

Part II - Select information for the quarter and nine months ended December 31, 2014

A PARTICULARS OF SHAREHOLDING	Quarter Ended			Nine Months Ended			Year Ended 31.03.2014
	31.12.2014	30.09.2014	31.12.2013	31.12.2014	31.12.2013	31.03.2014	
1 Public Shareholding:							
a) Number of Shares	74,57,872	73,59,299	49,66,276	74,57,872	49,66,276	50,49,832	
b) Percentage of Shareholding	30.64%	30.36%	31.46%	30.64%	31.46%	31.82%	
2 Promoters and promoter group Shareholding							
a) Pledged/Encumbered:							
- Number of Shares	-	-	-	-	-	-	
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-	
- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-	
b) Non-encumbered:							
- Number of Shares	1,68,79,496	1,68,79,496	1,08,17,894	1,68,79,496	1,08,17,894	1,08,17,894	
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	
- Percentage of shares (as a % of the total share capital of the company)	69.36%	69.66%	68.54%	69.36%	68.54%	68.18%	

B INVESTOR COMPLAINTS		3 Months Ended 31.12.2014
Pending at the beginning of the quarter		-
Received during the quarter		1
Disposed of during the quarter		1
Remaining unresolved at the end of the quarter		-

Notes: (The amounts in brackets in the notes denote the figures for the corresponding quarter of the previous year).

- The above financial results of the Company were reviewed by the Audit Committee and approved by the Board of Directors in its meeting held on February 04, 2015.
- Other Operating income for the quarter includes Rental income of Nil (Rs.11.67 Min. USD 0.19 Min.) and recovery of expenses from customers Rs.21.13 Min. USD 0.35 Min. (Rs.11.36 Min. USD 0.18 Min.).
- Employee benefits expense for the quarter includes Rs.20.20 Min. USD 0.33 Min. (Nil) towards the proportionate intrinsic value of the stock options granted during the year to various employees, amortised on a straight-line basis over the vesting period as prescribed by applicable SEBI guidelines.
- During the Quarter, the company had allotted a total of 98,573 equity shares of Rs.10/- each, under the Employees Stock Option Schemes of the Company on various dates. Further, 13,564 equity shares of Rs. 10/- each were allotted after the end of Quarter under the Employees Stock Option Schemes of the Company. From April 01, 2014 to the date of reporting, the Company has allotted 8,434,347 equity shares under the Rights issue and Employees Stock Option Schemes. Accordingly, as at the date, the paid up capital of the Company increased to Rs.243.86 Min. USD 5.07 Min. from Rs.159.52 Min. USD 3.63 Min. as at March 31, 2014.

5. The utilisation of the proceeds of Rights Issue 2013 is given below:

Details	Actual Utilisation During				Rs. Min.
	As per Letter of Offer	Quarter Ended 30.06.2014	Quarter Ended 30.09.2014	Quarter Ended 31.12.2014	
PROCEEDS:					
Proceeds received from Rights Issues 2013	1,233.54	1,233.54	-	-	1,233.54
UTILISATION:					
Repayment / Pre-payment of certain loans	945.00	945.00	-	-	945.00
Issue related expenses	8.81	1.68	5.71	-	7.39
General Corporate Purposes	279.73	166.86	54.65	16.35	237.86
Total Utilisation	1,233.54	1,113.54	60.36	16.35	1,190.25
Balance, temporary investment with Bank/Mutual Funds (net of withdrawals)		120.00	(60.36)	(16.35)	43.29

- The company currently operates only in one segment, viz., Software Solutions & Services and hence the segment reporting as required by AS-17, issued by the Institute of Chartered Accountants of India does not apply.
- The standalone financials results are available on the Company's website - www.ramco.com, BSE's website www.bseindia.com and NSE's website www.nseindia.com. The details of turnover, profit before tax and profit after tax on a standalone basis are given below:

Particulars	Unaudited for the Quarter Ended			Unaudited for the Nine Months Ended			Audited for the Year Ended		
	31.12.2014	30.09.2014	31.12.2013	31.12.2014	31.12.2013	31.03.2014	31.12.2014	31.03.2014	31.03.2014
Turnover (Operating income including other income)	561.72	577.80	398.00	1,594.75	1,188.75	1,674.79	1,594.75	1,188.75	1,674.79
Profit / (Loss) before tax	(19.19)	33.68	(84.94)	(32.43)	(32.43)	(192.75)	(32.43)	(32.43)	(192.75)
Profit / (Loss) after tax	(19.19)	33.68	(84.94)	(32.43)	(32.43)	(192.75)	(32.43)	(32.43)	(192.75)

