

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 / 6653 4000, Fax : +91 44 2235 2884

ramco

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of Ramco Systems Limited, will be held on Friday, the 3rd August 2018 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** the Board’s Report and the Company’s Separate (Standalone) and Consolidated Audited Financial Statements for the year ended 31st March 2018, 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 A V Dharmakrishnan (DIN:00693181), who retires by rotation be and is hereby reappointed as a Director of the Company”.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Sankar Krishnan (DIN:01597033), appointed by the Board of Directors in the category of an Independent Director as an Additional Director on 11th May 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of five (5) consecutive years from the date of his appointment, viz., 11th May 2018”.

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

“**RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV and such other provisions as applicable, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri M M Venkatachalam (DIN:00152619), Independent Director of the Company, whose term ends on 31st March 2019 be reappointed as Independent Director for another term of five (5) consecutive years starting from 1st April 2019 to 31st March 2024”.

5. To consider and pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV and such other provisions as applicable, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri R S Agarwal (DIN:00012594), Independent Director of the Company, whose term ends on 31st March 2019 be reappointed as Independent Director for another term of five (5) consecutive years starting from 1st April 2019 to 31st March 2024”.

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

Place : Chennai
Date : 23rd May 2018

P R VENKETRAMA RAJA
CHAIRMAN

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 is included in the statement.

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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. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting has been done away with vide notification dated 7th May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, who were appointed as Auditors for a period of five (5) years in the 20th Annual General Meeting held on 4th August 2017.
4. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2017-18 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.
5. 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.
6. 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.
7. A route map with prominent landmark for easy location of the venue of the meeting is given in Page No.178 as per the requirement of Clause No: 1.2.4 of the Secretarial Standard-2 on "General Meetings".
8. 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) Regulations, 2015, the Company is providing remote e-voting facility through the e-voting platform provided by Central Depository Services (India) Limited (CDSL) to enable members to exercise to their right to vote at the 21st Annual General Meeting by electronic means and the business may be transacted through such voting.
 - 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 Tuesday, the 31st July 2018 and ends at 5.00 p.m. on Thursday, the 2nd August 2018. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., Friday, 27th July 2018, 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.
- (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.

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(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.

a. 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.

b. 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.

c. 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.

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.com 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 27th July 2018.

I. 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 remote e-voting process and ballot process at the AGM, in a fair and transparent manner.

II. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.

III. The scrutinizer shall, immediately after the conclusion of voting at the AGM, 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, not later than forty eight 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 any Director or Chief Executive Officer or Chief Financial Officer or Company Secretary who shall countersign the same and shall declare the consolidated result of the remote e-voting and ballot process at the AGM.

VI. 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

Place : Chennai
Date : 23rd May 2018

P R VENKETRAMA RAJA
CHAIRMAN

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. 3

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Shri Sankar Krishnan (DIN:01597033) as an Additional Director on 11th May 2018, under Non-Executive Independent Director category.

Shri Sankar Krishnan, 50 years, is an ex-partner of McKinsey & Company, who led McKinsey's healthcare practice, initially in India, and then in Greater China. In his 14 years at McKinsey, he focused on healthcare, serving a variety of multinational and local pharmaceutical companies, government and quasi-government bodies, hospital chains and health insurance companies across India, China, Israel and West Asia, and South East Asia. His primary areas of expertise include organisational and leadership development, sales and marketing, and operations. He left McKinsey in July 2006, to set up as an independent consultant in the not-for-profit sector in Asia. He is currently Pro Vice Chancellor, Ashoka University, Sonapat, since September 2017.

Shri Sankar Krishnan is a B.Tech, Computer Science and Engineering from the College of Engineering, Trivandrum and an MBA from the Indian Institute of Management – Ahmedabad.

In terms of Section 161(1) of the Companies Act, 2013, Shri Sankar Krishnan holds office as Additional Director up to the date of the forthcoming Annual General Meeting.

Shri Sankar Krishnan is proposed to be appointed as an Independent Director for five (5) consecutive years from the date of his appointment. He has furnished a declaration pursuant to section 149(6) of the Companies Act, 2013 that he meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Shri Sankar Krishnan fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

He is presently in the Board of Shri Harini Media Limited as an Independent Director.

He is also the Member of Audit Committee and Nomination and Remuneration Committee of the Company.

He does not hold any shares in the Company.

A copy of the letter of appointment issued to Shri Sankar Krishnan would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Shri Sankar Krishnan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No.4

Shri M M Venkatachalam (DIN:00152619) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 28th July 2014, Shri M M Venkatachalam was appointed as Independent Director of the Company, for a period of five (5) consecutive years from 1st April 2014 to 31st March 2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Shri M M Venkatachalam, as an Independent Director and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board / Committee Meetings.

