

General information about company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	NOTLISTED
ISIN	INE246B01019
Name of the entity	RAMCO SYSTEMS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

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							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA		00331406	Non-Executive - Non Independent Director	Chairperson related to Promoter		14-05-1959
2	Mr	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA		07273249	Executive Director	Not Applicable		21-07-1993
3	Mr	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN		00693181	Non-Executive - Non Independent Director	Not Applicable		25-01-1957
4	Mr	MURUGAPPAN MUTHIAH VENKATACHALAM		00152619	Non-Executive - Independent Director	Not Applicable		24-11-1958
5	Mr	RADHEY SHYAM AGARWAL		00012594	Non-Executive - Independent Director	Not Applicable		02-10-1942
6	Mrs	SOUNDARA KUMAR		01974515	Non-Executive - Independent Director	Not Applicable		15-08-1954
7	Mr	SANKAR KRISHNAN		01597033	Non-Executive - Non Independent Director	Not Applicable		01-11-1967
8	Mr	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA		06702871	Non-Executive - Independent Director	Not Applicable		21-01-1951
9	Mr	MAYURAM SWAMINATHAN KRISHNAN		08539017	Non-Executive - Independent Director	Not Applicable		20-01-1964
10	Mr	ARAVIND SRINIVIVASAN		00088037	Non-Executive - Independent Director	Not Applicable		16-09-1969

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Inactive
5	No				Inactive
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active

I. Composition of Board of Directors													
Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		19-02-1997	10-08-2022			5	0	7	4			
2	NA		04-06-2017	10-08-2022		82	3	0	1	0			
3	NA		31-01-2008	10-08-2023			2	0	4	0			
4	NA		05-04-2001	01-04-2019	31-03-2024	120	4	2	6	3	Tenure Completion		
5	Yes	03-08-2018	29-05-2009	01-04-2019	31-03-2024	120	3	3	3	2	Tenure Completion		
6	NA		27-03-2015	27-03-2020		110	4	4	4	1			
7	NA		11-05-2018	19-08-2021			1	0	2	0			
8	NA		29-08-2018	29-08-2023		67.5	3	3	8	5			
9	NA		07-02-2024	14-03-2024		1.8	2	2	0	0			
10	NA		07-02-2024	14-03-2024		1.8	2	2	2	0			

Text Block	
Textual Information(1)	Mr. R S Agarwal DIN 00012594 and Mr. M M Venkatachalam DIN 00152619 have completed two consecutive term of 5 years each as Non Executive Independent Directors of the Company and accordingly they ceased to be the Directors of the Company from the close of business hours of 31 March 2024.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	Mr. R S Agarwal DIN 00012594 and Mr. M M Venkatachalam DIN 00152619 have completed two consecutive term of 5 years each as Non Executive Independent Directors of the Company and accordingly they ceased to be the Directors of the Company from the close of business hours of 31 March 2024. Hence they are not the Members of the Committee from the close of business hours of 31 March 2024. No Change in the Stakeholders Relationship Committee Composition. The terms of reference, powers, roles and duties of Allotment Committee are assigned to the Stakeholders Relationship Committee and the Allotment Committee is dissolved w.e.f. 01st April 2024

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	01974515	SOUNDARA KUMAR	Non-Executive - Independent Director	Chairperson	04-06-2017		
2	00152619	MURUGAPPAN MUTHIAH VENKATACHALAM	Non-Executive - Independent Director	Member	15-06-2001	31-03-2024	Textual Information(1)
3	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	27-07-2014		
4	01597033	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Member	22-05-2019		
5	00012594	RADHEY SHYAM AGARWAL	Non-Executive - Independent Director	Member	19-07-2018	31-03-2024	Textual Information(2)
6	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Member	29-08-2018		

Sr Text Block	
Textual Information(1)	<p>Mr. M M Venkatachalam has completed two consecutive term of 5 years each as Non Executive Independent Director of the Company and accordingly ceased to be a Director of the Company from the close of business hours of 31 March 2024. Hence he is not a Member of the Committee from the close of business hours of 31 March 2024.</p> <p>Dr. MS Krishnan and Dr. Aravind Srinivasan, Directors are inducted as Members of the Audit Committee w.e.f. 01 April 2024.</p>
Textual Information(2)	<p>Mr. R S Agarwal has completed two consecutive term of 5 years each as Non Executive Independent Director of the Company and accordingly ceased to be a Director of the Company from the close of business hours of 31 March 2024. Hence he is not a Member of the Committee from the close of business hours of 31 March 2024.</p> <p>Dr. MS Krishnan and Dr. Aravind Srinivasan, Directors are inducted as Members of the Audit Committee w.e.f. 01 April 2024.</p>

