

**August 21, 2024**

**National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5<sup>th</sup> 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**

**Sub: Voting Results and Consolidated Scrutinizer Report of Ramco Systems Limited**

We wish to inform you that the 27<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, the August 21, 2024, through Video Conferencing / Other Audio Visual Means and all the resolutions transacted at the said meeting had been passed with requisite majority.

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results are enclosed.

In compliance with Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report issued by Mr. K Srinivasan, Chartered Accountant, Partner of M S Jagannathan & N Krishnaswami, Chartered Accountants, Scrutiniser is enclosed.

Kindly take on record the same.

Thanking you,

For **RAMCO SYSTEMS LIMITED**

**VIJAYA RAGHAVAN N E**  
**COMPANY SECRETARY**

Encl: 27<sup>th</sup> AGM Voting Results and Scrutinizers Report

**Ramco Systems Limited**

**Corporate Office:** 64, Sardar Patel Road, Taramani, Chennai 600 113, Tamilnadu, India.  
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 5704 | CIN : L72300TN1997PLC037550

**Registered Office:** 47, P.S.K. Nagar, Rajapalayam 626 108, Tamilnadu, India.

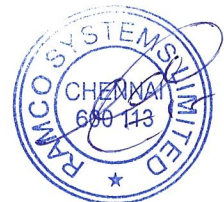
**Global Offices:** India | Singapore | Malaysia | Indonesia | HongKong | China | Vietnam | Macau | Japan | Philippines | Australia | New Zealand | UAE | Saudi Arabia | USA | Canada | United Kingdom | Germany | Switzerland | Spain | Sudan | South Africa

[www.ramco.com](http://www.ramco.com)

General information about company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOTLISTED
ISIN	INE246B01019
Name of the company	RAMCO SYSTEMS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-08-2024
Start time of the meeting	10:00 AM
End time of the meeting	10:40 AM

Scrutinizer Details	
Name of the Scrutinizer	K Srinivasan
Firms Name	M S Jagannathan and N Krishnaswami
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	21-05-2024
Date of Issuance of Report to the company	21-08-2024

Voting results	
Record date	14-08-2024
Total number of shareholders on record date	33823
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	17
b) Public	56
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Companys Separate Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19839750	19839750	100	19839750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19839750	19839750	100	19839750	0	100
Public-Institutions	E-Voting	5721541	2081352	36.3775	2081352	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5721541	2081352	36.3775	2081352	0	100
Public- Non Institutions	E-Voting	11463233	1306538	11.3976	1306484	54	99.9959	0.0041
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11463233	1306538	11.3976	1306484	54	99.9959
Total		37024524	23227640	62.7358	23227586	54	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	6323
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Sankar Krishnan DIN 01597033 as a Director liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19839750	19839750	100	19839750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19839750	19839750	100	19839750	0	100
Public-Institutions	E-Voting	5721541	2081352	36.3775	2081325	27	99.9987	0.0013
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5721541	2081352	36.3775	2081325	27	99.9987
Public- Non Institutions	E-Voting	11463233	1306538	11.3976	1306466	72	99.9945	0.0055
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11463233	1306538	11.3976	1306466	72	99.9945
Total		37024524	23227640	62.7358	23227541	99	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	6323
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Mr P V Abinav Ramasubramaniam Raja DIN 07273249 as a Director and whole time Key Managerial Personnel in the position of Manager with the designation as Whole Time Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	19839750	19839750	100	19839750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	19839750	19839750	100	19839750	0	100	0
Public- Institutions	E-Voting	5721541	2081352	36.3775	2069833	11519	99.4466	0.5534
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5721541	2081352	36.3775	2069833	11519	99.4466	0.5534
Public- Non Institutions	E-Voting	11463233	1306538	11.3976	1306456	82	99.9937	0.0063
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11463233	1306538	11.3976	1306456	82	99.9937	0.0063
Total		37024524	23227640	62.7358	23216039	11601	99.9501	0.0499
Whether resolution is Pass or Not.								Yes
<b>Details of Invalid Votes</b>								
Category						No. of Votes		
Promoter and Promoter Group								
Public Insitutions						6323		
Public - Non Insitutions								

For Ramco Systems Limited

*Vijaya Raghavan N E*  
Vijaya Raghavan N E  
Company Secretary

**Srinivasan Krishnaswami**  
**Chartered Accountant**

21<sup>st</sup> August 2024

The Chairman  
The Ramco Systems Limited  
47, P.S.K Nagar  
Rajapalayam - 626108

Dear Sir,

**Sub:** Remote e-voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 27<sup>th</sup> Annual General Meeting (AGM) on 21<sup>st</sup> August 2024 conducted through Video Conferencing (VC) - Scrutiniser's Consolidated Report.

I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 27<sup>th</sup> AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE), the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Ministry of Corporate Affairs' (MCA) General circular dated 25<sup>th</sup> September 2023 and SEBI circular dated 7<sup>th</sup> October 2023.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

**Ordinary Business : 1**

*To consider and adopt:*

- a. *the Report of the Board of Directors, Audited Separate (Standalone) Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon; and*
- b. *the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.*

**"RESOLVED THAT** the Board's Report and the Company's Separate (Standalone) and Consolidated Audited Financial Statements for the financial year ended March 31, 2024 and the Auditors' Reports thereon be and are hereby considered and adopted".

