

EXTRACTS OF THE RESOLUTION PASSED BY THE FUND RAISING COMMITTEE ("COMMITTEE") OF RAMCO SYSTEMS LIMITED (THE "COMPANY") ON APRIL 27, 2015 IN CONNECTION WITH THE QUALIFIED INSTITUTIONS PLACEMENT 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, AS AMENDED

RESOLVED THAT pursuant to the powers conferred on the Committee in connection with the Issue (as defined hereinafter), by the shareholders of the Company 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) and as opened pursuant to the resolution passed by the Committee at its meeting dated April 22, 2015, the bid period in connection with the Issue be and is hereby declared as closed on the date of this resolution with immediate effect.

RESOLVED FURTHER THAT in respect of the issue of Equity Shares by the Company to qualified institutional buyers in terms Issue, the Company be and is hereby authorised to issue and allocate 51,18,100 Equity Shares at a price of Rs.635.00 (Rupees six hundred and thirty five only) per Equity Share ("**Issue Price**") (including a premium of Rs.625.00 per Equity Share), after approving a discount of 4.9444% to the floor price of Rs.668.03 per Equity Share, aggregating to Rs. 3,249,993,500/- (Rupees three thousand two hundred and forty nine million nine hundred and ninety three thousand five hundred only), to successful bidders who are qualified institutional buyers (QIBs), in accordance with the terms and conditions of the preliminary placement document, the application forms, the final placement document and the confirmation of allocation note, in connection with the Issue, and applicable statutory and or regulatory requirements.

RESOLVED FURTHER THAT the placement document dated April 27, 2015 ("**Placement Document**") and the confirmation of allocation note ("**CAN**") tabled at the meeting and duly initialed by the Chairman of the meeting for identification purposes be and are hereby approved and serially numbered Placement Documents, together with serially numbered CAN, be sent to QIBs.

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.

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 Placement

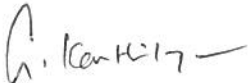


Document to be filed with the relevant stock exchanges for and on behalf of the Company and submit the same to the relevant stock exchanges and other applicable statutory and/or regulatory authorities, as may be required in connection with the Issue.

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 CAN to be issued to bidders confirming allocation of Equity Shares to such bidders and requesting payment for the entire applicable Issue Price for all Equity Shares allocated to such bidders.

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 to the Placement Document and the CAN that may be required and to file the Placement Document with the Stock Exchanges or any other regulatory authorities as may be required and to do all such acts 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.

**CERTIFIED TRUE COPY
FOR RAMCO SYSTEMS LIMITED**



**G KARTHIKEYAN
COMPANY SECRETARY**



Date: April 27, 2015

Place: Chennai