

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72300TN1997PLC037550

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCR2076B

(ii) (a) Name of the company

RAMCO SYSTEMS LIMITED

(b) Registered office address

47 PSK NAGAR,
RAJAPALAYAM
KAMARAJA DIST
Tamil Nadu
626108

(c) *e-mail ID of the company

secretarial@ramco.com

(d) *Telephone number with STD code

04422354510

(e) Website

www.ramco.com

(iii) Date of Incorporation

19/02/1997

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Ltd.,	1
	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 03/08/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 14

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Ramco Systems Corporation U		Subsidiary	98
2	Ramco Systems Limited Switze		Subsidiary	100

3	Ramco Systems Pte. Limited Si		Subsidiary	100
4	Ramco Systems Sdn. Bhd. Mala		Subsidiary	100
5	RSL Enterprise Solutions (Pty) L		Subsidiary	100
6	Ramco Systems Canada Inc. Ca		Subsidiary	98
7	Ramco Systems FZ-LLC. Dubai		Subsidiary	100
8	RSL Software Company Ltd. Su		Subsidiary	100
9	Ramco Systems Australia Pty L		Subsidiary	100
10	Ramco System Inc, Philippines		Subsidiary	100
11	Ramco Systems (Shanghai) Co. L		Subsidiary	100
12	PT Ramco Systems Indonesia		Subsidiary	100
13	Ramco System Vietnam Comp.		Subsidiary	100
14	Cityworks (Pty) Limited (earlier		Associate	30

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	30,888,361	30,888,361	30,539,183
Total amount of equity shares (in Rupees)	500,000,000	308,883,610	308,883,610	305,391,830

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	50,000,000	30,888,361	30,888,361	30,539,183
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	308,883,610	308,883,610	305,391,830

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	30,405,339	304,053,390	304,053,390	
Increase during the year	133,844	1,338,440	1,338,440	16,580,346
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	133,844	1,338,440	1,338,440	16,580,346
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NIL				

Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NIL				
At the end of the year	30,539,183	305,391,830	305,391,830	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NIL				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NIL				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☒ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☒ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		04/08/2017	
Date of registration of transfer (Date Month Year)		21/03/2018	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	5	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		00005381	
Transferor's Name			K DHATTADRI JOINTLY WITH B.
	Surname	middle name	first name
Ledger Folio of Transferee		00005433	
Transferee's Name			S SRIDHAR
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			88,444,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			278,000,000
Deposit			0
Total			366,444,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

5

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
ESOS 2008	104,292	10	1,042,920	0	0
ESOS 2009 Plan A	124,620	10	1,246,200	0	0
ESOS 2009 Plan B	167,806	10	1,678,060	0	0
ESOS 2013	439,275	10	4,392,750	0	0
ESOS 2014	291,743	10	2,917,430	0	0
Total	1,127,736		11,277,360		0

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,849,767,639

(ii) Net worth of the Company

7,258,253,637

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,353,366	10.98	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	

7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	3,353,366	10.98	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,346,398	20.78	0	
	(ii) Non-resident Indian (NRI)	632,409	2.07	0	
	(iii) Foreign national (other than NRI)	14,278	0.05	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	34,797	0.11	0	
5.	Financial institutions	18,043	0.06	0	
6.	Foreign institutional investors	477,358	1.56	0	
7.	Mutual funds	2,688,962	8.8	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,044,265	42.71	0	
10.	Others Clearing Members, Foreign	3,929,307	12.87	0	
	Total	27,185,817	89.01	0	0

