

## 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	Yearly	
Date of Quarter Ending	31-03-2026	
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?	Yes	
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	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Counter Guarantee to Promoter Group Company Rajapalayam Mills Limited, in respect of Corp Guarantee given to customer of the Company was closed w.e.f. September 07, 2025 and same was disclosed in 30th September 2025 Integrated Governance Reporting.
Risk management committee	Yes	
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																								
Whether the listed entity has a Regular Chairperson																								
Whether Chairperson is related to MD or CEO																								
Disqualification of Directors under section 164 of the Companies Act, 2013																								
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 25(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		91.5	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		25.8	2	2	2	0			
7	Mr	ARAVIND SRINIVASAN	00088037	Non-Executive - Independent Director	Not Applicable		No				Active	NA		07-02-2024	14-03-2024		25.8	2	2	2	0			
8	Mrs	CHITRA VENKATARAMAN	07044099	Non-Executive - Independent Director	Not Applicable		No				Active	NA		25-03-2025			12.5	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 RAVI KULA CHANDRAN	Chief Financial Office	Member	28-07-2021		Textual Information(1)	
6	99999999	RAGHUVVEER 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							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	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

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
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	04-11-2025			Yes	8	8	4
2	28-01-2026	84		Yes	8	7	3

### 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	04-11-2025				Yes	6	6	4	0
2	Audit Committee	28-01-2026	84			Yes	6	5	3	0
3	Stakeholders Relationship Committee	28-01-2026				Yes	4	4	1	0
4	Stakeholders Relationship Committee	11-03-2026	41			Yes	4	4	1	0
5	Risk Management Committee	11-03-2026				Yes	6	4	1	2
6	Other Committee	11-03-2026		INDEPENDENT DIRECTORS MEETING		Yes	4	4	4	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)	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.	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)

Textual Information(1)	i. Report submitted for the previous quarter ended 31.12.2025 was placed before the Board of Directors at its Meeting held on 28.01.2026 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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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		
Sr.	Date of the event	Brief details of the event
No records available		

Integrated Governance

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		<a href="https://www.ramco.com/">https://www.ramco.com/</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://www.ramco.com/hubfs/investor-relations/MOA-AOA.pdf">https://www.ramco.com/hubfs/investor-relations/MOA-AOA.pdf</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://www.ramco.com/investors/corporate-governance">https://www.ramco.com/investors/corporate-governance</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://f.hubspotusercontent20.net/hubfs/494075/independent-directors-terms-of-appointment.pdf">https://f.hubspotusercontent20.net/hubfs/494075/independent-directors-terms-of-appointment.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.ramco.com/investors/corporate-governance#BoardCommittees">https://www.ramco.com/investors/corporate-governance#BoardCommittees</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Code%20of%20Conduct%20and%20Business%20Ethics/code-of-conduct-business-ethics.pdf">https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Code%20of%20Conduct%20and%20Business%20Ethics/code-of-conduct-business-ethics.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Whistle%20Blower%20Policy/ramco-whistle-blower-policy.pdf">https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Whistle%20Blower%20Policy/ramco-whistle-blower-policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Nomination%20and%20Remuneration%20Policy/ramco-nomination-and-remuneration-policy.pdf">https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Nomination%20and%20Remuneration%20Policy/ramco-nomination-and-remuneration-policy.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Related%20Party%20Transaction%20Policy/ramco-related-party-transaction-policy.pdf">https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Related%20Party%20Transaction%20Policy/ramco-related-party-transaction-policy.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Material%20Subsidiary%20Policy/ramco-material-subsidiary-policy.pdf">https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Material%20Subsidiary%20Policy/ramco-material-subsidiary-policy.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.ramco.com/hubfs/DIRECTORS-FAMILIARISATION-PROGRAMME.pdf">https://www.ramco.com/hubfs/DIRECTORS-FAMILIARISATION-PROGRAMME.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.ramco.com/investor-relations/disclosure-of-events/announcements#ShareholderGrievanceRedressal">https://www.ramco.com/investor-relations/disclosure-of-events/announcements#ShareholderGrievanceRedressal</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.ramco.com/investor-relations/corporate-governance/investor-grievances-contact-details">https://www.ramco.com/investor-relations/corporate-governance/investor-grievances-contact-details</a>
12	Financial results	Yes		<a href="https://www.ramco.com/investor-relations/financial-results">https://www.ramco.com/investor-relations/financial-results</a>
13	Shareholding pattern	Yes		<a href="https://www.ramco.com/investor-relations/investor-information/shareholding-pattern/">https://www.ramco.com/investor-relations/investor-information/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://www.ramco.com/investor-information#AgreementwithMediaCompanies">https://www.ramco.com/investor-information#AgreementwithMediaCompanies</a>
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		<a href="https://www.ramco.com/investors/investor-interaction#GistofInvestorCall">https://www.ramco.com/investors/investor-interaction#GistofInvestorCall</a>
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		<a href="https://www.ramco.com/investor-information#MeetingRecordings">https://www.ramco.com/investor-information#MeetingRecordings</a> <a href="https://www.ramco.com/investors/investor-interaction">https://www.ramco.com/investors/investor-interaction</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.ramco.com/investor-relations/investor-information/newspaper-publication/">https://www.ramco.com/investor-relations/investor-information/newspaper-publication/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.ramco.com/investor-relations/disclosure-of-events/announcements#IntimitionOutcome">https://www.ramco.com/investor-relations/disclosure-of-events/announcements#IntimitionOutcome</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.ramco.com/investor-relations/annual-reports#SubsidiaryFinancials">https://www.ramco.com/investor-relations/annual-reports#SubsidiaryFinancials</a>
20	Secretarial Compliance Report	Yes		<a href="https://www.ramco.com/investor-relations/investor-information/annual-secretarial-compliance">https://www.ramco.com/investor-relations/investor-information/annual-secretarial-compliance</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="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">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</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://www.ramco.com/hubfs/investor-relations/Authorisation-For-Determination-Of-Materiality.pdf">https://www.ramco.com/hubfs/investor-relations/Authorisation-For-Determination-Of-Materiality.pdf</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://www.ramco.com/investor-relations/disclosure-of-events/announcements#IntimitionOutcome">https://www.ramco.com/investor-relations/disclosure-of-events/announcements#IntimitionOutcome</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		<a href="https://www.ramco.com/investor-relations/statements-of-deviations-or-variations-as-specified-in-regulation-32">https://www.ramco.com/investor-relations/statements-of-deviations-or-variations-as-specified-in-regulation-32</a>
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Dividend%20Distribution%20Policy/DIVIDEND-DISTRIBUTION-POLICY.pdf">https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Dividend%20Distribution%20Policy/DIVIDEND-DISTRIBUTION-POLICY.pdf</a>
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://www.ramco.com/investor-relations/investor-information/annual-return/">https://www.ramco.com/investor-relations/investor-information/annual-return/</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes		<a href="https://www.ramco.com/investor-relations/esos-scheme">https://www.ramco.com/investor-relations/esos-scheme</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://www.ramco.com/investor-relations/information-under-regulation-46-of-sebi">https://www.ramco.com/investor-relations/information-under-regulation-46-of-sebi</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		Yes

