

<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	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
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											Yes				
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		00331406	Non-Executive - Non Independent Director	Chairperson		04-06-2017			5	7	4		
2	Mr	P V Abinav Ramasubramaniam Raja		07273249	Executive Director	Not Applicable		04-08-2017			3	0	0		
3	Mr	A V Dharmakrishnan		00693181	Non-Executive - Non Independent Director	Not Applicable		06-08-2015			2	5	0		
4	Mr	M M Venkatachalam		00152619	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	5	7	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	V Jagadisan		00058769	Non-Executive - Independent Director	Not Applicable		01-04-2014	16-03-2018	48	2	2	1		
6	Mr	R S Agarwal		00012594	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	5	5	2		
7	Mrs	Soundara Kumar		01974515	Non-Executive - Independent Director	Not Applicable		27-03-2015		36	6	6	1		

**Text Block**

Textual Information(1)

Shri V Jagadisan, Non Executive & Independent Director demised on March 16, 2018. Hence, he ceased to be a Director and Member of Committee(s).

At time of cesation he was Director in 2 listed entities including this listed entity and he was a Member in 2 Audit Committee and Chairman of 1 Audit Committee of listed entities including this listed entity.

<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	Yes

**Annexure 1 Text Block**

Textual Information(1)

Due to demise of Shri. V Jagadisan, Director, he ceased to be a member in the following committees w.e.f. 16.03.2018.

- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Allotment Committee
- d. Fund Raising Committee
- e. Rights Issue 2013 Committee

Further the Board shall reconstitute the committees as required under Companies Act, 2013/SEBI (LODR) Regulations, 2015.

<b>Audit Committee Details</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01974515	Soundara Kumar	Non-Executive - Independent Director	Chairperson	
2	00152619	M M Venkatachalam	Non-Executive - Independent Director	Member	
3	00693181	A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
4	00058769	V Jagadisan	Non-Executive - Independent Director	Member	Textual Information(1)

**Audit Committee Details Text Block**

Textual Information(1)

Audit Committee

Consequent to the demise of Director Shri V Jagadisan on March 16, 2018, the Committee continued with the following existing Members.

Smt. Soundara Kumar, Chairperson,

Shri M M Venkatachalam, Member and

Shri A V Dharmakrishnan, Member



<b>Nomination and remuneration committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00152619	M M Venkatachalam	Non-Executive - Independent Director	Chairperson	
2	00693181	A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
3	00058769	V Jagadisan	Non-Executive - Independent Director	Member	Textual Information(1)

**Nomination and remuneration committee Text Block**

Textual Information(1)

Nomination and Remuneration Committee

Consequent to the demise of Director Shri V Jagadisan on March 16, 2018, the Committee continued with the following existing Members.

Shri M M Venkatachalam, Chairman and

Shri A V Dharmakrishnan, Member

The Board shall induct a new Member and shall reconstitue the committee as required under Companies Act, 2013/SEBI (LODR) Regulations, 2015.

<b>Stakeholders Relationship Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00331406	P R Venketrama Raja	Non-Executive - Non Independent Director	Chairperson	
2	00693181	A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	

<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	P R Venketrana Raja	Non-Executive - Non Independent Director	Chairperson	
2	00693181	A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
3	00152619	M M Venkatachalam	Non-Executive - 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	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	00058769	V Jagadisan	Allotment Committee	Non-Executive - Independent Director	Member	Textual Information(1)
4	00693181	A V Dharmakrishnan	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
5	00331406	P R Venketrama Raja	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
6	00152619	M M Venkatachalam	Fund Raising Committee	Non-Executive - Independent Director	Member	
7	00058769	V Jagadisan	Fund Raising Committee	Non-Executive - Independent Director	Member	Textual Information(2)
8	00693181	A V Dharmakrishnan	Rights Issue 2013 Committee	Non-Executive - Non Independent Director	Member	
9	00331406	P R Venketrama Raja	Rights Issue 2013 Committee	Non-Executive - Non Independent Director	Member	
10	00152619	M M Venkatachalam	Rights Issue 2013 Committee	Non-Executive - Independent Director	Member	Textual Information(3)

**Other Committee Text Block**

Textual Information(1)	<p>Allotment Committee</p> <p>Consequent to the demise of Director Shri V Jagadisan on March 16, 2018, the Committee continued with the following existing Members.</p> <p>Shri M M Venkatachalam, Chairman and Shri P R Venketrama Raja, Member</p>
Textual Information(2)	<p>Fund Raising Committee</p> <p>Consequent to the demise of Director Shri V Jagadisan on March 16, 2018, the Committee continued with the following existing Members.</p> <p>Shri A V Dharmakrishnan, Member Shri P R Venketrama Raja, Member and Shri M M Venkatachalam, Member</p>
Textual Information(3)	<p>Rights Issue 2013 Committee</p> <p>Consequent to the demise of Director Shri V Jagadisan on March 16, 2018, the Committee continued with the existing Members. Shri A V Dharmakrishnan, Member Shri P R Venketrama Raja, Member and Shri M M Venkatachalam, Member of the Committee.</p> <p>Due to insufficient space we are providing the details of Shri V Jagadisan (non Executive Independent Director), Member in the notes.</p>

**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	01-11-2017		
2		07-02-2018	97



## 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	07-02-2018	Yes		01-11-2017	97	
2	Nomination and remuneration committee	16-01-2018	Yes				
3	Nomination and remuneration committee	08-03-2018	Yes				
4	Stakeholders Relationship Committee	21-03-2018	Yes				
5	Corporate Social Responsibility Committee	07-02-2018	Yes				
6	Other Committee	16-01-2018	Yes				Allotment Committee

**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	Other Committee	08-03-2018	Yes				Allotment Committee
8	Other Committee	07-02-2018	Yes				Independent Directors Meeting

**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

**Annexure 1**

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

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.ramco.com
2	Terms and conditions of appointment of independent directors	Yes		www.ramco.com
3	Composition of various committees of board of directors	Yes		www.ramco.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.ramco.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ramco.com
6	Criteria of making payments to non-executive directors	Yes		www.ramco.com
7	Policy on dealing with related party transactions	Yes		www.ramco.com
8	Policy for determining 'material' subsidiaries	Yes		www.ramco.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.ramco.com

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ramco.com
11	email address for grievance redressal and other relevant details	Yes		www.ramco.com
12	Financial results	Yes		www.ramco.com
13	Shareholding pattern	Yes		www.ramco.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

**Text Block**

Textual Information(1)

Nomination and Remuneration Committee

Consequent to the demise of Director Shri V Jagadisan on March 16, 2018, the Committee continued with the following existing Members.

Shri M M Venkatachalam, Chairman and

Shri A V Dharmakrishnan, Member

The Board shall induct a new Member and shall reconstitue the committee as required under Companies Act, 2013/SEBI (LODR) Regulations, 2015.

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	
2	Designation	

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

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

**Signatory Details**

Name of signatory	P R Karthic
Designation of person	Company Secretary and Compliance Office
Place	Chennai
Date	13-04-2018