

August 4, 2016

National Stock Exchange of India Ltd Plot No:C/1, G Block Exchange Plaza, 5 th Floor Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax Nos: 022-26598237/ 26598238/26598347/26598348 Email: cmlist@nse.co.in Scrip: RAMCOSYS-EQ	Corporate Relationship Department BSE Ltd., Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Fax Nos: 022-22723121/ 22723719/ 22722039 Email: 'corp.relations@bseindia.com' Scrip: 532370
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Dear Sirs,

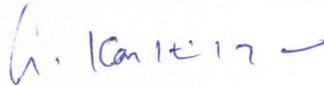
Sub: Proceedings of 19th Annual General Meeting (AGM) held on 4th August, 2016

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 19th Annual General Meeting held on 4th August, 2016.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully
For **RAMCO SYSTEMS LIMITED**



G KARTHIKEYAN
COMPANY SECRETARY

Encl: As above

PROCEEDINGS OF 19TH ANNUAL GENERAL MEETING

Name of the Company	-	Ramco Systems Limited
Day & Date	-	Thursday, the 4 th August 2016
Venue	-	P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam – 626 108
Time of Commencement	-	11.45 AM
Time of Conclusion	-	12.30 PM

Members attended in person	-	33
Members attended through proxy*	-	1

Total	-	34

* No. of Shares Represented by the Proxies 3,14,906

The following Directors were present at the Meeting:

1. Shri P R Ramasubrahmaneya Rajha - Chairman of the Board and Stakeholders' Relationship Committee
2. Shri P R Venketrama Raja - Vice Chairman & Managing Director
3. Shri M M Venkatachalam - Director & Chairman of the Audit Committee and Nomination and Remuneration Committee
4. Shri V Jagadisan - Director
5. Shri A V Dharmakrishnan - Director
6. Shri R S Agarwal - Director

Auditors present:

1. Shri C N Gangadaran - M/s. CNGSN & Associates LLP
Statutory Auditors
2. Shri K Sriram - M/s. S Krishnamurthy & Co.,
Company Secretaries, Secretarial
Auditors

The following executives were present at the meeting

In Attendance:

- Shri G Karthikeyan - 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

Ramco Systems Ltd.

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www.ramco.com CIN : L72300TN1997PLC037550
Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, India

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Shri P R Ramasubrahmaneya Rajha, 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 to take part in the proceedings of the Meeting.

The Chairman explained the absence of Smt. Soundara Kumar, Director, which was due to her pre-occupation.

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 comprising Standalone and Consolidated Statement of Profit & Loss of the Company for the year ended 31st March 2016, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date, 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 briefed the performance of the Company. The Vice Chairman & Managing Director elaborated further and adequately clarified the queries raised by 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 AM on 1st August 2016 and ended at 5.00 PM on 3rd August 2016. 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 Secretary read out the resolutions on which the Members were required to vote.

A. Ganesh

ORDINARY BUSINESS:**RESOLUTION NO: 1**

"RESOLVED THAT that the Board's Report and the Company's Standalone and Consolidated Statements of Profit and Loss for the year ended 31st March 2016, Balance Sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors' Reports thereon be and are hereby considered and adopted."

RESOLUTION NO: 2

"RESOLVED THAT Shri P R Ramasubrahmaneya Rajha (DIN:00331357), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

RESOLUTION NO: 3

"RESOLVED THAT in terms of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s.CNGSN & Associates LLP, Chartered Accountants, holding Firm Registration No:004915S, as Auditors of the Company for the third consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 28th July 2014 be and is hereby ratified."

SPECIAL BUSINESS:**RESOLUTION NO: 4**

"RESOLVED THAT in partial modification of the special resolution passed at the 17th Annual General Meeting held on 28th July 2014, the present term of Shri P R Venketrana Raja (DIN: 00331406) as Managing Director (22nd May 2014 to 21st May 2017) be modified to end on 31st March 2017, in order to align the term with the financial year being followed by the Company i.e., 1st April to 31st March.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri P R Venketrana Raja (DIN: 00331406) as Managing Director of the Company for a period of 3 (three) years with effect from 1st April 2017, at a remuneration not exceeding 5% of the net profits of the Company, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director subject however that the annual remuneration does not exceed the limit approved hereinbefore.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Managing Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall also have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration subject however that such minimum remuneration shall not exceed double of the limit prescribed under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

G. K. Kumar

RESOLVED FURTHER THAT in case Managing Director draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies.

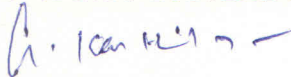
RESOLVED FURTHER THAT the remuneration limits mentioned above shall be exclusive of any fee payable to him for attending Meetings of the Board or any Committee thereof or for any other purpose whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013."

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 Secretary of the Company 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 CDSL 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.

For **RAMCO SYSTEMS LIMITED**



G. KARTHIKEYAN
COMPANY SECRETARY