

August 10, 2023

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th 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

Sub: Proceedings of 26th Annual General Meeting (AGM) of the Company held on August 10, 2023

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 26th AGM held through Video Conferencing on August 10, 2023.

The aforesaid intimation is also being hosted on the website of the Company www.ramco.com.

Kindly take on record the same.

Thanking you,

For **RAMCO SYSTEMS LIMITED**

VIJAYA RAGHAVAN N E
COMPANY SECRETARY

Encl: 26th AGM Proceedings

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

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SUMMARY OF THE PROCEEDINGS OF 26TH ANNUAL GENERAL MEETING (“AGM” / “MEETING”) OF RAMCO SYSTEMS LIMITED

Day & Date & Time of the Meeting : Thursday, August 10, 2023 @ 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 AND FROM</u>
Mr. P R Venketrama Raja	Chairman & Chairperson of Stakeholders’ Relationship Committee	VC/ Rajapalayam
Mrs. Soundara Kumar	Independent Director & Chairperson of Audit Committee	VC/Chennai
Mr. M M Venkatachalam	Independent Director & Chairperson of Nomination and Remuneration Committee	VC/ Chennai
Mr. A V Dharmakrishnan	Non-Executive Director	VC/ Chennai
Mr. R S Agarwal	Independent Director	VC/ Mumbai
Mr. Sankar Krishnan	Non-Executive Director	VC/ Thiruvananthapuram
Justice Mr. P P S Janarthana Raja (Retd.)	Independent Director	VC/ Chennai
Mr. P V Abinav Ramasubramaniam Raja	Whole-Time Director	VC/ Chennai
<u>IN ATTENDANCE</u>		
Mr. Vijayaraghavan N E	Company Secretary	VC/ Chennai
<u>BY INVITATION</u>		
Mr. Subramanian Sundaresan	Chief Executive Officer (CEO)	VC/ Chennai
Mr. Raghuveer Sandesh Bilagi	Chief Operating Officer (COO)	VC/ Chennai
Mr. R Ravi Kula Chandran	Chief Financial Officer (CFO)	VC/ Chennai
Mr. K Srinivasan	Partner, M S Jagannathan & N Krishnaswami, Chartered Accountants, Statutory Auditors Also, the Scrutinizer for this Meeting	VC/ Chennai
Mr. K Sriram & Mr. R Sivasubramanian	Partners, M/s. S Krishnamurthy & Co., Company Secretaries, Secretarial Auditors	VC/ Chennai & Coimbatore respectively

A total of 62 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.

Mr. 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 03, 2023) to vote on the resolutions to be considered at the 26th AGM. The Company Secretary further informed the Members that the e-voting process/ process for attending the AGM had been explained in the 26th AGM Notice. For those persons who had acquired shares between July 08, 2023 and August 03, 2023, the 26th AGM Notice along with the Annual Report 2022-23, 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 07, 2023 and ended at 5.00 P.M. on August 09, 2023. 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 26th AGM along with the Board's Report, Secretarial Auditor's Report, Corporate Governance Report, Management Discussion & Analysis Report, Business Responsibility and Sustainability Report, Statutory Auditor's Report and Financial Statements (both Standalone and Consolidated) for the year ended March 31, 2023, have already been circulated to the Members who held shares as on Annual Report despatch cut-off date i.e July 07, 2023. The Company Secretary added that since there was no request to read the 26th 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 Secretarial Auditors under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 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 highlights for the year, order booking, revenues, profit / (loss), business performance, Preferential issue of equity shares & warrants, diversity & culture – human resources and outlook for the FY 2023-24.

The session was then 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. It was ascertained that no speaker shareholder did turn up.

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

ORDINARY BUSINESS – ORDINARY RESOLUTION:

RESOLUTION NO: 1 – ADOPTION OF ACCOUNTS

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

RESOLUTION NO: 2 – RETIREMENT BY ROTATION AND REAPPOINTMENT

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

SPECIAL BUSINESS – SPECIAL RESOLUTION:

RESOLUTION NO: 3 – REAPPOINTMENT OF JUSTICE MR. P P S JANARTHANA RAJA (RETD.) (DIN:06702871)

“RESOLVED THAT in 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,

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("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."

The Chairman informed the Members that Mr. 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, 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, shareholders, Statutory Auditors, Secretarial Auditors, Internal Auditors, CEO & COO and their team for the support and also thanked 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 03:25 PM and the required Quorum was present throughout the Meeting.

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