

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]



सत्यमेव जयते

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
1	BSE Ltd.,	1
2	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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM

08/08/2019

(b) Due date of AGM

30/09/2019

(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

15

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 (Shangai) 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
15	Ramco Systems Macau Limited		Subsidiary	100

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	30,942,000	30,942,000	30,592,822
Total amount of equity shares (in Rupees)	500,000,000	309,420,000	309,420,000	305,928,220

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	50,000,000	30,942,000	30,942,000	30,592,822
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	309,420,000	309,420,000	305,928,220

(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	30,539,183	305,391,830	305,391,830	
Increase during the year	53,639	536,390	536,390	5,318,775
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	53,639	536,390	536,390	5,318,775
vi. Sweat equity shares allotted	0	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				

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	30,592,822	305,928,220	305,928,220	
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							
Date of registration of transfer (Date Month Year)				28/11/2018			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		200		Amount per Share/ Debenture/Unit (in Rs.)		10	
Ledger Folio of Transferor				00002167			
Transferor's Name						DHANAM K.S.	
		Surname		middle name		first name	
Ledger Folio of Transferee				00005436			
Transferee's Name						VASANTHI R	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				13/12/2018			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		25		Amount per Share/ Debenture/Unit (in Rs.)		10	

Ledger Folio of Transferor		00000365	
Transferor's Name			NARAYANA RAJA S.N.P.
	Surname	middle name	first name
Ledger Folio of Transferee		00005437	
Transferee's Name			S N VENKATARAMAN
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		26/02/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		00005342	
Transferor's Name		Jointly with MAHALAKSHMI M	MUKUND SRINATH
	Surname	middle name	first name
Ledger Folio of Transferee		00005438	
Transferee's Name			B CHANDRA SHEKAR
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		30/03/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	50	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		00001297	
Transferor's Name	Jt VIJAYKUMAR HARBAHAGV	Jt. NISHA VIJAYKUMAR HEMDE	ARUN VIJAYKUMAR HEMDEV
	Surname	middle name	first name
Ledger Folio of Transferee		00005439	
Transferee's Name		Jt. NISHA VIJAYKUMAR HEMDE	AASHISH VIJAYKUMAR HEMDE
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		30/03/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	50	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		00000827	
Transferor's Name	Jointly with VINAY JAYRAJ A	Jointly with JAYSHREE JAYRAJ	JAYARAJ GOPALDAS ASHER
	Surname	middle name	first name
Ledger Folio of Transferee		00005440	
Transferee's Name		Jointly with JAYSHREE JAYRAJ	JAYARAJ GOPALDAS ASHER
	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			178,107,459.81
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			624,878,824.89
Deposit			0
Total			802,986,284.7

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	102,026	10	1,020,260	0	0
ESOS 2009 Plan A	118,838	10	1,188,380	0	0
ESOS 2009 Plan B	161,615	10	1,616,150	0	0
ESOS 2013	418,945	10	4,189,450	0	0
ESOS 2014	268,106	10	2,681,060	0	0
Total	1,069,530		10,695,300		0

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

(i) Turnover

3,156,944,352

(ii) Net worth of the Company

7,801,664,775

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	10.96	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 NIL	0	0	0	
	Total	3,353,366	10.96	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	6,684,679	21.85	0	
	(ii) Non-resident Indian (NRI)	726,620	2.38	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	33,676	0.11	0	
5.	Financial institutions	21,774	0.07	0	
6.	Foreign institutional investors	477,358	1.56	0	
7.	Mutual funds	3,158,587	10.32	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,847,593	42	0	
10.	Others (Foreign Portfolio Investor (3,274,891	10.7	0	
	Total	27,239,456	89.04	0	0

Total number of shareholders (other than promoters) 14,166

Total number of shareholders (Promoters+Public/
Other than promoters) 14,167

(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
BTFUNDSMANAGEMENT	JPMORGAN CHASE BANK N.A.INDIA			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	1	1
Members (other than promoters)	12,905	14,166
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	0	1	0	1	0	10.96
B. Non-Promoter	1	4	1	6	0.36	0.56
(i) Non-Independent	1	1	1	1	0.36	0.56
(ii) Independent	0	3	0	5	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	5	1	7	0.36	11.52
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(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)
POOSAPADI RAMASU	00331406	Director	3,353,366	
POOSAPADI VENKETF	07273249	Director	110,332	
ARRAKUNDAL VELAYU	00693181	Director	170,692	
MURUGAPPAN MUTHI	00152619	Director	0	
RADHEY SHYAM AGAI	00012594	Director	0	
SOUNDARA KUMAR	01974515	Director	0	
SANKAR KRISHNAN	01597033	Director	0	
POSAPADI PERUMAL	06702871	Additional 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

