

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72300TN1997PLC037550

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCR2076B

(ii) (a) Name of the company

RAMCO SYSTEMS LIMITED

(b) Registered office address

47 PSK NAGAR,
RAJAPALAYAM
KAMARAJA DIST
Tamil Nadu
626108

(c) *e-mail ID of the company

secretarial@ramco.com

(d) *Telephone number with STD code

04422354510

(e) Website

www.ramco.com

(iii) Date of Incorporation

19/02/1997

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Ltd.,	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

07/09/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

15

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Ramco Systems Corporation		Subsidiary	98
2	Ramco Systems Ltd.		Subsidiary	100

3	Ramco Systems Pte. Ltd.		Subsidiary	100
4	Ramco Systems Sdn. Bhd.		Subsidiary	100
5	RSL Enterprise Solutions (Pty) L		Subsidiary	100
6	Ramco Systems Canada Inc.		Subsidiary	98
7	Ramco Systems FZ-LLC		Subsidiary	100
8	R S L Software Co. Ltd.		Subsidiary	100
9	Ramco Systems Australia Pty L		Subsidiary	100
10	Ramco System Inc.		Subsidiary	100
11	Ramco Systems (Shanghai) Co.		Subsidiary	100
12	PT Ramco Systems Indonesia		Subsidiary	100
13	Ramco System Vietnam Comp		Subsidiary	100
14	Ramco Systems Macau Limitec		Subsidiary	100
15	CityWorks (Pty.) Ltd.		Associate	30

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	30,952,359	30,952,359	30,603,181
Total amount of equity shares (in Rupees)	500,000,000	309,523,590	309,523,590	306,031,810

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	50,000,000	30,952,359	30,952,359	30,603,181
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	309,523,590	309,523,590	306,031,810

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	30,592,822	305,928,220	305,928,220	
Increase during the year	10,359	103,590	103,590	576,298
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	10,359	103,590	103,590	576,298
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NIL				

Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NIL				
At the end of the year	30,603,181	306,031,810	306,031,810	

Preference shares

At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NIL				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NIL				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input type="text"/>			
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			362,647,691.14
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			564,387,167.77
Deposit			0
Total			927,034,858.91

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

5

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
ESOS 2008	98,980	10	989,800	0	0
ESOS 2009 Plan A	113,583	10	1,135,830	0	0
ESOS 2009 Plan B	153,169	10	1,531,690	0	0
ESOS 2013	413,945	10	4,139,450	0	0
ESOS 2014	273,210	10	2,732,100	0	0
Total	1,052,887		10,528,870		0

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

3,058,482,775

(ii) Net worth of the Company

8,059,701,267

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,353,366	10.96	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	

7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	3,353,366	10.96	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,014,944	26.19	0	
	(ii) Non-resident Indian (NRI)	663,484	2.17	0	
	(iii) Foreign national (other than NRI)	14,278	0.05	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	25,000	0.08	0	
5.	Financial institutions	24,728	0.08	0	
6.	Foreign institutional investors	377,630	1.23	0	
7.	Mutual funds	3,951,731	12.91	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,677,197	41.42	0	
10.	Others Foreign Portfolio Investor (FPI)	1,500,823	4.9	0	
	Total	27,249,815	89.03	0	0

Total number of shareholders (other than promoters)

