



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: investorrelations@ramco.com Website: www.ramco.com

PHONE: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 2884

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014] and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**"Rules"**) including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (**"MCA"**), in continuation to the circulars issued earlier in this regard (**"MCA Circulars"**) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, Regulation 44 and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI LODR"**) and other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the MCA or any other regulatory authorities, from time to time, the approval of the Members as on the Cut-off Date i.e, February 09, 2024 is sought for the resolutions appended to this Postal Ballot Notice (**"Notice"**) as special resolutions via Postal Ballot Process through electronic voting only (**"e-voting / remote e-voting"**) for the following special resolutions:

Sl. No.	Particulars
1.	Appointment of Dr. M S Krishnan (DIN: 08539017) as Non-Executive Independent Director, for a period of 5 consecutive years commencing from February 07, 2024 to February 06, 2029; and
2.	Appointment of Dr. Aravind Srinivasan (DIN: 00088037) as Non-Executive Independent Director, for a period of 5 consecutive years commencing from February 07, 2024 to February 06, 2029.

In compliance with Regulation 44 of SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the MCA Circulars, the SEBI Circulars and SS-2, the Company has extended the facility of remote e-voting for its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (**"CDSL"**) for facilitating remote e-voting and manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only and if so requested by any Member, in physical form by courier to such Members's registered postal address that is available with the Company. The Notice and instructions for e-voting are being sent only through electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on February 09, 2024 (**the cut-off date**) and who have registered their e-mail addresses with the Depository Participant (**DP**) / Registrar and Share Transfer Agent viz. Cameo Corporate Services Limited (**"RTA"**). The instructions for remote e-voting are appended to this Notice.

The Board of Directors (“**The Board**”) at their meeting held on Wednesday, February 07, 2024 had appointed Mr. K. Srinivasan, Chartered Accountant (Membership No:021510), Partner, M/s. M S Jagannathan & N Krishnaswami, Chartered Accountants (e-mail ID; Srinivasan.k@msjandnk.in), as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.

The remote e-voting period commences from **9.00 a.m. (IST) on Wednesday, February 14, 2024 and ends at 5.00 p.m. (IST) on Thursday, March 14, 2024**. Once a Member casts the vote on the resolutions, he or she will not be allowed to change it subsequently. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

Members are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only.

The last date of e-voting, i.e. **March 14, 2024**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The scrutinizer shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, within 2 working days of conclusion of the voting, a Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL and at the Registered Office/Corporate Office of the Company immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

The Board of Directors of the Company now proposes to obtain the consent of the Members by way of Postal Ballot for the matter as contained in the resolutions appended below. The proposed resolutions and statement pursuant to Section 102(1) of the Act read with the Rules framed thereunder, setting out all material facts concerning the resolutions mentioned in this Notice are annexed hereto.

SPECIAL BUSINESS

ITEM NO. 1 – To approve the appointment of Dr. M S Krishnan (DIN: 08539017) as a Non-Executive Independent Director on the Board of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended and Articles of Association of the Company and recommendations of the Nomination and Remuneration Committee and Board of Directors, Dr. M S Krishnan (DIN: 08539017), who was appointed as an Additional Director (in the category of Non-Executive Independent Director) with effect from February 07, 2024, who meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) consecutive years, from February 07, 2024 to February 06, 2029.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any Committee of the Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

ITEM NO. 2 To approve the appointment of Dr. Aravind Srinivasan (DIN: 00088037) as a Non-Executive Independent Director on the Board of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended and Articles of Association of the Company and recommendations of the Nomination and Remuneration Committee and Board of Directors, Dr. Aravind Srinivasan (DIN: 00088037), who was appointed as an Additional Director (in the category of Non-Executive Independent Director) with effect from February 07, 2024, who meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1) (b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) consecutive years, from February 07, 2024 to February 06, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any Committee of the Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By Order of the Board

For RAMCO SYSTEMS LIMITED

VIJAYARAGHAVAN N E

Company Secretary & Compliance Officer
Membership No. A41671

Place: Chennai

Date: February 07, 2024

Notes:

1. A statement pursuant to Section 102(1) and 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts for the proposed resolutions is annexed hereto. Details in terms of Regulation 36(3) of the SEBI LODR forms part of the Explanatory Statement forming part of this Notice.
2. In conformity with the present regulatory requirements, this Postal Ballot Notice is being sent only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on February 09, 2024 (the cut-off date) who have registered their e-mail addresses with the Depository Participant (DP)/ Registrar and Share Transfer Agent. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only.
3. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all Members of the Company. The Company has entered into an agreement with CDSL for facilitating remote e-voting.
4. The Postal Ballot Notice is hosted on the Company's website i.e. www.ramco.com and also on the website of the Stock Exchanges viz., www.nseindia.com and www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider viz., CDSL at <https://www.evotingindia.com>.

5. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members holding equity shares in electronic mode who have not updated their e-mail addresses with the DP are requested to update their e-mail address and any changes therein. Members holding equity shares in physical mode are requested to update their e-mail address/mobile number, quoting their folio number, to 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.
6. Dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the postal ballot process by e-mail to the Members of the Company. Please note that those Members, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolutions as set out in this Notice.
7. In accordance with Regulation 40 of SEBI LODR, securities of listed Companies can be transferred only in dematerialized 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 equity shares in physical form are requested to consider converting their holdings to dematerialized 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 DP's in case the shares are held by them in electronic form and to RTA/Company in case the equity shares are held by them in physical form. The said changes related to physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website <https://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.
9. Members holding equity shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said forms can be downloaded from the Company's website <https://www.ramco.com/investor-relations/investor-information/common-and-simplified-norms/>. Members are requested to submit the said details to their DP in case the equity shares are held by them in electronic form and to RTA/Company in case the equity shares are held in physical form. It may be noted that any service request can be processed only after the folio is in KYC Compliant.

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 equity shares are held in physical form.

11. The documents referred to in this Notice are available electronically for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of postal ballot. Members seeking to inspect such documents can send an email to investorrelations@ramco.com.
12. The voting rights of the Members shall be based on their shareholding in the Company as on the cut-off date for e-voting. Only a Member holding equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a Member as on the aforesaid date should treat this Notice for information purposes only.
13. In case of joint holders, a Member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote.
14. Resolutions passed by the Members through Postal Ballot, are to have been passed as if they have been passed at a General Meeting of the Members.
15. Resolutions, if passed by the requisite majority shall be deemed to have been passed on March 14, 2024 i.e., the last date specified for receipt of votes through the remote e-voting process.
16. The results of the postal ballot will be declared within 2 working days from the end of the voting period. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.ramco.com and on the website of CDSL www.evotingindia.com and at the Registered Office/ Corporate Office of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.
17. Further any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mr. Vijayaraghavan NE, Company Secretary at: Email id: investorrelations@ramco.com, Phone No.:- +91-6653 4000 or to the RTA, Cameo Corporate Services Limited, at Subramaniam Building No. 1, Club House Road, Chennai, Tamil Nadu, 600002, Phone No. +91-044- 2846 0390.

Instructions for e-voting

18. Voting Through Electronic Means:
 - 18.1 In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and circulars issued by MCA in this regard and Regulation 44 of SEBI LODR 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.
 - 18.2 The remote e-voting period begins at 9:00 a.m. on Wednesday, February 14, 2024 and ends at 05:00 p.m. on Thursday, March 14, 2024. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. Remote e-voting shall not be allowed beyond 5.00 PM on Thursday, March 14, 2024. 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.
 - 18.3 In terms of SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with DP. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

18.4 Pursuant to said SEBI Circular, Login method for e-voting for Individual Members holding securities in Demat mode are given below:

Type of Members	Login Method
Members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. By clicking the e-Voting option, the user will be able to see the e-voting page of the e-voting service provider for casting your vote during the e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/ NSDL, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website http://www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Type of Members	Login Method
Members holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting. 2) If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting.

