

RAMCO SYSTEMS LIMITED

REGISTERED OFFICE: 47, P.S.K NAGAR, RAJAPALAYAM - 626 108.

CORPORATE OFFICE: 64, SARDAR PATEL ROAD, TARAMANI, CHENNAI - 600 113.

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of Ramco Systems Limited, will be held on Thursday, the 4th August 2016 at 11.45 A.M. at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108 to transact the following business:

ORDINARY BUSINESS:

1. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**

“RESOLVED THAT that the Board’s Report and the Company’s Standalone and Consolidated Statements of Profit and Loss for the year ended 31st March 2016, Balance Sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors’ Reports thereon be and are hereby considered and adopted.”

2. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**

“RESOLVED THAT Shri P R Ramasubrahmaneya Rajha (DIN:00331357), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

3. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**

“RESOLVED THAT in terms of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s.CNGSN & Associates LLP, Chartered Accountants, holding Firm Registration No:004915S, as Auditors of the Company for the third consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 28th July 2014 be and is hereby ratified.”

SPECIAL BUSINESS:

4. To consider and pass the following Resolution, as a **SPECIAL RESOLUTION:**

“RESOLVED THAT in partial modification of the special resolution passed at the 17th Annual General Meeting held on 28th July 2014, the present term of Shri P R Venketrama Raja (DIN: 00331406) as Managing Director (22nd May 2014 to 21st May 2017) be modified to end on 31st March 2017, in order to align the term with the financial year being followed by the Company i.e., 1st April to 31st March.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri P R Venketrama Raja (DIN: 00331406) as Managing Director of the Company for a period of 3 (three) years with effect from 1st April 2017, at a remuneration not exceeding 5% of the net profits of the Company, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director subject however that the annual remuneration does not exceed the limit approved hereinbefore.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Managing Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall also have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration subject however that such minimum remuneration shall not exceed double of the limit prescribed under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in case Managing Director draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies.

RESOLVED FURTHER THAT the remuneration limits mentioned above shall be exclusive of any fee payable to him for attending Meetings of the Board or any Committee thereof or for any other purpose whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.”

By Order of the Board,
For RAMCO SYSTEMS LIMITED
P R RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Place : Chennai

Date : May 20, 2016

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NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto. Information in respect of the Director seeking re-election as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is included in the statement.
2. **A Member entitled to attend at the meeting is entitled to appoint a Proxy to attend instead of himself and the Proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.**
3. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2015-16 are being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to Members for whom the E-mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website – www.ramco.com for their download.
4. Under Rule 18 of Companies (Management and Administration) Rules, 2014 Members holding shares in electronic mode who have not got their E-mail addresses updated with the Depository Participants are requested to update their E-mail address and any changes therein. Members holding shares in physical mode are requested to update their E-mail address, quoting their Folio Number, to our Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: Ramco Systems Limited), by writing to them at Subramanian Building, No.1, Club House Road, Chennai 600 002, or by E-mail to investor@cameoindia.com.
5. Members who are holding shares in identical order of names in more than one account are requested to intimate to the Company, the ledger folio of such accounts together with the share certificate(s) to enable the Company to consolidate all the holdings into one account. The share certificate(s) will be returned to the members after necessary endorsements.
6. A Route Map with prominent Landmark for easy location of the venue of the meeting is given in Page No.138 as per the requirement of Clause No: 1.2.4 of the Secretarial Standard-2 on "General Meetings".
7. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is providing members facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting, through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- (i) The remote e-voting period begins at 9.00 a.m. on Monday, the 1st August 2016 and ends at 5.00 p.m. on Wednesday, the 3rd August 2016. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. Thursday, 28th July 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given in points (vii) and (viii).
- (vii) Fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Ramco Systems Limited.
- (xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Additional instructions for non-individual shareholders and custodians
- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians voting for the first time are required to log on to www.evotingindia.com and register themselves as corporates. Corporates and custodians already registered with CDSL should use their existing login details.
 - After registering online, scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - The admin login details will be sent by CDSL. After receiving these details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- IV. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 28th July 2016.
- VI. Shri K Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M S Jagannathan & N. Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
- VIII. The scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, within 48 hours of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ramco.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be displayed on the notice-board at the registered office and immediately forwarded to the stock exchanges where the Company's shares are listed.

