

# Integrated Governance

## RAMCO SYSTEMS LIMITED

### General information about company

Scrip code	532370	
NSE Symbol	RAMCOSYS	
MSEI Symbol	NOTLISTED	
ISIN	INE246B01019	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	The Company has not acquired any shares or voting rights in any unlisted company during the quarter.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	NIL Penalty
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	r00067	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis																							
I. Composition of Board of Directors																							
Disclosure of notes on composition of board of directors explanatory							true																
Whether the listed entity has a Regular Chairperson							true																
Whether Chairperson is related to MD or CEO							true	Disqualification of Directors under section 164 of the Companies Act, 2013															
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	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 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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	NA		19-02-1997	10-08-2022		0	5	0	7	4			
2	Mr	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Executive Director	Not Applicable		false				Active	NA		04-06-2017	08-11-2024		0	3	0	1	0			
3	Mr	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		31-01-2008	10-08-2023		0	2	0	4	0			
4	Mr	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		11-05-2018	21-08-2024		0	1	0	2	0			
5	Mr	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Not Applicable		false				Active	NA		29-08-2018	29-08-2023		82.5	2	2	7	4			
6	Mr	MAYURAM SWAMINATHAN KRISHNAN	Non-Executive - Independent Director	Not Applicable		false				Active	NA		07-02-2024	14-03-2024		16.8	2	2	2	0			
7	Mr	ARAVIND SRINIVASAN	Non-Executive - Independent Director	Not Applicable		false				Active	NA		07-02-2024	14-03-2024		16.8	2	2	2	0			
8	Mrs	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-03-2025			3.05	2	2	2	0			

Annexure I

II. Composition of Committees						
Disclosure of notes on composition of committees explanatory						

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Chairperson	29-08-2018		
2	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	27-07-2014		
3	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Member	22-05-2019		
4	MAYURAM SWAMINATHAN KRISHNAN	Non-Executive - Independent Director	Member	01-04-2024		
5	ARAVIND SRINIVASAN	Non-Executive - Independent Director	Member	01-04-2024		
6	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Member	27-03-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Chairperson	22-05-2019		
2	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	01-04-2024		
3	ARAVIND SRINIVASAN	Non-Executive - Independent Director	Member	01-04-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	09-03-2000		
2	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	27-07-2014		
3	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Executive Director	Member	11-05-2018		
4	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Member	29-08-2018		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	28-07-2021		
2	MAYURAM SWAMINATHAN KRISHNAN	Non-Executive - Independent Director	Member	01-04-2024		
3	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	28-07-2021		
4	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Executive Director	Member	01-04-2024		
5	R RAVI KULA CHANDRAN	Chief Financial Officer	Member	28-07-2021		Textual Information(1)
6	RAGHUVVEER SANDESH BILAGI	Chief Operating Officer	Member	28-07-2021		Textual Information(2)

Text Block

Textual Information(1)	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 Company.
Textual Information(2)	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 Company.

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	20-05-2016		
2	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Member	01-04-2024		
3	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Member	01-04-2024		

**Other Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors		Remarks
1	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Fund Raising Committee	Non-Executive - Non Independent Director	Member		
2	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Fund Raising Committee	Executive Director	Member		
3	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Fund Raising Committee	Non-Executive - Non Independent Director	Member		
4	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Fund Raising Committee	Non-Executive - Independent Director	Member		

**Annexure I**

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	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)	Notes for not providing Date	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	25-03-2025			true	9	9	5
2	05-05-2025	40		true	8	6	3
3	21-05-2025			true	8	8	4

**Annexure I**

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	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)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	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	25-03-2025				true	6	6	4	0
2	Audit Committee	05-05-2025	40			true	6	5	3	0
3	Audit Committee	21-05-2025				true	6	6	4	0
4	Corporate Social Responsibility Committee	21-05-2025				true	3	3	1	0
5	Nomination and remuneration committee	05-05-2025				true	3	3	2	0
6	Nomination and remuneration committee	21-05-2025				true	3	3	2	0
7	Stakeholders Relationship Committee	21-05-2025				true	4	4	1	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
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 31.03.2025 was placed before the Board of Directors at its Meeting held on 21.05.2025 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.
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Annexure I

Sr	Subject	Compliance status
1	Name of signatory	MITHUN V
2	Designation	Company Secretary and Compliance Officer

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	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Signatory Details

Name of signatory	MITHUN V
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	30-07-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes					
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure		Current status of the litigation / dispute
1	Income Tax Department	09-08-2024	AY 2020-21 - AO passed an order u/s 143(3) and raised a demand of Rs. 4.47 Crs against the Company, mainly on account of denial of relief u/s 90/91 and omission to give effect to brought forward losses. Appeal was filed before ITAT on 09/08/2024 against the above issues, as well as denial of MAT credit u/s115JAA. In view of the MAT credit matter pending with High Court for earlier years, adjournment was sought for 4 months on 26/11/24 . The case is yet to be taken up for hearing by the ITAT.		The case is yet to be taken up for hearing by the ITAT.
2	Income Tax Department	09-08-2024	AY 2020-21 - Furhter to the above, the Company has also re-filed the a petition for rectification through the e-filing portal with the Assessing Officer on 06/03/2025		AO passed rectification order u/s 154 dated 10/06/2025 granting the relief u/s 90/91 and giving effect to brought forward losses. Consequently, the Company has filed a petition for withdrawl of these grounds with ITAT on 21/07/2025.
3	Commissioner of Internal Revenue, Philippines	05-06-2025	FY 2017-18 - Ramco System Inc., Philippines ("RSI") a 100% subsidiary of Ramco Systems Limited, India has received a decision from the Commissioner of Internal Revenue ("CIR") dated 29/04/2025, relating to the financial year 2017-18, demanding PHP 60.18 Mln. (approximately Rs.92.89 Mln.), consisting of Income Tax, Value Added Tax, Expanded Withholding Tax, Withholding Tax on Compensation, Documentary Stamp Tax and Final Withholding Tax, and Interest.		Petition for review was filed with the Cour of Tax Appeals, Quezon City Philippines on 02/07/2025.