

Corporate Governance Report for the quarter ended 31.12.2023

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	31-12-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure 1

I. Composition of Board of Directors

Title	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					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)
				Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status										
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	-	79	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	-	117	4	2	6	3
Mr.	Radhey Shyam Agarwal	00012594	Non-Executive - Independent Director	No	-	-	-	Active	Yes	03-08-2018	29-05-2009	01-04-2019	-	117	3	3	3	2
Mrs.	Soundara Kumar	01974515	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	27-03-2015	27-03-2020	-	106.5	4	4	4	1
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	-	64.5	3	3	5	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. Sankar Krishnan	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. Sankar Krishnan	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	Mr. 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	Mr. 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	Mr. 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	Mr. 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	07-08-2023	-	Yes	8	8	4
2	30-10-2023	83	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	07-08-2023			-	Yes	6	6	4	0
2	Audit Committee	26-10-2023	79		-	Yes	6	6	4	0
3	Audit Committee	30-10-2023			-	Yes	6	6	4	0
4	Other Committee	27-11-2023	-	Allotment Committee	-	Yes	3	2	1	0
5	Stakeholders Relationship Committee	26-12-2023			-	Yes	4	4	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		-

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. Sankar Krishnan	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. Sankar Krishnan	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	Mr. 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	Mr. 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	Mr. 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	Mr. 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

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1	Audit Committee	07-08-2023			-	Yes	6	6	4	0
2	Audit Committee	26-10-2023	79		-	Yes	6	6	4	0
3	Audit Committee	30-10-2023			-	Yes	6	6	4	0
4	Other Committee	27-11-2023	-	Allotment Committee	-	Yes	3	2	1	0
5	Stakeholders Relationship Committee	26-12-2023			-	Yes	4	4	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		-

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 30.09.2023 had been placed before the Board of Directors at their Meeting held on 30.10.2023 and there were no specific omments/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