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In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 22nd May 2018 had recommended to extend the term of office of Shri M M Venkatachalam by reappointing him for another period of five (5) years from 1st April 2019 to 31st March 2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri M M Venkatachalam fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Shri M M Venkatachalam is eligible for sitting fee for attending Board / Committee Meetings and Meeting of Independent Directors as applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His reappointment has been included as Special Resolution and the Board of Directors recommend his reappointment.

His Profile in brief is given below:-

Shri M M Venkatachalam, 61 years, is a graduate in Agriculture from the University of Agricultural Sciences in Bangalore, holds Masters in Business Administration from the George Washington University, USA.

He had held the position of Vice Chairman of The Planters' Association of Tamil Nadu and was the past president of The Employers' Federation of Southern India.

He has been on the Board of Ramco Systems Limited since 5th April 2001

He is also the Chairman of Nomination and Remuneration Committee, Allotment Committee and Member of Audit Committee, Corporate Social Responsibility Committee and Fund Raising Committee and Rights Issue 2013 Committee of the Company.

He is also a Director in the following other Companies:-

Sl. No.	Names of the Entities	Nature of Interest	Sl. No.	Names of the Entities	Nature of Interest
1.	The Ramco Cements Limited	Director	8.	Ootacamund Club	Director
2.	Coromandel International Limited	Director	9.	Ambadi Enterprises Limited	Director
3.	Coromandel Engineering Company Limited	Director	10.	Ambadi Investments Limited	Director
4.	EID (Parry) India Limited	Additional Director	11.	M M Muthiah Sons Private Limited	Director
5.	Parry Agro Industries Limited	Director	12.	New Ambadi Estates Private Limited	Director
6.	Alampara Hotels and Resorts Private Limited	Director	13.	M M Muthiah Research Foundation	Director
7.	USV Private Limited	Director			

He is also a Member in the following Committees of other Companies:-

Sl. No	Name of the Company	Name of the Committee	Position Held
1.	Coromandel International Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
2.	E.I.D Parry (India) Limited	Audit Committee	Member
3.	The Ramco Cements Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairman
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
4.	Coromandel Engineering Company Limited	Nomination & Remuneration Committee	Member
		Risk Management Committee	Member

Sl. No	Name of the Company	Name of the Committee	Position Held
5.	Parry Agro Industries Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairman
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
6.	USV Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
7.	New Ambadi Estates Private Limited	Corporate Social Responsibility Committee	Chairman
8.	Ambadi Enterprises Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member

He does not hold any shares in the Company.

The draft letter of reappointment for Shri M M Venkatachalam as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Shri M M Venkatachalam, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No.5

Shri R S Agarwal (DIN 00012594) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 28th July 2014, Shri R S Agarwal was appointed as an Independent Director of the Company, for a period of five (5) consecutive years from 1st April 2014 to 31st March 2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

The name of Shri R S Agarwal has been featured in the website of Ministry of Corporate Affairs for disqualification under Section 164(2) of the Companies Act, 2013 regarding Orion Alloy & Strips Limited. Shri R S Agarwal had submitted that he had never provided his consent to act as a Director in Orion Alloy & Strips Limited and that the said company had forged his signature in the consent letter and created false documents. He had initially obtained a stay from Honourable High Court of Delhi against his disqualification from acting as Director. Subsequently, the court has set aside the disqualification vide its order dated 11th January 2018, subject to any further order that may be passed by the Registrar of Companies, Delhi, on consideration of his representation. Shri R S Agarwal has confirmed that as on the date of this notice, the Registrar of Companies has not passed any order on his representation.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Shri R S Agarwal, as an Independent Director and found the same to be satisfactory and his contribution to deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 22nd May 2018 had recommended to extend the term of office of Shri R S Agarwal by reappointing him for another period of five (5) years from 1st April 2019 to 31st March 2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri R S Agarwal fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Shri R S Agarwal is eligible for sitting fee for attending Board / Committee Meetings and Meeting of Independent Director applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

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His reappointment has been included as Special Resolution and the Board of Directors recommend his reappointment.

His Profile in brief is given below:-

Shri R S Agarwal, 75 years, has completed B.Sc., B.E. (Chemical Engineering) and started his career in 1965 and after serving in various capacities with a leading paper mill of Northern India for 9 years and with Industrial Development Bank of India (IDBI) for 28 years, retired as Executive Director of IDBI.