By Order of the Board,
For RAMCO SYSTEMS LIMITED

P R RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Place : Chennai
Date : May 20, 2016

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.4

The Board of Directors in its meeting dated 22nd May 2014 appointed Shri P R Venketrama Raja (DIN: 00331406) as the Managing Director for a period of 3 years with effect from 22nd May 2014 to 21st May 2017. The same was approved by the Members at their Annual General Meeting held on 28th July 2014 by way of Special Resolution. The Members had also approved the payment of minimum remuneration as may be determined by the Nomination and Remuneration Committee (formerly known as Remuneration Committee) of the Board in Compliance with Schedule V of the Companies Act, 2013 to Shri P R Venketrama Raja. Based on this, the Nomination and Remuneration Committee had approved the payment of following minimum remuneration to Shri P R Venketrama Raja:

Sl. No.	Particulars	Remuneration
1.	Basic Pay	Rs.7,20,000 /- Per Annum
2.	Perquisites	Rs.3,60,000/- Per Annum

In addition, Shri P R Venketrama Raja is eligible for Provident Fund, Gratuity, Superannuation, encashment of leave as applicable, which shall not be included in the computation on the ceiling on remuneration as specified in Section II of Schedule V of the Companies Act, 2013.

The matter relating to his re-appointment as Managing Director was considered by the Nomination and Remuneration (NRC) Committee at its meeting held on 19th May 2016. The NRC Committee had recommended pre-closing the existing tenure of Shri P R Venketrama Raja as Managing Director by 31st March, 2017 and appointing him for a further period of three years with effect from 1st April 2017 so as to align the appointment with the financial year being followed by the Company i.e., 1st April to 31st March. The Board of Directors in its meeting held on 20th May 2016 had considered the recommendation of the NRC Committee and Shri P R Venketrama Raja was reappointed as Managing Director of the Company by the Board of Directors, subject to the approval of shareholders at the Annual General Meeting for a further period of three years from 1st April 2017 to 31st March 2020 in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

As a Promoter and Managing Director, Shri P R Venketrama Raja's leadership has led to the development of technologically superior and world-class Enterprise Resource Planning (ERP) products due to which the Company is looking forward to an exciting growth phase. In view of this, it is proposed to seek the approval of Members for modification of the existing tenure and re-appointment of Shri P R Venketrama Raja with the following remuneration:

- Not exceeding 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable by way of Salary / Allowances / other Perquisites / benefits and / or Commission, as determined by the Nomination and Remuneration Committee from time to time.
- Where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Shri P R Venketrama Raja, Managing Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall also have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration subject however that such minimum remuneration shall not exceed double of the limit prescribed under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

The above remuneration limits shall be exclusive of any fee payable for attending Meeting of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

In accordance with the provisions of Section V of Part II of Schedule V to the Companies Act, 2013 the total remuneration payable by the Company and M/s. Ramco Industries Limited, of which also Shri P R Venketrama Raja is the Vice Chairman and Managing Director, shall not exceed the higher maximum limit permissible for any one of the Companies. Shri P R Venketrama Raja holds 55,00,000 shares in Ramco Industries Limited amounting to 6.35% of its paid-up share capital. Shri P R Ramasubrahmaneya Rajha (Promoter and Chairman) holds 28,82,621 shares in Ramco Industries Limited amounting to 3.33% of its paid-up share capital (Shareholding and % of share capital determined as per the 31st March 2016 Shareholding Pattern of M/s Ramco Industries Limited).

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The payment of remuneration had also been approved by the Nomination and Remuneration Committee at its meeting held on 19th May 2016.

