

August 11, 2022

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor
Plot No:C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip: RAMCOSYS

BSE Ltd.,
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip: 532370

Sub: Voting Results and Consolidated Scrutinizer Report of Ramco Systems Limited

We wish to inform you that the Annual General Meeting of the Company was held on Wednesday the August 10, 2022, through Video Conferencing / Other Audio Visual Means and all the resolutions transacted at the said meeting had been passed with requisite majority.

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results are enclosed.

In compliance with Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report issued by Mr. K Srinivasan, Chartered Accountant, Partner of M S Jagannathan & N Krishnaswami, Chartered Accountants, Scrutiniser is enclosed.

Kindly take on record the same.

Thanking you,

For **RAMCO SYSTEMS LIMITED**


VIJAYA RAGHAVAN N
COMPANY SECRETARY

Encl: AGM Voting Results and Scrutinizers Report

Ramco Systems Limited

Corporate Office: 64, Sardar Patel Road, Taramani, Chennai 600 113, Tamilnadu, India.
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 5704 | CIN : L72300TN1997PLC037550

Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, Tamilnadu, India.

Global Offices: India | Singapore | Malaysia | Indonesia | HongKong | China | Vietnam | Macau | Japan | Philippines | Australia | New Zealand | UAE | Saudi Arabia | USA | Canada | United Kingdom | Germany | Switzerland | Spain | Sudan | South Africa

www.ramco.com

General information about company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOTLISTED
ISIN	INE246B01019
Name of the company	Ramco Systems Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-08-2022
Start time of the meeting	03:00 PM
End time of the meeting	03:25 PM

Scrutinizer Details	
Name of the Scrutinizer	K Srinivasan
Firms Name	M S Jagannathan and N Krishnaswami
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	19-05-2022
Date of Issuance of Report to the company	10-08-2022

Voting results	
Record date	03-08-2022
Total number of shareholders on record date	44173
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	53
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Company's Separate Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16724849	16724849	100	16724849	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		16724849	16724849	100	16724849	0	100
Public- Institutions	E-Voting	2473916	2433148	98.3521	2433148	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2473916	2433148	98.3521	2433148	0	100
Public- Non Institutions	E-Voting	11616955	1963916	16.9056	1963857	59	99.997	0.003
	Poll							
	Postal Ballot (if applicable)							
	Total		11616955	1963916	16.9056	1963857	59	99.997
Total		30815720	21121913	68.5427	21121854	59	99.9997	0.0003
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Mr. P R Venketrama Raja DIN 00331406 as a Director liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		16724849	100	16724849	0	100	0
	Poll	16724849						
	Postal Ballot (if applicable)							
	Total	16724849	16724849	100	16724849	0	100	0
Public-Institutions	E-Voting		2433148	98.3521	2161070	272078	88.8179	11.1821
	Poll	2473916						
	Postal Ballot (if applicable)							
	Total	2473916	2433148	98.3521	2161070	272078	88.8179	11.1821
Public- Non Institutions	E-Voting		1963809	16.9047	1962941	868	99.9558	0.0442
	Poll	11616955						
	Postal Ballot (if applicable)							
	Total	11616955	1963809	16.9047	1962941	868	99.9558	0.0442
Total		30815720	21121806	68.5423	20848860	272946	98.7078	1.2922
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of M S Jagannathan and N Krishnaswami Chartered Accountants as Statutory Auditors for a second term of 5 consecutive financial years commencing from 2022 2023 and to hold office from the conclusion of 25th AGM until the conclusion of 30th AGM.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16724849	16724849	100	16724849	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		16724849	16724849	100	16724849	0	100
Public-Institutions	E-Voting	2473916	2433148	98.3521	2433148	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2473916	2433148	98.3521	2433148	0	100
Public-Non Institutions	E-Voting	11616955	1963809	16.9047	1963665	144	99.9927	0.0073
	Poll							
	Postal Ballot (if applicable)							
	Total		11616955	1963809	16.9047	1963665	144	99.9927
Total		30815720	21121806	68.5423	21121662	144	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Shri P V Abinav Ramasubramaniam Raja DIN 07273249 as a whole time Key Managerial Personnel in the position of Manager with the designation as Whole Time Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16724849	16724849	100	16724849	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		16724849	16724849	100	16724849	0	100
Public-Institutions	E-Voting	2473916	2433148	98.3521	2161070	272078	88.8179	11.1821
	Poll							
	Postal Ballot (if applicable)							
	Total		2473916	2433148	98.3521	2161070	272078	88.8179
Public- Non Institutions	E-Voting	11616955	1963809	16.9047	1962750	1059	99.9461	0.0539
	Poll							
	Postal Ballot (if applicable)							
	Total		11616955	1963809	16.9047	1962750	1059	99.9461
Total		30815720	21121806	68.5423	20848669	273137	98.7068	1.2932
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Employee Stock Option Scheme 2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16724849	16724849	100	16724849	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		16724849	16724849	100	16724849	0	100
Public- Institutions	E-Voting	2473916	2433148	98.3521	0	2433148	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total		2473916	2433148	98.3521	0	2433148	0
Public- Non Institutions	E-Voting	11616955	1963916	16.9056	1948552	15364	99.2177	0.7823
	Poll							
	Postal Ballot (if applicable)							
	Total		11616955	1963916	16.9056	1948552	15364	99.2177
Total		30815720	21121913	68.5427	18673401	2448512	88.4077	11.5923
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Grant of Stock Options to the employees of Group Companies including its Subsidiary Companies or its Associate Companies in India and outside India of the Company under Employee Stock Option Scheme 2022.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16724849	16724849	100	16724849	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		16724849	16724849	100	16724849	0	100
Public-Institutions	E-Voting	2473916	2433148	98.3521	0	2433148	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total		2473916	2433148	98.3521	0	2433148	0
Public- Non Institutions	E-Voting	11616955	1963916	16.9056	1948524	15392	99.2163	0.7837
	Poll							
	Postal Ballot (if applicable)							
	Total		11616955	1963916	16.9056	1948524	15392	99.2163
Total		30815720	21121913	68.5427	18673373	2448540	88.4076	11.5924
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



