

February 01, 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: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) – Allotment of Warrants & Equity Shares on Preferential Basis**

**Re: Company’s Board Meeting Outcome dated 22.12.2022 & 01.02.2023 and Postal Ballot Voting Results intimation dated 21.01.2023**

In continuation to our above referred intimations, pursuant to Regulation 30 and other applicable provisions of the SEBI LODR Regulations, we wish to inform you that pursuant to the approval of the Members of the Company (by way of Postal Ballot through e-voting) and in-principle approvals received from National Stock Exchange of India Limited and from BSE Limited dated January 18, 2023; the Board of Directors of the Company at its meeting held today i.e., February 01, 2023 has inter alia approved the allotment of the securities on a preferential basis to the Allottees as below:

- Allotment of 14,59,854 (Fourteen Lakhs Fifty Nine Thousand Eight Hundred Fifty Four) fully convertible equity warrants (“Warrants”) at an issue price of Rs. 274/- (Rupees Two Hundred Seventy Four Only) (including a premium of Rs. 264/-) per Warrant on a preferential basis to Mr. P R Venketrama Raja, pursuant to receipt of Rs.9,99,999,999/-, being 25% of the full value of consideration. Each Warrant is convertible into one fully paid-up Equity Share of Rs. 10/- each, on payment of balance 75% of the total consideration, in one or more tranches, within a period of 18 months from the date of allotment. The details of the Allottee is as follows:

Name of the Proposed Allottee	Category	Warrants allotted
Mr. P R Venketrama Raja	Promoter	14,59,854
<b>Total</b>		<b>14,59,854</b>

- Allotment of 43,79,561 (Forty Three Lakhs Seventy Nine Thousand Five Hundred Sixty One) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 274/- (Rupees Two Hundred Seventy Four Only) (including a premium of Rs. 264/-) per Equity Share, pursuant to receipt of Rs. 1,19,99,99,714/-, being the full value of consideration, on a preferential basis. The details of the Allottees are as follows:

Name of the Proposed Allottee	Category	Equity Shares allotted
Ramco Industries Limited	Promoter Group	16,42,335
Atyant Capital India Fund - I	Non- Promoter	13,68,613
Vanderbilt University	Non- Promoter	13,68,613
<b>Total</b>		<b>43,79,561</b>

Further, the securities allotted on preferential basis shall be subject to such lock-in restriction as prescribed under Chapter V of the SEBI LODR Regulations.

### **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)

The requisite disclosure as required in terms of Para A of Part A of Schedule III of Regulation 30 of the SEBI LODR Regulations read with Securities and Exchange Board of India (“SEBI”) Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015, are provided in **Annexure I**, enclosed herewith.

Pursuant to the allotment of the said Equity Shares, the total paid-up share capital of Ramco Systems Limited (“Company”) has increased from 3,08,18,482/- (Three Crores Eight Lakhs Eighteen Thousand Four Hundred and Eighty Two) equity shares of Rs.10/- each to 3,52,27,756/- equity shares\* (Three Crores Fifty Two Lakhs Twenty Seven Thousand Seven Hundred and Fifty Six) of Rs.10/- each.

*\*Including the 29,713 equity shares of Rs.10/- each allotted pursuant to exercise of Employees Stock Option Schemes on January 20, 2023.*

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.

