

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
Quarter ending: March 31, 2023

I. Composition of Board of Directors											
Title (Mr./ Mrs.)	Name of the Director	PAN ³ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁴	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ⁵	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1)) ⁶	No. of Independent Directorship in listed entities including this listed entity (in reference to proviso 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	AEWPKR5412H00006955	Executive	May 14, 1993	January 1, 2019	-	N.A.	1	0	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	ASCP54431P00006966	Executive	September 01, 1997	April 01, 2021 ⁷	-	N.A.	1	0	2	0
Mr.	Avirag Jain	ADPP11623G00004801	Executive	August 3, 2017	August 3, 2020	-	N.A.	1	0	0	0
Mrs.	Ruchica Gupta	AGTPG8710E06912329	Independent - Non - Executive	July 7, 2014	June 29, 2021	-	81	1	1	2	1
Mr.	Kapil Dhameja	AGNPD4930F02889310	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	81	1	1	2	1
Mr.	Aditya Wadhwa	ACAPW9160B07556408	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	81	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.

³ PAN number of any director would not be displayed on the website of Stock Exchange

⁴ 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.

⁵ 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.

⁶ Holding the position of Director in R Systems International Limited.

⁷ The Board of Directors of the Company has extended the current tenure of Lt. Gen. Baldev Singh (Retd.), as President & Sr. Executive Director of the Company till June 30, 2023 at his present terms of appointment, subject to approval of the shareholders of the Company.

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 Executive	June 30, 2016 ⁷	-
			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	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 ⁷	-
			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 ⁸	-
5	Corporate Social Responsibility Committee	Yes	Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016	-
			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	-

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.

⁷ Initial date of appointment was July 26, 2014.

⁸ 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)*
November 12, 2022	-	NA	NA	NA	NA
November 25, 2022	-	NA	NA	NA	NA
December 15, 2022	-	NA	NA	NA	NA
-	February 13, 2023	Yes	5	2	59
-	March 31, 2023	Yes	4	3	45

*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	November 12, 2022	NA
-	NA	NA	NA	December 15, 2022	NA
February 13, 2023	Yes	3	2	0	59
March 31, 2023	Yes	3	3	0	45

*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*
February 13, 2023	Yes	2	2	NA	NA
March 31, 2023	Yes	3	3	NA	45

*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*
February 13, 2023	Yes	3	2	November 12, 2022	92

*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*
February 13, 2023	Yes	3	2	NA	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*
-	NA	NA	NA	November 12, 2022	NA
-	NA	NA	NA	December 15, 2022	NA
February 13, 2023	Yes	3	2	-	59

*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

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