

July 27, 2014

National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No:C/1, G Block Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax Nos: 022-26598237/ 26598238/26598347/26598348 Email: cmlist@nse.co.in Scrip: RAMCOSYS-EQ	Corporate Relationship Department The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Fax Nos: 022-22723121/ 22723719/ 22722039 Email: 'corp.relations@bseindia.com' Scrip: 532370	The Secretary Madras Stock Exchange Limited Exchange Building 30, Second Line Beach Chennai – 600 001 Fax Nos: 2521 8206 Email: mgr_listing@mseindia.in Scrip: RSST
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Dear Sir,

Sub: Submission of Unaudited Financial Results for the Quarter ended 30th June, 2014 and Intimation of Postal Ballot

In continuation of our letter dated 18th July, 2014, please find enclosed the following:

- Un-audited (Provisional) Financial Results for the Quarter ended 30th June, 2014, duly approved and taken on record by the Board of Directors at their meeting held today.
- Press release for the said results.
- Limited Review Report from the Statutory Auditors with respect to the Unaudited Financial Results of the Company for the Quarter ended 30th June, 2014,

The Board had also considered and approved the following:

- Further, the Board of Directors have considered and approved raising of funds to the tune of up to Rs. 500 Crores through public offering or qualified institutions placement or private placement or a combination thereof, by way of issuing equity shares or global depository receipts ("GDRs") or American depository receipts ("ADRs") or foreign currency convertible bonds ("FCCBs") or convertible securities or warrants which are convertible into equity shares of the Company or any combination of Securities. In this regard, the Board has constituted a Fund Raising Committee, with all powers to decide and complete the raising of funds.
- Formulation of a new Employee Stock Option Scheme (ESOS) for grant stock options to the employees of the Company and its subsidiaries.



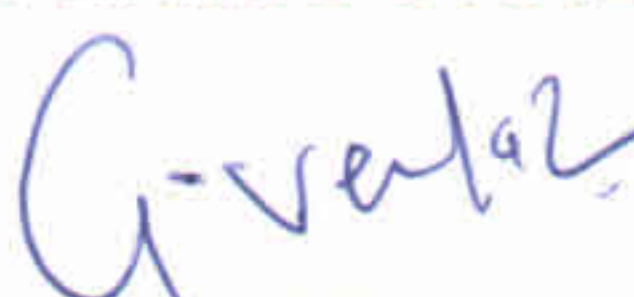
- 3) To give effect to the above, the Board has decided to seek the approval of Shareholders by way of Postal Ballot for the following:
- i. Raising of funds up to Rs. 500 Crores as described above by way of Special Resolution.
 - ii. Formulation of new ESOS named Employee Stock Option Scheme 2014 (ESOS 2014) and grant of options to the Employees of the Company, by way of Special Resolution
 - iii. Approval for grant of options under ESOS 2014 to Employees of Subsidiary Companies by way of Special Resolution.
 - iv. Raising the investment limit for Foreign Portfolio Investors beyond 24% and up to 49% of the paid-up capital by way of Special Resolution.
- 4) Shri.K.Srinivasan, Chartered Accountant (Membership No: 21510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer for the purpose of Postal Ballot. Members whose name(s) appear in the Register of Members/Record of Depositories as on 1st August 2014 are eligible to vote in the Postal Ballot. The Notice of Postal Ballot will be submitted with the Stock Exchanges along with their dispatch to Shareholders.

We request you to kindly take the above on record as required under the provisions of Listing Agreement and acknowledge receipt.

Thanking you,

Yours faithfully

For **RAMCO SYSTEMS LIMITED**



G VENKATRAM
COMPANY SECRETARY

Encl: As above

ramco Ramco Systems Limited

Registered Office : 47, PSK Nagar, Rajapalayam - 626 108.

Corporate Office : 64, Sardar Patel Road, Taramani, Chennai - 600 113.

