

4th August 2017

National Stock Exchange of India Ltd Plot No:C/1, G Block Exchange Plaza, 5 th Floor Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax Nos: 022-26598237/ 26598238/26598347/26598348 Email: cmlist@nse.co.in Scrip: RAMCOSYS-EQ	Corporate Relationship Department BSE Ltd., Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Fax Nos: 022-22723121/ 22723719/ 22722039 Email: corp.relations@bseindia.com Scrip: 532370
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Dear Sirs,

Sub: Proceedings of 20th Annual General Meeting (AGM) held on 4th August, 2017

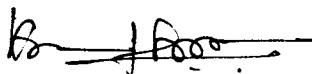
Pursuant to Clause 13 of Schedule III, Part A, Para A read with Regulation 30 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we submit the proceedings of the 20th Annual General Meeting held on 4th August, 2017.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully

For **RAMCO SYSTEMS LIMITED**



P R KARTHIC
COMPANY SECRETARY



Encl: As above

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 |
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PROCEEDINGS OF 20TH ANNUAL GENERAL MEETING

Name of the Company	- Ramco Systems Limited
Day & Date	- Friday, the 4 th August 2017
Venue	- P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam – 626 108
Time of Commencement	- 11.45 AM
Time of Conclusion	- 12.30 PM

Attendance / Holding		No. of Persons	Aggregate No. of Shares held
Attended in Person	:	32	1,59,27,272
Attended through Proxy	:	-	-

The following Directors were present at the Meeting:

- | | |
|---|---|
| 1. Shri P R Venketrama Raja | - Chairman & Chairman of Stakeholders' Relationship Committee |
| 2. Shri P V Abinav Ramasubramaniam Raja | - Whole-Time Director |
| 3. Shri M M Venkatachalam | - Director, Chairman of Nomination and Remuneration Committee and Member of Audit Committee |
| 4. Shri V Jagadisan | - Director |
| 5. Shri A V Dharmakrishnan | - Director |
| 6. Shri R S Agarwal | - Director |

Auditors present:

- | | |
|----------------------|---|
| 1. Shri K Srinivasan | - Representing M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants (Proposed Statutory Auditors) |
| 2. Shri K Sriram | - Representing M/s. S Krishnamurthy & Co., Company Secretaries, Secretarial Auditor |

The following executives were present at the meeting:

In Attendance:

- | | |
|------------------|---------------------|
| Shri P R Karthic | - Company Secretary |
|------------------|---------------------|

By Invitation:

- | | |
|---------------------------|---------------------------|
| Shri R Ravi Kula Chandran | - Chief Financial Officer |
|---------------------------|---------------------------|

Scrutiniser present:

- | |
|---|
| - Shri K Srinivasan, Partner,
M/s. M.S. Jagannathan &
N. Krishnaswami,
Chartered Accountants |
|---|

Shri P R Venketrama Raja, Chairman of the Company, presided over the meeting.

The Chairman confirmed that the quorum was present and called the meeting to order.

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

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The Chairman informed the gathering about the passing away of Shri P R Ramasubrahmaneya Rajha, the Company's former Chairman on 11th May 2017. The Members observed silence for a minute as a mark of respect to the departed soul.

The Chairman thanked the shareholders for being a pillar of support to Shri P R Ramasubrahmaneya Rajha and to the Company all along. He sought their continued co-operation and support in the years to come as well. He also assured that he and the Management Team would assiduously follow the vision and path set by the former Chairman and would strive to take the Company to newer heights.

The Chairman introduced the Directors present. He informed that Smt. Soundara Kumar, Director and Chairperson of the Audit Committee could not attend the meeting due to her pre-occupation. However, Shri M M Venkatachalam, Director who was the Audit Committee Chairman till 3rd June 2017 represented the Audit Committee. He also informed that a letter dated 1st August 2017, requesting exemption from attending the AGM was received from M/s. CNGSN & Associates LLP, Chartered Accountants, Statutory Auditors.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013, Auditors' Report, Secretarial Auditor's report and Certificate from the Statutory Auditors under Securities and Exchange Board of India (SEBI) Regulations regarding implementation of Employee Stock Option Schemes/ Plan in accordance with the resolution of the company in general meeting were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Board's Report, Financial Statements comprising Separate (Standalone) and Consolidated Statement of Profit & Loss of the Company for the year ended 31st March 2017, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date, Auditors' Report to the Shareholders and Secretarial Auditor's Report, having already been circulated to the Members were taken as read. It was noted that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report. It was also noted that there were no qualifications, observations or comments or other remarks, in the Secretarial Audit Report.

The Chairman briefed the performance of the Company and clarified the queries raised by the members.

The Chairman thanked the retiring Statutory Auditors M/s. CNGSN & Associates LLP, Chartered Accountants for their valuable services rendered to the Company during their tenure.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 1st August 2017 and ended at 5.00 PM on 3rd August 2017. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.

The Chairman informed the Members that Shri K Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M S Jagannathan & N Krishnaswami, Chartered Accountants had been appointed as the Scrutiniser to scrutinise the e-voting and the ballot process in a fair and transparent manner.

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The Company Secretary read out the resolutions on which the Members were required to vote.

ORDINARY BUSINESS:

RESOLUTION NO: 1

"RESOLVED 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."

RESOLUTION NO: 2

"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 ."

RESOLUTION NO: 3

"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."



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SPECIAL BUSINESS:

RESOLUTION NO: 4 - 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."

RESOLUTION NO: 5 - 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.

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."

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The Chairman informed the Members that in accordance with Rule 20(4)(xii) and its Proviso of the Companies (Management and Administration) Rules, 2014, the Company Secretary had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to Central Depository Services India Limited immediately after the declaration of result for placing on their website.

The results would also be submitted to the stock exchanges within 48 hours of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

The meeting ended with a vote of thanks to the Chair.



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