

Corporate Governance Report for the quarter ended 30.09.2023

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure 1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	NA
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

Disqualification of Directors under section 164 of the Companies Act, 2013

Title	Name of the Director	DIN	Category	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 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 (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)
Mr.	Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	00331406	Non-Executive - Non Independent Director,Chairperson related to Promoter	No	-	-	-	Active	NA	-	19-02-1997	10-08-2022	-	-	5	0	7	4
Mr.	Poosapadi Venketrama Raja Abinavramasubramaniamraj	07273249	Executive Director	No	-	-	-	Active	NA	-	04-06-2017	10-08-2022	-	76	3	0	1	0
Mr.	Arrakundal Velayutha Raja Dharmakrishnan	00693181	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	31-01-2008	10-08-2023	-	-	2	0	4	0
Mr.	Murugappan Muthiah Venkatachalam	00152619	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	05-04-2001	01-04-2019	-	114	5	2	6	3
Mr.	Radhey Shyam Agarwal	00012594	Non-Executive - Independent Director	No	-	-	-	Active	Yes	03-08-2018	29-05-2009	01-04-2019	-	114	3	3	3	2
Mrs.	Soundara Kumar	01974515	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	27-03-2015	27-03-2020	-	103.5	5	5	5	2
Mr.	Sankar Krishnan	01597033	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	11-05-2018	19-08-2021	-	-	1	0	2	0
Mr.	Justice Posapadi Perumal Subba Raja Janarthana Raja (Retd.)	06702871	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-08-2018	29-08-2023	-	61.5	3	3	5	2

Annexure 1

II. Composition Of Committee

Disclosure of notes on composition of committees explanatory -

Whether the Audit Committee has a Regular Chairperson				Yes		
DIN	Name of Committee members	Category1 of Directors	Category2 of Directors	Date of Appointment	Date of Cessation	Remarks
01974515	Mrs. Soundara Kumar	Non-Executive - Independent Director	Chairperson	04-06-2017	-	-
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director	Member	15-06-2001	-	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director	Member	27-07-2014	-	-
01597033	Mr. Sankar Krishnan	Non-Executive - Non Independent Director	Member	22-05-2019	-	-
00012594	Mr. Radhey Shyam Agarwal	Non-Executive - Independent Director	Member	19-07-2018	-	-
06702871	Justice Mr. Posapadi Perumal Subba Raja Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	29-08-2018	-	-

Nomination and Remuneration Committee

Whether the Nomination and remuneration committee has a Regular Chairperson				Yes		
DIN	Name of Committee members	Category	Category2 of Directors	Date of Appointment	Date of Cessation	Remarks
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director	Chairperson	23-05-2005	-	-
01597033	Mr. Sankar Krishnan	Non-Executive - Non Independent Director	Member	22-05-2019	-	-
06702871	Justice Mr. Posapadi Perumal Subba Raja Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	22-05-2019	-	-

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes		
DIN	Name of Committee members	Category	Category2 of Directors	Date of Appointment	Date of Cessation	Remarks
00331406	Mr. Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director	Chairperson	09-03-2000	-	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director	Member	27-07-2014	-	-
07273249	Mr. Poosapadi Venketrama Raja Abinavramasubramaniamraj	Executive Director	Member	11-05-2018	-	-
06702871	Justice Mr. Posapadi Perumal Subba Raja Janarthana Raja (Retd.)	Non-Executive - Independent Director	Member	29-08-2018	-	-

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson				Yes		
DIN	Name of Committee members	Category	Category2 of Directors	Date of Appointment	Date of Cessation	Remarks
00331406	Mr. Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director	Chairperson	28-07-2021	-	-
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director	Member	28-07-2021	-	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director	Member	28-07-2021	-	-
99999999	Mr. Ramamurthy Ravi Kula Chandran	Chief Financial Officer	Member	28-07-2021	-	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
99999999	Mr. Raghuveer Sandesh Bilagi	Chief Operating Officer	Member	28-07-2021	-	

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes		
DIN	Name of Committee members	Category	Category2 of Directors	Date of Appointment	Date of Cessation	Remarks
00331406	Mr. Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director	Chairperson	20-05-2016	-	-
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director	Member	20-05-2016	-	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director	Member	20-05-2016	-	-

Allotment Committee

DIN	Name of Committee members	Category	Category2 of Directors	Date of Appointment	Date of Cessation	Remarks
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director	Chairperson	-	-	-
00331406	Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director	Member	-	-	-
07273249	Mr. Poosapadi Venketrama Raja Abinavramasubramaniamraj	Executive Director	Member	-	-	-

Fund Raising Committee

DIN	Name of Committee members	Category	Category2 of Directors	Date of Appointment	Date of Cessation	Remarks
00331406	Mr. Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director	Member	-	-	-
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director	Member	-	-	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director	Member	-	-	-
07273249	Mr. Poosapadi Venketrama Raja Abinavramasubramaniamraja	Executive Director	Member	-	-	-

III. Meeting Of Board Of Directors

Sl.No.	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)	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	17-05-2023	-	Yes	8	8	4
2	07-08-2023	81	Yes	8	8	4

IV. Meeting Of Committees

Sl.No.	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	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	17-05-2023			-	Yes	6	6	4	0
2	Audit Committee	07-08-2023	81		-	Yes	6	6	4	0
3	Nomination and Remuneration Committee	03-07-2023			-	Yes	3	3	2	0
4	Nomination and Remuneration Committee	07-08-2023	34		-	Yes	3	3	2	0
5	Stakeholders Relationship Committee	24-07-2023			-	Yes	4	4	1	0
6	Stakeholders Relationship Committee	02-09-2023	39		-	Yes	4	4	1	0
7	Risk Management Committee	02-09-2023			-	Yes	3	3	1	2
8	Other Committee	21-07-2023	-	Allotment Committee	-	Yes	3	2	1	0
9	Other Committee	27-09-2023	67	Allotment Committee	-	Yes	3	3	1	0

Annexure 1**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	-
Disclosure of notes on related party transactions		-
Disclosure of notes of material transaction with related party		-

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	No
Date of the event	Brief details of the event

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 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	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:	Refer note below

Note
(i) Report submitted for the previous quarter ended 30.06.2023 had been placed before the Board of Directors at their Meeting held on 07.08.2023 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..

Signatory Details	
Signature	Sd/-
Name of signatory	Vijayaraghavan N E
Designation of person	Company Secretary & Compliance Officer

Annexure III

Sr	Particulars	Regulation Number	Compliance status (Yes/No/N/A)	If status is "No" details of non-compliance may be given here.
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	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III

1	Name of signatory	VIJAYARAGHAVAN N E
2	Designation	Company Secretary and Compliance Officer

Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

**Applicability of disclosure
Reason for Non Applicability**

**Applicable
Applicable**

(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	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(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	-	-	-
Promoter Group or any other entity controlled by them	Counter Guarantee to Promoter Group Company Rajapalayam Mills Limited, in respect of Corp Guarantee given to customer of the Company.	12,26,14,650.00	12,26,14,650.00
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed

Entity	Type of security (cash, shares)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

Affirmations	Compliance Status
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.	Yes
Name	R RAVI KULA CHANDRAN
Designation	CFO
Place	Chennai
Date	20-10-2023

Signatory Details

Signature	Sd/-
Name of signatory	Vijayaraghavan NE
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	20-10-2023