

# 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]



सत्यमेव जयते

# 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

SE\*\*\*\*\*CO.COM

(d) \*Telephone number with STD code

04\*\*\*\*\*10

(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 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 21/08/2024

(b) Due date of AGM 30/09/2024

(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, L		Subsidiary	98
2	Ramco Systems Ltd., Switzerlan		Subsidiary	100

3	Ramco Systems Pte. Ltd., Singa		Subsidiary	100
4	Ramco Systems Sdn. Bhd., Mal		Subsidiary	100
5	RSL Enterprise Solutions (Pty) L		Subsidiary	100
6	Ramco Systems Canada Inc., C		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 L		Subsidiary	100
10	Ramco System Inc., Philippines		Subsidiary	100
11	Ramco Systems (Shanghai) Co.		Subsidiary	100
12	PT Ramco Systems Indonesia, I		Subsidiary	100
13	Ramco System Vietnam Comp.		Subsidiary	100
14	Ramco Systems Macau Limited		Subsidiary	100
15	Ramco Software Japan Limited		Subsidiary	100
16	Ramco Systems Defense and S		Subsidiary	98
17	Ramco Middle East for Informa		Subsidiary	100
18	Ramco System LLC, Qatar		Subsidiary	100
19	Ramco System Korea Company		Subsidiary	100
20	CityWorks (Pty.) Ltd., South Afr		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	35,768,899	35,768,899	35,419,721
Total amount of equity shares (in Rupees)	500,000,000	357,688,990	357,688,990	354,197,210

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	50,000,000	35,768,899	35,768,899	35,419,721
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	357,688,990	357,688,990	354,197,210

**(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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	105,111	35,122,645	35227756	352,277,560	352,277,560	
<b>Increase during the year</b>	0	199,612	199612	1,919,650	1,919,650	12,371,289
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	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	191,965	191965	1,919,650	1,919,650	12,371,289
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	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	7,647	7647			
Demated shares						
<b>Decrease during the year</b>	7,647	0	7647	0	0	0
i. Buy-back 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	7,647		7647			
Demated shares						
<b>At the end of the year</b>	97,464	35,322,257	35419721	354,197,210	354,197,210	
<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		<input type="text"/>	
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

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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

**(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)**

7

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	66,690	10	666,900	0	0
ESOS 2009 Plan B	24,218	10	242,180	0	0
ESOS 2013	374,838	10	3,748,380	0	0
ESOS 2014	611,840	10	6,118,400	0	0
ESOS 2022	1,026,250	10	10,262,500	0	0
Fully Convertible Equity	1,459,854	10	14,598,540	274	99,999,999
Total	3,575,661		35,756,610		99,999,999

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

**(i) Turnover**

2,741,773,954

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

7,075,751,842

**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	3,353,366	9.47	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>	3,353,366	9.47	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	11,143,032	31.46	0	
	(ii) Non-resident Indian (NRI)	438,592	1.24	0	
	(iii) Foreign national (other than NRI)	14,278	0.04	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	25,000	0.07	0	

5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	2,070,133	5.84	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	14,811,618	41.82	0	
10.	Others (FPI+Trust+Clearing Memb	3,563,702	10.06	0	
	<b>Total</b>	32,066,355	90.53	0	0

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

35,658

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

35,659

**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)	41,870	35,658
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	8	0.31	0.53
(i) Non-Independent	1	2	1	2	0.31	0.53
(ii) Independent	0	4	0	6	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	9	0.31	10

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 14

**(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	3,353,366	
POOSAPADI VENKET	07273249	Director	110,332	
MURUGAPPAN MUTH	00152619	Director	0	01/04/2024
ARRAKUNDAL VELAY	00693181	Director	188,192	
RADHEY SHYAM AGA	00012594	Director	0	01/04/2024
SOUNDARA KUMAR	01974515	Director	0	
SANKAR KRISHNAN	01597033	Director	0	
POSAPADI PERUMAL	06702871	Director	0	
MAYURAM SWAMINA	08539017	Director	0	
ARAVIND SRINIVASA	00088037	Director	0	
POOSAPADI VENKET	AYJPA8248F	Manager	110,332	
SUBRAMANIAN SUNE	ANEPS0386A	CEO	0	
RAVIKULA CHANDRA	ACPPR9080G	CFO	42,455	
NEMAM EECHAMBAD	AJNPV2362G	Company Secretar	0	

