

Corporate Governance Report for the quarter ended 31.03.2023

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31/03/2023
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

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	-	70	3	0	2	1
Mr.	Arrakundal Velayutha Raja Dharmakrishnan	00693181	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	31-01-2008	07-09-2020	-	-	2	0	4	0
Mr.	Murugappan Muthiah Venkatachalam	00152619	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	05-04-2001	01-04-2019	-	108	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	-	108	4	4	4	2
Mrs.	Soundara Kumar	01974515	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	27-03-2015	27-03-2020	-	96.5	6	6	6	2
Mr.	Krishnan Sankar	01597033	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	11-05-2018	19-08-2021	-	-	1	0	2	0
Mr.	Justice Poosapadi Perumal Subba Raja Janarthana Raja (Retd.)	06702871	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-08-2018	08-08-2019	-	55.3	3	3	6	2

Annexure 1

II. Composition Of Committee

Audit Committee

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
01974515	Mrs. Soundara Kumar	Non-Executive - Independent Director,Chairperson	Chairperson	04-06-2017	-
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director,Member	Member	15-06-2001	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director,Member	Member	27-07-2014	-
01597033	Mr. Krishnan Sankar	Non-Executive - Non Independent Director,Member	Member	22-05-2019	-
00012594	Mr. Radhey Shyam Agarwal	Non-Executive - Independent Director,Member	Member	19-07-2018	-
06702871	Jusctice Mr. Posapadi Perumal Subba Raja Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	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
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director,Chairperson	Chairperson	23-05-2005	-
01597033	Mr. Krishnan Sankar	Non-Executive - Non Independent Director,Member	Member	22-05-2019	-
06702871	Jusctice Mr. Posapadi Perumal Subba Raja Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	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
00331406	Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	Chairperson	09-03-2000	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director,Member	Member	27-07-2014	-
07273249	Mr. Poosapadi Venketrama Raja Abinavramasubramaniamraj	Executive Director,Member	Member	11-05-2018	-
06702871	Jusctice Mr. Posapadi Perumal Subba Raja Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	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
00331406	Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	Chairperson	28-07-2021	-
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director,Member	Member	28-07-2021	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director,Member	Member	28-07-2021	-
99999999	Mr. Ramamurthy Ravi Kula Chandran	Chief Financial Officer,Member	Member	28-07-2021	-
99999999	Mr. Raghuveer Sandesh Bilagi	Chief Operating Officer,Member	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
00331406	Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director, Chairperson	Chairperson	20-05-2016	-
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director, Member	Member	20-05-2016	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director, Member	Member	20-05-2016	-

Allotment Committee

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

Fund Raising Committee

DIN	Name of Committee members	Category	Category2 of Directors	Date of Appointment	Date of Cessation
00331406	Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Non-Executive - Non Independent Director, Member	Member	-	-
00152619	Mr. Murugappan Muthiah Venkatachalam	Non-Executive - Independent Director, Member	Member	-	-
00693181	Mr. Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director, Member	Member	-	-
07273249	Mr. Poosapadi Venketrama Raja Abinavramasubramaniamraja	Executive Director, Member	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	22-12-2022	-	Yes	8	7	3
2	01-02-2023	40	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	22-12-2022			-	Yes	6	5	3	0
2	Audit Committee	01-02-2023	40		-	Yes	6	6	4	0
3	Stakeholders Relationship Committee	01-02-2023			-	Yes	4	4	1	0
4	Stakeholders Relationship Committee	22-03-2023	48		-	Yes	4	3	1	0
5	Nomination and remuneration committee	01-02-2023			-	Yes	3	3	2	0
6	Risk Management Committee	09-03-2023	35		-	Yes	3	3	1	2
7	Other Committee	02-11-2022		Allotment Committee	-	Yes	3	3	1	0
8	Other Committee	20-01-2023	78	Allotment Committee	-	Yes	3	3	1	0
9	Other Committee	01-02-2023		Independent Directors Meeting	-	Yes	4	4	4	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		-

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:	Textual Information(1)

Text Block
Textual Information(1)
(i) Report submitted for the previous quarter ended 31.12.2022 had been placed before the Board of Directors at their Meeting held on 01.02.2023 and there were no specific omments/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

