

July 25, 2026

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/Madam,

Sub: Notice of the 29th Annual General Meeting

Please find enclosed the Notice of the 29th Annual General Meeting scheduled to be held on August 20, 2026.

Brief details of the 29th Annual General Meeting:

Date & Time of the Meeting	03.00 P.M. on Thursday, August 20, 2026
Mode of the Meeting	Video Conference / Other Audio-Visual Means
Cut-off date for E-Voting	August 13, 2026
E-Voting start time, day & date	09:00 A.M. on Monday, August 17, 2026
E-Voting end time, day & date	05:00 P.M. on Wednesday, August 19, 2026
Website for casting the vote and to participate in the Meeting	https://www.evotingindia.com

The aforesaid intimation is also being hosted on the website of the Company [29th AGM Notice.pdf](#).

Kindly take on record the same.

Thanking you,
For **RAMCO SYSTEMS LIMITED**

MITHUN V
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above

CC: Central Depository Services (India) Limited
Registrar and Share Transfer Agent

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



RAMCO SYSTEMS LIMITED

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Corporate Office: 64, Sardar Patel Road, Taramani, Chennai - 600 113.

CIN: L72300TN1997PLC037550

E-mail : investorrelations@ramco.com Website: www.ramco.com

Phone: +91 44 2235 4510 / 6653 4000

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Ninth Annual General Meeting ("AGM") of the Members of Ramco Systems Limited, will be held on Thursday, August 20, 2026, at 03.00 p.m. through Video Conferencing / Other Audio Visual Means (VC), to transact the following business:

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, 2026, 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, 2026, together with the Report of the Auditors thereon.

"RESOLVED THAT the Board's Report, the Company's Separate (Standalone) and Consolidated Audited Financial Statements for the financial year ended March 31, 2026 and the Auditors' Reports thereon be and are hereby considered and adopted."

2. To consider and appoint a Director in place of Mr. A V Dharmakrishnan (DIN: 00693181), who retires by rotation and being eligible, has offered himself for re-appointment:

"RESOLVED THAT Mr. A V Dharmakrishnan, (DIN: 00693181), 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 approve the Employee Stock Option Scheme - 2026 and grant of Stock Options to the eligible employees of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("*SEBI (SBEB & SE) Regulations*"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("*SEBI LODR*"), as amended from time to time, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Employee Stock Option Scheme – 2026 (*hereinafter referred to as "ESOS 2026"/ "Scheme"*) and the Board of Directors (*hereinafter referred to as the "Board of Directors/the Board"*) which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 15,00,000 (Fifteen Lakhs) Employee Stock Options ("*Options*"), (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), to or for the

benefit of Employees and Directors of the Company, its Group Company(ies) including its Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, of the Company (as permitted under the applicable laws from time to time), ("Employees") exercisable into not more than 15,00,000 (Fifteen Lakhs) Equity Shares ("Shares") of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Non-Executive Directors of the Company, excluding Independent Directors, be granted up to a maximum of 3,00,000 Options per annum and up to a maximum of 5,00,000 Options in the aggregate under the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee ("Committee") of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the Shares, to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, Rules and Regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

4. To consider and approve the Employee Stock Option Scheme - 2026 and grant of Stock Options to the eligible employees of the Company, Group/Subsidiary /Associate Companies in India or outside India, of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory amendment thereto or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s)

and / or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board of Directors/the Board”) which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of Employee Stock Option Scheme – 2026 (hereinafter referred to as “ESOS 2026/ “Scheme”) including the grant of Employee Stock Options (“Options”) and issuance of Equity Shares (“Shares”) thereunder, to such Employees and Directors of the Group Company(ies) including its Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, of the Company, (as permitted under the applicable laws from time to time), (“Employees”) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Shares, to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

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

P R VENKETRAMA RAJA

Chairman
(DIN:00331406)

Place : Chennai
Date : May 21, 2026

NOTES:

