

August 9, 2019

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

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

Dear Sirs,

Sub: Proceedings of 22nd Annual General Meeting (AGM) held on 8th August, 2019

Pursuant to Clause 13 of Schedule III, Part A, Para A read with Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the 22nd Annual General Meeting held on 8th August, 2019.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully
For **RAMCO SYSTEMS LIMITED**


P R KARTHIC
COMPANY SECRETARY



Encl: As above

Ramco Systems Limited

Corporate Headquarters: 64, Sardar Patel Road, Taramani, Chennai 600 113, India |
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 2884 | CIN : L72300TN1997PLC037550 |
Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, India

Global Offices: India | Singapore | Malaysia | China | Hong Kong | Philippines | Australia | Dubai | USA | Canada |
United Kingdom | Germany | Switzerland | South Africa | Sudan

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PROCEEDINGS OF 22ND ANNUAL GENERAL MEETING

Name of the Company	- Ramco Systems Limited
Day & Date	- Thursday, the 8 th August 2019
Venue	- P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam – 626 108
Time of Commencement	- 11.45 A.M.
Time of Conclusion	- 12.35 P.M.

Attendance / Holding		No. of Persons	Aggregate No. of Shares held
Attended in Person	:	30	1,59,90,496
Attended through Proxy	:	-	-
Total		30	1,59,90,496

The following Directors were present at the Meeting:

1. Shri P R Venketrama Raja - Chairman & Chairperson of Stakeholders' Relationship Committee
2. Shri P V Abinav Ramasubramaniam Raja - Whole-Time Director
3. Shri M M Venkatachalam - Director & Chairperson of Nomination and Remuneration Committee
4. Shri A V Dharmakrishnan - Director
5. Shri R S Agarwal - Director
6. Smt. Soundara Kumar - Director & Chairperson of Audit Committee
7. Justice Shri P P S Janarthana Raja (Retd.) - Director

Auditors present:

1. Shri K Srinivasan - Representing M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants Statutory Auditor
2. Shri R Sivasubramaniam - Representing M/s. S Krishnamurthy & Co., Company Secretaries, Secretarial Auditor

In Attendance:

Shri P R Karthic - Company Secretary

By Invitation:

Shri R Ravi Kula Chandran - Chief Financial Officer

Scrutiniser present:

- Shri K Srinivasan, Partner,
M/s. M.S. Jagannathan & N. Krishnaswami,
Chartered Accountants

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Shri P R Venketrama Raja, Chairman of the Company, presided over the meeting.

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

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

The Chairman informed that Shri Sankar Krishnan, Director could not attend the meeting due to his pre-occupation and then introduced the Directors present.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013, Auditors' Report, Secretarial Auditor's report and Certificate from the Statutory Auditors under Securities and Exchange Board of India (SEBI) Regulations regarding implementation of Employee Stock Option Schemes/ Plan in accordance with the resolution of the company in general meeting were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Board's Report, Financial Statements (both Standalone and Consolidated) for the year ended 31st March 2019, Auditors' Report to the Shareholders and Secretarial Auditor's Report, having already been circulated to the Members were taken as read. It was noted that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report. It was also noted that there were no qualifications, observations or comments or other remarks, in the Secretarial Audit Report.

The Chairman delivered his speech, during the course of which, he reviewed the performance of the Company and adequately clarified the queries raised by the some of the members.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members as on the cut-off date (1st August 2019) to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 A.M. on 5th August 2019 and ended at 5.00 P.M. on 7th August 2019. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.

The Chairman informed the Members that Shri K Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M S Jagannathan & N Krishnaswami, Chartered Accountants had been appointed as the Scrutiniser to scrutinise the e-voting and the ballot process in a fair and transparent manner.

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



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ORDINARY BUSINESS:

RESOLUTION NO: 1

"RESOLVED THAT the Board's Report and the Company's Separate (Standalone) and Consolidated Audited Financial Statements for the year ended 31st March 2019, and the Auditors' Reports thereon be and are hereby considered and adopted".

RESOLUTION NO: 2

"RESOLVED THAT Shri P R Venketrama Raja (DIN:00331406), who retires by rotation be and is hereby reappointed as a Director of the Company".

SPECIAL BUSINESS:

RESOLUTION NO: 3

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Justice Shri P P S Janarthana Raja (Retd.) (DIN:06702871), appointed by the Board of Directors in the category of Independent Director as an Additional Director on 29th August 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of the Twenty Second Annual General Meeting, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of five (5) consecutive years from the date of his appointment, viz., 29th August 2018 ".

RESOLUTION NO: 4

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, Shri Sankar Krishnan (DIN:01597033), who was co-opted by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director with effect from 22nd May 2019, and who holds such office upto the date of the Twenty Second Annual General Meeting, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation."



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RESOLUTION NO: 5

“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and such other provisions as applicable, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Soundara Kumar (DIN:01974515), Independent Director of the Company, whose term ends on 26th March 2020 be reappointed as Independent Director for another term of five (5) consecutive years starting from 27th March 2020 to 26th March 2025”.

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

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

The meeting ended with a vote of thanks to the Chair.



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