

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	Half Yearly
Date of Report	30-09-2018
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	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	5	0		
4	Mr	M M Venkatachalam	AACPV2232K	00152619	Non-Executive - Independent Director	Not Applicable		01-04-2014		54	5	8	1		

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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	R S Agarwal	AABPA5381R	00012594	Non-Executive - Independent Director	Not Applicable		01-04-2014		54	5	6	2		
6	Mrs	Soundara Kumar	AAXPS4712N	01974515	Non-Executive - Independent Director	Not Applicable		27-03-2015		42	6	5	1		
7	Mr	Sankar Krishnan	AADPK5590Q	01597033	Non-Executive - Independent Director	Not Applicable		11-05-2018		5	1	1	0		
8	Mr	Justice P P S Janarthana Raja (Retd.)	AADPJ4240L	06702871	Non-Executive - Independent Director	Not Applicable		29-08-2018		1	3	5	2		

Text Block

Textual Information(1)

1. During the quarter Justice P P S Janarthana Raja (Retd.) was appointed as an Additional Director on 29.08.2018 under Non-Executive Independent category. He was also inducted as the Member of Audit Committee and Stakeholders Relationship Committee respectively.
2. During the quarter Shri R S Agarwal was inducted as a Member of Audit Committee. Hence, the no. membership in Audit/Stakeholder Committee(s) including this listed entity has increased from 5 to 6.

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					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01974515	Mrs. Soundara Kumar	Non-Executive - Independent Director	Chairperson	
2	00152619	Mr. M M Venkatachalam	Non-Executive - Independent Director	Member	
3	00693181	Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
4	01597033	Mr. Sankar Krishnan	Non-Executive - Independent Director	Member	
5	00012594	Mr. R S Agarwal	Non-Executive - Independent Director	Member	Textual Information(1)
6	06702871	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	Textual Information(2)

Audit Committee Details Text Block

Textual Information(1)	During the quarter Shri R S Agarwal was inducted as the Member of Audit Committee.
Textual Information(2)	During the quarter Justice P P S Janarthana Raja (Retd.) was inducted as the Member of Audit Committee.

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00152619	Mr. M M Venkatachalam	Non-Executive - Independent Director	Chairperson	
2	00693181	Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
3	01597033	Mr. Sankar Krishnan	Non-Executive - Independent Director	Member	

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00331406	Mr. P R Venketrana Raja	Non-Executive - Non Independent Director	Chairperson	
2	00693181	Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director	Member	
3	07273249	Mr. P V Abinav Ramasubramaniam Raja	Executive Director	Member	
4	06702871	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	Textual Information(1)

Stakeholders Relationship Committee Text Block

Textual Information(1)

During the quarter Justice P P S Janarthana Raja (Retd.) was inducted as the Member of Stakeholders Relationship Committee.

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00331406	Mr. P R Venketrana Raja	Non-Executive - Non Independent Director	Chairperson	
2	00152619	Mr. M M Venkatachalam	Non-Executive - Independent Director	Member	
3	00693181	Mr. A V Dharmakrishnan	Non-Executive - Non 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	Mr. M M Venkatachalam	Allotment Committee	Non-Executive - Independent Director	Chairperson	
2	00331406	Mr. P R Venketrana Raja	Allotment Committee	Non-Executive - Non Independent Director	Member	
3	07273249	Mr. P V Abinav Ramasubramaniam Raja	Allotment Committee	Executive Director	Member	
4	00152619	Mr. M M Venkatachalam	Fund Raising Committee	Non-Executive - Independent Director	Member	
5	00331406	Mr. P R Venketrana Raja	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
6	07273249	Mr. P V Abinav Ramasubramaniam Raja	Fund Raising Committee	Executive Director	Member	
7	00693181	Mr. A V Dharmakrishnan	Fund Raising Committee	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	23-05-2018		
2		02-08-2018	70

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	02-08-2018	Yes		22-05-2018	71	
2	Nomination and remuneration committee	22-08-2018	Yes				
3	Other Committee	02-08-2018	Yes				Allotment Committee

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)

Annexure 1

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

Text Block

Textual Information(1)

(i) Report submitted for the previous quarter ended 30.06.2018 had been placed before the Board of Directors at their Meeting held on 02.08.2018 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.

Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Smt. Soundara Kumar, Director and Chairperson of the Audit Committee could not attend the meeting due to her pre-occupation. However, Shri M M Venkatachalam, Director represented the Audit Committee.
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III

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	12-10-2018