1. The Company has chosen to conduct this AGM through VC. The AGM would be conducted in compliance with the applicable provisions of the Companies Act, 2013 ("The Act") read with Ministry of Corporate affairs ("MCA") Circular No. 03/2025 dated 22nd September 2025 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 03, 2024 read with the circulars issued earlier on the subject and such other instructions as may be issued by Statutory Authorities. Hence, Members can attend and participate in the ensuing AGM through VC.
2. Statement pursuant to Section 102 of the Act, setting out the material facts concerning item of special business are annexed hereto. Information in respect of the Director seeking re-election/re-appointment as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR") and as required under Secretarial Standard - 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, are included in this Notice.
3. Electronic copy of the Notice for the AGM and the Annual Report for the financial year FY 2025-26 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants ("DP"). The dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report or other documents required to be attached therewith), has been dispensed with. Such Statements are being sent only by email to the Members and to all other persons so entitled. The Notice and the Annual Report will also be available on the Company's website – www.ramco.com and at the websites of Stock Exchanges Viz., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's shares are listed. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (the agency appointed by the Company for providing the Remote e-voting facility, e-voting system during the AGM & VC facility to participate in the AGM) i.e. www.evotingindia.com.
4. As this AGM is being held pursuant to the MCA circulars through VC, the requirement of physical attendance of Members has been dispensed with. Accordingly, in accordance with MCA circulars and the SEBI circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
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 DP 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/mobile number, quoting their folio number, to our Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: Ramco Systems Limited), ("RTA") in the URL <https://wisdom.cameoindia.com/> or by writing to them at 'Subramanian Building,' No.1, Club House Road, Chennai 600 002.
6. As per Regulation 40 of SEBI LODR, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for any assistance in this regard.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form. The said changes related to physical shares to be intimated in prescribed Form ISR-1 and other forms pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 as per instructions mentioned in the form. The said forms can be downloaded from the Company's website link : [Common and Simplified Norms](#).
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialised form only while processing service requests, viz., Issue of duplicate securities certificate;

claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website link [Common and Simplified Norms](#). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form. It may be noted that any service request can be processed only after the folio is in KYC Compliant status.

9. In accordance with Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website link [Common and Simplified Norms](#).
10. The Company is also releasing a public notice by way of advertisement being published in English in Business Standard (all editions) and in vernacular language in Makkal Kural (all editions), containing the following information:
 - a. Convening of AGM through VC in compliance with applicable provisions of the Act.
 - b. Date and Time of the AGM.
 - c. Availability of Notice of the Meeting on the website of the Company and in the Stock Exchanges, viz. BSE and NSE where the Company's shares are listed and at <https://www.evotingindia.com>.
 - d. Requesting the Members who have not registered their e-mail addresses, to get the same registered with the RTA in the URL <https://wisdom.cameoindia.com/>. Members are requested to register their email addresses

12.4 Pursuant to said SEBI Circular, Login method for e-voting and joining the AGM through VC for Individual Members holding securities in demat mode are given below:

Type of Members	Login Method
Members holding securities in demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

with their DP in case the shares are held in dematerialised form.

- e. Reference to the link of the Company's website, providing access to the full Annual Report.

11. The cut-off date will be Thursday, the **August 13, 2026** to determine the eligibility to vote by remote e-voting or in the AGM.

12. Voting Through Electronic Means:

12.1 In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and circulars issued by MCA in this regard and Regulation 44 of SEBI LODR the Company is providing remote e-voting facility through the e-voting platform provided by CDSL to enable Members to exercise their right to vote at the 29th AGM by electronic means and the business may be transacted through such voting, through e-voting services provided by CDSL.

12.2 The remote e-voting period begins at **9:00 a.m. on Monday, August 17, 2026 and ends at 05:00 p.m. on Wednesday, August 19, 2026**. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date viz., on Thursday, August 13, 2026, may cast their votes electronically. The remote e-voting shall not be allowed beyond 5.00 p.m. on Wednesday, August 19, 2026. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

12.3 In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with DP. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Type of Members	Login Method
	2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the Meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at: web.cdslindia.com/myeasitoken/Home/EasiRegistration web.cdslindia.com/myeasitoken/Home/EasiestRegistration. 4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Members holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the Meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp . 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the Meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Members	Login Method
Members (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the Meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

12.5 Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

12.6 Login method for e-voting and joining the AGM through VC for Members other than individual shareholders holding in demat form & for those holding in physical form:

- The Members should log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" module
- Now enter your User ID
- For CDSL: 16 digits beneficiary ID
For NSDL: 8 Character DP ID followed by 8 Digits Client ID
Members holding shares in physical form should enter folio number registered with the Company
- Next enter the Image Verification as displayed and Click on Login
- 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 below:

For Members holding shares in demat form other than individual and physical form

PAN	Enter your 10 digit alpha-numeric PAN issued by income Tax Department (applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend bank details OR Date of Birth (DOB)	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. 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 12.6.

