

Corporate Governance Report for the quarter ended 30.06.2022

General information about Company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOT LISTED
ISIN	INE246B01019
Name of the entity	RAMCO SYSTEMS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	30/06/2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure 1**I. Composition of Board of Directors**

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	P R Venketrama Raja	Non-Executive - Non Independent Director, Chairperson related to Promoter	19-02-1997	08-08-2019	-	-	5	7	4
Mr.	P V Abinav Ramasubramaniam Raja	Executive Director	04-06-2017	04-08-2017	-	61	3	2	1
Mr.	A V Dharmakrishnan	Non-Executive - Non Independent Director	31-01-2008	07-09-2020	-	-	2	4	0
Mr.	M M Venkatachalam	Non-Executive - Independent Director	05-04-2001	01-04-2019	-	99	5	6	3
Mr.	R S Agarwal	Non-Executive - Independent Director	29-05-2009	01-04-2019	-	99	4	4	2
Mrs.	Soundara Kumar	Non-Executive - Independent Director	27-03-2015	27-03-2020	-	87	6	7	3
Mr.	Sankar Krishnan	Non-Executive - Non Independent Director	11-05-2018	19-08-2021	-	-	1	2	0
Mr.	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	29-08-2018	08-08-2019	-	46	3	6	2

Text Block

Textual Information(1)

Mr. Abinav Ramasubramaniam Raja was re-appointed as Manager with the designation as Whole Time Director for a period of two years with effect from June 04, 2022 by the Board in its meeting held on May 19, 2022 based on the recommendation of NRC subject to the approval of the Members in the ensuing 25th Annual General Meeting to be held on August 10, 2022.

Annexure 1

II. Composition Of Committee

Audit Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mrs. Soundara Kumar	Non-Executive - Independent Director,Chairperson	04-06-2017	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	15-06-2001	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-07-2014	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-05-2019	-
Mr. R S Agarwal	Non-Executive - Independent Director,Member	19-07-2018	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29-08-2018	-

Nomination and Remuneration Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. M M Venkatachalam	Non-Executive - Independent Director,Chairperson	23-05-2005	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-05-2019	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	22-05-2019	-

Stakeholders Relationship Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	09-03-2000	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-07-2014	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	11-05-2018	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29-08-2018	-

Risk Management Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	28-07-2021	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	28-07-2021	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	28-07-2021	-
Mr. R Ravi Kula Chandran	Chief Financial Officer,Member	28-07-2021	-
Mr. Raghuvveer Sandesh Bilagi	Chief Operating Officer,Member	28-07-2021	-

Corporate Social Responsibility Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	20-05-2016	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	20-05-2016	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	20-05-2016	-

Allotment Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. M M Venkatachalam	Non-Executive - Independent Director,Chairperson	-	-
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	-	-

Fund Raising Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	-	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	-	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	-	-

III. Meeting Of Board Of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
12-02-2022	-	0
	19-05-2022	95
	03-06-2022	14

IV. Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	-	Yes	12-02-2022	-
Audit Committee	19-05-2022	Yes	-	95
Corporate Social Responsibility Committee	19-05-2022	Yes	-	-
Nomination and Remuneration Committee	29-04-2022	Yes	-	-
Nomination and Remuneration Committee	03-06-2022	Yes	-	-
Other Committee (Allotment Committee)	03-06-2022	Yes	-	-

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

VI. Affirmations		
Sl. No.	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
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 31.03.2022 had been placed before the Board of Directors at their Meeting held on 19.05.2022 and there were no specific ommments/observations/advice from the Board.	
(ii) This report will be submitted at the forthcoming meeting of the Board of Directors. Any comments/observations/advice of Board of Directors will be incorporated in the subsequent compliance.	

Signatory Details	
Signature	Sd/-
Name of signatory	Vijaya Raghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	21-07-2022