June 11, 2021

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

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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report
Ref: SEBI Circular No: CIR/CFD/CMD1/27/2019 dated 8th February 2019

Pursuant to Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Point No: 3(b)(iii) of the above referred SEBI Circular, please find enclosed the Annual Secretarial Compliance Report for the year ended 31st March 2021, issued by M/s. S. Krishnamurthy & Co., Company Secretaries.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully

For RAMCO SYSTEMS LIMITED
RAMCO SYSTEMS LIMITED CHENNAI 600 113
VIJAYA RAGHAVAN N
COMPANY SECRETARY

Encl: As above

S. Krishnamurthy & Co.,
Company Secretaries

Secretarial Compliance Report of
RAMCO SYSTEMS LIMITED for the year ended 31st March 2021

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. 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, **S. KRISHNAMURTHY & CO.,** Company Secretaries, have **examined:**
   (a) all the documents and records made available to us and explanations/ representations provided by **RAMCO SYSTEMS LIMITED** (*'the listed er tity'*);
   (b) the filings/ submissions made by the listed entity to the National Stock Exchange of India Limited *(NSE)* and BSE Limited *(BSE)*, where its equity shares are listed (*'the stock exchanges'*);
   (c) website of the listed entity; and
   (d) other relevant documents/filings which have been relied upon to make this certification,

   for the year ended 31st March 2021 ('*review period*') in respect of compliance with the provisions of:
   (a) the Securities and Exchange Board of India Act, 1992 *('SEBI Act')* and the Regulations, circulars and 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:
   (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
   (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
   (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
   (e) Other regulations applicable:
   (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Head Office: "SHRESHTAM". Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028.
(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com; skco.cs@gmail.com
Branch: W-Block, No.7-D, Kovaipudur, Coimbatore– 641042 (0422) 2607886 r.sivasubramanian@rediffmail.com

C. Based on the above examination and the information, explanations and representations provided to us by the listed entity, its officers, agents (including Share Transfer Agent) and authorised representatives during such examination, **we hereby report that**, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained records (by itself or through the Share Transfer Agent) under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) No action has been taken against the listed entity/its promoters/directors either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

(d) As there were no observations in the previous reports for the financial years ended 31st March 2019 and 31st March 2020, the requirement to report on the actions taken by the listed entity to comply with the observations made therein does not arise.

(e) The following SEBI Regulations were not applicable to the listed entity during the review period:

(i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(ii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013;

(iii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and

(iv) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

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

This report has to be read along with our submissions in Annexure 'A' hereto.

For S Krishnamurthy & Co.,
Company Secretaries,

R.Sivasubramanian,
Partner.
Membership No: **A22289**
Certificate of Practice No:**12052**
UDIN:**A022289C000443677**
Peer Review Certificate No. **733/2020**

S. KRISHNAMURTHY & CO. Coimbatore COMPANY SECRETARIES

Date: 10th June 2021
Place: Coimbatore

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(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com; skco.cs@gmail.com
Branch: W-Block, No.7-D, Kovaipudur, Coimbatore– 641042 (0422) 2607886 r.sivasubramanian@rediffmail.com

Secretarial Compliance Report of

RAMCO SYSTEMS LIMITED for the year ended 31st March 2021

Annexure – A to Secretarial Compliance Report of even date

To,

RAMCO SYSTEMS LIMITED [CIN: L72300TN1997PLC037550]

47, P.S.K. Nagar,

Rajapalayam – 626 108.

Our Secretarial Compliance Report of even date for the financial year ended 31st March 2021 is to be read along with this letter.

1. The Management of the listed entity is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 *("SEBI Act")*, the Securities Contracts (Regulation) Act, 1956 *("SCRA")*, the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India *("SEBI")*.

2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.

3. While forming an opinion on compliance and issuing this report, we have taken an overall view based on the compliance process and procedures followed by the listed entity. We have also considered compliance related action taken after 31st March 2021, but before the issue of this report.

4. We have considered compliance related actions taken by the listed entity based on independent legal/ professional opinion obtained as being in compliance with law, wherever there was scope for multiple interpretations.

5. We have verified the 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 listed entity on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

6. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.

7. We have obtained the Management's representation about compliance of rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events, wherever required.

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Secretarial Compliance Report of

RAMCO SYSTEMS LIMITED for the year ended 31st March 2021

8. 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 listed entity.

For S Krishnamurthy & Co.,
Company Secretaries,

R. Sivam

S. KRISHNAMURTHY & CO. Coimbatore COMPANY SECRETARIES

Date: 10th June 2021
Place: Coimbatore

R. Sivasubramanian,
Partner.
Membership No: **A22289**
Certificate of Practice No:**12052**
UDIN:**A022289C000443677**
Peer Review Certificate No. **733/2020**

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