

# 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 Fifteenth Annual General Meeting of the Members of Ramco Systems Limited, will be held on Thursday, the 2<sup>nd</sup> August, 2012, 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 31<sup>st</sup> March, 2012 and Statement of Profit and Loss 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 S S Ramachandra Raja, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in the place of Shri V Jagadisan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in the place of Shri R S Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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**

**P R RAMASUBRAHMANEYA RAJHA**  
CHAIRMAN

Place : Chennai

Date : 24<sup>th</sup> May, 2012

### 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 Thursday, the 2<sup>nd</sup> August, 2012, 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 S S Ramachandra Raja, Shri V Jagadisan and Shri R S Agarwal, 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 S S Ramachandra Raja**

Shri S S Ramachandra Raja aged 76 years, holds a degree in Science from the University of Madras. He is a member of the Audit Committee of the Board of Directors of the Company. He is a director of the Company since incorporation.

He is on the Board of following other Public Limited Companies:

<b>Sl. No.</b>	<b>Name of the Company</b>	<b>Designation</b>
1	Rajapalayam Mills Limited	Director
2	Sri Vishnu Shankar Mill Limited	Director
3	Ramco Industries Limited	Director

Shri S S Ramachandra Raja, holds 30,158 equity shares in the Company.

### **Shri V Jagadisan**

Shri V Jagadisan, aged 79 years, Independent Director, is a Senior Chartered Accountant and a Tax Consultant in Chennai. He has been on the Board of the Company since June, 2001. Shri V Jagadisan is a member of the Audit Committee, Compensation Committee, Remuneration Committee and Allotment Committee of the Board of Directors.

He is on the Board of following other Public Limited Companies:

<b>Sl. No.</b>	<b>Name of the Company</b>	<b>Designation</b>
1	PEC Potentiometers Limited	Director
2	KG Denim Limited	Director

Shri V Jagadisan, holds no shares in the Company.

### **Shri R S Agarwal**

Shri R S Agarwal, aged 69 years, is a Bachelor of Science and holds a Degree in Chemical Engineering. He 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, he has retired as an Executive Director of IDBI. While in service with IDBI, he has 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, 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, involvement in 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.

He has headed 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 250MW to 500MW were evaluated and sanctioned under assistance by IDBI.

He is on the Board of following other Public Limited Companies:

<b>Sl. No.</b>	<b>Name of the Company</b>	<b>Designation</b>
1	Madras Cements Limited	Director
2	Ramco Industries Limited	Director
3	Surya Lakshmi Cotton Mills Limited	Director
4	Surya Lata Spinning Mills Limited	Director
5	Elegant Marbles & Granite Industries Limited	Director
6	Videocon Industries Limited	Director
7	Liberty Videocon General Insurance Company Limited	Director

Shri R S Agarwal, holds no shares in the Company.

### **Interest of Directors**

Shri S S Ramachandra Raja, Shri V Jagadisan and Shri R S Agarwal may be deemed to be concerned or interested in their re-appointment. No other Directors are deemed to be concerned or interested.

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

Place: Chennai  
Date : 24<sup>th</sup> May, 2012

**P R RAMASUBRAHMANEYA RAJHA**  
CHAIRMAN