

General information about company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	
ISIN	INE246B01019
Name of the entity	RAMCO SYSTEMS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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)					
Whether the listed entity has a Regular Chairperson										Yes					
Whether Chairperson is related to MD or CEO										No					
Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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
P R Venketrana Raja		00331406	Non-Executive - Non Independent Director	Chairperson		14-05-1959	19-02-1997	08-08-2019		5	0	7	4		
P V Abinav Ramasubramaniam Raja		07273249	Executive Director	Not Applicable		21-07-1993	04-06-2017	04-08-2017		3	0	1	0		
A V Dharmakrishnan		00693181	Non-Executive - Non Independent Director	Not Applicable		25-01-1957	31-01-2008	03-08-2018		2	0	4	0		
M M Venkatachalam		00152619	Non-Executive - Independent Director	Not Applicable		24-11-1958	05-04-2001	01-04-2019		66	5	2	7	2	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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
5	Mr	R S Agarwal		00012594	Non-Executive - Independent Director	Not Applicable		02-10-1942	29-05-2009	01-04-2019		66	4	4	4	2	
6	Mrs	Soundara Kumar		01974515	Non-Executive - Independent Director	Not Applicable		15-08-1954	27-03-2015	06-08-2015		54	7	5	7	2	
7	Mr	Sankar Krishnan		01597033	Non-Executive - Non Independent Director	Not Applicable		01-11-1967	11-05-2018	08-08-2019			1	0	2	0	
8	Mr	Justice P P S Janarthana Raja (Retd.)		06702871	Non-Executive - Independent Director	Not Applicable		21-01-1951	29-08-2018	08-08-2019		13	3	3	5	2	

Text Block

Textual Information(1)	<p>Shri R S Agarwal: During the quarter, he resigned as a Director in GVK Jaipur Expressway Private Limited hence, the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has decreased from 5 to 4.</p> <p>Smt. Soundara Kumar</p> <p>a) During the quarter, she was inducted as a Director in Carborundum Universal Limited hence the No. of Directorship in listed entities including this listed entity increased from 6 to 7.</p> <p>b) She was also inducted as a member of the Audit Committee in Carborundum Universal Ltd. She is also a member of Stakeholders Relationship Committee of Shanthi Gears Limited. Hence, the no. of Membership in Audit/Stakeholder Relationship Committee(s) including this listed entity has increased from 5 to 7.</p>
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01974515	Soundara Kumar	Non-Executive - Independent Director	Chairperson	04-06-2017		
2	00152619	M M Venkatachalam	Non-Executive - Independent Director	Member	15-06-2001		
3	00693181	A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	27-07-2014		
4	01597033	Sankar Krishnan	Non-Executive - Non Independent Director	Member	22-05-2019		
5	00012594	R S Agarwal	Non-Executive - Independent Director	Member	19-07-2018		
6	06702871	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	29-08-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00152619	M M Venkatachalam	Non-Executive - Independent Director	Chairperson	23-05-2005		
2	00693181	A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	27-07-2014		
3	01597033	Sankar Krishnan	Non-Executive - Non Independent Director	Member	22-05-2019		
4	06702871	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	22-05-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	P R Venketrana Raja	Non-Executive - Non Independent Director	Chairperson	09-03-2000		
2	00693181	A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	27-07-2014		
3	07273249	P V Abinav Ramasubramaniam Raja	Executive Director	Member	11-05-2018		
4	06702871	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	29-08-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	P R Venketrama Raja	Non-Executive - Non Independent Director	Chairperson	20-05-2016		
2	00152619	M M Venkatachalam	Non-Executive - Independent Director	Member	20-05-2016		
3	00693181	A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	20-05-2016		

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

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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	22-05-2019				Yes	8	4
2		07-08-2019	76		Yes	7	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	22-05-2019				Yes	6	4
2	Audit Committee	07-08-2019	76			Yes	5	4

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	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

Pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a statement giving the details of Related Party Transactions on a consolidated basis, for the half year ended 30th September 2019 will be submitted.

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 500 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 Officer

Text Block

Textual Information(1)

(i) Report submitted for the previous quarter ended 30.06.2019 had been placed before the Board of Directors at their Meeting held on 07.08.2019 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.

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

Annexure III		
1	Name of signatory	P R Karthic
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	P R Karthic
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	10-10-2019

