

**May 30, 2025**

**National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No: C/1,  
G Block Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
**Scrip: RAMCOSYS**

**BSE Ltd.,**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
**Scrip: 532370**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report**

**Ref: SEBI Circular No: CIR/CFD/CMDI/27/2019 dated February 08, 2019**

Pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2025, issued by M/s. Sriram Krishnamurthy & Co., Company Secretaries.

The aforesaid report is also being hosted on the website of the Company  
<https://www.ramco.com/investor-relations/investor-information/annual-secretarial-compliance> .

Thanking You,

For **RAMCO SYSTEMS LIMITED**

**MITHUN V**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: As above

**Ramco Systems Limited**

**Corporate Office:** 64, Sardar Patel Road, Taramani, Chennai 600 113, Tamilnadu, India.  
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 5704 | CIN : L72300TN1997PLC037550

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

**Global Offices:** India | Singapore | Malaysia | Indonesia | HongKong | China | Vietnam | Macau | Japan | Philippines | Australia |  
New Zealand | UAE | Saudi Arabia | USA | Canada | United Kingdom | Germany | Switzerland | Spain | Sudan | South Africa

[www.ramco.com](http://www.ramco.com)



**Sriram Krishnamurthy & Co.,**  
(formerly known as S. Krishnamurthy & Co.)  
**Company Secretaries**

**Annual Secretarial Compliance Report**

for the financial year ended **31<sup>st</sup> March 2025**

[Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To,

**Ramco Systems Limited**

[CIN: L72300TN1997PLC037550]

47, P.S.K. Nagar, Rajapalayam – 626 108.

A. We have examined:

- (i) all the **documents and records** made available to us and information, explanation and representations provided by the key managerial personnel of **Ramco Systems Limited** ('the listed entity');
- (ii) the **filings/** submissions made by the listed entity **to the Stock Exchanges** viz; BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), on which its Equity shares are listed;
- (iii) **website** of the listed entity; and
- (iv) other documents / filings as may be relevant, which have been relied upon for to make this Report,

**for the financial year ended 31<sup>st</sup> March 2025** ('the year' / 'the financial year' / 'review period') in respect of compliance by the listed entity with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) and the regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**), rules made thereunder and the regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India (SEBI).

B. The **specific Regulations** whose provisions and the circulars / guidelines issued thereunder, have been examined are:

- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) SEBI (Substantial acquisition of shares and Takeovers) Regulations, 2011;
- (iv) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (v) SEBI (Share based employee benefits and Sweat Equity) Regulations, 2021; and
- (vi) SEBI (Depositories and Participants) Regulations, 2018.

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**T-1, "Shobana", 3<sup>rd</sup> Floor, 17, Nandanam Main Road, Nandanam Extension, Chennai – 600 035.**

**ICSI Firm Unique Identification Number: P1994TN045300**

**E-mail ID: skco.cs@gmail.com Mobile: 94440 80328**

**Annual Secretarial Compliance Report of Ramco Systems Limited**  
**for the financial year ended 31<sup>st</sup> March 2025**

C. Based on such examination, **we hereby report** as follows:

C.1 The listed entity has complied with the provisions of the specific Regulations and circulars/ guidelines issued thereunder, as detailed in paragraph (B) above, during the review period, subject to the reporting made hereinafter.

C.2 The listed entity was not required to comply with the following SEBI Regulations during the review period, since there were no relevant transactions:

- (i) SEBI (Buy-back of Securities) Regulations, 2018; and
- (ii) SEBI (Issue and listing of Non-convertible Securities) Regulations, 2021;

C.3 The listed entity was not required to take any action to comply with the observations made in previous report for the financial year ended 31<sup>st</sup> March 2024 ('previous year') or reports pertaining to the periods prior to the previous year.

C.4 The listed entity has complied with the specific requirements set-out in Circular Numbers NSE/CML/2023/21 dated 16<sup>th</sup> March 2023 and NSE/CML/2023/30 dated 10<sup>th</sup> April 2023 issued by NSE and Circular Numbers 20230316-14 dated 16<sup>th</sup> March 2023 and 20230410-41 dated 10<sup>th</sup> April 2023 issued by BSE, as detailed hereunder, during the review period.

