ramco

August 20, 2026

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 Jeejheebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip: 532370

Sub: Proceedings of 29th Annual General Meeting (AGM) of the Company held on August 20, 2026
Ref: Regulation 30(6) read with clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the said Regulation, please find enclosed the summary of the proceedings of 29th AGM held through Video Conferencing on August 20, 2026.

The aforesaid intimation is also being hosted on the website of the Company www.ramco.com.

Kindly take the same on record.

Thanking you,

For **RAMCO SYSTEMS LIMITED**

MITHUN Digitally signed by MITHUN Date: 2026.08.20 19:58:46 +05'30'

MITHUN V
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: 29th AGM Proceedings

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SUMMARY OF THE PROCEEDINGS OF 29TH ANNUAL GENERAL MEETING ("AGM" / "MEETING") OF RAMCO SYSTEMS LIMITED

Day & Date & Time of the Meeting : Thursday, August 20, 2026 @ 03.00 PM IST
Mode of the Meeting : Video Conferencing / Other Audio-Visual Means ("VC")

DIRECTORS PRESENT	**CATEGORY / POSITION**	**ATTENDED THROUGH AND FROM**
Mr. P R Venketrama Raja	Chairman & Chairperson of Stakeholders' Relationship Committee	VC/ Chennai, India
Justice P P S Janarthana Raja (Retd.)	Independent Director & Chairperson of Audit Committee & Nomination and Remuneration Committee	VC/ Chennai, India
Mr. A V Dharmakrishnan	Non-Executive Director	VC/ Chennai, India
Mr. P V Abinav Ramasubramaniam Raja	Managing Director	VC/ Chennai, India
Mr. Sankar Krishnan	Non-Executive Director	VC/Thiruvananthapuram, India
Dr. M S Krishnan	Independent Director	VC/ Michigan, USA
Dr. Aravind Srinivasan	Independent Director	VC/ Chennai, India
Justice Chitra Venkatraman (Retd.)	Independent Director	VC/ Chennai, India
IN ATTENDANCE Mr. Mithun V	Company Secretary	VC/ Chennai
BY INVITATION		
Mr. Raghuveer Sandesh Bilagi	Chief Executive Officer (CEO)	VC/ Chennai
Mr. R Ravi Kula Chandran	Chief Financial Officer (CFO)	VC/ Chennai
Mr. K Srinivasan	Partner, M S Jagannathan & N Krishnaswami, Chartered Accountants, Statutory Auditors Also, the Scrutinizer for this Meeting	VC/ Chennai
Mrs. Madura Ganesh	Representing SRSV & Associates, Internal Auditors	VC/ Chennai
Mr. K Sriram	Partner, M/s. Sriram Krishnamurthy & Co., Company Secretaries, Secretarial Auditors	VC/ Chennai

A total of 67 Members attended the Meeting through video conferencing. The Meeting commenced at 03:00 P.M.

The Company Secretary welcomed the Members and informed that the Meeting was being conducted through VC, in compliance with the applicable provisions of the Companies Act, 2013 ("The Act") and the Rules made thereunder, the Circulars & Notifications issued by the Securities and Exchange Board of India ("SEBI") & Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and requested the Chairman to preside over the Meeting.

Mr. P R Venketrama Raja, Chairman of the Company, presided over the Meeting.

The Chairman confirmed that the quorum was present and called the Meeting to order.

The Chairman welcomed the Members and requested them to take part in the proceedings of the Meeting conducted through VC and informed that he was satisfied that all efforts feasible under the circumstances have indeed been made by the Company to enable Members to participate and vote on the items being considered in the Meeting.

The Chairman informed that, all the Directors were present in the Meeting through VC and introduced them.

The Chairman further confirmed that the invitees were present.

The Company Secretary informed the Members that, the Company had provided remote e-voting facility through Central Depository Services Limited to all Members (who held shares as on the cut-off date August 13, 2026) to vote on the resolutions to be considered at the 29th AGM. The Company Secretary further informed the Members that the e-voting process/ process for attending the AGM had been explained in the 29th AGM Notice. For those persons who had acquired shares between July 17, 2026 and August 13, 2026, the 29th AGM Notice along with the Annual Report 2025-26, had been emailed to them individually.

The Company Secretary further informed the Members that, the remote e-voting commenced at 9.00 A.M. on August 17, 2026 and ended at 5.00 P.M. on August 19, 2026. Members attending the Meeting through VC and who have not already casted their votes by remote e-voting may exercise their voting right during the Meeting.