Type of Members	Login Method
Members (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

- 18.5 Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk sending request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 2255 33.
Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at .: 022-4886 7000 and 022-2499 7000

- 18.6 Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. Login method for e-voting for Members other than individual shareholders holding in Demat form & for those holding in physical form:

- a. The Members should log on to the e-voting website www.evotingindia.com
- b. Click on “Shareholders” module
- c. now enter your User ID
For CDSL: 16 digits beneficiary ID
For NSDL: 8 Character DP ID followed by 8 Digits Client ID
Members holding shares in physical form should enter folio number registered with the Company
- d. Next enter the Image Verification as displayed and Click on Login
- e. 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
- f. If you are a first-time user, follow the steps given below:
For Members holding shares in Demat Form other than individual and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by income Tax Department (applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend bank details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend bank details field as mentioned in instruction 18.6 (c).

- g. After entering these details appropriately, click on “SUBMIT” tab.

- 18.7 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.
- 18.8 For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 18.9 Click on the EVSN for Ramco Systems Limited on which you choose to vote.
- 18.10 On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- 18.11 Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolutions.
- 18.12 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.
- 18.13 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 18.14 You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- 18.15 If a demat account holder has forgotten the changed password then enter the User ID and captcha Code click on forgot password & enter the details as prompted by the system.
- 18.16 Facility for non-individual Members and custodians:
- a. Non individual Members (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - b. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e. It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 18.17 Alternatively Non-individual Members are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer at srinivasan.k@msjandnk.in 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 Scrutinizer to verify the same.

18.18 Process for those Members whose email/mobile no. are not registered with the Company/ depositories.

- a. For Physical shareholders - please provide your email id & mobile no. along with 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b. For Demat shareholders - Please update your email id & mobile no. with your respective DP which is mandatory while e voting

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

COMMON INFORMATION FOR ITEMS NO: 1 AND 2 OF THE RESOLUTIONS:

Presently, the Board Comprises of the following Directors: -

Name of the Director / DIN	Age	Designation / Position	Tenure of the Director	
			From (Month/Date/Year)	To (Month/Date/Year)
Mr. P R Venketrama Raja DIN:00331406	64	Chairman / Non-Executive & Non-Independent Director, Promoter	N.A.	N.A.
Mr. P V Abinav Ramasubramaniam Raja DIN:07273249	30	Whole Time Director/ Executive & Non-Independent Director	June 04, 2022	June 03, 2024
Mr. M M Venkatachalam DIN:00152619	65	Non-Executive Independent Director	April 01, 2019	March 31, 2024
Mr. A V Dharmakrishnan DIN:00693181	67	Non-Executive Non-Independent Director	N.A.	N.A.
Mr. R S Agarwal DIN:00012594	81	Non-Executive Independent Director	April 01, 2019	March 31, 2024
Mrs. Soundara Kumar DIN:01974515	69	Non-Executive Independent Director	March 27, 2020	March 26, 2025
Mr. Sankar Krishnan DIN:01597033	56	Non-Executive Non-Independent Director	N.A.	N.A.
Justice P P S Janarthana Raja (Retd.) DIN:06702871	73	Non-Executive Independent Director	August 29, 2023	August 28, 2028

Out of the above Directors, the following two Independent Directors would retire on March 31, 2024, after completing their term of two consecutive five years each in office.

- Mr. R S Agarwal, Non-Executive Independent Director
- Mr. M M Venkatachalam, Non-Executive Independent Director

The Nomination and Remuneration Committee (NRC) of the Company in pursuance of Section 178(2) of the Act, had recommended the appointment of:

- Dr. M S Krishnan (DIN: 08539017)
- Dr. Aravind Srinivasan (DIN: 00088037)

as Independent Directors on the Board.

Based on the recommendation of the NRC, the Board appointed them as Additional Directors in the category of Non-Executive Independent Directors for a period of five consecutive years from the date of their appointment i.e, February 07, 2024, subject to the approval of the Members through special resolution. Upon approval of the members, their tenure of office shall be for a period of 5 consecutive years from the date of their appointment i.e, February 07, 2024, in accordance with Section 149(10) of the Act.

In accordance with Section 149(6) of the Act, the proposed Directors fulfil the criteria with respect to qualification, positive attributes and are persons of integrity and possess relevant expertise and experience and in the opinion of the Board, they satisfy the criteria of Independence and conditions specified in the Act, for being appointed as Independent Directors.

