

August 13, 2025

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor
Plot No: C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip: RAMCOSYS

BSE Ltd.,
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip: 532370

Sub: Proceedings of 28th Annual General Meeting (AGM) of the Company held on August 13, 2025

Ref: Regulation 30(6) read with clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the said Regulation, please find enclosed the summary of the proceedings of 28th AGM held through Video Conferencing on August 13, 2025.

The aforesaid intimation is also being hosted on the website of the Company www.ramco.com.

Kindly take the same on record.

Thanking you,

For **RAMCO SYSTEMS LIMITED**

MITHUN V
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: 28th AGM Proceedings

Ramco Systems Limited

Corporate Office: 64, Sardar Patel Road, Taramani, Chennai 600 113, Tamilnadu, India.
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 5704 | CIN : L72300TN1997PLC037550

Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, Tamilnadu, India.

Global Offices: India | Singapore | Malaysia | Indonesia | HongKong | China | Vietnam | Macau | Japan | Philippines | Australia | New Zealand | UAE | Saudi Arabia | USA | Canada | United Kingdom | Germany | Switzerland | Spain | Sudan | South Africa

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SUMMARY OF THE PROCEEDINGS OF 28TH ANNUAL GENERAL MEETING ("AGM" / "MEETING") OF RAMCO SYSTEMS LIMITED

Day & Date & Time of the Meeting : Wednesday, August 13, 2025 @ 03.00 PM IST
Mode of the Meeting : Video Conferencing / Other Audio-Visual Means ("VC")

<u>DIRECTORS PRESENT</u>	<u>CATEGORY / POSITION</u>	<u>ATTENDED THROUGH AND FROM</u>
Mr. P R Venketrama Raja	Chairman & Chairperson of Stakeholders' Relationship Committee	VC/ Chennai
Justice P P S Janarthana Raja (Retd.)	Independent Director & Chairperson of Audit Committee & Nomination and Remuneration Committee	VC/ Rajapalayam
Mr. P V Abinav Ramasubramaniam Raja	Managing Director	VC/ Chennai
Mr. A V Dharmakrishnan	Non-Executive Director	VC/ Chennai
Justice Chitra Venkataraman (Retd.)	Independent Director	VC/ Chennai
Dr. Aravind Srinivasan	Independent Director	VC/ Chennai
<u>IN ATTENDANCE</u>		
Mr. Mithun V	Company Secretary	VC/ Chennai
<u>BY INVITATION</u>		
Mr. Raghuveer Sandesh Bilagi	Chief Operating Officer (COO)	VC/ Indonesia
Mr. R Ravi Kula Chandran	Chief Financial Officer (CFO)	VC/ Chennai
Mrs. Gayathri R	Senior Vice President – Finance	VC/ Chennai
Mr. K Srinivasan	Representing M S Jagannathan & N Krishnaswami, Chartered Accountants, Statutory Auditors Also, the Scrutinizer for this Meeting	VC/ Chennai
Mrs. Madura Ganesh	Representing SRSV & Associates, Internal Auditors	VC/Chennai
Mr. K Sriram	Representing M/s. Sriram Krishnamurthy & Co., Company Secretaries, Secretarial Auditors	VC/ Chennai

A total of 67 Members attended the Meeting through video conferencing. The Meeting commenced at 03:00 PM.

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The Company Secretary welcomed the Members and informed that the Meeting was being conducted through VC, in compliance with the applicable provisions of the Companies Act, 2013 ("The Act") and the Rules made thereunder, the Circulars & Notifications issued by the Securities and Exchange Board of India ("SEBI") & Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and requested the Chairman to preside over the Meeting.

Mr. P R Venketrama Raja, Chairman of the Company, presided over the Meeting.

The Chairman confirmed that the quorum was present and called the Meeting to order.

The Chairman welcomed the Members and requested them to take part in the proceedings of the Meeting conducted through VC and informed that he was satisfied that all efforts feasible under the circumstances have indeed been made by the Company to enable Members to participate and vote on the items being considered in the Meeting.

The Chairman informed that, except Mr. Sankar Krishnan, Non-Executive Director & Dr. M S Krishnan, Independent Director, all other Directors were present in the Meeting through VC and introduced them.

The Chairman welcomed Justice Chitra Venkatraman (Retd.), who joined the Board as Independent Directors effective 25th March 2025 and thanked Mrs. Soundra Kumar who retired as Independent Director effective 26th March 2025, for their valuable contributions and guidance.

The Chairman further confirmed that the invitees were present.

The Company Secretary informed the Members that, the Company had provided remote e-voting facility through Central Depository Services Limited to all Members (who held shares as on the cut-off date August 06, 2025) to vote on the resolutions to be considered at the 28th AGM. The Company Secretary further informed the Members that the e-voting process/ process for attending the AGM had been explained in the 28th AGM Notice. For those persons who had acquired shares between July 11, 2025 and August 06, 2025, the 28th AGM Notice along with the Annual Report 2024-25, had been emailed to them individually.

The Company Secretary further informed the Members that, the remote e-voting commenced at 9.00 A.M. on August 10, 2025 and ended at 5.00 P.M. on August 12, 2025. Members attending the Meeting through VC and who have not already casted their votes by remote e-voting may exercise their voting right during the Meeting.

