

Corporate Governance Report for the quarter ended 30.09.2024

General information about Company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOT LISTED
ISIN	INE246B01019
Name of the entity	RAMCO SYSTEMS LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure 1

I. Composition of Board of Directors

Composition of Board of Directors			Composition of Board of Directors																			
Title	Name of the Director	DIN	Category	Information of Directors under section 164 of the Companies Act, 2013																Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
				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 Appointment in Current Term (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)				
Mr.	Pusapadi Ramasubramania Raja Venketrama Raja	00331406	Non-Executive - Non Independent Director, Chairperson related to Promoter	No				Active	NA	-	19-02-1997	10-08-2022	-	-	5	0	7	4	-	-	-	
Mr.	Poosapadi Venketrama Raja Abinavramasubramaniamraja	07273249	Executive Director	No				Active	NA	-	04-06-2017	21-08-2024	-	88	3	0	1	0	-	-	-	
Mr.	Arrakundal Velayutha Raja Dharmakrishnan	00693181	Non-Executive - Non Independent Director	No				Active	NA	-	31-01-2008	10-08-2023	-	-	2	0	4	0	-	-	-	
Mrs.	Soundara Kumar	01974515	Non-Executive - Independent Director	No				Active	NA	-	27-03-2015	27-03-2020	-	116	3	3	3	0	-	-	-	
Mr.	Sankar Krishnan	01597033	Non-Executive - Non Independent Director	No				Active	NA	-	11-05-2018	21-08-2024	-	-	1	0	2	0	-	-	-	
Mr.	Posapadi Perumal Subba Raja Janarthana Raja	06702871	Non-Executive - Independent Director	No				Active	NA	-	29-08-2018	29-08-2023	-	73.5	1	1	5	4	-	-	-	
Mr.	Mayuram Swaminathan Krishnan	08539017	Non-Executive - Independent Director	No				Active	NA	-	07-02-2024	14-03-2024	-	7.8	2	2	2	0	-	-	-	
Mr.	Aravind Srinivivasan	00088037	Non-Executive - Independent Director	No				Active	NA	-	07-02-2024	14-03-2024	-	7.8	2	2	2	0	-	-	-	

Annexure 1**II. Composition Of Committee**

Audit Committee	Whether the Audit Committee has a Regular Chairperson		Yes
Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. Posapadi Perumal Subba Raja Janarthana Raja	Non-Executive - Independent Director,Chairperson	29-08-2018	-
Mrs. Soundara Kumar	Non-Executive - Independent Director,Member	04-06-2017	-
Mr.Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-07-2014	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-05-2019	-
Mr. Mayuram Swaminathan Krishnan	Non-Executive - Independent Director,Member	01-04-2024	-
Mr. Aravind Srinivivasan	Non-Executive - Independent Director,Member	01-04-2024	-

Nomination and Remuneration Committee	Whether the NRC has a Regular Chairperson	Yes	
Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. Posapadi Perumal Subba Raja Janarthana Raja	Non-Executive - Independent Director,Chairperson	22-05-2019	-
Mr.Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director,Member	01-04-2024	-
Mr. Aravind Srinivivasan	Non-Executive - Independent Director,Member	01-04-2024	-

Stakeholders Relationship Committee	Whether the SRC has a Regular Chairperson	Yes	
Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. Pusapadi Ramasubramania Raja Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	09-03-2000	-
Mr.Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-07-2014	-
Mr. Poosapadi Venketrama Raja Abinavramasubramaniamraja	Executive Director,Member	11-05-2018	-
Mr. Posapadi Perumal Subba Raja Janarthana Raja	Non-Executive - Independent Director,Member	29-08-2018	-

Risk Management Committee	Whether the RMC has a Regular Chairperson	Yes	
Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. Pusapadi Ramasubramania Raja Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	28-07-2021	-
Mr. Mayuram Swaminathan Krishnan	Non-Executive - Independent Director,Member	01-04-2024	-
Mr.Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director,Member	28-07-2021	-
Mr. Poosapadi Venketrama Raja Abinavramasubramaniamraja	Executive Director,Member	01-04-2024	
Mr. Subramanian Sundaresan	Chief Executive Officer, Member	01-04-2024	
Mr. R Ravi Kula Chandran	Chief Financial Officer,Member	28-07-2021	-
Mr. Raghuveer Sandesh Bilagi	Chief Operating Officer,Member	28-07-2021	-

Corporate Social Responsibility Committee		Whether the CSR has a Regular Chairperson	Yes	
Name of Committee members	Category		Date of Appointment	Date of Cessation
Mr. Pusapadi Ramasubramania Raja Venketrama Raja	Non-Executive - Non Independent Director,Chairperson		20-05-2016	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member		01-04-2024	-
Mr. Posapadi Perumal Subba Raja Janarthana Raja	Non-Executive - Independent Director,Member		01-04-2024	-

Fund Raising Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. Pusapadi Ramasubramania Raja Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. Poosapadi Venketrama Raja Abinavramasubramaniamraja	Executive Director,Member	-	-
Mr.Arrakundal Velayutha Raja Dharmakrishnan	Non-Executive - Non Independent Director,Member	-	-
Mr. Posapadi Perumal Subba Raja Janarthana Raja	Non-Executive - Independent Director,Member	-	-

III. Meeting Of Board Of Directors

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	21-05-2024	-	-	Yes	8	8	4
2	24-07-2024	63	-	Yes	8	7	4

IV. Meeting Of Committees

Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	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	21-May-24	-	-	-	Yes	6	6	4	0
2	Audit Committee	24-Jul-24	63	-	-	Yes	6	6	4	0
3	Stakeholders Relationship	19-Jul-24	-	-	-	Yes	4	3	1	0
4	Stakeholders Relationship	17-Sep-24	59	-	-	Yes	4	4	1	0
5	Risk Management	17-Sep-24	-	-	-	Yes	4	4	1	2

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

VI. Affirmations		
Sl. No.	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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of 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 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	Yes
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 30.06.2024 had been placed before the Board of Directors at their Meeting held on 24.07.2024 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.

Signatory Details	
Signature	Sd/-
Name of signatory	Vijaya Raghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	17-10-2024

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
6	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
8	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
9	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
Any other information to be provided			-	

1	Name of signatory	VIJAYARAGHAVAN N E
2	Designation	Company Secretary and Compliance Officer

Annexure 1			
Cyber Security Incidence			
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			0
Date of the event	-	Brief details of the event	-

Annexure IV - Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them	Counter Guarantee Refer Notes for details.	0	12,79,35,000
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: availed by:

Entity	Type (cash, shares)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0

(D) Additional information

Counter Guarantee to Promoter Group Company Rajapalayam Mills Limited, in respect of Corp Guarantee given to customer of the Company.

II. Affirmations:

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes
Name	R RAVI KULA CHANDRAN
Designation	CFO
Place	Chennai
Date	17-10-2024

Signatory Details

Signature	Sd/-
Name of signatory	Vijaya Raghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	17-10-2024