

Corporate Governance Report for the quarter ended 31.12.2024

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	Quarterly
Date of Report	31-12-2024
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

Title	Name of the Director	DIN	Category	Classification of Directors under section 164 of the Companies Act, 2013							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)	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															
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	-	91	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	-	119	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	-	76.5	2	2	6	4	-	-	-	
Mr.	Mayuram Swaminathan Krishnan	08539017	Non-Executive - Independent Director	No					Active	NA	-	07-02-2024	14-03-2024	-	10.8	2	2	2	0	-	-	-	
Mr.	Aravind Srinivivasan	00088037	Non-Executive - Independent Director	No					Active	NA	-	07-02-2024	14-03-2024	-	10.8	2	2	2	0	-	-	-	

Annexure 1**II. Composition Of Committee**

Audit Committee		Whether the Audit Committee has a Regular Chairperson	
Name of Committee members	Category	Date of Appointment	Yes 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 Srinivasan	Non-Executive - Independent Director,Member	01-04-2024	-

Nomination and Remuneration Committee		Whether the NRC has a Regular Chairperson	
Name of Committee members	Category	Date of Appointment	Yes 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 Srinivasan	Non-Executive - Independent Director,Member	01-04-2024	-

Stakeholders Relationship Committee		Whether the SRC has a Regular Chairperson	
Name of Committee members	Category	Date of Appointment	Yes 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	
Name of Committee members	Category	Date of Appointment	Yes 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	-

*Ceased to be a member of the Committee with effect from 03.01.2025 pursuant to resigning from the Company.

**Since he does not hold any Directorships 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 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	24-07-2024	-	-	Yes	8	7	4
2	08-11-2024	106	-	Yes	8	8	4

IV. Meeting Of Committees

Sr	Name of Committee	EnterDate(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	24-Jul-24	-	-	-	Yes	6	6	4	0
2	Audit Committee	08-Nov-24	106	-	-	Yes	6	6	4	0
3	Stakeholders Relationship Committee	08-Nov-24	-	-	-	Yes	4	4	1	0
4	Nomination and Remuneration Committee	08-Nov-24	0	-	-	Yes	3	3	2	0

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			-

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	-

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 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)

Text Block	
Textual Information(1)	
(i) Report submitted for the previous quarter ended 30.09.2024 had been placed before the Board of Directors at their Meeting held on 08.11.2024 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	Vijayaraghavan N E
Designation of person	Company Secretary & Compliance Officer
Place	Chennai
Date	21-01-2025