

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE FUND RAISING COMMITTEE ("COMMITTEE") OF RAMCO SYSTEMS LIMITED (THE "COMPANY") ON APRIL 22, 2015 APPROVING THE PRELIMINARY PLACEMENT DOCUMENT, THE ISSUE DOCUMENTS, THE ISSUE OPENING DATE AND FLOOR PRICE IN CONNECTION WITH THE PROPOSED ISSUE OF EQUITY SHARES OF THE COMPANY UNDER CHAPTER VIII OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED AND SECTION 42 OF THE COMPANIES ACT, 2013

"RESOLVED THAT in connection with the proposed placement of equity shares of the Company of face value of Rs. 10 each ("**Equity Shares**") to qualified institutional buyers pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"), and Section 42 of the Companies Act, 2013 ("**Issue**"), as approved by the resolution passed by the board of directors of the Company ("**Board**") on July 27, 2014, and a special resolution passed by the shareholders of the Company through postal ballot on September 12, 2014 for an amount not exceeding Rs. 5,000 million (Rupees Five Thousand Million Only), the drafts of the documents to be executed in connection with the Issue, including the draft of escrow agreement ("**Escrow Agreement**") proposed to be executed by and between the Company, Ambit Corporate Finance Limited, Axis Capital Limited ("**Global Coordinators and Book Running Lead Managers**") and Kotak Mahindra Bank Limited ("**Escrow Bank**"), the draft of the placement agreement proposed to be executed between the Company and the Global Coordinators and Book Running Lead Managers ("**Placement Agreement**"), the draft of the lock-up letter to be issued by the promoters and promoter group of the Company to the Global Coordinators and Book Running Lead Managers ("**Lock-up Letter**"), the draft of the application form and confirmation of allocation note ("**CAN**"), in connection with the Issue, and the draft of the preliminary placement document proposed to be filed with BSE Limited, the National Stock Exchange of India Limited and Madras Stock Exchange Limited and the Registrar of Companies, Tamil Nadu at Chennai in connection with the Issue ("**Preliminary Placement Document**"), which have been placed before the Committee and duly initialed by Shri P R Venketrama Raja, Vice Chairman & Managing Director for identification purposes be and are hereby approved and adopted by the Committee.

RESOLVED FURTHER THAT Shri P R Venketrama Raja, Vice Chairman & Managing Director, Shri A V Dharmakrishnan, Director, Shri Virender Aggarwal, Chief Executive Officer, Shri R Ravi Kula Chandran, Chief Financial Officer and Shri G Karthikeyan, Company Secretary be and hereby severally authorized to sign the Preliminary Placement Document and the Placement Agreement for and on behalf of the Company and submit the Preliminary Placement Document to BSE Limited, the National Stock Exchange of India Limited and Madras Stock Exchange Limited, the Registrar of Companies, Tamil Nadu at Chennai and other applicable statutory and/or regulatory authorities, as may be required in connection with the Issue and filing of applications for seeking listing and trading permissions in respect of Equity Shares to be issued to the qualified institutional buyers and making other statutory and/or regulatory filings, if any.



RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, be affixed in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorized by the Board in this regard, in accordance with the articles of the association of the Company.

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board, the Committee or any designated officer of the Company in connection with the Issue be and are hereby conformed, approved and ratified.

RESOLVED FURTHER THAT Shri P R Venketrama Raja, Vice Chairman & Managing Director, Shri A V Dharmakrishnan, Director, Shri Virender Aggarwal, Chief Executive Officer, Shri R Ravi Kula Chandran, Chief Financial Officer and Shri G Karthikeyan, Company Secretary are hereby severally authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of securities pursuant to the Issue in such manner as may be determined by the Committee, subject however, to the applicable statutory and/or regulatory requirements, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit or as the Committee may *suo moto* decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT the Issue be opened on April 22, 2015 for receiving bids in connection with the Equity Shares.

RESOLVED FURTHER THAT, subject to compliance with applicable laws and regulations, net proceeds from the Issue may be used to meet the needs of its growing business, marketing and brand-building initiatives, long term working capital requirements, repayment of existing debts, investments in subsidiary companies in India or overseas for their business growth or other requirements as well as for such other corporate purposes in accordance with the policies approved by the Board of Directors and as may be permitted under the applicable laws.

RESOLVED FURTHER THAT, pending utilization for the purposes described above, we intend to temporarily invest funds in creditworthy instruments, including money market mutual funds, securities market in the form of debt mutual funds, principal protected funds, derivative linked debt instruments, other fixed and variable return instruments, listed debt instruments, rated debentures or deposits with banks or to temporarily deposit the funds on cash credit accounts / WCDL with banks for reducing the overdraft / repaying loans and any corporate deposits. Such investments would be in accordance with the investment policies as approved by the Board from time to time and all applicable laws and regulations.

RESOLVED FURTHER THAT Shri R Ravi Kula Chandran, Chief Financial Officer, Smt Gayathri R, Head – Corporate Finance and K. Balasubramanian, Senior Manager - finance be and are hereby severally authorized to open one or more escrow accounts in the name and style of "Ramco Systems Limited – QIP Account 2015" for the purposes of the Issue and do all such acts, deeds, matters and things and execute all such deeds, documents,



instruments and writings, including the Escrow Agreements it may in their absolute discretion deem necessary or desirable in connection with, incidental thereto.

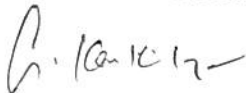
RESOLVED FURTHER THAT Shri P R Venketrama Raja, Vice Chairman & Managing Director, Shri A V Dharmakrishnan, Director, Shri Virender Aggarwal, Chief Executive Officer, Shri R Ravi Kula Chandran, Chief Financial Officer and Shri G Karthikeyan, Company Secretary be and hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including making any corrections, amendments or modifications to the Preliminary Placement Document that may be required and to file the Preliminary Placement Document with the Stock Exchanges or any other regulatory authorities as may be required and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings, as it may in their absolute discretion deem necessary or desirable in connection with and incidental thereto including but not limited to intimating the above to the relevant stock exchanges and the Registrar of Companies, Tamil Nadu at Chennai and other applicable statutory and/or regulatory authorities, as may be required in connection with the Issue."

RESOLVED FURTHER THAT the Committee has considered and taken note that the floor price in respect of the Issue, based on the pricing formula as prescribed under Regulation 85(1) of Chapter VIII of the SEBI Regulations is Rs.668.03 per Equity Share ("**Floor Price**") and has taken note that the "relevant date" for this purpose, in terms of Regulation 81 (c)(i) of Chapter VIII of the SEBI Regulations is April 22, 2015. Further, in terms of the proviso to Regulation 85(1) and as approved by the shareholders, the company may offer a discount of up to 5% per Equity Share on the Floor Price.

RESOLVED FURTHER THAT Shri P R Venketrama Raja, Vice Chairman & Managing Director, Shri A V Dharmakrishnan, Director, Shri Virender Aggarwal, Chief Executive Officer, Shri R Ravi Kula Chandran, Chief Financial Officer and Shri G Karthikeyan, Company Secretary be and hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the relevant stock exchanges and making other statutory and/or regulatory filings, if any."

CERTIFIED TRUE COPY

FOR RAMCO SYSTEMS LIMITED



G KARTHIKEYAN

COMPANY SECRETARY