

**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.comWebsite: www.ramco.com

PHONE: +91 44 2235 4510/6653 4000

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Eighth Annual General Meeting ("AGM") of the Members of Ramco Systems Limited, will be held on Wednesday, August 13, 2025, at 03.00 p.m. through Video Conferencing (VC),/ Other Audio Visual Means, (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Separate (Standalone) Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

To consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"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."

2. To appoint a Director in place of Mr. P R Venketrama Raja (DIN: 00331406), who retires by rotation and being eligible, offers himself for re-appointment:

To consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"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."

SPECIAL BUSINESS:

3. Designating Mr. P V Abinav Ramasubramaniam Raja (DIN: 07273249) as the Managing Director, who is currently a whole time key managerial personnel in the position of Manager with the designation as Whole Time Director,

To consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"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.

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.

To consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

“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, 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.”

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

P R VENKETRAMA RAJA
Chairman
(DIN:00331406)

Place : Chennai
Date : May 21, 2025

NOTES:

1. The Company has chosen to conduct this AGM through VC. The AGM would be conducted in compliance with the applicable provisions of the Companies Act, 2013 ("The Act") read with Ministry of Corporate affairs ("MCA") General Circular No. 09/2024 dated September 19, 2024 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 03, 2024 read with the circulars issued earlier on the subject and such other instructions as may be issued by Statutory Authorities. Hence, Members can attend and participate in the ensuing AGM through VC.
2. Statement pursuant to Section 102 of the Act, setting out the material facts concerning items of special business are annexed hereto. Information in respect of the Director seeking re-election/re-appointment as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR") and as required under Secretarial Standard - 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, are included in this Notice.
3. Electronic copy of the Notice for the AGM and the Annual Report for the financial year FY 2024-25 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants ("DP"). The dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the Members and to all other persons so entitled. Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report 2024-25 is available, is being sent to those shareholder(s) who have not so registered their email address(es). The Notice and the Annual Report will also be available on the Company's website – www.ramco.com and at the websites of Stock Exchanges Viz., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's shares are listed. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (the agency appointed by the Company for providing the Remote e-voting facility, e-voting system during the AGM & VC facility to participate in the AGM) i.e. www.evotingindia.com.
4. As this AGM is being held pursuant to the MCA circulars through VC, the requirement of physical attendance of Members has been dispensed with. Accordingly, in accordance with MCA circulars and the SEBI circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
5. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members holding shares in electronic mode who have not got their e-mail addresses updated with the DP are requested to update their e-mail address and any changes therein. Members holding shares in physical mode are requested to update their e-mail address/mobile number, quoting their folio number, to our Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: Ramco Systems Limited), ("RTA") in the URL <https://wisdom.cameoindia.com/> or by writing to them at 'Subramanian Building,' No.1, Club House Road, Chennai 600 002.
6. As per Regulation 40 of SEBI LODR, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for any assistance in this regard.
7. 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 in case the 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 No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 as per instructions mentioned in the form. The said forms can be downloaded from the Company's website link : [Common and Simplified Norms](#).
8. Members holding 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 dematerialised 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 dematerialised 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 form can be downloaded from the Company's website link [Common and Simplified Norms](#). 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. It may be noted that any service request can be processed only after the folio is in KYC Compliant status.

9. 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website link [Common and Simplified Norms](#).
10. The Company is also releasing a public notice by way of advertisement being published in English in Business Standard (all editions) and in vernacular language in Makkal Kural (all editions), containing the following information:
 - a. Convening of AGM through VC in compliance with applicable provisions of the Act.
 - b. Date and Time of the AGM.
 - c. Availability of Notice of the Meeting on the website of the Company and in the Stock Exchanges, viz. BSE and NSE where the Company's shares are listed and at <https://www.evotingindia.com>.
 - d. Requesting the Members who have not registered their e-mail addresses, to get the same registered with the RTA in the URL <https://wisdom.cameoindia.com/>. Members are requested to register their email

addresses with their DP in case the shares are held in dematerialised form.

