount recognised in Other Comprehensive Income represent remeasurement losses on defined benefit obligations i.e Gratuity fund, recognised in OCI.
- (b) Refer Note No.46 for disclosures pertaining to defined contribution plan and defined benefit obligations under Ind AS 19.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Note No. 40		
Finance Cost		
Interest on Debts and Borrowings	2,775.88	1,860.03
Exchange differences on Foreign Currency Borrowings regarded as on adjustment to Borrowing Cost	382.77	217.23
Interest Expenses on shortfall in payment of Advance Tax	-	-
Total	3,158.65	2,077.26

Additional Disclosures:

- (a) Interest on Debt & Borrowings represent interest calculated using the effective interest rate method.
- (b) Refer Note No.49 for information about Interest rate risk exposure under Financial Risk Management.
- (c) The above Finance Costs is net of transfer to Capital Work in Progress portion of ₹ 26.93 Lakhs (PY: Nil) attributable to the qualifying assets.

Note No. 41

Depreciation and Amortization Expenses

Depreciation of Plant, Property and Equipment (Refer Note No.8)	4,201.18	4,597.35
Amortization of Intangible assets (Refer Note No.12)	4.38	0.30
Depreciation on Investment Properties (Refer Note No.10)	0.19	0.18
Total	4,205.75	4,597.83

Additional Disclosures:

- (a) Depreciation adjustments comprise of additional ₹ 2,981.16 Lakhs in current year. This is on account of technical evaluation of plant and machinery and electrical machineries installed in the factory premises.
- (b) The estimation of useful life of Property, Plant and Equipment has been provided under Note No. 4E.

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Note No. 42		
Other Expenses		
Manufacturing Expenses		
Power and Fuel	2,878.46	2,727.77
Production Consumables	412.16	367.40
Packing Materials Consumption	610.79	600.55
Job work Charges Paid	212.01	150.10
Repairs to Buildings	64.00	73.82
Repairs to Plant and Machinery	611.24	706.93
Repairs - General	655.79	576.80
	5,444.45	5,203.37
Establishment Expenses		
Rates and Taxes	111.26	99.37
Postage and Telephone	29.68	12.30
Printing and Stationery	16.74	17.50
Travelling Expenses	128.80	11.97
Vehicle Maintenance	106.82	103.83
Insurance	164.25	161.59
Directors Sitting Fees	15.20	18.25
Rent	30.94	8.96
Audit Fees and Legal Expenses	87.55	40.94
Corporate Social Responsibility Expenses	26.78	36.56
Advertisement	36.50	16.65
Bank Charges	53.08	45.31
Covid-19 Welfare Expenses	-	2.52
Loss on Sale of Assets	-	252.77
Miscellaneous Expenses	103.21	46.96
	910.81	875.48

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022
Selling Expenses		
Bad Debts and Impairment Allowances for Trade Receivables	54.12	22.19
Sales Commission	318.70	294.43
Export Expenses	315.90	289.48
Other Selling Expenses	266.69	179.32
	<u>955.41</u>	<u>785.42</u>
Total	<u>7,310.67</u>	<u>6,864.27</u>

Additional Disclosures:

(a) The details of CSR Expenditure are furnished in Note 55(g).

(b) Audit Fees & Expenses

Statutory Auditors

Statutory Audit	3.00	1.60
Other Certification work	3.08	1.11
Tax Audit	1.00	0.50
Total	<u>7.08</u>	<u>3.21</u>

Note No. 43

Business Combination

Further to the filing of the Scheme of Amalgamation of Sri Harini Textiles Limited (SHTL) with the Company, the NCLT vide its order dated 13th July, 2022, directed to hold the meetings of shareholders of the Transferor and Transferee Companies and the meetings of secured creditors and unsecured creditors of the Transferee Company. The requirement to hold the meeting of creditors of the Transferor Company was dispensed.

The meetings were held on 08th September, 2022 as directed. The Outcome of the said meetings with the scrutinizer report was submitted with stock Exchange on 09th September, 2022. The Order was pronounced on 31st May, 2023. The Certified Copy of NCLT Order and the Scheme of Amalgamation was filed with Registrar of Companies on 25th June, 2023.

Upon coming into effect of the Scheme, the undertaking of SHTL stands transferred to and vested in the Company with effect from the Appointed Date of 1st April, 2021.

The merger has been accounted as per the acquisition method based on IndAS 103 Business Combinations.

Ind AS 103 on Business Combinations:

The Assets and Liabilities in the books of account of SHTL as on 1st April, 2021, the appointed date, (after eliminating the intercompany balances) is included in the financial statements of the Company.

All equity shares of SHTL held by the Company were cancelled without any further application, act or deed.

The investment held by the Company in SHTL aggregating to ₹ 149.00 Lakhs has been extinguished and the reserves and surplus of SHTL aggregating to ₹ 599.29 Lakhs as on the appointed date is added on line by line basis with the respective reserves of the Company.

All identified assets acquired, and liabilities assumed on the date of merger were recorded at their fair value. This amalgamation did not involve any cash outflow (except for the transaction costs which was expensed out).

(A) Purchase consideration transferred:

As per the scheme, the Company issued its shares in favour of existing shareholders of SHTL such that 34 of Company's shares were allotted for every share of 1000 shares of SHTL.

(B) Details of assets acquired, and liabilities assumed:

Particulars	SHTL ₹ in Lakhs
ASSETS	
Non-Current Assets	
Property, Plant and Equipments	1,575.30
Intangible Assets	0.31
Other Financial Assets	64.41
Deferred Tax Assets	366.11
Total Non-Current Assets	(A) 2,006.13

DISCLOSURE FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
(SUBSEQUENT TO THE SCHEME OF AMALGAMATION OF SRI HARINI TEXTILES LIMITED)



**THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED**

Particulars		SHTL ₹ in Lakhs
Current Assets		
Inventories		878.71
Financial Assets		
Trade Receivable		349.39
Cash and Cash Equivalents		3.00
Other Financial Assets		44.48
Other Current Assets		396.40
Total Current Assets	(B)	1,671.98
TOTAL ASSETS	(A+B)	3,678.11
EQUITY & LIABILITIES		
EQUITY		
Equity Share Capital		300.00
Other Equity		(1,781.00)
Total Equity	(C)	(1,481.00)
LIABILITIES		
Non-Current Liabilities		
Financial Liabilities		
Borrowings		950.00
Provisions		0.08
Deferred Government Grants/Income		18.86
Total Non-Current Liabilities	(D)	968.94
Current Liabilities		
Financial Liabilities		
Borrowings		1,017.34
Trade payables		
i) Total Outstanding dues of creditors other than micro enterprises and small enterprises		217.66
Other Financial Liabilities		2,932.81
Provisions		22.36
Total Current Liabilities	(E)	4,190.17
TOTAL EQUITY AND LIABILITIES	(C+D+E)	3,678.11

Computation of Goodwill

(₹ In Lakhs)

Total Assets of SHTL		3,678.11
Add : Fair Valuation of Asset and Liabilities of SHTL		496.67
Total Gross Value of Assets of SHTL	(A)	4,174.78
Less : Current and Non Current Liabilities of SHTL	(B)	5,159.11
Net Assets of SHTL	C = A-B	(984.33)
Consideration Paid by way of issue of shares in the ratio of 34:1000	D	749.05
Add : Investment already held by RSCM in SHTL	E	149.00
Excess of Consideration paid over net assets taken over (Goodwill)	F = D+E-C	1,882.38

Reconciliation of Equity shares issued pursuant to Business Combination

Total Shares of Sri Harini Textiles Limited (SHTL)	30,00,000
Less : Shares held by the Company (RSCM)	14,90,000
Total shares held by outside shareholders	15,10,000
Swap Ratio	34 shares of RSCM for every 1000 shares of SHTL
Net shares issued pursuant to business combination	51,340
Value per share as per the approved scheme	
RSCM	₹ 1459/-
SHTL	₹ 49/-
Value of 51,340 shares issued pursuant to business combination	
Equity (51,340 shares of ₹ 10/- each)	₹ 5,13,400/-
Securities Premium (51,340 shares of ₹ 1449/- each)	₹ 7,43,91,660/-

(C) Comparable period

The results for the year ended 31st March, 2021 does not include the impact of the acquisitions of SHTL since the effective date of amalgamation being 01st April, 2021 and accordingly are not comparable with previous year to that extent.

As at
31-03-2023 As at
31-03-2022

Note No. 44

Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)

NIL

NIL



(₹ In Lakhs)

As at 31-03-2023 As at 31-03-2022

Note No. 45

Contingent Liabilities

Guarantees given by the bankers on behalf of company	142.52	100.40
Demands / Claims not acknowledged as Debts in respect of matters in appeals relating to – TNVAT	NIL	8.45
i. In respect of Electricity matters, Appeals / Writ petition are pending with TNERC / APTEL / High Court for various matters for which no provision has been made in the books of accounts to the extent of ₹ 159.49 Lakhs (PY: ₹ 159.49 Lakhs). In view of the various case laws decided in favour of the Company and in the opinion of the management, there may not be any tax liability on this matter.		

Note No. 46

As per Ind AS 19, the disclosures pertaining to “Employee Benefits” are given below:

Defined Contribution Plan:

Employer’s Contribution to Provident Fund	243.99	206.68
Employer’s Contribution to Superannuation Trust Fund	20.83	18.99

Defined Benefit Plan – Gratuity

The Gratuity payable to employees is based on the employee’s service and last drawn salary at the time of leaving the services of the Company and is in accordance with the rules of the Company read with Payment of Gratuity Act 1972. This is a defined benefit plan in nature. The Company makes annual contributions to “The Ramaraju Surgical Cotton Mills Limited Employees Gratuity Fund” administered by the Trustees and managed by LIC of India, based on the Actuarial Valuation by an Independent external actuary as at the Balance Sheet date using Projected Unit Credit method. The Company has the exposure of actuarial risk such as adverse salary growth, change in demography experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

Details of the post retirement gratuity plan (Funded) are as follows:

Movements in the present value of define benefit obligation:

Opening defined Benefit Obligation	629.18	543.80
Current Service Cost	50.53	45.41
Past Service Cost	NIL	NIL
Interest Cost	44.28	35.28
Actuarial (Gain) / Loss	30.21	80.03
Benefits paid	(-)55.03	(-)75.34
Closing Defined Benefit obligation	699.17	629.18

(₹ In Lakhs)

As at
31-03-2023

As at
31-03-2022

Movement in the present value of plan assets:

Opening Fair Value of Plan Assets	631.67	609.09
Expected Return on Plan Assets	48.87	41.84
Actuarial Gain / (Loss)	(-)4.43	(-)1.95
Employer Contribution	119.74	58.03
Benefits Paid	(-)55.03	(-)75.34
Closing Fair Value of Plan Assets	740.82	631.67

The amount included in the Statement of Financial position arising from the entity's obligation in respect of its defined benefit plans:

Present value of obligation	699.19	629.18
Fair value of plan assets	740.82	631.67
Present value of Funded defined obligation	(-) 41.65	(-) 2.49

Cost of defined benefit plan:

Current Service Cost	50.53	45.41
Interest Cost	(-) 4.59	(-) 6.57
Past Service Cost	NIL	NIL
Net Cost Recognized statement in the Income Statement	45.94	38.84
Expected return on plan assets (To the extent it does not represent an adjustment to Interest Cost)	4.43	1.95
Actuarial (Gain) / Loss	30.24	80.03
Net Cost recognized in the Other Comprehensive Income	34.67	81.98

Major Categories of Plan Assets:

GOI Securities	NIL	NIL
Funds with LIC	737.20	628.57
Others	3.63	3.10
Total	740.83	631.67

Actuarial Assumptions:

Discount rate P.A.	7.22%	7.36%
Rate of escalation in salary P.A.	5.00%	5.00%
Attrition rate	0.50%	0.50%



(₹ In Lakhs)

As at **As at**
31-03-2023 **31-03-2022**

Estimate of Expected Benefit payments:

Year 1	20.03	20.96
Year 2	78.29	35.36
Year 3	63.41	36.20
Year 4	74.11	48.27
Year 5	72.23	44.69
Next 5 Years	299.26	285.89

Quantitative Sensitivity Analysis for Significant Assumptions:

0.50% Increase in Discount Rate	55.43	47.52
0.50% Decrease in Discount Rate	62.73	53.84
0.50% Increase in Salary Growth Rate	62.81	53.92
0.50% Decrease in Salary Growth Rate	55.32	47.43

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. When calculating the sensitivity of the defined benefit obligation as significant actuarial assumptions source material (Projected unit credit method) has been applied as when calculating the defined benefit obligation recognised with in the Balance Sheet.