29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	
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Integrated Governance

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
	Any other information to be provided			



Integrated Governance

**Annexure II**

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
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
	Any other information to be provided	

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
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
1	Assistant Commissioner of GST & Central Excise, Chennai	Adjudication in the matter of wrong availment of CENVAT Credit on ineligible input services	12-02-2026	Penalty under proviso to Section 76 of the Finance Act, 1994 read with rule 15(1) of the CENVAT Credit Rule, 2004 towards wrong availment of CENVAT Credit on ineligible input services Rs. 61,688.	Penalty of Rs. 6,169 was paid on 24-02-2026.

**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 / Ministry of Finance / CBDT	09-02-2021	AY 2018-19 & AY 2019-20 - Same is still pending before the Honourable High Court of Madras. Further for AY 2018-19, Appeal was filed before ITAT on 09-08-2024 against the CIT order u/s 250 , relating to denial of MAT credit u/s 115JAA amounting to Rs. 9.78 Crs. ITAT had vide its order dated 11-11-24, blocked the appeal for 4 months, awaiting the decision of the Hon'ble High Court. Further heard the appeal on 09-04-2025 and blocked the hearing for further 6 months.	The case is yet to be taken up for hearing by the Honourable High Court of Madras. The Company had filed a petition with ITAT to withdraw the appeal relating to AY 2018-19 and ITAT accepted our petition and dismissed the appeal on 27-02-2026.
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 to 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.
3	Income Tax Department	03-04-2026	AY 2023-24 - The Company has received Assessment Order dated 02-03-2026 issued u/s 143(3) r.w.s. 144C(3) r.w.s. 144B of the Income Tax Act, 1961 for AY 2023-24, determining a tax demand of Rs.0.30 Mln. and making transfer pricing adjustments aggregating to Rs.404.11 Mln.	Appeal has been filed with CIT (A) on 03-04-2026 and the tax demand of Rs. 0.30 Mln., was also paid under protest, pending disposal of the appeal.
4	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.
5	Commissioner of GST and Central Excise	19-05-2025	FY: 2020-21 In the annual scrutiny for the year 2020-21, GST input credit availed on certain input services were determined as ineligible as per Sec. 17 (5) of CGST Act by the GST Authorities, leading to issue of the Order dated 25-02-2025, demanding Rs.11.25 Million towards GST, with applicable interest and Rs.1.13 Million towards penalty	Appeal filed by the Company on 19-05-2025, against the said order with Commissioner of GST and Central Excise (Appeals II), was heard on 06-04-2026, Order is awaited.

### Signatory Details

Name of signatory	Mithun V
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	28-04-2026