

# 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 NA  
KAMARAJA DIST  
Tamil Nadu  
626108  
India

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 10/08/2023

(b) Due date of AGM 30/09/2023

(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

19

Pre-fill All

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

3	Ramco Systems Pte. Ltd., Singa		Subsidiary	100
4	Ramco Systems Sdn. Bhd., Mal		Subsidiary	100
5	RSL Enterprise Solutions (Pty) L		Subsidiary	100
6	Ramco Systems Canada Inc., Ca		Subsidiary	98
7	Ramco Systems FZ-LLC, Dubai		Subsidiary	100
8	R S L Software Co. Ltd., Sudan		Subsidiary	100
9	Ramco Systems Australia Pty L		Subsidiary	100
10	Ramco System Inc., Philippines		Subsidiary	100
11	Ramco Systems (Shanghai) Co.		Subsidiary	100
12	PT Ramco Systems Indonesia, I		Subsidiary	100
13	Ramco System Vietnam Comp.		Subsidiary	100
14	Ramco Systems Macau Limited		Subsidiary	100
15	Ramco Software Japan Limited		Subsidiary	100
16	Ramco Systems Defense and S		Subsidiary	98
17	Ramco Middle East for Informa		Subsidiary	100
18	Ramco System LLC, Qatar		Subsidiary	100
19	CityWorks (Pty.) Ltd., South Afr		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	35,576,934	35,576,934	35,227,756
Total amount of equity shares (in Rupees)	500,000,000	355,769,340	355,769,340	352,277,560

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	50,000,000	35,576,934	35,576,934	35,227,756
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	355,769,340	355,769,340	352,277,560

**(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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	117,226	30,696,695	30813921	308,139,210	308,139,210	
<b>Increase during the year</b>	0	4,425,950	4425950	44,138,350	44,138,350	1,156,865,400
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	4,379,561	4379561	43,795,610	43,795,610	1,156,204,100

v. ESOPs	0	34,274	34274	342,740	342,740	661,309
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	0	12,115	12115			
Demat of shares						
<b>Decrease during the year</b>	12,115	0	12115	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	12,115		12115			
Demat of shares						
<b>At the end of the year</b>	105,111	35,122,645	35227756	352,277,560	352,277,560	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
NA						
<b>Decrease during the year</b>	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						
NA						
<b>At the end of the year</b>	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			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

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"/>
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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
<b>Total</b>			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)**

7

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	50,024	10	500,240	0	0
ESOS 2009 Plan A	85,471	10	854,710	0	0
ESOS 2009 Plan B	76,726	10	767,260	0	0
ESOS 2013	469,189	10	4,691,890	0	0
ESOS 2014	751,851	10	7,518,510	0	0
ESOS 2022	911,000	10	9,110,000	0	0
Fully Convertible Equity	1,459,854	10	14,598,540	274	99,999,999
Total	3,804,115		38,041,150		99,999,999

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

**(i) Turnover**

2,478,146,073

**(ii) Net worth of the Company**

8,147,498,748

**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	9.52	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	
	<b>Total</b>	3,353,366	9.52	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	11,934,876	33.88	0	
	(ii) Non-resident Indian (NRI)	427,874	1.21	0	
	(iii) Foreign national (other than NRI)	14,278	0.04	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	0.07	0	

5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	2,161,370	6.14	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	14,541,741	41.28	0	
10.	Others FPI, trust and Clearing Mem	2,769,251	7.86	0	
	<b>Total</b>	31,874,390	90.48	0	0

**Total number of shareholders (other than promoters)**

41,870

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

41,871

**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)	43,387	41,870
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
<b>A. Promoter</b>	0	1	0	1	0	9.52
<b>B. Non-Promoter</b>	1	6	1	6	0.31	0.53
(i) Non-Independent	1	2	1	2	0.31	0.53
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	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	0.31	10.05

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	188,192	
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 CHANDRAM	ACPPR9080G	CFO	42,455	
NEMAM EECHAMBADI	AJNPV2362G	Company Secretar	0	

**(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	Nature of change (Appointment/ Change in designation/ Cessation)
POOSAPADI VENKETP	07273249	Manager	04/06/2022	Re-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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	10/08/2022	44,173	63	50.71

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2022	8	8	100
2	03/06/2022	8	8	100
3	26/07/2022	8	8	100
4	07/11/2022	8	8	100
5	22/12/2022	8	7	87.5
6	01/02/2023	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	19/05/2022	6	6	100
2	Audit Committee	26/07/2022	6	6	100
3	Audit Committee	07/11/2022	6	6	100
4	Audit Committee	22/12/2022	6	5	83.33
5	Audit Committee	01/02/2023	6	6	100
6	Nomination and Remuneration	29/04/2022	3	3	100
7	Nomination and Remuneration	03/06/2022	3	3	100
8	Nomination and Remuneration	21/09/2022	3	3	100
9	Nomination and Remuneration	01/02/2023	3	3	100

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
10	Independent D	01/02/2023	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	10/08/2023
								(Y/N/NA)
1	POOSAPADI I	6	6	100	8	6	75	Yes
2	POOSAPADI V	6	6	100	5	4	80	Yes
3	MURUGAPPA	6	6	100	16	16	100	Yes
4	ARRAKUNDA	6	6	100	10	10	100	Yes
5	RADHEY SHY	6	6	100	6	6	100	Yes
6	SOUNDARA K	6	5	83.33	6	5	83.33	Yes
7	SANKAR KRIS	6	6	100	9	9	100	Yes
8	POSAPADI PE	6	6	100	12	12	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	0	0	0	1,500,000	1,500,000
	Total		0	0	0	1,500,000	1,500,000

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	8,126,558	0	50,000	842,930	9,019,488
2	NEMAM EECNAME	Company Secre	2,229,986	0	0	253,197	2,483,183

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		10,356,544	0	50,000	1,096,127	11,502,671

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	180,000	180,000
2	MURUGAPPAN MU	Director	0	0	0	360,000	360,000
3	ARRAKUNDAL VEL	Director	0	0	0	330,000	330,000
4	RADHEY SHYAM A	Director	0	0	0	360,000	360,000
5	SOUNDARA KUMA	Director	0	0	0	300,000	300,000
6	SANKAR KRISHNA	Director	0	0	0	330,000	330,000
7	POSAPADI PERUM	Director	0	0	0	360,000	360,000
	Total		0	0	0	2,220,000	2,220,000

#### 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:

- 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.
- 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  
DN: cn=POOSAPADI VENKETRAMA  
RAJA, o=ABINAVRAMASUBRA  
MANIAMRAJA, email=POOSAPADI  
VENKETRAMA.RAJA@ABINAVRAMASUBRA  
MANIAMRAJA.COM, c=IN, ou=ABINAVRAMASUBRA  
MANIAMRAJA, serial=1004, date=2023.10.04 15:59:53 +05'30'

DIN of the director

07273249

**To be digitally signed by**

VIJAYA  
RAGHAVAN  
Digitally signed by  
VIJAYA RAGHAVAN  
Date: 2023.10.04  
15:59:53 +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**

RSLEleData.pdf  
RSLshr.pdf  
RSLcontrol.pdf  
Explanatory letter to ROC.pdf  
Ramco Systems-MGT-8-2023-Signed.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**