

**July 14, 2023**

**National Stock Exchange of India Ltd.,**

Exchange Plaza, 5<sup>th</sup> 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**

Dear Sir/Madam,

**Sub: Notice of the 26<sup>th</sup> Annual General Meeting**

Please find enclosed the Notice of the 26<sup>th</sup> Annual General Meeting scheduled to be held on August 10, 2023.

Brief details of the 26<sup>th</sup> Annual General Meeting:

Date & Time of the Meeting	August 10, 2023 at 3.00 P.M.
Mode of the Meeting	Video Conference / Other Audio-Visual Means
Cut-off date for E-Voting	August 03, 2023
E-Voting start time, day & date	09:00 a.m. on Monday, the August 07, 2023
E-Voting end time, day & date	05:00 p.m. on Wednesday, the August 09, 2023
Website for casting the vote and to participate in the Meeting	<a href="https://www.evotingindia.com">https://www.evotingindia.com</a>

The aforesaid intimation is also being hosted on the website of the Company [www.ramco.com](http://www.ramco.com).

Kindly take on record the same.

Thanking you,

For **RAMCO SYSTEMS LIMITED**

**VIJAYARAGHAVAN NE  
COMPANY SECRETARY**

Encl: As above

CC: Central Depository Services (India) Limited  
Registrar and Share Transfer Agent

**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](http://www.ramco.com)



**RAMCO SYSTEMS LIMITED**

REGISTERED OFFICE: 47, P S K NAGAR, RAJAPALAYAM - 626 108.  
CORPORATE OFFICE: 64, SARDAR PATEL ROAD, TARAMANI, CHENNAI - 600 113.

CIN: L72300TN1997PLC037550, E-mail : [investorrelations@ramco.com](mailto:investorrelations@ramco.com)

Website: [www.ramco.com](http://www.ramco.com)

PHONE: +91 44 2235 4510 / 6653 4000, Fax : +91 44 2235 2884

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**NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting (“AGM”) of the Members of Ramco Systems Limited, will be held on Thursday, August 10, 2023 at 3.00 p.m. through Video Conferencing / Other Audio Visual Means (VC), to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt:
  - a. the Report of the Board of Directors, Audited Separate (Standalone) Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

**“RESOLVED THAT** the Board’s Report and the Company’s Separate (Standalone) and Consolidated Audited Financial Statements for the year ended March 31, 2023 and the Auditors’ Reports thereon be and are hereby considered and adopted”

2. To consider and appoint a Director in place of Mr. A V Dharmakrishnan (DIN:00693181), who retires by rotation and being eligible, has offered himself for re-appointment:

**“RESOLVED THAT** Mr. A V Dharmakrishnan (DIN:00693181), who retires by rotation be and is hereby re-appointed as a Director of the Company”

**SPECIAL BUSINESS:**

3. To consider and if though fit, pass the following resolution as a **SPECIAL RESOLUTION:**

To consider and approve the re-appointment of Justice Mr. P P S Janarthana Raja (Retd.) (DIN:06702871) as an Independent Director for another term of five (5) consecutive years.

**“RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR”) as amended from time to time, Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Justice Mr. P P S Janarthana Raja (Retd.) (DIN:06702871), who was appointed as an Independent Director of the Company for a period of five years, i.e., from, August 29, 2018 to August 28, 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for another term of five (5) consecutive years, i.e., from August 29, 2023 to August 28, 2028.”

