

January 21, 2023

**National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5<sup>th</sup> 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: Postal Ballot Voting Results and Scrutinizer Report**

**Ref: Company’s Postal Ballot intimation letter dated – December 22, 2022**

We wish to inform you that, with reference to the above regarding the Postal Ballot Notice issued to the Members of the Company seeking approval for the following resolutions through e-voting, the said resolutions had been passed with requisite majority on January 21, 2023 (last date of e-voting) :

RESOLUTION NO.	DESCRIPTION OF THE RESOLUTION	RESOLUTION TYPE
1	ISSUE OF 14,59,854 FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTER OF THE COMPANY	SPECIAL RESOLUTION
2	ISSUE OF 43,79,561 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER CATEGORY	SPECIAL RESOLUTION

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the e-voting results are enclosed.

In compliance with Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report issued by Mr. K Srinivasan, Chartered Accountant, Partner of M S Jagannathan & N Krishnaswami, Chartered Accountants, Scrutiniser is enclosed.

Kindly take on record the same.

Thanking you,

For **RAMCO SYSTEMS LIMITED**

**VIJAYA RAGHAVAN N E**  
**COMPANY SECRETARY**

Encl: Postal Ballot Voting Results and Scrutinizers Report

**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

[www.ramco.com](http://www.ramco.com)

**General information about company**

Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOTLISTED
ISIN	INE246B01019
Name of the company	Ramco Systems Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-01-2023
Start time of the meeting	
End time of the meeting	

**Scrutinizer Details**

Name of the Scrutinizer	Mr. K. Srinivasan
Firms Name	M S Jagannathan and N Krishnaswami, Chartered Accountants
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	22-12-2022
Date of Issuance of Report to the company	21-01-2023

### Voting results

Record date	16-12-2022
Total number of shareholders on record date	42506
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue of 14,59,854 Fully Convertible Equity Warrants on Preferential Basis to the Promoter of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16724849	16724849	100	16724849	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		16724849	16724849	100	16724849	0	100
Public- Institutions	E-Voting	2456625	2417638	98.413	2417638	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2456625	2417638	98.413	2417638	0	100
Public- Non Institutions	E-Voting	11637008	772133	6.6352	768122	4011	99.4805	0.5195
	Poll							
	Postal Ballot (if applicable)							
	Total		11637008	772133	6.6352	768122	4011	99.4805
Total		30818482	19914620	64.6191	19910609	4011	99.9799	0.0201
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue of 43,79,561 Equity Shares on Preferential Basis to the Persons belonging to Promoter and Non-Promoter Category.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16724849	16724849	100	16724849	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		16724849	16724849	100	16724849	0	100
Public-Institutions	E-Voting	2456625	2417638	98.413	2417638	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2456625	2417638	98.413	2417638	0	100
Public- Non Institutions	E-Voting	11637008	772133	6.6352	767972	4161	99.4611	0.5389
	Poll							
	Postal Ballot (if applicable)							
	Total		11637008	772133	6.6352	767972	4161	99.4611
Total		30818482	19914620	64.6191	19910459	4161	99.9791	0.0209
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013, and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]*

The Chairman  
Ramco Systems Limited  
47 P.S.K Nagar  
Rajapalayam – 626108

Dear Sir

**Subject:** Scrutinizer Report on voting through e-voting for the Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014

1. I, K. Srinivasan, Practicing Chartered Accountant and Partner of M.S. Jagannathan and N. Krishnaswami, Chartered Accountants, Trichy 620001, have been appointed as Scrutinizer by the Board of Directors of Ramco Systems Limited ("the Company") at their meeting held on 22 December 2022 for the purpose of scrutinizing the Postal Ballot Process for the purpose of passing Special Resolution through Postal Ballot and ascertaining the requisite majority on voting process carried out as per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on the resolution contained in the Postal Ballot Notice ("the Notice") dated 22 December 2022.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal ballot and e-voting. My responsibility is to conduct the process of Postal Ballot and Scrutinize it in a fair and transparent manner and make a Scrutinizer's Report of the total votes cast in favour or against.
3. There were no equity shares lying in the Unclaimed Shares Suspense Account.
4. Central Depository Services (India) Limited , the recognized agency selected by your Company to provide a secure e-voting platform for the e-voting process, allotted E-Voting Serial Number 221220001 for the same.

5. Pursuant to Sections 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with circulars and notifications issued by Ministry of Corporate Affairs and Securities exchange Board of India in this regard, the Notice along with explanatory statement and instructions for e-voting are sent only through electronic mode on Thursday, 22 December 2022 to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 16 December 2022 (the “Cut-Off date”) who have registered their e-mail addresses with the Depository Participant / Registrar and Share Transfer Agent viz. Cameo Corporate Services Limited.
6. The Members holding shares as on the Cut-Off date were entitled to vote on the resolutions set out in the Notice only through e-voting.
7. The e-voting facility for the Postal Ballot was made available from 9.00 a.m. (IST) on Friday, December 23, 2022, to 5.00 p.m. (IST) on Saturday, January 21, 2023.
8. On the completion of e-voting, I scrutinized all the votes polled and had entered the details of the same in a register maintained for this purpose.
9. The Postal Ballot did not contain any votes which were invalid.
10. The items of business set out in the Notice are as follows:

<b>Resolution No.</b>	<b>Description of the Resolution</b>	<b>Resolution Type</b>
1	Issue of 14,59,854 Fully Convertible Equity Warrants on Preferential Basis to the Promoter of the Company	Special Resolution
2	Issue of 43,79,561 Equity Shares on Preferential Basis to the Persons belonging to Promoter and Non-Promoter Category	Special Resolution

**Srinivasan Krishnaswami**  
**Chartered Accountant**

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11. The results of the valid votes through the Postal Ballot process are as under:

Resolution No.	Votes Cast in Favour			Votes Cast Against		
	No. of Electronic Ballots voted	No. of Votes	Percentage of votes	No. of Electronic Ballots voted	No. of Votes	Percentage of votes
1	128	1,99,10,609	99.9799%	17	4,011	0.0201%
2	131	1,99,10,459	99.9791%	14	4,161	0.0209%

12. The Special Resolutions were passed with requisite majority on the conclusion of the Postal Ballot as on 21 January 2023.

KRISHNASWA  
MI SRINIVASAN

Digitally signed by  
KRISHNASWAMI SRINIVASAN  
Date: 2023.01.21 20:44:18  
+05'30'

K. Srinivasan

Chartered Accountant

Membership No. 021510

Scrutinizer

UDIN: 23021510BGTPCH5120

Chennai

21 January 2023