While in service with IDBI, he had dealt with many subjects and projects including –

- Member of “Satyam Committee” set up by Government of India in 1999-2000 for formulation of policy for textile industry and involvement in preparation of policy notes, detailed guidelines and implementation of “Technology Upgradation Fund (TUF)” introduced by the Ministry of Textiles, Government of India in April 1999.
- Preparation of policy paper and guidelines on development of “Special Economic Zone” in the country for the Ministry of Commerce, Government of India in January 2002.
- Head of the Infrastructure Finance Department and Project Appraisal Department of IDBI from February 1999 to March 2002, during which period about 30 large size power projects in the range of 250 MW to 500 MW were evaluated and sanctioned assistance by IDBI.

He has been on the Board of Ramco Systems Limited since 29th May 2009.

He is also a Director in the following other Companies:-

Sl. No.	Names of the Entities	Nature of Interest	Sl. No.	Names of the Entities	Nature of Interest
1.	Ramco Industries Limited	Director	4.	Suryalata Spinning Mills Ltd.	Director
2.	GVK Jaipur Expressway Pvt. Ltd.	Director	5.	The Ramco Cements Limited	Director
3.	Surya Lakshmi Cotton Mills Ltd.	Director			

He is also a Member in the following Committees of other Companies:-

Sl. No.	Name of the Company	Name of the Committee	Position Held
1.	Ramco Industries Limited	Audit Committee	Chairman
2.	Ramco Industries Limited	Nomination & Remuneration Committee	Chairman
3.	Ramco Industries Limited	Corporate Social Responsibility Committee	Member
4.	Surya Lakshmi Cotton Mills Limited	Audit Committee	Member
5.	Surya Lata Spinning Mills Limited	Audit Committee	Member
6.	GVK Jaipur Expressway Private Limited	Audit Committee	Member

Under Regulation 17(1A) of LODR, Special Resolution is necessary for appointing any person, as a Non-Executive Director, if he has attained the age of 75 years. The proposed Special Resolution satisfies the norm. The statement pursuant to Section 102 of the Companies Act, 2013, may be treated as the required justification for the appointment of Shri R S Agarwal.

He does not hold any shares in the Company.

The draft letter of reappointment for Shri R S Agarwal as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Shri R S Agarwal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this statement may be regarded as a disclosure under Regulation 36(3) of LODR.

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 A V Dharmakrishnan (DIN:00693181), Director, retire by rotation and is seeking re-election at the ensuing Annual General Meeting.

Shri A V Dharmakrishnan, 61 years, Non- Executive Director and Non- Independent Director, is a member of Institute of Chartered Accountants of India and qualified as a chartered accountant in the year 1980. Shri A V Dharmakrishnan has about 38 years of professional experience. He is currently the Chief Executive Officer of The Ramco Cements Limited (TRCL) and has been associated with TRCL for 36 years since May 1982. He has been on our Board since 31st January 2008 and holds 1,70,692 shares in the Company.

He is also the Member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Allotment Committee, Corporate Social Responsibility Committee, Fund Raising Committee and Rights Issue 2013 Committee of the Company.

He is also a Director in the following other Companies:-

Sl. No.	Names of the Entities	Nature of Interest	Sl. No.	Names of the Entities	Nature of Interest
1.	Rajapalayam Mills Limited	Director	4.	Ramco Windfarms Limited	Director
2.	Lynks Logistics Limited	Director	5.	Madurai Trans Carrier Limited	Director
3.	Shri Harini Media Limited	Director	6.	Ontime Industrial Services Limited	Director

He is also a Member in the following Committees of other Companies:-

Sl. No.	Name of the Company	Name of the Committee	Position
1.	Rajapalayam Mills Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
2.	Shri Harini Media Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Compensation Committee	Member
3.	Madurai Trans Carrier Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
4.	Ontime Industrial Services Limited	Nomination and Remuneration Committee	Member

Disclosure of Interest:

Except Shri A V Dharmakrishnan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this statement may be regarded as a disclosure under Regulation 36(3) of LODR.

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

Place : Chennai
Date : 23rd May 2018

P R VENKETRAMA RAJA
CHAIRMAN

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 / 6653 4000, Fax: +91 44 2235 2884



ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

DP ID : Folio No. :
Client ID : No. of shares :
Name and address of the Member/Proxy*:

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company held on Friday, the 3rd August 2018 at 11.45 A.M at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108.

.....
Signature of Member / Proxy Attending

*(To be filled in, if the proxy attends instead of the Member)

Note: Members and their proxies would be allowed to attend the meeting on production of this slip duly completed and signed. Duplicate attendance slips will not be issued at the venue of the meeting.

