

**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 | 01-04-2018            |
| Date of end of financial year   | 31-03-2019            |
| Reporting Quarter               | Quarterly             |
| Date of Report                  | 31-12-2018            |
| 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   |  |                             |                             |
| Wether the listed entity has a Regular Chairperson                                   |                 |                                 |            |          |  |                         |                         |   |                   |                                |  | 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 Venketrama 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          |                         | 03-08-2018                              |                   |                                | 2  | 4   | 0  |                             |                             |
| 4  | Mr              | M M Venkatachalam               | AACPV2232K | 00152619 | Non-Executive - Independent Director     | Not Applicable          |                         | 01-04-2014                              |                   | 57                             | 5  | 7   | 1  |                             |                             |

**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**

| 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                              |                   | 57                             | 5  | 6   | 2  |                             |                             |
| 6  | Mrs             | Soundara Kumar                        | AAXPS4712N | 01974515 | Non-Executive - Independent Director | Not Applicable          |                         | 27-03-2015                              |                   | 45                             | 6  | 5   | 1  |                             |                             |
| 7  | Mr              | Sankar Krishnan                       | AADPK5590Q | 01597033 | Non-Executive - Independent Director | Not Applicable          |                         | 11-05-2018                              |                   | 8                              | 1  | 1   | 0  |                             |                             |
| 8  | Mr              | Justice P P S Janarthana Raja (Retd.) | AADPJ4240L | 06702871 | Non-Executive - Independent Director | Not Applicable          |                         | 29-08-2018                              |                   | 4                              | 3  | 5   | 2  |                             |                             |

**Text Block**

Textual Information(1)

During the quarter Shri A V Dharmakrishnan ceased to be a Member of Audit Committee of M/s. Madurai Trans Carrier Limited. Hence, the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has decreased from 5 to 4.

During the quarter Shri M M Venkatachalam ceased to be a Member of Audit Committee of M/s. Ambadi Enterprises Limited. Hence, the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has decreased from 8 to 7.

**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter Yes

| 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   | Mrs. Soundara Kumar                   | Non-Executive - Independent Director     | Chairperson             | 04-06-2017          |                   |         |
| 2   | 00152619   | Mr. M M Venkatachalam                 | Non-Executive - Independent Director     | Member                  | 15-06-2001          |                   |         |
| 3   | 00693181   | Mr. A V Dharmakrishnan                | Non-Executive - Non Independent Director | Member                  | 27-07-2014          |                   |         |
| 4   | 01597033   | Mr. Sankar Krishnan                   | Non-Executive - Independent Director     | Member                  | 11-05-2018          |                   |         |
| 5   | 00012594   | Mr. 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   | Mr. M M Venkatachalam     | Non-Executive - Independent Director     | Chairperson             | 23-05-2005          |                   |         |
| 2   | 00693181   | Mr. A V Dharmakrishnan    | Non-Executive - Non Independent Director | Member                  | 27-07-2014          |                   |         |
| 3   | 01597033   | Mr. Sankar Krishnan       | Non-Executive - Independent Director     | Member                  | 11-05-2018          |                   |         |

| 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   | Mr. P R Venketrama Raja               | Non-Executive - Non Independent Director | Chairperson             | 09-03-2000          |                   |         |
| 2   | 00693181   | Mr. A V Dharmakrishnan                | Non-Executive - Non Independent Director | Member                  | 27-07-2014          |                   |         |
| 3   | 07273249   | Mr. 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          |                   |         |



| 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   | Mr. P R Venketrama Raja   | Non-Executive - Non Independent Director | Chairperson             | 20-05-2016          |                   |         |
| 2   | 00152619   | Mr. M M Venkatachalam     | Non-Executive - Independent Director     | Member                  | 20-05-2016          |                   |         |
| 3   | 00693181   | Mr. A V Dharmakrishnan    | Non-Executive - Non Independent Director | Member                  | 20-05-2016          |                   |         |

| <b>Other Committee</b> |            |  |                         |  |                         |         |
|------------------------|------------|--|-------------------------|--|-------------------------|---------|
| 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 Venketrama Raja                | Allotment Committee     | Non-Executive - Non Independent Director | Member                  |         |
| 3                      | 07273249   | Mr. P V Abinav<br>Ramasubramaniam Raja | Allotment 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) |
|----|---|--|---|
| 1  | 02-08-2018  |  |   |
| 2  |   | 31-10-2018   | 89  |

**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                       | 31-10-2018  | Yes  |                           | 02-08-2018  | 89   |                         |
| 2  | Nomination and remuneration committee | 04-10-2018  | Yes  |                           | 22-08-2018  | 42   |                         |
| 3  | Stakeholders Relationship Committee   | 28-11-2018  | Yes  |                           |   |  |                         |
| 4  | Stakeholders Relationship Committee   | 13-12-2018  | Yes  |                           |   |  |                         |
| 5  | Other Committee                       | 04-10-2018  | Yes  |                           |   |  | Allotment Committee     |
| 6  | Other Committee                       | 26-11-2018  | Yes  |                           |   |  | Allotment Committee     |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(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 Officer |

**Text Block**

Textual Information(1)

(i) Report submitted for the previous quarter ended 30.09.2018 had been placed before the Board of Directors at their Meeting held on 31.10.2018 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.

**Signatory Details**

|                       |  |
|-----------------------|--|
| Name of signatory     | P R Karthic                              |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | Chennai                                  |
| Date                  | 11-01-2019                               |

