

July 7, 2017

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor
Plot No:C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Fax Nos: 022-26598237/
26598238/26598347/26598348
Email: cmlist@nse.co.in
Scrip: RAMCOSYS

Corporate Relationship Department

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Fax Nos: 022-22723121/ 22723719/ 22722039
Email: corp.relations@bseindia.com
Scrip: 532370

Dear Sirs,

Sub: Notice of Twentieth Annual General Meeting (AGM)

This is to inform you that the Twentieth Annual General Meeting of the members of the Company is scheduled to be held on Friday, the 4th August, 2017 at 11.45 A.M. at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108. The AGM notice is enclosed.

The Annual Report of the Company for the year 2016-17 will be submitted to you after the same is approved and adopted in the Twentieth Annual General Meeting of the Company in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you,
Yours faithfully,

For **RAMCO SYSTEMS LIMITED**



P R KARTHIC
COMPANY SECRETARY

Ramco Systems Limited

Corporate Headquarters: 64, Sardar Patel Road, Taramani, Chennai 600 113, India |
Tel: +91 44 2235 4510 / 66534000 Fax: +91 44 2235 2884 | CIN : L72300TN1997PLC037550 |
Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, India

Global Offices: India | Singapore | Malaysia | China | Hong Kong | Philippines | Australia | Dubai | USA | Canada |
United Kingdom | Germany | Switzerland | South Africa | Sudan

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 : investorcomplaints@ramco.com

Website : www.ramco.com

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



NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Ramco Systems Limited, will be held on Friday, the 4th August 2017 at 11.45 A.M. at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108 to transact the following business:

ORDINARY BUSINESS:

1. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** that the Board’s Report and the Company’s Separate (Standalone) and Consolidated Statements of Profit and Loss for the year ended 31st March 2017, Balance Sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors’ Reports thereon be and are hereby considered and adopted.”

2. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** Shri P R Venketrama Raja (DIN:00331406), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation .”

3. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** in terms of section 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, holding Firm Registration No: 001208S be and are hereby appointed as Auditors of the Company [in place of M/s. CNGSN & Associates LLP, Chartered Accountants, whose tenure as Auditors come to an end at the close of the 20th Annual General Meeting in terms of Section 139(2) of Companies Act, 2013] for five consecutive financial years commencing from the Financial Year 2017-2018 and to hold office from the conclusion of 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every intervening Annual General Meeting to be held after the 20th Annual General Meeting.

RESOLVED FURTHER THAT the Auditors shall be paid for the financial year 2017-2018, a remuneration of Rs.15,00,000/- (Rupees fifteen lakhs only) (exclusive of applicable taxes and Out-of-pocket expenses) for statutory audit.

RESOLVED FURTHER THAT for the financial year 2017-2018, the Board of Directors are authorised to fix the remuneration for certification and other matters based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT for the financial years 2018-2019, 2019-2020, 2020-2021 and 2021-2022, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

4. To consider and pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Abinav Ramasubramaniam Raja (DIN: 07273249), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 4th June 2017 and who holds office as such up to the twentieth Annual General Meeting be and is hereby appointed as a Director of the Company.”

5. To consider and pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof), approval of the members of the Company be and is hereby accorded to the appointment of Shri P V Abinav Ramasubramaniam Raja (DIN: 07273249), as a whole time key managerial personnel in the position of Manager, with the designation of Whole time Director for a period of five (5) years from June 04, 2017 to June 03, 2022, at a remuneration not exceeding 3% of the net profits of the Company for first two years and at a remuneration not exceeding 5% of the said net profits thereafter, with authority to the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, to alter and vary the remuneration, as it may deem fit and to fix the quantum, composition and periodicity of the remuneration.

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RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, not exceeding three such financial years during his tenure of five years, he shall be paid the minimum remuneration as may be determined by Board of Directors based on the recommendation of the Nomination and Remuneration Committee which shall have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration, subject however that such minimum remuneration shall not exceed double of the limit prescribed under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in case he draws remuneration as a whole time key managerial personnel from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies.

RESOLVED FURTHER THAT in addition to the above remuneration, he shall also be eligible for fees to attend Meetings of the Board or any Committee thereof or for any other purpose whatsoever as may be decided by the Board, as provided in Section 197(5) of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri P V Abinav Ramasubramaniam Raja, shall not be liable to retire by rotation during his tenure as Manager.”

