

August 3, 2018

**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,

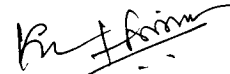
**Sub: Submission of e-voting results in the format as prescribed under 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed the e-voting results in the format as prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with scrutinizer's report.

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](http://www.ramco.com)

<b>General information about company</b>	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOTLISTED
ISIN	
Name of the company	Ramco Systems Limited
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	03-08-2018
Start time of the meeting	11:45 AM
End time of the meeting	12:10 PM

For RAMCO SYSTEMS LIMITED

  
P.R. Karthic  
Company Secretary

<b>Scrutinizer Details</b>	
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	23-05-2018
Date of Issuance of Report to the company	03-08-2018

For RAMCO SYSTEMS LIMITED

  
P.R. Karthic  
Company Secretary

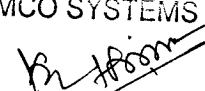
<b>Voting results</b>	
Record date	27-07-2018
Total number of shareholders on record date	13374
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	8
b) Public	24
No. of shareholders attended the meeting through video conferencing	
a) Promoters 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

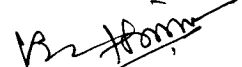
Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements for the year ended 31st March 2018.				
Category	Mode of 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	16719527	16719527	100	16719527	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16719527	16719527	100	16719527	0	100
Public-Institutions	E-Voting	6621952	5395600	81.4805	5395600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6621952	5395600	81.4805	5395600	0	100
Public- Non Institutions	E-Voting	7221324	743064	10.2899	743064	0	100	0
	Poll		30263	0.4191	30263	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7221324	773327	10.7089	773327	0	100
Total		30562803	22888454	74.8899	22888454	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							—	

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?				No				
Description of resolution considered				Appointment of Shri A V Dharmakrishnan (DIN:00693181), 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	16719527	16719527	100	16719527	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16719527	16719527	100	16719527	0	100
Public-Institutions	E-Voting	6621952	5395600	81.4805	5395600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6621952	5395600	81.4805	5395600	0	100
Public- Non Institutions	E-Voting	7221324	743064	10.2899	743064	0	100	0
	Poll		30263	0.4191	30263	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7221324	773327	10.7089	773327	0	100
Total		30562803	22888454	74.8899	22888454	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							—	

For RAMCO SYSTEMS LIMITED

  
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 Shri Sankar Krishnan (DIN:01597033), 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	16719527	16719527	100	16719527	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16719527	16719527	100	16719527	0	100
Public-Institutions	E-Voting	6621952	5395600	81.4805	5395600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6621952	5395600	81.4805	5395600	0	100
Public- Non Institutions	E-Voting	7221324	743064	10.2899	743064	0	100	0
	Poll		30263	0.4191	30263	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7221324	773327	10.7089	773327	0	100
Total		30562803	22888454	74.8899	22888454	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							—	

For RAMCO SYSTEMS LIMITED

  
P.R. Karthic  
Company Secretary

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Shri M M Venkatachalam (DIN:00152619), 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	16719527	16719527	100	16719527	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16719527	16719527	100	16719527	0	100
Public-Institutions	E-Voting	6621952	5395600	81.4805	5395600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6621952	5395600	81.4805	5395600	0	100
Public- Non Institutions	E-Voting	7221324	743064	10.2899	743064	0	100	0
	Poll		30263	0.4191	30263	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7221324	773327	10.7089	773327	0	100
Total		30562803	22888454	74.8899	22888454	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							—	

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 Shri R S Agarwal (DIN:00012594), 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	16719527	16719527	100	16719527	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16719527	16719527	100	16719527	0	100
Public-Institutions	E-Voting	6621952	5395600	81.4805	5395600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6621952	5395600	81.4805	5395600	0	100
Public- Non Institutions	E-Voting	7221324	743064	10.2899	743064	0	100	0
	Poll		30263	0.4191	30263	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7221324	773327	10.7089	773327	0	100
Total		30562803	22888454	74.8899	22888454	0	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

