

## Corporate Governance Report for the quarter ended 31.03.2020

General information about Company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOT LISTED
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	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure 1****I. Composition of Board of Directors**

<b>Title</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Initial Date of Appointment</b>	<b>Date of Appointment in Current Term (Date of Re-appointment)</b>	<b>Date of cessation</b>	<b>Tenure of Director (in months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	19-Feb-97	8-Aug-19	-	-	5	7	4
Mr.	P V Abinav Ramasubramaniam Raja	Executive Director	4-Jun-17	4-Aug-17	-	34	3	1	0
Mr.	A V Dharmakrishnan	Non-Executive - Non Independent Director	31-Jan-08	3-Aug-18	-	-	2	4	0
Mr.	M M Venkatachalam	Non-Executive - Independent Director	5-Apr-01	1-Apr-19	-	72	5	7	1
Mr.	R S Agarwal	Non-Executive - Independent Director	29-May-09	1-Apr-19	-	72	4	4	2
Mrs.	Soundara Kumar	Non-Executive - Independent Director	27-Mar-15	27-Mar-20	-	60	7	6	2
Mr.	Sankar Krishnan	Non-Executive - Non Independent Director	11-May-18	8-Aug-19	-	-	1	2	0
Mr.	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	29-Aug-18	8-Aug-19	-	19	3	5	2

## Annexure 1

### II. Composition Of Committee

#### Audit Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mrs. Soundara Kumar	Non-Executive - Independent Director,Chairperson	4-Jun-17	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	15-Jun-01	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-Jul-14	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-May-19	-
Mr. R S Agarwal	Non-Executive - Independent Director,Member	19-Jul-18	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29-Aug-18	-

#### Nomination and Remuneration Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. M M Venkatachalam	Non-Executive - Independent Director,Chairperson	23-May-05	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-Jul-14	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-May-19	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	22-May-19	-

#### Stakeholders Relationship Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	9-Mar-00	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-Jul-14	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	11-May-18	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29-Aug-18	-

#### Corporate Social Responsibility Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	20-May-16	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	20-May-16	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	20-May-16	-

**Allotment Committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. M M Venkatachalam	Non-Executive - Independent Director,Chairperson	-	-
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	-	-

**Fund Raising Committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	-	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	-	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	-	-

**III. Meeting Of Board Of Directors**

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
30-Oct-19	-	0
-	28-Jan-20	89

**IV. Meeting Of Committees**

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	-	Yes	30-Oct-19	-
Audit Committee	28-Jan-20	Yes	-	89
Other Committee	-	Yes	26-Dec-19	-

<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
Other Committee	27-Feb-20	Yes	-	62
Nomination and remuneration committee	28-Jan-20	Yes	-	-
Stakeholders Relationship Committee	28-Jan-20	Yes	-	-
Corporate Social Responsibility Committee	28-Jan-20	Yes	-	-

#### **V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance</b>
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

<b>VI. Affirmations</b>		
<b>Sl. No.</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in of 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 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)

<b>Text Block</b>
Textual Information(1)
(i) Report submitted for the previous quarter ended 31.12.2019 had been placed before the Board of Directors at their Meeting held on 28.01.2020 and there were no specific omments/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>	
Signature	
Name of signatory	Vijaya Raghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	12-05-2020

