



September 5, 2012

National Stock Exchange of India Ltd Exchange Plaza, 5 th 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: listing@mseindia.in Scrip: RSST
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Dear Sirs,

Sub: Filings under the provisions of the Listing Agreement

With reference to the above, please find enclosed the following:

Clause 31 of the Listing AgreementProceedings of the Fifteenth Annual General Meeting held on 02nd August, 2012.**Clause 49 of the Listing Agreement**Copy of the Auditor's Certificate dated 24th May, 2012, regarding the compliance of conditions of Corporate Governance for the year ended 31st March, 2012.

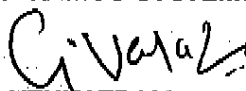
We request you to kindly take the above on record as required under the provisions of the Listing Agreement.

Kindly acknowledge receipt

Thanking you,

Yours faithfully,

For RAMCO SYSTEMS LIMITED


G VENKATRAM
COMPANY SECRETARY

Encl: As above



MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAMCO SYSTEMS LIMITED HELD ON THURSDAY, THE 2nd AUGUST, 2012, AT 11.45 A.M AT SHRI PAC RAMASAMY RAJA CENTENARY COMMUNITY HALL, SUDHARSAN GARDENS, PAC RAMASAMY RAJA SALAI, RAJAPALAYAM - 626 108.

DIRECTORS PRESENT:

- | | | |
|------------------------------------|---|-----------------------------------|
| 1. Shri P R Ramasubrahmaneya Rajha | - | Chairman |
| 2. Shri P R Venketrama Raja | - | Vice Chairman & Managing Director |
| 3. Shri S S Ramachandra Raja | - | Director |
| 4. Shri N K Shrikantan Raja | - | Director |
| 5. Shri V Jagadisan | - | Director |
| 6. Shri A V Dharmakrishnan | - | Director |
| 7. Shri R S Agarwal | - | Director |

STATUTORY AUDITOR PRESENT:

- | | | |
|---------------------|---|---|
| Shri Chella Krishna | - | Partner, CNGSN & Associates,
Chennai |
|---------------------|---|---|

MEMBERS PRESENT:

- | | | |
|-----------|---|----|
| In person | - | 21 |
| By proxy | - | 1 |

Shri P R Ramasubrahmaneya Rajha, Chairman of the Board of Directors of the Company, took the Chair to conduct the Fifteenth Annual General Meeting.

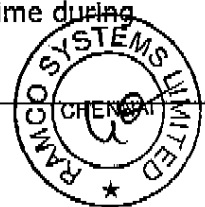
The Chairman declared that the quorum for the meeting was present and called the meeting to order.

Thereafter, the Chairman welcomed the members and introduced the other directors present on the dais. The Chairman introduced the new Chief Executive Officer of the Company Shri Virender Aggarwal and welcomed him to the Company.

The Chairman informed the members that Shri M M Venkatachalam, Chairman of Audit Committee, was not able to attend the Annual General Meeting due to certain unavoidable circumstances. Hence, he requested the Shareholders to clarify any queries related to audit with Shri V Jagadisan, Director and Shri S S Ramachandra Raja, Director both of whom are members of the Audit Committee.

The Chairman further informed the members that the Register of Directors' Shareholding maintained under the provisions of Section 307 of the Companies Act, 1956, was kept open and available for inspection by the members at any time during

Ramco Systems Limited



CHAIRMAN'S
INITIAL

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the meeting. Similarly, the Chairman informed that the Certificate from the Statutory Auditor regarding Compliance with Securities and Exchange Board of India (SEBI) Regulations on Employee Stock Option Schemes/ Employee Share Purchase Schemes is available for inspection by the members at any time during the meeting.

The Chairman then proceeded to read the Notice convening the Meeting. With the consent of the members present, the Notice convening the Meeting, the Directors' Report and the Auditor's Report to the members were taken as read. He had requested the members to read the Directorship of Shri S S Ramachandran Raja as "Director" of Rajapalayam Mills Limited, instead of "Chairman", in the Annexure to the Notice, to which the members consented.

The Chairman explained to the Shareholders about the performance of the Company during the financial year ended 31st March, 2012. Further, the Vice Chairman & Managing Director Shri P R Venketrama Raja explained about the various solution offerings of the Company and the steps contemplated for Increasing the business prospects in the forthcoming financial year. Shri Virender Aggarwal, Chief Executive Officer explained about the new initiatives of the Company and about the new strategies being adopted for improving the revenue and profitability of the Company.

The Chairman requested the members to seek clarification, if any, on the performance of the Company during the financial year ended 31st March, 2012. After answering the queries raised by the members, the Chairman proceeded to transact the business as per the notice of the Annual General Meeting.

ORDINARY BUSINESS:

ITEM No. 1

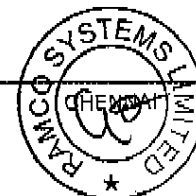
To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

The following Ordinary Resolution proposed by **Shri S M Annamalai** and seconded by **Shri P J Alaga Raja**, was put to vote by a show of hands and was passed unanimously:

RESOLVED THAT the audited Balance Sheet as at 31st March, 2012 and Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon be and are hereby adopted.

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ITEM No. 2

To appoint a director in the place of Shri S S Ramachandra Raja, who retires by rotation and being eligible offers himself for re-appointment.

The following Ordinary Resolution proposed by **Shri P A Damodara Raja** and seconded by **Shri Dhaval Vikram Shah**, was put to vote by a show of hands and was passed unanimously.

RESOLVED THAT Shri S S Ramachandra Raja, who retires by rotation and being eligible offered himself for re-appointment, be and is hereby re-appointed as a director of the Company.

ITEM No. 3

To appoint a director in the place of Shri V Jagadisan who retires by rotation and being eligible offers himself for re-appointment.

The following Ordinary Resolution proposed by **Shri P A S Krishnamma Rajha** and seconded by **Shri G Beeman**, was put to vote by a show of hands and was passed