3

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)
SANKAR KRISHNAN	01597033	Additional director	11/05/2018	Appointment in the category of Indep
SANKAR KRISHNAN	01597033	Director	03/08/2018	Change in designation from Additiona
POSAPADI PERUMAL	06702871	Additional director	29/08/2018	Appointment in the category of Indep

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

1

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	03/08/2018	13,374	32	52.15

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2018	7	5	71.43
2	02/08/2018	7	5	71.43
3	31/10/2018	8	7	87.5
4	28/01/2019	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

24

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	22/05/2018	4	3	75
2	Audit Committee	02/08/2018	5	3	60
3	Audit Committee	31/10/2018	6	5	83.33
4	Audit Committee	28/01/2019	6	6	100
5	Nomination and Remuneration Committee	08/05/2018	3	2	66.67
6	Nomination and Remuneration Committee	22/05/2018	3	2	66.67
7	Nomination and Remuneration Committee	14/06/2018	3	2	66.67
8	Nomination and Remuneration Committee	22/08/2018	3	2	66.67
9	Nomination and Remuneration Committee	04/10/2018	3	2	66.67
10	Independent Directors	28/01/2019	5	5	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	08/08/2019
								(Y/N/NA)
1	POOSAPADI	4	4	100	14	11	78.57	Yes
2	POOSAPADI	4	4	100	10	10	100	Yes
3	ARRAKUNDA	4	4	100	17	17	100	Yes
4	MURUGAPPA	4	2	50	18	14	77.78	Yes
5	RADHEY SHY	4	4	100	5	4	80	Yes
6	SOUNDARA P	4	3	75	5	4	80	Yes
7	SANKAR KRIS	4	2	50	9	5	55.56	No
8	POSAPADI PI	2	2	100	7	7	100	Yes

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POOSAPADI VENK	MANAGER	1,080,000	0	0	349,020	1,429,020
	Total		1,080,000	0	0	349,020	1,429,020

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	5,683,317	0	0	519,768	6,203,085
2	PALLIPURAM RAM	Company Secre	804,962	0	0	42,749	847,711
	Total		6,488,279	0	0	562,517	7,050,796

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POOSAPADI RAMA	Director	0	0	0	120,000	120,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	ARRAKUNDAL VEL	Director	0	0	0	225,000	225,000
3	MURUGAPPAN ML	Director	0	0	0	150,000	150,000
4	RADHEY SHYAM A	Director	0	0	0	240,000	240,000
5	SOUNDARA KUMA	Director	0	0	0	195,000	195,000
6	SANKAR KRISHNA	Director	0	0	0	165,000	165,000
7	POSAPADI PERUM	Additional Direct	0	0	0	150,000	150,000
	Total		0	0	0	1,245,000	1,245,000

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

POOSAPADI
VENKETRAMA RAO
ABINAV
RAMASUBRAMANIAM
BY RAO
Digitally signed by
POOSAPADI VENKETRAMA RAO
DN: cn=POOSAPADI VENKETRAMA RAO, o=, ou=, email=POOSAPADI VENKETRAMA RAO, c=IN, date=2017.10.24.18:26:53, +05'30'

DIN of the director

07273249

To be digitally signed by

PALLIPURAM
RAMASWAMY
Y KARTHIC
Digitally signed by
PALLIPURAM RAMASWAMY
Y KARTHIC
Date: 2018.10.04
18:27:50 +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
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 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 and 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 (*the Rules*) for the financial year ended on **31st March 2019** ("the year"/ "the financial year").

