

25<sup>th</sup> November, 2004

MSE/BSE/NSE

Dear Sir,

**SUB:- COMPLIANCE WITH CLAUSE 22(A) OF THE LISTING AGREEMENT**

The Board of Directors of the Company at its meeting held on 25<sup>th</sup> November, 2004 have approved the following:

1. Issue of upto 611,449 Equity shares by way of preferential allotment to the promoter group, at a price to be determined in accordance with the SEBI guidelines.
2. Issue of upto 249,571 securities in form of warrants convertible to Equity shares by way of preferential allotment to a select investor, at a price to be determined in accordance with the SEBI guidelines.
3. Issue of 900,000 stock options under the Employee Stock Option Scheme, 2004 (ESOS) to Senior key managerial personnel of the Company.
4. Issue of 100,000 Equity shares under the Employee Stock Purchase Scheme, 2004 (ESPS) to Senior key managerial personnel of the Company.

**CONVENING OF EXTRA ORDINARY GENERAL MEETING**

An Extra Ordinary General Meeting of the members of the Company has been convened on Friday the December 24, 2004 for obtaining the approval of the members of the Company in respect of the aforesaid issue.

The Company is in the process of sending the notice of the Extra Ordinary General Meeting alongwith the explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 to the shareholders.

This notice is in compliance with Clause 22(A) of the Listing Agreement.

Kindly take the same on your records.

Thanking You  
Yours faithfully

**FOR RAMCO SYSTEMS LIMITED**

**SWEENA NAIR  
ASSISTANT COMPANY SECRETARY**