By Order of the Board,
For RAMCO SYSTEMS LIMITED
P R VENKETRAMA RAJA
CHAIRMAN

Place : Rajapalayam

Date : 4th June 2017

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto. Information in respect of the Director seeking re-election as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is included in the statement.
2. **A Member entitled to attend at the meeting is entitled to appoint a Proxy to attend instead of himself and the Proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.**
3. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2016-17 are being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to Members for whom the E-mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website – www.ramco.com for their download.
4. 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 Depository Participants 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, quoting their Folio Number, to our Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: Ramco Systems Limited), by writing to them at Subramanian Building, No.1, Club House Road, Chennai 600 002, or by E-mail to investor@cameoindia.com.
5. Members who are holding shares in identical order of names in more than one account are requested to intimate to the Company, the ledger folio of such accounts together with the share certificate(s) to enable the Company to consolidate all the holdings into one account. The share certificate(s) will be returned to the members after necessary endorsements.
6. A Route Map with prominent Landmark for easy location of the venue of the meeting is given in Page No.178 as per the requirement of Clause No: 1.2.4 of the Secretarial Standard-2 on “General Meetings”.

7. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is providing members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting, through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- (i) The remote e-voting period begins at 9.00 a.m. on Tuesday, the 1st August 2017 and ends at 5.00 p.m. on Thursday, the 3rd August 2017. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. Friday, 28th July 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) 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 in points (vii) and (viii).
- (vii) Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (iv).

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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
 - (ix) 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.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for Ramco Systems Limited.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
 - (xiv) 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.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If 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.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Additional instructions for non-individual shareholders and custodians
 - a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians voting for the first time are required to log on to www.evotingindia.com and register themselves as corporates. Corporates and custodians already registered with CDSL should use their existing login details.
 - b. After registering online, scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. The admin login details will be sent by CDSL. After receiving these details, create a compliance user. 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney 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.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- IV. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 28th July 2017.

- VI. Shri K Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M S Jagannathan & N. Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
- VIII. The scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter 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, not later than three days of the conclusion of the meeting, a consolidated scrutinizer'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.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ramco.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be displayed on the notice-board at the registered office and immediately forwarded to the stock exchanges where the Company's shares are listed.

By Order of the Board,
For RAMCO SYSTEMS LIMITED

P R VENKETRAMA RAJA
CHAIRMAN

Place : Rajapalayam
Date : 4th June 2017

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.4 & 5

Based on the recommendation of the Nomination and Remuneration Committee, Shri P V Abinav Ramasubramaniam Raja was appointed as an Additional Director on the Board of the Company with effect from 4th June 2017 to hold office upto the date of the 20th Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Shri P V Abinav Ramasubramaniam Raja as a Director of the Company.

Consequent to Shri P R Venketrama Raja relinquishing the post of Managing Director from the close of business hours of 3rd June 2017, the Company had to appoint a whole time key managerial personnel in the position of Managing Director / Whole Time Director / Manager under Sec. 203(1)(i) of the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on 4th June 2017 had recommended to the Board the appointment of Shri P V Abinav Ramasubramaniam Raja as a whole time key managerial personnel in the position of Manager, with the designation as Whole Time Director of the Company and the Board of Directors at their meeting held on 4th June 2017, had approved the same, subject to the approval of the shareholders. The appointment is for a period 5 years commencing from 4th June 2017. He will not be considered as a Director who is liable to retire by rotation during his tenure as Manager.

Shri P V Abinav Ramasubramaniam Raja (DIN: 07273249), aged 23, is a graduate in Industrial Engineering from Northwestern University, USA and has undergone internship in Enam Holdings Pvt. Ltd., Mumbai as Equity Research Analyst and in The Ramco Cements Limited, Chennai, as Summer Analyst.

The Nomination and Remuneration Committee has also approved the remuneration in accordance with Schedule V of the Companies Act, 2013, which is as follows:

Terms of Remuneration:

i. When the Company is having profit:

Upto 3% of the net profits of the Company, calculated as per Section 197(1), read with Section 198 of the Companies Act, 2013, for the first two years of the tenure and upto 5% of the said net profits thereafter.

ii. When the Company is having no profit or inadequate profit:

If, in any financial year during the currency of his tenure, not being more than three such financial years over the entire tenure of five years, the Company has no profit or inadequate profit, the remuneration shall be as recommended / approved by the Nomination and Remuneration Committee and the Board, which shall not exceed the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

Based on the Company's effective capital as on 31st March 2017, the limit of yearly remuneration will be upto Rs.120 lakhs plus 0.01% of the effective capital in excess of Rs.250 crores. which can be doubled if the same is approved by the Members by way of a Special Resolution.