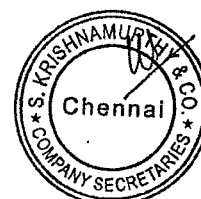
In our opinion and to the best of our information and according to the examinations carried out by us and explanations/ representations furnished to us by the Company, its directors/ whole-time key managerial personnel/ officers/ agents, **we certify that:**

- A.** The Annual Return of the Company for the year as furnished for our certification, read with the clarificatory letter annexed thereto as an optional attachment, states the facts as at the close of the aforesaid financial year, **viz. as at 31st March 2019**, correctly and adequately.
- B.** The Company's compliance with certain specified provisions of the Act and the Rules, during the aforesaid financial year, is as set out below:
1. The Company's status continues to be that of a Listed Public Company, limited by shares.
 2. The Company has maintained the prescribed registers/records and we are informed that entries therein have been made within the time prescribed therefor.
 3. The Company:
 - (a) Has, during the year, filed forms/ returns with the Registrar of Companies **within** one of the following time-frames:
 - (i) Within the prescribed time specified in the applicable Section of the Act; or
 - (ii) Within the extended time specified by the Ministry of Corporate Affairs not requiring the payment of any additional fees; or
 - (iii) Beyond the prescribed time specified in the relevant provisions of the Act/ Rules, along with the prescribed additional fees.
 - (b) Has not filed any forms/ returns with Regional Director/ Tribunal/ Court/ other authorities under the Act.



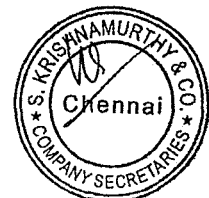
Certificate in Form MGT-8 for the Annual Return as on 31st March 2019
Ramco Systems Limited (AGM held on 8th August 2019)

4. During the year:
- (a) The Company has called/ convened/ held meetings as stated in the Annual Return and summarized herein below:
- (i) Four (4) meetings of the Board of Directors ("*the Board*");
- (ii) Twenty-four (24) meetings of various Committees of the Board as set out below:
- ❖ Audit Committee- four (4) meetings
 - ❖ Nomination and Remuneration Committee- five (5) meetings
 - ❖ Stakeholders' Relationship Committee – six (6) meetings
 - ❖ Corporate Social Responsibility Committee- two (2) meetings
 - ❖ Allotment Committee – six (6) meetings
 - ❖ Independent Directors' Meeting – one (1) meeting
- (iii) The 21st Annual General Meeting of the members (AGM) of the Company
- (b) In respect of the aforesaid meetings, proper notices/ shorter notices were given and the proceedings (including circular resolutions) have been properly recorded in the Minute Books maintained for the purpose in loose-leaf form and the same have been signed.
- (c) No resolutions were passed through postal ballot.
- (d) A separate meeting of the Independent Directors held on 28th January 2019, 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 during the year.
6. The Company has complied with the provisions of Section 185 of the Act during the year in respect of loans advanced to its wholly-owned subsidiaries. The Company has not given any loans to directors or firms referred to in the said section.
7. The Company, during the year:
- (a) Has complied with Section 188 of the Act in respect of the contracts/arrangements/ transactions entered into with related parties, since they were all on arms' length basis and in the ordinary course of business; and
- (b) Has obtained prior / omnibus approvals from the Audit Committee for all the transactions with related parties.
8. The Company, during the year:
- (a) Has issued / delivered physical share certificates on registration of transfer, transmission, transposition of shares, within the time prescribed under the Act/ Rules, after making the necessary endorsements thereon;
- (b) Has issued only letters at the time of grant of options under Employee Stock Option Schemes (ESOS):
- (c) Has allotted shares, where options have been exercised under ESOS, only in dematerialised form;
- (d) Has no preference shares in its capital or redeemable debentures and hence their redemption did not arise;
- (e) Has not received any request for effecting split/consolidation of shares or issue of duplicate share certificates; and
- (f) Has not made any buyback of securities, reduction of share capital or conversion of shares / securities, other than the allotment of equity shares under ESOS.



Certificate in Form MGT-8 for the Annual Return as on 31st March 2019
Ramco Systems Limited (AGM held on 8th August 2019)

