

## Quarterly Compliance Report on Corporate Governance

**Name of Listed Entity:**

R Systems International Limited

**Quarter ending:**

December 31, 2018

I. Composition of Board of Directors									
Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation**		Tenure <sup>*</sup>	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) <sup>@</sup>	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	Ceassation				
Mr.	Satinder Singh Rekhi	AEWPR5412H 00006955	Executive	April 27, 2014 <sup>^</sup>	-	N.A.	N.A. <sup>#</sup>	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	ASCPS4431P 00006966	Executive	April 01, 2018	-	N.A.	N.A. <sup>#</sup>	2	0
Mr.	Avirag Jain	ABPPJ1623G 00004801	Executive	August 3, 2017	-	N.A.	N.A. <sup>#</sup>	0	0
Mrs.	Ruchica Gupta	AGTPG8710E 06912329	Independent - Non - Executive	June 29, 2016	-	Five Years	1	1	1
Mr.	Kapil Dhameja	AGNPD4930F 02889310	Independent - Non - Executive	June 29, 2016	-	Five Years	1	1	1
Mr.	Aditya Wadhwa	ACAPW9160B 07556408	Independent - Non - Executive	June 29, 2016	-	Five Years	1	1	0

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> 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.

<sup>\*</sup> 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.

<sup>@</sup> Details are provided for directorship held as Independent Director only in listed entities including R Systems International Limited.

<sup>#</sup> Holding the position of Director in R Systems International Limited as mentioned above.

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

<sup>^</sup> As per Shareholders approval obtained through Postal Ballot on December 19, 2018, Mr. Satinder Singh Rekhi was re-appointed as Managing Director of the Company for a period of five years commencing from January 01, 2019.

<b>II. Composition of Committees</b>			
<b>Sr. No.</b>	<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)<sup>5</sup></b>
1	<b>Audit Committee</b>	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive
		Mr. Kapil Dhameja	Independent - Non Executive
		Mr. Aditya Wadhwa	Independent - Non Executive
		Lt. Gen. Baldev Singh (Retd.)	Executive
2	<b>Nomination &amp; Remuneration Committee</b>	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive
		Mr. Kapil Dhameja	Independent - Non Executive
		Mr. Aditya Wadhwa	Independent - Non Executive
3	<b>Risk Management Committee (if applicable)</b>	Not Applicable	Not Applicable
4	<b>Stakeholders Relationship Committee</b>	Mr. Kapil Dhameja	Chairperson - Independent - Non Executive
		Mrs. Ruchica Gupta	Independent - Non Executive
		Lt. Gen. Baldev Singh (Retd.)	Executive

<sup>5</sup> 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.

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
July 27, 2018	-	-
-	October 30, 2018	94
-	December 21, 2018	51

<b>IV. Meeting of Committees</b>				
<b>A. Audit Committee</b>				
<b>Sr. No.</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
1	October 30, 2018	Three out of Four Members were present	July 27, 2018	94
2	December 21, 2018	Three out of Four Members were present	-	51

<b>B. Nomination and Remuneration Committee</b>				
<b>Sr. No.</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
1	October 30, 2018	Yes, Two out of Three Members were present	-	N.A.

<b>C. Stakeholders Relationship Committee</b>				
<b>Sr. No.</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
1	October 30, 2018	Yes, Two out of Three Members were present	July 27, 2018	94

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

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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**

<b>S. No.</b>	<b>Name of Director</b>	<b>Initial Date of Appointment</b>	<b>Date of Cessation</b>
1	Mr. Satinder Singh Rekhi	May 14, 1993	-
2	Lt. Gen Baldev Singh (Retd.)	September 01, 1997	-
3	Mr. Avirag Jain	August 3, 2017	-
4	Mrs. Ruchica Gupta	July 7, 2014	-
5	Mr. Kapil Dhameja	June 29, 2016	-
6	Mr. Aditya Wadhwa	June 29, 2016	-

## Yearly Compliance Report on Corporate Governance

**Name of Listed Entity** : R Systems International Limited  
**Year ended on** : December 31, 2018

<b>I. Disclosure on website in terms of Listing Regulations</b>	
Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Yes

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### III Affirmations:

The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.