

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

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ramco

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Third Annual General Meeting (“AGM”) of the Members of Ramco Systems Limited, will be held on Monday, September 07, 2020 at 03:00 p.m. through Video Conferencing / Other Audio Visual Means (VC), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the Report of the Board of Directors, Audited Separate (Standalone) Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

“**RESOLVED THAT** the Board’s Report and the Company’s Separate (Standalone) and Consolidated Audited Financial Statements for the year ended March 31, 2020 and the Auditors’ Reports thereon be and are hereby considered and adopted”.

2. To appoint a Director in place of Mr. A V Dharmakrishnan (DIN:00693181), who retires by rotation and being eligible, has offered himself for re-appointment.

“**RESOLVED THAT** Mr. A V Dharmakrishnan (DIN:00693181), who retires by rotation be and is hereby re-appointed as a Director of the Company”.

By Order of the Board,
For RAMCO SYSTEMS LIMITED

P R VENKETRAMA RAJA
CHAIRMAN

Place : Chennai

Date : June 19, 2020

NOTES:

1. The Company has chosen to conduct this AGM through VC, in view of COVID-19 Virus outbreak and in compliance with the applicable provisions of the Companies Act, 2013 (“The Act”) read with Ministry of Corporate Affairs (“MCA”) General Circular no. 14/2020, dated April 08, 2020, MCA General Circular no. 17/2020, dated April 13, 2020, MCA General Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and such other instructions as may be issued by Statutory Authorities. Hence, Members can attend and participate in the ensuing AGM through VC.
2. Statement pursuant to Section 102 of the Act, setting out the material facts concerning each item of Special Business is not applicable, since no special business is proposed to be transacted. 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 (“SEBI LODR”) is included in this Notice.
3. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away with vide notification dated May 07, 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 AGM held on August 04, 2017.
4. Electronic copy of the Notice for the AGM and the Annual Report for the financial year (“FY”) 2019-20 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s). Despatching of physical copies of the Financial Statements (including Board’s Report, Auditors’ Report, other documents required to be attached therewith), has been dispensed with. The Notice and the Annual Report are also available on the Company’s website – www.ramco.com for download and at the websites of the BSE Ltd. and National Stock Exchange of India Ltd., where the Company’s shares are listed. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited (“CDSL”) (the agency appointed by the Company for providing the Remote e-voting facility, e-voting system during the AGM & the VC facility) i.e. www.evotingindia.com.

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5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA/SEBI Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. 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/mobile number, quoting their Folio Number, to our Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: Ramco Systems Limited), ("RTA") in the URL <https://investors.cameoindia.com/> by writing to them at 'Subramanian Building', No.1, Club House Road, Chennai 600 002, or by e-mail to investor@cameoindia.com .
7. As per Regulation 40 of SEBI LODR, securities of listed Companies can be transferred only in dematerialised form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for any assistance in this regard.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA/Company in case the shares are held by them in physical form.
9. 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.
10. In accordance with Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.ramco.com . Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form.
11. The Register of Members and Share Transfer Books of the Company will remain closed from August 31, 2020 to September 07, 2020 (both days inclusive).
12. A route map to reach the venue of the Meeting to be attached along with this Notice in accordance with Clause No. 1.2.4 of the Secretarial Standard-2 on "General Meetings" is not attached since the Meeting will be conducted through VC.

ATTENDING THE AGM THROUGH VC BY THE MEMBERS

13. The Company would be providing the CDSL system for the Members to cast their vote through remote e-voting and participate in the AGM through VC. Members may access the same at <https://www.evotingindia.com> under shareholders/Members login by using the remote e-voting credentials. The link for VC will be available in Shareholder/Members login where the EVSN of the Company will be displayed.
14. The Members can join the AGM in the VC mode 15 minutes before and within 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1000 Members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. Members are requested to join the Meeting through Laptops / IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the Meeting.

16. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.
17. Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request at least 3 days prior to Meeting mentioning your name, demat account number /folio number, email id, mobile number (as registered with the Depository Participant/Company) to the mail id: investorcomplaints@ramco.com. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
18. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to Meeting mentioning your name, demat account number/folio number, email id, mobile number to the mail id: investorcomplaints@ramco.com . These queries will be replied by the Company suitably by email.
19. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
20. The Company is also releasing a Public Notice by way of advertisement being published in English in Business Standard (All editions) and in vernacular Language in Makkal Kural (All editions), containing the following information:
 - * Convening of AGM through VC in compliance with applicable provisions of the Act.
 - * Date and Time of the AGM.
 - * Availability of Notice of the Meeting on the website of the Company and the stock exchanges, viz. BSE Ltd. and National Stock Exchange of India Ltd., where the Company's shares are listed and at the website of CDSL.
 - * Requesting the Members who have not registered their E-Mail addresses with the Company, to get the same registered with the RTA in the URL <https://investors.cameoindia.com/> . Members are requested to register their email addresses with their Depository Participants in case the shares are held in dematerialised form.
21. The cut-off date will be August 31, 2020 for determining the eligibility to vote by remote e-voting or during the General Meeting.
22. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing remote e-voting facility through the e-voting platform provided by CDSL to enable Members to exercise their right to vote at the 23rd AGM by electronic means and the business may be transacted through such voting, through e-voting services provided by CDSL.
 - II. Members who are attending the AGM through VC facility are entitled for e-voting. Only those Members, who are present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
 - III. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.
 - IV. 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 Thursday, the September 03, 2020 and ends at 05:00 p.m. on Sunday, the September 06, 2020. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date viz., August 31, 2020 may cast their vote electronically. The remote e-voting shall not be allowed beyond 5.00 PM on 6th September 2020. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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- (ii) The Members should log on to the e-voting website www.evotingindia.com
- (iii) Click on “Shareholders” module
- (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) Alternatively, if the Member has already registered for CDSL's EASI/EASIEST e-services, he can log-in at <https://www.cdslindia.com> from Login - Myeasi using the login credentials. On successful log-in to CDSL's EASI/EASIEST e-services, the Member should click on e-Voting option and proceed directly to cast the vote electronically.
- (vii) 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).
- (viii) 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 Folio No./Client ID in the PAN field • In case the said 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 said 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 user id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Ramco Systems Limited.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.

- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page. It need not be sent to the Company.
- (xviii) If you have forgotten the changed password then enter the User ID and captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xix) Members 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 or Apple App Store. Please follow the instructions as prompted by the mobile app while casting your vote through remote e-voting on your mobile.
- (xx) **PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) Specimen Signature duly attested by the Bank Manager, where the Member is operating his bank account [the attestation should clearly carry the particulars of the bank manager, viz. his staff serial number, name and branch details], by email to the Company (investorcomplaints@ramco.com).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DP ID + CL ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) Specimen Signature duly attested by the Bank Manager, where the Member is operating his bank account [the attestation should clearly carry the particulars of the bank manager, viz. his staff serial number, name and branch details] by email to the Company (investorcomplaints@ramco.com).
3. The Company shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

- (xxi) Additional instructions for non-individual Members and custodians

Non individual Members (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/ authorised person, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.

Alternatively Non Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the above mention email address of the Company, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutiniser to verify the same.

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In case you have any queries or issues regarding e-voting & attending the AGM, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542)

In case of any grievances connected with facility for e-voting, please contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai 400 013. Email: helpdesk.evoting@cdsl.com , Toll-free No.1800225533 or 022-23058542/43.

- V. 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).
- VI. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 31, 2020.
 - I. Mr. K Srinivasan, Chartered Accountant (Membership No.021510), Partner, M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutiniser to scrutinise 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 Scrutiniser, by using an electronic voting system for all those Members who are attending the AGM but have not cast their votes by availing the remote e-voting facility.
 - III. The Scrutiniser 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 scrutiniser’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 voting at the AGM.
- VII. The Results declared along with the report of the Scrutiniser 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 authorised 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 VENKETRAMA RAJA
CHAIRMAN

Place : Chennai
Date : June 19, 2020

STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT - NIL

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM:

In accordance with the provisions of Section 152 of the Act, Mr. A V Dharmakrishnan (DIN:00693181), Director, retires by rotation and is seeking re-appointment at the ensuing AGM.

Mr. A V Dharmakrishnan, 63 years, Non-Executive and Non-Independent Director, is a Member of Institute of Chartered Accountants of India and qualified as a chartered accountant in the year 1980. Mr. A V Dharmakrishnan has about 40 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 January 31, 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, Corporate Social Responsibility Committee and Fund Raising Committee of the Company.

During the year he has attended all the Meetings of the Board and its Committees respectively.

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.	Ramco Industrial and Technology 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
		Independent Director Committee	Member
3.	Madurai Trans Carrier Limited	Nomination and Remuneration Committee	Chairperson
4.	Ramco Industrial and Technology Services Limited	Nomination and Remuneration Committee	Chairperson

Disclosure of Interest:

Except Mr. A V Dharmakrishnan, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives or 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 LODR.

By Order of the Board,
For RAMCO SYSTEMS LIMITED

P R VENKETRAMA RAJA
CHAIRMAN

Place : Chennai
Date : June 19, 2020