9. The Company has not kept in abeyance, any rights to dividend, rights shares or bonus shares, pending registration of transfer of shares.
10. The Company was not required to comply with the Act/ Rules during the year in respect of:
 - (a) Declaration/ payment of dividend; and
 - (b) Transfer of any unpaid/ unclaimed dividend/ other amounts to the Investor Education and Protection Fund (IEPF) in accordance with Section 125 of the Act.
11. The Company has complied with the provisions of:
 - (a) Section 134 of the Act in respect of signing of the audited financial statement for the financial year ended 31st March 2018 on 23rd May 2018; and
 - (b) Section 134 (3) and (5) of the Act as regards the contents of the report of the Board of Directors for the said year, dated 23rd May 2018.
12. The Company has complied with the provisions of the Act and the Rules relating to:
 - (a) Constitution of its Board of Directors and Statutory Committees of the Board;
 - (b) Appointment of an Additional Director in the category of Independent Director by the Board of Directors on 11th May 2018;
 - (c) Appointment of a Director (Change in designation from Additional Director) and approval of his appointment in the category of Independent Director for a period of five consecutive years from 11th May 2018, at the 21st AGM;
 - (d) Retirement (by rotation) of a director, at the 21st AGM;
 - (e) Re-appointment of the retiring director, at the 21st AGM;
 - (f) Approval at the 21st AGM of the re-appointment of two Independent Directors for a second term of five consecutive years from 1st April 2019;
 - (g) Disclosures of the Directors; and
 - (h) Remuneration paid to the directors and key managerial personnel.
13. M/s. M S Jagannathan & N Krishnaswami, Chartered Accountants (FRN: 001208S) were appointed as Auditors at the 20th Annual General Meeting held on 4th August 2017, would be the Auditors of the Company, till the conclusion of the 25th AGM to be held in the year 2022. No casual vacancy of Auditors arose during the year.
14. The Company has obtained approvals from Registrar of Companies for the e-forms/ returns filed under various provisions of the Act. The Company has not sought any approval from the Regional Director/ Tribunal/ Court/ other authorities under the Act.
15. The Company was not required to comply with the provisions of Act and the Rules with regard to acceptance/ renewal/ repayment of deposits, since it has not accepted any deposits falling within the purview of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.
16. The Company has, during the year:
 - (a) Complied with the applicable provisions of the Act with regard to the borrowings made during the year; and
 - (b) Registered one modification of charge belatedly with the prescribed additional fees.



Certificate in Form MGT-8 for the Annual Return as on 31st March 2019
Ramco Systems Limited (AGM held on 8th August 2019)

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;;
- (ii) Loans to wholly-owned subsidiaries;

(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 any of the provisions of its Memorandum or Articles of Association during the year.

Date: 4th October 2019
Place: Chennai



For S Krishnamurthy & Co.,
Company Secretaries,

A handwritten signature in black ink, appearing to read "K Sriram".

K Sriram,
Partner.

Certificate of Practice No: 2215
UDIN: F006312A000029247

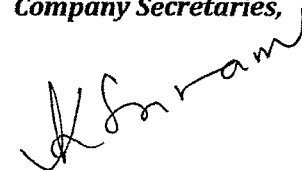
Certificate in Form MGT-8 for the Annual Return as on 31st March 2019
Ramco Systems Limited (AGM held on 8th August 2019)

Annexure - A 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.
3. We have also relied on the Audited Financial Statements for the year ended 31st March 2019, statutory attachments thereto, shareholding data furnished by the Company, information disseminated on the Company's website and stock exchange filings. We have not verified the correctness and appropriateness of the same. We have also not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. We have followed the 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.
5. We have, while forming an opinion on compliance and certifying the annual return, also taken into consideration:
 - (a) The Guidance Note on Annual Return issued by the Institute of Company Secretaries of India; and
 - (b) The compliance related action taken by the Company after 31st March 2019 but before issue of our certificate.
6. 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.
7. 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.

Certificate of Practice No: 2215
UDIN: F006312A000029247



Place: Chennai

Date: 4th October 2019

Date: October 4, 2019

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, 2019

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 e-form 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 less than 10%.

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

Note 3: Associate Company

Cityworks (Pty) Limited (earlier known as Redlex 47 (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 Macau Limited, Macau, a wholly owned subsidiary of Ramco Systems Pte. Ltd. Singapore was incorporated on 3rd May 2019.

The 14 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.

The details of the subsidiaries indicating their status and shareholding is furnished in the Annexure. It can be observed that Ramco Systems Corporation, USA has a subsidiary, viz., Ramco Systems Canada Inc., Canada and Ramco Systems Pte. Ltd. Singapore has a subsidiary, viz., Ramco Systems Macau Limited, Macau 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.



