

K.SRINIVASAN
CHARTERED
ACCOUNTANT

Flat 5, GF, Abirami Apartments #303, Real Enclave, #22 Josier Street
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SCRUTINIZER'S REPORT ON E-VOTING

To
The Chairman
Ramco Systems Limited
Rajapalayam

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the stock exchanges and submission of Scrutinizer's Report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 303, Real Enclave, 22 Josier Street, Nungambakkam, Chennai 600034, have been appointed as Scrutinizer by the Board of Directors of Ramco Systems Limited, ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting 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 18th Annual General Meeting of the members of the Company, held at 11:45 AM on Thursday, the 06th day of August 2015 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 on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under



- 3.1. The e-voting period opened at 9:00 AM on 03rd August 2015 and closed at 5:00 PM on 05th August 2015.
- 3.2. The members of the company holding shares as on 30th July 2015 were entitled to vote on the resolutions (items no. 1 to 5) as set out in the notice convening the 18th Annual General Meeting of the Company).
- 3.3. The votes cast were unblocked and finalized at 1:11 PM on 06th August 2015 in the presence of two witnesses who were not employees of the Company, and who had signed as witness to the unblocking / finalizing.
- 3.4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>) .
- 3.5. The summary of the e-voting for each of the resolution is given below

Resolution No	1
Nature of Resolution	Ordinary Resolution
Subject Matter	Adoption of Financial Statements for the year ended 31st March, 2015

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	22517363	100.00%	0	0.00%

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Resolution No	2
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of director in the place of Shri A V Dharmakrishnan who retires by rotation and being eligible offers himself for reappointment.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	22517363	100.00%	0	0.00%

Resolution No	3
Nature of Resolution	Ordinary Resolution
Subject Matter	Ratifying the appointment of M/s CNGSN and Associates LLP Chartered Accountants as auditors.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	22517363	100.00%	0	0.00%

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Resolution No	4
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Smt Soundara Kumar as an independent Director

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	22517363	100.00%	0	0.00%

Resolution No	5
Nature of Resolution	Special Resolution
Subject Matter	Payment of remuneration to Shri A V Dharmakrishnan Non Executive Director

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	21504222	95.50%	1013141	4.50%


K.Srinivasan
Chartered Accountant
Membership No. 021510
Partner
M.S.Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

Rajapalayam
06th August 2015