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	00152619	MURUGAPPAN MUTHIAH VENKATACHALAM	Non-Executive - Independent Director	Chairperson	23-05-2005	31-03-2024	Textual Information(1)
2	01597033	SANKAR KRISHNAN	Non-Executive - Non Independent Director	Member	22-05-2019	31-03-2024	Textual Information(2)
3	06702871	POSAPADI PERUMAL SUBBA RAJA JANARTHANA RAJA	Non-Executive - Independent Director	Member	22-05-2019		

Sr Text Block	
Textual Information(1)	<p>Mr. M M Venkatachalam has completed two consecutive term of 5 years each as Non Executive Independent Director of the Company and accordingly ceased to be a Director of the Company from the close of business hours of 31 March 2024. Hence he is not a Member of the Committee from the close of business hours of 31 March 2024.</p> <p>w.e.f. 01 April 2024, revised composition of the Committee are as follows:</p> <p>Justice PPS Janarthana Raja Retd., Mr. A V Dharamkrishnan and Dr. Aravind Srinivasan, Directors are the Members of the Nomination and Remuneration Committee.</p>
Textual Information(2)	In the process of reconstitution of the Committees, Mr. Sankar Krishnan, Director, ceased to be a Member of the Nomination and Remuneration Committee and has been inducted in CSR Committee. He continues to be a member of the Audit Committee.

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	00152619	MURUGAPPAN MUTHIAH VENKATACHALAM	Non-Executive - Independent Director	Member	28-07-2021	31-03-2024	Textual Information(1)
3	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	28-07-2021		
4	99999999	RAMAMURTHY RAVI KULA CHANDRAN	Chief Financial Officer	Member	28-07-2021		Textual Information(2)
5	99999999	RAGHUVVEER SANDESH BILAGI	Chief Operating Office	Member	28-07-2021		Textual Information(3)

Sr Text Block	
Textual Information(1)	<p>Mr. M M Venkatachalam has completed two consecutive term of 5 years each as Non Executive Independent Director of the Company and accordingly ceased to be a Director of the Company from the close of business hours of 31 March 2024. Hence Mr. M M Venkatachalam is not a Member of the Committee from the close of business hours of 31 March 2024.</p> <p>w.e.f. 01 April 2024, revised composition of the Committee is as follows:</p> <p>Mr. P R Venketrama Raja, Mr. A V Dharamkrishnan, Mr. Abinav Ramasubramaniam Raja, Dr. M S Krishnan, Directors and Mr. R Ravi Kula Chandran, Chief Financial Officer, Mr. Raghuvier Sandesh Bilagi, Chief Operating Officer, Mr. Subramanian Sundareshan, Chief Executive Officer are the Members of the Risk Management Committee.</p>
Textual Information(2)	Since he does not hold any Directorship in any of the Companies in 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(3)	Since he does not hold any Directorship 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	00152619	MURUGAPPAN MUTHIAH VENKATACHALAM	Non-Executive - Independent Director	Member	20-05-2016	31-03-2024	Textual Information(1)
3	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Non-Executive - Non Independent Director	Member	20-05-2016	31-03-2024	Textual Information(2)

Sr Text Block	
Textual Information(1)	<p>Mr. M M Venkatachalam has completed two consecutive term of 5 years each as Non Executive Independent Director of the Company and accordingly ceased to be the Director of the Company from the close of business hours of 31 March 2024.Hence Mr. M M Venkatachalam is not a Member of the Committee from the close of business hours of 31 March 2024.</p> <p>w.e.f. 01 April 2024, revised composition of the Committee are as follows:</p> <p>Mr. P R Venketrama Raja, Mr. Sankar Krishnan and Justice PPS Janarthana Raja Retd. are the Members of the CSR Committee.</p>
Textual Information(2)	In the process of reconstitution of the Committees, Mr. A V Dharmakrishnan, Director, ceased to be a Member of the CSR Committee and has been inducted in Nomination and Remuneration Committee. He continues to be a member of the Audit Committee.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00152619	MURUGAPPAN MUTHIAH VENKATACHALAM	Allotment Committee	Non-Executive - Independent Director	Chairperson	
2	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Allotment Committee	Non-Executive - Non Independent Director	Member	
3	07273249	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Allotment Committee	Executive Director	Member	
4	00331406	PUSAPADI RAMASUBRAMANIA RAJA VENKETRAMA RAJA	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
5	00152619	MURUGAPPAN MUTHIAH VENKATACHALAM	Fund Raising Committee	Non-Executive - Independent Director	Member	
6	00693181	ARRAKUNDAL VELAYUTHA RAJA DHARMAKRISHNAN	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
7	07273249	POOSAPADI VENKETRAMA RAJA ABINAVRAMASUBRAMANIAMRAJA	Fund Raising Committee	Executive Director	Member	

