

## Corporate Governance Report for the quarter ended 30.09.2022

General information about Company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOT LISTED
ISIN	INE246B01019
Name of the entity	RAMCO SYSTEMS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30/09/2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure 1****I. Composition of Board of Directors**

<b>Title</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Initial Date of Appointment</b>	<b>Date of Appointment in Current Term (Date of Re-appointment)</b>	<b>Date of cessation</b>	<b>Tenure of Director (in months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	P R Venketrama Raja	Non-Executive - Non Independent Director, Chairperson related to Promoter	19-02-1997	10-08-2022	-	-	5	7	4
Mr.	P V Abinav Ramasubramaniam Raja	Executive Director	04-06-2017	10-08-2022	-	64	3	2	1
Mr.	A V Dharmakrishnan	Non-Executive - Non Independent Director	31-01-2008	07-09-2020	-	-	2	4	0
Mr.	M M Venkatachalam	Non-Executive - Independent Director	05-04-2001	01-04-2019	-	102	5	6	3
Mr.	R S Agarwal	Non-Executive - Independent Director	29-05-2009	01-04-2019	-	102	4	4	2
Mrs.	Soundara Kumar	Non-Executive - Independent Director	27-03-2015	27-03-2020	-	90	6	7	2
Mr.	Sankar Krishnan	Non-Executive - Non Independent Director	11-05-2018	19-08-2021	-	-	1	2	0
Mr.	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	29-08-2018	08-08-2019	-	49	3	6	2

**Annexure 1****II. Composition Of Committee****Audit Committee**

<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mrs. Soundara Kumar	Non-Executive - Independent Director,Chairperson	04-06-2017	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	15-06-2001	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-07-2014	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-05-2019	-
Mr. R S Agarwal	Non-Executive - Independent Director,Member	19-07-2018	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29-08-2018	-

**Nomination and Remuneration Committee**

<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mr. M M Venkatachalam	Non-Executive - Independent Director,Chairperson	23-05-2005	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-05-2019	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	22-05-2019	-

**Stakeholders Relationship Committee**

<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	09-03-2000	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-07-2014	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	11-05-2018	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29-08-2018	-

**Risk Management Committee**

<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	28-07-2021	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	28-07-2021	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	28-07-2021	-
Mr. R Ravi Kula Chandran	Chief Financial Officer,Member	28-07-2021	-
Mr. Raghuveer Sandesh Bilagi	Chief Operating Officer,Member	28-07-2021	-

**Corporate Social Responsibility Committee**

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	20-05-2016	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	20-05-2016	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	20-05-2016	-

**Allotment Committee**

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. M M Venkatachalam	Non-Executive - Independent Director,Chairperson	-	-
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	-	-

**Fund Raising Committee**

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	-	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	-	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	-	-

**III. Meeting Of Board Of Directors**

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
03-06-2022	-	0
-	26-07-2022	52

**IV. Meeting Of Committees**

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	-	Yes	19-05-2022	-
Audit Committee	26-07-2022	Yes	-	67

<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
Risk Management Committee	21-09-2022	Yes	-	-
Nomination and Remuneration Committee	21-09-2022	Yes	-	-

#### **V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance</b>
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

<b>VI. Affirmations</b>		
<b>Sl. No.</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	
(i) Report submitted for the previous quarter ended 30.06.2022 had been placed before the Board of Directors at their Meeting held on 26.07.2022 and there were no specific comments/observations/advice from the Board.	
(ii) This report will be submitted at the forthcoming meeting of the Board of Directors. Any comments/observations/advice of Board of Directors will be incorporated in the subsequent compliance.	

<b>Signatory Details</b>	
Signature	Sd/-
Name of signatory	Vijayaraghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	20-10-2022

**Annexure III**

<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

**Annexure III**

1	Name of signatory	VIJAYARAGHAVAN N E
2	Designation	Company Secretary and Compliance Officer

**Additional Half Yearly Disclosure**

**I. Disclosure of Loans/ guarantees/comfort letters /securities etc.**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed**

Entity	Type of security (cash, shares)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**II. Affirmations:**

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes
Name	R RAVI KULA CHANDRAN
Designation	CFO
Place	Chennai
Date	20/10/2022

**Signatory Details**

Signature	Sd/-
Name of signatory	Vijayaraghavan NE
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	20/10/2022