

## Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited  
 Quarter ending: June 30, 2020

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>6</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure <sup>8</sup>	Date of Birth	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1) <sup>9</sup>	No. of Independent Directorship in listed entities including this listed entity [in reference to provision 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	AEWPRS412H00006955	Executive	May 14, 1993	January 1, 2019	-	N.A.	January 8, 1951	1	0	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	ASCP54431P00006966	Executive	September 01, 1997	April 01, 2018	-	N.A.	September 21, 1940	1	0	2	0
Mr.	Avirag Jain	ABPPJ1623G00004801	Executive	August 3, 2017	August 3, 2017	-	N.A.	March 28, 1966	1	0	0	0
Mrs.	Ruchica Gupta	AGTPG8710E06912329	Independent - Non - Executive	July 7, 2014	June 29, 2016	-	Five Years	April 21, 1970	1	1	1	1
Mr.	Kapil Dhameja	AGNPD4930F02889310	Independent - Non - Executive	June 29, 2016	June 29, 2016	-	Five Years	November 8, 1976	1	1	1	1
Mr.	Aditya Wadhwa	ACAPW9160B07556408	Independent - Non - Executive	June 29, 2016	June 29, 2016	-	Five Years	February 21, 1987	1	1	1	0

Whether Regular chairperson appointed No

Whether Chairperson is related to managing director or CEO N.A.

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</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>7</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>8</sup> 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) <sup>5</sup>	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	June 30, 2016 <sup>6</sup>	-
			Mr. Kapil Dhameja	Independent - Non Executive	June 30, 2016	-
			Mr. Aditya Wadhwa	Independent - Non Executive	July 29, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016	-
2	Nomination & 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	-
			Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 <sup>6</sup>	-
			Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
4	Corporate Social Responsibility Committee	Yes	Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
			Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016 <sup>6</sup>	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 <sup>6</sup>	-
			Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
5	Compensation Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	June 30, 2016	-
			Mr. Kapil Dhameja	Independent - Non Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 <sup>6</sup>	-
			Mr. Aditya Wadhwa	Independent - Non Executive	June 30, 2016	-

<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.

<sup>6</sup> Initial date of appointment was July 26, 2014

<sup>6</sup> Initial date of appointment was April 01, 2014.

<sup>#</sup> 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 9, 2020	-	NA	NA	NA	-
	May 8, 2020	Yes	5	3	88
	June 1, 2020	Yes	6	3	23

\* 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*
				February 9, 2020	-
May 8, 2020	Yes	4	3		88
June 1, 2020	Yes	4	3		23

\* 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 & 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*
June 1, 2020	Yes	3	3	February 9, 2020	112

\* 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. Stakeholder's 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 8, 2020	Yes	3	2	February 9, 2020	88

\* 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. CSR 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 8, 2020	Yes	3	2	February 9, 2020	88

\* 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. 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*
-	-	-	-	-	-

\* 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/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. - 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

**For R Systems International Limited**

Sd/-

**Bhasker Dubey**  
(Company Secretary & Compliance Officer)

## Half Yearly Compliance Report on Corporate Governance

### Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
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**

**Bhasker Dubey**

**Company Secretary & Compliance Officer**