- The depreciation on tangible fixed assets in the books of Ramco Systems Limited, India is provided on the straight-line method as prescribed under Schedule II to the new Companies Act, 2013, over the useful life of those assets. As prescribed in said Schedule II, an amount of Rs.9.02 Min. towards depreciation has been charged in the opening balance of retained earnings for the assets in respect of which the remaining useful life is Nil as on April 01, 2014 and in respect of other assets on that date, depreciation has been worked out based on remaining useful life of those assets. For additions, depreciation has been worked out based on new rates determined on the basis of useful lives of the assets. Had the Company continued with the previously applicable Schedule XIV rates, charge for depreciation for the current quarter would have been lower by Rs.6.59 Min.

- Consequent to the allotment of shares on Rights basis in the quarter ended June 30, 2014, EPS for that quarter, prior periods as well as previous financial year have been adjusted as per the requirements of AS-20 issued by the Institute of Chartered Accountants of India.

- Figures for the previous periods have been regrouped / restated wherever necessary to make them comparable with the figures for the current period.

By Order of the Board

For Ramco Systems Limited

P.R. Venketrana Raja

P.R. Venketrana Raja
Vice Chairman & Managing Director

Place : Chennai

Date : February 4, 2015

ramco Ramco Systems Limited

Registered Office : 47, PSK Nagar, Rajapalayam - 626 108.
Corporate Office : 64, Sardar Patel Road, Taramani, Chennai - 600 113.

CIN: L72300TN1997PLC037550 www.ramco.com

Part I - Unaudited Standalone Financial Results for the Quarter Ended December 31, 2014

Sl. No.	Particulars	Unaudited for the Quarter Ended			Unaudited for the Nine Months Ended	Audited for the Year Ended
		31.12.2014	30.09.2014	31.12.2013		
1	(a) Net Sales / Income from Operations	556.89	574.05	384.22	1,141.02	1,608.08
	(b) Other Operating Income	4.83	3.75	13.78	47.73	66.71
	Total Income from Operations	561.72	577.80	398.00	1,188.75	1,674.79
2	Expenditure:					
	(a) Changes in inventories of finished goods, work-in-progress and stock-in-trade	0.05	-	-	-	-
	(b) Cost of materials consumed	-	-	-	-	-
	(c) Purchase of stock-in-trade	1.50	1.01	8.50	12.43	20.25
	(d) Employee benefits expense	244.67	239.95	185.67	597.11	742.77
	(e) Depreciation and amortisation expense	111.11	113.03	95.01	282.27	371.18
	(f) Other expenditure	196.30	158.39	161.73	453.18	618.88
	Total Expenditure	553.63	512.38	450.91	1,344.99	1,753.08
3	Profit / Loss from Operations before Other Income, Finance Costs & Exceptional Items (1-2)	8.09	65.42	(52.91)	(156.24)	(78.29)
4	Other Income	-	-	-	-	-
5	Profit / Loss from Ordinary Activities before Finance Costs and Exceptional Items (3+4)	8.09	65.42	(52.91)	(156.24)	(78.29)
6	Finance Costs	27.28	31.74	32.03	81.54	114.46
7	Profit / Loss from Ordinary Activities after Finance Costs but before Exceptional Items (5-6)	(19.19)	33.68	(84.94)	(237.78)	(192.75)
8	Exceptional Items	-	-	-	-	-
9	Profit / Loss from Ordinary Activities Before Tax (7-8)	(19.19)	33.68	(84.94)	(237.78)	(192.75)
10	Tax Expense:					
	Current Taxation	-	-	-	-	-
	Deferred Taxation	-	-	-	-	-
11	Net Profit / Loss from Ordinary Activities After Tax (9-10)	(19.19)	33.68	(84.94)	(237.78)	(192.75)
12	Extraordinary Items (net of tax expenses)	-	-	-	-	-
13	Net Profit / Loss for the period (11-12)	(19.19)	33.68	(84.94)	(237.78)	(192.75)
14	Paid - up Equity Share Capital - Face value of Rs.10/- each	243.73	242.74	158.20	158.20	159.52
15	Reserves excluding revaluation reserves					1,160.15
16	Earnings per Share - before & after extraordinary items (in Rs.)					
	Basic EPS	(0.86)	1.57	(5.19)	(14.53)	(11.76)
	Diluted EPS	(0.86)	1.48	(5.19)	(14.53)	(11.76)
		(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Annualised)



RAMCO Q3 RESULTS: FY 14 - 15

**Ramco records highest profit in last 10 years
Q3 Revenue grows 8% QoQ and 44% YoY**

Chennai, India – February 4, 2015: Ramco Systems (BSE - 532370, NSE – RAMCOSYS, MSE – RSST); a global enterprise software company focusing on enterprise cloud platform, products and services, today announced the results for the third quarter of FY 2014-15.

