

August 9, 2019

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**

Dear Sir,

Sub: Submission of e-voting results in the format as prescribed under 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Thursday, the 8th August 2019, at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam- 626 108, Tamil Nadu and all resolutions transacted at the said meeting had been passed with requisite majority.

In compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results in the prescribed format are enclosed as Annexure - A.

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

We request you to kindly take the above on record.

Yours faithfully

For RAMCO SYSTEMS LIMITED



P R KARTHIC
COMPANY SECRETARY



Encl: As above

Ramco Systems Limited

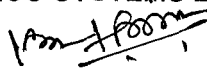
Corporate Headquarters: 64, Sardar Patel Road, Taramani, Chennai 600 113, India |
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 2884 | CIN : L72300TN1997PLC037550 |
Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, India

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

www.ramco.com

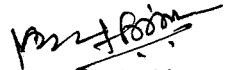
General information about company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	
ISIN	INE246B01019
Name of the company	Ramco Systems Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-08-2019
Start time of the meeting	11:45 AM
End time of the meeting	12:35 PM

For RAMCO SYSTEMS LIMITED


P.R. Karthic
Company Secretary

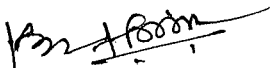
Scrutinizer Details	
Name of the Scrutinizer	K Srinivasan
Firms Name	M.S. Jagannathan & N. Krishnaswami
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	22-05-2019
Date of Issuance of Report to the company	08-08-2019

For RAMCO SYSTEMS LIMITED


P.R. Karthic
Company Secretary

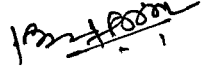
Voting results	
Record date	01-08-2019
Total number of shareholders on record date	14212
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	11
b) Public	19
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

For RAMCO SYSTEMS LIMITED


P.R. Karthic
Company Secretary

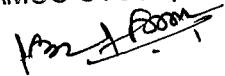
Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements for the year ended 31st March 2019.				
Category	Mode of 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	16741840	16741840	100	16741840	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16741840	16741840	100	16741840	0	100
Public- Institutions	E-Voting	6401464	5417801	84.6338	5417801	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6401464	5417801	84.6338	5417801	0	100
Public- Non Institutions	E-Voting	7454990	713956	9.5769	713954	2	99.9997	0.0003
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7454990	713956	9.5769	713954	2	99.9997
Total		30598294	22873597	74.7545	22873595	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAMCO SYSTEMS LIMITED


P.R. Karthic
Company Secretary

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

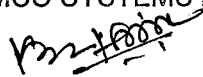
For RAMCO SYSTEMS LIMITED



P.R. Karthic
Company Secretary

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Shri P R Venketrama Raja (DIN:00331406), a Director retiring 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	16741840	16741840	100	16741840	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16741840	16741840	100	16741840	0	100
Public- Institutions	E-Voting	6401464	5419907	84.6667	5419907	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6401464	5419907	84.6667	5419907	0	100
Public- Non Institutions	E-Voting	7454990	713956	9.5769	713954	2	99.9997	0.0003
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7454990	713956	9.5769	713954	2	99.9997
Total		30598294	22875703	74.7614	22875701	2	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

For RAMCO SYSTEMS LIMITED


P.R. Karthic
Company Secretary

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

For RAMCO SYSTEMS LIMITED

1/22/2008

P.R. Karthic
Company Secretary

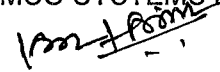
Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Justice Shri P P S Janarthana Raja (Retd.) (DIN:06702871), as an Independent Director of the Company				
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	16741840	16741840	100	16741840	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16741840	16741840	100	16741840	0	100
Public- Institutions	E-Voting	6401464	5419907	84.6667	5419907	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6401464	5419907	84.6667	5419907	0	100
Public- Non Institutions	E-Voting	7454990	713956	9.5769	713954	2	99.9997	0.0003
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7454990	713956	9.5769	713954	2	99.9997
Total		30598294	22875703	74.7614	22875701	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAMCO SYSTEMS LIMITED


P.R. Karthic
Company Secretary

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

For RAMCO SYSTEMS LIMITED



P.R. Karthic
Company Secretary

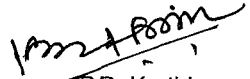
Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Sankar Krishnan (DIN:01597033), as Non-Executive Non-Independent Director of the Company				
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	16741840	16741840	100	16741840	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16741840	16741840	100	16741840	0	100
Public-Institutions	E-Voting	6401464	5419907	84.6667	5418779	1128	99.9792	0.0208
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6401464	5419907	84.6667	5418779	1128	99.9792
Public- Non Institutions	E-Voting	7454990	713956	9.5769	713954	2	99.9997	0.0003
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7454990	713956	9.5769	713954	2	99.9997
Total		30598294	22875703	74.7614	22874573	1130	99.9951	0.0049
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAMCO SYSTEMS LIMITED