By Order of the Board,  
For **RAMCO SYSTEMS LIMITED**

Place : Chennai  
Date : May 17, 2023

**P R VENKETRAMA RAJA**  
Chairman

## NOTES:

1. The Company has chosen to conduct this AGM through VC. The AGM would be conducted in compliance with the applicable provisions of the Companies Act, 2013 ("The Act") read with Ministry of Corporate affairs ("MCA") General Circular No. 10/2022 dated December 28, 2022 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and such other instructions as may be issued by Statutory Authorities. Hence, Members can attend and participate in the ensuing AGM through VC.
2. Statement pursuant to Section 102 of the Act, setting out the material facts concerning item of special business are annexed hereto. Information in respect of the Director seeking re-election/re-appointment as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR") and as required under Secretarial Standard - 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, are included in this Notice.
3. Electronic copy of the Notice for the AGM and the Annual Report for the financial year (FY) 2022-23 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants ("DP"). Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' 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 Notice and the Annual Report will also be available for download on the Company's website – [www.ramco.com](http://www.ramco.com) and at the websites of Stock Exchanges Viz., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's shares are listed. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (the agency appointed by the Company for providing the Remote e-voting facility, e-voting system during the AGM & participate in the AGM through the VC facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. As this AGM is being held through VC as per MCA/SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form and attendance slip including Route Map are not annexed to this Notice.
5. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members holding shares in electronic mode who have not got their e-mail addresses updated with the DP are requested to update their e-mail address and any changes therein. Members holding shares in physical mode are requested to update their e-mail address/mobile number, quoting their folio number, to our Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: Ramco Systems Limited), ("RTA") in the URL <https://investors.cameoindia.com/> by writing to them at 'Subramanian Building,' No.1, Club House Road, Chennai 600 002, or by e-mail to [investor@cameoindia.com](mailto:investor@cameoindia.com).
6. As per Regulation 40 of SEBI LODR, securities of listed Companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for any assistance in this regard.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form and to RTA/Company in case the shares are held by them in physical form. The said changes related to physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website <https://www.ramco.com/investor-relations/investor-information/common-and-simplified-norms/>.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate;

- claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website <https://www.ramco.com/investor-relations/investor-information/common-and-simplified-norms/>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form. It may be noted that any service request can be processed only after the folio is in KYC Compliant.
9. In accordance with Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website.
  10. The Company is also releasing a public notice by way of advertisement being published in English in Business Standard (all editions) and in vernacular language in Makkal Kural (all editions), containing the following information:
    - a. Convening of AGM through VC in compliance with applicable provisions of the Act.
    - b. Date and Time of the AGM.
    - c. Availability of Notice of the Meeting on the website of the Company and in the Stock Exchanges, viz. BSE and NSE where the Company's shares are listed and at <https://www.evotingindia.com>.
    - d. Requesting the Members who have not registered their e-mail addresses, to get the same registered with the RTA in the URL <https://investors.cameoindia.com/>. Members are requested to register their email addresses with their DP in case the shares are held in dematerialized form.
    - e. Reference to the link of the Company's website, providing access to the full Annual Report.
  11. The cut-off date will be August 03, 2023 for determining the eligibility to vote by remote e-voting or in the AGM.
  12. Voting Through Electronic Means:
    - 12.1 In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and circulars issued by MCA in this regard and Regulation 44 of SEBI LODR the Company is providing remote e-voting facility through the e-voting platform provided by CDSL to enable Members to exercise their right to vote at the 26th AGM by electronic means and the business may be transacted through such voting, through e-voting services provided by CDSL.
    - 12.2 The remote e-voting period begins at 9:00 a.m. on Monday, the August 07, 2023 and ends at 05:00 p.m. on Wednesday, the August 09, 2023. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., on Wednesday, the August 03, 2023 may cast their vote electronically. The remote e-voting shall not be allowed beyond 5.00 p.m. on Wednesday, the August 09, 2023. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
    - 12.3 In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with DP. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
    - 12.4 Pursuant to said SEBI Circular, Login method for e-voting and joining the AGM through VC for Individual Members holding securities in demat mode are given below:

Type of Members	Login Method
Members holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-Voting 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 the AGM through VC &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> .</li> <li>4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Members holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 the AGM through VC &amp; voting during the Meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.com/</a> 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 holding 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 the AGM through VC &amp; voting during the Meeting.</li> </ol>

Type of Members	Login Method
Members (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP 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 the AGM through VC & 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.

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

Login type	Helpdesk details
Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000.

12.6 Login method for e-voting and joining the AGM through VC for Members other than individual shareholders holding in demat form & for those holding in physical form:

- a. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- b. Click on “Shareholders” module
- c. Now enter your User ID
- d. For CDSL: 16 digits beneficiary ID  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID  
Members holding shares in physical form should enter folio number registered with the Company
- e. Next enter the Image Verification as displayed and Click on Login
- f. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used
- g. If you are a first-time user, follow the steps given below:

For Members holding shares in demat form other than individual and physical form

PAN	Enter your 10 digit alpha-numeric PAN issued by income Tax Department (applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend bank details OR Date of Birth (DOB)	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 12.6.

- h. After entering these details appropriately, click on “SUBMIT” tab.



