

5 August 2017

National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051. Scrip Code:RAMCOSYS	BSE Limited, Floor 25, “P.J.Towers”, Dalal Street, Mumbai – 400 001. Scrip Code :532370
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Dear Sirs,

Sub: Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

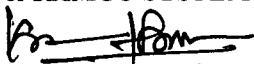
We wish to inform you that the Annual General Meeting of the Company was held on Friday, the 4th August 2017, at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu.

All the resolutions had been passed with requisite majority. The details regarding the voting results in the prescribed format are enclosed.

The Scrutiniser’s Report issued by Mr.K.Srinivasan, Chartered Accountant, Scrutiniser is also enclosed.

Thanking you,

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 / 66534000 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

Resolution No.: 1 Ordinary Resolution
ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017.

Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled	Classification	Res No	Valid votes
Promoter and Promoter Group	1,67,19,527	1,67,19,527	100.000%	1,67,19,527	0	0	100.000%	0.000%	PPG	1	1,67,19,527
Promoter and Promoter Group	1,67,19,527	0	0.000%	0	0		0.000%	0.000%	PPG	1	0
Sub Total	1,67,19,527	1,67,19,527	100.000%	1,67,19,527	0	0	100.000%	0.000%			1,67,19,527
Public Institutional Holders	69,50,704	66,63,989	95.875%	66,63,989	0	0	100.000%	0.000%	PIH	1	66,63,989
Public Institutional Holders	69,50,704	0	0.000%	0	0		0.000%	0.000%	PIH	1	0
Sub Total	69,50,704	66,63,989	95.875%	66,63,989	0	0	100.000%	0.000%			66,63,989
Public - Others	67,64,827	8,53,957	12.623%	8,53,957	0	0	100.000%	0.000%	PUO	1	8,53,957
Public - Others	67,64,827	1,70,905	2.526%	1,70,905	0		100.000%	0.000%	PUO	1	1,70,905
Sub Total	67,64,827	10,24,862	15.150%	10,24,862	0	0	100.000%	0.000%			10,24,862
	3,04,35,058	2,44,08,378	80.198%	2,44,08,378	0	0	100.000%	0.000%			2,44,08,378



For RAMCO SYSTEMS LIMITED

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

Resolution No.:	2	Ordinary Resolution									
APPOINTMENT OF DIRECTOR IN THE PLACE OF SHRI P R VENKETRAMA RAJA (DIN: 00331406) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.											
Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled	Classification	Res No	Valid votes
Promoter and Promoter Group	1,67,19,527	1,33,66,161	79.943%	1,33,66,161	0	0	100.000%	0.000%	PPG	2	1,33,66,161
Promoter and Promoter Group	1,67,19,527	0	0.000%	0	0		0.000%	0.000%	PPG	2	0
Sub Total	1,67,19,527	1,33,66,161	79.943%	1,33,66,161	0	0	100.000%	0.000%			1,33,66,161
Public Institutional Holders	69,50,704	66,63,989	95.875%	66,63,989	0	0	100.000%	0.000%	PIH	2	66,63,989
Public Institutional Holders	69,50,704	0	0.000%	0	0		0.000%	0.000%	PIH	2	0
Sub Total	69,50,704	66,63,989	95.875%	66,63,989	0	0	100.000%	0.000%			66,63,989
Public - Others	67,64,827	8,53,957	12.623%	8,53,548	409	0	99.952%	0.048%	PUO	2	8,53,957
Public - Others	67,64,827	1,70,905	2.526%	1,70,905	0		100.000%	0.000%	PUO	2	1,70,905
Sub Total	67,64,827	10,24,862	15.150%	10,24,453	409	0	99.960%	0.040%			10,24,862
	3,04,35,058	2,10,55,012	69.180%	2,10,54,603	409	0	99.998%	0.002%			2,10,55,012

Note : Shri P R Venketrama Raja, Promoter is interested in this resolution as on appointee



