

August 8, 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 2013 (ESOS 2013), Employee Stock Option Scheme 2009 Plan A (ESOS 2009 Plan A) and Employee Stock Option Scheme 2009 Plan B (ESOS 2009 Plan B), in its meeting held today, has approved the following:

1. **Employees Stock Option Scheme 2013:** The Committee approved the detailed Scheme framed for the purpose of implementing the ESOS 2013 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 at their meeting held on 29th July, 2013. The Committee also approved the Information Memorandum that needs to be circulated to Option Grantees.
2. **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 2013.
3. **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 2013.
4. **Grant of Options under various Schemes:** The Committee has approved the grant of 10,97,500 equity stock options under ESOS 2013, ESOS 2009 Plan A and ESOS 2009 Plan B to the employees of the Company/ Subsidiaries and a Director 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.356 per share*	Total no. of options granted
ESOS 2013	-	548,750	117,500	666,250

Ramco Systems Ltd.

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ESOS 2009 – Plan A	-	-	130,000	130,000
ESOS 2009 – Plan B	181,250	-	120,000	301,250
Total	181,250	548,750	367,500	1,097,500

*Market Price is determined on the basis of closing price of the Company's shares in NSE on 7th August 2014.

- Vesting Period:** All the options granted above would vest over a period of 3 years. The options other than those vested in the first year, shall vest on a quarterly basis and the options under the first year shall vest at the end of one year from the date of grant.
- 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**


G VENKATRAM
COMPANY SECRETARY