16,075

**Total number of shareholders (Promoters+Public/
Other than promoters)**

16,076

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BT FUNDS MANAGEM	JPMORGAN CHASE BANK N.A.INDI			377,630	1.23

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	14,166	16,075
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	10.96
B. Non-Promoter	1	6	1	6	0.36	0.56
(i) Non-Independent	1	2	1	2	0.36	0.56
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	1	7	1	7	0.36	11.52
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
POOSAPADI RAMASU	00331406	Director	3,353,366	
POOSAPADI VENKETR	07273249	Director	110,332	
MURUGAPPAN MUTHI	00152619	Director	0	
ARRAKUNDAL VELAYU	00693181	Director	170,692	
RADHEY SHYAM AGAR	00012594	Director	0	
SOUNDARA KUMAR	01974515	Director	0	
SANKAR KRISHNAN	01597033	Director	0	
POOSAPADI PERUMAL	06702871	Director	0	
POOSAPADI VENKETR	AYJPA8248F	Manager	110,332	
RAVIKULA CHANDRAN	ACPPR9080G	CFO	42,455	
NEMAM EECHAMBADI	AJNPV2362G	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MURUGAPPAN MUTHI	00152619	Director	01/04/2019	Reappointed for another period of five years
RADHEY SHYAM AGARWAL	00012594	Director	01/04/2019	Reappointed for another period of five years
SANKAR KRISHNAN	01597033	Director	22/05/2019	Resigned as Independent Director
SANKAR KRISHNAN	01597033	Additional director	22/05/2019	Appointed as Additional Director under Section 2(2)(b)
SANKAR KRISHNAN	01597033	Director	08/08/2019	Change in Designation - Additional Director
POSAPADI PERUMAL	06702871	Additional director	08/08/2019	Change in Designation - Additional Director
SOUNDARA KUMAR	01974515	Director	27/03/2020	Reappointed for another period of five years
PALLIPURAM RAMASWAMY	BQCPK4474R	Company Secretary	11/10/2019	Resigned as Company Secretary with effect from 11/10/2019
NEMAM EECHAMBADI	AJNPV2362G	Company Secretary	14/02/2020	Appointed as the Company Secretary with effect from 14/02/2020

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	08/08/2019	14,212	30	52.26

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/05/2019	8	8	100
2	07/08/2019	8	7	87.5
3	30/10/2019	8	7	87.5
4	28/01/2020	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/05/2019	6	6	100
2	Audit Committee	07/08/2019	6	5	83.33
3	Audit Committee	30/10/2019	6	5	83.33
4	Audit Committee	28/01/2020	6	6	100
5	Nomination and Remuneration Committee	17/04/2019	3	2	66.67
6	Nomination and Remuneration Committee	22/05/2019	3	3	100
7	Nomination and Remuneration Committee	30/10/2019	4	3	75
8	Nomination and Remuneration Committee	28/01/2020	4	4	100
9	Stakeholders Forum	17/04/2019	4	4	100
10	Stakeholders Forum	28/01/2020	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	07/09/2020
								(Y/N/NA)
1	POOSAPADI P	4	4	100	9	9	100	Yes
2	POOSAPADI V	4	4	100	7	7	100	Yes
3	MURUGAPPA	4	3	75	16	13	81.25	Yes
4	ARRAKUNDA	4	4	100	12	12	100	Yes
5	RADHEY SHY	4	4	100	5	5	100	Yes
6	SOUNDARA K	4	4	100	5	5	100	Yes
7	SANKAR KRIS	4	3	75	7	5	71.43	Yes
8	POSAPADI PE	4	4	100	10	10	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POOSAPADI VENK	MANAGER	1,080,000	0	0	349,020	1,429,020
	Total		1,080,000	0	0	349,020	1,429,020

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVIKULA CHAND	CFO	6,988,317	0	0	519,768	7,508,085
2	PALLIPURAM RAM	Company Secre	478,730	0	0	25,176	503,906
3	NEMAM EECHAMB	Company Secre	185,036	0	0	19,744	204,780
	Total		7,652,083	0	0	564,688	8,216,771

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POOSAPADI RAMA	Director	0	0	0	120,000	120,000
2	MURUGAPPAN MU	Director	0	0	0	210,000	210,000
3	ARRAKUNDAL VEL	Director	0	0	0	240,000	240,000
4	RADHEY SHYAM A	Director	0	0	0	270,000	270,000
5	SOUNDARA KUMA	Director	0	0	0	270,000	270,000
6	SANKAR KRISHNA	Director	0	0	0	180,000	180,000
7	POSAPADI PERUM	Director	0	0	0	270,000	270,000
	Total		0	0	0	1,560,000	1,560,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K SRIRAM

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2215

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

POOSAPADI
VENKETRAMA RAJA
KENVAY
RAMASUBRAMANJA
M RAJA
Digitally signed by
POOSAPADI VENKETRAMA
RAJA KENVAY
RAMASUBRAMANJA M RAJA
Date: 2020.11.06 18:16:25
+05'30'

DIN of the director

07273249

To be digitally signed by

NEMAM
EENCHAMBADI
VIJAYARAGHA
VAN
Digitally signed by
NEMAM EENCHAMBADI
VIJAYARAGHAVAN
Date: 2020.11.06
18:56:14 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

ListofShareholders_Electronic.pdf
Listofshareholders_Physical.pdf
ROC_Letter Notes.pdf
Copy of MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company