

**March 15, 2024**

**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 Notice intimation dated – February 12, 2024**

We wish to inform you that, the above Postal Ballot Notice was issued to the Members of the Company seeking approval for the following resolutions through remote e-voting:

<b>RESOLUTION NO.</b>	<b>DESCRIPTION OF THE RESOLUTION</b>	<b>RESOLUTION TYPE</b>
1	APPOINTMENT OF DR. M S KRISHNAN (DIN: 08539017) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY	SPECIAL RESOLUTION
2	APPOINTMENT OF DR. ARAVIND SRINIVASAN (DIN: 00088037) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY	SPECIAL RESOLUTION

The remote e-voting process concluded on Thursday, the March 14, 2024, at 5.00 PM (1ST). The Scrutiniser has today, (i.e) March 15, 2024, submitted his report on the results of the Postal Ballot through remote e-voting. Based on the report of the scrutiniser, we hereby inform that the Members of our Company have duly passed the above two Special Resolutions with requisite majority.

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 dated March 15, 2024, 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  
CC: Central Depository Services (India) Limited

**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

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)	14-03-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	K SRINIVASAN
Firms Name	M S JAGANNATHAN & N KRISHNASWAMI
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	07-02-2024
Date of Issuance of Report to the company	15-03-2024

Voting results	
Record date	09-02-2024
Total number of shareholders on record date	36629
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?				No				
Description of resolution considered				To approve the appointment of Dr. M S Krishnan (DIN: 08539017) as a Non-Executive Independent Director on the Board 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	18367184	18290124	99.5804	18290124	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18367184	18290124	99.5804	18290124	0	100
Public-Institutions	E-Voting	5646222	2073646	36.7263	2073646	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5646222	2073646	36.7263	2073646	0	100
Public- Non Institutions	E-Voting	11341766	397617	3.5058	342561	55056	86.1535	13.8465
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11341766	397617	3.5058	342561	55056	86.1535
Total		35355172	20761387	58.7223	20706331	55056	99.7348	0.2652
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	6350
Public - Non Insitutions	0



Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of Dr. Aravind Srinivasan (DIN: 00088037) as a Non-Executive Independent Director on the Board 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	18367184	18290124	99.5804	18290124	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18367184	18290124	99.5804	18290124	0	100
Public-Institutions	E-Voting	5646222	2073646	36.7263	2073646	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5646222	2073646	36.7263	2073646	0	100
Public- Non Institutions	E-Voting	11341766	397573	3.5054	342404	55169	86.1236	13.8764
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11341766	397573	3.5054	342404	55169	86.1236
Total		35355172	20761343	58.7222	20706174	55169	99.7343	0.2657
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	6350
Public - Non Insitutions	0



**Scrutiniser'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

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

1. I, K. Srinivasan, Practicing Chartered Accountant and Partner of M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, Trichy 620001, have been appointed as Scrutiniser by Ramco Systems Limited ("the Company") on 7<sup>th</sup> February 2024 to scrutinise the e-voting process for the Postal Ballot through electronic voting ("remote e-voting") conducted by the Company, as per provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Postal Ballot Notice ("the Notice") dated 12<sup>th</sup> February 2024, in respect of the following Special Resolutions:

A. Resolution - 1

*To approve the appointment of Dr. M S Krishnan (DIN: 08539017) as a Non-Executive Independent Director on the Board of the Company*

**"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."

**B. Resolution - 2**

To approve the appointment of Dr. Aravind Srinivasan (DIN: 00088037) as a Non-Executive Independent Director on the Board of the Company

**"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 authorised 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."

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 Scrutinise the e-voting of postal ballot in a fair and transparent manner and issue a Scrutinizer's Report of the total votes cast in favour or against.
3. 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 and Exchange Board of India in this

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

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regard, the Notice along with explanatory statement and instructions for e-voting were sent to the 34,789 Members (members who have registered their mail IDs, out of the total members of 34,873) only through electronic mode on Monday, 12<sup>th</sup> February 2024 to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 9<sup>th</sup> February 2024 (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.

4. Central Depository Services (India) Limited, the agency selected by your Company to provide a secure e-voting platform for the e-voting process, allotted E-Voting Serial Number 240212003 for the same.
5. The particulars with regard to the remote e-voting process were duly advertised on 13<sup>th</sup> February 2024 in Business Standard (English) and Makkal Kural (Tamil). The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company's Registrar and Share Transfer Agent.  
Vijaya Raghavan N E  
Company Secretary
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 Wednesday, 14<sup>th</sup> February 2024 to 5.00 p.m. (IST) on Thursday, 14<sup>th</sup> March 2024.
8. On the completion of the e-voting process:
  - A. I Finalised voting and downloaded the voting details of the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company and Scrutinized the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.
  - B. Equity shares lying in the Suspense Escrow Demat Account were not considered for remote e-voting.
9. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.

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

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10. The results of the e-voting are as under:

Resolution Number	Total No. of Ballots	Total No. of Votes	Invalid Votes		Total Valid Votes	Votes cast in favour			Votes cast against		
			No. of Ballots	Total Invalid Votes		No. of Ballots	No. of Votes	Percentage of votes	No. of Ballots	No. of Votes	Percentage of votes
1	183	20,767,737	2	6,350	20,761,387	166	20,706,331	99.73%	15	55,056	0.27%
2	182	20,767,693	2	6,350	20,761,343	166	20,706,174	99.73%	14	55,169	0.27%

11. The Special Resolutions were passed with requisite majority on the conclusion of the Postal Ballot as on 14<sup>th</sup> March 2024.

SRINIVASAN  
KRISHNASWA  
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Digitally signed by  
SRINIVASAN  
KRISHNASWAMI  
Date: 2024.03.15 16:27:55  
+05'30'

K. Srinivasan  
Chartered Accountant  
Membership No.: 021510  
Scrutinizer  
UDIN: 24021510BKAHAC6728  
Trichy  
15 March 2024

**For Ramco Systems Limited**

  
**Vijaya Raghavan N E**  
Company Secretary