

Integrated Governance

RAMCO SYSTEMS LIMITED

General information about company

Scrip code	532370	
NSE Symbol	RAMCOSYS	
MSEI Symbol	NOTLISTED	
ISIN	INE246B01019	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	The Company has not acquired any shares or voting rights in any unlisted company during the quarter.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	NIL Penalty
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	NO CHANGE IN THE STATUS OF THE LITIGATION DURING THE QUARTER.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	r00067	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis																								
I. Composition of Board of Directors																								
Disclosure of notes on composition of board of directors explanatory						true																		
Whether the listed entity has a Regular Chairperson						true																		
Whether Chairperson is related to MD or CEO						Disqualification of Directors under section 164 of the Companies Act, 2013																		
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	00331406	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	NA		19-02-1997	13-08-2025			5	0	7	4			
2	Mr	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	07273249	Executive Director	Not Applicable	MD	false				Active	NA		04-06-2017	08-11-2024			3	0	1	0			
3	Mr	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	00693181	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		31-01-2008	10-08-2023			2	0	4	0			
4	Mr	SANKAR KRISHNAN	01597033	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		11-05-2018	21-08-2024			1	0	2	0			
5	Mr	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	06702871	Non-Executive - Independent Director	Not Applicable		false				Active	NA		29-08-2018	29-08-2023		85.5	2	2	7	4			
6	Mr	MAYURAM SWAMINATHAN KRISHNAN	08539017	Non-Executive - Independent Director	Not Applicable		false				Active	NA		07-02-2024	14-03-2024		19.8	2	2	2	0			
7	Mr	ARAVIND SRINIVASAN	00088037	Non-Executive - Independent Director	Not Applicable		false				Active	NA		07-02-2024	14-03-2024		19.8	2	2	2	0			
8	Mrs	CHITRA VENKATARAMAN	07044099	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-03-2025			6.5	3	3	2	0			

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Chairperson	29-08-2018		
2	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	27-07-2014		
3	01597033	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Member	22-05-2019		
4	08539017	MAYURAM SWAMINATHAN KRISHNAN	Non-Executive - Independent Director	Member	01-04-2024		
5	00088037	ARAVIND SRINIVASAN	Non-Executive - Independent Director	Member	01-04-2024		
6	07044099	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Member	27-03-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Chairperson	22-05-2019		
2	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	01-04-2024		
3	00088037	ARAVIND SRINIVASAN	Non-Executive - Independent Director	Member	01-04-2024		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	09-03-2000		
2	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	27-07-2014		
3	07273249	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Executive Director	Member	11-05-2018		
4	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Member	29-08-2018		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	28-07-2021		
2	07273249	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Executive Director	Member	01-04-2024		
3	08539017	MAYURAM SWAMINATHAN KRISHNAN	Non-Executive - Independent Director	Member	01-04-2024		
4	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	28-07-2021		
5	99999999	R RAVI KULA CHANDRAN	Chief Financial Officer	Member	28-07-2021		Textual Information(1)
6	99999999	RAGHUVVEER SANDESH BILAGI	Chief Operating Office	Member	28-07-2021		Textual Information(2)

Text Block

Textual Information(1)	Since he does not hold any Directorships in any of the Companies India, DIN has not been obtained. He has been inducted as a Member of the Risk Management Committee, being a senior executive of the Company.
Textual Information(2)	Since he does not hold any Directorships in any of the Companies India, DIN has not been obtained. He has been inducted as a Member of the Risk Management Committee, being a senior executive of the Company.



Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	20-05-2016		
2	01597033	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Member	01-04-2024		
3	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Member	01-04-2024		

**Other Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
2	07273249	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Fund Raising Committee	Executive Director	Member	
3	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
4	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Fund Raising Committee	Non-Executive - Independent Director	Member	

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	21-05-2025			true	8	8	4
2	08-08-2025	78		true	8	7	3

## Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	21-05-2025				true	6	6	4	0
2	Audit Committee	08-08-2025	78			true	6	5	3	0
3	Nomination and remuneration committee	08-08-2025				true	3	2	1	0
4	Stakeholders Relationship Committee	29-07-2025				true	4	2	1	0
5	Risk Management Committee	25-09-2025	57			true	4	4	1	2

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Text Block

Textual Information(1)	i. Report submitted for the previous quarter ended 30.06.2025 was placed before the Board of Directors at its Meeting held on 08.08.2025 and there were no specific comments observations advice from the Board. ii. This report will be placed at the forthcoming meeting of the Board of Directors. Any comments observations advice of Board of Directors will be incorporated in the subsequent compliance.
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Annexure I

Sr	Subject	Compliance status
1	Name of signatory	MITHUN V
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
No records available	



**Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)**

III. Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Any other information to be provided			

Annexure III

1	Name of signatory	MITHUN V
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	MITHUN V
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	28-10-2025

**Additional Half yearly Disclosure**

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc,refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	Counter Guarantee Refer Notes for details	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	true	Textual Information(1)	
Name	R RAVI KULA CHANDRAN		
Designation	CFO		
Place	CHENNAI		
Date	28-10-2025		

Text Block

Textual Information(1)	Counter Guarantee to Promoter Group Company Rajapalayam Mills Limited, in respect of Corp Guarantee given to customer of the Company was closed w.e.f. September 07, 2025.
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Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					



**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				