For RAMCO SYSTEMS LIMITED

P.R. Karthic

P.R. Karthic
Company Secretary

Resolution No.:	3	Ordinary Resolution									
APPOINTMENT OF M/S M.S.JAGANNATHAN N.KRISHNASWAMI CHARTERED ACCOUNTANTS HOLDING FIRM REGISTRATION NO 001208S AS AUDITORS IN PLACE OF M/S CNGSN ASSOCIATES LLP CHARTERED ACCOUNTANTS AS AUDITORS											
Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled	Classification	Res No	Valid votes
Promoter and Promoter Group	1,67,19,527	1,67,19,527	100.000%	1,67,19,527	0	0	100.000%	0.000%	PPG	3	1,67,19,527
Promoter and Promoter Group	1,67,19,527	0	0.000%	0	0		0.000%	0.000%	PPG	3	0
Sub Total	1,67,19,527	1,67,19,527	100.000%	1,67,19,527	0	0	100.000%	0.000%			1,67,19,527
Public Institutional Holders	69,50,704	66,63,989	95.875%	66,63,989	0	0	100.000%	0.000%	PIH	3	66,63,989
Public Institutional Holders	69,50,704	0	0.000%	0	0		0.000%	0.000%	PIH	3	0
Sub Total	69,50,704	66,63,989	95.875%	66,63,989	0	0	100.000%	0.000%			66,63,989
Public - Others	67,64,827	8,53,957	12.623%	8,53,957	0	0	100.000%	0.000%	PUO	3	8,53,957
Public - Others	67,64,827	1,70,905	2.526%	1,70,905	0		100.000%	0.000%	PUO	3	1,70,905
Sub Total	67,64,827	10,24,862	15.150%	10,24,862	0	0	100.000%	0.000%			10,24,862
	3,04,35,058	2,44,08,378	80.198%	2,44,08,378	0	0	100.000%	0.000%			2,44,08,378



For RAMCO SYSTEMS LIMITED

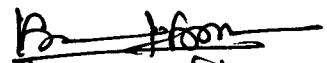

P.R. Karthic
Company Secretary

Resolution No.:	4	Ordinary Resolution									
APPOINTMENT OF SHRI P V ABINAV RAMASUBRAMANIAM RAJA (DIN: 07273249) AS DIRECTOR OF THE COMPANY											
Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled	Classification	Res No	Valid votes
Promoter and Promoter Group	1,67,19,527	1,66,09,195	99.340%	1,66,09,195	0	0	100.000%	0.000%	PPG	4	1,66,09,195
Promoter and Promoter Group	1,67,19,527	0	0.000%	0	0		0.000%	0.000%	PPG	4	0
Sub Total	1,67,19,527	1,66,09,195	99.340%	1,66,09,195	0	0	100.000%	0.000%			1,66,09,195
Public Institutional Holders	69,50,704	44,16,589	63.542%	44,16,589	0	0	100.000%	0.000%	PIH	4	44,16,589
Public Institutional Holders	69,50,704	0	0.000%	0	0		0.000%	0.000%	PIH	4	0
Sub Total	69,50,704	44,16,589	63.542%	44,16,589	0	0	100.000%	0.000%			44,16,589
Public - Others	67,64,827	8,53,957	12.623%	8,53,548	409	0	99.952%	0.048%	PUO	4	8,53,957
Public - Others	67,64,827	1,70,905	2.526%	1,70,905	0		100.000%	0.000%	PUO	4	1,70,905
Sub Total	67,64,827	10,24,862	15.150%	10,24,453	409	0	99.960%	0.040%			10,24,862
	3,04,35,058	2,20,50,646	72.451%	2,20,50,237	409	0	99.998%	0.002%			2,20,50,646

Note : Shri P V Abinav Ramasubramaniam Raja, Promoter is interested in this resolution as on appointee