- 12.7 Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 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.
- 12.8 For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12.9 Click on the EVSN for Ramco Systems Limited on which you choose to vote.
- 12.10 On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- 12.11 Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- 12.12 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.
- 12.13 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 12.14 You can also take print of the voting done by you by clicking on "Click here to print" option on the voting page.
- 12.15 If a demat account holder has forgotten the changed password then enter the User ID and captcha Code click on forgot password & enter the details as prompted by the system.
- 12.16 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.
- 12.17 Facility for non-individual Members and custodians - Remote e-voting:
- a. Non individual Members (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
    - b. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - c. 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.
    - d. The list of accounts linked should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - f. Alternatively Non-individual Members 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 [srinivasan.k@msjandnk.in](mailto:srinivasan.k@msjandnk.in) and to the Company at the above mention email address of the Company, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.
- 12.18 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.
- 13. Instructions for Members attending the AGM through VC & e-voting during the AGM are as under:**
- 13.1 The Company would be providing the CDSL system for the Members to cast their vote through remote e-voting and participate in the AGM through VC. Members may access the same at <https://www.evotingindia.com> under shareholders/ Members login by using the remote e-voting credentials.
  - 13.2 The procedure for attending Meeting & e-voting on the day of the AGM are the same as the instructions mentioned for Remote e-voting in point no.12.
  - 13.3 The Members can join the AGM in the VC mode up to 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 1000 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.
- 13.4 Members are requested to join the Meeting through laptops / IPad's for better experience and will be required to have webcam and use internet with a good speed to avoid any disturbance during the Meeting.
- 13.5 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.
- 13.6 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 DP/Company) to the mail id: [investorrelations@ramco.com](mailto:investorrelations@ramco.com). Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- 13.7 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: [investorrelations@ramco.com](mailto:investorrelations@ramco.com). These queries will be replied by the Company suitably by email.
- 13.8 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 [srinivasan.k@msjandnk.in](mailto:srinivasan.k@msjandnk.in) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 13.9 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 Act.
- 13.10 The link for VC will be available in shareholder/ Members login where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting in point no.12.
- 13.11 The Members 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.
- 13.12 Only those Members, who are present in the AGM through VC facility 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.
- 13.13 If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.
- 13.14 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.
- 13.15 Norms for furnishing of PAN, KYC, Bank details and Nomination:
- Pursuant to SEBI Circular no. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.
- The securities in the frozen folios shall be eligible:
- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
  - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.



The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website <https://www.ramco.com/investor-relations/investor-information/common-and-simplified-norms/>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

The Company is in the process of despatching a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

**14. Process for those Members whose email / mobile no. are not registered with the RTA / Depositories:**

- a. For physical shareholders - please provide your email id / mobile no. along with necessary details like folio no., name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) by email to the Company [investorrelations@ramco.com](mailto:investorrelations@ramco.com).
- b. For 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.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

15. 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. August 03, 2023 may obtain the login ID and password by following the procedures mentioned in Point No: 12.4 to 12.6, as the case may be.
16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 03, 2023.
17. Mr. K Srinivasan, Chartered Accountant (Membership No.021510), Partner, M S Jagannathan & N Krishnaswami, Chartered Accountants (email: [srinivasan.k@msjandnk.in](mailto:srinivasan.k@msjandnk.in)) has been appointed as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours of the 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 authorized by him in writing who shall countersign the same and the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
19. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.ramco.com](http://www.ramco.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

By Order of the Board,  
**For RAMCO SYSTEMS LIMITED**

Place : Chennai  
Date : May 17, 2023

**P R VENKETRAMA RAJA**  
Chairman

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

### Item No.3

At the Annual General Meeting held on August 08, 2019, Justice Mr. P P S Janarthana Raja (Retd.) (DIN:06702871) was appointed as an Independent Director of the Company, for a period of five (5) consecutive years from August 29, 2018 to August 28, 2023. In accordance with Section 149(10) of the Act, he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of SEBI LODR and Schedule IV of the Act, 2013, the Board of Directors have evaluated the performance of Justice Mr. P P S Janarthana Raja (Retd.), as an Independent Director and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of SEBI LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on May 17, 2023 had recommended to extend the term of office of Justice Mr. P P S Janarthana Raja (Retd.) by reappointing him for another period of five (5) consecutive years from August 29, 2023 to August 28, 2028. The consent of the Independent Director for his re-appointment along with declaration that he meets the criteria of independence u/s 149(6) of the Act and SEBI LODR have been received.

In accordance with SEBI LODR, no listed Company shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution passed to that effect. It may be noted Justice Mr. P P S Janarthana Raja(Retd.), will attain the age

of 75 years during his another period of five (5) consecutive years. Therefore, this statement may also be regarded as an appropriate disclosure under Regulation 17(1A) of SEBI LODR.