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by the Auditor
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2.	<b>Adoption and timely updation of the Policies:</b> (a) All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entity. (b) All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations / circulars/ guidelines issued by SEBI.	Yes  Yes	Nil  Nil

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**Annual Secretarial Compliance Report of Ramco Systems Limited**  
**for the financial year ended 31<sup>st</sup> March 2025**

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by the Auditor
3.	<b>Maintenance and disclosures on Website:</b> (a) The listed entity is maintaining a functional website. (b) Timely dissemination of the documents / information under a separate section on the website. (c) Web-links provided in annual corporate governance reports under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are accurate and specific, which redirects to the relevant document(s) / section of the website.	Yes  Yes  Yes	Nil  As confirmed by the listed entity  Nil
4.	<b>Disqualification of Director(s):</b> None of the directors of the listed entity are disqualified under Section 164 of the Companies Act, 2013, as confirmed by the listed entity.	Yes	Nil
5.	<b>Details related to subsidiaries of the listed entity have been examined w.r.t.:</b> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes  Yes	Nil  Nil
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per the policy on preservation of documents and archival policy prescribed under the SEBI (Listing Obligations and Disclosure Regulations), 2015.	Yes	The listed entity is maintaining records under the SEBI Regulations mentioned in paragraph B above.

**Annual Secretarial Compliance Report of Ramco Systems Limited**  
**for the financial year ended 31<sup>st</sup> March 2025**

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by the Auditor
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	The listed entity has conducted performance evaluation once during the financial year.
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	Yes           Yes	In addition to prior approval, the listed entity has also obtained omnibus approval from the Audit Committee for unforeseen transactions with value not exceeding Rs.1 Crore per transaction.  The listed entity has obtained subsequent approval / ratification from the Audit Committee for related party transactions in excess of the approved limits / in the nature of unforeseen transactions entered into pursuant to omnibus approval.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, within the time-limits prescribed thereunder.	Yes	The listed entity has submitted response to BSE in respect of one query raised on 6 <sup>th</sup> April 2024, as detailed in Sr. No.1 of Annexure – II to this Report.

**Annual Secretarial Compliance Report of Ramco Systems Limited**  
**for the financial year ended 31<sup>st</sup> March 2025**

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by the Auditor
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. <del>(or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</del>	Yes	Nil
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular issued by SEBI for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by listed entities.	NA	There was no instance of resignation of statutory auditor from the listed entity during the review period.
13.	<b>Additional Non-compliances, if any:</b> No additional non-compliances observed for any SEBI Regulation / circular/ guidance note etc., except as reported above.	Yes	No specific instances of non-compliance were observed during the review period.

**Annual Secretarial Compliance Report of Ramco Systems Limited**  
**for the financial year ended 31<sup>st</sup> March 2025**

C.5 The terms of appointment of Statutory Auditors of the listed entity are in compliance with the provisions of paragraph 6(A) and 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019. The listed entity does not have any subsidiaries incorporated in India.

C.6 The listed entity has complied with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of its following Employee Stock Option Schemes, which were operational during the review period.

<b>Sl. No.</b>	<b>Name of the Scheme</b>	<b>Date of Members' approval<sup>#</sup></b>
1.	Employee Stock Option Scheme 2008 (ESOS 2008)	18 <sup>th</sup> September 2008
2.	Employee Stock Option Scheme 2009 Plan A (ESOS 2009 Plan A)	5 <sup>th</sup> August 2009
3.	Employee Stock Option Scheme 2009 Plan B (ESOS 2009 Plan B)	5 <sup>th</sup> August 2009
4.	Employee Stock Option Scheme 2013 (ESOS 2013)	29 <sup>th</sup> July 2013
5.	Employee Stock Option Scheme 2014 (ESOS 2014)	12 <sup>th</sup> September 2014
6.	Employee Stock Option Scheme 2022 (ESOS 2022)	10 <sup>th</sup> August 2022

# Approval by way of special resolution

D. This Report is to be read along with our submissions in Annexure – I to this Report, and our supplementary reporting in Annexure – II to this Report.

For **Sriram Krishnamurthy & Co.,**  
(formerly known as S. Krishnamurthy & Co.)  
Company Secretaries  
[Firm Unique Identification Number: **P1994TN045300**]  
[Peer Review Certificate No.6684/2025]

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**Sharanya Sriram**

Partner (Membership No.**F10252**)

**C.P. No.12731**

**UDIN: F010252G000498071**

Place: Chennai

Date: **29<sup>th</sup> May 2025**

**Annual Secretarial Compliance Report of Ramco Systems Limited  
for the financial year ended 31<sup>st</sup> March 2025**

**Annexure – I to the Annual Secretarial Compliance Report**

To,

**Ramco Systems Limited**

[CIN: L72300TN1997PLC037550]

47, P.S.K. Nagar, Rajapalayam – 626 108.

Our Annual Secretarial Compliance Report of even date for the **financial year ended 31<sup>st</sup> March 2025** is to be read along with this letter.