CIN: L72300TN1997PLC037550 www.ramco.com

Part I - Unaudited Global Consolidated Financial Results (under AS-21) for the Quarter Ended June 30, 2014

Sl. No.	Particulars	Quarter Ended						Year Ended	
		30.06.2014		31.03.2014		30.06.2013		31.03.2014	
		Unaudited		Audited (Ref.Note No.8)		Unaudited		Audited	
		USD Mln.	Rs. Mln.	USD Mln.	Rs. Mln.	USD Mln.	Rs. Mln.	USD Mln.	Rs. Mln.
1	(a) Net Sales / Income from Operations	12.90	768.24	11.90	732.25	10.82	593.06	43.85	2,630.65
	(b) Other Operating Income	0.16	9.80	0.42	26.01	0.41	22.49	1.60	96.14
	Total Income from Operations	13.06	778.04	12.32	758.26	11.23	615.55	45.45	2,726.79
2	Expenditure:								
	(a) Changes in Inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	(0.01)	(0.17)	-	-
	(b) Cost of materials consumed	-	-	-	-	-	-	-	-
	(c) Purchase of stock-in-trade	0.23	13.67	0.16	9.65	0.07	3.53	0.39	23.65
	(d) Employee benefits expense	6.39	380.46	5.28	324.64	6.45	353.64	22.55	1,353.23
	(e) Depreciation and amortisation expense	1.86	110.94	1.48	90.95	1.73	94.78	6.28	376.57
	(f) Other expenditure	4.39	261.51	4.69	288.31	4.27	233.77	18.13	1,087.72
	Total Expenditure	12.87	766.58	11.61	713.55	12.51	685.55	47.35	2,841.17
3	Profit / Loss from Operations before Other Income, Finance Costs & Exceptional Items (1-2)	0.19	11.46	0.71	44.71	(1.28)	(70.00)	(1.90)	(114.38)
4	Other Income	-	-	-	-	-	-	-	-
5	Profit / Loss from Ordinary Activities before Finance Costs and Exceptional Items (3+4)	0.19	11.46	0.71	44.71	(1.28)	(70.00)	(1.90)	(114.38)
6	Finance Costs	0.59	35.11	0.54	33.38	0.42	22.92	1.92	114.92
7	Profit / Loss from Ordinary Activities after Finance Costs but before Exceptional Items (5-6)	(0.40)	(23.65)	0.17	11.33	(1.70)	(92.92)	(3.82)	(229.30)
8	Exceptional Items	-	-	-	-	-	-	-	-
9	Profit / Loss from Ordinary Activities Before Tax (7-8)	(0.40)	(23.65)	0.17	11.33	(1.70)	(92.92)	(3.82)	(229.30)
10	Tax Expense:								
	Current Taxation	0.08	4.81	0.14	8.33	-	-	0.14	8.33
	Deferred Taxation	-	-	-	-	-	-	-	-
11	Net Profit / Loss from Ordinary Activities After Tax (9-10)	(0.48)	(28.46)	0.03	3.00	(1.70)	(92.92)	(3.96)	(237.63)
12	Extraordinary Items (net of tax expenses)	-	-	-	-	-	-	-	-
13	Net Profit / Loss for the period (11-12)	(0.48)	(28.46)	0.03	3.00	(1.70)	(92.92)	(3.96)	(237.63)
14	Minority Interest	-	(0.26)	-	0.13	(0.01)	(0.51)	(0.02)	(0.97)
15	Share of Profit / (Loss) of Associates - net of Foreign Exchange Translation Adjustment	-	-	0.07	1.07	-	-	0.02	1.07
16	Net Profit / Loss After Taxes, Minority Interest and Share of Profit / (Loss) of Associates (13+14+15)	(0.48)	(28.72)	0.10	4.20	(1.71)	(93.43)	(3.96)	(237.53)
17	Paid - up Equity Share Capital - Face value of Rs.10/- each	4.99	239.10	3.63	159.52	3.60	157.74	3.63	159.52
18	Reserves excluding revaluation reserves							22.98	826.10
19	Earnings per Share - before & after extraordinary items (in USD and in Rs.)								
	Basic EPS	(0.03)	(1.52)	0.01	0.27	(0.11)	(5.94)	(0.25)	(15.06)
	Diluted EPS	(0.03)	(1.52)	0.01	0.26	(0.11)	(5.94)	(0.25)	(15.06)
		(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Annualised)	(Annualised)

Part II - Select information for the quarter ended June 30, 2014

A	PARTICULARS OF SHAREHOLDING	Quarter Ended			Year Ended
		30.06.2014	31.03.2014	30.06.2013	31.03.2014
1	Public Shareholding:				
	a) Number of Shares	69,95,382	50,49,832	49,21,061	50,49,832
	b) Percentage of Shareholding	29.30%	31.82%	31.27%	31.82%
2	Promoters and promoter group Shareholding				
	a) Pledged/Encumbered:				
	- Number of Shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
	b) Non-encumbered:				
	- Number of Shares	1,68,79,496	1,08,17,894	1,08,17,894	1,08,17,894
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	70.70%	68.18%	68.73%	68.18%

B INVESTOR COMPLAINTS	3 Months Ended 30.06.2014
Pending at the beginning of the quarter	-
Received during the quarter	4
Disposed of during the quarter	4
Remaining unresolved at the end of the quarter	-

Notes: (The amounts in brackets in the notes denote the figures for the corresponding quarter of the previous year).

