

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
Quarter ending: June 30, 2016

I. Composition of Board of Directors									
Title (Mr. / Ms.)	Name of the Director	PAN [§] & 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) ^{##}
				Appointment [^]	Ceasation [^]				
Mr.	Satinder Singh Rekhi	AEWPR5412H 00006955	Executive	April 27, 2014	-	N.A.	N.A. [#]	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	ASCPS4431P 00006966	Executive	April 01, 2015	-	N.A.	N.A. [#]	2	0
Mr.	Raj Kumar Gogia	ABMPG5023A 00007364	Independent - Non - Executive	March 29, 2015	June 13, 2016	-	1 ^{##}	0	2
Mr.	Gurbax Singh Bhasin	Not Available 00012628	Independent - Non - Executive	March 29, 2015	June 13, 2016	-	1 ^{##}	1	0
Mr.	Suresh Paruthi	AAHPP2061K 00777887	Independent - Non - Executive	March 29, 2015	June 13, 2016	-	1 ^{##}	2	0
Mr.	Amardeep Singh Ranghar	AAFPR4004G 06916409	Independent - Non - Executive	March 29, 2015	June 13, 2016	-	1 ^{##}	1	0
Mrs.	Ruchica Gupta	AGTPG8710E 06912329	Independent - Non - Executive	June 29, 2016	-	Five Year	1	1	1
Mr.	Kapil Dhameja	AGNPD4930F 02889310	Independent - Non - Executive	June 29, 2016	-	One Year	1	1	1
Mr.	Aditya Wadhwa	ACAPW9160B 07556408	Independent - Non - Executive	June 29, 2016	-	One Year	1	0	0

[§] 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.

[^] The re-appointment of Mr. Raj Kumar Gogia, Mr. Gurbax Singh Bhasin, Mr. Suresh Paruthi and Mr. Amardeep Singh Ranghar as Independent Director of R Systems International Limited ("Company") was not approved by shareholders with requisite majority at the twenty second Annual General Meeting of the Company held on June 13, 2016, therefore they ceased to be the members of the Board of Directors of the Company and committees thereof. Board of Directors of the Company appointed Mr. Kapil Dhameja and Mr. Aditya Wadhwa as Additional Director in the capacity of Independent Director w.e.f. June 29, 2016 till the next Annual General Meeting. Subject to shareholders approval, Board also designated Mrs. Ruchica Gupta as Non-Executive Independent Director of the Company w.e.f. June 29, 2016. All the aforesaid directors satisfy the criteria of an Independent director as mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") and the Companies Act, 2013.

^{##} Details of Mr. Raj Kumar Gogia, Mr. Gurbax Singh Bhasin, Mr. Suresh Paruthi and Mr. Amardeep Singh Ranghar are provided till their cessation as Independent Director of the Company i.e. June 13, 2016. Details of Mr. Kapil Dhameja and Mr. Aditya Wadhwa are provided since their appointment in the capacity of Independent Directors of the Company i.e. June 29, 2016. Details of Mrs. Ruchica Gupta are provided since her re-designation as Non-Executive Director in the capacity of Independent Director.

** 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) [§]
1	Audit Committee*	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive
		Mr. Kapil Dhameja	Independent - Non Executive
		Lt. Gen. Baldev Singh (Retd.)	Executive
2	Nomination & Remuneration Committee [@]	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive
		Mr. Kapil Dhameja	Independent - Non Executive
		Mr. Aditya Wadhwa	Independent - Non Executive
3	Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4	Stakeholders Relationship Committee ^{&}	Mr. Kapil Dhameja	Chairperson - Independent - Non Executive
		Lt. Gen. Baldev Singh (Retd.)	Executive
		Mrs. Ruchica Gupta	Independent - Non Executive

[§] 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.