Total number of shareholders (other than promoters) 12,905

Total number of shareholders (Promoters+Public/ Other than promoters) 12,906

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BT FUNDS MANAGEM	JPMORGAN CHASE BANK N.A.INDI			477,358	1.56

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	1
Members (other than promoters)	13,710	12,905
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	0	1	0	10.98
B. Non-Promoter	0	5	1	4	0.36	0.56
(i) Non-Independent	0	1	1	1	0.36	0.56
(ii) Independent	0	4	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	1	6	1	5	0.36	11.54
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VENKETRAMA RAJA P	00331406	Director	3,353,366	
POOSAPADI VENKETF	07273249	Director	110,332	
ARRAKUNDAL VELAYI	00693181	Director	170,692	
MURUGAPPAN MUTHI	00152619	Director	0	
RADHEYSHYAM DALC	00012594	Director	0	
SOUNDARA KUMAR	01974515	Director	0	
POOSAPADI VENKETF	AYJPA8248F	Manager	110,332	
RAVIKULA CHANDRAM	ACPPR9080G	CFO	42,455	
PALLIPURAM RAMASV	BQCPK4474R	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
POOSAPADI RAMASAI	00331357	Director	11/05/2017	Cessation
VENKETRAMA RAJA P	00331406	Director	04/06/2017	Change in designation from Managin
POOSAPADI VENKETF	AYJPA8248F	Manager	04/06/2017	Appointment
POOSAPADI VENKETF	07273249	Additional director	04/06/2017	Appointment
VYDIANATHASWAMY	00058769	Director	16/03/2018	Cessation
PALLIPURAM RAMASV	BQCPK4474R	Company Secretar	03/07/2017	Appointment
POOSAPADI VENKETF	07273249	Director	04/08/2017	Change in designation from Additiona

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	04/08/2017	13,484	32	52.33

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2017	6	6	100
2	04/06/2017	7	6	85.71
3	03/08/2017	7	7	100
4	01/11/2017	7	7	100
5	07/02/2018	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/05/2017	3	3	100
2	Audit Committee	04/06/2017	3	2	66.67
3	Audit Committee	03/08/2017	4	4	100
4	Audit Committee	01/11/2017	4	4	100
5	Audit Committee	07/02/2018	4	4	100
6	Nomination & Remuneration	29/05/2017	3	3	100
7	Nomination & Remuneration	04/06/2017	3	2	66.67
8	Nomination & Remuneration	21/07/2017	3	3	100
9	Nomination & Remuneration	11/09/2017	3	2	66.67
10	Nomination & Remuneration	13/10/2017	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								03/08/2018 (Y/N/NA)
1	VENKETRAM	5	5	100	18	16	88.89	Yes
2	POOSAPADI	4	4	100	0	0	0	Yes
3	ARRAKUNDA	5	5	100	21	21	100	Yes
4	MURUGAPPA	5	4	80	28	26	92.86	Yes
5	RADHEYSHY	5	5	100	1	1	100	Yes
6	SOUNDARA	5	5	100	4	4	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENKETRAMA RA	VICE CHAIRMAN	189,000	0	0	30,120	219,120
2	POOSAPADI VENK	MANAGER	891,000	0	0	248,941	1,139,941
	Total		1,080,000	0	0	279,061	1,359,061

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVIKULA CHAND	CFO	6,002,272	0	2,097,367	735,598	8,835,237
2	PALLIPURAM RAM	Company Secre	541,696	0	0	28,609	570,305
	Total		6,543,968	0	2,097,367	764,207	9,405,542

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENKETRAMA RA	Director	0	0	0	60,000	60,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	ARRAKUNDAL VEL	Director	0	0	6,555,066	150,000	6,705,066
3	MURUGAPPAN ML	Director	0	0	0	135,000	135,000
4	VYDIANATHASWA	Director	0	0	0	165,000	165,000
5	RADHEYSHYAM D	Director	0	0	0	90,000	90,000
6	SOUNDARA KUMA	Director	0	0	0	135,000	135,000
	Total		0	0	6,555,066	735,000	7,290,066

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K SRIRAM

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2215

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... **49 & 50** dated **01/11/2017**

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

POOBAFADI
VISHNUTRAMA RAO
ASINAVRAMASUBRA
MANIVARAJA
Digitally signed by
POOBAFADI VISHNUTRAMA
RAO
DN: cn=POOBAFADI VISHNUTRAMA
RAO, o=, ou=, email=, c=IN
Date: 2018.09.29 15:45:25
+05'30'

DIN of the director

07273249

To be digitally signed by

PALLIPURAM
RAMASWAMI
KARTHIK
Digitally signed by
PALLIPURAM
RAMASWAMI
KARTHIK
DN: cn=PALLIPURAM
RAMASWAMI KARTHIK,
o=, ou=, email=, c=IN
Date: 2018.09.29
16:46:28 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

39225

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders_Electronic.pdf
List of Shareholders_Physical.pdf
Form No MGT 8.pdf
IX C COMMITTEE MEETINGS.pdf
ROC Letter Notes.pdf

Remove attachment**Modify****Check Form****Prescrutiny****Submit**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



S. Krishnamurthy & Co.,
Company Secretaries

Form No. MGT-8

*[Pursuant to Section 92(2) of the Companies Act, 2013, and
Rule 11(2) of the Companies (Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

(To be read along with our letter of even date annexed hereto)

We have examined the registers, records, books and papers of **RAMCO SYSTEMS LIMITED**, having Corporate Identity Number **L72300TN1997PLC037550** ('the Company'), as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder, for the financial year ended on **31st March 2018** ('the year').

