

July 27, 2014

<b>National Stock Exchange of India Ltd</b> 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: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> Scrip: RAMCOSYS-EQ	<b>Corporate Relationship Department</b> The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Fax Nos: 022-22723121/ 22723719/ 22722039 Email: 'corp.relations@bseindia.com' Scrip: 532370	<b>The Secretary</b> Madras Stock Exchange Limited Exchange Building 30, Second Line Beach Chennai – 600 001 Fax Nos: 2521 8206 Email: <a href="mailto:mgr_listing@mseindia.in">mgr_listing@mseindia.in</a> Scrip: RSST
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Dear Sir,

**Sub: Submission of Unaudited Financial Results for the Quarter ended 30<sup>th</sup> June, 2014 and Intimation of Postal Ballot**

In continuation of our letter dated 18<sup>th</sup> July, 2014, please find enclosed the following:

- a) Un-audited (Provisional) Financial Results for the Quarter ended 30<sup>th</sup> June, 2014, duly approved and taken on record by the Board of Directors at their meeting held today.
- b) Press release for the said results.
- c) Limited Review Report from the Statutory Auditors with respect to the Unaudited Financial Results of the Company for the Quarter ended 30<sup>th</sup> June, 2014,

The Board had also considered and approved the following:

- 1) Further, the Board of Directors have considered and approved raising of funds to the tune of up to Rs. 500 Crores through public offering or qualified institutions placement or private placement or a combination thereof, by way of issuing equity shares or global depository receipts ("GDRs") or American depository receipts ("ADRs") or foreign currency convertible bonds ("FCCBs") or convertible securities or warrants which are convertible into equity shares of the Company or any combination of Securities. In this regard, the Board has constituted a Fund Raising Committee, with all powers to decide and complete the raising of funds.
- 2) Formulation of a new Employee Stock Option Scheme (ESOS) for grant stock options to the employees of the Company and its subsidiaries.

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- 3) To give effect to the above, the Board has decided to seek the approval of Shareholders by way of Postal Ballot for the following:
- i. Raising of funds up to Rs. 500 Crores as described above by way of Special Resolution.
  - ii. Formulation of new ESOS named Employee Stock Option Scheme 2014 (ESOS 2014) and grant of options to the Employees of the Company, by way of Special Resolution
  - iii. Approval for grant of options under ESOS 2014 to Employees of Subsidiary Companies by way of Special Resolution.
  - iv. Raising the investment limit for Foreign Portfolio Investors beyond 24% and up to 49% of the paid-up capital by way of Special Resolution.
- 4) Shri.K.Srinivasan, Chartered Accountant (Membership No: 21510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer for the purpose of Postal Ballot. Members whose name(s) appear in the Register of Members/Record of Depositories as on 1<sup>st</sup> August 2014 are eligible to vote in the Postal Ballot. The Notice of Postal Ballot will be submitted with the Stock Exchanges along with their dispatch to Shareholders.

We request you to kindly take the above on record as required under the provisions of Listing Agreement and acknowledge receipt.

Thanking you,

Yours faithfully  
For **RAMCO SYSTEMS LIMITED**

  
**G VENKATRAM**  
**COMPANY SECRETARY**

Encl: As above