

<b>MSEI Symbol</b>	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	
ISIN	INE246B01019
Name of the entity	Ramco Systems Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Quarterly
Date of Report	30-06-2018
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Textual Information(1)				
Is there any change in information of board of directors compare to previous quarter															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	P R Venketrana Raja	AAYPV5127H	00331406	Non-Executive - Non Independent Director	Chairperson		04-08-2017			5	7	4		
2	Mr	P V Abinav Ramasubramaniam Raja	AYJPA8248F	07273249	Executive Director	Not Applicable		04-08-2017			3	1	0		
3	Mr	A V Dharmakrishnan	AFRPD3556N	00693181	Non-Executive - Non Independent Director	Not Applicable		06-08-2015			2	5	0		
4	Mr	M M Venkatachalam	AACPV2232K	00152619	Non-Executive - Independent Director	Not Applicable		01-04-2014		51	5	8	1		

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	R S Agarwal	AABPA5381R	00012594	Non-Executive - Independent Director	Not Applicable		01-04-2014		51	5	5	2		
6	Mrs	Soundara Kumar	AAXPS4712N	01974515	Non-Executive - Independent Director	Not Applicable		27-03-2015		39	6	5	1		
7	Mr	Sankar Krishnan	AADPK5590Q	01597033	Non-Executive - Independent Director	Not Applicable		11-05-2018		2	1	1	0		

**Text Block**

Textual Information(1)

1. During the quarter Shri Sankar Krishnan was appointed as an Additional Director on 11.05.2018 under Non-Executive Independent category. He was also inducted as the member of Audit Committee and Nomination and Remuneration Committee.
2. During the quarter Shri P V Abinav Ramasubramaniam Raja, Director was inducted as a member of Stakeholders Relationship Committee w.e.f. 11.05.2018. Hence, the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has increased from 0 to 1.
3. During the quarter Shri M M Venkatachalam was inducted as a member in Stakeholders Relationship Committee of M/s. Parry Agro Industries Limited. Hence, the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has increased from 7 to 8.
4. During the quarter Shri R S Agarwal was inducted as a member of Nomination and Remuneration Committee on 07.05.2018 and continued till 11.05.2018.
5. During the quarter Smt. Soundara Kumar resigned as a Director from Centrumdirect Limited w.e.f. 01.06.2018 in which she was a member of Audit Committee. Hence, the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has decreased from 6 to 5

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)
Is there any change in information of committees compare to previous quarter	

**Annexure 1 Text Block**

Textual Information(1)	<p>During the Quarter Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Allotment Committee and Fund Raising Committee were reconstituted on 11.05.2018 by inducting:</p> <ol style="list-style-type: none"><li>1. Shri Sankar Krishnan in Audit Committee and Nomination and Remuneration Committee as memebr.</li></ol> <p>Shri R S Agarwal, Non Executive Independent Director was inducted as Member of Nomination and Remuneration Committee on 07.05.2018 and continued till 11.05.2018.</p> <ol style="list-style-type: none"><li>2. Shri P V Abinav Ramasubramaiaam Raja in Stakeholders Relationship Committee, Allotment Committee and Fund Raising Committee as member.</li><li>3. Rights Issue 2013 Committee was dissolved w.e.f. 23.05.2018.</li></ol>
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<b>Audit Committee Details</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01974515	Mrs. Soundara Kumar	Non-Executive - Independent Director	Chairperson	
2	00152619	Mr. M M Venkatachalam	Non-Executive - Independent Director	Member	
3	00693181	Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
4	01597033	Mr. Sankar Krishnan	Non-Executive - Independent Director	Member	Textual Information(1)

<b>Audit Committee Details Text Block</b>	
Textual Information(1)	During the Quarter Shri Sankar Krishnan was inducted as the member of Audit Committee.



<b>Nomination and remuneration committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00152619	Mr. M M Venkatachalam	Non-Executive - Independent Director	Chairperson	
2	00693181	Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
3	01597033	Mr. Sankar Krishnan	Non-Executive - Independent Director	Member	Textual Information(1)

<b>Nomination and remuneration committee Text Block</b>	
Textual Information(1)	During the Quarter Shri Sankar Krishnan was inducted as the member of Nomination and Remuneration Committee.

<b>Stakeholders Relationship Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00331406	Mr. P R Venketrana Raja	Non-Executive - Non Independent Director	Chairperson	
2	00693181	Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
3	07273249	Mr. P V Abinav Ramasubramaniam Raja	Executive Director	Member	Textual Information(1)

**Stakeholders Relationship Committee Text Block**

Textual Information(1)

During the Quarter Shri P V Abinav Ramasubramaniam Raja was inducted as the member of Stakeholders Relationship Committee.

<b>Risk Management Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

<b>Corporate Social Responsibility Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00331406	Mr. P R Venketrana Raja	Non-Executive - Non Independent Director	Chairperson	
2	00152619	Mr. M M Venkatachalam	Non-Executive - Independent Director	Member	
3	00693181	Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00152619	Mr. M M Venkatachalam	Allotment Committee	Non-Executive - Independent Director	Chairperson	
2	00331406	Mr. P R Venketrana Raja	Allotment Committee	Non-Executive - Non Independent Director	Member	
3	07273249	Mr. P V Abinav Ramasubramaniam Raja	Allotment Committee	Executive Director	Member	Textual Information(1)
4	00152619	Mr. M M Venkatachalam	Fund Raising Committee	Non-Executive - Independent Director	Member	
5	00331406	Mr. P R Venketrana Raja	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
6	07273249	Mr. P V Abinav Ramasubramaniam Raja	Fund Raising Committee	Executive Director	Member	Textual Information(2)
7	00693181	Mr. A V Dharmakrishnan	Fund Raising Committee	Non-Executive - Non Independent Director	Member	

**Other Committee Text Block**

Textual Information(1)	During the Quarter Shri P V Abinav Ramasubramaniam Raja was inducted as the member of Allotment Committee.
Textual Information(2)	During the Quarter Shri P V Abinav Ramasubramaniam Raja was inducted as the member of Fund Raising Committee.



**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	07-02-2018		
2		23-05-2018	104

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	22-05-2018	Yes		07-02-2018	103	
2	Corporate Social Responsibility Committee	22-05-2018	Yes				
3	Nomination and remuneration committee	08-05-2018	Yes				
4	Nomination and remuneration committee	22-05-2018	Yes				
5	Nomination and remuneration committee	14-06-2018	Yes				
6	Stakeholders Relationship Committee	20-04-2018	Yes				

**Annexure 1****IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
7	Stakeholders Relationship Committee	15-05-2018	Yes				
8	Other Committee	26-04-2018	Yes				Allotment Committee
9	Other Committee	14-06-2018	Yes				Allotment Committee

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	P R Karthic
2	Designation	Company Secretary and Compliance Office

**Text Block**

Textual Information(1)

(i) Report submitted for the previous quarter ended 31.03.2018 had been placed before the Board of Directors at their Meeting held on 23.05.2018 and there were no specific comments/observations/advice from the Board.

(ii) This report will be submitted at the forthcoming meeting of the Board of Directors. Any comments/observations/advice of Board of Directors will be incorporated in the subsequent compliance.

<b>Signatory Details</b>	
Name of signatory	P R Karthic
Designation of person	Company Secretary and Compliance Office
Place	Chennai
Date	13-07-2018



