

<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	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
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)

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		00331406	Non-Executive - Non Independent Director	Chairperson		04-08-2017			5	7	4		
2	Mr	P V Abinav Ramasubramaniam Raja		07273249	Executive Director	Not Applicable		04-08-2017			3	1	0		
3	Mr	A V Dharmakrishnan		00693181	Non-Executive - Non Independent Director	Not Applicable		03-08-2018			2	4	0		
4	Mr	M M Venkatachalam		00152619	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	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		00012594	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	4	5	2		
6	Mrs	Soundara Kumar		01974515	Non-Executive - Independent Director	Not Applicable		27-03-2015		48	6	5	2		
7	Mr	Sankar Krishnan		01597033	Non-Executive - Independent Director	Not Applicable		11-05-2018		11	1	2	0		
8	Mr	Justice P P S Janarthana Raja (Retd.)		06702871	Non-Executive - Independent Director	Not Applicable		29-08-2018		7	3	5	2		

**Text Block**

Textual Information(1)	<p>During the quarter Shri R S Agarwal resigned as a Director in Suryalata Spinning Mill Limited hence, the no. of Directorship in listed entities including this listed entity has decreased from 5 to 4 and the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has decreased from 6 to 5.</p> <p>During the quarter Smt. Soundara Kumar was inducted as Chairperson of Audit Committee of Shanthi Gears Limited hence, the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has increased from 1 to 2.</p> <p>Shri Sankar Krishnan was inducted as Member of Audit Committee of Shri Harini Media Limited hence, the no. of Membership in Audit/Stakeholder Committee(s) including this listed entity has increased from 1 to 2.</p>
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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	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		
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		

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		

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		





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 Venketrana 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 Venketrana Raja	Allotment Committee	Non-Executive - Non Independent Director	Member	
3	07273249	P V Abinav 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				Notes for not providing Date
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	31-10-2018			
2		28-01-2019	88	

**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	Reason for not providing date
1	Audit Committee	28-01-2019	Yes		31-10-2018	88		
2	Corporate Social Responsibility Committee	28-01-2019	Yes					No meeting was held in the previous quarter.
3	Stakeholders Relationship Committee	26-02-2019	Yes		13-12-2018	74		
4	Stakeholders Relationship Committee	30-03-2019	Yes					Stakeholders Relationship Committee for the previous quarter was held on 28th November 2018 and 13th December 2018.
5	Other Committee	26-02-2019	Yes		26-11-2018	91	Allotment Committee	Allotment Committee for the previous quarter was held on 4th October 2018 and 26th November 2018.
6	Other Committee	28-01-2019	Yes				Independent Directors Meeting	No meeting was held in the previous quarter.

**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**

<b>VI. Affirmations</b>		
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 31.12.2018 had been placed before the Board of Directors at their Meeting held on 28.01.2019 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.



**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.ramco.com
2	Terms and conditions of appointment of independent directors	Yes		www.ramco.com
3	Composition of various committees of board of directors	Yes		www.ramco.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.ramco.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ramco.com
6	Criteria of making payments to non-executive directors	Yes		www.ramco.com
7	Policy on dealing with related party transactions	Yes		www.ramco.com
8	Policy for determining 'material' subsidiaries	Yes		www.ramco.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.ramco.com

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ramco.com
11	email address for grievance redressal and other relevant details	Yes		www.ramco.com
12	Financial results	Yes		www.ramco.com
13	Shareholding pattern	Yes		www.ramco.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

**Annexure II**

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	P R Karthic
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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
	Any other information to be provided	

**Annexure II**

1	Name of signatory	P R Karthic
2	Designation	Company Secretary and Compliance Officer



<b>Signatory Details</b>	
Name of signatory	P R Karthic
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	12-04-2019