- After entering these details appropriately, click on "SUBMIT" tab.

12.7 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.

12.8 For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

12.9 Click on the EVSN for Ramco Systems Limited on which you choose to vote.

12.10 On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.

12.11 Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.

12.12 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.

12.13 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

12.14 You can also take print of the voting done by you by clicking on "Click here to print" option on the voting page.

12.15 If a 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.

12.16 There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutiniser for verification.

12.17 Facility for non-individual Members and custodians - Remote e-voting:

- a. Non individual Members (i.e. other than individuals, HUF, NRI etc.) and

custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- b. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details, a Compliance User should be created using the admin login and password. 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 will be mapped automatically & can be delink in case of any wrong mapping.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian/ authorised person, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- f. Alternatively Non-individual Members are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the scrutiniser at srinivasan.k@msjandnk.in and to the Company at the above mention email address of the Company, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutiniser to verify the same.

13. Instructions for Members attending the AGM through VC & e-voting during the AGM are as under:

13.1 The Company would be providing the CDSL system for the Members to cast their vote through remote e-voting and to participate in the AGM through VC. Members may access the same at www.evotingindia.com under shareholders/ Members login by using the remote e-voting credentials.

13.2 The procedure for attending Meeting & e-voting on the day of the AGM are the same as the instructions mentioned for Remote e-voting in point no.13.

13.3 The Members can join the AGM in the VC mode up to 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM

through VC will be made available to at least 1000 Members on first come first served basis. This will not include Members holding 2% or more shareholding, promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM.

- 13.4 Members are requested to join the Meeting through laptops / IPad's for better experience and will be required to have webcam and use internet with a good speed to avoid any disturbance during the Meeting.
- 13.5 Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through laptop via Mobile Hotspot.
- 13.6 Members who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request at least 3 days prior to Meeting mentioning your name, demat account number /folio number, email id, mobile number (as registered with the DP/Company) to the mail id: investorrelations@ramco.com. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- 13.7 Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to Meeting mentioning your name, demat account number/folio number, email id, mobile number to the mail id: investorrelations@ramco.com. These queries will be replied by the Company suitably by email.
- 13.8 Non-Individual Members intending to authorise their representatives to attend the Meeting are requested to send a scanned certified copy of the Board Resolution authorising their representative to attend on their behalf at the Meeting. The said Resolution/ Authorisation shall be sent to the Scrutiniser by email through its registered email address with a copy marked to srinivasan.k@msjandnk.in and helpdesk.evoting@cdslindia.com. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- 13.9 The link for VC will be available in shareholder/ Members login where the EVSN of the Company

will be displayed after successful login as per the instructions mentioned above for Remote e-voting in point no.13.

- 13.10 The Members who have voted through Remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.
- 13.11 Only those Members, who are present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- 13.12 If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.
- 13.13 In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

14. Process for those Members whose email / mobile no. are not registered with the RTA / Depositories:

- a. For physical shareholders - your email id / mobile no. along with necessary details like folio no., name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) are to be updated in the RTA portal <https://wisdom.cameoindia.com/>.
- b. For demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting & joining the AGM through VC through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

15. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch

of the Notice and holding shares as of the cut-off date i.e. Thursday, August 13, 2026 may obtain the login ID and password by following the procedures mentioned in Point No: 12.4 to 12.6, as the case may be.

16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, August 13, 2026.
17. Mr. K Srinivasan, Chartered Accountant (Membership No.021510), Partner, M S Jagannathan & N Krishnaswami, Chartered Accountants (email: srinivasan.k@msjandnk.in) has been appointed as the Scrutiniser to scrutinise the remote e-voting process, in a fair and transparent manner.
18. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, 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, within 2 working days of conclusion of the Meeting, a consolidated scrutiniser'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.

19. The Results declared along with the report of the scrutiniser shall be placed on the website of the Company and on the website of CDSL and at the Registered Office/Corporate Office of the Company immediately after the declaration of results by the Chairman or a person authorised by him. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

Information at a glance

Particulars	Details
Time and date of AGM	03:00 P.M. (IST) on Thursday, August 20, 2026
Mode	Video Conferencing
Participation through VC	www.evotingindia.com
Helpline number for VC participation	1800 21 09 911
Cut-off date for eligibility of remote e-voting and voting at the AGM	Thursday, August 13, 2026
E-voting start time and date	9:00 a.m. on Monday, August 17, 2026
E-voting end time and date	05:00 p.m. on Wednesday, August 19, 2026
E-voting website of CDSL	https://www.evotingindia.com/

