

August 11, 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: Voting Results and Consolidated Scrutinizer Report of Ramco Systems Limited

We wish to inform you that the 26th Annual General Meeting of the Company was held on Thursday the August 10, 2023, through Video Conferencing / Other Audio Visual Means and all the resolutions transacted at the said meeting had been passed with requisite majority.

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results are enclosed.

In compliance with Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report issued by Mr. K Srinivasan, Chartered Accountant, Partner of M S Jagannathan & N Krishnaswami, Chartered Accountants, Scrutiniser is enclosed.

Kindly take on record the same.

Thanking you,

For **RAMCO SYSTEMS LIMITED**

VIJAYA RAGHAVAN N E
COMPANY SECRETARY

Encl: 26th AGM Voting Results and Scrutinizers Report

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

General information about company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOTLISTED
ISIN	INE246B01019
Name of the company	Ramco Systems Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-08-2023
Start time of the meeting	03:00 PM
End time of the meeting	03:25 PM



Scrutinizer Details	
Name of the Scrutinizer	K Srinivasan
Firms Name	M S Jagannathan and N Krishnaswami
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	17-05-2023
Date of Issuance of Report to the company	11-08-2023



Voting results	
Record date	03-08-2023
Total number of shareholders on record date	41026
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	15
b) Public	47
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Companys Separate Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18367184	18367184	100	18367184	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		18367184	18367184	100	18367184	0	100
Public- Institutions	E-Voting	4962317	2079760	41.9111	2079760	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4962317	2079760	41.9111	2079760	0	100
Public- Non Institutions	E-Voting	11910344	337752	2.8358	337708	44	99.987	0.013
	Poll		150	0.0013	150	0	100	0
	Postal Ballot (if applicable)							
	Total		11910344	337902	2.837	337858	44	99.987
Total		35239845	20784846	58.9811	20784802	44	99.9998	0.0002
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Mr. A V Dharmakrishnan DIN 00693181 as a Director liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18367184	18367184	100	18367184	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		18367184	18367184	100	18367184	0	100
Public-Institutions	E-Voting	4962317	2079760	41.9111	2069833	9927	99.5227	0.4773
	Poll							
	Postal Ballot (if applicable)							
	Total		4962317	2079760	41.9111	2069833	9927	99.5227
Public- Non Institutions	E-Voting	11910344	337645	2.8349	337567	78	99.9769	0.0231
	Poll		150	0.0013	150	0	100	0
	Postal Ballot (if applicable)							
	Total		11910344	337795	2.8361	337717	78	99.9769
Total		35239845	20784739	58.9808	20774734	10005	99.9519	0.0481
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Justice Mr. P P S Janarthana Raja Retd DIN 06702871 as an Independent Director for another term of five 5 consecutive years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18367184	18367184	100	18367184	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		18367184	18367184	100	18367184	0	100
Public-Institutions	E-Voting	4962317	2079760	41.9111	2079760	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4962317	2079760	41.9111	2079760	0	100
Public- Non Institutions	E-Voting	11910344	337645	2.8349	337567	78	99.9769	0.0231
	Poll		150	0.0013	150	0	100	0
	Postal Ballot (if applicable)							
	Total		11910344	337795	2.8361	337717	78	99.9769
Total		35239845	20784739	58.9808	20784661	78	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Srinivasan Krishnaswami
Chartered Accountant

11 August 2023

The Chairman
Ramco Systems Limited
47 P.S.K Nagar
Rajapalayam – 626108

Dear Sir,

Sub: Remote E-Voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 26th Annual General Meeting on 10 August, 2023 conducted through Video Conferencing (VC) – Scrutinizer's Consolidated Report

I have been appointed to act as the Scrutinizer for the remote e-voting process, in connection with your Company's 26th AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE), the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Ministry of Corporate Affairs (MCA) circular dated 28 December 2022 and SEBI circular dated 5 January 2023.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

Item No.	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary Business	Ordinary Resolution	Adoption of Company's Separate (Standalone) and Consolidated Audited Financial Statements for the year ended 31 March 2023.
2	Ordinary Business	Ordinary Resolution	Reappointment of Mr. A V Dharmakrishnan (DIN:00693181), as a Director, liable to retire by rotation.
3	Special Business	Special Resolution	Reappointment of Justice Mr. P P S Janarthana Raja (Retd.) (DIN:06702871) as an Independent Director for another term of five (5) consecutive years.

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinize the remote e-voting process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.

Srinivasan Krishnaswami
Chartered Accountant

4. The equity shares lying in the Unclaimed Shares Suspense Account on which voting rights were frozen in terms of Schedule VI of LODR were not considered for remote e-voting process.
5. Central Depository Services (India) Limited (CDSL), the agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 230704009 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. 3 August 2023 was fixed as the cut-off date for determining the eligibility to vote.
7. The remote e-voting facility prior to the AGM was made available from 9:00 AM on 7 August 2023 to 5:00 PM on 9 August 2023.
8. The Company Secretary announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through the remote e-voting prior to the AGM, to exercise their voting rights.
9. The prescribed particulars with regard to the remote e-voting process were duly advertised on 1 July 2023 and 19 July 2023 in Business Standard (English – All Editions) and Makkal Kural (Tamil – All Editions). The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company's Registrar and Share Transfer Agent.
10. The Company completed the despatch of Annual Report for the financial year 2022-23 containing Notice, Board's Report, Corporate Governance Report, Business Responsibility and Sustainability Report, Management Discussion and Analysis Report, Secretarial Auditor's Report, Statutory Auditor's Report and Financial Statements by email to 39,731 Members on 14 July 2023. Further, the Company had sent email to 1,758 Members on 4 August 2023 containing the Annual Report individually to the Shareholders who acquired the shares after 8 July 2023, till the cut-off date and holding shares as on the cut-off date.

Physical copies of the AGM notice and Annual Report were sent to the Members, those who had specifically requested for the same, in view of the exemption provided by MCA and SEBI vide their Circulars referred above.

11. Annual Report 2022-23 along with 26th AGM Notice was also sent to the Directors and Auditors on 14 July 2023 and filed with NSE and BSE on their online portal on the same date.
12. On the Completion of the AGM process:
 - 12.1. I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.

Srinivasan Krishnaswami
Chartered Accountant

12.2. I scrutinised the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.

13. I have also verified and confirm that:

13.1. No member, who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.

14. I have recorded the particulars of the votes cast through remote e-voting, in a separate register maintained by me in electronic form.

15. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution Number	Total Votes		Votes cast in favour			Votes cast against		
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	Percentage of votes	No. of Ballots	No. of Votes	Percentage of votes
1	113	2,07,84,846	109	2,07,84,802	99.9998%	4	44	0.0002%
2	112	2,07,84,739	104	2,07,74,734	99.9519%	8	10,005	0.0481%
3	112	2,07,84,739	107	2,07,84,661	99.9996%	5	78	0.0004%

16. All the three resolutions have been passed with requisite majority.

KRISHNASWA
MI SRINIVASAN

Digitally signed by
KRISHNASWAMI SRINIVASAN
Date: 2023.08.11 13:15:41
+05'30'

K. Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutinizer for the AGM
UDIN: 23021510BGTPHW8126
Chennai
11 August 2023

For Ramco Systems Limited

Vijaya Raghavan N E
Company Secretary