P.R. Karthic
P.R. Karthic
Company Secretary

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

For RAMCO SYSTEMS LIMITED



P.R. Karthic
Company Secretary

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Smt Soundara Kumar (DIN:01974515), as an Independent Director of the Company				
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	16741840	16741840	100	16741840	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16741840	16741840	100	16741840	0	100
Public- Institutions	E-Voting	6401464	5419907	84.6667	5419907	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6401464	5419907	84.6667	5419907	0	100
Public- Non Institutions	E-Voting	7454990	713956	9.5769	713954	2	99.9997	0.0003
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7454990	713956	9.5769	713954	2	99.9997
Total		30598294	22875703	74.7614	22875701	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For RAMCO SYSTEMS LIMITED

P.R. Karthic

P.R. Karthic
Company Secretary

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

For RAMCO SYSTEMS LIMITED

P.R. Karthic
P.R. Karthic
Company Secretary

K.SRINIVASAN
CHARTERED ACCOUNTANT

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14 VOC Road, Cantonment 46 GN Chetty Road T Nagar
Trichy 620001 Chennai 600017
Phone: 0431-2140542 Phone: 044-42059739/45008214

Email:srinivasan.k@msjandnk.in

8 August 2019

The Chairman,
Ramco Systems Limited
47, P.S.K. Nagar
Rajapalayam – 626 108

Dear Sir,

Sub: Remote E-voting and ballot process in respect of your Company's 22nd Annual General Meeting (AGM) on 8th August 2019 - Consolidated Scrutiniser's report

I have been appointed to act as the Scrutiniser for the remote e-voting and ballot process, in connection with your Company's 22nd 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), in respect of four (4) ordinary resolutions and one (1) special resolution to be considered at the 22nd AGM.

2. The items of business set out in the notice convening the AGM and covered by the remote e-voting/ballot process were:

Item No	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Audited Financial Statements for the year ended 31 st March 2019.
2	Ordinary	Ordinary	Appointment of Shri P R Venketrama Raja (DIN:00331406), a Director retiring by rotation.
3	Special	Ordinary	Appointment of Justice Shri P P S Janarthana Raja (Retd.) (DIN:06702871), as an Independent Director of the Company
4	Special	Ordinary	Appointment of Shri Sankar Krishnan (DIN:01597033), as Non-Executive Non-Independent Director of the Company
5	Special	Special	Reappointment of Smt. Soundara Kumar (DIN:01974515), as an Independent Director of the Company



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Phone: 0431-2140542 Phone: 044-42059739/45008214

Email: srinivasan.k@msjandnk.in

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and the continuation of the ballot process at the AGM on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated scrutiniser's report of the total votes cast in favour or against.

4. There were no equity shares lying in Unclaimed Shares Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

5. The Chairman announced that the ballot process be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked that. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process.

6. Central Depository Services (India) Limited (CDSL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 190709012 for the same.

7. The prescribed particulars with regard to the remote e-voting process were duly advertised on 13th July 2019 in Makkal Kural (Tamil – All Editions) and in Business Standard (English – All Editions).

8. 1st August 2019 was fixed as the cut-off date for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.

9. On the completion of the voting through ballot process:

9.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company. No votes were cast by any member using the ballot process at the AGM.

9.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.

9.3. 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.

10. I have also verified and confirm that:

M



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14 VOC Road, Cantonment 46 GN Chetty Road T Nagar
Trichy 620001 Chennai 600017
Phone: 0431-2140542 Phone: 044-42059739/45008214

Email: srinivasan.k@msjandnk.in


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

11. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.

12. The combined results of voting through remote e-voting and ballots process at the AGM venue are as under:

Resolution No.	Total valid ballots / votes		Valid ballots / votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	61	2,28,73,597	60	2,28,73,595	99.99999%	1	2	0.00001%
2.	62	2,28,75,703	61	2,28,75,701	99.99999%	1	2	0.00001%
3.	62	2,28,75,703	61	2,28,75,701	99.99999%	1	2	0.00001%
4.	62	2,28,75,703	60	2,28,74,573	99.99506%	2	1,130	0.00494%
5.	62	2,28,75,703	61	2,28,75,701	99.99999%	1	2	0.00001%

13. All the four (4) ordinary resolutions and one (1) special resolution have the requisite majority on the date of the AGM, namely 8th August 2019.


K.Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutiniser for the AGM
UDIN: 19021510AAAACK6333

