

December 22, 2022

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

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

Dear Sir/Madam,

Sub: Outcome of the Board Meeting held on December 22, 2022

Ref: Board Meeting & Trading Window Closure Intimation dated December 19, 2022

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (SEBI Listing Regulations), we hereby inform you that the Board of Directors at its meeting held today Thursday, December 22, 2022 has inter-alia considered and approved, the following matters:

1. Issuance and allotment of the following securities by way of preferential issue on private placement basis:

Subject to the approval of Members of the Company and such other regulatory / governmental authorities as may be required, the Board has approved to create, offer, issue and allot by way of a preferential allotment on a private placement basis, an aggregate of:

- i. Issuance up to 14,59,854, (Fourteen Lakhs Fifty Nine Thousand Eight Hundred and Fifty Four) Fully Convertible Equity Warrants (“Warrants”) each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹ 10/- (Rupees Ten only) each against each Warrant at an issue price of ₹ 274/- (Rupees Two Hundred and Seventy Four Only) (including a premium of Rs. 264/- (Rupees Two Hundred and Sixty Four Only), not being less than the price as determined in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), to the Promoter on such terms and condition as may be determined by the Board.
- ii. Issuance up to 43,79,561 (Forty Three Lakhs Seventy Nine Thousand Five Hundred and Sixty One) equity shares, at an issue price of ₹ 274/- (Rupees Two Hundred and Seventy Four Only) (including a premium of Rs. 264/- (Rupees Two Hundred and Sixty Four Only) per equity share of the face value of ₹ 10/- (Rupees Ten only) each, not being less than the price as determined in accordance with the provisions of

Ramco Systems Limited

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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.

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Chapter V of the SEBI ICDR Regulations, to the person(s) belonging to Promoter Group and Non-Promoter Group category on such terms and condition as may be determined by the Board.

2. The Board has fixed the Relevant Date, in terms of provisions of SEBI ICDR Regulations for determining the floor price for the preferential issue i.e., Thursday, December 22, 2022.
3. The Board has approved the Notice of Postal Ballot. Notice of Postal Ballot and calendar of events will be disclosed separately.
4. The Board has fixed Friday, December 16, 2022 as the Cut-Off date for the purpose of the dispatch of Notice of Postal Ballot electronically, along with the details of e-voting to the Members.
5. The Board has appointed Mr. K. Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M S Jagannathan & N Krishnaswami, Chartered Accountants as Scrutinizer to conduct the Postal Ballot / voting process in a fair and transparent manner.
6. The Board has appointed ICRA Limited, credit rating agency as Monitoring Agency to monitor the use of proceeds of the preferential issue.

The details regarding the issuance of securities as required pursuant to Paragraph 2 of Part A, Schedule III of the SEBI Listing Regulations read with the SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, are set out in **Annexure I**.

The meeting of the Board of Directors of the Company commenced at 01.50 P.M. and concluded at 02.30 P.M..

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

Kindly take the same on record of your esteemed Exchange and disseminate on your website.

Thanking you,
For RAMCO SYSTEMS LIMITED

VIJAYARAGHAVAN N E
COMPANY SECRETARY

Encl.: Annexure I

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Annexure - I

Disclosure pursuant to Para A of Part A of Schedule III of Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

