

July 15 , 2014

National Stock Exchange of India Ltd	Corporate Relationship Department	The Secretary
Exchange Plaza, 5th Floor Plot No:C/1, G Block Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax Nos: 022-26598237/ 26598238/26598347/26598348 Email: cmlist@nse.co.in Scrip: RAMCOSYS	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	Madras Stock Exchange Limited Exchange Building 30, Second Line Beach Chennai – 600 001 Fax Nos: 2521 8206 Email: mgr_listing@mseindia.in Scrip: RSST

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 June 2014

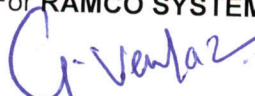
Request you to kindly take the above on record as required under the provisions of the Listing Agreement.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully

For **RAMCO SYSTEMS LIMITED**


G VENKATRAM
COMPANY SECRETARY

Encl: As Above

Ramco Systems Ltd.

64, Sardar Patel Road, Taramani, Chennai 600 113, India
Tel: +91 44 2235 4510 / 3090 4000, Fax: +91 44 2235 2884

www.ramco.com CIN : L72300TN1997PLC037550

Registered Office: 47, P.S.K.Nagar, Rajapalayam 626 108, India

NAME OF THE COMPANY

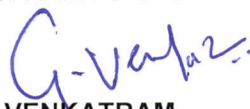
: RAMCO SYSTEMS LIMITED

QUARTER ENDING ON

: 30th June, 2014

PARTICULARS	CLAUSE LISTING AGREEMENT	OF COMPLIANCE STATUS YES/NO	REMARKS
I. Board of Directors	49 (I)		
A. Composition of Board	49 (IA)	Yes	
B. Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
C. Other provisions as to Board and Committees	49 (IC)	Yes	
D. Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
A. Qualified & Independent Audit Committee	49 (IIA)	Yes	
B. Meeting of Audit Committee	49 (IIB)	Yes	
C. Powers of Audit Committee	49 (IIC)	Yes	
D. Role of Audit Committee	49 (IID)	Yes	
E. Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	NA	The Company does not have any Unlisted Indian Subsidiary Company
IV. Disclosures	49 (IV)		
A. Basis of related party transactions	49 (IVA)	Yes	
B. Disclosure of Accounting Treatment	49 (IVB)	NA	Disclosure is not applicable as the Accounting Treatment is in accordance with the Accounting Standards.
C. Board Disclosures	49 (IVC)	Yes	
D. Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	Yes	Disclosure will be made in the Unaudited Financial Results for the quarter ended 30 th June 2014, after due consideration by the Audit Committee / Board in their ensuing meetings.
E. Remuneration of Directors	49 (IVE)	Yes	
F. Management	49 (IVF)	Yes	
G. Shareholders	49 (IVG)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

For RAMCO SYSTEMS LIMITED


G VENKATRAM
COMPANY SECRETARY

Place: Chennai

Date: 15th July, 2014