In our opinion and to the best of our information and according to the examinations carried out by us, and the explanations / representations furnished to us by the Company, its directors, officers and agents, **we hereby certify that:**

- A. The Annual Return for the year, read with the annexure and the clarification letter thereto, as furnished for our certification, states the facts as at the close of the aforesaid financial year, correctly and adequately.
- B. The Company's compliance with certain specified provisions of the Act and the Rules made thereunder, during the aforesaid financial year, is as follows:
1. The Company is a listed public company, limited by shares.
 2. The Company is maintaining the statutory registers required under the Act and the necessary entries were made therein within the prescribed time-limit.
 3. The Company has filed the requisite forms and returns with the Registrar of Companies within one of the following time-lines:
 - (a) Within the time-limit specified in the applicable Section of the Act; or
 - (b) Within the extended time provided by the Ministry of Corporate Affairs without payment of additional fees; or
 - (c) Within the time specified in Section 403 of the Act, with payment of the prescribed additional fees.

No forms or returns were filed with the Regional Director, the Central Government, the Tribunal, the Court or other authorities under the Act, during the year.



Certificate in Form MGT-8 for the Annual Return as on 31st March 2018

Ramco Systems Limited (21st AGM held on 3rd August 2018)

4. The Company has called, convened and held the following meetings on the dates stated in the Annual Return (being within the due date(s), wherever applicable):

- (a) 5 (five) meetings of the Board of Directors ('the Board');
- (b) 33 (thirty three) meetings of Committees of the Board:
 - (i) Audit Committee – 5 (five) meetings
 - (ii) Nomination and Remuneration Committee – 9 (nine) meetings
 - (iii) Stakeholders' Relationship Committee – 5 (five) meetings
 - (iv) Corporate Social Responsibility Committee – 2 (two) meetings
 - (v) Allotment Committee – 11 (eleven) meetings
 - (vi) Independent Directors – 1 (one) meeting

(c) The 20th Annual General Meeting of the members of the Company.

In respect of the aforesaid meetings, notices were given and the proceedings, including circular resolutions, have been recorded in the Minute Books maintained for the purpose in loose-leaf form and the same have been signed. No resolutions were passed through Postal Ballot. A separate meeting of the Independent Directors held on 7th February 2018, as required under Schedule IV to the Act, was also considered as a meeting of a Committee of the Board, and hence details of that meeting and attendance of directors thereat have been furnished in the Annual Return.

5. The Company has not closed its Register of Members or Share transfer books during the year.

6. The Company has complied with the provisions of Section 185 of the Act.

7. The Company has complied with Section 188 of the Act in respect of the contracts / arrangements entered into with related parties. We are informed that, all such contracts / arrangements were entered into on arms' length basis and in the ordinary course of business. Prior / omnibus approvals have been obtained from the Audit Committee for all the related party transactions.

8. The Company:

(a) Has issued/ delivered share/ security certificates in the following instances, wherever required:

- (i) On allotment of equity shares for cash at applicable exercise prices to eligible employees under various Employee Stock Option Schemes (ESOS);
- (ii) On grant of options under ESOS;
- (iii) On registration of transfer / transposition of shares;
- (iv) On re-materialisation of shares; and
- (v) Duplicate share certificates in lieu of mutilated / lost share certificates.



Certificate in Form MGT-8 for the Annual Return as on 31st March 2018

Ramco Systems Limited (21st AGM held on 3rd August 2018)

