

**NAME OF THE COMPANY : RAMCO SYSTEMS LIMITED**  
**QUARTER ENDING ON : 31<sup>st</sup> December, 2011**

<b>PARTICULARS</b>	<b>CLAUSE OF LISTING AGREEMENT</b>	<b>COMPLIANCE STATUS YES/NO</b>	<b>REMARKS</b>
<b>I. Board of Directors</b>	49 (I)		
A. Composition of Board	49 (IA)	Yes	
B. Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
C. Other provisions as to Board and Committees	49 (IC)	Yes	
D. Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
A. Qualified & Independent Audit Committee	49 (IIA)	Yes	
B. Meeting of Audit Committee	49 (IIB)	Yes	
C. Powers of Audit Committee	49 (IIC)	Yes	
D. Role of Audit Committee	49 II(D)	Yes	
E. Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	NA	The Company does not have any Unlisted Indian Subsidiary Company
<b>IV. Disclosures</b>	49 (IV)		
A. Basis of related party transactions	49 (IVA)	Yes	
B. Disclosure of Accounting Treatment	49 (IVB)	NA	Disclosure is not applicable as the Accounting Treatment is in accordance with the Accounting Standards.
C. Board Disclosures	49 (IVC)	Yes	
D. Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	NA	Disclosure is not applicable as the Company has fully utilized the proceeds raised by means of earlier capital market issues.
E. Remuneration of Directors	49 (IVE)		Will be complied with in the next Annual Report/ AGM
F. Management	49 (IVF)		Will be complied with in the next Annual Report/ AGM
G. Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)		Will be complied with in the next Annual Report/ AGM
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)		Will be complied with in the next Annual Report/ AGM

For **RAMCO SYSTEMS LIMITED**



**P R VENKETRAMA RAJA**  
**VICE CHAIRMAN, MANAGING DIRECTOR & CEO**

Place: Chennai  
Date: 12<sup>th</sup> January, 2012