Details of Leave encashment plan (Unfunded) are as follows:

Movement in the present value of defined benefit Obligation:

Opening defined Benefit Obligation	88.38	74.99
Current Service Cost	17.54	15.33
Interest Cost	5.78	4.60
Actuarial (Gain) / Loss	3.45	5.28
Benefits paid	(-) 19.64	(-) 11.83
Closing defined Benefit obligation	95.51	88.38

Movement in the present value of plan assets:

Opening fair value of plan assets	NIL	NIL
Expected return on plan assets	NIL	NIL
Actuarial Gain / (Loss)	NIL	NIL
Employer Contribution	11.83	11.83
Benefits paid	(-) 11.83	(-) 11.83
Closing fair value of plan assets	NIL	NIL

Actual Return of plan assets:

(₹ In Lakhs)

	As at 31-03-2023	As at 31-03-2022
Expected return of plan assets	NIL	NIL
Actuarial Gain / (Loss) on plan assets	NIL	NIL
Actual return on plan assets	NIL	NIL

The amount included in the Statement of Financial position arising from the entity's obligation in respect of its define benefit plans:

Fair value of plan assets	NIL	NIL
Present value of obligation	95.51	88.37
Present value of Funded define obligation	95.51	88.37

Cost of defined benefit Plan:

Current Service Cost	17.54	15.33
Interest Cost	5.78	4.61
Actuarial (Gain) / Loss	3.45	5.28
Net Cost recognized in the Income Statement	26.77	25.22

Major Categories of Plan Assets:

GOI Securities	NIL	NIL
Funds with LIC	NIL	NIL
Bank balance	NIL	NIL
Total	NIL	NIL

Actuarial Assumptions:

Discount rate p.a	7.22%	7.36%
Rate of escalation in salary p.a	5.00%	5.00%
Attrition rate	0.50%	0.50%

Estimate of Expected Benefit payments

Year 1	2.26	3.61
Year 2	9.90	10.99
Year 3	3.06	7.16
Year 4	9.18	3.60
Year 5	14.21	8.67
Next 5 Years	31.19	40.89

Quantitative Sensitivity Analysis for Significant Assumptions



(₹ In Lakhs)

	As at 31-03-2023	As at 31-03-2022
0.50% Increase in Discount Rate	28.47	16.64
0.50% Decrease in Discount Rate	31.89	18.52
0.50% Increase in Salary Growth Rate	31.93	18.55
0.50% Decrease in Salary Growth Rate	28.41	16.61

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. When calculating the sensitivity of the defined benefit obligation as significant actuarial assumptions the same method (Projected unit credit method) has been applied as when calculating the defined benefit obligation recognised with in the Balance Sheet.

Note No. 47

Disclosure Of Interests In Associates Under Equity Method

Name of the Company	Location	Principal activities of Business
<u>Material Associates</u>		
M/s. The Ramco Cements Limited	India	Manufacture of Building materials
M/s. Rajapalayam Mills Limited	India	Manufacturer of Cotton yarn
<u>Immaterial Associates</u>		
M/s. Ramco Industries Limited	India	Manufacture of Building materials
M/s. Ramco Systems Limited	India	Software development
M/s. Sri Vishnu Shankar Mill Limited	India	Manufacturer of Cotton yarn
M/s. Shri Harini Media Limited	India	Publications

Name of the Company	% of Shareholding as at	
	31-03-2023	31-03-2022
M/s. The Ramco Cements Limited	1.40	1.40
M/s. Ramco Industries Limited	0.16	0.16
M/s. Ramco Systems Limited	0.04	0.04
M/s. Rajapalayam Mills Limited	1.83	1.83
M/s. Sri Vishnu Shankar Mill Limited	0.75	0.75
M/s. Shri Harini Media Limited	2.65	2.65

(₹ In Lakhs)

Summarised financial information for Associates:

The summarized consolidated financial statements of the material associates are as below:

Balance Sheet	Non-current Assets	Investment in Associates	Current Assets	Non-current Liabilities	Current Liabilities	Total Equity
As at 31-03-2023						
The Ramco Cements Limited	12,70,787.00	24,438.00	1,88,687.00	4,63,859.00	3,08,809.00	6,86,806.00
Rajapalayam Mills Limited	1,02,880.02	1,85,747.37	58,544.84	53,480.38	69,520.33	2,24,171.52
As at 31-03-2022						
The Ramco Cements Limited	11,18,187.00	26,929.00	1,70,737.00	3,75,048.00	2,78,269.00	6,62,536.00
Rajapalayam Mills Limited	77,245.00	1,81,709.00	40,771.00	36,085.00	51,086.00	2,12,554.00

Profit and Loss	The Ramco Cements Limited		Rajapalayam Mills Limited	
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
Total Revenue	8,19,019.00	6,03,169.00	87,169.00	70,526.09
Profit before tax	47,198.00	80,344.00	3,765.50	5,721.00
Tax expenses	12,999.00	(8,941.00)	590.04	3,837.00
Profit after Tax	34,199.00	89,285.00	3,175.46	1,883.65
Share of profit in Associates	(2,724.00)	(1,090.00)	5,012.90	14,774.07
Other Comprehensive Income	(109.00)	(261.00)	(23.31)	16.36
Share of OCI of Associate	-	-	88.18	(45.47)
Total Comprehensive Income	31,366.00	87,934.00	8,253.23	16,628.61

Fair Value of Investments

Name of the material Associates	31-03-2023	31-03-2022
The Ramco Cements Limited	16,033.37	15,655.52
Rajapalayam Mills Limited	1,496.22	1,363.86

Share of contingent Liabilities in respect of associates

Name of the material Associates	31-03-2023	31-03-2022
The Ramco Cements Limited	1,444.06	1,380.53
Rajapalayam Mills Limited	8.68	10.11

(₹ In Lakhs)

Reconciliation to the carrying amount of investment in associates as on 31-03-2023 and 31-03-2022:

