

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L72300TN1997PLC037550

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCR2076B

(ii) (a) Name of the company

RAMCO SYSTEMS LIMITED

(b) Registered office address

47 PSK NAGAR, RAJAPALAYAM  
KAMARAJA DIST  
Tamil Nadu  
626108  
India



(c) \*e-mail ID of the company

secretarial@ramco.com

(d) \*Telephone number with STD code

04422354510

(e) Website

www.ramco.com

(iii) Date of Incorporation

19/02/1997

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"  
No.1 CLUB HOUSE ROAD

(vii) \*Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

13/08/2025

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1



S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

20

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Ramco Systems Corporation, U 		Subsidiary	98
2	Ramco Systems Ltd., Switzerland 		Subsidiary	100

3	Ramco Systems Pte. Ltd., Singapore +		Subsidiary	100
4	Ramco Systems Sdn. Bhd., Malaysia +		Subsidiary	100
5	RSL Enterprise Solutions (Pty) Ltd., South Africa +		Subsidiary	100
6	Ramco Systems Canada Inc., Canada +		Subsidiary	98
7	Ramco Systems FZ-LLC, Dubai +		Subsidiary	100
8	R S L Software Co. Ltd., Sudan +		Subsidiary	100
9	Ramco Systems Australia Pty Ltd., Australia +		Subsidiary	100
10	Ramco System Inc., Philippines +		Subsidiary	100
11	Ramco Systems (Shanghai) Co. Ltd., China +		Subsidiary	100
12	PT Ramco Systems Indonesia, Indonesia +		Subsidiary	100
13	Ramco System Vietnam Company, Vietnam +		Subsidiary	100
14	Ramco Systems Macau Limited, Macau +		Subsidiary	100
15	Ramco Software Japan Limited, Japan +		Subsidiary	100
16	Ramco Systems Defense and Security, USA +		Subsidiary	98
17	Ramco Middle East for Information Systems, UAE +		Subsidiary	100
18	Ramco System LLC, Qatar +		Subsidiary	100
19	Ramco System Korea Company, South Korea +		Subsidiary	100
20	CityWorks (Pty.) Ltd., South Africa +		Associate	30

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \* SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	37,631,577	37,631,577	37,282,399
Total amount of equity shares (in Rupees)	500,000,000	376,315,770	376,315,770	372,823,990

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	50,000,000	37,631,577	37,631,577	37,282,399
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	376,315,770	376,315,770	372,823,990

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	97,464	35,322,257	35419721	354,197,210	354,197,210	
<b>Increase during the year</b>	0	1,873,577	1873577	18,626,780	18,626,780	409,003,556
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	402,824	402824	4,028,240	4,028,240	23,602,100
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	1,470,753	1470753	14,598,540	14,598,540	385,401,456
Conversion of warrants and demat					+	+
<b>Decrease during the year</b>	10,899	0	10899	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	10,899		10899			
Demated shares						
<b>At the end of the year</b>	86,565	37,195,834	37282399	372,823,990	372,823,990	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE246B01019

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor	<input type="text"/>
----------------------------	----------------------

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

6

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
ESOS 2008	11,971	10	119,710	0	0
ESOS 2009 Plan A	60,190	10	601,900	0	0
ESOS 2009 Plan B	19,218	10	192,180	0	0
ESOS 2013	322,845	10	3,228,450	0	0
ESOS 2014	457,023	10	4,570,230	0	0
ESOS 2022	718,172	10	7,181,720	0	0
Total	1,589,419		15,894,190		0

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

3,250,289,868

**(ii) Net worth of the Company**

7,870,063,674

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,813,220	12.91	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	



	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	4,813,220	12.91	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,523,361	30.91	0	
	(ii) Non-resident Indian (NRI)	469,512	1.26	0	
	(iii) Foreign national (other than NRI)	14,278	0.04	0	
2.	Government				
	(i) Central Government	45	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	25,000	0.07	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	

7.	Mutual funds	2,070,133	5.55	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	14,748,235	39.56	0	
10.	Others (FPI+LLP+Clearing Member <sup>+</sup> )	3,618,615	9.71	0	
	<b>Total</b>	32,469,179	87.1	0	0

**Total number of shareholders (other than promoters)**

31,018

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

31,019

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	35,658	31,018
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	1	0	9.47
<b>B. Non-Promoter</b>	1	6	1	6	0.31	0.53
(i) Non-Independent	1	2	1	2	0.31	0.53
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0