The re-appointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required.

Brief resume, nature of expertise in specific functional areas, names of Companies in which Shri P R Venketrama Raja holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as below:

Shri P R Venketrama Raja, 57 years, is the son of Shri P R Ramasubrahmaneya Rajha, Chairman. He has a Bachelor's degree in Chemical Engineering from University of Madras in 1981 and a Masters in Business Administration from University of Michigan, USA in 1983. Shri P R Venketrama Raja has over 32 years of professional experience. His line of experience has been in the overall managerial area. He is a Member on the Board of several companies of well diversified Ramco Group including The Ramco Cements Limited. Shri P R Venketrama Raja holds 32,17,441 shares in the Company. He has been on our Board since 19th February 1997.

Shri P R Venketrama Raja is a Director in the following other Companies:

Sl. No.	Name of the Company	Nature of Interest	Sl. No.	Name of the Company	Nature of Interest
1.	The Ramco Cements Limited	Director	14.	Ramco Systems Sdn Bhd., Malaysia	Director
2.	Ramco Industries Limited	Vice Chairman & Managing Director	15.	Ramco Systems Pte. Ltd., Singapore	Director
3.	Rajapalayam Mills Limited	Director	16.	Sri Ramco Lanka (Private) Limited, Sri Lanka	Director
4.	The Ramaraju Surgical Cotton Mills Limited	Director	17.	Sri Ramco Roofings Lanka Private Limited, Sri Lanka	Director
5.	Lynks Logistics Limited	Director	18.	RCDC Securities and Investments Private Limited	Director
6.	Sri Vishnu Shankar Mill Limited	Director	19.	Nirmala Shankar Farms & Estates Private Limited	Director
7.	Sandhya Spinning Mill Limited	Director	20.	Sri Nithyalakshmi Farms Private Limited	Director
8.	Sri Sandhya Farms (India) Private Limited	Director	21.	Ram Sandhya Farms Private Limited	Director
9.	Sri Saradha Deepa Farms Private Limited	Director	22.	RSL Enterprise Solutions (Pty) Ltd., South Africa	Director
10.	Ramamandiram Agricultural Estate Private Limited	Director	23.	Ramco Systems Canada Inc., Canada	Director
11.	Nalina Agricultural Farms Private Limited	Director	24.	Ramco Systems Australia Pty Limited, Australia	Director
12.	Ramco Systems Corporation, USA	Director	25.	Rajapalayam Textile Limited	Director
13.	Ramco Systems Ltd., Switzerland	Director	26.	Ramco Systems FZ-LLC, Dubai	Director

Shri P R Venketrama Raja is a Member in the following Committees:

Sl. No.	Name of the Company	Name of the Committee	Position Held
1.	The Ramco Cements Limited	Audit Committee	Member
		Project Management Committee	Member
		Stakeholders' Relationship Committee	Chairman
		Share / Debenture Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
2.	Ramco Industries Limited	Stakeholders' Relationship Committee	Member
		Share Transfer Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Chairman
3.	Ramco Systems Limited	Stakeholders' Relationship Committee	Member
		Rights Issue 2013 Committee	Member
		Allotment Committee	Member
		Fund Raising Committee	Member
		Corporate Social Responsibility Committee	Member
4.	Rajapalayam Mills Limited	Stakeholders' Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
5.	The Ramaraju Surgical Cotton Mills Limited	Stakeholders' Relationship Committee	Member

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. General Information			
Nature of industry	Information Technology (Software Products)		
Date or expected date of commencement of commercial production	Company was incorporated on 19th February 1997 and the Certificate of Commencement of Business was dated 19th June 1997		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	The details of the standalone financial performance of the Company are given below: (in Rs.Mln.)		
	Year	Revenue	Net Profit / (Loss)
	2015-16	2,672.63	240.09
	2014-15	2,247.66	15.57
	2013-14	1,674.79	(192.75)
Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, FIIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases. The Company has ten Subsidiaries the details of which are given in the Annual Report 2016 which accompanies this Notice.		