Profit and Loss	The Ramco Cements Limited		Rajapalayam Mills Limited	
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
Entity's TCI	31,366.00	87,934.00	8,253.23	16,628.61
Entity's Adjusted TCI	31,366.00	87,934.00	8,253.23	16,628.61
Effective shareholding %	1.40	1.40	1.83	1.83
Associates share of profit / OCI	478.76	1,208.20	69.90	31.84
Amount recognized in P & L	478.76	1,208.20	69.90	31.84
Reconciliation				
Opening Carrying amount	15,655.52	14,447.32	1,363.86	1,204.60
Add: Associate's share of Profit & OCI	477.24	1,208.20	69.83	31.84
Less: Dividend received	99.39	-	1.57	0.79
De-recognition of Associates	-	-	-	-
Add: Subscription to Rights Issue	-	-	64.10	128.21
Net Carrying amount	16,033.37	15,655.52	1,496.22	1,363.86

Notes:

- 1) Adjusted TCI represents total comprehensive income of the entity after eliminating effects of reciprocal interests and unrealized profits.
- 2) Effective shareholdings represent the aggregate of direct holding and indirect holding through fellow associates.

The Group's aggregate share of profit and other comprehensive income in its individually immaterial associates are furnished below:

Aggregate amounts of Group's share of:	31-03-2023	31-03-2022
Profit after Tax	(0.94)	30.32
Other Comprehensive Income	1.84	(0.30)
Total Comprehensive Income	0.90	30.02

Note No. 48

Related Party Transactions

Information on names of Related parties and nature of Relationship as required by Ind AS 24 on Related party disclosures for the year ended 31st March 2023:

i. Subsidiary Company

Name of the Company	Country of Incorporation	% of Shareholding as at	
		31-03-2023	31-03-2022
M/s. Madras Chipboard Limited	India	75.01	75.01
M/s. Taram Textiles LLC	USA	100.00	-
Name of the Step Down Subsidiary			
M/s. Taram Textiles Online, INC.,	USA	70.02	-

ii. Associate Companies

Name of the Company	Country of Incorporation	% of Shareholding as at	
		31-03-2023	31-03-2022
M/s. The Ramco Cements Limited	India	1.40	1.40
M/s. Ramco Industries Limited	India	0.16	0.16
M/s. Ramco Systems Limited	India	0.04	0.04
M/s. Rajapalayam Mills Limited	India	1.83	1.83
M/s. Sri Vishnu Shankar Mill Limited	India	0.75	0.75
M/s. Shri Harini Media Limited	India	2.65	2.65

iii. Key Managerial Personnel (including Directors under the Companies Act, 2013)

Name of the Key Managerial Personnel	Designation
Shri P.R. Venketrama Raja	Chairman
Smt Nalina Ramalakshmi	Managing Director
Shri N.R.K. Ramkumar Raja	Managing Director
Shri N.K. Shrikantan Raja	Non-Executive Director
Shri P.J. Alaga Raja #	Independent Director
Justice Shri P.P.S. Janarthana Raja	Independent Director
Shri V. Santhanaraman	Independent Director
Shri P.J. Ramkumar Rajha	Independent Director
Shri P.A.S. Alaghar Raja	Independent Director
Shri S. Sarathy Subburaj	Nominee Director
Shri N. Vijay Gopal	Chief Financial Officer
Shri Walter Vasanth P J *	Company Secretary

* Resigned on 10.03.2023

Demised on 11.03.2023



iv. Relatives of Key Managerial Personnel

Name of the Relative of KMP	Relationship
Smt. R. Sudarsanam	Mother of Shri. P.R.Venketrama Raja
Smt. Saradha Deepa	Sister of Shri. P.R. Venketrama Raja
Smt. P.V. Nirmala	Spouse of Shri P.R. Venketrama Raja
Shri. Abhinav Ramasubramaniam Raja	Son of Shri P.R. Venketrama Raja
Smt. B. Sri Sandhya Raju	Daughter of Shri P.R. Venketrama Raja
Shri N.K. Ramasuwamy Raja	Brother of Shri N.R.K. Ramkumar Raja
Shri N.R.K. Venkatesh Raja	Brother of Shri N.R.K. Ramkumar Raja
Smt. P.S. Ramani Devi	Sister of Shri N.R.K. Ramkumar Raja
Smt. N.S. Gitalakshmi	Spouse of Shri N.K. Shrikantan Raja

v. Companies over which KMP/Relatives of KMP exercise significant influence

M/s. Sandhya Spinning Mill Limited
M/s. Rajapalayam Textile Limited
M/s. Ramco Windfarms Limited
M/s. N.R.K. Infra System Private Limited
M/s. Tirupathi YarnTex Spinners Pvt Ltd
M/s. Vincent Chemilab Private Limited
M/s. Digvijai Polytex Private Limited

vi. Employee Benefit Funds where control exists

The Ramaraju Surgical Cotton Mills Limited Officers' Superannuation Trust Fund
The Ramaraju Surgical Cotton Mills Limited Employees' Gratuity Fund

vii. Other entities over which there is a significant influence

M/s. P.A.C.R. Sethurammammal Charity Trust
M/s. P.A.C. Ramasamy Raja Centenary Trust
M/s. N.R.K. Distribution Services
M/s. Gowrihouse Metal Works LLP
Smt. Lingammal Ramaraju Shastra Prathishta Trust
P.A.C. Ramasamy Raja Education Charity Trust

(₹ In Lakhs)