Yours sincerely,  
For **RAMCO SYSTEMS LIMITED**

**VIJAYARAGHAVAN N E**  
**COMPANY SECRETARY**

*Encl.: Annexure I*

**Annexure I**

**Disclosure pursuant to Para A of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015**

**Preferential Issue (Disclosure post allotment of Securities):**

Sr. No.	Particulars	Details of Securities																																																			
		Equity Shares	Warrants																																																		
1.	Type of Securities	Equity Shares	Warrants																																																		
2.	Type of Issuance	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws																																																			
3.	Total number of Securities proposed to be issued or the total amount for which the Securities will be issued	43,79,561 (Forty Three Lakhs Seventy Nine Thousand Five Hundred and Sixty One) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 274/- (Rupees Two Hundred and Seventy Four Only) per Equity Shares aggregating to Rs. 1,19,99,99,714/- (Rupees One Hundred and Nineteen Crore Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Fourteen Only).	14,59,854 (Fourteen Lakhs Fifty Nine Thousand Eight Hundred Fifty Four) Warrants at an issue price of Rs. 274/- (Rupees Two Hundred and Seventy Four Only) per Warrant aggregating to Rs.39,99,99,996/- (Rupees Thirty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Six Only).																																																		
<b>In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):</b>																																																					
i.	<b>Name of the Investors</b>	1. Ramco Industries Limited 2. Atyant Capital India Fund-I 3. Vanderbilt University	1. P R Venketrama Raja																																																		
ii.	<b>Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles),</b>	<table border="1"> <thead> <tr> <th rowspan="3">Investor</th> <th rowspan="3">Particulars</th> <th colspan="2">Pre-issue shareholding</th> <th colspan="4">Post-issue shareholding</th> </tr> <tr> <th rowspan="2">No.</th> <th rowspan="2">%</th> <th colspan="2">Post allotment of Equity Shares*</th> <th colspan="2">Post conversion of Warrants into Equity Shares*</th> </tr> <tr> <th>No.</th> <th>%</th> <th>No.</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>P R Venketrama Raja</td> <td>Warrants</td> <td>33,53,366</td> <td>10.88</td> <td>33,53,366</td> <td>9.52</td> <td>48,13,220</td> <td>13.12</td> </tr> <tr> <td>Ramco Industries Limited</td> <td>Equity Shares</td> <td>54,67,376</td> <td>17.74</td> <td>71,09,711</td> <td>20.18</td> <td>71,09,711</td> <td>19.38</td> </tr> <tr> <td>Atyant Capital India Fund-I</td> <td>Equity Shares</td> <td>-</td> <td>-</td> <td>13,68,613</td> <td>3.89</td> <td>13,68,613</td> <td>3.73</td> </tr> <tr> <td>Vanderbilt University</td> <td>Equity Shares</td> <td>-</td> <td>-</td> <td>13,68,613</td> <td>3.89</td> <td>13,68,613</td> <td>3.73</td> </tr> </tbody> </table>	Investor	Particulars	Pre-issue shareholding		Post-issue shareholding				No.	%	Post allotment of Equity Shares*		Post conversion of Warrants into Equity Shares*		No.	%	No.	%	P R Venketrama Raja	Warrants	33,53,366	10.88	33,53,366	9.52	48,13,220	13.12	Ramco Industries Limited	Equity Shares	54,67,376	17.74	71,09,711	20.18	71,09,711	19.38	Atyant Capital India Fund-I	Equity Shares	-	-	13,68,613	3.89	13,68,613	3.73	Vanderbilt University	Equity Shares	-	-	13,68,613	3.89	13,68,613	3.73	<p><i>* Including the 29,713 equity shares of Rs.10/- each allotted pursuant to exercise of Employees Stock Option Schemes on January 20, 2023.</i></p> <p><b>Issue Price:</b> Warrants at an issue price of Rs. 274 (Rupees Two Hundred and Seventy Four Only) per Warrant, of which an amount equivalent to 25% (Twenty Five percent) of the Per Warrant Price has been paid by the allottee to the Company at the time of allotment of the Warrants, and the balance 75% (Seventy Five percent) of the Per Warrant Price shall be payable to the Company at the time of allotment of the Equity Shares upon exercise of the option attached to the relevant Warrant, in one or more tranches.</p>
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		Equity Shares at an issue price of Rs. 274 (Rupees Two Hundred and Seventy Four Only) each, which has been paid by the allottees.
iii.	Number of investors;	3   1
iv.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Each of the Warrants is exercisable into 1 Equity Share having face value of Rs. 10/- (Rupees Ten Only) each. The tenor of the Warrants is 18 months from the date of allotment. The Warrants shall be convertible in one or more tranches.

Sr. No.	Name of the Allottee	Allotted Price
1.	P R Venketrama Raja	Allotment of 14,59,854 (Fourteen Lakhs Fifty Nine Thousand Eight Hundred Fifty Four) Warrants at an issue price of Rs. 274/- (Rupees Two Hundred and Seventy Four Only) per Warrant aggregating to Rs. 39,99,99,996/- (Rupees Thirty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Six Only) of which Rs.9,99,99,999/- (Rupees Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Nine Only) being 25% (Twenty Five percent) of the total consideration of Warrants has been paid and the balance 75% (Seventy-Five percent) of the per Warrant price shall be payable to the Company at the time of allotment of the Equity Shares upon exercise of the option attached to the relevant Warrants, in one or more tranches.
2.	Ramco Industries Limited	Allotment of 16,42,335 (Sixteen Lakh Forty Two Thousand Three Hundred and Thirty Five) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 274/- (Rupees Two Hundred and Seventy Four Only) per Equity Shares aggregating to Rs. 44,99,99,790 (Rupees Forty Four Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Ninety Only).
3.	Atyant Capital India Fund-I	Allotment of 13,68,613 (Thirteen Lakh Sixty Eight Thousand Six Hundred and Thirteen) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 274/- (Rupees Two Hundred and Seventy Four Only) per Equity Shares aggregating to Rs. 37,49,99,962/- (Rupees Thirty Seven Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Sixty Two Only).
4.	Vanderbilt University	Allotment of 13,68,613 (Thirteen Lakh Sixty Eight Thousand Six Hundred and Thirteen) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 274/- (Rupees Two Hundred and Seventy Four Only) per Equity Shares aggregating to Rs. 37,49,99,962/- (Rupees Thirty Seven Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Sixty Two Only).

For **RAMCO SYSTEMS LIMITED**

**VIJAYARAGHAVAN N E**  
**COMPANY SECRETARY**