

July 12, 2019

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No:C/1, G Block

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

Scrip: RAMCOSYS

BSE Ltd.

Corporate Relationship Department

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400 001

Scrip: 532370

Dear Sir,

Sub: Notice of Twenty Second Annual General Meeting

Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of Notice sent to Shareholders, informing them about convening of the Twenty Second Annual General Meeting of our Company at 11.45 A.M. on Thursday, the 8th August 2019 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108.

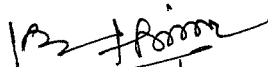
The said Notice is being despatched / sent to the shareholders by the permitted mode(s) and is also available on the Company's website.

Kindly take the above on record.

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 / 6653 4000, 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

www.ramco.com

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 Twenty Second Annual General Meeting of the Members of Ramco Systems Limited, will be held on Thursday, the 8th August 2019 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** the Board’s Report and the Company’s Separate (Standalone) and Consolidated Audited Financial Statements for the year ended 31st March 2019, 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 be and is hereby reappointed as a Director of the Company”.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Justice Shri P P S Janarthana Raja (Retd.) (DIN:06702871), appointed by the Board of Directors in the category of Independent Director as an Additional Director on 29th August 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of the Twenty Second Annual General Meeting, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of five (5) consecutive years from the date of his appointment, viz., 29th August 2018 ”.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, Shri Sankar Krishnan (DIN:01597033), who was co-opted by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director with effect from 22nd May 2019, and who holds such office upto the date of the Twenty Second Annual General Meeting, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV and such other provisions as applicable, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Soundara Kumar (DIN:01974515), Independent Director of the Company, whose term ends on 26th March 2020 be reappointed as Independent Director for another term of five (5) consecutive years starting from 27th March 2020 to 26th March 2025”.

By Order of the Board,
For RAMCO SYSTEMS LIMITED

Place : Chennai
Date : 22nd May 2019

P R VENKETRAMA RAJA
CHAIRMAN

Ramco Systems Limited, INDIA

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 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. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting has been done away with vide notification dated 7th May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, who were appointed as Auditors for a period of five (5) years in the 20th Annual General Meeting held on 4th August 2017.
4. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2018-19 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.
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 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.
6. 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.
7. A route map with prominent landmark for easy location of the venue of the meeting is given in Page No.192 as per the requirement of Clause No: 1.2.4 of the Secretarial Standard-2 on "General Meetings".
8. 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) Regulations, 2015, the Company is providing remote e-voting facility through the e-voting platform provided by Central Depository Services (India) Limited (CDSL) to enable members to exercise to their right to vote at the 22nd Annual General Meeting by electronic means and the business may be transacted through such voting.
 - 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 Monday, the 5th August 2019 and ends at 5.00 p.m. on Wednesday, the 7th August 2019. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date viz., Thursday, 1st August 2019, 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). |

- (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.

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- (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
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.
- a) 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.
- b) 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.
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.
- c) 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.

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.com 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 1st August 2019.
- I. Shri K Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutiniser to scrutinise the remote e-voting process and ballot process at the AGM, in a fair and transparent manner.
- II. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiniser, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- III. The scrutiniser shall, immediately after the conclusion of voting at the AGM, 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 forty eight hours of the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or any Director or Chief Executive Officer or Chief Financial Officer or Company Secretary who shall countersign the same and shall declare the consolidated result of the remote e-voting and ballot process at the AGM.
- VI. The Results declared along with the report of the scrutiniser 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 authorised 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

Place : Chennai
Date : 22nd May 2019

P R VENKETRAMA RAJA
CHAIRMAN

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. 3

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Justice Shri P P S Janarthana Raja (Retd.) (DIN:06702871) as an Additional Director on 29th August 2018, under Non-Executive Independent Director category.

Justice Shri P P S Janarthana Raja (Retd.), a graduate in Law from the Madras Law College, had been in active practice mainly on the Taxation matters for the past four decades from 1977. He was appointed as an Additional Judge of High Court of Madras during December, 2005 and had become a Permanent Judge of the High Court from April, 2007. After a term of seven (7) years as High Court Judge, he retired on 21st January 2013.

In terms of Section 161(1) of the Companies Act, 2013, Justice Shri P P S Janarthana Raja (Retd.) holds office as Additional Director up to the date of this Annual General Meeting.