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

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 21st Annual General Meeting of the Company, to be held on Friday, the 3rd August 2018 at 11.45 A.M. 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 overleaf:

Signed this day of2018.
Signature of Shareholder
Signature of Proxy holder(s)
Member's Signature



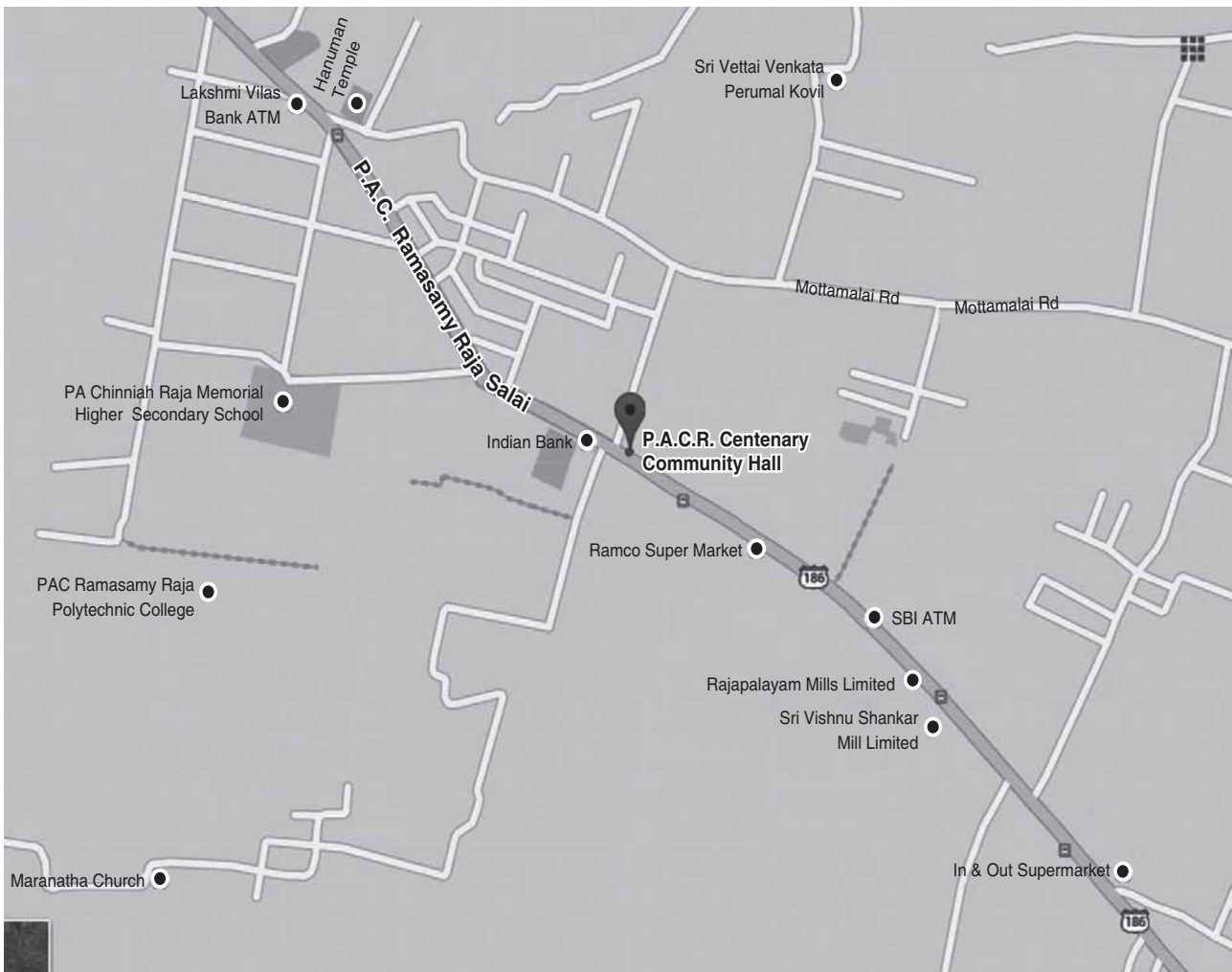
Note: A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy must be received at the Registered Office of the Company, not less than 48 hours before the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

Resolution No	Resolutions
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31 st March 2018.
2.	Appointment of Shri A V Dharmakrishnan (DIN:00693181), a Director retiring by rotation.
Special Business	
3.	Appointment of Shri Sankar Krishnan (DIN:01597033), as an Independent Director of the Company.
4.	Reappointment of Shri M M Venkatachalam (DIN:00152619), as an Independent Director of the Company.
5.	Reappointment of Shri R S Agarwal (DIN:00012594), as an Independent Director of the Company.

Ramco Systems Limited, INDIA

Map Showing location of venue of 21st 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