The said limit shall exclude the following perquisites:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- c. Encashment of leave at the end of the tenure.

iii. Effective his date of appointment, the following remuneration shall be paid, which may be revised from time to time by the Board, within the overall limits approved by the Members.

Sl. No.	Particulars	Remuneration
1	Basic Pay	Rs.720,000/- per annum
2	Other Allowances	Rs.360,000/- per annum
3	Provident Fund	12% of basic
4	Gratuity	As per Company policy
5	Superannuation	As per Company policy
6	Encashment of Leave	As per Company policy

iv. In addition to the above remuneration, he will also be eligible for any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

v. Since Shri P V Abinav Ramasubramaniam Raja is also the Managing Director of Ramco Industries Limited, his remuneration in any of the financial years during his tenure shall not exceed the higher maximum limit permissible under Schedule V of the Companies Act, 2013 in any one of the Companies viz., Ramco Systems Limited and Ramco Industries Limited.

The appointment and the remuneration are in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. Since the conditions stipulated in Schedule V of the Companies Act, 2013 are fulfilled, approval of Government of India is not required.

Shri 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 Lynks Logistics Limited

Shri P V Abinav Ramasubramaniam Raja is not a Member in Committees of the Board of the above said Companies.

He holds 1,10,332 equity shares in the Company.

Considering the responsibilities to be undertaken by Shri P V Abinav Ramasubramaniam Raja and his suitability, the Directors recommend the special resolution for Members' approval.

Disclosure of Interest:

None of the Directors and Key Managerial Personnel except Shri P R Venketrama Raja, father of Shri P V Abinav Ramasubramaniam Raja and Shri P V Abinav Ramasubramaniam Raja as appointee may be deemed to be concerned or interested financially or otherwise in the Resolution.

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Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. General Information			
Nature of industry	Information Technology (Software Products)		
Date or expected date of commencement of commercial production	Company was incorporated on 19 th February 1997 and the Certificate of Commencement of Business was dated 19th June 1997		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	The details of the standalone financial performance of the Company are given below: (Rs.Mln.)		
	Year	Revenue	Net Profit / (Loss)
	2016-17	2,779.41	506.78
	2015-16	2,620.99	143.13
2014-15	2,247.66	15.57	
Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, FIIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases. The Company has Eleven Subsidiaries the details of which are given in the Annual Report 2017 which accompanies this Notice.		
II. Information about the appointee			
Background details	Shri P V Abinav Ramasubramaniam Raja as a whole time key managerial personnel in the position of Manager, with the designation as Whole Time Director of the Company.		
Past remuneration	Nil		
Recognition or awards	Nil		
Job profile and his suitability	Shri P V Abinav Ramasubramaniam Raja (DIN 07273249), aged 23, is a graduate in Industrial Engineering from Northwestern University, USA and has undergone internship in Enam Holdings Pvt. Ltd., Mumbai as Equity Research Analyst and in The Ramco Cements Limited, Chennai, as Summer Analyst.		
Remuneration proposed	Upto 3% of the net profits of the Company, calculated as per Section 197(1), read with Section 198 of the Companies Act, 2013, for the first two years of the tenure and upto 5% of the said net profits thereafter. In case of inadequacy of profits, he shall be eligible to be paid as remuneration, an amount not exceeding double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 as may be determined by the Nomination and Remuneration Committee / Board. In case he draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies. He will also be entitled for sitting fees for meetings of the Board or its Committees attended by him.		

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is comparable to the remuneration of CEO / MD levels of similar sized Information Technology companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration, Shri P V Abinav Ramasubramaniam Raja does not have any other pecuniary relationship with the Company. He is the son of Shri P R Venketrama Raja, Chairman of the Company.
III. Other information	
Reasons of loss or inadequate profits	The Company had made profit in the financial years 2014-15, 2015-16 & 2016-17. Though the inadequacy of profits may not arise, by way of abundant caution, approval of the Members is being sought for minimum remuneration for not more than three financial years during the tenure.
Steps taken or proposed to be taken for improvement	The Company is taking continuous steps for improvement.
Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future.
IV. Disclosure: As required, the information is provided under Corporate Governance Section of Annual Report 2017.	

The Company had not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2016-17.

None of the Directors and Key Managerial Personnel except Shri P V Abinav Ramasubramaniam Raja as an appointee and Shri P R Venketrama Raja as his father, 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), Regulations, 2015.

The resolutions as set out in item nos. 4 and 5 of this Notice are accordingly commended for your approval.