- e. Reference to the link of the Company's website, providing access to the full Annual Report.
11. The cut-off date will be Wednesday, the August 06, 2025 to determine the eligibility to vote by remote e-voting or in the AGM.
12. Voting Through Electronic Means:
 - 12.1 In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended 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 at the 28th AGM by electronic means and the business may be transacted through such voting, through e-voting services provided by CDSL.
 - 12.2 The remote e-voting period begins at 9:00 a.m. on Sunday, the August 10, 2025 and ends at 05:00 p.m. on Tuesday, the August 12, 2025. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date viz., on Wednesday, the August 06, 2025 may cast their votes electronically. The remote e-voting shall not be allowed beyond 5.00 p.m. on Tuesday, the August 12, 2025. 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.
 - 12.3 In terms of SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 09, 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.

12.4 Pursuant to said SEBI Circular, Login method for e-voting and joining the AGM through VC 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. 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 My Easi New (Token) Tab. 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 the Company. On clicking the e-Voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the Meeting. 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration and https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration. 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.
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.nsdl.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 period or joining the AGM through VC & voting during the Meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 period or joining the AGM through VC & voting during the Meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Members (holding securities in demat mode) login through their DPs	<p>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 or joining the AGM through VC & voting during the Meeting.</p>

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

12.5 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 by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
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 toll free no.: 022-4886 7000 and 022 - 2499 7000.

12.6 Login method for e-voting and joining the AGM through VC for Members other than individual shareholders holding in demat form & for those holding in physical form:

- The Members should log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” module
- 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
- Next enter the Image Verification as displayed and Click on Login
- 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
- If you are a first-time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

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. 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 12.6.

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

12.7 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.

12.8 For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- 12.9 Click on the EVSN for Ramco Systems Limited on which you choose to vote.
- 12.10 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.
- 12.11 Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- 12.12 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.
- 12.13 Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 12.14 You can also take print of the voting done by you by clicking on “Click here to print” option on the voting page.
- 12.15 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.
- 12.16 There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutiniser for verification.
- 12.17 Facility for non-individual Members and custodians - Remote e-voting:
- 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.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian/ authorised person, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
 - Alternatively Non-individual Members are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the scrutiniser 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 and not uploaded same in the CDSL e-voting system for the Scrutiniser to verify the same.
- 12.18 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 on toll free no. 1800 21 09911.
- 13. Instructions for Members attending the AGM through VC & e-voting during the AGM are as under:**
- 13.1 The Company would be providing the CDSL system for the Members to cast their vote through remote e-voting and to participate in the AGM through VC. Members may access the same at www.evotingindia.com under shareholders/ Members login by using the remote e-voting credentials.
- 13.2 The procedure for attending Meeting & e-voting on the day of the AGM are the same as the instructions mentioned for Remote e-voting in point no.12.
- 13.3 The Members can join the AGM in the VC mode up to 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1,000 Members on first come first served basis. This will not include Members holding 2% or more shareholding, promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM. Without restriction on account of first come first served basis.

- 13.4 Members are requested to join the Meeting through laptops/iPad's for better experience and will be required to have webcam and use internet with a good speed to avoid any disturbance during the Meeting.
- 13.5 Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through laptop via Mobile Hotspot.
- 13.6 Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request at least 3 days prior to Meeting mentioning your name, demat account number /folio number, email id, mobile number (as registered with the DP/Company) to the mail id: investorrelations@ramco.com. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- 13.7 Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to Meeting mentioning your name, demat account number/folio number, email id, mobile number to the mail id: investorrelations@ramco.com. These queries will be replied by the Company suitably by email.
- 13.8 Non-Individual Members intending to authorise their representatives to attend the Meeting are requested to send a scanned certified copy of the Board Resolution authorising their representative to attend on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address with a copy marked to srinivasan.k@msjandnk.in and helpdesk.evoting@cdslindia.com. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- 13.9 The link for VC will be available in shareholder/ Members login where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting in point no.12.
- 13.10 The Members who have voted through Remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.
- 13.11 Only those Members, who are present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- 13.12 If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.
- 13.13 In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. **Process for those Members whose email/mobile no. are not registered with the RTA/Depositories:**
- For physical shareholders - your email id/mobile no. along with necessary details like folio no., name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) are to be updated in the RTA portal <https://wisdom.cameoindia.com/>.
 - For demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting & joining the AGM through VC through Depository.
- If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
15. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Wednesday, August 06, 2025 may obtain the login ID and password by following the procedures mentioned in Point No: 12.4 to 12.6, as the case may be.
16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, August 06, 2025.
17. Mr. K Srinivasan, Chartered Accountant (Membership No.021510), Partner, M S Jagannathan & N Krishnaswami,

Chartered Accountants (email: srinivasan.k@msjandnk.in) has been appointed as the Scrutiniser to scrutinise the remote e-voting process, in a fair and transparent manner.

18. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote 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 Meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised

by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

19. The Results declared along with the report of the scrutiniser 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 authorised by him. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

Information at a glance

Particulars	Details
Time and date of AGM	03:00 P.M. (IST) on Wednesday, August 13, 2025
Mode	Video Conferencing
Participation through VC	www.evotingindia.com
Helpline number for VC participation	1800 22 55 33
Cut-off date for eligibility of remote e-voting and voting at the AGM	Wednesday, August 06, 2025
E-voting start time and date	9:00 a.m. on Sunday, August 10, 2025
E-voting end time and date	05:00 p.m. on Tuesday, August 12, 2025
E-voting website of CDSL	https://www.evotingindia.com/

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

P R VENKETRAMA RAJA

Chairman
(DIN:00331406)

Place : Chennai
Date : May 21, 2025

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE ACT

Item No.3

Mr. P V Abinav Ramasubramaniam Raja (DIN: 07273249) has been on the Board of the Company from June 04, 2017. Details of his tenure and position are as below:

Sl. No.		Appointed as	Tenure	Approval of shareholders at the
1	Initial appointment	In the position of Manager, with the designation Whole Time Director	June 04, 2017 to June 03, 2022	20 th AGM held on August 04, 2017.
2	Re-appointment	Same as above	June 04, 2022 to June 03, 2024	25 th AGM held on August 10, 2022
3	Re-appointment	Same as above	June 04, 2024 to June 03, 2027	26 th AGM held on August 21, 2024

Mr. P V Abinav Ramasubramaniam Raja is a Director and a whole time key managerial personnel under Sec. 203 of the Companies Act, 2013 ("Act"), in the position of Manager with the designation of Whole Time Director.

Considering Mr. P V Abinav Ramasubramaniam Raja's qualifications, positive attributes, valuable experience gained over the last several years, contributions, drive to revamp and modernize the technology product, active involvement in the operations and in particular, the initiative taken for successful launch of "PAYCE"- the global payroll product, based on the recommendation of the NRC, the Board had, in its meeting held on November 08, 2024 approved to designate Mr. P V Abinav Ramasubramaniam Raja, in the position of Managing Director with immediate effect from November 08, 2024 for the remaining tenure of the current term till June 03, 2027 on the same terms & conditions, as approved by the Members at the 27th Annual General Meeting held on August 21, 2024.

Mr. P V Abinav Ramasubramaniam Raja is a Director in the following Companies:

1. Ramco Systems Limited
2. Ramco Industries Limited
3. Rajapalayam Mills Limited
4. Ramamandiram Management Consultancy Private Limited
5. L3 Enterprises Private Limited
6. RCDC Securities and Investments Private Limited

During the past three years, he has not resigned from the Directorship of any listed entities.

Mr. P V Abinav Ramasubramaniam Raja is a Member in the following Committees of the Boards of :

Sl. No.	Name of the Company	Name of the Committee	Position held (Member/ Chairman)
1.	Ramco Systems Limited	Stakeholder Relationship Committee	Member
		Risk Management Committee	Member
		Fund Raising Committee	Member
2.	Rajapalayam Mills Limited	Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
3.	Ramco Industries Limited	Corporate Social Responsibility Committee	Member

He holds 110,332 equity shares in the Company.

His skill set includes Strategy Management and Business Management, knowledge in Information Technology and Industrial Engineering. Considering the responsibilities to be undertaken by Mr. P V Abinav Ramasubramaniam Raja and his suitability, the Directors recommend the ordinary resolution for Members' approval.

Disclosure of Interest:

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. P R Venketrama Raja, Chairman and Promoter, father of Mr. P V Abinav Ramasubramaniam Raja and Mr. P V Abinav Ramasubramaniam Raja as appointee may be deemed to be 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.

The Board recommends the resolution set out at **Item No. 3** of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No.4

Pursuant to Provision of section 204 (1) of the Companies Act, 2013, the Company is required to appoint a Secretarial Auditor. As per Regulation 24A of SEBI (Listing obligations and disclosure requirements) Regulation 2015 ("SEBI LODR"), every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

As per the SEBI amendment dated December 12, 2024, A listed entity shall appoint or re-appoint:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

M/s Sriram Krishnamurthy & Co. Practising Company Secretaries, is the existing Secretarial Auditor for the Company since the FY 2014-15. Even though, the firm is associated with the Company as its Secretarial Auditors, before March 31, 2025, under Proviso to Regulation 24A(1C) of LODR, their past association is not considered for reckoning the eligibility for the appointment.