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

4

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)
POSAPADI PERUM	06702871	Director	29/08/2023	Re-appointed as an Independent
MAYURAM SWAMI	08539017	Director	07/02/2024	Appointed as an Independent
ARAVIND SRINIVAS	00088037	Director	07/02/2024	Appointed as an Independent
SUBRAMANIAN SU	ANEPS0386A	CEO	03/07/2023	Appointed as CEO of the Com

## 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 Geneal Meeting	10/08/2023	41,026	62	53.53

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2023	8	8	100
2	03/07/2023	8	7	87.5
3	07/08/2023	8	8	100
4	30/10/2023	8	8	100
5	07/02/2024	10	10	100

### C. COMMITTEE MEETINGS

Number of meetings held

26

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

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	17/05/2023	6	6	100
2	Audit Committee	07/08/2023	6	6	100
3	Audit Committee	26/10/2023	6	5	83.33
4	Audit Committee	30/10/2023	6	6	100
5	Audit Committee	07/02/2024	6	6	100
6	Nomination and	17/05/2023	3	3	100
7	Nomination and	03/07/2023	3	3	100
8	Nomination and	07/08/2023	3	3	100
9	Nomination and	07/02/2024	3	3	100
10	Corporate Soc	17/05/2023	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	21/08/2024
								(Y/N/NA)
1	PUSAPADI RAJESH	5	5	100	16	14	87.5	Yes
2	POOSAPADI RAJESH	5	5	100	13	12	92.31	Yes
3	MURUGAPPA	5	5	100	19	18	94.74	Not Applicable
4	ARRAKUNDA	5	5	100	15	15	100	Yes
5	RADHEY SHYAM	5	5	100	6	6	100	Not Applicable
6	SOUNDARA K	5	4	80	6	6	100	Yes
7	SANKAR KRISHNAN	5	5	100	9	9	100	Yes
8	POSAPADI PRASAD	5	5	100	17	17	100	Yes
9	MAYURAM SIVAN	1	1	100	1	1	100	Yes
10	ARAVIND SRINIVAS	1	1	100	1	1	100	Yes

**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	MANAGER	0	0	0	1,470,000	1,470,000
	Total		0	0	0	1,470,000	1,470,000

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 SU	CHIEF EXECUT	30,050,765	0	0	1,984,992	32,035,757
2	R RAVI KULA CHAI	CHIEF FINANCI	9,983,082	0	0	584,904	10,567,986
3	VIJAYARAGHAVAN	COMPANY SEC	2,269,584	0	0	205,213	2,474,797
	Total		42,303,431	0	0	2,775,109	45,078,540

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PUSAPADI RAMAS	DIRECTOR	0	0	0	150,000	150,000
2	MURUGAPPAN MU	DIRECTOR	0	0	0	300,000	300,000
3	ARRAKUNDAL VEL	DIRECTOR	0	0	0	300,000	300,000
4	RADHEY SHYAM A	DIRECTOR	0	0	0	330,000	330,000
5	SOUNDARA KUMA	DIRECTOR	0	0	0	300,000	300,000
6	SANKAR KRISHNA	DIRECTOR	0	0	0	300,000	300,000
7	POSAPADI PERUM	DIRECTOR	0	0	0	330,000	330,000
8	MAYURAM SWAMI	DIRECTOR	0	0	0	60,000	60,000
9	ARAVIND SRINIVA	DIRECTOR	0	0	0	60,000	60,000
	Total		0	0	0	2,130,000	2,130,000

**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 

R SIVASUBRAMANIAN

Whether associate or fellow  Associate  Fellow

Certificate of practice number 

12052

**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. ...  dated

(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

#### 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

- 
- 
- 
- 

#### List of attachments

- RSLEleData.pdf
- RSL\_MGT-8\_Signed\_31032024R.pdf
- RSLshr.pdf
- RSLsht.pdf
- Explanatory Letter to ROC 31032024.pdf

**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**