Disclosure in respect of Related Party Transactions (excluding reimbursements) during the year and outstanding balances including commitments as at the reporting date:

a. Transactions during the year at Arm's length basis or its equivalent

Name of the Related Party	2022-23	2021-22
i. Goods Supplied / Services rendered Associates		
M/s. Rajapalayam Mills Limited	970.10	1,874.18
M/s. Ramco Industries Limited	NIL	1,181.25
M/s. Sri Vishnu Shankar Mill Limited	413.88	905.99
Goods Supplied / Services rendered Subsidiary & Step-down Subsidiary		
M/s. Taram Textiles, LLC	582.39	NIL
M/s. Taram Textiles Online, INC	282.23	NIL
Companies over which KMP / Relative of KMP exercise significant Influence		
M/s. Sandhya Spinning Mill Limited	665.16	847.80
M/s. Rajapalayam Textile Limited	2.38	0.05
M/s. Digvijai Polytex Private Limited	0.21	0.19
M/s. Tirupathi YarnTex Spinners Pvt Ltd	NIL	0.13
Other Entities over which there is a significant influence		
M/s. Gowrihouse Metal Works LLP	0.25	0.20
ii. Sale of Fixed Assets		
Associates		
M/s. Rajapalayam Mills Limited	NIL	1.48
iii. Cost of Goods & Services purchased/availed Subsidiaries		
M/s. Madras Chipboard Limited	439.88	NIL
Associates		
M/s. The Ramco Cements Limited	14.58	13.07
M/s. Ramco Industries Limited	865.56	487.84
M/s. Ramco Systems Limited	21.49	22.98
M/s. Rajapalayam Mills Limited	687.88	1,883.97
M/s. Sri Vishnu Shankar Mill Limited	891.93	197.47
M/s. Shri Harini Media Limited	64.08	11.78



(₹ In Lakhs)

Name of the Related Party	2022-23	2021-22
Companies over which KMP / Relative of KMP exercise significant Influence		
M/s. Ramco Windfarms Limited	289.33	286.42
M/s. Sandhya Spinning Mill Limited	765.62	33.08
M/s. Rajapalayam Textile Limited	471.05	1.91
M/s. N.R.K. Infra Systems Private Limited	7.98	5.48
M/s. Vincent Chemilab Private Limited	4.05	12.07
M/s. Tirupathi YarnTex Spinners Pvt Ltd	364.71	1,166.36
Other entities over which there is a significant influence		
M/s. P.A.C.R. Sethurammam Charity Trust	35.02	21.85
M/s. P.A.C. Ramasamy Raja Centenary Trust	8.73	12.59
M/s. N.R.K. Distribution Services	102.94	102.07
M/s. Gowrihouse Metal Works LLP	0.30	0.03
Relative of KMP exercise significant Influence		
Smt. N.S. Gitalakshmi	0.16	0.10
iv. Purchase of Right Issues		
M/s. Rajapalayam Mills Limited	64.10	128.22
v. Leasing Arrangements – Rent Paid		
Key Managerial Personnel		
Smt. Nalina Ramalakshmi	0.72	0.72
vi. Share of Enterprise Agreement License Systems for Microsoft Products - Paid		
Associates		
M/s. The Ramco Cements Limited	19.78	7.21
vii. Share of Issuance Levy for Verified Carbon		
Units - Paid		
Associates		
M/s. The Ramco Cements Limited	NIL	7.03



	(₹ In Lakhs)	
Name of the Related Party	2022-23	2021-22
viii. Dividend Paid		
Key Managerial Personnel		
Shri. P.R. Venketrama Raja	0.05	0.03
Smt. Nalina Ramalakshmi	15.19	7.46
Shri. N.R.K. Ramkumar Raja	2.12	0.87
Associates		
M/s. Rajapalayam Mills Limited	0.04	0.02
M/s. Sri Vishnu Shankar Mill Limited	0.02	0.01
Relatives of Key Managerial Personnel		
Smt. R. Sudarsanam	0.09	0.05
Smt. Saradha Deepa	0.09	0.05
Shri. N.K. Ramasuwami Raja	0.12	0.06
Shri. N.K. Shrikantan Raja	0.12	0.06
Shri. N.R.K. Venkatesh Raja	0.20	0.10
Smt. P.S. Ramani Devi	0.13	0.07
ix. Inter Corporate Deposit Accepted		
M/s. Rajapalayam Mills Limited	950.00	950.00
x. Corporate Guarantee availed		
M/s. Ramco Industries Limited	4,629.00	4,629.00
xi. Dividend Received Associates		
M/s. The Ramco Cements Limited	99.39	NIL
M/s. Ramco Industries Limited	1.35	NIL
M/s. Rajapalayam Mills Limited	1.57	0.79
M/s. Vishnu Shankar Mill Limited	0.11	NIL
xii. Carbon Units Received Associates		
M/s. The Ramco Cements Limited	NIL	10.72



	(₹ In Lakhs)	
Name of the Related Party	2022-23	2021-22
xiii. Interest Paid / (Received)		
Key Managerial Personnel		
Smt. Nalina Ramalakshmi	43.10	31.04
Shri. N.R.K. Ramkumar Raja	3.78	3.85
Associates		
M/s Rajapalayam Mills Limited	87.88	87.88
xiv. Director's Sitting Fees		
Shri. P.R. Venketrama Raja	1.30	1.50
Smt. Nalina Ramalakshmi	1.20	1.35
Shri. N.R.K. Ramkumar Raja	1.35	1.35
Shri. N.K. Shrikantan Raja	2.70	2.70
Shri. P.J. Alaga Raja	2.20	2.70
Justice Shri. P.P.S. Janarthana Raja	1.90	2.40
Shri. V. Santhanaraman	2.25	2.40
Shri. P.J. Ramkumar Rajha	2.70	3.00
Shri S. Sarathy Subburaj	0.80	0.20
Shri P.A.S Alaghar Raja	1.35	1.30
xv. Remuneration to Key Managerial Personnel (Other than Sitting Fees)		
Smt. Nalina Ramalakshmi, Managing Director	126.21	126.21
Shri. N.R.K. Ramkumar Raja, Managing Director	126.21	126.21
Shri. N. Vijay Gopal, Chief Financial Officer	85.81	75.21
Shri. Walter Vasanth, Company Secretary	14.18	11.99
xvi. Contribution to Superannuation Trust Fund / Gratuity Fund		
Other entities over which there is a significant influence		
The Ramaraju Surgical Cotton Mills Limited Officers' Superannuation Trust Fund	20.83	18.99
The Ramaraju Surgical Cotton Mills Limited Employees Gratuity Fund	100.00	30.00