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

P R VENKETRAMA RAJA

Chairman

(DIN:00331406)

Place : Chennai

Date : May 21, 2026

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE ACT

Item No.3 & 4

Equity based remuneration includes alignment of personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to attract, reward, retain Employees and to create a sense of ownership and participation amongst them, the Board in its Meeting held on 21st May 2026, approved the Employee Stock Option Scheme – 2026 (“ESOS 2026” / “Scheme”) to or for the benefit of eligible employees as defined in the Scheme.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”) and Section 62 and other applicable provisions, if any, of the Act, the issue of Equity Shares under an Employee Stock Options Scheme requires approval of the shareholders by way of a Special Resolution.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for grant of Options to Employees of Group Company(ies) including Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, of the Company.

The Board recommends the resolution set out at **Item No. 3 & 4** of the Notice for approval by the Members by way of a Special Resolution.

The salient features and brief terms & conditions of the Scheme as per Regulation 6(2) of the SEBI (SBEB & SE) Regulations, are as under:

i) **Brief Description of the Scheme:**

This Scheme shall be called as the “Employee Stock Option Scheme - 2026”

The purpose of the Scheme includes the followings:

- (i) To reward the Employees for their association and performance.
- (ii) To motivate the Employees to contribute to the growth and profitability of the Company.
- (iii) To attract high-quality talent and ensure long-term retention through an effective and competitive structure.
- (iv) To retain the Employees for the growth of the Company.
- (v) Bringing better sense of belongingness with the Company and its growth.

ii) **Total Number of Stock Options to be granted under the Scheme:**

The Options to be granted under the scheme is 15,00,000 (Fifteen Lakhs) (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company, as may be applicable from time to time) convertible into 15,00,000 (Fifteen Lakhs) equity shares of Rs.10 each.

The aggregate Options so granted (including shares already allotted under the Scheme but excluding any granted Options that are lapsed/surrendered/forfeited – which can be added back) shall not result in the creation of more than 15,00,000 (Fifteen Lakhs) shares at any given point of time.

If any Options granted under the Scheme lapses or forfeited or surrendered, such Options shall be available for further grant under the Scheme.

iii) **Identification of classes of employees entitled to participate in the ESOS 2026:**

- (i) An Employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (iii) An employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company of the Company but does not include:
 - (a) An Employee who is a Promoter or a person belonging to the Promoter Group; or
 - (b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

New Joinees can also participate in the Scheme and can be granted options based upon the discretion of the Committee.

The Scheme shall not extend to any Promoter or those belonging to the Promoter Group or to any Director, who either by himself or through his relative(s) or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

iv) Requirements of vesting and period of vesting:

Vesting Period shall commence from a period of 1 (One) year from the Grant Date and shall extend upto a maximum period of 10 (Ten) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

Provided further that in the event of death or Permanent Incapacity of a Grantee, while in employment, the minimum vesting period of 1 (one) year shall not be applicable and in such instances, the Options shall vest in terms of SEBI (SBEB & SE) Regulations, on the date of the death or Permanent Incapacity.

Vesting of Options would be subject to following:

- a) continued / uninterrupted employment with the Employer Company- The Grantee must remain continuously employed with the Employer Company. The Grantee must not have submitted a resignation, received notice of termination, or be in a notice period at the time of vesting.
- b) Any other criteria as decided by the Committee and mentioned in the Grant Letter.

v) Maximum period within which the Options shall be vested:

Maximum period within which the Options shall vest, shall not exceed ten (10) years from date of grant.

vi) Exercise price or pricing formula:

Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.

The Committee has the power to provide a suitable discount on such price as arrived above. However, in any case the Exercise Price shall not to be more than the Market Price and shall not be less than the face value of the Share of the Company.

vii) Exercise period and process for exercise:

After Vesting, Options can be exercised wholly or partly in multiple of lots, as specified under the Grant or Vesting Letter within a maximum exercise period of 10 (Ten) years from the date of respective Vesting, after submitting the Exercise Application along with payment of the Exercise Price, applicable taxes and other charges, if any.

Provided that the Grantee shall hold a valid and operative Demat account at the time of exercise of options.

Failure to Exercise Options within this time period, shall result in lapse of Vested Options in the hands of Grantee and shall be added back to the pool. The said lapsed Options shall then be treated as per the Scheme.

