

September 07, 2020

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/Madam,

Sub: Voting Results and Consolidated Scrutinizer Report of Ramco Systems Limited

We wish to inform you that the Annual General Meeting of the Company was held on Monday, the 7th September 2020, through Video Conferencing/ Other Audio Visual Means and both the 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 are enclosed.

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.

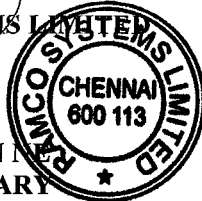
Kindly take on record the same.

Thanking you,

Yours sincerely,

For **RAMCO SYSTEMS LIMITED**


VIJAYA RAGHAVAN
COMPANY SECRETARY



Encl: As above

Ramco Systems Limited

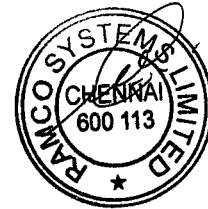
Corporate Headquarters: 64, Sardar Patel Road, Taramani, Chennai 600 113, India |
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 2884 | CIN : L72300TN1997PLC037550 |
Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, India

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

www.ramco.com

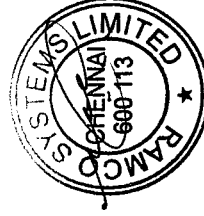
General information about company

Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOTLISTED
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)	07-09-2020
Start time of the meeting	03:00 PM
End time of the meeting	04:15 PM



Scrutinizer Details

Name of the Scrutinizer	K SRINIVASAN
Firms Name	M S JAGANNATHAN AND KRISHNASWAMI
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	19-06-2020
Date of Issuance of Report to the company	07-09-2020



Voting results

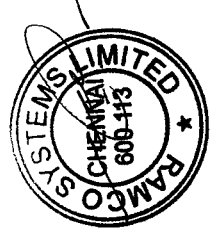
Record date	31-08-2020
Total number of shareholders on record date	22289
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	11
b) Public	56
No. of resolution passed in the meeting	2



Resolution (1)										
Resolution required: (Ordinary / Special)										
Whether promoter/promoter group are interested in the agenda/resolution?										
Ordinary										
No										
Description of resolution considered										
Adoption of Company's Separate (Standalone) and Consolidated Audited Financial Statements for the year ended 31st March 2020										
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	(6)=[(4)/(2)]*100	% of votes in favour on votes polled	(7)=[(5)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	Poll	16741840	16741840	100.0000	16741840	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total	16741840	16741840	100.0000	16741840	0	100.0000	0.0000		
Public- Institutions	E-Voting	2827014	2649327	93.7147	2649327	0	100.0000	0.0000		
	Poll	2827014	2649327	93.7147	2649327	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total	2827014	2649327	93.7147	2649327	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	11037391	1016630	9.2108	1016523	107	99.9895	0.0105		
	Poll	11037391	11045	0.1001	11045	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total	11037391	1027675	9.3109	1027568	107	99.9896	0.0104		
	Total	30606245	20418842	66.7146	20418735	107	99.9995	0.0005		
Whether resolution is Pass or Not.										
Yes										

* this fields are optional

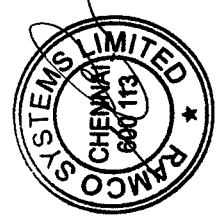
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution (2)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
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	100.0000	16741840	0	100.0000	0.0000	
	Poll								
	Postal Ballot (if applicable)								
	Total	16741840	16741840	100.0000	16741840	0	100.0000	0.0000	
Public- Institutions	E-Voting	2827014	2649327	93.7147	2649263	64	99.9976	0.0024	
	Poll								
	Postal Ballot (if applicable)								
	Total	2827014	2649327	93.7147	2649263	64	99.9976	0.0024	
Public- Non Institutions	E-Voting	11037391	1016600	9.2105	1016447	153	99.9849	0.0151	
	Poll		11045	0.1001	11045	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	11037391	1027645	9.3106	1027492	153	99.9851	0.0149	
	Total	30606245	20418812	66.7145	20418595	217	99.9989	0.0011	
Whether resolution is Pass or Not.									
Yes									

