

RAMCO SYSTEMS LIMITED

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

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



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of Ramco Systems Limited, will be held on Wednesday, the 10th August, 2011, at 11.45 A.M. at Shri P A C Ramasamy Raja Centenary Community Hall, Sudharsan Gardens, PAC Ramasamy Raja Salai, Rajapalayam - 626 108 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditor thereon.
2. To appoint a director in the place of Shri P R Ramasubrahmaneya Rajha, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in the place of Shri M M Venkatachalam, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. CNGSN & Associates, Chartered Accountants, Chennai, as the Statutory Auditors of the Company, who retire at the conclusion of this Annual General Meeting, to hold office until the conclusion of the next Annual General Meeting, on a remuneration of Rs.8,50,000/- (Rupees Eight lakhs and fifty thousands only) exclusive of Service Tax and Out of Pocket Expenses.

By Order of the Board
For RAMCO SYSTEMS LIMITED

Place : Chennai
Date : 30th May, 2011

P R RAMASUBRAHMANEYA RAJHA
CHAIRMAN

NOTES:

1. **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.**
2. Additional information in respect of the Directors seeking re-election as required to be disclosed under the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto.
3. Members are requested to intimate any change in address or bank mandates to their Depository Participant with whom they are maintaining their demat accounts for shares held in electronic mode or to the Registrar and Share Transfer Agents of the Company, if the shares are held in physical form.
4. The Register of Members of the Company would remain closed on Wednesday, the 10th August, 2011, for the purpose of compliance with Clause 16 of the Listing Agreement.
5. Members / Proxies should bring the Attendance slip sent herewith, duly filled in, for attending the meeting. The Corporate Members are requested to bring a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE

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

As per the provisions of Section 256 of the Companies Act, 1956, Shri P R Ramasubrahmaneya Rajha and Shri M M Venkatachalam, Directors, are retiring by rotation and are seeking re-election at the ensuing Annual General Meeting.

In terms of the requirement of provisions of Clause 49 of the Listing Agreement, the following information is provided in respect of the above Directors retiring by rotation:

Shri P R Ramasubrahmaneya Rajha:

Shri P R Ramasubrahmaneya Rajha, aged 75 years, is the Chairman of the Company. He is the son of late Shri P A C Ramasamy Raja, founder of Ramco Group of Industries. He is a leading industrialist, heading the Ramco Group of Companies. The Ramco Group has interests in the businesses of Cotton Yarn, Fibre Cement Products, Software and Bio Technology. As a mentor of the Group, he has been instrumental in raising the Group to become India's most respected Industrial Groups, achieving international recognition for its quality products and services. Shri P R Ramasubrahmaneya Rajha, is the father of Shri P R Venketrama Raja, Vice Chairman, Managing Director and CEO of the Company.

Shri P R Ramasubrahmaneya Rajha has been on the Board of the Company since inception. He is the Chairman of the Board of Directors of the Company and further is the Chairman of the Shareholders Committee. He is a member of the Compensation Committee of the Board of Directors of the Company. He is on the Board of the following other Companies:

SL. NO.	NAMES OF THE ENTITIES	DESIGNATION
1	Madras Cements Limited	Chairman & Managing Director
2	Rajapalayam Mills Limited	Chairman
3	Ramco Industries Limited	Chairman
4	The Ramaraju Surgical Cotton Mills Limited	Chairman
5	Thanjavur Spinning Mill Limited	Chairman
6	Sri Vishnu Shankar Mills Limited	Chairman
7	Sandhya Spinning Mill Limited	Chairman
8	Sudharsanam Investments Limited	Chairman
9	Madras Chipboard Limited	Chairman
10	Sri Harini Textiles Limited	Chairman
11	Ramco Management Private Limited	Chairman

SL. NO.	NAMES OF THE ENTITIES	DESIGNATION
12	Sri Sandhya Farms (India) Private Limited	Director
13	Sri Saradha Deepa Farms Private Limited	Director
14	Ramamandiram Agriculture Estate Private Limited	Director
15	Nalina Agricultural Farms Private Limited	Director
16	Ramco Systems Corporation, USA	Director
17	Sri Ramco Lanka (Private) Limited, Sri Lanka	Director
18	RCDC Securities and Investments Private Limited	Director
19	Nirmala Shankar Farms & Estates Private Limited	Director
20	Sri Nithyalakshmi Farms Private Limited	Director
21	Ram Sandhya Farms Private Limited	Director
22	Rajapalayam Spinners Private Limited	Director
23	Shri Harini Media Private Limited	Director
24	Deccan Renewable Wind Electrics Limited	Director

Shri P R Ramasubrahmaneya Rajha, holds 3,62,469 equity shares of Rs.10/- each in the Company.

Shri M M Venkatachalam:

Shri M M Venkatachalam, aged 52 years is an Independent Director of the Company. He was awarded graduate degree in Agricultural Sciences in Bangalore in 1980 and a Masters in Business Administration from the George Washington University, USA in 1985. Shri M M Venkatachalam is the son of Late Shri M M Muthiah of Murugappa Group of Companies. He was the Vice Chairman of the Planter's Association of Tamil Nadu and the past president of the Employee's Federation of Southern India. He is on the Board of the Company since April 2001. The details of his other Directorships are as follows:

SL. NO.	NAMES OF THE ENTITIES	DESIGNATION
1	Parry Agro Industries Limited	Chairman
2	Parry Enterprises India Limited	Chairman
3	USV Limited	Director
4	Cholamandalam Factoring Limited	Director
5	Pollutech Limited	Director

SL. NO.	NAMES OF THE ENTITIES	DESIGNATION
6	Parry Murray and Co. Limited, UK	Director
7	Ambadi Enterprises Limited	Director
8	Coromandel International Limited	Director
9	Coromandel Engineering Company Limited	Director
10	Parry Estates Limited	Director
11	Laserwords Private Limited	Director
12	M M Muthiah Sons Private Limited	Director
13	New Ambadi Estates Private Limited	Director
14	Parry Murray and Company Furnishings & Floor Coverings (India) Private Limited	Director

Shri M M Venkatachalam, does not hold any shares in the Company.

Interest of Directors:

Shri P R Ramasubrahmaneya Rajha, Chairman and Shri P R Venketrama Raja, Vice Chairman, Managing Director & CEO may be deemed to be concerned or interested in the re-appointment of Shri P R Ramasubrahmaneya Rajha. Shri M M Venkatachalam, Director may be deemed to be concerned or interested in his re-appointment. No other Directors are deemed to be concerned or interested.

By Order of the Board
For RAMCO SYSTEMS LIMITED

Place : Chennai
Date : 30th May, 2011

P R RAMASUBRAHMANEYA RAJHA
CHAIRMAN