

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
Quarter ending: June 30, 2022

I. Composition of Board of Directors												
Title (Mr./ Mrs.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)*	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1)) [#]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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	May 14, 1993	January 1, 2019	-	N.A.	January 8, 1951	1	0	0	0
Mr.	Baldev Singh	00006966	Executive	September 01, 1997	April 01, 2021	-	N.A.	September 21, 1940	1	0	2	0
Mr.	Avirag Jain	00004801	Executive	August 3, 2017	August 3, 2020	-	N.A.	March 28, 1966	1	0	0	0
Mrs.	Ruchica Gupta	06912329	Independent - Non - Executive	July 7, 2014	June 29, 2021	-	72	April 21, 1970	1	1	1	1
Mr.	Kapil Dhameja	02889310	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	72	November 8, 1976	1	1	1	1
Mr.	Aditya Wadhwa	07556408	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	72	February 21, 1987	1	1	1	0

Whether Regular chairperson appointed No
 Whether Chairperson is related to managing director or CEO N.A.

Note: Mrs. Ruchica Gupta was appointed as Non-Executive Independent Director w.e.f. June 29, 2016. Prior to June 29, 2016, she was holding position as Non-Executive Director of the Company. The Tenure as mentioned above is taken from the date of appointment as Non-Executive Independent Director Only.

* 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.

Holding the position of Director in R Systems International Limited.

II. Composition of Committees						
Sl. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ Independent/Nominee)§	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	June 30, 2016 [†]	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016	-
			Mr. Kapil Dhameja	Independent - Non Executive	June 30, 2016	-
			Mr. Aditya Wadhwa	Independent - Non Executive	July 29, 2016	-
2	Nomination and Remuneration Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	June 30, 2016	-
			Mr. Kapil Dhameja	Independent - Non Executive	June 30, 2016	-
			Mr. Aditya Wadhwa	Independent - Non Executive	June 30, 2016	-
3	Stakeholders Relationship Committee	Yes	Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 [†]	-
			Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016	-
4	Risk Management Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	May 7, 2021	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	May 7, 2021	-
			Mr. Kapil Dhameja	Independent - Non Executive	May 7, 2021	-
5	Corporate Social Responsibility Committee	Yes	Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 [†]	-
			Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016 [†]	-
6	Compensation Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	June 30, 2016	-
			Mr. Kapil Dhameja	Independent - Non Executive	June 30, 2016	-
			Mr. Aditya Wadhwa	Independent - Non Executive	June 30, 2016	-

§ 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.

* Initial date of appointment was July 26, 2014.

† Initial date of appointment was April 01, 2014.

Initial date of appointment was December 29, 2002 (earlier known as Share Transfer Committee).

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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
February 18, 2022	-	NA	NA	NA	-
March 26, 2022	-	NA	NA	NA	35
-	May 10, 2022	Yes	5	3	44
-	June 1, 2022	Yes	6	3	21

* to be filled in only for the current quarter meetings.

IV. Meeting of Committees					
A. Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)**	Number of Directors present**	Number of Independent Directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	NA	NA	NA	February 18, 2022	-
-	NA	NA	NA	March 26, 2022	35
May 10, 2022	Yes	4	3	-	44
June 1, 2022	Yes	4	3	-	21

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

**to be filled in only for the current quarter meetings.

B. Nomination and Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)**	Number of Directors present**	Number of Independent Directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	NA	NA	NA	February 18, 2022	-
-	NA	NA	NA	March 26, 2022	35

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

**to be filled in only for the current quarter meetings.

C. Stakeholders Relationship Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)**	Number of Directors present**	Number of Independent Directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
May 10, 2022	Yes	3	2	February 18, 2022	80

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

**to be filled in only for the current quarter meetings.

D. Risk Management Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)**	Number of Directors present**	Number of Independent Directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	NA	NA	NA	February 18, 2022	-

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

**to be filled in only for the current quarter meetings.

E. Corporate Social Responsibility Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)**	Number of Directors present**	Number of Independent Directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
June 1, 2022	Yes	3	2	February 18, 2022	102

* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

F. Compensation Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)**	Number of Directors present**	Number of Independent Directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	NA	NA	NA	-	-

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

**to be filled in only for the current quarter meetings.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/N.A.) 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes
- 2 The composition of the following committees is in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - a. Audit Committee - Yes
 - b. Nomination and Remuneration Committee - Yes
 - c. Stakeholders Relationship Committee - Yes
 - d. Risk Management Committee (applicable to the top 1000 listed entities) - Yes
- 3 The Committee members have been made aware of their powers, role and responsibilities as specified in the 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 the 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 the Board of Directors. Any comments/ observations/ advice of the Board of Directors may be mentioned here. - Yes

For R Systems International Limited

Sd/-

Bhasker Dubey
(Company Secretary & Compliance Officer)

Date: July 14, 2022

Half Yearly Compliance Report on Corporate Governance

Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
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
Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

For R Systems International Limited

Sd/-

Bhasker Dubey

Company Secretary & Compliance Officer

Date: July 14, 2022

Additional Half Year Disclosure

Half year ending - June 30, 2022

I. Disclosure of Loans/ guarantees/ comfort letters/ securities etc. refer note below

(A) Any loan or any other form of debt advanced by the Company, directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the Company, directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Not Applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not Applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not Applicable	Nil	Nil
KMPs or any other entity controlled by them	Not Applicable	Nil	Nil

(C) Any security provided by the Company, directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not Applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not Applicable	Nil	Nil
KMPs or any other entity controlled by them	Not Applicable	Nil	Nil

II. Affirmations: All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. - Not applicable

For R Systems International Limited

Sd/-

Name- Nand Sardana

Designation-CFO

Date- July 14, 2022

Note:

- These disclosures shall exclude any loan (or other form of debt), guarantee/ comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt:
 - by a government company to/ for the Government or government company;
 - by the listed entity to/ for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity;
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions.
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.