

| General information about company | |
|--|-----------------------|
| Scrip code | 532370 |
| Name of the entity | Ramco Systems Limited |
| Date of start of financial year | 01-04-2016 |
| Date of end of financial year | 31-03-2017 |
| Reporting Quarter | Quarterly |
| Date of Report | 30-06-2016 |
| 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 | | | | | | | | | | | | | | |
| Is there any change in composition of board of directors compare to previous quarter | | | | | | | | | | | | | | |
| 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 | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Notes |
| 1 | Mr | P R RAMSUBRAHMANEYA RAJHA | | 00331357 | Non-Executive - Non Independent Director | Chairperson | Shareholder Director | 28-07-2014 | | | 4 | 5 | 3 | |
| 2 | Mr | P R VENKETRAMA RAJA | | 00331406 | Executive Director | Not Applicable | MD | 22-05-2014 | | | 4 | 6 | 1 | |
| 3 | Mr | A V DHARMAKRISHNAN | | 00693181 | Non-Executive - Non Independent Director | Not Applicable | Shareholder Director | 06-08-2015 | | | 2 | 4 | 0 | |
| 4 | Mr | M M VENKATACHALAM | | 00152619 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 01-04-2014 | 31-03-2019 | 27 | 4 | 2 | 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 | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Notes |
|----|-----------------|----------------------|-----|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-------|
| 5 | Mr | V JAGADISAN | | 00058769 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 01-04-2014 | 31-03-2019 | 27 | 2 | 2 | 1 | |
| 6 | Mr | R S AGARWAL | | 00012594 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 01-04-2014 | 31-03-2019 | 27 | 6 | 7 | 3 | |
| 7 | Mrs | SOUNDARA KUMAR | | 01974515 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 27-03-2015 | 26-03-2020 | 15 | 4 | 6 | 0 | |

| Annexure 1 | | | | | |
|--|---------------------------------------|--------------------------------|--|-------------------------|-------------------------|
| II. Composition of Committees | | | | | |
| Disclosure of notes on composition of committees explanatory | | | | | |
| Is there any change in composition of committees compare to previous quarter | | | | | |
| Sr | Name Of Committee | Name of Committee members | Category 1 of directors | Category 2 of directors | Name of other committee |
| 1 | Audit Committee | Mr. M M Venkatachalam | Non-Executive - Independent Director | Chairperson | |
| 2 | Audit Committee | Mr. V Jagadisan | Non-Executive - Independent Director | Member | |
| 3 | Audit Committee | Mr. A V Dharmakrishnan | Non-Executive - Non Independent Director | Member | |
| 4 | Nomination and remuneration committee | Mr. M M Venkatachalam | Non-Executive - Independent Director | Chairperson | |
| 5 | Nomination and remuneration committee | Mr. V Jagadisan | Non-Executive - Independent Director | Member | |
| 6 | Nomination and remuneration committee | Mr. A V Dharmakrishnan | Non-Executive - Non Independent Director | Member | |
| 7 | Stakeholders Relationship Committee | Mr. P R Ramasubrahmaneya Rajha | Non-Executive - Non Independent Director | Chairperson | |
| 8 | Stakeholders Relationship Committee | Mr. P R Venketrama Raja | Executive Director | Member | |
| 9 | Stakeholders Relationship Committee | Mr. A V Dharmakrishnan | Non-Executive - Non Independent 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 | 09-02-2016 | | |
| 2 | | 20-05-2016 | 100 |

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 (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
| 1 | Audit Committee | 19-05-2016 | Yes | | 08-02-2016 | 100 |
| 2 | Nomination and remuneration committee | 29-04-2016 | Yes | | 04-03-2016 | 55 |
| 3 | Stakeholders Relationship Committee | 29-04-2016 | Yes | | 21-03-2016 | 38 |
| 4 | Stakeholders Relationship Committee | 07-05-2016 | Yes | | | |
| 5 | Nomination and remuneration committee | 19-05-2016 | Yes | | | |
| 6 | Stakeholders Relationship Committee | 20-05-2016 | Yes | | | |

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 (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|----|---------------------------------------|---|--|-------------------------------------|---|--|
| 7 | Stakeholders Relationship Committee | 02-06-2016 | Yes | | | |
| 8 | Nomination and remuneration committee | 17-06-2016 | Yes | | | |
| 9 | Stakeholders Relationship Committee | 29-06-2016 | Yes | | | |

| 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 |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

| Text Block | |
|------------------------|--|
| Textual Information(1) | (i) Report submitted for the previous quarter ended 31st March 2016 had been placed before the Board of Directors at their meeting held on 20th May 2016 and no comments/observations had been received. (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 | G Karthikeyan |
| Designation of person | Company Secretary |
| Place | Chennai |
| Date | 15-07-2016 |