Justice Shri P P S Janarthana Raja (Retd.), 68 years is proposed to be appointed as an Independent Director for five (5) consecutive years from the date of his appointment i.e., 29th August 2018. He has furnished a declaration pursuant to section 149(6) of the Companies Act, 2013 that he meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Justice Shri P P S Janarthana Raja (Retd.) fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

He is also the Member of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee of the Company.

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

| Sl. No. | Names of the Entities | Nature of Interest | Sl. No. | Names of the Entities | Nature of Interest |
|---------|------------------------------------|--------------------|---------|--|--------------------|
| 1. | Muthialpet Higher Secondary School | Director | 3. | The Ramaraju Surgical Cotton Mills Limited | Director |
| 2. | Rajapalayam Mills Limited | Director | | | |

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

| Sl. No | Name of the Company | Name of the Committee | Position Held |
|--------|--|---|---------------|
| 1. | Rajapalayam Mills Limited | Audit Committee | Chairperson |
| | | Nomination & Remuneration Committee | Chairperson |
| | | Corporate Social Responsibility Committee | Member |
| | | Stakeholders Relationship Committee | Member |
| 2. | The Ramaraju Surgical Cotton Mills Limited | Audit Committee | Chairperson |

He does not hold any shares in the Company.

A copy of the letter of appointment issued to Justice Shri P P S Janarthana Raja (Retd.) would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Justice Shri P P S Janarthana Raja (Retd.), being the appointee, none of the 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 LODR.

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Item No.4

The members, at the Twenty First Annual General Meeting held on 3rd August 2018, approved the appointment of Shri Sankar Krishnan (DIN:01597033) as an Independent Director for a tenure of five (5) consecutive years from 11th May 2018.

The Company had received a letter dated 22nd May 2019 from Shri Sankar Krishnan informing that he had been engaged by The Ramco Cements Limited (TRCL) as an Advisor in his professional capacity and that the fees payable by TRCL to him for the financial year 2019-20 may exceed 10% of his total income for the said financial year.

The Company is an associate of TRCL, which holds 17.71% of shares and which is part of the Promoter Group.

Thus, as per Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, on account of his above specified pecuniary relationship with TRCL, his status as an Independent Director was affected. Hence, he ceased to be an Independent Director with effect from 22nd May 2019.

Considering his expertise and contribution to the Company and his possession of skill sets that would be required for the Board of Directors, the Nomination and Remuneration Committee and the Board of Directors felt that his continuity in the Board would be in the best interests of the Company. Hence, he was re-categorised and appointed as an Additional Director, in the category of Non-Executive Non-Independent Director with effect from 22nd May 2019. Since, as an Additional Director he will be holding office only till the Twenty Second Annual General Meeting, he is being recommended for appointment as a Non-Executive Non-Independent Director, liable to retire by rotation.

Shri Sankar Krishnan, 51 years, is a B.Tech, Computer Science and Engineering from the College of Engineering, Trivandrum and an MBA from the Indian Institute of Management – Ahmedabad. He is an ex-partner of McKinsey & Company, who led McKinsey's healthcare practice, initially in India, and then in Greater China. During his 14 years at McKinsey, he focused on healthcare, serving a variety of multinational and local pharmaceutical companies, government and quasi-government bodies, hospital chains and health insurance companies across India, China, Israel and West Asia and South East Asia. His primary areas of expertise include organisational and leadership development, sales and marketing and operations. He left McKinsey in July 2006, to set up as an independent consultant in the not-for-profit sector in Asia. He was also the Pro Vice Chancellor of Ashoka University, Sonapat.

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

| Sl. No. | Names of the Entities | Nature of Interest | Sl. No. | Names of the Entities | Nature of Interest |
|---------|---------------------------|--------------------|---------|--|--------------------|
| 1. | Shri Harini Media Limited | Director | 2. | Simprints Technology Limited, United Kingdom | Director |

He is the Member of Audit Committee and Nomination and Remuneration Committee of the Company.

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

| Sl. No. | Name of the Company | Name of the Committee | Position Held |
|---------|---------------------------|-------------------------------------|---------------|
| 1. | Shri Harini Media Limited | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Member |
| | | Compensation Committee | Member |

He does not hold any shares in the Company.