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory			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*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter						
1	30-10-2023				Yes	8	8	4
2		07-02-2024	99		Yes	10	10	6

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							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)
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)				
1	Audit Committee	30-10-2023				Yes	6	6	4	0
2	Audit Committee	07-02-2024	99			Yes	6	6	4	0
3	Nomination and remuneration committee	07-02-2024				Yes	3	3	2	0
4	Stakeholders Relationship Committee	12-03-2024				Yes	4	4	1	0
5	Risk Management Committee	21-02-2024				Yes	3	3	1	2
6	Other Committee	07-02-2024		Allotment Committee		Yes	3	3	1	0

Annexure 1										
IV. Meeting of Committees										
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)
7	Other Committee	19-03-2024		Allotment Committee		Yes	3	3	1	0
8	Other Committee	13-03-2024		Independent Directors Meeting		Yes	6	6	6	0

Annexure 1			
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	

Annexure 1		
VI. 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 to 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.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	VIJAYARAGHAVAN NE
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	<p>(i) Report submitted for the previous quarter ended 31.12.2023 had been placed before the Board of Directors at their Meeting held on 07.02.2024 and there were no specific comments/observations/advice from the Board.</p> <p>(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.</p>

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 Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.ramco.com/
2	Terms and conditions of appointment of independent directors	Yes		https://f.hubspotusercontent20.net/hubfs/494075/independent-directors-terms-of-appointment.pdf
3	Composition of various committees of board of directors	Yes		https://www.ramco.com/investors/corporate-governance#BoardCommittees
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Code%20of%20Conduct%20and%20Business%20Ethics/code-of-conduct-business-ethics.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Whistle%20Blower%20Policy/ramco-whistle-blower-policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Nomination%20and%20Remuneration%20Policy/ramco-nomination-and-remuneration-policy.pdf
7	Policy on dealing with related party transactions	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Related%20Party%20Transaction%20Policy/ramco-related-party-transaction-policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Material%20Subsidiary%20Policy/ramco-material-subsidiary-policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.ramco.com/hubfs/DIRECTORS-FAMILIARISATION-PROGRAMME.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.ramco.com/investor-relations/disclosure-of-events/announcements#ShareholderGrievanceRedressal
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.ramco.com/investor-relations/corporate-governance/investor-grievances-contact-details
12	Financial results	Yes		https://www.ramco.com/investor-relations/financial-results
13	Shareholding pattern	Yes		https://www.ramco.com/investor-relations/investor-information/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://www.ramco.com/investor-information#AgreementwithMediaCompanies

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 Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.ramco.com/investors/investor-interaction
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.ramco.com/investor-information#MeetingRecordings
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.ramco.com/investor-relations/investor-information/newspaper-publication/
18	Credit rating or revision in credit rating obtained	Yes		https://www.ramco.com/investor-relations/disclosure-of-events/announcements#IntimationOutcome
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.ramco.com/investor-relations/annual-reports#SubsidiaryFinancials
20	Secretarial Compliance Report	Yes		https://www.ramco.com/investor-relations/investor-information/annual-secretarial-compliance
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Policy%20on%20Disclosure%20of%20Material%20Events%20and%20on-Disclosure-of-Material-Events-and-Information.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.ramco.com/hubfs/investor-relations/Authorisation-For-Determination-Of-Materiality.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.ramco.com/investor-relations/disclosure-of-events/announcements
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.ramco.com/investor-relations/statements-of-deviations-or-variations-as-specified-in-regulation-32
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.ramco.com/hubfs/494075/PDF%20Download%20URL/Dividend%20Distribution%20Policy/DIVIDEND-DISTRIBUTION-POL
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.ramco.com/investor-relations/investor-information/annual-return/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.ramco.com/investor-relations/information-under-regulation-46-of-sebi
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		Yes

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) & 25(6)	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	

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.
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	

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.
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	

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.
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	

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.
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)	Yes	
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	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	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	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	VIJAYARAGHAVAN NE
2	Designation	Company Secretary and Compliance Officer

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	

Annexure II		
1	Name of signatory	VIJAYARAGHAVAN NE
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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	0
Promoter Group or any other entity controlled by them	Counter Guarantee Refer Notes for details	0	127935000
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	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			
Entity	Type of security (cash, shares etc.)	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	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
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	Textual Information(3)	
Name	R RAVI KULA CHANDRAN		
Designation	CFO		
Place	CHENNAI		
Date	18-04-2024		

Text Block	
Textual Information(2)	Counter Guarantee to Promoter Group Company Rajapalayam Mills Limited, in respect of Corp Guarantee given to customer of the Company.

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
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

Signatory Details	
Name of signatory	VIJAYARAGHAVAN NE
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	18-04-2024