10 August 2022

The Chairman
Ramco Systems Limited
47 P.S.K Nagar
Rajapalayam – 626108

Dear Sir,

Sub: Remote E-Voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 25th Annual General Meeting on 10th August, 2022 conducted through Video Conferencing (VC) – Scrutinizer's Consolidated Report

I have been appointed to act as the Scrutinizer for the remote e-voting process, in connection with your Company's 25th AGM. I submit my report as under:

1. Since the Company's Equity shares are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE), the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Ministry of Corporate Affairs (MCA) circular dated 05th May 2022 and SEBI circular dated 13th May 2022.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

Item No.	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary Business	Ordinary Resolution	Adoption of Company's Separate (Standalone) and Consolidated Audited Financial Statements for the year ended 31st March 2022.
2	Ordinary Business	Ordinary Resolution	Reappointment of Mr. P R Venketrama Raja (DIN:00331406), as a Director, liable to retire by rotation.
3	Ordinary Business	Ordinary Resolution	Re-appointment of M S Jagannathan & N Krishnaswami, Chartered Accountants, as Statutory Auditors for a second term of 5 consecutive financial years commencing from 2022-2023, and to hold office from the conclusion of 25th AGM until the conclusion of 30th AGM.

Item No.	Nature of Business	Type of Resolution	Subject Matter
4	Special Business	Special Resolution	Reappointment of Shri P V Abinav Ramasubramaniam Raja (DIN:07273249) as a whole time Key Managerial Personnel in the position of Manager with the designation as Whole Time Director.
5	Special Business	Special Resolution	Approval of Employee Stock Option Scheme – 2022.
6	Special Business	Special Resolution	Grant of Stock Options to the employees of Group Company(ies) including its Subsidiary Company(ies) or its Associate Company(ies) in India and outside India of the Company under Employee Stock Option Scheme – 2022.

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinize the remote e-voting process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.
4. There were no equity shares lying in the Unclaimed Shares Suspense Account.
5. Central Depository Services (India) Limited (CDSL), the recognised agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 220714002 for the same. CDSL also provided the web based platform for conducting the AGM through VC.
6. 03rd August, 2022 was fixed as the cut-off date for determining the eligibility to vote.
7. The remote e-voting facility prior to the AGM was made available from 9:00 AM on 07th August, 2022 to 5:00 PM on 09th August, 2022.
8. The Company Secretary announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through the remote e-voting prior to the AGM, to exercise their voting rights.

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Srinivasan Krishnaswami
Chartered Accountant

9. The prescribed particulars with regard to the remote e-voting process were duly advertised on 13th July 2022 and 30th July 2022 in Business Standard (English – All Editions) and in Makkal Kural (Tamil – All Editions). The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company’s Registrar and Share Transfer Agent.
10. The Company completed the despatch of Annual Report 2021-22 containing Notice, Board’s Report, Corporate Governance Report, Business Responsibility Report, Management Discussion and Analysis Report, Secretarial Auditor’s Report, Statutory Auditor’s Report and Financial Statements by email to the Members by 15th July 2022. Further, the Company had sent 2,342 Mail containing the Annual Report individually to the Shareholders who acquired the shares after 08th July 2022, till the cut-off date and holding shares as on the cut-off date.
11. On the Completion of the AGM process:
- 11.1. I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
- 11.2. I scrutinised the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.
12. I have also verified and confirm that:
- 12.1. No member, who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.
13. I have recorded the particulars of the votes cast through remote e-voting, in a separate register maintained by me in electronic form.
14. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution Number	Votes cast in favour			Votes cast against		
	No. of Members voted	No. of Votes	Percentage of votes	No. of Members voted	No. of Votes	Percentage of votes
1	135	2,11,21,854	99.9997%	3	59	0.0003%
2	125	2,08,48,860	98.7078%	11	2,72,946	1.2922%
3	129	2,11,21,662	99.9993%	7	144	0.0007%
4	122	2,08,48,669	98.7068%	14	2,73,137	1.2932%
5	122	1,86,73,401	88.4077%	16	24,48,512	11.5923%
6	121	1,86,73,373	88.4076%	17	24,48,540	11.5924%

Srinivasan Krishnaswami
Chartered Accountant

15. All Resolutions have been passed with requisite majority.



K.Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutinizer for the AGM
UDIN: 22021510AOTVOW6830

For Ramco Systems Limited



Vijaya Raghavan N E
Company Secretary