- (b) Has not:
- (i) Effected any transmission, split or consolidation of shares
 - (ii) Made any buyback of securities, reduction of share capital or conversion of shares/ securities, other than the allotment of equity shares under ESOS; and
- (c) Does not have any redeemable debentures.
9. The Company has not kept in abeyance, any rights to dividend, rights shares and bonus shares, pending registration of transfer of shares.
10. The Company:
- (a) Has not declared any dividend during the year and was hence not required to comply with the applicable provisions of the Act;
 - (b) Was not required to transfer any unclaimed dividend or unclaimed shares to the Investor Education and Protection Fund under Section 125 of the Act.
11. The audited financial statement for the financial year ended 31st March 2017 (including consolidated) was signed in accordance with the provisions of Section 134(1) of the Act, and the report of the Board of Directors for the said financial year was generally in accordance with sub-sections (3) and (5) of Section 134 of the Act.
12. The Company has, during the year, complied with the applicable provisions of the Act regarding:
- (a) Constitution of its Board of Directors and its statutory committees;
 - (b) Appointment, cessation, retirement, re-appointment, remuneration and disclosures of directors; and
 - (c) Appointment and remuneration of key managerial personnel.
13. At the 20th Annual General Meeting held on 4th August 2017, the members appointed M/s M S Jagannathan & N Krishnaswami (FRN:001208S) as Auditors for a term of five years (upto the conclusion of the 25th annual general meeting) as per Section 139 of the Act.
14. The Company has not applied for any approval from the Regional Director, the Central Government, the Tribunal, the Court or other authorities under the Act. The forms and returns filed with the Registrar of Companies during the year have been approved / taken on record.
15. The Company has not accepted any deposits within the purview of Section 2(31) and Chapter V of the Act, read with the Companies (Acceptance of deposits) Rules, 2014, during the year.
16. The Company has complied with the applicable provisions of the Act in respect of its borrowings and modification of charge during the year.



Certificate in Form MGT-8 for the Annual Return as on 31st March 2018

Ramco Systems Limited (21st AGM held on 3rd August 2018)

17. The Company, during the year:

- (a) Has complied with the provisions of Section 186 of the Act in respect of:
 - (i) Investments/ further investments in securities of wholly-owned subsidiaries, including by way of conversion of loans; and
 - (ii) Loans to wholly-owned subsidiaries and a body corporate.
- (b) Has not given any loan or guarantee or security in connection with a loan, to any other body corporate or person, falling within the purview of Section 186 of the Act.

18. The Company has not altered the provisions of its Memorandum or Articles of Association during the year.

For **S. KRISHNAMURTHY & CO.,**
Company Secretaries


K SRIRAM

Partner

Membership No. **F6312**

Certificate of Practice No. **2215**



Place: Chennai

Date: **29th September 2018**

Certificate in Form MGT-8 for the Annual Return as on 31st March 2018
Ramco Systems Limited (21st AGM held on 3rd August 2018)

Annexure to Form MGT-8 of even date

Our certificate of even date in Form MGT-8 is to be read along with this letter.

1. Maintenance of secretarial records and compliance with the provisions of the Act is the responsibility of the Company's management. Our responsibility is to certify the Annual Return based on the records, documents and data furnished to us by the Company.
2. We have verified the records/ data furnished for our verification to ensure that correct facts and figures are reflected in the Annual Return and our certificate. We have also relied on the Audited Financial Statements for the financial year ended 31st March 2018, statutory attachments thereto, shareholding and share transfer data furnished by the Company / Registrar and Share transfer agent, information disseminated on the Company's website and its filings with the stock exchanges. We have not verified the correctness and appropriateness of the same. We have also not verified the correctness and appropriateness of financial records and books of accounts of the Company.
3. We have followed audit practices and processes we considered appropriate to obtain reasonable assurance about the correctness of the contents of the Annual Return and the matters to be stated in our certificate.
4. We have, while forming an opinion on compliance and certifying the annual return, also taken into consideration the compliance related action taken by the Company after 31st March 2018, but before issue of our certificate.
5. We have obtained the Management's representation about:
 - (a) Statutory disclosures and compliances under the Act;
 - (b) Penalties/ punishments and compounding of offences under all applicable laws;
 - (c) Such other matters as we considered necessary.
6. Our certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S. KRISHNAMURTHY & CO.,**
Company Secretaries



K SRIRAM

Partner

Membership No. **F6312**

Certificate of Practice No. **2215**



Place: Chennai

Date: **29th September 2018**

Date: September 29, 2018

The Registrar of Companies
Block No.6, B Wing 2nd Floor
Shastri Bhawan
26, Haddows Road,
Chennai - 600034

Dear Sir,

Sub: Annual Return pursuant to Section 92 of the Companies Act, 2013 for the year ended March 31, 2018

With reference to the Annual Return (Form MGT-7) we wish to provide the following clarification notes relating to the said return for reference and records.

I. REGISTRATION AND OTHER DETAILS

Note 1:

(vi) (a). Details of stock exchanges where shares are listed

Only numeric values are accepted in the form. Hence the codes for Stock Exchanges have been mentioned as "1" and "1024" instead of "A1" and "A1024".

