

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
 Quarter ending: June 30, 2023

I. Composition of Board of Directors												
Title (Mr./ Mrs.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁶	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorships 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 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 Rekh	00006955	Executive	May 14, 1993	January 1, 2019	May 10, 2023	N.A.	January 8, 1951	N.A.	-	-	-
Mr.	Lt. Gen. Baldev Singh (Retd.)	00006966	Executive	September 01, 1997	April 01, 2023	May 10, 2023	N.A.	September 21, 1940	N.A.	-	-	-
Mr.	Avirag Jain	00004801	Executive	August 3, 2017	August 3, 2020	May 10, 2023	N.A.	March 28, 1966	N.A.	-	-	-
Mrs.	Ruchica Gupta	06912329	Chairperson - Independent - Non - Executive	July 7, 2014	June 29, 2021	-	84	April 21, 1970	1	1	1	1
Mr.	Nitesh Bansal	10170738	Executive	May 30, 2023	-	-	N.A.	March 8, 1976	1	-	-	-
Mr.	Amit Dalmia	05313886	Non-Executive	May 10, 2023	-	-	N.A.	October 30, 1975	2	-	4	1
Mr.	Mukesh Mehta	08319159	Non-Executive	May 10, 2023	-	-	N.A.	November 30, 1980	1	-	-	-
Mr.	Animesh Agrawal	08538625	Non-Executive	May 10, 2023	-	-	N.A.	July 19, 1990	2	-	3	1
Mr.	Kapil Dhameja	02889310	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	84	November 8, 1976	1	1	2	-
Mr.	Aditya Wadhwa	07556408	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	84	February 21, 1987	1	1	-	-

Whether Regular chairperson appointed Yes
 Whether Chairperson is related to managing director or CEO No

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.

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

⁶ 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.

II. Composition of Committees						
Sl. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non	June 30, 2016 ^a	-
			Executive	-	-	
			Mr. Amit Dalmia	Non - Executive	May 10, 2023	-
			Mr. Kapil Dhameja	Independent - Non - Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016	May 10, 2023
2	Nomination, Remuneration and Compensation Committee #	Yes	Mr. Aditya Wadhwa	Independent - Non - Executive	June 30, 2016	May 10, 2023
			Mrs. Ruchica Gupta	Chairperson - Independent - Non	June 30, 2016	-
			Executive	-	-	
			Mr. Kapil Dhameja	Independent - Non - Executive	June 30, 2016	-
			Mr. Mukesh Mehta	Non - Executive	May 10, 2023	-
3	Stakeholders Relationship Committee	Yes	Mr. Aditya Wadhwa	Independent - Non - Executive	June 30, 2016	May 10, 2023
			Mr. Amit Dalmia	Chairperson - Non - Executive	May 10, 2023	-
			Mr. Animesh Agrawal	Non - Executive	May 10, 2023	-
			Mr. Kapil Dhameja	Independent - Non - Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 ^a	May 10, 2023
4	Risk Management Committee	Yes	Mrs. Ruchica Gupta	Independent - Non - Executive	June 30, 2016	May 10, 2023
			Mr. Amit Dalmia	Chairperson - Non - Executive	May 10, 2023	-
			Mr. Animesh Agrawal	Non - Executive	May 10, 2023	-
			Mr. Kapil Dhameja	Independent - Non - Executive	May 7, 2023	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	May 7, 2021	May 10, 2023
5	Corporate Social Responsibility Committee	Yes	Mrs. Ruchica Gupta	Independent - Non - Executive	May 7, 2021	May 10, 2023
			Mr. Amit Dalmia	Chairperson - Non - Executive	May 10, 2023	-
			Mr. Animesh Agrawal	Non - Executive	May 10, 2023	-
			Mr. Kapil Dhameja	Independent - Non - Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 ^a	May 10, 2023
			Mrs. Ruchica Gupta	Independent - Non - Executive	June 30, 2016 ^a	May 10, 2023

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.

^a Initial date of appointment was July 26, 2014.

[#] The Compensation Committee was merged with the Nomination & Remuneration Committee with the name Nomination, Remuneration and Compensation Committee w.e.f. May 10, 2023.

⁶ Initial date of appointment was April 01, 2014.

^a 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 13, 2023	-	NA	NA	NA	NA
March 31, 2023	-	NA	NA	NA	NA
-	May 3, 2023	Yes	5	3	32
-	May 10, 2023	Yes	6	3	6
-	May 30, 2023	Yes	6	3	19
-	June 7, 2023	Yes	7	3	7

* 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 13, 2023	-
-	NA	NA	NA	March 31, 2023	-
May 3, 2023	Yes	4	3	-	32

* This information has to be mandatorily 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, Remuneration and 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	February 13, 2023	-
-	NA	NA	NA	March 31, 2023	-
May 10, 2023	Yes	3	3	-	39
May 30, 2023	Yes	3	2	-	19

* This information has to be mandatorily 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 3, 2023	Yes	3	2	February 13, 2023	78

* This information has to be mandatorily 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 13, 2023	-

* This information has to be mandatorily 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*
-	NA	NA	NA	February 13, 2023	-

* This information has to be mandatorily 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

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes
- The composition of the following committees is in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - Audit Committee - Yes
 - Nomination, Remuneration and Compensation Committee - Yes
 - Stakeholders Relationship Committee - Yes
 - Risk Management Committee (applicable to the top 1000 listed entities) - Yes
- 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
- 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
- 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

Bhasker Dubey
(Company Secretary & Compliance Officer)
Date: July 18, 2023

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, Remuneration and Compensation Committee at the Annual	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

Bhasker Dubey

Company Secretary & Compliance Officer

Date: July 18, 2023

Additional Half Year Disclosure

Half year ending - June 30, 2023

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

Name- Nand Sardana
 Designation-CFO
 Date- July 18, 2023

Note:

1. 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:
 - a) by a government company to/ for the Government or government company;
 - b) by the listed entity to/ for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity;
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions.
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.