**K.SRINIVASAN**  
CHARTERED ACCOUNTANT

5 GF Abirami Apartments 14 VOC Road, Cantonment Trichy 620001 Phone: 0431-2140542	D1 B Block First Floor Parsn Paradise 46 GN Chetty Road T Nagar Chennai 600017 Phone: 044-42059739/45008214
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Email: [srinivasan.k@msjnk.com](mailto:srinivasan.k@msjnk.com)

**Scrutiniser's Report**

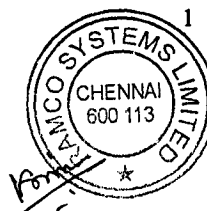
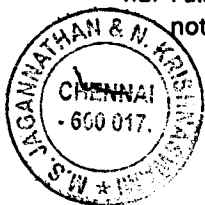
*[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014]*

The Chairman  
Ramco Systems Limited  
47 PSK Nagar  
Rajapalayam 626108

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 21st Annual General meeting (AGM) held on 03 August 2018 - submission of Scrutiniser's report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 5, GF, Abirami Apartments, 14 VOC Road, Cantonment, Trichy 620001, have been appointed as Scrutinizer by the Board of Directors of Ramco Systems Limited, ("the Company") for the purpose of scrutinising the e-voting process and the continuation of the ballot process at the AGM and ascertaining the requisite majority on voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 5 resolutions contained in the notice convening the 21<sup>st</sup> AGM of the members of the Company, held at 11:45 AM on Friday, the 03rd August 2018 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam- 626108.
2. 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 scrutinize 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.
3. 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 and had them distributed to the members at the AGM hall who wanted to vote.
4. On the completion of the voting through ballot process:
  - 4.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.
  - 4.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.



**K.SRINIVASAN**  
CHARTERED ACCOUNTANT

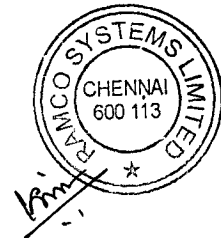
5 GF Abirami Apartments  
14 VOC Road, Cantonment  
Trichy 620001  
Phone: 0431-2140542

D1 B Block First Floor Parsn Paradise  
46 GN Chetty Road T Nagar  
Chennai 600017  
Phone: 044-42Q59739/45008214

Email: [srinivasan.k@msjnk.com](mailto:srinivasan.k@msjnk.com)

- 4.3. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
5. I have also verified and confirmed that no member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.
6. I have recorded particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
7. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

Resolution No.	Brief text of the Resolution	Type
1	Adoption of Audited Financial Statements for the year ended 31st March, 2018.	Ordinary Resolution
2	Appointment of Shri A V Dharmakrishnan (DIN:00693181) a Director retiring by rotation.	Ordinary Resolution
3	Appointment of Shri Sankar Krishnan (DIN:01597033), as an Independent Director of the Company	Ordinary Resolution
4	Reappointment of Shri M M Venkatachalam (DIN:00152619), as an Independent Director of the Company.	Special Resolution
5	Reappointment of Shri R S Agarwal (DIN:00012594), as an Independent Director of the Company	Special Resolution



**K.SRINIVASAN**  
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Email: [srinivasan.k@msjnk.com](mailto:srinivasan.k@msjnk.com)

8. The consolidated results of the voting through remote e-voting and the ballot 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.	57	22,888,454	57	22,888,454	100.00%	0	0	0.00%
2.	57	22,888,454	57	22,888,454	100.00%	0	0	0.00%
3.	57	22,888,454	57	22,888,454	100.00%	0	0	0.00%
4.	57	22,888,454	57	22,888,454	100.00%	0	0	0.00%
5.	57	22,888,454	57	22,888,454	100.00%	0	0	0.00%

9. All the three (3) ordinary resolutions and two (2) special resolutions have been passed with the requisite majority on the date of the AGM, namely 03 August 2018.

  
K.Srinivasan  
Chartered Accountant  
Membership No. 021510



Rajapalayam  
03 August 2018