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING:

As per the provisions of Section 152 of the Companies Act, 2013, Shri P R Venketrama Raja, Director, retire by rotation and is seeking re-election at the ensuing Annual General Meeting. In terms of Regulation 36(3) of SEBI (LODR) Regulations, 2015, the following information is provided in respect of Shri P R Venketrama Raja:

Shri P R Venketrama Raja aged 58, has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA in 1983. He has been on the Board of Ramco Systems Limited since 1997. He has more than 3 decades of Industrial Experience with specific knowledge in sectors like Information Technology, Cement and Textiles. His line of experience has been in the overall managerial area. He is a Member on the Board of several companies of well diversified Ramco Group including The Ramco Cements Limited. He is also the Chairperson of Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company. Shri P R Venketrama Raja holds 32,17,441 shares in the Company.

He is a Director on the Board of the following other Companies:

Sl. No.	Names of the Entities	Nature of Interest	Sl. No.	Names of the Entities	Nature of Interest
1	The Ramco Cements Limited	Chairman	14	Sri Ramco Lanka (Private) Limited, Sri Lanka	Director
2	Ramco Industries Limited	Chairman	15	Sri Ramco Roofings Lanka Private Limited – Sri Lanka	Director
3	Rajapalayam Mills Limited	Chairman	16	RCDC Securities and Investments Private Limited	Director
4	The Ramaraju Surgical Cotton Mills Limited	Director	17	Nirmala Shankar Farms & Estates Private Limited	Director
5	Sri Vishnu Shankar Mills Limited	Director	18	Sri Nithyalakshmi Farms Private Limited	Director

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Sl. No.	Names of the Entities	Nature of Interest	Sl. No.	Names of the Entities	Nature of Interest
6	Sandhya Spinning Mill Limited	Director	19	Ram Sandhya Farms Private Limited	Director
7	Sri Sandhya Farms (India) Pvt. Limited	Director	20	RSL Enterprise Solutions (Pty) Limited, South Africa	Director
8	Sri Saradha Deepa Farms Private Limited	Director	21	Ramco Systems Canada Inc., Canada	Director
9	Nalina Agricultural Farms Private Ltd	Director	22	Rajapalayam Textile Limited	Director
10	Ramco Systems Corporation, USA	Director	23	Ramco Systems FZ-LLC	Director
11	Ramco Systems Ltd., Switzerland	Director	24	Ramco Systems Australia Pty Limited, Australia	Director
12	Ramco Systems Sdn Bhd., Malaysia	Director	25	Ramamandiram Agricultural Estate Private Ltd.	Director
13	Ramco Systems Pte. Ltd., Singapore	Director	26	Lynks Logistics Limited	Director

Shri P R Venketrama Raja is a Member in the following Committees of the Board.

Sl. No.	Name of the Company	Name of the Committee	Position
1.	The Ramco Cements Limited	Audit Committee	Member
		Project Management Committee	Member
		Stakeholders Relationship Committee	Chairman
		Share/Debenture Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
2.	Ramco Industries Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Chairman
3.	Ramco Systems Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Allotment Committee	Member
		Fund Raising Committee	Member
		Rights Issue 2013 Comiittee	Member
4.	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
5.	The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Member

Disclosure of Interest:

None of the Directors and Key Managerial Personnel and their relatives except Shri P R Venketrama Raja as appointee and Shri P V Abinav Ramasubramaniam Raja, his son, are concerned or interested financially or otherwise in the Resolution.

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

P R VENKETRAMA RAJA
CHAIRMAN

Place : Rajapalayam
Date : 4th June 2017

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 : investorcomplaints@ramco.com
Website : www.ramco.com
PHONE : +91 44 2235 4510 / 6653 4000, Fax : +91 44 2235 2884

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :
Registered address :
E-mail ID :
Folio No/DP ID - Client ID :

I/We, being the Member (s) holding shares of the above named Company, hereby appoint

- Name : Address :
E-mail Id : Signature:, or failing him
- Name : Address :
E-mail Id : Signature:, or failing him
- Name : Address :
E-mail Id : Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Friday, the 4th August 2017 at 11.45 A.M. at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
Ordinary Business	
1.	Adoption of Financial Statements for the year ended 31 st March 2017
2.	Appointment of director in the place of Shri P R Venketrama Raja (DIN: 00331406), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, holding Firm Registration No: 001208S as Auditors in place of M/s. CNGSN & Associates LLP, Chartered Accountants, as Auditors.
Special Business	
4.	Appointment of Shri P V Abinav Ramasubramaniam Raja (DIN: 07273249), as Director of the Company
5.	Appointment of Shri Abinav Ramasubramaniam Raja (DIN: 07273249) as a whole time key managerial personnel in the position of Manager, with the designation as Whole Time Director.