The Company Secretary further informed the Members that, the Notice of 29th AGM along with the Board's Report, Secretarial Auditor's Report, Corporate Governance Report, Management Discussion & Analysis Report, Business Responsibility and Sustainability Report, Statutory Auditor's Report and Financial Statements (both Standalone and Consolidated) for the year ended March 31, 2026, have already been circulated to the Members who held shares as on the cut-off date i.e August 13, 2026. The Company Secretary added that since there was no request to read the 29th AGM Notice and the other documents referred to above in the Meeting, the same were being taken as read. The Company Secretary further informed that, there were no qualifications/modifications or other adverse remarks in the Audit Reports issued by the Statutory Auditors as well as the Secretarial Auditors.

The Company Secretary further informed the Members that, the Registers/ documents as required under the Act, Statutory Auditors' Report and Certificate from the Secretarial Auditors under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 regarding implementation of Employee Stock Option Schemes/ Plan, as required to be placed for Members' inspection were available electronically for inspection by the Members and that the Members seeking to inspect such registers/ documents can send their request to InvestorRelations@ramco.com.

The Chairman delivered his speech, along with the presentation, during the course of which, he explained about the Business highlights for the year, operational stabilisation, transformation and growth initiatives, order booking, revenues, profitability, SBU-wise business performance, diversity & culture – Human Resources, Awards and outlook for the FY 2026-27.

The session was then opened for Questions and Answers and the Company Secretary informed that the Company had made necessary arrangements for the two-way communication in the Meeting, for those Members desirous of expressing their views or to ask questions during the Meeting. The Company Secretary called upon those speaker shareholders who registered themselves to speak. Accordingly, out of 6 Members who had been registered as speaker shareholders, 3 Members turned up and spoke during the AGM. The questions raised by the Members were answered by the Chief Executive officer & Managing Director.

The Company Secretary then read out the resolutions on which the Members were required to vote.

ORDINARY BUSINESS – ORDINARY RESOLUTION:

RESOLUTION NO: 1 – ADOPTION OF ACCOUNTS

"**RESOLVED THAT** the Board's Report and the Company's Separate (Standalone) and Consolidated Audited Financial Statements for the financial year ended March 31, 2026 and the Auditors' Reports thereon be and are hereby considered and adopted".

RESOLUTION NO: 2 – RETIREMENT BY ROTATION AND REAPPOINTMENT

"**RESOLVED THAT** Mr. A V Dharmakrishnan, (DIN: 00693181), who retires by rotation being eligible and willing for re-appointment and recommended by the Nomination and Remuneration Committee and the Board of Directors for re-appointment, be and is hereby re-appointed as a Director of the Company, subject to retirement by rotation on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS – SPECIAL RESOLUTION:

RESOLUTION NO: 3 – TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION SCHEME - 2026 AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY.

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Employee Stock Option Scheme – 2026 (hereinafter referred to as "ESOS 2026"/ "Scheme") and the Board of Directors (hereinafter referred to as the "Board of Directors/the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 15,00,000 (Fifteen Lakhs) Employee Stock Options ("Options"), (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), to or for the benefit of Employees and Directors of the Company, its Group Company(ies) including its Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, of the Company (as permitted under the applicable laws from time to time), ("Employees") exercisable into not more than 15,00,000 (Fifteen Lakhs) Equity Shares ("Shares") of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Non-Executive Directors of the Company, excluding Independent Directors, be granted up to a maximum of 3,00,000 Options per annum and up to a maximum of 5,00,000 Options in the aggregate under the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee ("Committee") of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the Shares, to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, Rules and Regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

RESOLUTION NO: 4 – TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION SCHEME - 2026 AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY, GROUP/SUBSIDIARY /ASSOCIATE COMPANIES IN INDIA OR OUTSIDE INDIA, OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory amendment thereto or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based

Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board of Directors/the Board") which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of Employee Stock Option Scheme –2026 (hereinafter referred to as "ESOS 2026/ "Scheme") including the grant of Employee Stock Options ("Options") and issuance of Equity Shares ("Shares") thereunder, to such Employees and Directors of the Group Company(ies) including its Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, of the Company, (as permitted under the applicable laws from time to time), ("Employees") on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Shares, to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

The Company Secretary informed the Members that Mr. K Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M S Jagannathan & N Krishnaswami, Chartered Accountants had been appointed as the Scrutiniser to scrutinise the voting and submit his consolidated report to him or to the Chairman.

The Company Secretary informed that, voting results along with the scrutinizer report would be submitted to the stock exchanges within 2 working days from the conclusion of the AGM as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the same would be placed on the website of the Company and would also be provided to Central Depository Services (India) Limited.

The Chairman thanked all the Directors, shareholders, Statutory Auditors, Secretarial Auditors, Internal Auditors, CEO and management team for the support and also thanked the participants for having attended the Meeting. He also thanked the CDSL team for facilitating the conducting of AGM through VC.

It was announced that the e-voting system will remain open till 15 minutes after the conclusion of the Meeting to enable those who wish to vote.

The Meeting ended with a vote of thanks to the Chair.

Meeting concluded at 03:40 PM and the required Quorum was present throughout the Meeting.