Disclosure of Interest:

Except Shri Sankar Krishnan, being the appointee, none of the 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 LODR.

Item No.5

Smt. Soundara Kumar (DIN:01974515) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 6th August 2015, Smt. Soundara Kumar was appointed as Independent Director of the Company, for a period of five (5) consecutive years from 27th March 2015 to 26th March 2020. In accordance with Section 149(10) of the Companies Act, 2013, she is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Smt. Soundara Kumar, as an Independent Director and found the same to be satisfactory and her contributions to the deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 22nd May 2019 had recommended to extend the term of office of Smt. Soundara Kumar by reappointing her for another period of five (5) years from 27th March 2020 to 26th March 2025.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Smt. Soundara Kumar fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Smt. Soundara Kumar is eligible for sitting fee for attending Board / Committee Meetings and Meeting of Independent Directors as applicable to the Directors from time to time. Her reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

Her reappointment has been included as Special Resolution and the Board of Directors recommend her reappointment.

Her Profile in brief is given below:-

Smt. Soundara Kumar, 64 years, holds a bachelor's degree in science and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB), she joined the State Bank of India as a Direct Recruit Officer and had worked for 39 years as officer in State Bank of India from 1975 to 2014 with various responsibilities including managing Bank's business while ensuring smooth merger with State Bank of India. She served as the Managing Director of State Bank of Indore from 2008 to 2010 and also served as Deputy Managing Director and Group Executive of Stressed Assets Management of State Bank of India. She headed Wholesale Banking Credit Committee at Corporate Centre, for over three years, evaluating high-value commercial credit proposals including project finance for infrastructure. She also headed Credit Committees at State Bank of Indore, SBI Bangalore Circle served on the Boards of SIDBI Ventures, SBICI (State Bank of India Commercial and International Bank Ltd.) and CERSAI (Central Registry of Securitization Asset Reconstruction and Securities Interest). She was a permanent member of Corporate Centre Investment Committee and Credit Policies and Procedures Committee.

She has been on the Board of Ramco Systems Limited since 27th March 2015.

She is also the Chairperson of Audit Committee of the Company.

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

| Sl. No. | Names of the Entities | Nature of Interest | Sl. No. | Names of the Entities | Nature of Interest |
|---------|--------------------------------------|----------------------|---------|--|--------------------|
| 1. | Rajapalayam Mills Limited | Director | 5. | Sundaram Trustee Company Limited | Director |
| 2. | Tamilnadu Newsprint & Papers Limited | Director | 6. | Orchid Pharma Limited | Nominee Director |
| 3. | Bank of Baroda | Shareholder Director | 7. | Sundaram BNP Paribas Fund Services Limited | Director |
| 4. | Shanthi Gears Limited | Director | | | |

She is also a Member in the following Committees of other Companies:-

| Sl. No. | Name of the Company | Name of the Committee | Position Held |
|---------|--|-------------------------------------|---------------|
| 1. | Shanthi Gears Limited | Audit Committee | Chairperson |
| 2. | Sundaram Trustee Company Limited | Audit Committee | Member |
| 3. | Sundaram BNP Paribas Fund Services Limited | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Chairperson |
| 4. | Tamilnadu Newsprint & Papers Limited | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Member |

She does not hold any shares in the Company.

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The draft letter of reappointment for Smt. Soundara Kumar as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Smt. Soundara Kumar, being the appointee, none of the 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 LODR.

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 (DIN:00331406), Director, retires by rotation and is seeking re-election at the ensuing Annual General Meeting.

Shri P R Venketrama Raja, 60 years, 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. Shri P R Venketrama Raja holds 33,53,366 shares in the Company.