For the quarter ended December 31, 2014 (Q3:14-15), global consolidated income of Ramco Systems Limited stood at USD 16.02m (Rs 98.2 cr). The revenue showed a healthy growth of 8% QoQ and 44% YoY in dollar terms. The net profit after tax for the quarter, but before accounting for USD 0.33 mln towards amortization of proportionate intrinsic value of the employee stock options granted, amounted to USD 1.66 mln. The net profit after taxes for the quarter, which does not contain any exceptional / extraordinary items, stood at USD 1.33m, highest in the last 10 years on comparable basis.

Highlights:

- Order booking and Revenue for YTD (Q1 – Q3) is comparable to that of complete FY 2013-14
- Software continues to find global acceptance with revenue from markets outside India clocking in 73%
- Ramco's multi-agent based Planning and Optimization Engine gains market interest. Sees fitment in addressing complex business problems such as planning and scheduling last-mile access, shift planning and crew rostering, inventory forecasting, maintenance planning among others.
- Partner strategy begins to bear result – 35% of projects in HCM implemented by partners

Commenting on the results, **Mr. P.R. Venketrama Raja, Vice Chairman and Managing Director, Ramco Systems Limited, said,** "In the last two years, the company has taken multiple steps to arrest losses, sustain growth and move to profitability. From entering new markets, to focusing on making the product highly usable, efforts on all directions were taken to build a nimble and progressive cloud company. I am glad the efforts have started to pay off with financial results and customer feedback reflecting the positive sentiment."

Commenting on the next big thrust, **Mr. Virender Aggarwal, CEO, Ramco System,** said "...we want to build a culturally unique organization which thrives on innovation and is breaking barriers to disrupt the status quo. In a knowledge economy, only a high-growth, high-potential organization which is open to embracing Gen-Y talent can strive to stay ahead of competition. Our focus is on attracting the best talent and giving them a platform to think freely and deliver solutions that are path breaking. From wearables to agent-based technology, the opportunity to get hands on experience on latest technologies is driving high performers to join Ramco."

About Ramco Systems:

Ramco Systems is part of the USD 1 Billion diversified conglomerate, the Ramco Group of companies. Ramco Systems is a rapidly growing cloud enterprise software company focused on providing multi-tenanted enterprise software to corporates in the area of HCM, ERP and M&E MRO with Mobile first philosophy and In-memory based Planning and Optimization engine. At Ramco, we understand that functionality alone cannot help a product succeed in today's crowded marketplace. With utmost importance to usability, Ramco has charted out a product philosophy of MUSIC—an acronym for Mobility, User Interface, Social, In-Memory and Context-aware applications. Globally, Ramco has over 150,000 users from 1000+ customer organizations. Headquartered in Chennai (India), the company has 20 offices spread across India, USA, Canada, Europe, Australia, Middle East, South Africa and APAC.

For more information, please visit www.ramco.com; Follow Ramco on Twitter [@ramcosystems](https://twitter.com/ramcosystems)/read latest news & updates on <http://www.ramco.com/blog>

For further information please contact:

PRESS RELEASE

ramco

RAMCO Q3 RESULTS: FY 14 - 15

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Safe Harbor

Certain statements in this release concerning our future growth prospects are forward looking statements which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, intense competition in IT business including those factors which may affect our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, our ability to manage our international operations, reduced demand for technology in our key focus areas, disruptions in telecommunication networks, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts, withdrawal of governmental fiscal incentives, political instability, and unauthorized use of our intellectual property and general economic conditions affecting our industry. Ramco Systems may, from time to time, make additional written and oral forward-looking statements, including statements contained in our reports to shareholders. The company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the company.--

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**The Board of Directors of
Ramco Systems Limited,
Chennai - 600 113**

**LIMITED REVIEW REPORT ON THE UN-AUDITED (PROVISIONAL) STANDALONE
FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER AND NINE MONTHS
ENDED 31st DECEMBER, 2014**

We have reviewed the accompanying statement of unaudited financial results of **M/s. Ramco Systems Limited** for the period ended **31st December, 2014**, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For CNGSN & ASSOCIATES,
Chartered Accountants,
Registration No. 004915S



CHELLA KRISHNA,

Partner

Place: Chennai

Date: February 4, 2015

M.no. 210474