	(₹ In Lakhs)	
Name of the Related Party	2022-23	2021-22
xvii. Maximum amount of loans and advance/ (borrowings) outstanding during the year		
Key Managerial Personnel		
Smt. Nalina Ramalakshmi	(943.83)	(731.86)
Shri. N.R.K. Ramkumar Raja	(80.50)	(204.50)
Associates		
M/s Rajapalayam Mills Limited	(950.00)	(950.00)
xviii. Usage charges paid for Power Consumed by virtue of Joint Ownership of Shares with APGPCL		
Associates		
M/s. The Ramco Cements Limited	NIL	1.66
a. CSR Donation Given:		
Other Entities over which there is a significant influence		
Smt. Lingammal Ramaraju Sastra Prathista Trust	13.87	16.00
b. Outstanding balance including commitments		
i. Borrowings:		
Key Managerial Personnel		
Smt. Nalina Ramalakshmi	(590.83)	(34.83)
Shri. N.R.K. Ramkumar Raja	(58.50)	(49.50)
Associates		
M/s Rajapalayam Mills Limited	(950.00)	(950.00)
ii. Security deposit paid by virtue of Joint Ownership of shares with APGPCL		
Associates		
M/s. The Ramco Cements Limited	11.50	11.50
iii. Outstanding balance on supply of goods/ services Subsidiaries		
M/s. Taram Textiles, LLC	275.40	NIL
M/s. Taram Textiles Online, INC	280.19	NIL
c. Disclosure of Key Managerial Personnel compensation in total and for each of the following categories:		
Short – Term Benefits (1)	332.48	321.70
Defined Contribution Plan (2)	18.01	17.92



	(₹ In Lakhs)	
Name of the Related Party	2022-23	2021-22
Defined Benefit Plan / Other Long-Term Benefits (3)	NIL	NIL
Total	350.49	339.62
1. It includes bonus, sitting fees, and value of perquisites.		
2. It includes contribution to Provident fund and Superannuation fund.		
3. As the liability for gratuity and compensated absences are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key managerial personnel are not included above		

Note No. 49

Earnings per Share

Net Profit after tax (₹ in Lakhs) (A)	(2,936.73)	2,144.07
Weighted average number of Equity shares [In Lakhs] (B)	39.98	39.98
Nominal value per equity share (in ₹)	10.00	10.00
Basic & Diluted Earnings per share (A)/(B) (in ₹)	(73.46)	53.63



Note No. 50

Segment Information for the year ended 31st March, 2023

(₹ in Lakhs)

Particulars	Textiles		Surgicals		Windmill Power		Total	
	31-Mar-2023	31-Mar-2022	31-Mar-2023	31-Mar-2022	31-Mar-2023	31-Mar-2022	31-Mar-2023	31-Mar-2022
REVENUE								
External Sales / Other Operating Income	35,188.81	39,201.23		4,012.55	-	-	40,711.00	43,213.78
Inter Segment Sale	352.96	849.09	5,522.19		813.31	886.71	1,166.27	1,735.80
Total Sales	35,541.77	40,050.32	5,522.19	4,012.55	813.31	886.71	41,877.27	44,949.58
Other Income	-	12.85	-	-	-	-	-	12.85
Total Revenue	35,541.77	40,063.17	5,522.19	4,012.55	813.31	886.71	41,877.27	44,962.43
RESULT								
Segment Result							(657.06)	3,082.75
Unallocated Income	(2,781.52)	1,937.03	1,641.88	599.22	482.58	546.50	44.89	15.15
Unallocated Expenses							506.42	424.31
Operating Profit							(951.54)	2,673.61
Interest Expenses							3,158.65	2,077.26
Interest Income							223.32	172.34
Provision for Taxation								
Current Tax							(5.83)	134.75
Deferred Tax							(407.89))	(208.22)
MAT Credit entitlement								
Profit from ordinary activities							(3,473.15)	842.18
Other Comprehensive Income							(34.63)	(81.98)
Fair value gain on Equity Instruments							(3.83)	(1.71)
Share of TCI from Associates							551.52	1,270.05
Total Comprehensive Income							2,960.09	2,028.54
OTHER INFORMATION								
Segment Assets	50,033.34	45,425.59	2,850.13	2,174.07	1,102.26	1,243.21	53,985.73	49,038.36
Unallocated Assets							18,764.24	18,258.41
Total Assets	50,033.34	45,425.59	2,850.13	2,174.07	1,102.26	1,243.21	72,749.97	67,296.77
Segment Liabilities								
Unallocated Liabilities	45,079.58	35,941.40	879.63	1,373.08			45,959.21	37,509.97
Total Liabilities	45,079.58	35,941.40	879.63	1,373.08	-	-	45,959.21	37,509.97
Capital Expenditure	9,742.69	4,826.49	302.78	252.95			10,045.47	5,079.44
Unallocated Capital Expenditure							-	-
Depreciation	3,960.26	4,367.54	104.54	88.57	140.95	141.72	4,205.75	4,597.83
Unallocated Depreciation Expenditure							-	-
Non-Cash expenses other than Depreciation							-	-



Note No. 51

Disclosure of Fair value measurements

The fair values of financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to their short term maturities of these instruments.

Financial Instruments by category

(₹ in Lakhs)

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2023					
Financial Assets					
Investments In Preference Shares	840.00	-	-	840.00	840.00
Other Investments	-	-	8.27	8.27	8.27
Trade Receivables	3,811.44	-	-	3,811.44	3,811.44
Cash and Cash Equivalents	303.48	-	-	303.48	303.48
Bank Balance other than Cash and Cash Equivalents	7.11	-	-	7.11	7.11
Other Financial Assets	200.23	-	-	200.23	200.23
Financial Liabilities					
Borrowings	42,273.54	-	-	42,273.54	42,273.54
Trade Payables	1,454.09	-	-	1,454.09	1,454.09
Other Financial Liabilities	963.13	-	-	963.13	963.13

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2022					
Financial Assets					
Investments In Preference Shares	840.00	-	-	840.00	840.00
Other Investments	-	-	12.10	12.10	12.10
Trade Receivables	3,611.57	-	-	3,611.57	3,611.57
Cash and Cash Equivalents	848.16	-	-	848.16	848.16
Bank Balance other than Cash and Cash Equivalents	93.45	-	-	93.45	93.45
Other Financial Assets	188.09	-	-	188.09	188.09
Financial Liabilities					
Borrowings	32,572.68	-	-	32,572.68	32,572.68
Trade Payables	1,758.82	-	-	1,758.82	1,758.82
Other Financial Liabilities	862.78	-	-	862.78	862.78

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted (Unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The details of financial instruments that are measured at fair value on recurring basis are given below:

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Instruments at FVTOCI				
Investment in unlisted securities				
As at 31-03-2023	-	-	8.27	8.27
As at 31-03-2022	-	-	12.10	12.10
Financial Instruments at FVTPL				
As at 31-03-2023	-	27.16	-	27.16
As at 31-03-2022	-	33.26	-	33.26

Valuation techniques used to determine the fair value

The significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

Nature of Financial Instrument	Valuation Technique	Remarks
Investment in Listed securities / Mutual Funds	Market Value	Closing Price as at reporting date in Stock Exchange
Investment in Unlisted securities	Adjusted Net Assets	Net Assets value as per Balance Sheet of respective Companies as at reporting date.
Foreign exchange forward contracts	Mark to Market	Based on MTM valuation provided by the Banker

Note No. 52

Financial Risk Management

The Board of Directors (BOD) has overall responsibility for the establishment and oversight of the Company's risk management framework and thus established a risk management policy to identify and analyse the risk faced by the Company. Risk Management systems are reviewed by the BOD periodically to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures develop a disciplined and constructive control environment in which all employees understand their roles and obligations. The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the risk management framework. The Audit committee is assisted in the oversight role by Internal Audit. Internal Audit undertakes reviews of the risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company has the following financial risks:

Categories of Risk	Nature of Risk
Credit Risk	Receivables
	Financial Instruments and Cash deposits
Liquidity Risk	Fund Management
Market Risk	Foreign Currency Risk
	Cash flow and fair value interest rate risk

The Board of Directors regularly reviews these risks and approves the risk management policies, which covers the management of these risks:

Credit Risk

Credit Risk is the risk of financial loss to the Company if the customer or counterparty to the financial instruments fails to meet its contractual obligations and arises principally from the Company's receivables, treasury operations and other operations that are in the nature of lease.

Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer. The Company extends credit to its customers in the normal course of business by considering the factors such as financial reliability of customers. The Company evaluates the concentration of the risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. In case of Corporate / Export Customer, credit risks are mitigated by way of enforceable securities. However, unsecured credits are extended based on creditworthiness of the customers on case to case basis.

Trade receivables are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the company and where there is a probability of default, the company creates a provision based on Expected Credit Loss for trade receivables under simplified approach as below:

(₹ in Lakhs)

As at 31-03-2023	Due less than 45 days	46 to 90 days	More than 90 days	Total
Gross carrying amount	3,513.17	37.90	260.37	3,811.44
Expected Loss Rate	0%	0%	0%	0%
Expected Credit Losses	-	-	-	-
Carrying amount of trade receivables net of impairment	3,513.17	37.90	260.37	3,811.44

As at 31-03-2022	Due less than 45 days	46 to 90 days	More than 90 days	Total
Gross carrying amount	3,299.19	153.19	170.35	3,622.73
Expected Loss Rate	0%	0%	0.35%	0.35%
Expected Credit Losses	-	-	11.16	11.16
Carrying amount of trade receivables net of impairment	3,299.19	153.19	159.19	3,611.57

Financial Instruments and Cash deposits

Investments of surplus funds are made only with the approved counterparties. The Company is presently exposed to counter party risk relating to short term and medium term deposits placed with Banks. The Company places its cash equivalents based on the creditworthiness of the financial institutions.

Liquidity Risk

Liquidity Risks are those risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. In the management of liquidity risk, the Company monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the company's operations and to mitigate the effects of fluctuations in cash flows.

Fund Management

Due to the dynamic nature of the underlying business, the Company aims at maintaining flexibility in funding by keeping both committed and uncommitted credit lines available. The Company has laid well defined policies and procedures facilitated by robust information system for timely and qualitative decision making by the management including its day to day operations.

Financial arrangements

The Company has access to the following undrawn borrowing facilities:

(₹ in Lakhs)

Particulars	31-03-2023	31-03-2022
Expiring within one year		
Bank Overdraft and other facilities	13,711.78	3,564.74
Term Loans	1,941.94	4,794.56

Maturities of Financial Liabilities

(₹ in Lakhs)

Nature of Financial Liability	< 1 Year	1 – 5 Years	>5 years	Total
As at 31-03-2023				
Borrowings	20,037.02	22,236.52	-	42,273.54
Trade payables	1,454.09	-	-	1,454.09
Other Financial Liabilities (Incl. Interest)	963.13	-	-	963.13
As at 31-03-2022				
Borrowings	18,236.80	14,335.88	-	32,572.68
Trade payables	1,758.82	-	-	1,758.82
Other Financial Liabilities (Incl. Interest)	862.78	-	-	862.78

Foreign Currency Risk

The Company's exposure in USD and other foreign currency denominated transactions in connection with import of cotton, capital goods & spares, besides exports of finished goods and borrowings in foreign currency, gives rise to exchange rate fluctuation risk. The Company has following policies to mitigate this risk:

Decisions regarding borrowing in Foreign Currency and hedging thereof, (both interest and exchange rate risk) and the quantum of coverage is driven by the necessity to keep the cost comparable. Foreign Currency loans, imports and exports transactions are hedged by way of forward contract after taking into consideration the anticipated Foreign exchange inflows/outflows, timing of cash flows, tenure of the forward contract and prevailing Foreign exchange market conditions.

The Company uses derivative financial instruments viz. Foreign Exchange Forward Contracts exclusively for hedging currency risks that arise from imports / exports transactions. The Company measures the risk by forecasting foreign currency cash flows and manages its currency risks by appropriately hedging the transactions. When a forward contract is entered into for the purpose of being a hedge, the Company finalizes the terms of those forward contracts to match the terms of the hedged exposure i.e. receivables / payables / Firm Commitments. All identified exposures are managed as per the policy duly approved by the Board of Directors.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities / Firm Commitments as at the end of reporting periods are given below :

As at 31-03-2023

Type	Particulars	USD	EURO
Hedged Items	Financial Assets / Firm Commitments related to Financial Assets		
	a) Trade Receivables	29.61	
	b) Export sale Contracts		3.27
	Financial liabilities / Firm Commitments related to Financial Liabilities		
	a) Buyers Credit Loan	27.68	
	b) Foreign Currency Loan		6.97
Hedging Instruments (forward Contracts)	Instruments for hedging the currency risk on Financial Assets		
	a) PCFC Loan	15.30	3.08
	b) Bill Discount - Export	6.14	
	Instruments for hedging the currency risk on Financial Liabilities		
	a) Forward Contract for Buyers Credit Loan	27.68	
	b) Forward contract for Foreign Currency Loan		

