

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity:

R Systems International Limited

Quarter ending:

December 31, 2015

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|-------------------------------|---------------------------|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title (Mr. / Ms.) | Name of the Director | PAN ⁵ & 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) |
| Mr. | Satinder Singh Rekhi | 00006955 | Executive | April 27, 2014 | N.A. | N.A. [#] | 0 | 0 |
| Mr. | Lt. Gen. Baldev Singh (Retd.) | 00006966 | Executive | April 01, 2015 | N.A. | N.A. [#] | 1 | 0 |
| Mr. | Raj Kumar Gogia | 00007364 | Independent - Non - Executive | March 29, 2015 | One Year | 1 | 0 | 2 |
| Mr. | Gurbax Singh Bhasin | 00012628 | Independent - Non - Executive | March 29, 2015 | One Year | 1 | 1 | 0 |
| Mr. | Suresh Paruthi | 00777887 | Independent - Non - Executive | March 29, 2015 | One Year | 1 | 2 | 0 |
| Mr. | Amardeep Singh Ranghar | 06916409 | Independent - Non - Executive | March 29, 2015 | One Year | 1 | 1 | 0 |
| Mrs. | Ruchica Gupta | 06912329 | Non- Executive | June 09, 2015 | N.A. | N.A. [#] | 1 | 0 |

⁵ 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.

^{**} 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) ⁵ |
| 1 | Audit Committee | Mr. Raj Kumar Gogia | Chairperson - Independent - Non Executive |
| | | Mr. Gurbax Singh Bhasin | Independent - Non Executive |
| | | Mr. Suresh Paruthi | Independent - Non Executive |
| | | Mrs. Ruchica Gupta | Non- Executive |
| | | Mr. Amardeep Singh Ranghar | Independent - Non Executive |
| 2 | Nomination & Remuneration Committee | Mr. Suresh Paruthi | Chairperson - Independent - Non Executive |
| | | Mr. Gurbax Singh Bhasin | Independent - Non Executive |
| | | Mr. Raj Kumar Gogia | Independent - Non Executive |
| | | Mr. Amardeep Singh Ranghar | Independent - Non Executive |
| | | Not Applicable | Not Applicable |
| 3 | Risk Management Committee (if applicable) | Not Applicable | Not Applicable |
| 4 | Stakeholders Relationship Committee | Mr. Raj Kumar Gogia | Chairperson - Independent - Non Executive |
| | | Lt. Gen. Baldev Singh (Retd.) | Executive |
| | | Mr. Suresh Paruthi | Independent - Non Executive |

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.

| 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) |
| August 05, 2015 | October 29, 2015 | 85 |
| - | December 06, 2015 | 38 |

| 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 | October 29, 2015 | Yes | August 5, 2015 | 85 |
| 2 | December 6, 2015 | Yes | - | 38 |

| 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* |
| - | No meeting held | - | 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 | October 29, 2015 | Yes | - | 55 |
| | | | September 4, 2015 | 9 |
| | | | August 26, 2015 | 29 |
| | | | July 28, 2015 | 6 |
| | | | July 22, 2015 | 7 |
| | | | July 15, 2015 | |

* 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.
- 2 The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - 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.
- 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.
- 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.

Annexure-A

Initial Date of Appointment as Director of R Systems International Limited

| S. No. | Name of Director | Designation | Date of Appointment |
|---------------|------------------------------|---------------------------------------|----------------------------|
| 1 | Mr. Satinder Singh Rekhi | Managing Director | May 14, 1993 |
| 2 | Lt. Gen Baldev Singh (Retd.) | President & Senior Executive Director | September 01, 1997 |
| 3 | Mr. Raj Kumar Gogia | Non-Executive Independent Director | July 9, 2002 |
| 4 | Mr. Gurbax Singh Bhasin | Non-Executive Independent Director | December 27, 2005 |
| 5 | Mr. Suresh Paruthi | Non-Executive Independent Director | September 29, 2006 |
| 6 | Mr. Amardeep Singh Ranghar | Non-Executive Independent Director | July 7, 2014 |
| 7 | Mrs. Ruchica Gupta | Non-Executive Director | July 7, 2014 |

Yearly Compliance Report on Corporate Governance

Name of Listed Entity : R Systems International Limited
Year ended on : December 31, 2015

| I. Disclosure on website in terms of Listing Regulations | |
|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 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 |

| II Annual Affirmations | | |
|-------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------------------------------|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| 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) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| 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.