The mode and manner of the Exercise shall be communicated to the Grantees individually.

viii) Criteria for determining the eligibility of employees to the ESOS 2026:

The Committee may, on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be granted, exercise price, vesting period and other terms and conditions thereof:-

- **Loyalty:** It will be determined on the basis of tenure of employment of an Employee in the Employer Company.
- **Performance of Employee:** Employee's past and current performance and potential of the individual and criticality of the position.
- **Performance of Company:** Performance of the Company as per the standards set by the Committee/ Board of Directors from time to time.

Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

ix) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that may be granted pursuant to this ESOS 2026 shall not exceed 15,00,000 (Fifteen Lakhs) Options, which shall be convertible into equal number of Equity Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued equity share capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

Provided that Non-Executive Directors of the Company/Employer Company, excluding Independent Directors, may be granted up to a maximum of 3,00,000 (Three Lakhs) Options in a financial year and up to a maximum of 5,00,000 (Five Lakhs) Options in aggregate under the Scheme.

x) The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee, determined in accordance with the applicable Accounting Standards.

xi) Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

xii) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Scheme involves new issue of Equity Shares by the Company.

xiii) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable since the Scheme is proposed to be implemented by direct route.

xiv) The Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable since the Scheme is proposed to be implemented by direct route.

xv) Disclosure and Accounting Policies:

The Company shall comply with the disclosure requirements and accounting policies specified in the SEBI (SBEB & SE) Regulations 2021, in respect of the Shares issued under ESOS 2026.

xvi) The method which the Company shall use to value its Options:

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method.

xvii) Statement with regard to Disclosure in Board's Report

As the Company is adopting fair value method, presently there is no additional requirement for disclosure in Board's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's report and the impact of this difference on profits/losses and on earnings per share ("EPS") of the Company shall also be disclosed in the Board's report.

xviii) Period of lock-in:

The Shares allotted to the Grantees pursuant to Exercise of Options are not subject to any lock-in period from the date of allotment.

xix) Terms & conditions for buyback, if any, of specified securities:

The NRC has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company and the applicable terms and conditions, in accordance with the Applicable Laws.

Employee Stock Option Scheme – 2026 and other documents referred to in the aforesaid resolutions are available for inspection at the registered office and on the website of the Company.

None of the Directors, Key Managerial Personnel of the Company and any relatives of such Director, Key Managerial Personnel, are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the Options may be granted under the Scheme.

INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATION 36(3) OF SEBI LODR AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:

In accordance with the provisions of Section 152 of the Act, Mr. A V Dharmakrishnan, (DIN:00693181), Director, retires by rotation and is seeking re-appointment at the ensuing AGM.

Mr. A V Dharmakrishnan, 69 years, Non-Executive & Non-Independent Director, qualified as a Chartered Accountant in the year 1980 and is a member of Institute of Chartered Accountants of India. Mr. A V Dharmakrishnan has about four decades of professional experience. He is currently the Chief Executive Officer of The Ramco Cements Limited (TRCL) and has been associated with TRCL for 44 years since May 1982. He has been on the Board of Directors of the Company since January 31, 2008. He is also a Member of Audit Committee, Stakeholder Relationship Committee, Risk Management Committee and Fund Raising Committee of the Company. Mr. A V Dharmakrishnan holds 195,692 shares in the Company as on March 31, 2026.

During the year, he has attended all the Meetings of the Board and its Committees, where he is a Member. He is not related to Directors or Key Managerial Personnel of the Company.

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

Sl. No.	Names of the Entities	Nature of Interest
1.	Rajapalayam Mills Limited	Director
2.	Shri Harini Media Limited	Director
3.	Ramco Windfarms Limited	Director
4.	Madurai Trans Carrier Limited	Director
5.	Ramco Industrial and Technology Services Limited	Director
6.	L3 Enterprises Private Limited	Director
7.	Optiverse Enterprise Private 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
1.	Rajapalayam Mills Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Rights Issue Committee	Member
2.	Shri Harini Media Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Independent Director Committee	Member
3.	Madurai Trans Carrier Limited	Nomination and Remuneration Committee	Member
4.	The Ramco Cements Limited	Risk Management Committee	Member

Disclosure of Interest:

Except Mr. A V Dharmakrishnan, 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 of SEBI LODR and Clause 1.2.5 of SS-2.

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

P R VENKETRAMA RAJA

Chairman

(DIN:00331406)

Place : Chennai

Date : May 21, 2026