

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity:

R Systems International Limited

Quarter ending:

March 31, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term /cessation**	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(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.	Satinder Singh Rekhi	00006955	Executive	April 27, 2014	N.A.	N.A. [#]	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	00006966	Executive	April 01, 2015	N.A.	N.A. [#]	1	0
Mr.	Raj Kumar Gogia	00007364	Independent - Non - Executive	March 29, 2015	One Year	1	0	2
Mr.	Gurbax Singh Bhasin	00012628	Independent - Non - Executive	March 29, 2015	One Year	1	1	0
Mr.	Suresh Paruthi	00777887	Independent - Non - Executive	March 29, 2015	One Year	1	2	0
Mr.	Amardeep Singh Ranghar	06916409	Independent - Non - Executive	March 29, 2015	One Year	1	1	0
Mrs.	Ruchica Gupta	06912329	Non- Executive	June 09, 2015	N.A.	N.A. [#]	1	0

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

[&] Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

[@] Details are provided for directorship held as Independent Director only in listed entities including R Systems International Limited.

[#] Holding the position of Director in R Systems International Limited as mentioned above.

** Date of appointment of directors is provided for their present term. The initial date of appointment all the directors of the Company are provided in **Annexure-A**.

II. Composition of Committees			
Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵
1	Audit Committee	Mr. Raj Kumar Gogia	Chairperson - Independent - Non Executive
		Mr. Gurbax Singh Bhasin	Independent - Non Executive
		Mr. Suresh Paruthi	Independent - Non Executive
		Mrs. Ruchica Gupta	Non- Executive
		Mr. Amardeep Singh Ranghar	Independent - Non Executive
2	Nomination & Remuneration Committee	Mr. Suresh Paruthi	Chairperson - Independent - Non Executive
		Mr. Gurbax Singh Bhasin	Independent - Non Executive
		Mr. Raj Kumar Gogia	Independent - Non Executive
		Mr. Amardeep Singh Ranghar	Independent - Non Executive
		Not Applicable	Not Applicable
3	Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4	Stakeholders Relationship Committee	Mr. Raj Kumar Gogia	Chairperson - Independent - Non Executive
		Lt. Gen. Baldev Singh (Retd.)	Executive
		Mr. Suresh Paruthi	Independent - Non Executive

⁵ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
December 6, 2015	February 6, 2016	61
October 29, 2015	March 16, 2016	38

IV. Meeting of Committees				
A. Audit Committee				
Sr. No.	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	February 6, 2016	Yes	December 6, 2015	61
2			October 29, 2015	37

B. Nomination and Remuneration Committee				
Sr. No.	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	No meeting held	-	No meeting held	-

C. Stakeholders Relationship Committee				
Sr. No.	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	February 6, 2016	Yes	October 29, 2015	99

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

In addition of the meetings of the aforesaid Committees during the relevant quarter, meeting of CSR Committee as well as Compensation Committee of the Company also held on February 06, 2016. During the previous quarter ended December 31, 2015, meeting of the CSR Committee as well as Compensation Committee was held on October 29, 2015. The composition of the committees of Board of Directors of the Company is available at the website of the Company at the following link: <http://www.rsystems.com/investors/corporategovernance.aspx>

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

- 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
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not Applicable**
- 3 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
- 4 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
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.-Yes

Annexure-A

Initial Date of Appointment as Director of R Systems International Limited

S. No.	Name of Director	Date of Appointment
1	Mr. Satinder Singh Rekhi	May 14, 1993
2	Lt. Gen Baldev Singh (Retd.)	September 01, 1997
3	Mr. Raj Kumar Gogia	July 9, 2002
4	Mr. Gurbax Singh Bhasin	December 27, 2005
5	Mr. Suresh Paruthi	September 29, 2006
6	Mr. Amardeep Singh Ranghar	July 7, 2014
7	Mrs. Ruchica Gupta	July 7, 2014