**1. Responsibility of the Management:**

The Company's management is responsible for maintenance of secretarial records, making the requisite statutory / regulatory disclosures / filings, compliance with the provisions of corporate and other applicable laws, rules, regulations and standards and ensuring the authenticity of the records, documents and information furnished to us for the purposes of this Report.

**2. Auditors' responsibility:**

Our responsibility as the Secretarial Auditors is to express an opinion on the compliance with the applicable laws and maintenance of records based on our audit.

3. The audit was conducted in accordance with applicable auditing standards issued by The Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit in a manner so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
4. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
5. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31<sup>st</sup> March 2025 but before the issue of this report.
6. We have considered compliance related actions taken by the Company based on independent legal / professional opinion / certification obtained as being in compliance with law, wherever there was scope for multiple interpretations.
7. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our reporting.

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**Annual Secretarial Compliance Report of Ramco Systems Limited**  
**for the financial year ended 31<sup>st</sup> March 2025**

8. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the Auditors of the Company appointed under Section 139 of the Companies Act, 2013.
9. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
10. Our Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company during the year.
11. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some mis-statements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

For **Sriram Krishnamurthy & Co.,**  
(formerly known as S. Krishnamurthy & Co.)  
Company Secretaries  
[Firm Unique Identification Number: **P1994TN045300**]  
[Peer Review Certificate No.6684/2025]

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**Sharanya Sriram**  
Partner (Membership No.**F10252**)  
**C.P. No.12731**  
**UDIN: F010252G000498071**

Place: Chennai  
Date: **29<sup>th</sup> May 2025**

**Annual Secretarial Compliance Report of Ramco Systems Limited**  
**for the financial year ended 31<sup>st</sup> March 2025**

**Annexure – II to the Annual Secretarial Compliance Report**

To,

**Ramco Systems Limited**

[CIN: L72300TN1997PLC037550]

47, P.S.K. Nagar, Rajapalayam – 626 108.

Our Annual Secretarial Compliance Report of even date for the **financial year ended 31<sup>st</sup> March 2025** is to be read along with this supplementary report.

The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, within the time- limits prescribed thereunder. The listed entity has submitted response to BSE in respect of one query raised on 6<sup>th</sup> April 2024, as detailed below.

Sr. No.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)
Regulation/ Circular No.	Regulation 30(6) read with clause 13 of Schedule III, Part A, Para A of SEBI LODR
Deviations	BSE observation on Compliance with the SEBI LODR with respect to filing the proceedings of Annual General Meeting.
Action taken by	<b>BSE</b>
Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.)	<b>Clarification and explanation called for</b> by BSE on 6 <sup>th</sup> April 2024.
Details of Violation	Clarification sought by BSE in respect of the Proceedings of 26 <sup>th</sup> Annual General Meeting (AGM) of the Company held on 10 <sup>th</sup> August 2023, filed with BSE on 11 <sup>th</sup> August 2023
Fine Amount	Nil
Observations / Remarks of the Practicing Company Secretary (Secretarial Auditor)	The proceedings of the 26 <sup>th</sup> Annual General Meeting (AGM) held on 10 <sup>th</sup> August 2023, was filed with BSE on 11 <sup>th</sup> August 2023, <b>more than 12 hours</b> from the occurrence of the event.

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**Annual Secretarial Compliance Report of Ramco Systems Limited**  
**for the financial year ended 31<sup>st</sup> March 2025**

Management Response	<p>The listed entity <b>submitted the explanation for the delay</b> to BSE on 8<sup>th</sup> April 2024. Response submitted is summarised below.</p> <p>Pursuant to the completion of 26<sup>th</sup> AGM held through Video Conferencing on August 10, 2023, Company had attempted to file the AGM Proceedings on the same day evening in the BSE Listing Centre, but not successful due to the technical error and hence could file the AGM proceedings only on August 11, 2023, in BSE Listing Centre. It may be noted that the Company had <b>filed the AGM proceedings in Neaps Portal on August 10, 2023</b>, itself. From the above, it could be observed that the Company had attempted filing of the proceedings on August 10, 2023, itself, but could not do so, due to technical error.</p>
Remarks	<p>The <b>delay in filing was due to technical error</b>. The listed entity submitted the explanation for the delay to BSE on 8<sup>th</sup> April 2024. No further communication has been received from BSE in this regard.</p>

For **Sriram Krishnamurthy & Co.,**  
(formerly known as S. Krishnamurthy & Co.)  
Company Secretaries  
[Firm Unique Identification Number: **P1994TN045300**]  
[Peer Review Certificate No.6684/2025]

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**Sharanya Sriram**  
Partner (Membership No.**F10252**)  
**C.P. No.12731**  
**UDIN: F010252G000498071**

Place: Chennai  
Date: **29<sup>th</sup> May 2025**