The Company Secretary further informed the Members that, the Notice of 28th AGM along with the Board's Report, Secretarial Auditor's Report, Corporate Governance Report, Management Discussion & Analysis Report, Business Responsibility and Sustainability Report, Statutory Auditor's Report and Financial Statements (both Standalone and Consolidated) for the year ended March 31, 2025, have already been circulated to the Members who held shares as on Annual Report despatch cut-off date i.e. August 06, 2025 and as per Regulation 36 of SEBI LODR, a physical letter with the link and exact path of Annual report was sent to the members

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holding physical shares. The Company Secretary added that since there was no request to read the 28th AGM Notice and the other documents referred to above in the Meeting, the same were being taken as read. The Company Secretary further informed that, there were no qualifications or other adverse remarks in the Audit Reports issued by the Statutory Auditors as well as the Secretarial Auditors and hence the same were being taken as read.

The Company Secretary further informed the Members that, the Registers/ documents as required under the Act, Statutory Auditors' Report and Certificate from the Secretarial Auditors under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 regarding implementation of Employee Stock Option Schemes/ Plan, as required to be placed for Members inspection were available electronically for inspection by the Members and that the Members seeking to inspect such registers/ documents can send their request to mithun.v@ramco.com.

The Chairman delivered his speech, along with the presentation, during the course of which, he explained about the Business approach & transformation, highlights for the year, order booking, focus on five key areas - Operational, Financial, Product, Technical, and Customer, revenues, profit / (loss), business performance, utilization of the proceeds of Preferential issue of equity shares & warrants, diversity & culture – human resources, awards and outlook for the FY 2025-26.

The session was then opened for Questions and Answers and the Company Secretary informed that the Company had made necessary arrangements for the two-way communication in the Meeting, for those Members desirous of expressing their views or to ask questions during the Meeting. The Company Secretary called upon those speaker shareholders who registered themselves to speak. Accordingly, out of 4 Members registered as speaker shareholders, 3 Members attended the AGM. The questions raised by the Members were answered by the Managing Director.

The Company Secretary then read out the resolutions on which the Members were required to vote.

ORDINARY BUSINESS – ORDINARY RESOLUTION:

RESOLUTION NO: 1 – ADOPTION OF ACCOUNTS

“RESOLVED THAT the Board's Report, the Company's Separate (Standalone) and Consolidated Audited Financial Statements for the financial year ended March 31, 2025 and the Auditors' Reports thereon be and are hereby considered and adopted.”

RESOLUTION NO: 2 – RETIREMENT BY ROTATION AND REAPPOINTMENT

“RESOLVED THAT Mr. P R Venketrama Raja (DIN: 00331406), who retires by rotation being eligible and willing for re-appointment and recommended by the Nomination and Remuneration Committee and the Board of Directors for re-appointment, be and is hereby re-appointed as a Director of the Company, subject to retirement by rotation on such remuneration as may be fixed by the Board of Directors.”

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SPECIAL BUSINESS – ORDINARY RESOLUTION:

RESOLUTION NO: 3 – DESIGNATING MR. P V ABINAV RAMASUBRAMANIAM RAJA (DIN: 07273249) AS THE MANAGING DIRECTOR

“RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the approval of the Members be and is hereby accorded for designating Mr. P V Abinav Ramasubramaniam Raja (DIN: 07273249) in the position of Managing Director (who is a whole time key managerial personnel, presently in the position of Manager with the designation as Whole Time Director), for the remaining term of his appointment (i.e., up to June 03, 2027), without any other change in his existing terms and conditions of appointment, including remuneration, as approved by the Members at the 27th Annual General Meeting held on August 21, 2024”.

RESOLUTION NO: 4 – APPOINTMENT OF M/S. SRIRAM KRISHNAMUTHY & CO., (FIRM UNIQUE IDENTIFICATION NUMBER: P1994TN045300) AS SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS COMMENCING FROM THE FY 2025-26 TO FY 2029-30 AND HOLD OFFICE FROM THE CONCLUSION OF 28TH AGM UNTIL THE CONCLUSION OF 33RD AGM

“RESOLVED THAT in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded for appointment of M/s. Sriram Krishnamurthy & Co. Practising Company Secretaries (Firm Unique Identification Number:P1994TN045300) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from FY 2025-26 to FY 2029-30 and to hold office from the conclusion of 28th Annual General Meeting un-till the conclusion of the 33rd Annual General Meeting.

RESOLVED FURTHER THAT the Secretarial Auditor shall, for the FY 2025-26, be paid a remuneration of Rs. 500,000/- (Rupees Five lakhs only) (exclusive of applicable taxes and Out-of-pocket expenses) for Secretarial Audit.

RESOLVED FURTHER THAT for the financial years FY 2026-27, FY 2027-28, FY 2028-29 and FY 2029-30, the Board of Directors is authorized to fix the remuneration based on the recommendation of the Audit Committee.”

RESOLVED FURTHER THAT the Board of Directors and/or the Chief Financial Officer and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt,

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that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

The Company Secretary informed that, voting results along with the scrutinizer report would be submitted to the stock exchanges within 2 working days from the conclusion of the AGM as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the same would be placed on the website of the Company and would also be provided to Central Depository Services (India) Limited.

The Chairman thanked all the Directors, shareholders, Statutory Auditors, Secretarial Auditors, Internal Auditors, COO and his team for the support and thanked the participants for having attended the Meeting. He also thanked the CDSL team for facilitating the conducting of AGM through VC.

It was announced that the e-voting system will remain open till 15 minutes after the conclusion of the Meeting to enable those who wish to vote.

The Meeting ended with a vote of thanks to the Chair.

Meeting concluded at 3.57 PM and the required Quorum was present throughout the Meeting.

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