(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	0.31	10

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PUSAPADI RAMASUB +	00331406	Director	4,813,220	
POOSAPADI VENKET +	07273249	Director	110,332	
ARRAKUNDAL VELAY +	00693181	Director	195,692	
SANKAR KRISHNAN	01597033	Director	0	
POSAPADI PERUMAL +	06702871	Director	0	
MAYURAM SWAMINA +	08539017	Director	0	
ARAVIND SRINIVASA +	00088037	Director	0	
CHITRA VENKATARA +	07044099	Director	0	
RAVIKULA CHANDRA +	ACPPR9080G	Director	61,830	
POOSAPADI VENKET +	AYJPA8248F	Managing Director	110,332	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
POOSAPADI VENKI +	AYJPA8248F	Managing Director	08/11/2024	Change in Designation
CHITRA VENKATAF +	08539017	Director	25/03/2025	Appointed as an Independent +
SOUNDARA KUMAI +	01974515	Director	26/03/2025	Retired on March 26, 2025 aft +
POOSAPADI VENKI +	AYJPA8248F	Managing Director	08/11/2024	The Board in its meeting held +
MURUGAPPAN MU +	00152619	Director	31/03/2024	* Retired on March 31, 2024, a +
RADHEY SHYAM A +	00012594	Director	31/03/2024	* Retired on March 31, 2024, a +

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	21/08/2024	33,823	73	53.53

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2024	8	8	100
2	21/05/2024	8	8	100
3	24/07/2024	8	7	87.5
4	08/11/2024	8	8	100
5	05/02/2025	8	7	87.5
6	25/03/2025	9	9	100

### C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21/05/2024	6	6	100
2	Audit Committee	24/07/2024	6	6	100
3	Audit Committee	08/11/2024	6	6	100
4	Audit Committee	05/02/2025	6	5	83.33
5	Audit Committee	25/03/2025	6	6	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Nomination an	21/05/2024	3	3	100
7	Nomination an	08/11/2024	3	3	100
8	Nomination an	05/02/2025	3	3	100
9	Nomination an	25/03/2025	3	3	100
10	Corporate Soc	21/05/2024	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	10/08/2025
								(Y/N/NA)
1	PUSAPADI RA	6	5	83.33	9	9	100	Yes
2	POOSAPADI V	6	6	100	8	6	75	Yes
3	ARRAKUNDA	6	6	100	17	17	100	Yes
4	SANKAR KRIS	6	6	100	6	6	100	Yes
5	POSAPADI PE	6	6	100	17	17	100	Yes
6	MAYURAM SV	6	5	83.33	8	7	87.5	Yes
7	ARAVIND SRI	6	6	100	10	10	100	Yes
8	CHITRA VENK	1	1	100	0	0	0	Not Applicable

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POOSAPADI VENK	MANAGING DIF	0	0	0	1,770,000	1,770,000
	Total		0	0	0	1,770,000	1,770,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUBRAMANIAN SUGAN	CHIEF EXECUTIVE OFFICER	62,722,919	0	0	1,624,520	64,347,439
2	R RAVI KULA CHANDRAN	CHIEF FINANCIAL OFFICER	16,420,680	0	0	950,818	17,371,498
3	VIJAYARAGHAVAN	COMPANY SECRETARY	2,105,869	0	0	276,074	2,381,943
	Total		81,249,468	0	0	2,851,412	84,100,880

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PUSAPADI RAMASUBRAMANIAM	DIRECTOR	0	0	0	475,000	475,000
2	ARRAKUNDAL VELUPILLAI	DIRECTOR	0	0	0	850,000	850,000
3	SOUNDARA KUMAR	DIRECTOR	0	0	0	600,000	600,000
4	SANKAR KRISHNAN	DIRECTOR	0	0	0	575,000	575,000
5	POSAPADI PERUMAL	DIRECTOR	0	0	0	875,000	875,000
6	MAYURAM SWAMI	DIRECTOR	0	0	0	550,000	550,000
7	ARAVIND SRINIVASAN	DIRECTOR	0	0	0	700,000	700,000
8	CHITRA VENKATARAMAN	DIRECTOR	0	0	0	50,000	50,000
	Total		0	0	0	4,675,000	4,675,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Sharanya Sriram

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

12731

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

33&34

dated

30/10/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

07273249

**To be digitally signed by**

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

--

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**