In accordance with Para A of Part D of Schedule II of SEBI LODR, induction of Dr. M S Krishnan and Dr. Aravind Srinivasan as Independent Directors would ensure that there is an appropriate balance of skills, experience and knowledge in the Board of Directors. Their inclusion would enhance the diversity of the Board. The proposal is in accordance with the Nomination and Remuneration Policy of the Company.

The Company had received consents in writing from Dr. M S Krishnan and Dr. Aravind Srinivasan to act as Directors in Form DIR-2, intimations to the effect that they have not been disqualified to be appointed as Directors and declarations that they meet the criteria of independence and other declarations for being appointed as an Independent Directors and assurances that they would be able to devote sufficient time and attention for discharging their obligations as Independent Directors.

In terms of Section 150 of the Act, read with Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014, Dr. M S Krishnan and Dr. Aravind Srinivasan have registered themselves with the Independent Directors Data Bank of Indian Institute of Corporate Affairs and have been qualified / exempted from passing the online proficiency self-assessment test, conducted by Indian Institute of Corporate Affairs.

Dr. M S Krishnan and Dr. Aravind Srinivasan will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Act and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.

In accordance with Section 160(1) of the Act, the Company has received a notice in writing, signifying the intention to propose Dr. M S Krishnan and Dr. Aravind Srinivasan as Directors on the Board. In accordance with Proviso to Section 160(1) of the Act, no deposit is required to be remitted to the Company, as their appointment is proposed to be made with the recommendation of the Nomination and Remuneration Committee of the Company.

In terms of Regulation 25(2A) of SEBI LODR, the appointment of Independent Directors shall be subject to the approval of the Members by way of a special resolution.

As per Regulation 17(1)(c) of SEBI LODR, the Company is required to have a minimum of 6 Directors on the Board. With the proposed appointment of two Directors, with effect from February 07, 2024 and exit of two Independent Directors on March 31, 2024, the Company will continue to have 8 Directors and would continue to satisfy the minimum requirement of 6 Directors.

As per Regulation 17(1)(b) of SEBI LODR, “where the chairperson of the Board of Directors is a non-executive director, at least one-third of the board of Directors shall comprise of Independent Directors”. In the new composition, effective from February 07, 2024, the Company would continue to satisfy the said requirement.

A brief profile of the proposed Independent Directors and other details are given below, item-wise.

Item No.1:

Dr. M S Krishnan, 60 years, is the Accenture Chair Professor of Computer Information Systems and Professor of Technology and Operations at the Ross Business School, University of Michigan. He is currently the Faculty Director for Business+Tech initiative and CK Prahalad and India Initiatives at the school. He has also been the associate dean for global initiatives, executive programs and action-based learning at the Ross Business School. He has co-authored the book “The New Age of Innovation: Driving Co-Created Value with Global Networks” with Professor C. K. Prahalad (late). The Economist and Business Week magazine named this book as one of the Best Books on Innovation in 2008. Dr. M S Krishnan received his degrees in Mathematics and Computer Applications from the University of Delhi, India and Ph.D. in Information Systems from Carnegie Mellon University, Pittsburgh, USA in 1996. He was awarded the ICIS Best Dissertation Prize for his Doctoral Thesis on “Cost and Quality Considerations in Software Product Management”.

His research interest includes business model innovation, technology enabled personalization, ecosystem innovation, corporate IT strategy, business value of IT investments, improvements in business process and software quality, productivity and customer satisfaction. In January 2000, American Society for Quality (ASQ) selected him as one of the 21 voices of quality for the twenty first century. In 2004, he was selected as one of the top thinkers on Business Technology by Information week-Optimize magazines based on their reader surveys.

He is currently on the Board of Directors of The Ramco Cements Limited, a public listed Company.

Skill / Expertise / Competency	Information Technology, Strategy Management and Business Management
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The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the resolution set out in Item No.1 of the Notice for approval by the Members by way of a special resolution.

The draft letter of appointment for Dr. M S Krishnan, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours.

Except Dr. M S Krishnan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are 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 SEBI LODR.

Item No.2:

Dr. Aravind Srinivasan, 54 years, graduated in medicine from PSG Institute of Medical Sciences, Coimbatore, South India in 1992 and completed his residency in ophthalmology leading to Masters in Ophthalmology from Aravind Eye Institute and Postgraduate Institute of Ophthalmology, Madurai, South India in 1996.