Sl. No.	Item	Compliance status (Yes/No/NA)	Details of non-compliance	Web address
1	Details of business	Yes		www.ramco.com
2	Terms and conditions of appointment of independent directors	Yes		https://f.hubspotusercontent20.net/hubfs/494075/independent-directors-terms-of-appointment.pdf
3	Composition of various committees of board of directors	Yes		https://www.ramco.com/investors/corporate-governance#BoardCommittees
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Code%20of%20Conduct%20and%20Business%20Ethics/code-of-conduct-business-ethics.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Whistle%20Blower%20Policy/ramco-whistle-blower-policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Nomination%20and%20Remuneration%20Policy/ramco-nomination-and-remuneration-policy.pdf
7	Policy on dealing with related party transactions	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Related%20Party%20Transaction%20Policy/ramco-related-party-transaction-policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Material%20Subsidiary%20Policy/ramco-material-subsidiary-policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.ramco.com/hubfs/DIRECTORS-FAMILIARISATION-
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.ramco.com/investor-relations/corporate-governance/investor-grievances-contact-details
11	email address for grievance redressal and other relevant details	Yes		https://www.ramco.com/investor-relations/disclosure-of-events/announcements#ShareholderGrievanceRedressal
12	Financial results	Yes		https://www.ramco.com/investor-relations/financial-results
13	Shareholding pattern	Yes		https://www.ramco.com/investor-relations/investor-information/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.ramco.com/investor-information#MeetingRecordings

Sl. No.	Item	Compliance status (Yes/No/NA)	Details of non-compliance	Web address
16	New name and the old name of the listed entity	NA		-
17	Advertisements as per regulation 47 (1)	Yes		https://www.ramco.com/investor-relations/investor-information/newspaper-publication/
18	Credit rating or revision in credit rating obtained	Yes		https://www.ramco.com/investor-relations/disclosure-of-events/announcements#IntimationOutcome
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.ramco.com/investor-relations/annual-reports#SubsidiaryFinancials
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.ramco.com/investor-relations/information-under-regulation-46-of-sebi
21	Materiality Policy as per Regulation 30	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Policy%20on%20Disclosure%20of%20Material%20Events%20and%20Information/Policy-on-Disclosure-of-Material-Events-and-Information.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Dividend%20Distribution%20Policy/DIVIDEND-DISTRIBUTION-POLICY.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		Yes
24	Disclosure of notes on website in terms of Listing Regulations explanatory (Text Block)			No Textual information added

Sl. No.	Particulars	Regulation Number	Compliance status	If status is "No" details of non-compliance
			(Yes/No)	
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of Compliance Reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of Conduct	17(5)	Yes	-
8	Fees/compensation	17(6)	Yes	-
9	Minimum Information	17(7)	Yes	-
10	Compliance Certificate	17(8)	Yes	-
11	Risk Assessment & Management	17(9)	Yes	-
12	Performance Evaluation of Independent Directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of Audit Committee	18(1)	Yes	-
16	Meeting of Audit Committee	18(2)	Yes	-
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	-
23	Meeting of Risk Management Committee	21(3A)	NA	-
24	Vigil Mechanism	22	Yes	-
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	-
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	-
27	Approval for material related party transactions	23(4)	NA	-
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-

Sl. No.	Particulars	Regulation Number	Compliance status	If status is "No" details of non-compliance
			(Yes/No)	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	-
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	-
31	Annual Secretarial Compliance Report	24(A)	Yes	-
32	Alternate Director to Independent Director	25(1)	NA	-
33	Maximum Tenure	25(2)	Yes	-
34	Meeting of independent directors	25(3) & (4)	Yes	-
35	Familiarization of independent directors	25(7)	Yes	-
36	Declaration from Independent Director	25(8) & (9)	Yes	-
37	D & O Insurance for Independent Directors	25(10)	NA	-
38	Memberships in Committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management	26(3)	Yes	-
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-

Annexure II

III. Affirmation

Sl. No.	Particulars	Compliance status(Yes/No /NA)	If status is "No" details of non-compliance
1	The listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes	-

Signature	Sd/-
Name of signatory	VIJAYA RAGHAVAN N E
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	18-04-2023

Additional Half Yearly Disclosure

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

(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:

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			
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 by:

Entity	Type (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			

(D) Additional Information

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.	
Name	R RAVI KULA CHANDRAN
Designation	CFO
Place	Chennai
Date	18/04/2022

Signatory Details

Signature	Sd/-
Name of signatory	Vijaya Raghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	18/04/2023