As at 31-03-2022

(₹ in Lakhs)

Type	Particulars	USD	EURO
Hedged Items	Financial Assets / Firm Commitments related to Financial Assets		
	a) Trade Receivables	10.01	-
	b) Export sale Contracts	36.68	7.41
	Financial liabilities / Firm Commitments related to Financial Liabilities		
	a) Buyers Credit Loan	36.54	-
	b) Foreign Currency Loan	30.00	-
Hedging Instruments (forward Contracts)	Instruments for hedging the currency risk on Financial Assets		
	a) PCFC Loan	16.69	
	b) Bill Discount - Export	1.36	
	Instruments for hedging the currency risk on Financial Liabilities		
	a) Forward Contract for Buyers Credit Loan	36.54	
	b) Forward contract for Foreign Currency Loan	30.00	

Cash flow and fair value interest rate risk

Interest rate risk arises from long term borrowings with variable rates which exposed the company to cash flow interest rate risk. The Company's fixed rate borrowing are carried at amortized cost and therefore are not subject to interest rate risk as defined in Ind AS 107 since neither the carrying amount nor the future cash flows will fluctuate because of the change in market interest rates. The Company is exposed to the evolution of interest rates and credit markets for its future refinancing, which may result in a lower or higher cost of financing, which is mainly addressed through the management of the fixed/floating ratio of financial liabilities. The Company constantly monitors credit markets to strategize a well-balanced maturity profile in order to reduce both the risk of refinancing and large fluctuations of its financing cost. The Company believes that it can source funds for both short term and long term at a competitive rate considering its strong fundamentals on its financial position.

Interest rate risk exposure

Particulars	31-03-2023	31-03-2022
Variable Rate Borrowings	25,886.15	16,940.36

The Company does not have any interest rate swap contracts.

Sensitivity on Interest rate fluctuation

Incremental Interest Cost works out to	31-03-2023	31-03-2022
1% Increase in Interest Rate	258.86	169.40

Note No. 53

Impact of Covid - 19:

The resurgence of COVID-19 in India has forced State Government to impose complete lockdown from 24-05-2021 to 31-05-2021 and Mills were temporarily shutdown during that period. However, there is no material impact in the financial statements for the year ended 31-03-2022 due to such related restrictions.

Note No. 54

Events After the Reporting Period – Distribution Made and Proposed (₹ in Lakhs)

Particulars	31-03-2023	31-03-2022
Cash Dividends on Equity Shares declared and paid		
Final Dividend for the year ended 31 st March, 2022 ₹ 1/- per share (PY: ₹ 0.50 per Share)	39.47	19.73
Proposed Dividends on Equity Shares		
Final Dividend for the year ended 31 st March, 2023 ₹ 0.50/- per share (PY: ₹ 1/- per Share)	19.99	39.47

Note No.55

Additional Regulatory Information as required under Companies Act, 2013 / IND AS

a) Details of loans granted to Promoters, Directors, KMP and related parties:

Type of Borrower	Amount of Loan outstanding as on 31-03-2023	% to the Total Loans and advances in the nature of Loans
Nil		

b) Undisclosed Income The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

c) Benami property

The Company did not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

d) Relationship with Struck off Companies The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

e) Details of Crypto Currency or Virtual Currency The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence disclosure relating to it are not applicable.

f) The Company has neither advanced or loaned or invested, nor received any fund, to or from, any other persons or entities (intermediaries) with the understanding that the intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.



g) Disclosures related to CSR activities:

(₹ in Lakhs)

Particulars	Amount
Amount required to be spent by the company during the year	26.75
Amount of expenditure incurred	26.78
Shortfall at the end of the year	Nil
Total of previous years shortfall	Nil
Reason for shortfall	Not Applicable
Nature of CSR activities	Refer Table A
Details of related party transactions	Refer Table A

Note : The Company has not made any provision related to CSR activities for the FY 2022-23 and FY 2021-22.

Table A - Nature of CSR Activities:

Sl. No.	CSR Project or Activity identified & Sector in which the project is covered	Locations	Amount
			Actual
1.	Promotion of Education *	Rajapalayam, (Tamil Nadu),	14.15
1.	Promotion of preventive health care	Chennai, (Tamil Nadu),	5.39
2.	Protection of culture	Virudhunagar, (Tamil Nadu),	7.24
TOTAL			26.78

* ₹ 13.87 Lakh Paid to Lingammal Ramaraju Shastra Prathishta Trust (Related Party Transaction).



(₹ in Lakhs)

Note No. 56

Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the Shareholders' wealth.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus Debt.

Particulars	31-03-2023	31-03-2022
Long Term Borrowings	22,236.52	14,140.39
Current maturities of Long Term borrowings	4,599.63	4,502.48
Short Term Borrowings	15,437.39	13,929.81
Less: Cash and Cash Equivalents	310.59	941.61
Net Debt (A)	41,962.95	31,631.07
Equity Share Capital	399.78	399.78
Other Equity	26,390.98	29,387.02
Total Equity (B)	26,790.77	29,786.80
Total Capital Employed (C) = (A) + (B)	68,753.72	61,417.87
Capital Gearing Ratio (A) / (C)	61%	52%

In order to achieve the overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans/borrowing. The Company has been consistently focusing on reduction in long term borrowings. There are no significant changes in the objectives, policies or processes for managing capital during the year ended 31-03-2023 and 31-03-2022.

As per our report annexed

For N.A. Jayaraman & Co
Chartered Accountants
Firm Registration No. 001310S

R. Palaniappan
Partner
Membership No. 205112

Chennai
12th August, 2023

On behalf of the Board of Directors

For The Ramaraju Surgical Cotton Mills Limited

Shri P.R.Venketrama Raja
Chairman
(DIN: 00331406)
Rajapalayam

Shri N.R.K.Ramkumar Raja
Managing Director
(DIN: 01948373)
Rajapalayam

N.Vijay Gopal
Chief Financial Officer
Rajapalayam



NOTES



THE RAMARAJU
SURGICAL COTTON
MILLS LIMITED

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