- The financial results of the Company for the quarter ended June 30, 2014, duly approved by the Board of Directors in its meeting held on July 27, 2014, have been filed with the Stock Exchanges and are also posted in the website of the Company. Investors desirous of viewing the same can access the Company's website, www.ramco.com or on the websites of BSE (www.bseindia.com) or NSE (www.nseindia.com).
- Other Operating income for the quarter includes rental income of NIL (Rs.11.70 Mln. USD 0.21 Mln.) and recovery of expenses from customers Rs.8.24 Mln. USD 0.14 Mln. (Rs.10.72 Mln. USD 0.20 Mln.).
- The company allotted 7,958,293 equity shares of face value of Rs.10 each, for cash at a price of Rs.155/- per equity share (including a premium of Rs.145/- per Equity share) aggregating to Rs.1,233.54 million equity shares on May 28, 2014, on a Rights basis to its existing shareholders. The issue opened for subscription on May 05, 2014 and closed on May 19, 2014 and was fully subscribed. Accordingly, as at the date, the paid-up capital of the Company increased from Rs.159.52 Mln. USD 3.63 Mln. to Rs.239.10 Mln. USD 4.99 Mln. The utilisation of the rights issue proceeds is depicted below:

Rs. Mln.

Details	As per LOF	Actuals Q1/2014-15
Proceeds received from Rights Issue 2013	1,233.54	1,233.54
Repayment/Pre-payment of certain loans	945.00	945.00
Issue related expenses	8.81	1.68
General Corporate Purposes	279.73	166.86
Temporary Investment with Bank / Mutual Funds (net of withdrawals)	-	120.00
Total	1,233.54	1,233.54

- The company currently operates only in one segment, viz., Software Solutions & Services and hence the segment reporting as required by AS-17, issued by the Institute of Chartered Accountants of India does not apply.

5. Statement of Standalone Financials:

Rs. Mln.

Particulars	Quarter Ended			Year Ended
	30.06.2014 Unaudited	31.03.2014 Audited (Ref.Note No.8)	30.06.2013 Unaudited	31.03.2014 Audited
Turnover (Operating income including other income)	455.23	486.04	378.11	1,674.79
Profit / (Loss) before tax	(46.92)	45.03	(92.60)	(192.75)
Profit / (Loss) after tax	(46.92)	45.03	(92.60)	(192.75)

- The depreciation on tangible fixed assets, in the books of Ramco Systems Limited, India, is provided on the straight-line method as prescribed under Schedule II to the new Companies Act, 2013, over the useful life of those assets. As prescribed in said Schedule II, an amount of Rs.9.02 Mln. towards depreciation has been charged in the opening balance of retained earnings for the assets in respect of which the remaining useful life is NIL as on April 01, 2014 and in respect of other assets on that date, depreciation has been worked out based on remaining useful life of those assets. For additions during the quarter, depreciation has been worked out based on new rates determined on the basis of useful lives of the assets. Had the Company continued with the previously applicable Schedule XIV rates, charge for depreciation for the current quarter ended June 30, 2014 would have been lower by Rs.4.8 Mln.
- The Board of Directors, at the meeting held today, had considered and approved raising of funds upto Rs.5,000 Mln. by way of issue of Securities, subject to receipt of requisite approvals.
- Figures for the quarter ended March 31, 2014 are the balancing figures between audited figures in respect of full financial year 2013-14 and published year to date figures upto the third quarter ended December 31, 2013.
- Figures for the previous period have been regrouped / restated wherever necessary to make them comparable with the figures for the current period.

By Order of the Board
For Ramco Systems Limited



P.R. Venketrama Raja
Vice Chairman and Managing Director

Place : Rajapalayam

Date : July 27, 2014

ramco Ramco Systems Limited

Registered Office : 47, PSK Nagar, Rajapalayam - 626 108.

Corporate Office : 64, Sardar Patel Road, Taramani, Chennai - 600 113.

CIN: L72300TN1997PLC037550 www.ramco.com

Part I - Unaudited Standalone Financial Results for the Quarter Ended June 30, 2014

Rs. Mln.

