



Ref. No.SEcorres/Reg30/2022-23
2.2.2023

Auras Corporate Centre, 6th Floor, 98-A, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004. India
+91 44 2847 8585 / 4298 3100, Fax +91 44 2847 8597. www.ramcoindltd.com
CIN : L26943TN1965PLC005297, ✉ : ril@ril.co.in

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051 Scrip Code: RAMCOIND
EQ

BSE Limited
Floor 25, "P.J.Towers"
Dalal Street
Mumbai - 400 001 Scrip Code: 532369

Dear Sirs,

Sub: Subscription to the Preferential Issue of M/s. Ramco Systems Limited - Intimation under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - reg.

In continuation of our letter Ref. No.SEcorres/Reg30/Q3/2022-23 dt. 22.12.2022, we would like to inform you that the Board of Directors of M/s. Ramco Systems Limited (RSL) had, at its Meeting held on 1.2.2023 approved inter alia allotment of 16,42,335 Equity Shares of face value of Rs.10/- each at an issue price of Rs.274/- (including a Premium of Rs.264/-) on Preferential basis to the Company.

The abovesaid equity shares allotted on Preferential basis, shall be subject to lock-in restriction as prescribed under Chapter V of SEBI ICDR Regulations.

Consequent to the investment, the total shareholding of our Company in RSL is 71,09,711 shares of face value of Rs.10/- each constituting 19.38% of its paid up share capital (post conversion of warrants into equity shares by RSL).

The disclosure required under Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed.

We request you to kindly take the above on record.

Thanking you

Yours faithfully
For RAMCO INDUSTRIES LIMITED

S. Balamurugasundaram
Company Secretary & Legal Head

Encl. : a.a.

The disclosure required under Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015.

Name of the target entity, details in brief such as size, turnover, etc.	Ramco Systems Limited (RSL) CIN : L72300TN1997PLC037550 Turnover for the year ended 31.3.2022 is Rs.279.59 Crores.
Whether the acquisition would fall within related party transactions(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at arm's length.	Yes. The Company is one of the Promoter Group Companies of RSL and participated in their Preferential Issue. As on 31.12.2022, the Company was holding 54,67,376 Shares representing 17.74% in the paid up share capital of RSL. The investment is made at a face value of Rs.10/- per share at an issue price of Rs.274/- per share (including a Premium of Rs.264/-) adopted by RSL as per Regulation 164 of Chapter V of the SEBI ICDR Regulations and is at arm's length basis.
Industry to which the entity being acquired belongs	Software
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The Company requires infusion of funds to strengthen the long-term resources of the Company for meeting funding requirements of its business activities. It is proposed to utilise the proceeds of the preferential issue partly to repay the existing/future loans and partly to use for general corporate purposes including the working capital augmentation.
Brief details of any governmental or regulatory approvals required for the acquisition	None
Indicative time period for completion of the acquisition	Completed on 1.2.2023
Nature of consideration – whether cash consideration or share swap and details of the same	Cash
Cost of acquisition or the price at which the shares are acquired	Subscription to 16,42,335 shares of RSL at an issue price of Rs.274/- per share for an aggregate amount of Rs.45 Crores.

<p>Percentage of shareholding/ control acquired and/or number of shares acquired</p>	<p>RSL made a composite Preferential Issue of Shares and Warrants. Company acquired 16,42,335 shares. Post issue holding (%) – 20.18% Post Issue holding (%) – 19.38% (post conversion of warrants into equity shares)</p>								
<p>Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)</p>	<p>M/s. Ramco Systems Limited engaged in Research and Development of Enterprise wide Resource Planning (ERP) Software and other computer application software, marketing of software and dealing in computer related hardware and software, and rendering professional services in India and marketing of Software and rendering professional services outside India. The Registered Office is at Rajapalayam.</p> <p>The history of Turnover for the last 3 years are as follows :-</p> <table border="1" data-bbox="730 824 1219 1025"> <thead> <tr> <th>Year ended</th> <th>Turnover (Rs. In Crores)</th> </tr> </thead> <tbody> <tr> <td>31.03.2022</td> <td>279.59</td> </tr> <tr> <td>31.03.2021</td> <td>345.01</td> </tr> <tr> <td>31.03.2020</td> <td>305.85</td> </tr> </tbody> </table>	Year ended	Turnover (Rs. In Crores)	31.03.2022	279.59	31.03.2021	345.01	31.03.2020	305.85
Year ended	Turnover (Rs. In Crores)								
31.03.2022	279.59								
31.03.2021	345.01								
31.03.2020	305.85								