He is also a Director in 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 & Managing Director | 14. | Ramamandiram Management Consultancy Private Limited | Director |
| 2. | Ramco Industries Limited | Chairman | 15. | Ramco Management Private Limited | Director |
| 3. | Rajapalayam Mills Limited | Chairman | 16. | Rajapalayam Chamber of Commerce and Industry | Director |
| 4. | The Ramaraju Surgical Cotton Mills Limited | Director | 17. | Sri Ramco Lanka (Private) Limited, Sri Lanka | Director |
| 5. | Sri Vishnu Shankar Mills Limited | Director | 18. | Sri Ramco Roofings Lanka Private Limited, Sri Lanka | Director |
| 6. | Sandhya Spinning Mill Limited | Director | 19. | Ramco Systems Corporation, USA | Director |
| 7. | Sri Sandhya Farms (India) Pvt. Limited | Director | 20. | Ramco Systems Ltd., Switzerland | Director |
| 8. | Ramamandiram Agricultural Estate Private Ltd. | Director | 21. | Ramco Systems Sdn Bhd., Malaysia | Director |
| 9. | Lynks Logistics Limited | Director | 22. | Ramco Systems Pte. Ltd., Singapore | Director |
| 10. | RCDC Securities and Investments Private Limited | Director | 23. | RSL Enterprise Solutions (Pty) Limited, South Africa | Director |
| 11. | Ram Sandhya Farms Private Limited | Director | 24. | Ramco Systems Canada Inc., Canada | Director |
| 12. | Rajapalayam Textile Limited | Director | 25. | Ramco Systems FZ-LLC, Dubai | Director |
| 13. | Nirmala Shankar Farms & Estates Private Limited | Director | 26. | Ramco Systems Australia Pty Limited, Australia | 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 |
| | | Stakeholders Relationship Committee | Member |
| | | Corporate Social Responsibility Committee | Member |
| | | Risk Management Committee | Member |
| | | Nomination and Remuneration Committee | Member |
| 2. | Ramco Industries Limited | Audit Committee | Member |
| | | Stakeholders Relationship Committee | Chairperson |
| | | Corporate Social Responsibility Committee | Chairperson |
| | | Risk Management Committee | Chairperson |
| 3. | Ramco Systems Limited | Stakeholders' Relationship Committee | Chairperson |
| | | Corporate Social Responsibility Committee | Chairperson |
| | | Allotment Committee | Member |
| | | Fund Raising Committee | Member |
| 4. | Rajapalayam Mills Limited | Stakeholders Relationship Committee | Chairperson |
| | | Corporate Social Responsibility Committee | Chairperson |
| 5. | The Ramaraju Surgical Cotton Mills Limited | Stakeholders Relationship Committee | Chairperson |
| | | Corporate Social Responsibility Committee | Chairperson |
| 6. | Sandhya Spinning Mill Limited | Corporate Social Responsibility Committee | Chairperson |
| 7. | Sri Vishnu Shankar Mills Limited | Corporate Social Responsibility Committee | Chairperson |
| | | Share Transfer Committee | Chairperson |

Disclosure of Interest:

Except Shri P R Venketrama Raja as an appointee and Shri P V Abinav Ramasubramaniam Raja as his relative, none of the other Directors and Key Managerial Personnel of the Company 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 LODR.

By Order of the Board,
For RAMCO SYSTEMS LIMITED

Place : Chennai
Date : 22nd May 2019

P R VENKETRAMA RAJA
CHAIRMAN

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



ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

DP ID : Folio No. :
Client ID : No. of shares :
Name and address of the Member/Proxy*:

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company held on Thursday, the 8th August 2019 at 11.45 A.M at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108.

.....
Signature of Member / Proxy Attending

*(To be filled in, if the proxy attends instead of the Member)

Note: Members and their proxies would be allowed to attend the meeting on production of this slip duly completed and signed. Duplicate attendance slips will not be issued at the venue of the meeting.

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

- 1. Name : Address :
E-mail Id : Signature:, or failing him
- 2. Name : Address :
E-mail Id : Signature:, or failing him
- 3. 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 22nd Annual General Meeting of the Company, to be held on Thursday, the 8th August 2019 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 overleaf:

Signed this day of2019.
Signature of Shareholder
Signature of Proxy holder(s)
Member's Signature