Sl. No.	Particulars	Quarter Ended			Year Ended
		30.06.2014 Unaudited	31.03.2014 Audited (Ref.Note No.7)	30.06.2013 Unaudited	31.03.2014 Audited
1	(a) Net Sales / Income from Operations	449.81	467.06	359.35	1,608.08
	(b) Other Operating Income	5.42	18.98	18.76	66.71
	Total Income from Operations	455.23	486.04	378.11	1,674.79
2	Expenditure:				
	(a) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	(0.17)	-
	(b) Cost of materials consumed	-	-	-	-
	(c) Purchase of stock-in-trade	6.99	7.82	3.52	20.25
	(d) Employee benefits expense	208.77	145.66	215.45	742.77
	(e) Depreciation and amortisation expense	110.13	88.91	93.14	371.18
	(f) Other expenditure	141.15	165.70	135.85	618.88
	Total Expenditure	467.04	408.09	447.79	1,753.08
3	Profit / Loss from Operations before Other Income, Finance Costs & Exceptional Items (1-2)	(11.81)	77.95	(69.68)	(78.29)
4	Other Income	-	-	-	-
5	Profit / Loss from Ordinary Activities before Finance Costs and Exceptional Items (3+4)	(11.81)	77.95	(69.68)	(78.29)
6	Finance Costs	35.11	32.92	22.92	114.46
7	Profit / Loss from Ordinary Activities after Finance Costs but before Exceptional Items (5-6)	(46.92)	45.03	(92.60)	(192.75)
8	Exceptional Items	-	-	-	-
9	Profit / Loss from Ordinary Activities Before Tax (7-8)	(46.92)	45.03	(92.60)	(192.75)
10	Tax Expense:				
	Current Taxation	-	-	-	-
	Deferred Taxation	-	-	-	-
11	Net Profit / Loss from Ordinary Activities After Tax (9-10)	(46.92)	45.03	(92.60)	(192.75)
12	Extraordinary Items (net of tax expenses)	-	-	-	-
13	Net Profit / Loss for the period (11-12)	(46.92)	45.03	(92.60)	(192.75)
14	Paid - up Equity Share Capital - Face value of Rs.10/- each	239.10	159.52	157.74	159.52
15	Reserves excluding revaluation reserves				1,160.15
16	Earnings per Share - before & after extraordinary items (in Rs.)				
	Basic EPS	(2.48)	2.86	(5.88)	(12.22)
	Diluted EPS	(2.48)	2.74	(5.88)	(12.22)
		(Not annualised)	(Not annualised)	(Not annualised)	(Annualised)

Part II - Select information for the quarter ended June 30, 2014

A	PARTICULARS OF SHAREHOLDING	Quarter Ended		Year Ended	
		30.06.2014	31.03.2014	30.06.2013	31.03.2014
1	Public Shareholding:				
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2	Promoters and promoter group Shareholding				
	a) Pledged/Encumbered:				
	- Number of Shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
	b) Non-encumbered:				
	- Number of Shares	1,68,79,496	1,08,17,894	1,08,17,894	1,08,17,894
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	70.70%	68.18%	68.73%	68.18%

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By Order of the Board
For Ramco Systems Limited



P.R. Venketrama Raja
Vice Chairman and Managing Director

Place : Rajapalayam
Date : July 27, 2014

RAMCO Q1 RESULTS: FY 14 – 15

**Ramco records 3rd Consecutive Quarter of over 6% sequential growth in revenues;
Q1 global income grows at 8.4% over Q4 to Rs 77.80 Crore**

Rajapalayam, India – July 27, 2014: Ramco Systems (BSE - 532370, NSE – RAMCOSYS, MSE – RSST); an enterprise software company focusing on enterprise cloud platform, products and services, today announced the results for the first quarter of FY 2014-15.

For the quarter ended June 30, 2014 (Q1:14-15), global income of Ramco Systems Limited, including revenues from subsidiaries in USA, Canada, Switzerland, Singapore, Malaysia, Australia, South Africa, Sudan and Dubai stood at USD 13.06 m (Rs 77.80 cr). The QoQ revenue showed a healthy growth of 8.40% in dollar terms.

Successful Rights Issue, which corroborates the faith of investor community in Ramco's future, allowed us to accelerate our process of transformation. We are increasing our investment into Product Enhancement, Talent acquisition, and Branding.

