

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	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2026	
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?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
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?	No	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?	No	No fine and penalty during the quarter.
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?	Yes	
Risk management committee	No	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	Yes	
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						Yes																		
Whether the listed entity has a Regular Chairperson						Disqualification of Directors under section 164 of the Companies Act, 2013																		
Whether Chairperson is related to MD or CEO						Yes																		
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	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	00331406	Non-Executive - Non Independent Director	Chairperson related to Promoter		No				Active	NA		19-02-1997	13-08-2025			5	0	7	4			
2	Mr	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	07273249	Executive Director	Not Applicable	MD	No				Active	NA		04-06-2017	08-11-2024			3	0	1	0			
3	Mr	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	00693181	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		31-01-2008	10-08-2023			2	0	4	0			
4	Mr	SANKAR KRISHNAN	01597033	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		11-05-2018	21-08-2024			1	0	2	0			
5	Mr	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	06702871	Non-Executive - Independent Director	Not Applicable		No				Active	Yes	10-08-2023	29-08-2018	29-08-2023		94.5	2	2	7	4			
6	Mr	MAYURAM SWAMINATHAN KRISHNAN	08539017	Non-Executive - Independent Director	Not Applicable		No				Active	NA		07-02-2024	14-03-2024		28.8	2	2	2	0			
7	Mr	ARAVIND SRINIVASAN	00088037	Non-Executive - Independent Director	Not Applicable		No				Active	NA		07-02-2024	14-03-2024		28.8	2	2	2	0			
8	Mrs	CHITRA VENKATARAMAN	07044099	Non-Executive - Independent Director	Not Applicable		No				Active	Yes	29-04-2025	25-03-2025			15.5	3	3	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						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Chairperson	29-08-2018		
2	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	27-07-2014		
3	01597033	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Member	22-05-2019		
4	08539017	MAYURAM SWAMINATHAN KRISHNAN	Non-Executive - Independent Director	Member	01-04-2024		
5	00088037	ARAVIND SRINIVASAN	Non-Executive - Independent Director	Member	01-04-2024		
6	07044099	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Member	27-03-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Chairperson	22-05-2019		
2	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	01-04-2024		
3	00088037	ARAVIND SRINIVASAN	Non-Executive - Independent Director	Member	01-04-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	09-03-2000		
2	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	27-07-2014		
3	07273249	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Executive Director	Member	11-05-2018		
4	06702871	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						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	28-07-2021		
2	07273249	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Executive Director	Member	01-04-2024		
3	08539017	MAYURAM SWAMINATHAN KRISHNAN	Non-Executive - Independent Director	Member	01-04-2024		
4	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	28-07-2021		
5	99999999	R RAVIKULA CHANDRAN	Chief Financial Officer	Member	28-07-2021		Textual Information(1)
6	99999999	RAGHUVeer SANDESH BILAGI	Chief Operating Office	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

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Non-Executive - Non Independent Director	Chairperson	20-05-2016		
2	01597033	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Member	01-04-2024		
3	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Member	01-04-2024		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
2	07273249	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Fund Raising Committee	Executive Director	Member	
3	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
4	06702871	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	28-01-2026			Yes	8	7	3
2	21-05-2026	112		Yes	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	Reason 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	28-01-2026				Yes	6	6	3	0
2	Audit Committee	21-05-2026	112			Yes	6	6	4	0
3	Nomination and remuneration committee	21-05-2026				Yes	3	3	2	0
4	Stakeholders Relationship Committee	29-04-2026				Yes	4	4	1	0
5	Stakeholders Relationship Committee	21-05-2026	21			Yes	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	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
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)	NA
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.	Yes
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.	Yes
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 31.03.2026 was placed before the Board of Directors at its Meeting held on 21.05.2026 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	No
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	
No records available	

Signatory Details

Name of signatory	MITHUN V
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	30-07-2026

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 Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

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	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 Court of Tax Appeals, Quezon City Philippines on 02/07/2025. RSI had gone for mediation with the CIR with the Court appointed mediator at the Philippine Mediation Centre. Pursuant to this, the Company has filed its offer of Compromise settlement for PHP 8 Mln. (approximately Rs. 12.35 Mln.), on 03-03-2026 with the Bureau of Internal Revenue ("BIR"). The BIR is yet to confirm the acceptance or rejection of RSI's offer.	The Court of Tax Appeals (CTA), Quezon City, issued a communication dated May 19, 2026, indicating that the Notice of Preliminary conference and Pre-Trial Conference is posted in July, 2026. This action was taken due to the absence of any official response or correspondence from the Bureau of Internal Revenue (BIR) regarding RAMCO's offer of compromise within the extended deadline. Consequently, the assigned Mediator remanded the case to the Court of Tax Appeals for further proceedings.
2	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/s 115JAA. 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. Further 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 withdrawal of these grounds with ITAT on 21/07/2025. The Company had filed a petition with ITAT to withdraw the appeal relating to AY 2020-21 relating to the MAT credit u/s 115JAA and ITAT accepted our petition and dismissed the appeal in relation this matter. This was done to facilitate ITAT to consider other matters in the appeal. Accordingly, ITAT passed an order dated 11-03-2026 directing the AO to delete the TP adjustment made on guarantee fee and the adjustment of interest on overdue receivables from AEs.	The Transfer Pricing Officer (TPO) issued the Giving Effect Order on June 12, 2026, wherein the transfer pricing adjustment pertaining to the guarantee fee of Rs. 7.78 Mln. was assessed at Nil. and the adjustment in respect of interest on overdue receivables from Associated Enterprises (AEs) of Rs. 0.44 Mln. also reduced to Nil. Also, earlier by way of passing the rectification order u/s 154 dated June 10, 2025 the AO made the demand of Rs. 4.47 Crs to Nil.