

January 14, 2015

<p>National Stock Exchange of India Ltd Plot No:C/1, G Block Exchange Plaza, 5th Floor Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax Nos: 022-26598237/ 26598238/26598347/26598348 Email: cmlist@nse.co.in Scrip: RAMCOSYS-EQ</p>	<p>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</p>	<p>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</p>
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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 December, 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

Quarterly Compliance Report on Corporate Governance

Name of the Company: Ramco Systems Limited

Quarter ending on: 31st December 2014

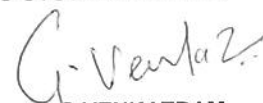
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	YES	Complied with, except for appointment of at least 1 woman director, which is effective from 1.4.2015.
(B) Independent Directors	49 (IIB)	YES	The criteria for performance evaluation will be disclosed in the Annual Report. At least one separate meeting of Independent Directors will be held as stipulated.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	Complied with. Only sitting fees paid/ Stock Options granted, as fixed by the Board of Directors/ Compensation 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	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 30 th September, 2014.
IX. CEO/CFO Certification	49 (IX)	YES	Will be complied at the time of preparation of financial statements.
X. Report on Corporate Governance	49 (X)	YES	Will be complied at the time of preparation of Annual Report.
XI. Compliance	49 (XI)	YES	Will be complied at the time of preparation of financial statements.

Place: Chennai
Date: 14th January, 2015

For RAMCO SYSTEMS LIMITED



G VENKATRAM
COMPANY SECRETARY