In accordance with Proviso to Section 152(5) of the Act, the Board of Directors have also formed an opinion that Justice Mr. P P S Janarthana Raja (Retd.) fulfils the conditions specified in the Act for such re-appointment. He is not holding any shares in the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Justice Mr. P P S Janarthana Raja (Retd.) is eligible for the sitting fee for attending Board / Committee Meetings and Meeting of Independent Directors as applicable to the Directors from time to time. His re-appointment and remuneration are in accordance with the Nomination and Remuneration Policy of the Company.

His Profile in brief is given below:-

Justice Mr. P P S Janarthana Raja (Retd.), 72 years, is a graduate in Law from the Madras Law College, had been in active practice mainly on the Taxation matters for the past four decades from 1977. He was appointed as an Additional Judge of High Court of Madras during December, 2005 and had become a Permanent Judge of the High Court from April, 2007. After a term of seven (7) years as High Court Judge, he retired on January 21, 2013. He has been on the Board of Directors of the Company since August 29, 2018. His core skills/expertise/competencies are amongst the others, expert legal Knowledge, Tax Planning and Management.

He is also the Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company. During the year, he has attended all the Meetings of the Board and its Committees, where he is a Member.

He is also a Director in the following other Companies: -

Sl. No.	Names of the Entities	Nature of Interest	Sl. No.	Names of the Entities	Nature of Interest
1.	Muthialpet Higher Secondary School	Director	3.	The Ramaraju Surgical Cotton Mills Limited	Director
2.	Rajapalayam Mills Limited	Director	4.	Lynks Logistics Limited	Director

He is also a Member in the following Committees of other Companies: -

Sl. No.	Names of the Company	Name of the Committee	Position Held
1.	Rajapalayam Mills Limited	Audit Committee	Chairperson
		Nomination and Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Member
		Risk Management Committee	Member
		Rights Issue Committee	Member
2.	The Ramaraju Surgical Cotton Mills Limited	Audit Committee	Chairperson
3.	Lynks Logistics Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member

The draft letter of re-appointment for Justice Mr. P P S Janarthana Raja (Retd.) as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

**Disclosure of Interest:**

Except Justice Mr. P P S Janarthana Raja (Retd.), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the Resolution. The Notice together with this statement may be regarded as a disclosure under Regulation 36(3) of SEBI LODR.

The Board recommends the resolution set out at Item No.3 of the Notice for approval by the Members by way of a Special Resolution.

**INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATION 36(3) OF SEBI LODR AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:**

In accordance with the provisions of Section 152 of the Act, Mr. A V Dharmakrishnan, (DIN:00693181), Director, retires by rotation and is seeking re-appointment at the ensuing AGM.

Mr. A V Dharmakrishnan, 66 years, Non-Executive & Non-Independent Director, qualified as a Chartered Accountant in the year 1980 and is a member of Institute of Chartered Accountants of India. Mr. A V Dharmakrishnan has about 43 years of professional experience. He is currently the Chief Executive Officer of The Ramco Cements Limited (TRCL) and has been associated with TRCL for 41 years since May 1982. He has been on the Board of Directors of the Company since January 31, 2008. He is also a Member of Audit Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Fund Raising Committee of the Company. Mr. A V Dharmakrishnan holds 188,192 shares in the Company as on March 31, 2023.

During the year, he has attended all the Meetings of the Board and its Committees, where he is a Member. He is not related to Directors or Key Managerial Personnel of the Company.

He is also a Director in the following other Companies: -

Sl. No.	Names of the Entities	Nature of Interest
1.	Rajapalayam Mills Limited	Director
2.	Shri Harini Media Limited	Director
3.	Ramco Windfarms Limited	Director
4.	Lynks Logistics Limited	Director
5.	Madurai Trans Carrier Limited	Director
6.	Ramco Industrial and Technology Services Limited	Director
7.	L3 Enterprises Private Limited	Director

He is also a Member in the following Committees of other Companies: -

Sl. No.	Name of the Company	Name of the Committee	Position
1.	Rajapalayam Mills Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Rights Issue Committee	Member
2.	Shri Harini Media Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Independent Director Committee	Member
3.	Lynks Logistics Limited	Securities Allotment Committee	Member

**Disclosure of Interest:**

Except Mr. A V Dharmakrishnan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the Resolution. The Notice together with this statement may be regarded as a disclosure under Regulation 36(3) of SEBI LODR.

By Order of the Board,  
**For RAMCO SYSTEMS LIMITED**

Place : Chennai  
Date : May 17, 2023

**P R VENKETRAMA RAJA**  
Chairman