Having worked in the medical field, he had a passion for management. In 2000, he did his MBA with specialization in strategy from the University of Michigan, Ann Arbor, USA. After MBA, he took over as the Administrator of Aravind Eye Care System and was instrumental in bringing changes to the various facets of the organization. Since 2011, he has been serving the organization in the role of Director-Projects of Aravind Eye Care System. He is on the Board of Govel Trust that runs the Aravind Eye Hospitals. From September 2017, he is leading the Aravind Eye Hospital Chennai as Chief Medical Officer.

On the clinical front, Dr. Aravind is a high-volume cataract surgeon. On the non-clinical front, he is innovating, executing and working with all stakeholders in the respective branches to ensure harmony in work, mentoring staff to invent and implement innovations in areas of need to ensure better patient centred care.

He is involved in teaching eye health management courses. He is also a resource person for the Indian Institute of Management and Mentor for the MBA students at the Wharton School of Business and University of Michigan. Dr. Aravind's area of specialization concentrates on the overall evaluation and interpretation of performance of each division and tracking progress so as to facilitate benchmarking both internally and externally to achieve patient-centred care across the system. Besides the administration of the hospitals and grooming managers, Dr. Aravind also evaluates new projects and ensures replication of the "Aravind Way". He shares the Aravind Model of high volume, high quality, affordable cost eye care to developing nations through the various management courses offered by LAICO.

He is awarded with Qimpro Award in the category, Role Model Leader for World-Class Quality in the field of health care and Distinguished Alumnus Award for the year 2013 by the PSG Institute of Medical Sciences and Research. He has published several research papers in Peer Reviewed International and State Journals.

He is currently on the Board of Directors of Birla Cable Limited, a public listed Company. He is also on the Board of few private limited companies.

Skill / Expertise / Competency	Business strategy & planning, Operations, Sales and Marketing, Administration, General management.
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The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the resolution set out in Item No.2 of the Notice for approval by the Members by way of a special resolution.

The draft letter of appointment for Dr. Aravind Srinivasan, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours.

Except Dr. Aravind Srinivasan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are 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 SEBI LODR.

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

VIJAYARAGHAVAN N E
Company Secretary & Compliance Officer
ACS 41671

Place: Chennai
Date: February 07, 2024

Details of Directors seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI LODR and Secretarial Standard-2 on General Meetings]

Name of the Director	Dr. M S Krishnan	Dr. Aravind Srinivasan
DIN	08539017	00088037
Date of Birth	January 20, 1964	September 16, 1969
Age	60 Years	54 Years
Date of first appointment on the Board	February 07, 2024	February 07, 2024
Qualifications	<p>Degrees in Mathematics and Computer Applications from the University of Delhi, India.</p> <p>Ph.D. in Information Systems from Carnegie Mellon University, Pittsburgh, USA in 1996.</p>	<p>Graduated in medicine from PSG Institute of Medical Sciences, Coimbatore in 1992.</p> <p>Masters in Ophthalmology from Aravind Eye Institute and Postgraduate Institute of Ophthalmology, Madurai in 1996.</p> <p>MBA with specialization in strategy from the University of Michigan, Ann Arbor, USA in 2000.</p>
Expertise in specific functional areas	Refer Explanatory Statement given above.	Refer Explanatory Statement given above.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Explanatory Statement given above.	Refer Explanatory Statement given above.
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from February 07, 2024 to February 06, 2029 (for further details refer the Explanatory Statement given above).	Appointment as an Independent Director for a period of 5 consecutive years effective from February 07, 2024 to February 06, 2029 (for further details refer the Explanatory Statement given above).
Details of remuneration last drawn	Not Applicable	Not Applicable
Details of remuneration sought to be paid	He will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Act and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.	He will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Act and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.
Directorships in other listed companies (excluding foreign companies)	The Ramco Cements Limited	Birla Cable Limited

Membership/Chairmanship Chairpersonship of Committees in other listed companies (excluding foreign companies)	Nil	Audit Committee – Member Nomination and Remuneration Committee – Member of Birla Cable Limited
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil	Nil
No. of Board Meetings attended during the year	One	One
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil	Nil