

January 14, 2016

National Stock Exchange of India Ltd Plot No:C/1, G Block Exchange Plaza, 5 th Floor Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax Nos: 022-26598237/ 26598238/26598347/26598348 Email: cmlist@nse.co.in Scrip: RAMCOSYS-EQ	Corporate Relationship Department The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Fax Nos: 022-22723121/ 22723719/ 22722039 Email: 'corp.relations@bseindia.com' Scrip: 532370
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Dear Sir,

Sub: Filing of Quarterly Compliance report on Corporate Governance under Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

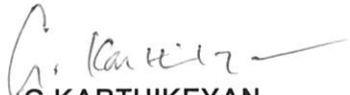
Please find enclosed quarterly Compliance Report on Corporate Governance under Regulation 27 (2) (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 31st December, 2015.

Request you to kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully

For **RAMCO SYSTEMS LIMITED**


G KARTHIKEYAN
COMPANY SECRETARY



Encl: As Above

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity

Ramco Systems Limited

2. Quarter ending

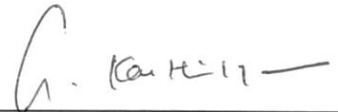

31st December 2015

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN ^S & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure [*]	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)
Mr.	P R Ramasubrahmaneya Rajha	AFGPP3492N00331357	Chairperson-Non-Executive	28-Jul-14	-	4	5	3
Mr.	P R Venketrama Raja	AAYPV5127H00331406	Executive	22-May-14	-	4	6	1
Mr.	A V Dharmakrishnan	AFRPD3556N00693181	Non-Executive	6-Aug-15	-	2	4	-
Mr.	M M Venkatachalam	AACPV2232K00152619	Non-Executive-independent	1-Apr-14	5	4	2	1
Mr.	V Jagadisan	AACPJ2307H00058769	Non-Executive-independent	1-Apr-14	5	2	2	1
Mr.	R S Agarwal	AABPA5381R00012594	Non-Executive-independent	1-Apr-14	5	6	6	3
Ms.	Soundara Kumar	AAXPS4712N01974515	Non-Executive-independent	27-Mar-15	5	4	4	-

^SPAN number of any director would not be displayed on the website of Stock Exchange[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen^{*} to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee			Name of Committee members		Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵
1. Audit Committee			Mr. M M Venkatachalam Mr. V Jagadisan Mr. A V Dharmakrishnan		Chairperson-Non-Executive-independent Non-Executive-independent Non-Executive
2. Nomination & Remuneration Committee			Mr. M M Venkatachalam Mr. V Jagadisan Mr. A V Dharmakrishnan		Chairperson-Non-Executive-independent Non-Executive-independent Non-Executive
3. Risk Management Committee(if applicable)			NA		NA
4. Stakeholders Relationship Committee'			Mr. P R Ramasubrahmaneya Rajha Mr. P R Venketrama Raja Mr. A V Dharmakrishnan		Chairperson-Non-Executive Executive Non-Executive
⁸ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					
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 (in number of days)
5-Aug-15			6-Nov-15		93
IV. Meeting of Committees					
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
Sl. No.	Name of the Committee	Date			
1	Audit Committee	23-Oct-15	Yes		4-Aug-15 80
2	Nomination & Remuneration Committee	21-Nov-15	Yes		5-Aug-15
3	Stakeholders Relationship Committee	6-Nov-15	Yes		18-Jul-15
4	Stakeholders Relationship Committee	15-Dec-15	Yes		-
5	Stakeholders Relationship Committee	30-Dec-15	Yes		-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{refer note below}
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
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	
VI. Affirmations 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) - Not Applicable - (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. 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. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - The previous quarter report has been placed before the Board of Directors and the current quarter report will be placed before the Board of Directors of the Company at the ensuing Board Meeting.	
Name & Designation Company Secretary / Compliance Officer / Managing Director / CEO	<div style="text-align: center;">  G Karthikeyan Company Secretary - Compliance Officer </div> <div style="text-align: right;">  </div>
Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.	