

September 16, 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	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 Sirs,

Sub: Intimation under Clause 25 of the Listing Agreement – Grant of Stock Options

We wish to inform you that the Compensation Committee of the Board of Directors of the Company, pursuant to the authority granted by the respective Shareholder's resolutions approving Employee Stock Option Scheme 2014 (ESOS 2014) and Employee Stock Option Scheme 2013 (ESOS 2013) in its meeting held today, has approved the following:

- Employees Stock Option Scheme 2014:** The Committee approved the detailed Scheme framed for the purpose of implementing the ESOS 2014 in accordance with the provisions of SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 read with the terms approved by the Shareholders vide Postal Ballot whose result was declared on 12th September, 2014. The Committee also approved the Information Memorandum that needs to be circulated to Option Grantees.
- Appointment of Merchant Bankers and Consequential matters:** The Committee approved the appointment of M/s. Indbank Merchant Banking Services Limited as Merchant Bankers for the purposes of ESOS 2014.
- Application for in principle approval from Stock Exchanges:** The Committee accorded its approval for making applications to the Stock Exchanges, where the equity shares of the Company are listed, seeking in-principle approval in respect of the equity shares arising out of the options to be granted under ESOS 2014.
- Further grant of Options under ESOS 2013:** The Committee has approved the grant of 1,20,000 equity stock options under ESOS 2013 to the employees of the Company/ Subsidiaries at different exercise prices as per the table below:

Scheme	No. of options granted at face value i.e. @Rs.10 per share	No. of options granted at discount to market price* i.e.@Rs.155 per share	No. of options granted at market price* i.e. @ Rs.482 per share	Total no. of options granted
ESOS 2013	13,750	60,000	46,250	1,20,000



*Market Price is determined on the basis of closing price of the Company's shares in NSE on 15th September 2014.

- a. **Vesting Period:** All the options granted above would vest over a period of 3 years with a vesting schedule of 40% at the end of one year from date of grant and 7.5% for each quarter thereafter till the end of the 3rd year.
- b. **Exercise Period:** Subject to the provisions of the Scheme, at the end of each vesting period the employee has a period of 10 years to exercise the options covered under the said vesting period. However, if the employee carries forward the options to the subsequent exercise periods, the carried forward options have to be exercised within a period of 10 years from the date of vesting of the final lot.

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

Thanking you,

Yours faithfully
For **RAMCO SYSTEMS LIMITED**

A handwritten signature in blue ink, appearing to read 'G Venkatram'.

G VENKATRAM
COMPANY SECRETARY