* this fields are optional

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



K. SRINIVASAN
CHARTERED ACCOUNTANT

5 GF Abirami Apartments D1 B Block First Floor Parsn Paradise
14 VOC Road, Cantonment 46 GN Chetty Road T Nagar
Trichy 620001 Chennai 600017
Phone: 91-431-4024657 Phone: 91-44-45008214

Email: srinivasan.k@msjandnk.in

7 September 2020

The Chairman
Ramco Systems Limited
47 P.S.K. Nagar
Rajapalayam - 626108

Dear Sir,

Sub: Remote E-voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 23rd Annual General Meeting on 7th September 2020 conducted through Video Conferencing (VC) - Scrutiniser's Consolidated Report

I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 23rd 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), Ministry of Corporate Affairs' (MCA) circulars dated 5th May 2020, 8th April 2020 and 13th April 2020 and SEBI circular dated 12th May 2020 in respect of both the resolutions to be considered at the 23rd AGM.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

Item No	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Company's Separate (standalone) and Consolidated Audited Financial Statements for the year ended 31 st March 2020.
2	Ordinary	Ordinary	Reappointment of Mr. A V Dharmakrishnan (DIN: 00693181), as a Director, liable to retire by rotation.

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 on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.
4. There were no equity shares lying in Unclaimed Shares Suspense Account.

K. SRINIVASAN
CHARTERED ACCOUNTANT

5 GF Abirami Apartments 14 VOC Road, Cantonment Trichy 620001 Phone: 91-431-4024657	D1 B Block First Floor Parsn Paradise 46 GN Chetty Road T Nagar Chennai 600017 Phone: 91-44-45008214
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Email: srinivasan.k@msjandnk.in

5. 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) 200731005 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. The remote e-voting facility prior to the AGM was made available from 9.00 AM on 3rd September 2020 to 5.00 PM on 6th September 2020.
7. The Company Secretary announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.
8. The prescribed particulars with regard to the remote e-voting process were duly advertised on 25-07-2020 and 17-08-2020 in Makkal Kural (Tamil – All Editions), Business Standard (English – All Editions), The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Registrar & Share Transfer Agent .
9. The Company completed the despatch of Annual Report for 2019-20 containing Notice, Board's Report, Corporate Governance Report, Business responsibility Report, Management Discussion & Analysis Report, Secretarial Auditors Report, Statutory Auditors Report and Financial Statements by e-mail to the Members by 14-08-2020. Further, the Company had sent 3,402 mails containing the Annual Report individually to the shareholders who acquired shares subsequent to 31-07-2020, till the cut-off date.
10. 31st August 2020 was fixed as the cut-off date for determining the eligibility to vote.
11. On the completion of the e-voting process:
 - 11.1 I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company. Due to the social distancing norms on account of COVID-19, I invited the two witnesses to login to my computer using remote login, and the activity was witnessed.
 - 11.2 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.
12. I have also verified and confirm that:
 - 12.1. No member who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.

K. SRINIVASAN
CHARTERED ACCOUNTANT

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Phone: 91-431-4024657 Phone: 91-44-45008214

Email: srinivasan.k@msjandnk.in

13. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
14. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution No	Votes cast in favour			Votes cast against		
	No. of Members voted	No. of Votes	Percentage of votes	No. of Members voted	No. of Votes	Percentage of votes
1	89	2,04,18,735	99.999%	3	107	0.001%
2	84	2,04,18,595	99.999%	7	217	0.001%

15. Both the resolutions have been passed with requisite majority.

KRISHNASWAMI
SRINIVASAN

Digitally signed by
KRISHNASWAMI SRINIVASAN
Date: 2020.09.07 21:00:08 +05'30'

K. Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutiniser for the AGM
UDIN: 20021510AAAADG9086