

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
 Quarter ending: September 30, 2023

I. Composition of Board of Directors												
Title (Mr./ Mrs.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁶	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this Listed entity (in reference to Regulation 17A(1))	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)
Mrs.	Ruchica Gupta	06912329	Chairperson - Independent - Non - Executive	July 7, 2014	June 29, 2021	-	87	April 21, 1970	1	1	2	2
Mr.	Nitesh Bansal	10170738	Executive	May 30, 2023	-	-	N.A.	March 8, 1976	1	-	-	-
Mr.	Amit Dalmia	05313886	Non-Executive	May 10, 2023	-	-	N.A.	October 30, 1975	2	-	4	1
Mr.	Mukesh Mehta	08319159	Non-Executive	May 10, 2023	-	-	N.A.	November 30, 1980	1	-	-	-
Mr.	Animesh Agrawal	08538625	Non-Executive	May 10, 2023	-	-	N.A.	July 19, 1990	2	-	3	1
Mr.	Kapil Dhameja	02889310	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	87	November 8, 1976	1	1	3	-
Mr.	Aditya Wadhwa	07556408	Independent - Non - Executive	June 29, 2016	June 29, 2021	-	87	February 21, 1987	1	1	-	-

Whether Regular chairperson appointed Yes
 Whether Chairperson is related to managing director or CEO No

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.

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

⁶ 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.

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 [*]	-
			Mr. Amit Dalmia	Non - Executive	May 10, 2023	-
			Mr. Kapil Dhameja	Independent - Non - Executive	June 30, 2016	-
2	Nomination, Remuneration and Compensation Committee #	Yes	Mr. Kapil Dhameja	Chairman - Independent - Non Executive**	June 30, 2016	-
			Mrs. Ruchica Gupta	Independent - Non - Executive	June 30, 2016	-
			Mr. Mukesh Mehta	Non - Executive	May 10, 2023	-
3	Stakeholders Relationship Committee	Yes	Mr. Amit Dalmia	Chairman - Non - Executive	May 10, 2023	-
			Mr. Animesh Agrawal	Non - Executive	May 10, 2023	-
			Mr. Kapil Dhameja	Independent - Non - Executive	June 30, 2016	-
4	Risk Management Committee	Yes	Mr. Amit Dalmia	Chairman - Non - Executive	May 10, 2023	-
			Mr. Animesh Agrawal	Non - Executive	May 10, 2023	-
			Mr. Kapil Dhameja	Independent - Non - Executive	May 7, 2021	-
5	Corporate Social Responsibility Committee	Yes	Mr. Amit Dalmia	Chairman - Non - Executive	May 10, 2023	-
			Mr. Animesh Agrawal	Non - Executive	May 10, 2023	-
			Mr. Kapil Dhameja	Independent - Non - Executive	June 30, 2016	-
6	Management Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	July 11, 2023	-
			Mr. Nitesh Bansal	Executive- Chief Executive Officer	July 11, 2023	-
			Mr. Animesh Agrawal	Independent - Non - Executive	July 11, 2023	-
			Mr. Nand Sardana	Chief Financial Officer	July 11, 2023	-

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.

* Initial date of appointment was July 26, 2014.

The Compensation Committee was merged with the Nomination & Remuneration Committee with the name Nomination, Remuneration and Compensation Committee w.e.f. May 10, 2023.

⁶ Initial date of appointment was April 01, 2014.

⁷ Initial date of appointment was December 29, 2002 (earlier known as Share Transfer Committee).

** Appointed as Chairman w.e.f. August 08, 2023.

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)
May 2, 2023	-	NA	NA	NA	NA
May 10, 2023	-	NA	NA	NA	NA
May 30, 2023	-	NA	NA	NA	NA
June 7, 2023	-	NA	NA	NA	NA
	July 11, 2023	Yes	6	3	33
	July 31, 2023	Yes	7	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	May 3, 2023	-
July 11, 2023	Yes	2	2	-	68
July 31, 2023	Yes	3	2	-	19

* 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 and 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*
-	NA	NA	NA	May 10, 2023	-
-	NA	NA	NA	May 30, 2023	-

* 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. 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*
July 31, 2023	Yes	3	1	May 3, 2023	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. 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*
August 10, 2023	Yes	2	1	-	-

* 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. 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*
-	-	-	-	-	-

* 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.

F. 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*
August 18, 2023	Yes	4	1	-	-

* 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.

⑥ Includes Mr. Nand Sardana, Chief Financial Officer of the Company.

V. Related Party Transactions		Compliance status (Yes/No/N.A.) refer note below
Subject		Yes
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

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes
- The composition of the following committees is in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - Audit Committee - Yes
 - Nomination, Remuneration and Compensation Committee - Yes
 - Stakeholders Relationship Committee - Yes
 - Risk Management Committee (applicable to the top 1000 listed entities) - Yes
- 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
- 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
- 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: October 19, 2023

Details of Cyber Security Incidence

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No
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Date of Event	NA	Brief Details	NA
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For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)
Date: October 19, 2023