

K.SRINIVASAN
CHARTERED
ACCOUNTANT

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SCRUTINIZER'S REPORT

To
The Chairman
Ramco Systems Limited
Rajapalayam

Sub: Voting Process under Sections 108 & 110 of the Companies Act, 2013 ("the Act"), read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Clause 35B of the listing agreement with the stock exchanges and submission of Scrutinizer's Report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 303, Real Enclave, 22 Josier Street, Nungambakkam, Chennai 600034, have been appointed as Scrutinizer by the Board of Directors of Ramco Systems Limited, ("the Company") for the purpose of scrutinizing the Postal Ballot process, including e-voting, carried out as per the provisions of Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of Companies (Management and Administration) Rules, 2014, for ascertaining the requisite majority with respect to the 4 resolutions contained in the 'POSTAL BALLOT NOTICE' dated 27th July 2014 duly dispatched to the Shareholders. Following are the resolutions considered:
 - 1.1.To authorize the Board of Directors to create, offer, issue and allot Equity Shares or any other Securities as set out in the Resolution to the tune of up to Rs. 5000 million
 - 1.2.To approve the collective Investment limit of Foreign Portfolio Investors beyond 24% and upto 49% of the paid-up capital of the Company as set out in the Resolution
 - 1.3.To approve the formulation of new ESOS name Employee Stock Option Scheme 2014(ESOS 2014) and grant of options to the Employees of the Company to an extent not exceeding 10,00,000 equity shares as set out in the Resolution

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- 1.4. To approve grant of options under ESOS 2014 to employees of Subsidiary Companies as set out in the 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, including voting by electronic means, on the resolutions contained in the POSTAL BALLOT NOTICE. My responsibility as a Scrutinizer for the Postal Ballot process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the Postal Ballot Forms received and the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under
 - 3.1. The e-voting period opened at 9:00 AM on 11th August 2014 and closed at 6:00 PM on 10th September 2014. With respect to Postal Ballot Forms, the forms received till the close of working hours on 10th September 2014 were considered.
 - 3.2. The members of the company holding shares as on 1st August 2014 were entitled to vote on the resolutions (items no. 1 to 4) as set out in the POSTAL BALLOT NOTICE.
 - 3.3. The votes cast through e-voting were unblocked and finalized at 2:15 PM on 12th September 2014 in the presence of two witnesses who were not employees of the Company, and who had signed as witness to the unblocking / finalizing. In case of Postal Ballot Forms, all the forms received till the close of working hours on 10th September 2014 were kept under the safe custody and were validated with respect to the details to be mentioned in the Form. Forms that are defective as determined in accordance with the instructions contained in the POSTAL BALLOT NOTICE were rejected.
 - 3.4. All the requisite details regarding Postal Ballot Forms received were recorded in the Register maintained for this purpose.

3.5. For e-voting, the voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>).

3.6. Votes casted through e-voting and through Postal Ballot Forms were consolidated. The summary of the result of voting for each of the resolution is given below:

		Resolution 1	Resolution 2	Resolution 3	Resolution 4
A	Total number of shares	23874878	23874878	23874878	23874878
B	Total number of shares for which postal ballots / electronic votes were received	18513556	18513557	18513557	18513557
C	Total number of shares for which voting considered invalid	3365	3365	3365	3365
D	Total number of valid votes	18510191	18510192	18510192	18510192
E	Total number of shares for which the postal ballots / electronic votes assented to the resolution	18510186	18510192	18510167	18510167
F	Total number of shares for which the postal ballots / electronic votes dissented to the resolution	5	0	25	25
G	Share of votes that assented to the resolution	99.99%	100.00%	99.99%	99.99%

b. 

K.Srinivasan

Chartered Accountant

Membership No. 021510

Partner

M.S.Jagannathan & N.Krishnaswami

Chartered Accountants

Firm Registration Number: 001208S

Coimbatore

12-Sep-2014