Signed this day of2017.

Signature of Shareholder

Signature of Proxy holder(s)

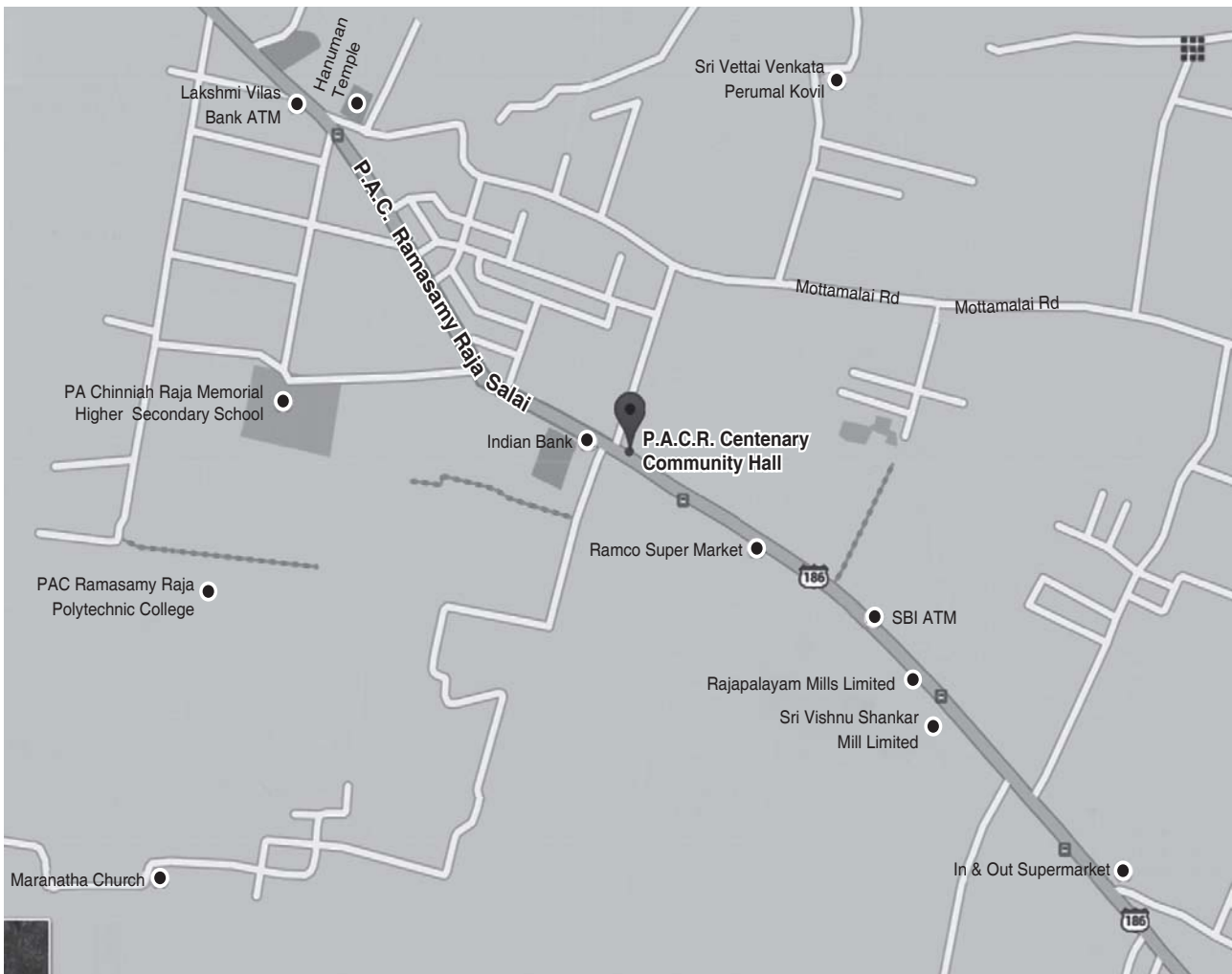
Member's Signature

Affix Re 1/-
Revenue
Stamp

Note: A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Map Showing location of venue of 20th Annual General Meeting

Venue Address : P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, TN



Land Mark: Near Indian Bank

Distance from Rajapalayam Bus Stand : 3.5 KM

Distance from Rajapalayam Railway Station : 3.9 KM