

October 13, 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
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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 30th September, 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: 30th September 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	



VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	YES	The Company has no material related party transactions, to be disclosed.
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA	Disclosure is not applicable as the Accounting Treatment is in accordance with the Accounting Standards.
(C) Remuneration of Directors	49 (VIII C)	YES	
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	YES	Utilization of proceeds of Rights Issue was considered by the Audit Committee / Board and disclosed as a part of Unaudited / Audited Financial Results / Annual Report for the Year ended 31 st March, 2015. The details of funds raised in April 2015 and utilisation thereof under Qualified Institutional Placement were considered by the Audit Committee / Board and dealt with in the Annual Report for the Year ended 31 st March, 2015.
IX. CEO/CFO Certification	49 (IX)	YES	
X. Report on Corporate Governance	49 (X)	YES	Complied with, in the Annual Report for the year ended 31 st March 2015
XI. Compliance	49 (XI)	YES	Complied with, in the Annual Report for the year ended 31 st March 2015

Place: Chennai
Date: 13th October, 2015



For **RAMCO SYSTEMS LIMITED**

G. Karthikeyan

G KARTHIKEYAN
COMPANY SECRETARY