

Corporate Governance Report for the quarter ended 30.09.2021

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	01/04/2021
Date of end of financial year	31/03/2021
Reporting Quarter	Half Yearly
Date of Report	30/09/2021
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	19/Feb/97	8/Aug/19	-	-	5	7	4
Mr.	P V Abinav Ramasubramaniam Raja	Executive Director	4/Jun/17	4/Aug/17	-	52	3	1	0
Mr.	A V Dharmakrishnan	Non-Executive - Non Independent Director	31/Jan/08	7/Sep/20	-	-	2	4	0
Mr.	M M Venkatachalam	Non-Executive - Independent Director	5/Apr/01	1/Apr/19	-	90	5	5	2
Mr.	R S Agarwal	Non-Executive - Independent Director	29/May/09	1/Apr/19	-	90	4	4	2
Mrs.	Soundara Kumar	Non-Executive - Independent Director	27/Mar/15	27/Mar/20	-	78	6	6	2
Mr.	Sankar Krishnan	Non-Executive - Non Independent Director	11/May/18	19/Aug/21	-	-	1	2	0
Mr.	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	29/Aug/18	8/Aug/19	-	37	3	5	2

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	4/Jun/17	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	15/Jun/01	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27/Jul/14	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22/May/19	-
Mr. R S Agarwal	Non-Executive - Independent Director,Member	19/Jul/18	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29/Aug/18	-

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/May/05	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27/Jul/14	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22/May/19	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	22/May/19	-

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	9/Mar/00	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27/Jul/14	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	11/May/18	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29/Aug/18	-

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/Jul/21	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	28/Jul/21	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	28/Jul/21	-
Mr. R Ravi Kula Chandran	Chief Financial Officer,Member	28/Jul/21	-
Mr. Raghuv eer Sandesh Bilagi	Chief Operating Officer, Member	28/Jul/21	-

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/May/16	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	20/May/16	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	20/May/16	-

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)
25/May/21	-	0
-	28/Jul/21	63
-	25/Sep/21	58

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	25/May/21	-
Audit Committee	28/Jul/21	Yes	-	63
Audit Committee	25/Sep/21	Yes	-	58
Stakeholders Relationship Committee	6/Jul/21	Yes	-	-
Other Committee	9/Jul/21	Yes	-	-
Other Committee	02/09/2021	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	NA
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 30.06.2021 had been placed before the Board of Directors at their Meeting held on 28.07.2021 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 on 27th October 2021. Any comments/observations/advice of Board of Directors will be incorporated in the subsequent compliance.	

Signatory Details	
Signature	
Name of signatory	Vijaya Raghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	21/10/2021

Half yearly Affirmations

Broad heading	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance
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	-
Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-

Name of signatory
Designation of person

Vijaya Raghavan N E
Company Secretary and Compliance

Additional Half yearly Disclosure

Applicability of disclosure
Reason for Non Applicability

Applicable

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

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

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

(D) Additional Information

Being a listed entity, disclosure of details specified under Annexure IV of SEBI Circular dated 31st May 2021 is applicable to us. However since the loans, Guarantees, comfort letters, securities given by the listed entity to its subsidiaries JV's are excluded vide note 1B of said Annexure IV, we have specified NIL in the relevant places.

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.	Yes	
Name	R RAVI KULA CHANDRAN	
Designation	CFO	
Place	CHENNAI	
Date	21-10-2021	

Signatory Details

Signature	
Name of signatory	Vijaya Raghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	21/10/2021