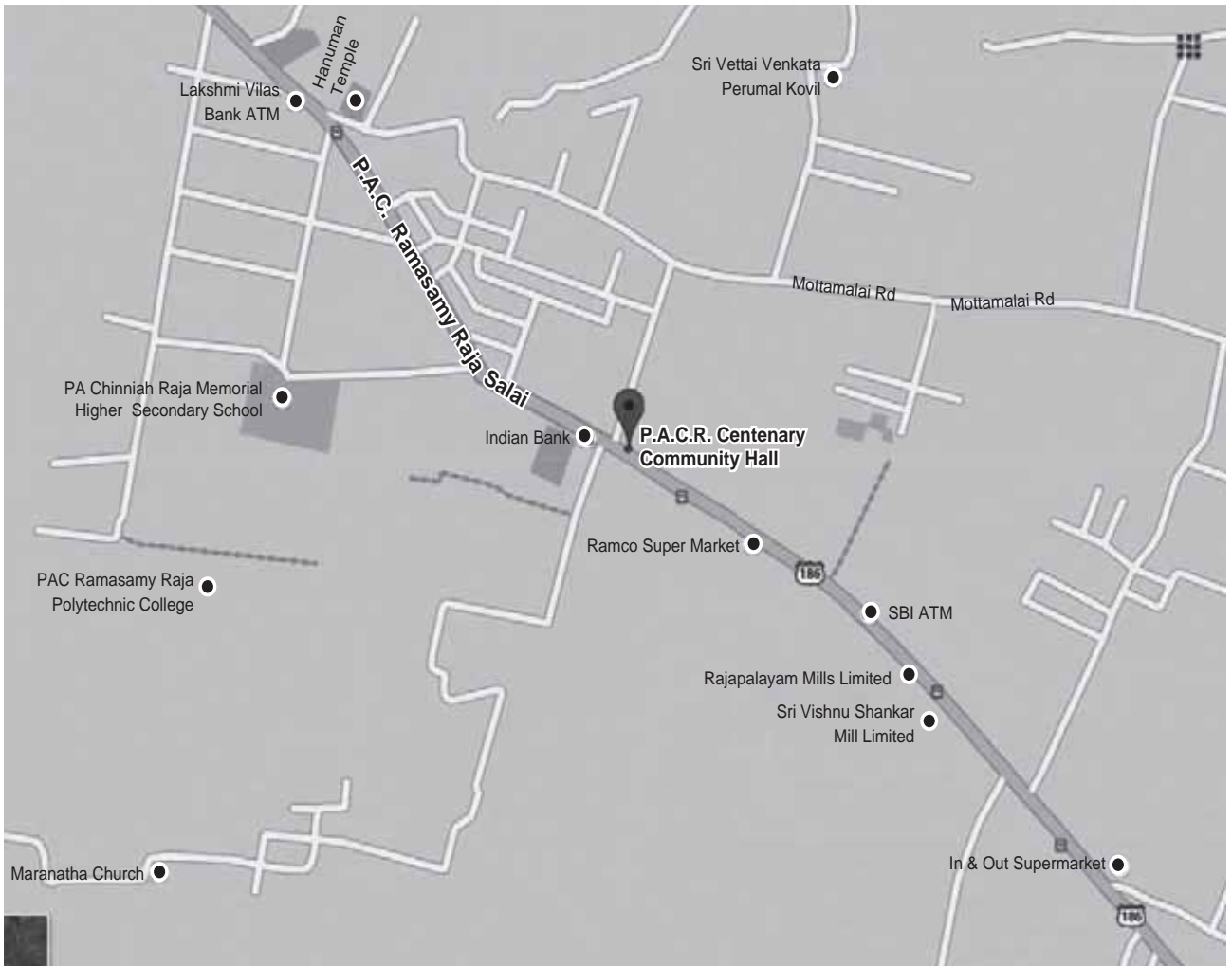
Note: A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy must be received at the Registered Office of the Company, not less than 48 hours before the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

| Resolution No | Resolutions |
|--------------------------|--|
| Ordinary Business | |
| 1. | Adoption of Audited Financial Statements for the year ended 31 st March 2019. |
| 2. | Appointment of Shri P R Venketrama Raja (DIN:00331406), a Director retiring by rotation. |
| Special Business | |
| 3. | Appointment of Justice Shri P P S Janarthana Raja (Retd.) (DIN:06702871), as an Independent Director of the Company. |
| 4. | Appointment of Shri Sankar Krishnan (DIN:01597033), as Non-Executive Non-Independent Director of the Company. |
| 5. | Reappointment of Smt. Soundara Kumar (DIN:01974515), as an Independent Director of the Company. |

Ramco Systems Limited, INDIA

Map Showing location of venue of 22nd 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