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II. Information about the appointee	
Background details	Shri P R Venketrama Raja is the Vice Chairman & Managing Director of the Company
Past remuneration	Basic Pay – Rs.7,20,000 per annum Perquisites – Rs.3,60,000 per annum PF contribution – 12% of Basic Pay
Recognition or awards	The Company, under his leadership, has won many awards.
Job profile and his suitability	Shri P R Venketrama Raja holds a Masters in Business Administration from University of Michigan, USA. He has over 32 years of professional experience in the overall managerial area. He has been the Managing Director of the Company since its inception. Taking this into consideration, the Board has bestowed the leadership of the Organization to Shri P R Venketrama Raja
Remuneration proposed	5% of the net profits of the Company and in case of inadequacy of profits, he shall be paid as remuneration, an amount not exceeding double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 as may be determined by the Nomination and Remuneration Committee of the Board. In case Managing Director draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies. He will also be entitled for sitting fees for meetings of the Board or its Committees attended by him.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of CEO / MD levels of similar sized Information Technology companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration, Shri P R Venketrama Raja does not have any other pecuniary relationship with the Company. He is the son of Shri P R Ramasubrahmaneya Rajha, Chairman of the Company.
III. Other information	
Reasons of loss or inadequate profits	The Company had incurred losses till 2013-14 and has made profit in the year 2014-15 & 2015-16. In view of this the minimum remuneration on account of inadequate profits may not be applicable. However by way of abundant caution approval of the shareholders is sought for minimum remuneration also.
Steps taken or proposed to be taken for improvement	The Company is taking continuous steps for improvement.
Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future.
IV. Disclosure: As required, the information is provided under Corporate Governance Section of Annual Report 2016.	

The Company had not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2015-16.

Please refer to the Corporate Governance Report for details on number of meeting of the Board attended during the year. None of the Directors and Key Managerial Personnel except Shri P R Venketrama Raja as an appointee and Shri P R Ramasubrahmaneya Rajha as a relative may be deemed to be concerned or interested financially or otherwise in the Resolution.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR), Regulations, 2015.

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING:

As per the provisions of Section 152 of the Companies Act, 2013, Shri P R Ramasubrahmaneya Rajha, Director, retire by rotation and is seeking re-election at the ensuing Annual General Meeting. In terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the following information is provided in respect of Shri P R Ramasubrahmaneya Rajha:

Shri P R Ramasubrahmaneya Rajha, Chairman, 80 years, is the son of late Shri P.A.C. Ramasamy Raja, the founder of the Ramco Group of industries. Shri P R Ramasubrahmaneya Rajha obtained a bachelors degree in Physics from the University of Madras in 1955. Shri P R Ramasubrahmaneya Rajha has over 53 years of professional experience. His line of experience has been in the overall managerial area. He began managing the Ramco group of industries in 1962. The Ramco Group is in businesses of Cotton Yarn, Cement, Fibre Cement Products, Software and Bio Technology. Shri P R Ramasubrahmaneya Rajha is also a Member of the Executive Committee of the Tamil Nadu Chamber of Commerce & Industry and President of the Rajapalayam Chamber of Commerce & Industry. He has been on our Board since 19th February 1997.

He is a Director on the Board of the following other Companies:

Sl. No.	Name of the Company	Nature of Interest
1.	The Ramco Cements Limited	Chairman
2.	Rajapalayam Mills Limited	Chairman
3.	Ramco Industries Limited	Chairman
4.	The Ramaraju Surgical Cotton Mills Limited	Chairman
5.	Sri Vishnu Shankar Mills Limited	Chairman
6.	Sandhya Spinning Mill Limited	Chairman
7.	Thanjavur Spinning Mill Limited	Chairman
8.	Rajapalayam Textile Limited	Director
9.	Ram Sandhya Farms Private Limited	Director
10.	Sri Sandhya Farms (India) Private Limited	Director
11.	Ramamandiram Agricultural Estate Private Limited	Director
12.	Sri Saradha Deepa Farms Private Limited	Director
13.	Nalina Agricultural Farms Private Limited	Director
14.	Nirmala Shankar Farms & Estates Private Limited	Director
15.	Sri Nithyalakshmi Farms Private Limited	Director
16.	Ramco Management Private Limited	Chairman
17.	Rajapalayam Chamber of Commerce and Industry	Director
18.	RCDC Securities and Investments Private Limited	Director
19.	Sri Ramco Lanka (Private) Limited, Sri Lanka	Director
20.	Sri Ramco Roofings Lanka Private Limited, Sri Lanka	Director
21.	Ramco Systems Corporation, USA	Director

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Shri P R Ramasubrahmaneya Rajha is a Member in the following Committees of the Board.

SI. No.	Name of the Company	Name of the Committee	Position
1.	The Ramco Cements Limited	Project Management Committee	Chairman
		Stakeholders Relationship Committee	Member
		Share/Debenture Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
2.	Ramco Industries Limited	Stakeholders Relationship Committee	Chairman
		Share Transfer Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
3.	Ramco Systems Limited	Stakeholders Relationship Committee	Chairman
4.	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
		Share Transfer Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
5.	Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Chairman
6.	Sandhya Spinning Mill Ltd	Share Transfer Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
7.	The Ramaraju Surgical Cotton Mills Limited	Share Transfer Committee	Chairman
		Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman

Shri P R Ramasubrahmaneya Rajha holds 5,43,703 equity shares in the Company. He is the father of Shri P R Venketrama Raja, Vice Chairman & Managing Director.

Please refer to the Corporate Governance Report for details on number of meeting of the Board attended during the year.

Disclosure of Interest:

None of the Directors and Key Managerial Personnel and their relatives except Shri P R Ramasubrahmaneya Rajha as appointee and Shri P R Venketrama Raja as a relative may be deemed to be concerned or interested financially or otherwise in the Resolution.

By Order of the Board,
For **RAMCO SYSTEMS LIMITED**

P R RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Place : Chennai
Date : May 20, 2016

RAMCO SYSTEMS LIMITED

REGISTERED OFFICE: 47, P.S.K NAGAR, RAJAPALAYAM - 626 108.
CORPORATE OFFICE: 64, SARDAR PATEL ROAD, TARAMANI, CHENNAI - 600 113.
CIN: L72300TN1997PLC037550, E-mail : investorcomplaints@ramco.com
Website : www.ramco.com
PHONE : +91 44 2235 4510 / 3090 4000, Fax : +91 44 2235 2884



PROXY FORM

Name of the Member(s) :
Registered address :
E-mail ID :
Folio No/DP ID - Client ID :

I/We, being the Member (s) holding shares of the above named Company, hereby appoint

- 1. Name : Address :
E-mail Id : Signature:, or failing him
- 2. Name : Address :
E-mail Id : Signature:, or failing him
- 3. Name : Address :
E-mail Id : Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Thursday, the 4th August 2016 at 11.45 AM at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
Ordinary Business	
1.	Adoption of Financial Statements for the year ended 31st March 2016
2.	Appointment of director in the place of Shri P R Ramasubrahmaneya Rajha (DIN: 00331357), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ratification of Appointment of M/s. CNGSN & Associates LLP, Chartered Accountants, as Auditors.
Special Business	
4.	Re-appointment of Shri P R Venketrama Raja (DIN: 00331406) as the Managing Director.

Signed this day of2016.

