

August 3, 2018

National Stock Exchange of India Ltd

Plot No:C/1, G Block
Exchange Plaza, 5th Floor
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip: RAMCOSYS-EQ

BSE Ltd

Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip: 532370

Dear Sirs,

Sub: Proceedings of 21st Annual General Meeting (AGM) held on 3rd August, 2018

Pursuant to Clause 13 of Schedule III, Part A, Para A read with Regulation 30 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we submit the proceedings of the 21st Annual General Meeting held on 3rd August, 2018.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully
For **RAMCO SYSTEMS LIMITED**


P R KARTHIC
COMPANY SECRETARY



Encl: As above

Ramco Systems Limited

Corporate Headquarters: 64, Sardar Patel Road, Taramani, Chennai 600 113, India |
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 2884 | CIN : L72300TN1997PLC037550 |
Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, India

Global Offices: India | Singapore | Malaysia | China | Hong Kong | Philippines | Australia | Dubai | USA | Canada |
United Kingdom | Germany | Switzerland | South Africa | Sudan

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PROCEEDINGS OF 21ST ANNUAL GENERAL MEETING

ramco

Name of the Company	- Ramco Systems Limited
Day & Date	- Friday, the 3 rd August 2018
Venue	- P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam – 626 108
Time of Commencement	- 11.45 A.M.
Time of Conclusion	- 12.10 P.M.

Attendance / Holding	No. of Persons	Aggregate No. of Shares held
Attended in Person	32	16,190,585
Attended through Proxy	-	-
Total	32	16,190,585

The following Directors were present at the Meeting:

1. Shri P R Venketrama Raja - Chairman & Chairman of Stakeholders' Relationship Committee
2. Shri P V Abinav Ramasubramaniam Raja - Whole-Time Director
3. Shri M M Venkatachalam - Director & Chairman of Nomination and Remuneration Committee and Member of Audit Committee
4. Shri A V Dharmakrishnan - Director
5. Shri R S Agarwal - Director

Auditors present:

1. Shri K Srinivasan - Representing M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants Statutory Auditor
2. Shri K Sriram - Representing M/s. S Krishnamurthy & Co.,
Shri R Sivasubramaniam - Company Secretaries, Secretarial Auditor

The following executives were present at the meeting:

In Attendance:

Shri P R Karthic - Company Secretary

By Invitation:

Shri R Ravi Kula Chandran - Chief Financial Officer

Scrutiniser present:

- Shri K Srinivasan, Partner,
M/s. M.S. Jagannathan &
N. Krishnaswami,
Chartered Accountants

Shri 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.

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The Chairman welcomed the Members to take part in the proceedings of the Meeting.

The Chairman introduced the Directors present.

The Chairman informed the members about the passing away of Shri V Jagadisan, Independent Director on 16.03.18. The Members observed silence for a minute as a mark of respect to the departed soul.

He informed that Smt. Soundara Kumar, Director and Chairperson of the Audit Committee and Shri Sankar Krishnan, Director could not attend the meeting due to their pre-occupation. However, Shri M M Venkatachalam, Director represented the Audit Committee.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013, Auditors' Report, Secretarial Auditor's report and Certificate from the Statutory Auditors under Securities and Exchange Board of India (SEBI) Regulations regarding implementation of Employee Stock Option Schemes/ Plan in accordance with the resolution of the company in general meeting were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Board's Report, Financial Statements (both Standalone and Consolidated) for the year ended 31st March 2018, Auditors' Report to the Shareholders and Secretarial Auditor's Report, having already been circulated to the Members were taken as read. It was noted that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report. It was also noted that there were no qualifications, observations or comments or other remarks, in the Secretarial Audit Report.

The Chairman delivered his speech, during the course of which, he reviewed the performance of the Company and adequately clarified the queries raised by the some of the members.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 A.M. on 31st July 2018 and ended at 5.00 P.M. on 2nd August 2018. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.

The Chairman informed the Members that Shri 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 e-voting and the ballot process in a fair and transparent manner.

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

ORDINARY BUSINESS:

RESOLUTION NO: 1

"RESOLVED THAT the Board's Report and the Company's Separate (Standalone) and Consolidated Audited Financial Statements for the year ended 31st March 2018, and the Auditors' Reports thereon be and are hereby considered and adopted".

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RESOLUTION NO: 2

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

SPECIAL BUSINESS:

RESOLUTION NO: 3

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Sankar Krishnan (DIN:01597033), appointed by the Board of Directors in the category of an Independent Director as an Additional Director on 11th May 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of five (5) consecutive years from the date of his appointment, viz., 11th May 2018"

RESOLUTION NO: 4

"RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and such other provisions as applicable, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri M M Venkatachalam (DIN:00152619), Independent Director of the Company, whose term ends on 31st March 2019 be reappointed as Independent Director for another term of five (5) consecutive years starting from 1st April 2019 to 31st March 2024".

RESOLUTION NO: 5

"RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and such other provisions as applicable, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri R S Aggarwal (DIN:00012594), Independent Director of the Company, whose term ends on 31st March 2019 be reappointed as Independent Director for another term of five (5) consecutive years starting from 1st April 2019 to 31st March 2024".

The Chairman informed the Members that in accordance with Rule 20(4)(xii) and its Proviso of the Companies (Management and Administration) Rules, 2014, the Company Secretary had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to Central Depository Services India Limited immediately after the declaration of result for placing on their website.

The results would also be submitted to the stock exchanges within 48 hours of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

The meeting ended with a vote of thanks to the Chair.

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