For RAMCO SYSTEMS LIMITED

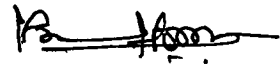

P.R. Karthic
Company Secretary

Resolution No.:	5	Special Resolution									
APPOINTMENT OF SHRI ABINAV RAMASUBRAMANIAM RAJA (DIN: 07273249) AS A WHOLE TIME KEY MANAGERIAL PERSONNEL IN THE POSITION OF MANAGER WITH THE DESIGNATION AS WHOLE TIME DIRECTOR											
Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled	Classification	Res No	Valid votes
Promoter and Promoter Group	1,67,19,527	1,66,09,195	99.340%	1,66,09,195	0	0	100.000%	0.000%	PPG	5	1,66,09,195
Promoter and Promoter Group	1,67,19,527	0	0.000%	0	0		0.000%	0.000%	PPG	5	0
Sub Total	1,67,19,527	1,66,09,195	99.340%	1,66,09,195	0	0	100.000%	0.000%			1,66,09,195
Public Institutional Holders	69,50,704	44,16,589	63.542%	44,16,589	0	0	100.000%	0.000%	PIH	5	44,16,589
Public Institutional Holders	69,50,704	0	0.000%	0	0		0.000%	0.000%	PIH	5	0
Sub Total	69,50,704	44,16,589	63.542%	44,16,589	0	0	100.000%	0.000%			44,16,589
Public – Others	67,64,827	8,53,957	12.623%	8,53,548	409	0	99.952%	0.048%	PUO	5	8,53,957
Public – Others	67,64,827	1,70,905	2.526%	1,70,905	0		100.000%	0.000%	PUO	5	1,70,905
Sub Total	67,64,827	10,24,862	15.150%	10,24,453	409	0	99.960%	0.040%			10,24,862
	3,04,35,058	2,20,50,646	72.451%	2,20,50,237	409	0	99.998%	0.002%			2,20,50,646

Note : Shri P V Abinav Ramasubramaniam Raja, Promoter is interested in this resolution as on appointee



For RAMCO SYSTEMS LIMITED


P.R. Karthic
Company Secretary

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

Email: 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 20th Annual General meeting (AGM) held on 04 August 2017 - 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 20th AGM of the members of the Company, held at 11:45 AM on Friday, the 04th August 2017 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.



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

- 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 confirm 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 Financial Statements for the year ended 31st March, 2017.	Ordinary Resolution
2	Appointment of director in the place of Shri P R Venketrama Raja (DIN: 00331406) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
3	Appointment of M/s M.S.Jagannathan N.Krishnaswami Chartered Accountants holding Firm Registration No 001208S as Auditors in place of M/s CNGSN Associates LLP Chartered Accountants as Auditors	Ordinary Resolution
4	Appointment of Shri P V Abinav Ramasubramaniam Raja (DIN: 07273249) as Director of the Company	Ordinary Resolution
5	Appointment of Shri Abinav Ramasubramaniam Raja (DIN: 07273249) as a whole time key managerial personnel in the position of Manager with the designation as Whole Time Director	Special Resolution



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Email: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:

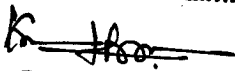
Resolution No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	79	24,408,378	79	24,408,378	100.000%	0	0	0.000%
2.	78	21,055,012	77	21,054,603	99.998%	1	409	0.002%
3.	79	24,408,378	79	24,408,378	100.000%	0	0	0.000%
4.	76	22,050,646	75	22,050,237	99.998%	1	409	0.002%
5.	76	22,050,646	75	22,050,237	99.998%	1	409	0.002%

9. All the four (4) ordinary resolutions and one (1) special resolution have been passed with the requisite majority on the date of the AGM, namely 04 August 2017.


K.Srinivasan
Chartered Accountant
Membership No. 021510

Chennai
05 August 2017

For RAMCO SYSTEMS LIMITED


P.R. Karthic
Company Secretary