Highlights:

- New Orders continue to increase their proportion in total order booking QoQ – Demonstrating Ramco's ability to differentiate it's offering vis-à-vis competition
- Revenue from markets outside India stood at 72%
- Ramco ERP on Cloud announced a major order from Norske Skog, Australasia, a subsidiary of Norske Skogindustrier ASA (one of the largest producers of publication paper in the world), for Cloud ERP integrated with Asset Management & Financials
- To address the unique needs of People-centric organisations, Ramco launched Services Resource Planning (SRP) on Cloud

Commenting on the results, Mr. P.R. Venketrama Raja, Vice Chairman and Managing Director, Ramco Systems Limited, said, "Q1 has started on a good note with our overall revenue showing a sequential growth QoQ. Interestingly, Cloud Computing which was earlier touted as the preferred option of small and medium enterprises is gaining good traction from large enterprises. This is a welcome sign as many large enterprises at the time of upgrade cycle are questioning the need for heavy CAPEX and are ready to relook at their IT backbone. We are witnessing this trend in multiple ERP and HCM opportunities globally where organisations are giving their traditional on premise offering a miss to move to new age application on Cloud. With large multinationals such as Norske Skog, Kerzner and Indian companies like , Mother Dairy among others on board, we are confident of continuing the growth, in the quarters ahead."

About Ramco Systems:

Ramco Systems provides next generation, end-to-end enterprise solutions that render complete transformation of the business in real time. Built on Ramco VirtualWorks®, all Ramco products are cloud architected by design and address the entire business cycle from transaction to analytics. Part of the USD 1 Billion Ramco Group, the company offers ERP, HCM, MRO, M&E, SCM, CRM, Financials, Service Management, Asset Management, Process Control, Project Management and Analytics to multiple verticals on the most appropriate cloud model—public, private and community. Ramco focuses on providing innovative business solutions that can be delivered quickly and cost-effectively in complex environments. Globally, Ramco has over 150,000 users from 1000+ customer organizations. The company has 20 offices spread across India, USA, Canada, Europe, Middle East, South Africa and APAC.

For more information, please visit www.ramco.com; Follow Ramco on Twitter [@ramcosystems](https://twitter.com/ramcosystems)/read latest news & updates on <http://www.ramco.com/blog>





RAMCO Q1 RESULTS: FY 14 – 15

For further information please contact:

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Safe Harbor

Certain statements in this release concerning our future growth prospects are forward looking statements which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, intense competition in IT business including those factors which may affect our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, our ability to manage our international operations, reduced demand for technology in our key focus areas, disruptions in telecommunication networks, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts, withdrawal of governmental fiscal incentives, political instability, and unauthorized use of our intellectual property and general economic conditions affecting our industry. Ramco Systems may, from time to time, make additional written and oral forward-looking statements, including statements contained in our reports to shareholders. The company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the company.--

Dr. C.N. GANGADARAN
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S. NEELAKANTAN
B.Com., FCA

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D. KALAIALAGAN
B.Com., FCA

B. RAMAKRISHNAN
B.Com., FCA, Grad. CWA

V. VIVEK ANAND
B.Com., FCA

**The Board of Directors of
Ramco Systems Limited,
Chennai - 600 113**

LIMITED REVIEW REPORT ON THE UN-AUDITED (PROVISIONAL) FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED 30th JUNE, 2014.

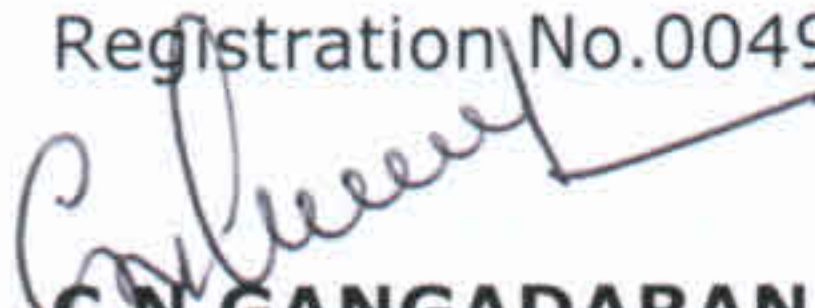
We have reviewed the accompanying statement of unaudited financial results of **M/s. Ramco Systems Limited** for the period ended **30th June, 2014**, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For CNGSN & ASSOCIATES

Chartered Accountants
Registration No.004915S


C N GANGADARAN

Partner
Membership No:11205

Place: Rajapalayam
Date: 27th July 2014