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Note 2:

In the Annual report, Computer Programming, Consultancy and related activities (NIC Code 620) & Hosting and related activities (NIC Code 631) were given under main products/services and the percentage was shown as 100 of turnover in aggregate. However in the MGT-7, Computer Programming, Consultancy and related activities (Business Activity Code - J6) is only given since the % turnover of the Hosting and related activities is not material.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

Note 3: Associate Company

Cityworks (Pty) Limited (earlier known as Redlex47 (Pty) Limited) South Africa is an Associate of RSL Enterprise Solutions (Pty) Limited (subsidiary of Ramco Systems Limited) which is holding 30% stake.

Ramco Systems Limited (RSL) is holding 98% of the share capital in Ramco Systems Corporation., USA (RSC) and Ramco Systems Canada Inc., Canada is a wholly owned subsidiary of RSC. Hence, Ramco Systems Canada Inc., Canada is considered as stepdown Subsidiary of RSL and the percentage of shareholding in it by RSL is given as 98% based on its shareholding in RSC. Ramco Systems Vietnam Company Limited, Vietnam, a wholly owned subsidiary was incorporated on 3rd July 2017 and PT Ramco Systems Indonesia was incorporated on 11th October 2017.

The 13 subsidiaries listed in the said e-form MGT-7, are incorporated outside India and are not subject to restrictions under the Companies (Restriction on Number of Layers) Rules, 2017 as per proviso to Rule 2(1) of the said Rules.

It can be observed that only Ramco Systems Corporation, USA has a subsidiary, viz., Ramco Systems Canada Inc., Canada and none of the other subsidiaries of the Company, have a subsidiary.

Thus, we wish to kindly submit that in view of the above, the Company's layers are well within the limits permitted under the Companies (Restriction on Number of Layers) Rules, 2017.

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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Note 4: Issued Share Capital (includes Forfeited Shares)

Particulars		No. of Shares
Issued shares	(A)	30,888,361
Paid Up shares	(B)	30,539,183
Difference, if any*	(A-B)	349,178

*Reason for difference of shares, if applicable: (A-B):

348,000 EQUITY SHARES (ON WHICH RE.1/- PARTLY PAID UP) ALLOTTED TO RSL EMPLOYEE TRUST WERE FORFEITED FOR NON PAYMENT OF CALL MONEY.

1,178 EQUITY SHARES (ON WHICH Rs.5/- WAS PARTLY PAID UP) ALLOTTED TO SHAREHOLDERS UNDER THE RIGHTS ISSUE WERE FORFEITED FOR NON PAYMENT OF CALL MONEY

V. Computation of Turnover/ Net worth

Note5:

"Turnover" and "Net worth" have been computed based on the definition provided in Section 2(91) and 2(57) respectively of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 with effect from 9th February 2018.

The computation of net worth is given below:

Particulars	Amount in Rs.
Equity Share Capital*	305,745,720
Securities Premium	6,557,379,635
Retained earnings	395,128,282
Total Net worth	7,258,253,637

Employee Stock options outstanding, Currency translation reserve and Share Application money pending allotment are not considered for the above calculation

*includes amount of Rs.353,890/- forfeited in respect of 349,178 equity shares

VI. (a) *SHARE HOLDING PATTERN – Promoters

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

Note 6:

(i) The following is the Promoter Group list shown separately under the heading "Promoter Group in MGT-9 included in the Annual Report

Promoter Group

Sl. No.	Name	No. of shares held
1	Smt. B Srisandhya Raju	110,670
2	Shri P V Abinav Ramasubramaniam Raja	110,332
3	Smt. Saradha Deepa	136,029
4	Smt. P V Nirmala	11,902
5	Smt. R Chittammal	77,060
6	Smt. Nalina Ramalakshmi	186,724
7	Smt. R Sudarsanam	154,687
8	M/s. Ramco Management Private Limited	300
9	M/s. Ramco Industries Limited	5,467,376
10	M/s. Ramaraju Surgical Cotton Mills Ltd	12,739
11	M/s. Rajapalayam Mills Limited	733,531
12	M/s. Ontime Industrial Services Limited	539,122
13	M/s. Ramco Agencies Private Limited	1,388
14	M/s. Ramco Private Limited	3,713
15	M/s. The Ramco Cements Limited	5,417,810

