

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
 Quarter ending: December 31, 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 provision 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 | - | 90 | 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 | - | 90 | November 8, 1976 | 1 | 1 | 3 | - |
| Mr. | Aditya Wadhwa | 07556408 | Independent - Non - Executive | June 29, 2016 | June 29, 2021 | - | 90 | February 21, 1987 | 1 | 1 | - | - |

Whether Regular chairperson appointed Yes
 No

Whether Chairperson is related to managing director or CEO

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.

[^] 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) |
| July 11, 2023 | - | NA | NA | NA | NA |
| July 31, 2023 | - | NA | NA | NA | NA |
| - | October 11, 2023 | Yes | 5 | 3 | 71 |
| - | November 7, 2023 | Yes | 7 | 3 | 26 |
| - | December 13, 2023 | Yes | 7 | 3 | 35 |

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

| IV. Meetings 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* |
| October 11, 2023 | Yes | 3 | 2 | July 11, 2023 | 71 |
| November 7, 2023 | Yes | 3 | 2 | July 31, 2023 | 26 |

* 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* |
| October 11, 2023 | Yes | 2 | 2 | - | - |
| - | NA | NA | NA | - | - |

* 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 | - |

* 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 | - |

* 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 | - |

* 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 | | |
| 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: January 19, 2024

Additional Half Year Disclosure

Half year ending - December 31, 2023

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 other form of debt availed by:

| 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 form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.- Not applicable

Name- Nand Sardana
Designation-CFO
Date- January 19, 2024

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

Yearly Compliance Report on Corporate Governance

Name of Listed Entity : R Systems International Limited
Year ended on : December 31, 2023

| I. Disclosure on website in terms of Listing Regulations | | |
|--|--|---|
| 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 | https://www.rsystems.com/about-us/ |
| b) Terms and conditions of appointment of Independent Directors | Yes | https://www.rsystems.com/wp-content/uploads/2019/03/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf |
| c) Composition of various Committees of Board of Directors | Yes | https://www.rsystems.com/investors-info/corporate-governance/#composition-of-various-committees-of-board-of-directors |
| d) Code of Conduct of Board of Directors and Senior Management Personnel | Yes | https://www.rsystems.com/wp-content/uploads/2021/02/Code-of-Conduct-for-Directors-Senior-Management-of-R-Systems.pdf |
| e) Details of establishment of Vigil Mechanism/ Whistle Blower policy | Yes | https://www.rsystems.com/wp-content/uploads/2019/03/RSIL-Whistle-Blower-Policy.pdf |
| f) Criteria of making payments to Non-Executive Directors | Yes | https://www.rsystems.com/investors-info/corporate-governance/#criteria-of-payments-non-executive- |
| g) Policy on dealing with Related Party Transactions | Yes | https://www.rsystems.com/wp-content/uploads/2022/04/Policy-on-Related-Party-Transactions.pdf |
| h) Policy for determining 'Material' subsidiaries | Yes | https://www.rsystems.com/pdf/Policy-on-Material-Subsidiary.pdf |
| i) Details of familiarization programmes imparted to Independent Directors | Yes | https://www.rsystems.com/corporate-governance/policies/#familiarization-programme-for-directors |
| j) Email address for grievance redressal and other relevant details | Yes | https://www.rsystems.com/corporate-governance/investor-services/ |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | https://www.rsystems.com/investors-info/investors-shareholders-contact/ |
| l) Financial results | Yes | https://www.rsystems.com/financial-results-reports/ |

| | | |
|---|------|---|
| m) Shareholding pattern | Yes | https://www.rsystems.com/corporate-governance/shareholding-pattern/ |
| n) Details of agreements entered into with the media companies and/or their associates | Yes | https://www.rsystems.com/investors-info/corporate-governance/#agreements-with-media-companies |
| 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 | https://www.rsystems.com/investors-analysts-call/ |
| p) New name and the old name of the listed entity | Yes | https://www.rsystems.com/investors-info/corporate-governance/#name-history |
| q) Advertisements as per regulation 47 (1) | Yes | https://www.rsystems.com/investors-info/ |
| 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 | https://www.rsystems.com/corporate-governance/subsidiaries-financials/ |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | https://www.rsystems.com/investors-info/news/ |
| b) Materiality Policy as per Regulation 30 | Yes | https://www.rsystems.com/wp-content/uploads/2021/05/Policy-on-Determining-Materiality-of-Events.pdf |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | https://www.rsystems.com/wp-content/uploads/2021/05/Dividend-Distribution-Policy.pdf |

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

| 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) & 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) | No* |
| 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 | | |
| | 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 |

*There was an inadvertent non compliance in composition of Nomination, Remuneration and Compensation Committee under Regulation 19(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period commencing from May 30, 2023 to August 07, 2023. Stock Exchanges had levied a penalty for the said non compliance. The Penalty has been paid and non compliance had been corrected w.e.f. August 08, 2023.

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

Bhasker Dubey
(Company Secretary & Compliance Officer)
Date: January 19, 2024

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 |
|--|----|

| | | | |
|---------------|----|---------------|----|
| Date of Event | NA | Brief Details | NA |
|---------------|----|---------------|----|

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)
Date: January 19, 2024