

May 29, 2019

**National Stock Exchange of India Ltd**  
Exchange Plaza, 5th Floor  
Plot No:C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Scrip: RAMCOSYS**

**BSE Ltd.,**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001  
**Scrip: 532370**

Dear Sirs,

**Sub: Annual Secretarial Compliance Report**

Pursuant to Point No: 3(b)(iii) of SEBI Circular No: CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019 we submit the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2019, issued by M/s.S.Krishnamurthy & Co., Company Secretaries under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully  
For **RAMCO SYSTEMS LIMITED**

  
**P R KARTHIC**  
**COMPANY SECRETARY**



Encl: As above

**Ramco Systems Limited**

**Corporate Headquarters:** 64, Sardar Patel Road, Taramani, Chennai 600 113, India |  
Tel: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 2884 | CIN : L72300TN1997PLC037550 |  
**Registered Office:** 47, P.S.K. Nagar, Rajapalayam 626 108, India

**Global Offices:** India | Singapore | Malaysia | China | Hong Kong | Philippines | Australia | Dubai | USA | Canada |  
United Kingdom | Germany | Switzerland | South Africa | Sudan

[www.ramco.com](http://www.ramco.com)



**S. Krishnamurthy & Co.,**  
**Company Secretaries**

**Secretarial Compliance Report of**

**RAMCO SYSTEMS LIMITED for the year ended 31<sup>st</sup> March 2019**

*[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.*

*CIR/CFD/CMD1/27/2019 dated February 08, 2019]*

To,

**RAMCO SYSTEMS LIMITED [CIN: L72300TN1997PLC037550]**

47, P.S.K. Nagar, Rajapalayam – 626 108.

A. We, **S. Krishnamurthy & Co.**, Company Secretaries, have **examined:**

- (a) all the documents and records made available to us and explanation/ representation provided by **Ramco Systems Limited** (*"the listed entity"*),
- (b) the filings/ submissions made by the listed entity to the National Stock Exchange of India Limited (*NSE*) and BSE Limited (*BSE*), where its equity shares are listed (*"the stock exchanges"*),
- (c) website of the listed entity; and
- (d) other relevant documents/filings which have been relied upon to make this certification,

**for the year ended 31<sup>st</sup> March 2019** (*"Review Period"*) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (*"SEBI Act"*) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (*"SCRA"*), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (*"SEBI"*);

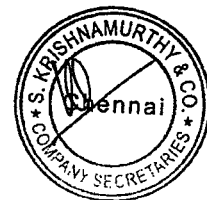
B. The **Specific Regulations**, whose provisions and the circulars/ guidelines issued thereunder, have been examined, are:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*"LODR"*);
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (*"SAST"*);
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (*"PIT"*);
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Other regulations applicable:
  - (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (*"DP"*) (*with effect from 3<sup>rd</sup> October 2018*).



**Secretarial compliance report of  
RAMCO SYSTEMS LIMITED for the year ended 31<sup>st</sup> March 2019**

- C. Based on the above examination and the information, explanation and representations provided to us by the listed entity, its officers, agents and authorised representatives during such examination, **we hereby report that**, during the Review Period:
- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, we note the following:
- (i) In respect of compliance with Regulation 18(1)(d) of LODR, the Chairperson of the Audit Committee, Mrs. Soundara Kumar, was not present at the 21<sup>st</sup> Annual General Meeting (AGM) held on 3<sup>rd</sup> August 2018. Mr. M. M. Venkatachalam, Member of the Audit Committee and the previous Chairman of the Audit Committee, who was authorised by the Board of directors, represented the Committee at the AGM.
- (ii) In respect of compliance with Regulation 33(1)(d) of LODR, the listed entity is required to ensure that the limited review reports submitted to the stock exchanges on a quarterly basis are to be given only by an Auditor who has subjected himself to peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of ICAI. The Peer Review process of the Auditor was due for review on 1<sup>st</sup> June 2018. The Certificate was issued to the Auditors by the Peer Review Board of The Institute of Chartered Accountants of India on 26<sup>th</sup> March 2019.
- (b) The listed entity has maintained records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) No action has been taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) This report being the first report under Regulation 24A of LODR, the requirement to take any actions to comply with the observations made in previous reports did not arise.
- (e) The following SEBI Regulations were not applicable to the Listed entity during the Review Period:
- (i) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, which was replaced by Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (*with effect from 11<sup>th</sup> September 2018*);
- (ii) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

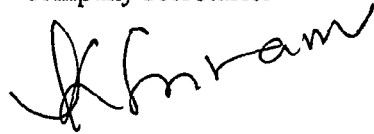


**Secretarial compliance report of  
RAMCO SYSTEMS LIMITED for the year ended 31<sup>st</sup> March 2019**

- (iii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 which was replaced by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(with effect from 10<sup>th</sup> November 2018)*; and
- (iv) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013.

This report has to be read along with our submissions in Annexure "A" hereto

For **S. KRISHNAMURTHY & CO.,**  
Company Secretaries



**K SRIRAM**

Partner

Membership No: **F6312**

Certificate of Practice No: **2215**



Date: **29<sup>th</sup> May 2019**

Place: Chennai

**Secretarial compliance report of  
RAMCO SYSTEMS LIMITED for the year ended 31<sup>st</sup> March 2019**

**Annexure - A to Secretarial Compliance Report of even date**

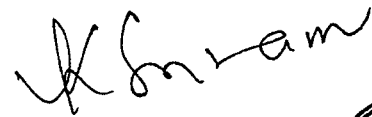
To

**RAMCO SYSTEMS LIMITED [CIN: L72300TN1997PLC037550]**  
47, P.S.K. Nagar, Rajapalayam – 626 108.

**Our Secretarial Compliance Report of even date for the financial year ended 31<sup>st</sup> March 2019 is to be read along with this letter.**

1. The Company's management is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, we have taken an overall view based on the compliance process/ procedures followed by the Company.
4. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law.
5. We have verified the records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the Management's representation about compliance of rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events, wherever required.
8. Our Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S. KRISHNAMURTHY & CO.,**  
Company Secretaries



**K SRIRAM**

Partner

Membership No: F6312

Certificate of Practice No: 221



Date: **29<sup>th</sup> May 2019**

Place: Chennai