Signature of Shareholder

Signature of Proxy holder(s)

Member's Signature

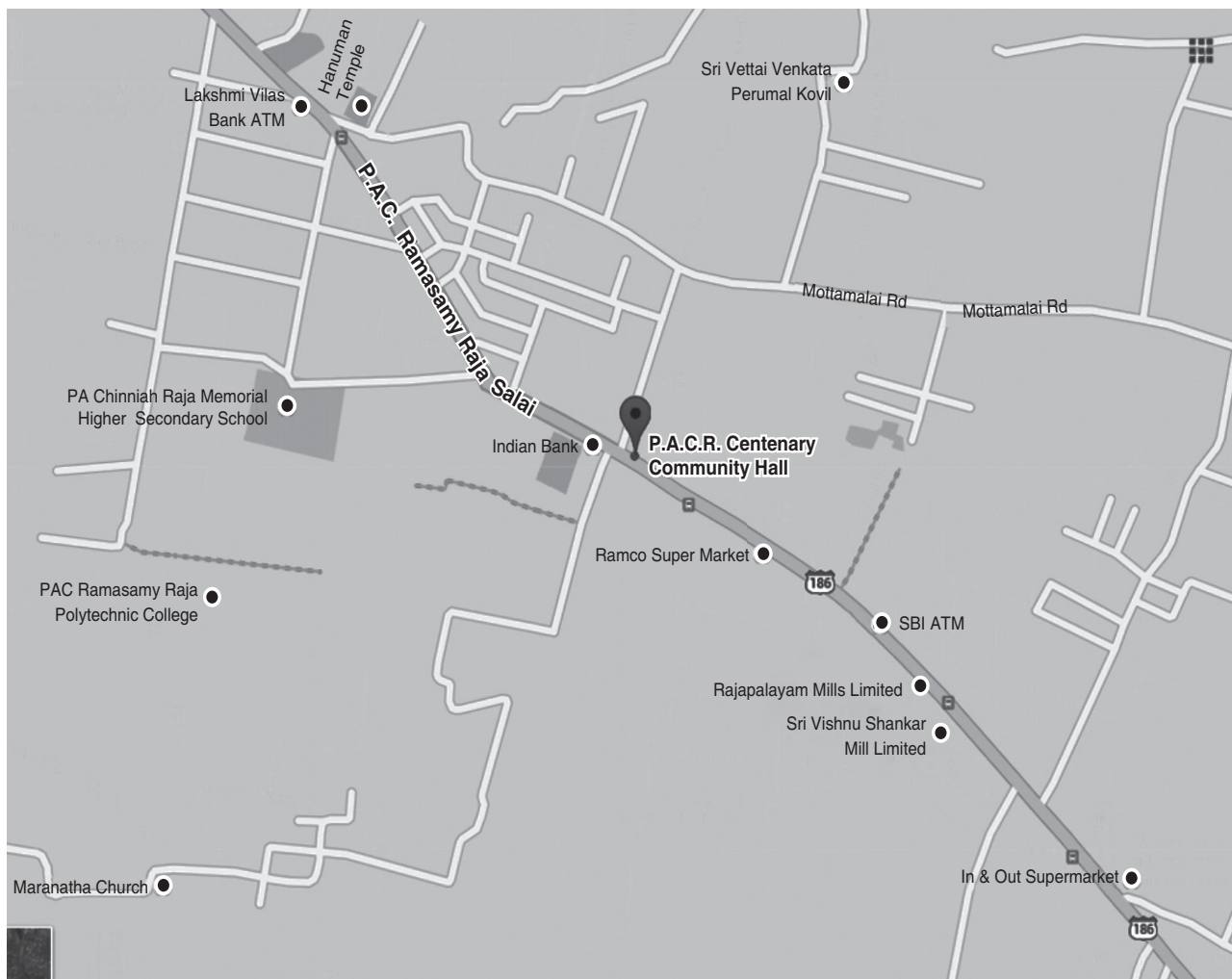


Note: A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Ramco Systems Limited, INDIA

Map Showing location of venue of 19th Annual General Meeting

Venue Address : P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, TN



Land Mark: Near Indian Bank

Distance from Rajapalayam Bus Stand : 3.5 KM

Distance from Rajapalayam Railway Station : 3.9 KM