

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]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

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
	BSE Ltd.,	1
	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 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM

19/08/2021

(b) Due date of AGM

30/09/2021

(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	100
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 Limited		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	31,063,260	31,063,260	30,714,082
Total amount of equity shares (in Rupees)	500,000,000	310,632,600	310,632,600	307,140,820

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	50,000,000	31,063,260	31,063,260	30,714,082
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	310,632,600	310,632,600	307,140,820

(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)	0			

(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	Physical	DEMAT	Total			
At the beginning of the year	121,950	30,481,231	30603181	306,031,810	306,031,810	
Increase during the year	6,000	111,434	117434	1,109,010	1,109,010	18,149,878
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	110,901	110901	1,109,010	1,109,010	18,149,878
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify	6,000	533	6533			
REMAT AND DEMAT OF SHARES						
Decrease during the year	533	6,000	6533	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	533	6,000	6533			
DEMAT AND REMAT OF SHARES						
At the end of the year	127,417	30,586,665	30714082	307,140,820	307,140,820	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE246B01019

(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		07/09/2020	
Date of registration of transfer (Date Month Year)		30/03/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	157	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		00003732	
Transferor's Name			JAYENDRA RAJARAM RODE
	Surname	middle name	first name
Ledger Folio of Transferee		00005445	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="SANKET RAJESH SHAH"/>
	Surname	middle name	first name

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

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *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
Total			0

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	76,426	10	764,260	0	0
ESOS 2009 Plan A	104,480	10	1,044,800	0	0
ESOS 2009 Plan B	126,105	10	1,261,050	0	0
ESOS 2013	354,055	10	3,540,550	0	0
ESOS 2014	251,574	10	2,515,740	0	0
Total	912,640		9,126,400		0

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

(i) Turnover

3,450,054,236

(ii) Net worth of the Company

8,554,462,709

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	10.92	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	10.92	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	9,925,903	32.32	0	
	(ii) Non-resident Indian (NRI)	530,524	1.73	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	134	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	2,592,437	8.44	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,712,506	44.65	0	
10.	Others Alternate Investment Fund,	559,934	1.82	0	
	Total	27,360,716	89.09	0	0

Total number of shareholders (other than promoters)

30,740

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

30,741

**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)	16,075	30,740
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	10.92
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	11.48

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 VENKETP	07273249	Director	110,332	
MURUGAPPAN MUTHI	00152619	Director	0	
ARRAKUNDAL VELAYU	00693181	Director	170,692	
RADHEY SHYAM AGAI	00012594	Director	0	
SOUNDARA KUMAR	01974515	Director	0	
SANKAR KRISHNAN	01597033	Director	0	
POSAPADI PERUMAL	06702871	Director	0	
POOSAPADI VENKETP	AYJPA8248F	Manager	110,332	
RAVIKULA CHANDRAN	ACPPR9080G	CFO	42,455	
NEMAM EECHAMBADI	AJNPV2362G	Company Secretar	0	

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

0

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)

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	07/09/2020	22,289	66	12.05

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	19/06/2020	8	8	100
2	08/08/2020	8	8	100
3	03/11/2020	8	8	100
4	03/02/2021	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

21

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	19/06/2020	6	6	100
2	Audit Committee	08/08/2020	6	6	100
3	Audit Committee	03/11/2020	6	6	100
4	Audit Committee	03/02/2021	6	6	100
5	Nomination and Remuneration Committee	19/06/2020	4	4	100
6	Nomination and Remuneration Committee	18/09/2020	4	4	100
7	Nomination and Remuneration Committee	18/12/2020	4	3	75
8	Stakeholders Forum	18/06/2020	4	4	100
9	Stakeholders Forum	21/09/2020	4	4	100
10	Stakeholders Forum	15/10/2020	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	19/08/2021
								(Y/N/NA)
1	POOSAPADI I	4	4	100	13	13	100	Yes
2	POOSAPADI V	4	4	100	12	10	83.33	Yes
3	MURUGAPPA	4	4	100	16	13	81.25	Yes
4	ARRAKUNDA	4	4	100	13	13	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	4	100	7	7	100	Yes
8	POSAPADI PE	4	4	100	13	13	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVIKULA CHAND	CFO	8,281,203	0	0	523,268	8,804,471
2	NEMAM EECNAME	Company Secre	1,420,956	0	0	152,676	1,573,632
	Total		9,702,159	0	0	675,944	10,378,103

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	MURUGAPPAN ML	Director	0	0	0	270,000	270,000
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	240,000	240,000
7	POSAPADI PERUM	Director	0	0	0	270,000	270,000
	Total		0	0	0	1,680,000	1,680,000

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. ..

33 & 34

dated

30/10/2019

(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
ABINAVRAMASUBRA
MANIAMRAJA
Digitally signed by
POOSAPADI VENKETRAMA
RAJA
ABINAVRAMASUBRAMANIAN
RAJA
Date: 2021.10.12 20:01:36
+05'30'

DIN of the director

07273249

To be digitally signed by

NEMAM
EECHAMBADI
VIJAYARAGHA
VAN
Digitally signed by
NEMAM EECHAMBADI
VIJAYARAGHAVAN
Date: 2021.10.12
20:03:11 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

41671

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
Form MGT-8.pdf
ROC_Letter Notes.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