Sr. No.	Particulars of disclosure	Disclosure
1	Type of securities proposed to be issued	<p>Up to 14,59,854, (Fourteen Lakhs Fifty Nine Thousand Eight Hundred and Fifty Four) Fully Convertible Equity Warrants (“Warrants”) each carrying a right exercisable by the warrant holder(s) to subscribe to one (1) equity share of face value of ₹ 10/- (Rupees Ten Only) each upon the exercise of the option attached to each such warrant; and</p> <p>Up to 43,79,561 (Forty Three Lakhs Seventy Nine Thousand Five Hundred and Sixty One) equity shares having a face value of ₹ 10/- (Rupees Ten Only) per equity share (“Equity Shares”).</p>
2	Type of issuance	Preferential Issue on a private placement basis.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	<p>Up to 14,59,854, (Fourteen Lakhs Fifty Nine Thousand Eight Hundred and Fifty Four) Warrants at a price of ₹274/- (Rupees Two Hundred and Seventy Four Only) per warrant (including a premium of Rs. 264/- (Rupees Two Hundred and Sixty Four Only) (“Per Share Warrant Price”), aggregating up to ₹ 40 Crore (Rupees Forty Crore Only), of which an amount equivalent to 25% (Twenty Five percent) of the Per Share Warrant Price shall be payable to the Company at the time of allotment of the Warrants and the balance 75% (Seventy Five percent) of the Per Share Warrant Price shall be payable to the Company at the time of issue and allotment of the Equity Shares upon exercise of the option attached to the relevant Warrants, and</p> <p>Up to 43,79,561 (Forty Three Lakhs Seventy Nine Thousand Five Hundred and Sixty One) equity shares of face value ₹ 10/- (Rupees Ten Only) each, at a price of ₹274/- (Rupees Two Hundred and Seventy Four Only) (including a premium of Rs. 264/- (Rupees Two Hundred and Sixty Four Only) per equity share aggregating up to ₹ 120 Crore (Rupees One Hundred and Twenty Crore Only);</p> <p>The total subscription amount aggregates up to ₹160 Crore (Rupees One Hundred and Sixty Crore Only).</p>
4	Details to be furnished in case of preferential issue	<p>Name of the investors</p> <p>Issuance of Fully Convertible Equity Warrants to:</p> <ol style="list-style-type: none"> Mr. P R Venketrama Raja, Promoter <p>Issuance of Equity Shares to:</p> <ol style="list-style-type: none"> M/s. Ramco Industries Limited, Promoter Group M/s. Atyant Capital India Fund - I, Non-Promoter M/s. Vanderbilt University, Non-Promoter

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Sr. No.	Particulars of disclosure	Disclosure
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Post allotment of securities outcome of the subscription, issue price /allotted price (in case of convertibles), number of investors

Outcome of allotment:

Investor	Particulars	Pre-issue shareholding		Post-issue shareholding			
				Post allotment of Equity Shares		Post conversion of Warrants into Equity Shares	
		No.	%	No.	%	No.	%
P R Venketrama Raja	Warrants	33,53,366	10.88	33,53,366	9.53	48,13,220	13.13
Ramco Industries Limited	Equity Shares	54,67,376	17.74	71,09,711	20.20	71,09,711	19.39
Atyant Capital India Fund – I	Equity Shares	-	-	13,68,613	3.89	13,68,613	3.73
Vanderbilt University	Equity Shares	-	-	13,68,613	3.89	13,68,613	3.73

Issue Price: Warrants at a price of ₹274 (Rupees Two Hundred and Seventy Four Only) per Warrant, of which an amount equivalent to 25% (Twenty Five percent) of the Per Share Warrant Price shall be payable to the Company at the time of allotment of the Warrants, and the balance 75% (Seventy Five percent) of the Per Share Warrant Price shall be payable to the Company at the time of issue and allotment of the Equity Shares upon exercise of the option attached to the relevant Warrant.

Equity Shares at a price of ₹m274 (Rupees Two Hundred and Seventy Four Only) each.

Number of Investors: There are 4 (Four) investors out of which three are M/s. Ramco Industries Limited, M/s. Atyant Capital India Fund – I and Vanderbilt University being issued Equity Shares and Mr. P R Venketrama Raja being issued Warrants.

In case of convertibles - Each of the Warrants is exercisable into 1 Equity Share having face value of ₹ 10/- (Rupees Ten Only) each. The tenor of the Warrants is intimation on

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Sr. No.	Particulars of disclosure	Disclosure
	conversion of securities or on lapse of the tenure of the instrument	18 months from the date of their allotment. The Warrants shall be convertible in one or more tranches.
5	Any cancellation or termination of proposal for issuance of securities Including reasons thereof	Not applicable
6	Lock in	The Equity Shares/ Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations.

Thanking you,
For **RAMCO SYSTEMS LIMITED**

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COMPANY SECRETARY

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