**Ordinary Business : 2**

*To consider and appoint a Director in place of Mr. Sankar Krishnan (DIN: 01597033), who retires by rotation and being eligible, has offered himself for re-appointment:*



G7, Parn Paradise  
46 GN Chetty Road  
T Nagar Chennai 600017

G5, Abirami Apartments  
14 V O C Road  
Cantonment Trichy 620001

Tel: +91 93817 21405  
e-mail: srinivasan.k@msjandnk.in  
Web: www.msjandnk.in

**Srinivasan Krishnaswami**  
**Chartered Accountant**

*“RESOLVED THAT Mr. Sankar Krishnan (DIN: 01597033), who retires by rotation being eligible and willing for re-appointment and recommended by the Nomination and Remuneration Committee and the Board of Directors for re-appointment, be and is hereby re-appointed as a Director of the Company, subject to retirement by rotation on such remuneration as may be fixed by the Board of Directors”.*

**Special Business : 3**

*To consider and if though fit, pass the following resolution as a **SPECIAL RESOLUTION**:*

*To consider and approve the re-appointment of Mr. P V Abinav Ramasubramaniam Raja as a whole time key managerial personnel in the position Manager with the designation as Whole Time Director.*

*“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. P V Abinav Ramasubramaniam Raja (DIN: 07273249), as a Director and whole time key managerial personnel, in the position of Manager with the designation as Whole Time Director, for a further period of 3 (three) years from June 04, 2024 to June 03, 2027 on a remuneration not exceeding 5% of the net profits of the Company, calculated as per Section 197(1), read with Section 198 of the Companies Act, 2013, with authority to the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, to alter and vary the terms of remuneration, as it may deem fit and to fix the quantum, components and periodicity of the remuneration.*

***RESOLVED FURTHER THAT** in case he draws remuneration as a whole time key managerial personnel from another Company, the quantum of remuneration payable by the Company shall be determined in such a manner that the total remuneration payable by both the Companies (in the aggregate) shall not exceed the higher maximum limit permissible for any one of the Companies.*

***RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, 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 within the limit prescribed under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.*

***RESOLVED FURTHER THAT** in addition to the above remuneration, he shall also be eligible for fees to attend Meetings of the Board or any Committees 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.*



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**RESOLVED FURTHER THAT** *Mr. P V Abinav Ramasubramaniam Raja, shall not be liable to retire by rotation during his above specified tenure”.*

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.
4. No Shares were lying in Investor Education Protection Fund (IEPF) and Escrow accounts.
5. Central Depository Services (India) Limited (CDSL), the agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 240718013 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. 14<sup>th</sup> August 2024 was fixed as the cut-off date for determining the eligibility to vote.
7. The remote e-voting facility prior to the AGM was made available from 9.00 AM on 18<sup>th</sup> August 2024 to 5.00 PM on 20<sup>th</sup> August 2024.
8. The Company Secretary announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.
9. The prescribed particulars with regard to the remote e -voting process were duly advertised on 18th July 2024 in Business Standard (English – All Editions), 19th July 2024 in Makkal Kural (Tamil - All Editions) and 23rd July 2024 both in Business Standard (English – All Editions) and in Makkal Kural (Tamil - All Editions). The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company's Registrar and Share Transfer Agent.
10. The Company completed the despatch of Annual Report 2023-24 containing Notice, Board's Report, Corporate Governance Report, Business Responsibility and Sustainability Report, Management Discussion and Analysis Report, Secretarial Auditor's Report, Statutory Auditor's Report and Financial Statements by email to 33,139 Members on 20th July 2024. Further, the Company had sent email to 1,641 Members on 17th August 2024 containing the Annual Report individually to the Shareholders who acquired the shares after 13th July 2024, till the cut-off date and holding shares as on the cut-off date.



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**Srinivasan Krishnaswami**  
**Chartered Accountant**

11. Annual Report 2023-24 and Notice convening the 27<sup>th</sup> AGM was also sent to the Directors and Auditors on 20<sup>th</sup> July 2024 and filed with NSE and BSE on their online portal on the same date and uploaded on the website of the Company.

Physical copies of the 27<sup>th</sup> AGM Notice and Annual Report were sent to the Members, those who had specifically requested for the same, in view of the exemption provided by MCA and SEBI vide their Circulars referred above.

12. On the completion of the e-voting process:
- 12.1 I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
- 12.2 I scrutinised the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.

13. I have also verified and confirm that:

13.1. No member who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.

14. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.

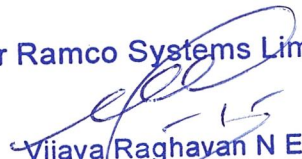
15. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution Number	Total No. of Ballots	Total No. of Votes	Invalid Votes		Total Valid Votes	Votes cast in favour			Votes cast against		
			No. of Ballots	Total Invalid Votes		No. of Ballots	No. of Votes	Percentage of votes	No. of Ballots	No. of Votes	Percentage of votes
1	87	23,233,963	1	6,323	23,227,640	84	23,227,586	99.9998%	2	54	0.0002%
2	87	23,233,963	1	6,323	23,227,640	81	23,227,541	99.9996%	5	99	0.0004%
3	87	23,233,963	1	6,323	23,227,640	78	23,216,039	99.9501%	8	11,601	0.0499%

16. All the Three resolutions have been passed with requisite majority.

  
Srinivasan Krishnaswami  
Chartered Accountant  
Membership Number: 021510  
Scrutiniser  
UDIN: 24021510BKAHFD5652  
Chennai  
21 August 2024



**For Ramco Systems Limited**  
  
Vijaya Raghavan N E  
Company Secretary