

## Quarterly Compliance Report on Corporate Governance

**Name of Listed Entity:** R Systems International Limited  
**Quarter ending:** December 31, 2022

I. Composition of Board of Directors											
Title (Mr./ Mrs.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>5</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure <sup>*</sup>	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1)) <sup>6</sup>	No. of Independent Directorship in listed entities including this listed entity	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.	1	0	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	00006966	Executive	September 01, 1997	April 01, 2021	-	N.A.	1	0	2	0
Mr.	Avirag Jain	00004801	Executive	August 3, 2017	August 3, 2020	-	N.A.	1	0	0	0
Mrs.	Ruchica Gupta	06912329	Independent - Non - Executive	July 7, 2014	June 29, 2021	-	78	1	1	2	1
Mr.	Kapil Dhameja	02889310	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	78	1	1	2	1
Mr.	Aditya Wadhwa	07556408	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	78	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.

<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>\*</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>6</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)s	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	June 30, 2016 <sup>7</sup>	-
			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	-
			Mr. Kapil Dhameja	Chairperson - 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 <sup>7</sup>	-
			Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016	-
			Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	May 7, 2021	-
4	Risk Management Committee	Yes	Lt. Gen. Baldev Singh (Retd.)	Executive	May 7, 2021	-
			Mr. Kapil Dhameja	Independent - Non Executive	May 7, 2021	-
			Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 <sup>8</sup>	-
5	Corporate Social Responsibility Committee	Yes	Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016 <sup>7</sup>	-
			Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 <sup>8</sup>	-
			Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016 <sup>7</sup>	-
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	-
			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>7</sup> Initial date of appointment was July 26, 2014.

<sup>8</sup> 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)*
August 5, 2022	NA	NA	NA	NA	NA
-	November 12, 2022	NA	5	3	98
-	November 25, 2022	NA	6	3	12
-	December 15, 2022	Yes	6	3	19

\*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	August 5, 2022	NA
November 12, 2022	Yes	4	3	0	98
December 15, 2022	Yes	4	3	0	32

\*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	NA	NA

\*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*
November 12, 2022	Yes	3	2	August 5, 2022	98

\*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	August 5, 2022	NA

\*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*
November 12, 2022	Yes	3	2	-	NA
December 15, 2022	Yes	3	2	-	32

\*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)**	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent Directors)	Number of Independent Directors present**	Number of Members attending the	Maximum gap between any two consecutive meetings in number of days*
-	-	-	-	-	-	-

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

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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: January 16, 2023**

## Additional Half Year Disclosure

Half year ending - December 31, 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**

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

#### For R Systems International Limited

Sd/-

**Name- Nand Sardana**

**Designation-CFO**

**Date- January 16, 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.

## Yearly Compliance Report on Corporate Governance

Name of Listed Entity : R Systems International Limited  
 Year ended on : December 31, 2022

<b>I. Disclosure on website in terms of Listing Regulations</b>		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	<a href="https://www.rsystems.com/about-us/">https://www.rsystems.com/about-us/</a>
b) Terms and conditions of appointment of Independent Directors	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2019/03/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf">https://www.rsystems.com/wp-content/uploads/2019/03/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf</a>
c) Composition of various Committees of Board of Directors	Yes	<a href="https://www.rsystems.com/investors-info/corporate-governance/#composition-of-various-committees-of-board-of-directors">https://www.rsystems.com/investors-info/corporate-governance/#composition-of-various-committees-of-board-of-directors</a>
d) Code of Conduct of Board of Directors and Senior Management Personnel	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2021/02/Code-of-Conduct-for-Directors-Senior-Management-of-R-Systems.pdf">https://www.rsystems.com/wp-content/uploads/2021/02/Code-of-Conduct-for-Directors-Senior-Management-of-R-Systems.pdf</a>
e) Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2019/03/RSIL-Whistle-Blower-Policy.pdf">https://www.rsystems.com/wp-content/uploads/2019/03/RSIL-Whistle-Blower-Policy.pdf</a>
f) Criteria of making payments to Non-Executive Directors	Yes	<a href="https://www.rsystems.com/investors-info/corporate-governance/#criteria-of-payments-non-executive-directors">https://www.rsystems.com/investors-info/corporate-governance/#criteria-of-payments-non-executive-directors</a>
g) Policy on dealing with Related Party Transactions	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2022/04/Policy-on-Related-Party-Transactions.pdf">https://www.rsystems.com/wp-content/uploads/2022/04/Policy-on-Related-Party-Transactions.pdf</a>
h) Policy for determining 'Material' subsidiaries	Yes	<a href="https://www.rsystems.com/pdf/Policy-on-Material-Subsidiary.pdf">https://www.rsystems.com/pdf/Policy-on-Material-Subsidiary.pdf</a>
i) Details of familiarization programmes imparted to Independent Directors	Yes	<a href="https://www.rsystems.com/corporate-governance/policies/#familiarization-programme-for-directors">https://www.rsystems.com/corporate-governance/policies/#familiarization-programme-for-directors</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.rsystems.com/corporate-governance/investor-services/">https://www.rsystems.com/corporate-governance/investor-services/</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.rsystems.com/investors-info/investors-shareholders-contact/">https://www.rsystems.com/investors-info/investors-shareholders-contact/</a>
l) Financial results	Yes	<a href="https://www.rsystems.com/financial-results-reports/">https://www.rsystems.com/financial-results-reports/</a>
m) Shareholding pattern	Yes	<a href="https://www.rsystems.com/corporate-governance/shareholding-pattern/">https://www.rsystems.com/corporate-governance/shareholding-pattern/</a>
n) Details of agreements entered into with the media companies and/or their associates	Yes	<a href="https://www.rsystems.com/investors-info/corporate-governance/#agreements-with-media-companies">https://www.rsystems.com/investors-info/corporate-governance/#agreements-with-media-companies</a>
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.rsystems.com/investors-analysts-call/">https://www.rsystems.com/investors-analysts-call/</a>
p) New name and the old name of the listed entity	Yes	<a href="https://www.rsystems.com/investors-info/corporate-governance/#name-history">https://www.rsystems.com/investors-info/corporate-governance/#name-history</a>
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://www.rsystems.com/investors-info/">https://www.rsystems.com/investors-info/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	
s) Separate Audited Financial Statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.rsystems.com/corporate-governance/subsidiaries-financials/">https://www.rsystems.com/corporate-governance/subsidiaries-financials/</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per	Yes	<a href="https://www.rsystems.com/investors-info/news/">https://www.rsystems.com/investors-info/news/</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2021/05/Policy-on-Determining-Materiality-of-Events.pdf">https://www.rsystems.com/wp-content/uploads/2021/05/Policy-on-Determining-Materiality-of-Events.pdf</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2021/05/Dividend-Distribution-Policy.pdf">https://www.rsystems.com/wp-content/uploads/2021/05/Dividend-Distribution-Policy.pdf</a>

**It is certified that these contents on the website of the listed entity are correct.**

<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) & 17(1A)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee Meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (1A),(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.
	23(9)	Yes
Disclosure of Related Party Transactions on consolidated basis		Yes
	24(1)	Yes
Composition of Board of Directors of unlisted material Subsidiary		
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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.

### For R Systems International Limited

Sd/-

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

Date: January 16, 2023