<b>Sl. No.</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Web address</b>
1	Details of business	Yes	www.ramco.com
2	Terms and conditions of appointment of independent directors	Yes	<a href="https://www.ramco.com/investor-relations/independent-directors-terms-of-appointment.pdf">https://www.ramco.com/investor-relations/independent-directors-terms-of-appointment.pdf</a>
3	Composition of various committees of board of directors	Yes	<a href="https://www.ramco.com/investor-relations/corporate-governance/board-committees/">https://www.ramco.com/investor-relations/corporate-governance/board-committees/</a>
4	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.ramco.com/investor-relations/code-of-conduct-business-ethics.pdf">https://www.ramco.com/investor-relations/code-of-conduct-business-ethics.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.ramco.com/investor-relations/ramco-whistle-blower-policy.pdf">https://www.ramco.com/investor-relations/ramco-whistle-blower-policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes	<a href="https://www.ramco.com/investor-relations/corporate-governance/nomination-and-remuneration-policy/">https://www.ramco.com/investor-relations/corporate-governance/nomination-and-remuneration-policy/</a>
7	Policy on dealing with related party transactions	Yes	<a href="https://www.ramco.com/investor-relations/ramco-related-party-transaction-policy.pdf">https://www.ramco.com/investor-relations/ramco-related-party-transaction-policy.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes	<a href="https://www.ramco.com/investor-relations/ramco-material-subsidiary-policy.pdf">https://www.ramco.com/investor-relations/ramco-material-subsidiary-policy.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.ramco.com/investor-relations/corporate-governance/independent-directors/">https://www.ramco.com/investor-relations/corporate-governance/independent-directors/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.ramco.com/investor-relations/investor-information/shareholder-grievance/">https://www.ramco.com/investor-relations/investor-information/shareholder-grievance/</a>
11	email address for grievance redressal and other relevant details	Yes	<a href="https://www.ramco.com/investor-relations/investor-information/shareholder-grievance/">https://www.ramco.com/investor-relations/investor-information/shareholder-grievance/</a>
12	Financial results	Yes	<a href="https://www.ramco.com/investor-relations/investor-information/quarterly-results/">https://www.ramco.com/investor-relations/investor-information/quarterly-results/</a>
13	Shareholding pattern	Yes	<a href="https://www.ramco.com/investor-relations/investor-information/shareholding-pattern/">https://www.ramco.com/investor-relations/investor-information/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.ramco.com/investor-relations/investor-information/intimation-to-stock-exchanges/">https://www.ramco.com/investor-relations/investor-information/intimation-to-stock-exchanges/</a>
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	www.ramco.com
18	Credit rating or revision in credit rating obtained	Yes	<a href="https://www.ramco.com/investor-relations/investor-information/intimation-to-stock-exchanges/">https://www.ramco.com/investor-relations/investor-information/intimation-to-stock-exchanges/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.ramco.com/investor-relations/investor-information/subsidiary-financials/">https://www.ramco.com/investor-relations/investor-information/subsidiary-financials/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.ramco.com
21	Materiality Policy as per Regulation 30	Yes	<a href="https://www.ramco.com/investor-relations/Policy-on-Disclosure-of-Material-Events-and-Information.pdf">https://www.ramco.com/investor-relations/Policy-on-Disclosure-of-Material-Events-and-Information.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.ramco.com/investor-relations/DIVIDEND-DISTRIBUTION-POLICY.pdf">https://www.ramco.com/investor-relations/DIVIDEND-DISTRIBUTION-POLICY.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes	www.ramco.com

Sl. No.	Particulars	Regulation Number	Compliance status	If status is "No" details of non-compliance
			(Yes/No)	
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), 17(1A) & 17(1B)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of Compliance Reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of Conduct	17(5)	Yes	-
8	Fees/compensation	17(6)	Yes	-
9	Minimum Information	17(7)	Yes	-
10	Compliance Certificate	17(8)	Yes	-
11	Risk Assessment & Management	17(9)	Yes	-
12	Performance Evaluation of Independent Directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of Audit Committee	18(1)	Yes	-
16	Meeting of Audit Committee	18(2)	Yes	-
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	-
23	Meeting of Risk Management Committee	21(3A)	NA	-
24	Vigil Mechanism	22	Yes	-
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	-



Sl. No.	Particulars	Regulation Number	Compliance status	If status is "No" details of non-compliance
			(Yes/No)	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	-
27	Approval for material related party transactions	23(4)	NA	-
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	-
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	-
31	Annual Secretarial Compliance Report	24(A)	Yes	-
32	Alternate Director to Independent Director	25(1)	NA	-
33	Maximum Tenure	25(2)	Yes	-
34	Meeting of independent directors	25(3) & (4)	Yes	-
35	Familiarization of independent directors	25(7)	Yes	-
36	Declaration from Independent Director	25(8) & (9)	Yes	-
37	D & O Insurance for Independent Directors	25(10)	NA	-
38	Memberships in Committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management	26(3)	Yes	-
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-

Sl. No.	Particulars	Compliance status(Yes/No /NA)	If status is "No" details of non-compliance
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	-

Signature	
Name of signatory	VIJAYA RAGHAVAN N E
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	12-05-2020