* Mr. Raj Kumar Gogia, Mr. Gurbax Singh Bhasin, Mr. Suresh Paruthi and Mr. Amardeep Singh Ranghar were not be re-appointed as Independent Director of the Company at the twenty second Annual General Meeting of the Company held on June 13, 2016, therefore, they also ceased to be members of the Audit Committee w.e.f. June 13, 2016. The Board of Directors appointed Mrs. Ruchica Gupta as Chairperson of the Audit Committee and Mr. Kapil Dhameja and Lt. Gen. Baldev Singh (Retd.) as members of the Audit Committee w.e.f. June 30, 2016.

[@] Mr. Raj Kumar Gogia, Mr. Gurbax Singh Bhasin, Mr. Suresh Paruthi and Mr. Amardeep Singh Ranghar were not be re-appointed as Independent Director of the Company at the twenty second Annual General Meeting of the Company held on June 13, 2016, therefore, they also ceased to be members of the Nomination & Remuneration Committee w.e.f. June 13, 2016. The Board of Directors appointed Mrs. Ruchica Gupta as Chairperson of the Nomination & Remuneration Committee and Mr. Kapil Dhameja and Mr. Aditya Wadhwa as members of the Nomination & Remuneration Committee w.e.f. June 30, 2016.

[&] Mr. Raj Kumar Gogia and Mr. Suresh Paruthi were not be re-appointed as Independent Director of the Company at the twenty second Annual General Meeting of the Company held on June 13, 2016, therefore, they also ceased to be members of the Stakeholders Relationship Committee w.e.f. June 13, 2016. The Board of Directors appointed Mr. Kapil Dhameja as Chairperson of the Stakeholders Relationship Committee and Lt. Gen. Baldev Singh (Retd.) and Mrs. Ruchica Gupta as members of the Stakeholders Relationship Committee w.e.f. June 30, 2016.

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)
February 6, 2016	April 30, 2016	44
March 16, 2016	-	-

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	April 30, 2016	Yes, Three out of Five membes were present	February 6, 2016	83
2				

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*
-	April 30, 2016	Yes, Two out of Four membes were present	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	April 30, 2016	Yes, All members were present	February 6, 2016	83

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

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	Date of Cessation
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	June 13, 2016
4	Mr. Gurbax Singh Bhasin	December 27, 2005	June 13, 2016
5	Mr. Suresh Paruthi	September 29, 2006	June 13, 2016
6	Mr. Amardeep Singh Ranghar	July 7, 2014	June 13, 2016
7	Mrs. Ruchica Gupta	July 7, 2014	-
8	Mr. Kapil Dhameja	June 29, 2016	-
9	Mr. Aditya Wadhwa	June 29, 2016	-

Note:

The re-appointment of Mr. Raj Kumar Gogia, Mr. Gurbax Singh Bhasin, Mr. Suresh Paruthi and Mr. Amardeep Singh Ranghar as Independent Director of R Systems International Limited (“Company”) was not approved by shareholders with requisite majority at the twenty second Annual General Meeting of the Company held on June 13, 2016, therefore they ceased to be the members of the Board of Directors of R Systems International Limited (“Company”) and committees thereof.

Board of Directors of the Company appointed Mr. Kapil Dhameja and Mr. Aditya Wadhwa as Additional Director in the capacity of Independent Director w.e.f. June 29, 2016 till the next Annual General Meeting. Subject to shareholders approval, Board also designated Mrs. Ruchica Gupta as Non- Executive Independent Director of the Company w.e.f. June 29, 2016. All the aforesaid directors satisfy the criteria of an Independent director as mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”) and the Companies Act, 2013.

Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
Half Year Ended on: June 30, 2016
Date on Annual General Meeting: June 13, 2016
Time of Annual General Meeting: 9:00 A.M.
Venue of Annual General Meeting: Air Force Auditorium, Subroto Park, New Delhi - 110 010.

I Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note:		
Pursuant to clause 2.3 of SEBI Circular No. CIR/CFD/CMD/ 5 /2015 dated September 24, 2015, this half yearly corporate Compliance Report is submitted alongwith Quarterly Corporate Compliance Report for the second quarter of R Systems International Limited ended on June 30, 2016.		