Considering the professional competence and satisfactory services rendered by them, the Board, based on the recommendation of the Audit Committee approved the appointment of M/s. Sriram Krishnamurthy & Co. Practising Company Secretaries as Secretarial Auditor for a term of

five financial years from FY 2025-26 to FY 2029-30, until the conclusion of 33rd AGM subject to approval of Members. The remuneration for FY 2025-26 would be Rs. 5,00,000/- and for the financial years FY 2026-27 to FY 2029-30, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.

The firm was formed in April 1997 and is based out of Chennai. It has close to three decades of experience in handling Listed/ Unlisted Companies, Non-Banking Financial Companies and Multi-national corporations and has two partners. The firm holds a valid peer review certificate.

We have received confirmation from M/s Sriram Krishnamurthy & Co. Practising Company Secretaries that they are eligible to act as Secretarial Auditor in terms of the applicable provisions of the Companies Act, 2013, Regulation 24 of SEBI LODR and the standards issued by Institute of Company Secretaries of India.

None of the Directors and Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the Resolution.

The Board recommends the resolution set out at **Item No. 4** of the Notice for approval by the Members by way of an Ordinary Resolution.

INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATION 36(3) OF SEBI LODR AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:

In accordance with the provisions of Section 152 of the Act, Mr. P R Venketrama Raja, (DIN: 00331406), Director, retires by rotation and is seeking re-appointment at the ensuing AGM.

Mr. P R Venketrama Raja, 66 years, has a Bachelor's Degree in Chemical Engineering from University of Madras and a Master in Business Administration from University of Michigan, USA in 1983. He has more than 3 decades of Industrial Experience with specific knowledge in sectors like information Technology, Cement and Textiles.

He holds 48,13,220 shares as on March 31, 2025. He is also a Member of the Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee and Fund Raising Committee of the Company.

During the year, he has attended all the Meetings of the Board and its Committees, where he is a Member. He is related to Mr. P V Abinav Ramasubramaniam Raja, Managing Director who is his son and not related to any other Directors and Key Managerial Personnel of the Company. His skill set includes expert knowledge in Information Technology, Strategy Management and Business Management, Business and Industrial Relationship Management.

He has been on the Board of Directors of the Company since inception from 1997.

He is also a Director in the following other Companies: -

Sl. No.	Names of the Entities	Nature of Interest
1.	The Ramco Cements Limited	Managing Director
2.	Ramco Industries Limited	Chairman
3.	Rajapalayam Mills Limited	Chairman
4.	The Ramaraju Surgical Cotton Mills Limited	Chairman
5.	Sandhya Spinning Mill Limited	Chairman
6.	Rajapalayam Textile Limited	Chairman
7.	Sri Vishnu Shankar Mill Limited	Chairman
8.	Ram Sandhya Farms Private Limited	Director
9.	Sri Sandhya Farms (India) Private Limited	Director
10.	Ramamandiram Agricultural Estate Private Limited	Director
11.	Nirmalashankar Farms & Estates Private Limited	Director
12.	Ramco Management Private Limited	Director
13.	Ramamandiram Management Consultancy Private Limited (Strike off)	Director
14.	RCDC Securities and Investments Private Limited	Director
15.	Optiverse Enterprise Private Limited	Director
16.	Rajapalayam Chamber of Commerce and Industry	Director

He is also a Member/Chairman in the following Committees of other Companies: -

Sl. No.	Name of the Company	Name of the Committee	Position
1.	The Ramco Cements Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
2.	Ramco Industries Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
3.	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
		Rights Issue Committee	Chairman
4.	The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
5.	Sandhya Spinning Mill Limited	Corporate Social Responsibility Committee	Chairman
6.	Sri Vishnu Shankar Mills Limited	Corporate Social Responsibility Committee	Chairman

Disclosure of Interest:

Except Mr. P R Venketrama Raja, being the appointee and Mr. P V Abinav Ramasubramaniam Raja, Managing Director who is his son, none of the other 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**

P R VENKETRAMA RAJA
Chairman
(DIN:00331406)

Place : Chennai
Date : May 21, 2025