



October 10, 2014

National Stock Exchange of India Ltd 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	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: mgr_mgr_listing@mseindia.in Scrip: RSST
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Dear Sirs,

Sub: Filing of Corporate Governance Report for the quarter ended 30th September, 2014

Pursuant to Clause 49 of the Listing Agreement please find enclosed the Corporate Governance Report for the quarter ended 30th September, 2014.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully
For **RAMCO SYSTEMS LIMITED**


G VENKATRAM
COMPANY SECRETARY

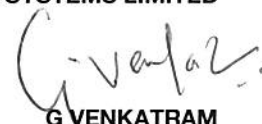
Encl: As above

NAME OF THE COMPANY
QUARTER ENDING ON

: RAMCO SYSTEMS LIMITED
: 30th September, 2014

PARTICULARS	CLAUSE OF LISTING AGREEMENT	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	Shri A V Dharmakrishnan (Non-Independent Director) was appointed as a member of the Audit Committee by the Board on 28 th July 2014, in addition to the then existing members Shri M M Venkatachalam (Independent Director), Shri V Jagadisan (Independent Director) and Shri S S Ramachandra Raja (Non-Independent Director). With the resignation of Shri S S Ramachandra Raja (Non-Independent Director) from the Board effective 13 th August 2014, two thirds of the members of the Audit Committee are Independent Directors.
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	The utilization details of the proceeds of Rights Issue was considered by the Audit Committee and disclosed as part of the Unaudited Financial Results for the Quarter ended 30 th June, 2014.
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: 10th October, 2014