

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE COMPANY** : R SYSTEMS INTERNATIONAL LIMITED

**QUARTER ENDING ON** : JUNE 30, 2015

| <b>Particulars</b>   | <b>Clause of Listing agreement</b> | <b>Compliance Status Yes/No</b> | <b>Remarks</b>  |
|--|------------------------------------|---------------------------------|---|
| <b>II. Board of Directors</b>  | 49 (II)                            |                                 |   |
| (A) Composition of Board   | 49 (IIA)                           | <b>Yes</b>                      |   |
| (B) Independent Directors  | 49 (IIB)                           | <b>Yes</b>                      |   |
| (C) Non-executive Directors' compensation & disclosures                  | 49 (IIC)                           | <b>Yes</b>                      |   |
| (D) Other provisions as to Board and Committees                          | 49 (IID)                           | <b>Yes</b>                      |   |
| (E) Code of Conduct  | 49 (IIE)                           | <b>Yes</b>                      |   |
| (F) Whistle Blower Policy  | 49 (IIF)                           | <b>Yes</b>                      |   |
| <b>III. Audit Committee</b>  | 49 (III)                           |                                 |   |
| (A) Qualified & Independent Audit Committee                              | 49 (IIIA)                          | <b>Yes</b>                      |   |
| (B) Meeting of Audit Committee   | 49 (IIIB)                          | <b>Yes</b>                      |   |
| (C) Powers of Audit Committee  | 49 (IIIC)                          | <b>Yes</b>                      |   |
| (D) Role of Audit Committee  | 49 (IIID)                          | <b>Yes</b>                      |   |
| (E) Review of Information by Audit Committee                             | 49 (IIIE)                          | <b>Yes</b>                      |   |
| <b>IV. Nomination and Remuneration Committee</b>                         | 49 (IV)                            | <b>Yes</b>                      |   |
| <b>V. Subsidiary Companies</b>   | 49 (V)                             | <b>Yes</b>                      |   |
| <b>VI. Risk Management</b>   | 49 (VI)                            | <b>Yes</b>                      |   |
|  |                                    |                                 |   |
| <b>VII. Related Party Transactions</b>                                   | 49 (VII)                           | <b>Yes</b>                      |   |
| <b>VIII. Disclosures</b>   | 49 (VIII)                          |                                 |   |
| (A) Related party transactions   | 49 (VIIIA)                         | <b>Yes</b>                      |   |
| (B) Disclosure of Accounting Treatment                                   | 49 (VIIIB)                         | <b>Not Applicable</b>           | The accounting standards are duly complied with in the preparation of the financial statements. |
| (C) Remuneration of Directors  | 49 (VIII C)                        | <b>Yes</b>                      |   |
| (D) Management   | 49 (VIII D)                        | <b>Yes</b>                      |   |
| (E) Shareholders   | 49 (VIII E)                        | <b>Yes</b>                      |   |
| (F) Proceeds from public issues, rights issue, preferential issues, etc. | 49 (VIII I)                        | <b>Not Applicable</b>           |   |

| <b>Particulars</b>                       | <b>Clause of Listing agreement</b> | <b>Compliance Status Yes/No</b> | <b>Remarks</b> |
|--|------------------------------------|---------------------------------|----------------|
| <b>IX. CEO/CFO Certification</b>         | 49 (IX)                            | <b>Yes</b>                      |                |
| <b>X. Report on Corporate Governance</b> | 49 (X)                             | <b>Yes</b>                      |                |
| <b>XI. Compliance</b>                    | 49 (XI)                            | <b>Yes</b>                      |                |