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Since there is no separate Promoter Group classification in the MGT-7 form,

- (a) Sl. No. 1 to 7 aggregating to 787,404 shares is included under (b) *SHARE HOLDING PATTERN - Public/Other than promoters in Category Individual / Hindu Undivided Family - (i) Indian.
- (b) Sl. No. 8 to 15 aggregating to 12,175,979 shares is included under (b) *SHARE HOLDING PATTERN - Public/Other than promoters in Category Body corporate.
- (c) Total number of shareholders (Promoters+Public/ Other than promoters)

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Note 7:

(A) *Composition of Board of Directors

Shri P V Abinav Ramasubramaniam Raja (DIN: 07273249), who belongs to the Promoter Group, has been categorised as "Non - Promoter" from the list, in the absence of a category "Promoter Group" in the Annual Return form.

(B) (i) *DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AS ON THE CLOSURE OF FINANCIAL YEAR

&

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Note 8:

Shri P R Venketrama Raja, relinquished the post of Managing Director with effect from the closing hours of 3rd June 2017 and has been appointed as Chairman and Non-executive Director from 4th June 2017, consequent to the passing away of the then Chairman Shri P R Ramasubrahmaneya Rajha on 11th May 2017. Shri P R Venketrama Raja was also the Vice Chairman & Managing Director of Ramco Industries Ltd upto 3rd June 2017 from where he drew remuneration, subject to his aggregate remuneration drawn from both the Companies limited to the higher of 5% of the net profits of the Company or Ramco Industries Ltd. His remuneration from Ramco Industries Ltd., during the financial year upto 3rd June 2017 was Rs.74,92,607/-.

Based on the recommendations of Nomination and Remuneration Committee, the Board have

- (a) Co-opted Shri P V Abinav Ramasubramaniam Raja as an Additional Director on 4th June 2017 and his designation was regularized as a Director by the members in the AGM held on 4th August 2017.
- (b) Shri P V Abinav Ramasubramaniam Raja was appointed as a whole time key managerial personnel in the position of Manager with the designation of Whole Time Director for a period of five (5) years from 4th June 2017 and the said appointment and remuneration was approved by the shareholders in the AGM held on 4th August 2017. Shri P V Abinav Ramasubramaniam Raja is also the Managing Director of Ramco Industries Ltd from 4th June 2017 from where he drew remuneration, subject to his aggregate remuneration drawn from both the Companies limited to the higher of 3% of the net profits of the Company or Ramco Industries Ltd. His remuneration from Ramco Industries Ltd., during that period was Rs.2,07,56,921/-.

Shri V Jagadisan, an Independent Director demised on 16th March 2018.

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Shri P R Karthic was appointed as a whole time key managerial personnel in the position of Company Secretary with effect from 3rd July 2017.

Shri Virender Aggarwal, Chief Executive Officer is an employee of Ramco Systems Pte., Ltd. Singapore, a subsidiary of the Company, where his remuneration was USD 1.05 million (Rs.67.51 million) including USD 0.01 million (Rs.0.62 million) towards retivals. He did not draw any remuneration from Ramco Systems Ltd., India. He is not a whole-time KMP under section 203(1) of the Companies Act, 2013 and hence his name does not appear in the list of signatories in Ministry of Corporate Affairs (MCA) portal.

Note 9:

Number of other directors whose remuneration details to be entered

Total amount given under "Others" represents sitting fees paid to Directors which includes sitting fees paid for separate meeting of Independent Directors held on 7th February, 2018.

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. Committee Meetings & D. Attendance of Directors

Note 10:

The attendance particulars are required for the financial year 2017-18. However the Annual Return form does not permit inclusion of attendance particulars of person who are not directors as on 31st March 2018. Hence attendance details of Shri Vyidianathaswamy Jagadisan, Director who demised on 16th March 2018 is being furnished hereunder:

Sl. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	04/08/2017 (Y/N/NA)
1	VYDIANATHASWAMY JAGADISAN	5	5	100	26	22	84.62	Not Applicable



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Note 11:


Independent directors meeting held on 7th February, 2018 is also considered as a Committee Meetings and attendance at the said meeting have also been furnished accordingly.

Kindly consider this letter as a part of the annual return and take the annual return on record.

Thanking you,

Yours faithfully

For **RAMCO SYSTEMS LIMITED**



P R KARTHIC
COMPANY SECRETARY



Ramco Systems Limited

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