

August 19, 2021

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 Sir/Madam,

Sub: Proceedings of 24th Annual General Meeting (AGM) of the Company held on August 19, 2021

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

Pursuant to the said Regulation, please find enclosed the summary of the proceedings of 24th AGM held through Video Conferencing on August 19, 2021.

Kindly take on record the same.

Thanking you,

Yours faithfully

For **RAMCO SYSTEMS LIMITED**

VIJAYA RAGHAVAN N
COMPANY SECRETARY



Encl: As above

Ramco Systems Limited

Corporate Headquarters : 64, Sardar Patel Road, Taramani, Chennai 600 113, India |
Tel: +91 44 2235 4510 / 66534000 Fax: +91 44 2235 2884 | CIN : L72300TN1997PLC037550 |
Registered Office:47, P.S.K. Nagar, Rajapalayam 626 108, India

Global Offices: India | Singapore | Malaysia | China | HongKong | Philippines | Australia | Dubai | USA | Canada |
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SUMMARY OF THE PROCEEDINGS OF 24TH ANNUAL GENERAL MEETING (“AGM” / “MEETING”) OF RAMCO SYSTEMS LIMITED

Day & Date & Time of the Meeting : Thursday, August 19, 2021 @ 3.00 PM IST
 Mode of the Meeting : Video Conferencing / Other Audio-Visual Means (“VC”)

<u>DIRECTORS PRESENT</u>	<u>CATEGORY / POSITION</u>	<u>ATTENDED THROUGH VC FROM</u>
Shri P R Venketrama Raja	Chairman & Chairperson of Stakeholders’ Relationship Committee	VC/ Chennai
Smt. Soundara Kumar	Independent Director & Chairperson of Audit Committee	VC/Coimbatore
Shri M M Venkatachalam	Independent Director & Chairperson of Nomination and Remuneration Committee	VC/ Chennai
Shri A V Dharmakrishnan	Non-Executive Director	VC/ Chennai
Shri R S Agarwal	Independent Director	VC/ Mumbai
Shri Sankar Krishnan	Non-Executive Director	VC/ Thiruvananthapuram
Justice Shri P P S Janarthana Raja (Retd.)	Independent Director	VC/ Chennai
Shri P V Abinav Ramasubramaniam Raja	Whole-Time Director	VC/ Chennai
<u>IN ATTENDANCE</u>		
Shri Vijaya Raghavan N E	Company Secretary	VC/ Chennai
<u>BY INVITATION</u>		
Shri Virender Aggarwal	Chief Executive Officer (CEO)	VC/ Singapore
Shri R Ravi Kula Chandran	Chief Financial Officer (CFO)	VC/ Chennai
Smt. Gayathri R	Vice President Finance	VC/ Chennai
Shri K Srinivasan	Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, Statutory Auditors Also, the Scrutinizer for this Meeting	VC/ Chennai
Shri K Sriram & Shri R Sivasubramanian	Partners, M/s. S Krishnamurthy & Co., Company Secretaries, Secretarial Auditors	VC/ Chennai

A total of 68 Members attended the Meeting through video conferencing. The Meeting commenced at 03:00 PM.

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The Company Secretary welcomed the Members and informed that the Meeting was being conducted through VC, in compliance with the applicable provisions of the Companies Act, 2013 ("The Act") and the Rules made thereunder, the Circulars & Notifications issued by the Securities and Exchange Board of India ("SEBI") & Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and requested the Chairman to preside over the Meeting.

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 and requested them to take part in the proceedings of the Meeting conducted through VC and informed that he was satisfied that all efforts feasible under the circumstances have indeed been made by the Company to enable Members to participate and vote on the items being considered in the Meeting.

The Chairman informed that, all the Directors were present in the Meeting through VC and introduced them.

The Chairman further confirmed that the invitees were present.

The Company Secretary informed the Members that, the Company had provided remote e-voting facility through Central Depository Services Limited to all Members (who held shares as on the cut-off date August 12, 2021) to vote on the resolutions to be considered at the 24th AGM. The Company Secretary further informed the Members that the e-voting process/ process for attending the AGM had been explained in the 24th AGM Notice. For those persons who had acquired shares between July 23, 2021 and August 12, 2021, the 24th AGM Notice along with the Annual Report 2020-21, had been emailed to them individually.

The Company Secretary further informed the Members that, the remote e-voting commenced at 9.00 A.M. on August 16, 2021 and ended at 5.00 P.M. on August 18, 2021. Members attending the Meeting through VC and who have not already casted their votes by remote e-voting may exercise their voting right during the Meeting.

The Company Secretary further informed the Members that, the Notice of 24th AGM along with the Board's Report, Secretarial Auditor's Report, Corporate Governance Report, Management Discussion & Analysis Report, Business Responsibility Report, Statutory Auditor's Report and Financial Statements (both Standalone and Consolidated) for the year ended March 31, 2021, have already been circulated to the Members who held shares as on Annual Report despatch cut-off date i.e July 23, 2021. The Company Secretary added that since there was no request to read the 24th AGM Notice and the other documents referred to above in the Meeting, the same were being taken as read. The Company Secretary further informed that, there were no qualifications or other adverse remarks in the Audit Reports issued by the Statutory Auditors as well as the Secretarial Auditors.

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The Company Secretary further informed the Members that, the Registers/ documents as required under the Act, Statutory Auditors' Report and Certificate from the Statutory Auditors under SEBI (Share Based Employee Benefits) Regulations, 2014 regarding implementation of Employee Stock Option Schemes/ Plan, as required to be placed for Members inspection were available electronically for inspection by the Members and that the Members seeking to inspect such registers/ documents can send their request to Vijayaraghavan.ne@ramco.com.

The Chairman delivered his speech, along with the presentation, during the course of which, he explained about the financial highlights for the year 2020-21, order booking, revenue, business unitwise operations, profitability, cash flow, innovation and R & D initiatives, human resources, awards and outlook for the financial year 2021-22.

The session was opened for Questions and Answers and the Company Secretary informed that the Company had made necessary arrangements for the two-way communication in the Meeting, for those Members desirous of expressing their views or to ask questions during the Meeting. The Company Secretary called upon those speaker shareholders who registered themselves to speak. Accordingly, out of 6 Members who had been registered as speaker shareholders, 2 Members spoke during the AGM. The questions raised by the Members were answered by the Chairman / the Chief Executive officer / Chief Financial Officer. Questions sent by a Member through e-mail before the AGM have been responded.

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

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 2021, and the Auditors' Reports thereon be and are hereby considered and adopted".

RESOLUTION NO: 2

"RESOLVED THAT Shri Sankar Krishnan (DIN: 01597033), who retires by rotation be and is hereby reappointed as a Director of the Company".

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 voting and submit his consolidated report to him or to the Company Secretary.

The Chairman informed that, voting results along with the scrutinizer report would be submitted to the stock exchanges within 48 hours from the conclusion of the AGM as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

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and the same would be placed on the website of the Company and would also be provided to Central Depository Services (India) Limited.

The Chairman thanked all the Directors for their support, the CEO and his team and the participants for having attended the Meeting.

It was announced that the e-voting system will remain open till 15 minutes after the conclusion of the Meeting to enable those who wish to vote.

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

Meeting concluded at 04:00 PM and the required Quorum was present throughout the Meeting.

For **RAMCO SYSTEMS LIMITED**

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COMPANY SECRETARY



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