

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

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

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L72300TN1997PLC037550

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	RAMCO SYSTEMS LIMITED	RAMCO SYSTEMS LIMITED
Registered office address	47 PSK NAGAR, RAJAPALAYAM,NA,KAMARAJA DIST,Tamil Nadu,India,626108	47 PSK NAGAR, RAJAPALAYAM,NA,KAMARAJA DIST,Tamil Nadu,India,626108
Latitude details	9.4366326	9.4366326
Longitude details	77.564339	77.564339

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photograph of Registered Office.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****6B

(c) *e-mail ID of the company

*****TARIAL@RAMCO.COM

(d) *Telephone number with STD code

04*****10

(e) Website	www.ramco.com									
iv *Date of Incorporation (DD/MM/YYYY)	19/02/1997									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company									
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)	2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
S. No.	Stock Exchange Name	Code								
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
viii Number of Registrar and Transfer Agent	1									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 25%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 25%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67120TN1998PLC041613</td> <td style="text-align: center;">CAMEO CORPORATE SERVICES LIMITED</td> <td>SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002</td> <td style="text-align: center;">INR000003753</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002	INR000003753	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002	INR000003753							
ix * (a) Whether Annual General Meeting (AGM) held	☒ Yes ☐ No									
(b) If yes, date of AGM (DD/MM/YYYY)	20/08/2026									
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026									
(d) Whether any extension for AGM granted	☐ Yes ☒ No									
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension										

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	62	Computer programming, consultancy and related activities	100

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

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

18

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		C1825869	Ramco Systems Corporation, USA	Subsidiary	98
2		CH2703001286-3.	Ramco Systems Ltd., Switzerland	Subsidiary	100
3		199507354G	Ramco Systems Pte. Ltd., Singapore	Subsidiary	100
4		342313-W	Ramco Systems Sdn. Bhd., Malaysia	Subsidiary	100
5		2002/025014/07	RSL Enterprise Solutions (Pty) Ltd., South Africa	Subsidiary	100
6		C1025540	Ramco Systems Canada Inc., Canada	Subsidiary	98

7		18888	Ramco Systems FZ-LLC, Dubai	Subsidiary	100
8		40403	R S L Software Co. Ltd., Sudan	Subsidiary	100
9		15 159 974 946	Ramco Systems Australia Pty Ltd., Australia	Subsidiary	100
10		CS201606791	Ramco System Inc., Philippines	Subsidiary	100
11		002201611030125	Ramco Systems (Shanghai) Co. Ltd., China	Subsidiary	100
12		4017101031101584	PT Ramco Systems Indonesia, Indonesia	Subsidiary	100
13		0314490933	Ramco System Vietnam Company Limited, Vietnam	Subsidiary	100
14	Closed with effect from November 07, 2025	77372 80	Ramco Systems Macau Limited, Macau	Subsidiary	100
15		0110-01-139698	Ramco Software Japan Limited, Japan	Subsidiary	100
16		804302550	Ramco Systems Defense and Security Incorporated, USA (100% subsidiary of Ramco Systems Corporation,	Subsidiary	98
17		1010793552	Ramco Middle East for Information Technology, Saudi Arabia	Subsidiary	100
18	Closed with effect from October 30, 2025	01773	Ramco System LLC, Qatar	Subsidiary	100
19		492-86-03011	Ramco System Korea Company Limited, South Korea	Subsidiary	100
20		2003 026045 07	CityWorks (Pty.) Ltd., South Africa	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
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Total number of equity shares	50000000.00	37810822.00	37810822.00	37461644.00
Total amount of equity shares (in rupees)	500000000.00	378108220.00	378108220.00	374616440.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	50000000	37810822	37810822	37461644
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500000000.00	378108220.00	378108220	374616440

(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)				
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(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	181,533	37100866	37282399.00	372823990	372823990	
Increase during the year	0	274815.00	274815.00	2748150.00	1792450.00	11121710.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	0
v ESOPs	0	179245	179245.00	1792450	1792450	11121710
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Demat		95570		955700	955700	
Decrease during the year	95570.00	0.00	95570.00	955700.00	955700.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify Demat of shares	95570	0	95570.00	1955700	955700	
At the end of the year	85963.00	37375681.00	37461644.00	374616440.00	374616440.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NIL	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			
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Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

6

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	11971	10	119710	10	119710
ESOS 2009 Plan A	50000	10	500000	10	500000
ESOS 2009 Plan BESOS 2013	19218	10	192180	10	192180
ESOS 2013	292814	10	298140	10	298140
ESOS 2014	337552	10	3375520	10	3375520
ESOS 2022	678379	10	6783790	10	6783790
Total	1389934		13899340		13899340

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

i *Turnover

3629202008

ii * Net worth of the Company

8019793300

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	4813220	12.85	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				

	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	00	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others 	0	0.00	0	0.00
	Total	4813220.00	12.85	0.00	0

Total number of shareholders (promoters)

1

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	11761422	31.40	0	0.00
	(ii) Non-resident Indian (NRI)	493575	1.32	0	0.00
	(iii) Foreign national (other than NRI)	14278	0.04	0	0.00
2	Government				