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

(i) *SHARE CAPITAL

(a) Equity share capital

Note 4: Issued Share Capital (includes Forfeiture of Shares)

Particulars		No. of Shares
Issued shares	(A)	30,942,000
Paid Up shares	(B)	30,592,822
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 Net worth

Note 5:

The Networth computed as per Section 2(57) of the Companies Act, 2013 is as below:

Particulars	Rs. in Million	Rs. in Actuals
Equity Share Capital	306.28	306,282,110
Securities Premium	6,580.62	6,580,622,880
Retained earnings	914.22	914,217,285
Share application money pending allotment	0.54	542,500
Total Net worth	7,801.66	7,801,664,775

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	B Srisandhya Raju	110,670
2	P V Abinav Ramasubramaniam Raja	110,332
3	Saradha Deepa	254,567
4	P V Nirmala	11,902
5	R Chittammal	77,060
6	Nalina Ramalakshmi	322,649
7	R Sudarsanam	290,615
8	Ramco Management Private Limited	300
9	Ramco Industries Limited	5,467,376
10	Ramaraju Surgical Cotton Mills Ltd	12,739
11	Rajapalayam Mills Limited	733,531
12	Ramco Industrial and Technology Services Limited (previously Ontime Industrial Services Limited)	567,822



Sl. No.	Name	No. of shares held
13	Ramco Agencies Private Limited	1,388
14	Ramco Private Limited	3,713
15	The Ramco Cements Limited	5,417,810

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

- (a) Sl. No. 1 to 7 aggregating to 1,177,795 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 12,204,679 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)

The details entered in VI (b) are as per the category as given in the Register of Depositories.

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

Shri Virender Aggarwal, Chief Executive Officer is not a whole-time KMP under section 203(1) of the Companies Act, 2013 and hence, his name will not appear in the list of signatories in Ministry of Corporate Affairs (MCA) portal.

He holds 224,583 equity shares.

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Note 7:

Shri P V Abinav Ramasubramaniam Raja is 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.2,90,49,317/-.

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 0.96 million (Rs.66.49 million) including USD 0.01 million (Rs.0.67 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 will not appear in the list of signatories in Ministry of Corporate Affairs (MCA) portal.

Note 8:

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 28th January, 2019.



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

Note 9:

C. Committee Meetings & D. Attendance of Directors

Independent directors meeting held on 28th January, 2019 is considered under Committee Meetings.

The details of Committee Meetings held during the financial year 2018-19 is below:

Sl No.	Type of meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as % of total members
1	Audit Committee	22-May-18	4	3	75
2	Audit Committee	2-Aug-18	5	3	60
3	Audit Committee	31-Oct-18	6	5	83.33
4	Audit Committee	28-Jan-19	6	6	100
5	Nomination and Remuneration Committee	8-May-18	3	2	66.67
6	Nomination and Remuneration Committee	22-May-18	3	2	66.67
7	Nomination and Remuneration Committee	14-Jun-18	3	2	66.67
8	Nomination and Remuneration Committee	22-Aug-18	3	2	66.67
9	Nomination and Remuneration Committee	4-Oct-18	3	2	66.67
10	Independent Directors Meeting	28-Jan-19	5	5	100
11	Allotment Committee	26-Apr-18	2	2	100
12	Allotment Committee	14-Jun-18	3	3	100
13	Allotment Committee	2-Aug-18	3	3	100
14	Allotment Committee	4-Oct-18	3	2	66.67
15	Allotment Committee	26-Nov-18	3	2	66.67
16	Allotment Committee	26-Feb-19	3	3	100
17	Stakeholders' Relationship Committee	20-Apr-18	2	2	100
18	Stakeholders' Relationship Committee	15-May-18	3	3	100
19	Stakeholders' Relationship Committee	28-Nov-18	4	3	75
20	Stakeholders' Relationship Committee	13-Dec-18	4	4	100
21	Stakeholders' Relationship Committee	26-Feb-19	4	4	100
22	Stakeholders' Relationship Committee	30-Mar-19	4	4	100
23	Corporate Social Responsibility Committee	22-May-18	3	2	66.67
24	Corporate Social Responsibility Committee	28-Jan-19	3	3	100

Sl. No. 1 to 10 are included in the e-Form MGT-7 under IX (C) Committee Meetings.

The remaining Committee Meetings held during the financial year 2018-19 are provided in Sl. No. 11 to 24.



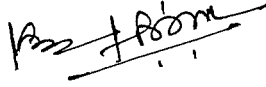
ramco

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully

For **RAMCO SYSTEMS LIMITED**



P R KARTHIC
COMPANY SECRETARY

