

April 15, 2015

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	The Secretary Madras Stock Exchange Limited Exchange Building 30, Second Line Beach Chennai – 600 001 Fax Nos: 2521 8206 Email: lc@mseindia.in Scrip: RSST
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Dear Sir,

Sub: Filing of Corporate Governance Compliance report under the Listing Agreement

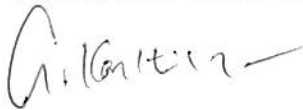
Please find enclosed the Corporate Governance Compliance Report for the Quarter ended 31st March, 2015.

Request you to kindly take the above on record as required under the provisions of the Listing Agreement.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
For RAMCO SYSTEMS LIMITED



G KARTHIKEYAN
COMPANY SECRETARY

Encl: As Above

Quarterly Compliance Report on Corporate Governance

Name of the Company: Ramco Systems Limited

Quarter ending on: 31st March 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	Only sitting fees paid/ Stock Options granted, as fixed by the Board of Directors/ Nomination & Remuneration Committee.
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	YES	The Company does not have any material non-listed Indian subsidiary.
VI. Risk Management	49 (VI)	YES	The Company is not required to have a Risk Management Committee.
VII. Related Party Transactions	49 (VII)	YES	The Company had entered into material related party transactions with a related party, with prior approval of the Audit Committee. The approval of the shareholders will be obtained in the ensuing Annual General Meeting.
VIII. Disclosures	49 (VIII)		



(A) Related party transactions	49 (VIII A)	YES	See Note below.
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA	Will be complied, if applicable at the time of preparation of financial statements.
(C) Remuneration of Directors	49 (VIII C)	YES	Will be complied with, in the Annual Report / Website.
(D) Management	49 (VIII D)	YES	Will be complied with, in the Annual Report.
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	YES	Utilization of proceeds of Rights Issue was considered by the Audit Committee and Disclosed as a part of Unaudited Financial Results for the Quarter ended 31 st December, 2014.
IX. CEO/CFO Certification	49 (IX)	YES	Will be compiled at the time of preparation of financial statements.
X. Report on Corporate Governance	49 (X)	YES	Will be compiled at the time of preparation of Annual Report.
XI. Compliance	49 (XI)	YES	Will be compiled at the time of preparation of financial statements.

Note (for VIII A): Details of related party transactions with The Ramco Cements Limited, a material related party, for the year 2014-15 is as under:

Sl. No.	Nature of transactions
1	Income from sale of goods and service
2	Rent expense
3	Corporate guarantees received to support the loans availed from Banks / Others

The amounts in respect of the above transactions will be disclosed in the Annual Report for 2014-15, after the same are approved by the Audit Committee.

Place: Chennai
Date: 15th April, 2015



For RAMCO SYSTEMS LIMITED

G KARTHIKEYAN
COMPANY SECRETARY