	(i) Central Government	45	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	25000	0.07	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	668858	1.79	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	15863796	42.35	0	0.00
10	Others AIF, FPI and CM	3821450	10.20	0	0.00
	Total	32648424.00	87.17	0.00	0

Total number of shareholders (other than promoters)

27986

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

27987.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	
2	Individual - Male	
3	Individual - Transgender	0
4	Other than individuals	
	Total	27987.00

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

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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)	31707	27986
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	12.85
B Non-Promoter	1	6	1	6	0.29	0.52
i Non-Independent	1	2	1	2	0.29	0.52
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	0.29	13.37
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*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	00331406	Director	4813220	
POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRA MANIAMRAJA	07273249	Managing Director	110332	
ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	00693181	Director	195692	
SANKAR KRISHNAN	01597033	Director	0	
POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	06702871	Director	0	
MAYURAM SWAMINATHAN KRISHNAN	08539017	Director	0	
ARAVIND SRINIVASAN	00088037	Director	0	
RAVIKULA CHANDRAN RAMAMURTHY	ACPPR9080G	CFO	67455	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MITHUN	BAPPM1559J	Company Secretary	05/05/2025	Appointment

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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	13/08/2025	31341	67	44.88

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/05/2025	8	7	87.5
2	21/05/2025	8	8	100
3	08/08/2025	8	7	87.5
4	04/11/2024	8	8	100
5	28/01/2026	8	7	87.5

C COMMITTEE MEETINGS

Number of meetings held

18

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

1	Audit Committee	05/05/2025	6	5	83.33
2	Audit Committee	21/05/2025	6	6	100
3	Audit Committee	08/08/2025	6	5	83.33
4	Audit Committee	04/11/2025	6	6	100
5	Audit Committee	28/01/2026	6	5	83.33
6	Nomination and Remuneration Committee	05/05/2025	3	3	100
7	Nomination and Remuneration Committee	21/05/2025	3	3	100
8	Nomination and Remuneration Committee	05/02/2025	3	3	100
9	Nomination and Remuneration Committee	08/08/2025	3	2	66.67
10	Stakeholder Relationship Committee	21/05/2025	4	4	100
11	Stakeholder Relationship Committee	29/07/2025	4	2	50
12	Stakeholder Relationship Committee	14/11/2025	4	4	100
13	Stakeholder Relationship Committee	12/12/2025	4	4	100
14	Stakeholder Relationship Committee	28/01/2026	4	4	100
15	Stakeholder Relationship Committee	11/03/2026	4	4	100
16	Risk Management Committee	25/09/2025	6	6	100
17	Risk Management Committee	11/03/2026	6	6	100
18	Corporate Social Responsibility Committee	21/05/2025	3	3	100
19	Independent Directors Meeting	11/03/2026	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on
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		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	20/08/2026 (Y/N/NA)
1	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	5	5	100	16	16	100	
2	SANKAR KRISHNAN	5	5	100	6	6	100	
3	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	5	5	100	16	16	100	
4	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	5	5	100	9	8	88.89	
5	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANI AMRAJA	5	5	100	8	7	87.50	
6	MAYURAM SWAMINATHAN KRISHNAN	5	4	80	8	7	87.50	
7	ARAVIND SRINIVASAN	5	4	80	9	7	77.78	
8	VENKATARAMAN CHITRA	5	4	80	6	5	83.33	

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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 VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Managing Director	0	0	0	1745000	1745000.00
	Total		0.00	0.00	0.00	1745000.00	1745000.00

B *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 CHANDRAN RAMAMURTHY	CFO	14529569.00	0	0	0	14529569.00
2	MITHUN	Company Secretary	1816636.00	0	0	0	1816636.00
	Total		16346205.00	0.00	0.00	0.00	16346205.00

C *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	PUSAPADI RAMASUBRAMANI A RAJA VENKETRAMA RAJA	Director	0	0	0	400000	400000.00
2	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Director	0	0	0	775000	775000.00
3	SANKAR KRISHNAN	Director	0	0	0	525000	525000.00
4	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Director	0	0	0	800000	800000.00
5	MAYURAM SWAMINATHAN KRISHNAN	Director	0	0	0	500000	500000.00
6	ARAVIND SRINIVASAN	Director	0	0	0	500000	500000.00
7	VENKATARAMAN CHITRA	Director	0	0	0	450000	450000.00
	Total		0.00	0.00	0.00	3950000.00	3950000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

27987

XIV Attachments

(a) List of share holders, debenture holders

(b) Optional Attachment(s), if any

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of RAMCO SYSTEMS LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

K Sriram

Date (DD/MM/YYYY)

Place

Chennai

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

2*1*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

07273249

*(b) Name of the Designated Person

POOSAPADI VENKETRAMA RAJA
ABINAVRAMASUBRAMANIAMRAJ
A

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 42 dated* (DD/MM/YYYY) 21/05/2025 to sign this form and declare that all the requirements of 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.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*2*3*4*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

6*2*8

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

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