

<b>General information about company</b>	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	
ISIN	INE246B01019
Name of the entity	Ramco Systems Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
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	AAYPV5127H	00331406	Non-Executive - Non Independent Director	Chairperson		14-05-1959	19-02-1997	04-08-2017		5	0	7	4		
P V Abinav Ramasubramaniam Raja	AYJPA8248F	07273249	Executive Director	Not Applicable		21-07-1993	04-06-2017	04-08-2017		3	0	1	0		
A V Dharmakrishnan	AFRPD3556N	00693181	Non-Executive - Non Independent Director	Not Applicable		25-01-1957	31-01-2008	03-08-2018		2	0	4	0		
M M Venkatachalam	AACPV2232K	00152619	Non-Executive - Independent Director	Not Applicable		24-11-1958	05-04-2001	01-04-2019		63	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	AABPA5381R	00012594	Non-Executive - Independent Director	Not Applicable		02-10-1942	29-05-2009	01-04-2019		63	4	4	5	2	
6	Mrs	Soundara Kumar	AAXPS4712N	01974515	Non-Executive - Independent Director	Not Applicable		15-08-1954	27-03-2015	06-08-2015		51	6	4	5	2	
7	Mr	Sankar Krishnan	AADPK5590Q	01597033	Non-Executive - Non Independent Director	Not Applicable		01-11-1967	11-05-2018	22-05-2019			1	0	2	0	
8	Mr	Justice P P S Janarthana Raja (Retd.)	AADPJ4240L	06702871	Non-Executive - Independent Director	Not Applicable		21-01-1951	29-08-2018			10	3	3	5	2	

**Text Block**

Textual Information(1)

The Board of Directors of the Company recategorised Shri Sankar Krishnan from Non Executive Independent Director to Non Executive Non Independent Director w.e.f. 22-05-2019.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
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 - Independent Director	Member	11-05-2018	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		
7	01597033	Sankar Krishnan	Non-Executive - Non Independent Director	Member	22-05-2019		Textual Information(1)

**Sr Text Block**

Textual Information(1)

Shri Sankar Krishnan, Non-Executive Non-Independent Director was inducted as Member of Audit Committee on 22-05-2019.

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 - Independent Director	Member	11-05-2018	22-05-2019	
4	06702871	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	22-05-2019		Textual Information(1)
5	01597033	Sankar Krishnan	Non-Executive - Non Independent Director	Member	22-05-2019		Textual Information(2)

**Sr Text Block**

Textual Information(1)	Justice P P S Janarthana Raja (Retd.) was inducted as Member of the Nomination and Remuneration Committee on 22nd May 2019.
Textual Information(2)	Shri Sankar Krishnan, Non-Executive Non-Independent Director was inducted as Member of Nomination and Remuneration Committee on 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	28-01-2019				Yes	8	5
2		22-05-2019	113		Yes	8	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	28-01-2019				Yes	6	5
2	Audit Committee	22-05-2019	113			Yes	6	4
3	Nomination and remuneration committee	17-04-2019				Yes	2	1
4	Nomination and remuneration committee	22-05-2019	34			Yes	4	2
5	Stakeholders Relationship Committee	26-02-2019				Yes	4	1
6	Stakeholders Relationship Committee	30-03-2019	31			Yes	4	1

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

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*
7	Stakeholders Relationship Committee	17-04-2019				Yes	4	1
8	Other Committee	26-02-2019		Allotment Committee		Yes	3	1
9	Other Committee	17-04-2019	49	Allotment Committee		Yes	3	1
10	Other Committee	14-06-2019	57	Allotment Committee		Yes	3	1

**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 31st March 2019 was submitted to stock exchanges on 20th June 2019.

**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 31.03.2019 had been placed before the Board of Directors at their Meeting held on 22.05.2019 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.

**Signatory Details**

Name of signatory	P R Karthic
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	15-07-2019