

General information about company	
Scrip code	532735
NSE Symbol	RSYSTEMS
MSEI Symbol	NOTLISTED
ISIN	INE411H01032
Name of the entity	R Systems International Limited
Date of start of financial year	01-01-2024
Date of end of financial year	31-12-2024
Reporting Quarter	Quarterly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mrs	Ruchica Gupta	-	06912329	Non-Executive - Independent Director	Chairperson		21-04-1970
2	Mr	Nitesh Bansal	-	10170738	Executive Director	Not Applicable	CEO-MD	08-03-1976
3	Mr	Mukesh Mehta	-	08319159	Non-Executive - Non Independent Director	Not Applicable		30-11-1980
4	Mr	Amit Dalmia	-	05313886	Non-Executive - Non Independent Director	Not Applicable		30-10-1975
5	Mr	Animesh Agrawal	-	08538625	Non-Executive - Non Independent Director	Not Applicable		19-07-1990
6	Mr	Kapil Dhameja	-	02889310	Non-Executive - Independent Director	Not Applicable		08-11-1976
7	Mr	Aditya Wadhwa	-	07556408	Non-Executive - Independent Director	Not Applicable		21-02-1987

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		07-07-2014	29-06-2021		93	1	1	2	2			
2	NA		30-05-2023				1	0	0	0			
3	NA		10-05-2023				1	0	0	0			
4	NA		10-05-2023				2	0	4	1			
5	NA		10-05-2023				2	0	3	1			
6	NA		29-06-2016	29-06-2021		93	1	1	3	0			
7	NA		29-06-2016	29-06-2021		93	1	1	0	0			

Text Block

Textual Information(1)

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 her appointment as Non-Executive Independent Director Only.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06912329	Ruchica Gupta	Non-Executive - Independent Director	Chairperson	30-06-2016		Textual Information(1)
2	05313886	Amit Dalmia	Non-Executive - Non Independent Director	Member	10-05-2023		
3	02889310	Kapil Dhameja	Non-Executive - Independent Director	Member	30-06-2016		

Sr Text Block

Textual Information(1)

Initial date of appointment was July 26, 2014.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02889310	Kapil Dhameja	Non-Executive - Independent Director	Chairperson	30-06-2016		Textual Information(1)
2	06912329	Ruchica Gupta	Non-Executive - Independent Director	Member	30-06-2016		Textual Information(2)
3	08319159	Mukesh Mehta	Non-Executive - Non Independent Director	Member	10-05-2023		

Sr Text Block

Textual Information(1)	Appointed as Chairman of the Committee w.e.f. August 08, 2023.
Textual Information(2)	Ceassed as Chairperson of the Committee w.e.f. August 08, 2023.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05313886	Amit Dalmia	Non-Executive - Non Independent Director	Chairperson	10-05-2023		
2	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	10-05-2023		
3	02889310	Kapil Dhameja	Non-Executive - Independent Director	Member	30-06-2016		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05313886	Amit Dalmia	Non-Executive - Non Independent Director	Chairperson	10-05-2023		
2	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	10-05-2023		
3	02889310	Kapil Dhameja	Non-Executive - Independent Director	Member	07-05-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05313886	Amit Dalmia	Non-Executive - Non Independent Director	Chairperson	10-05-2023		
2	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	10-05-2023		
3	02889310	Kapil Dhameja	Non-Executive - Independent Director	Member	30-06-2016		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	06912329	Ruchica Gupta	Management Committee	Non-Executive - Independent Director	Chairperson	
2	10170738	Nitesh Bansal	Management Committee	Executive Director	Member	
3	08538625	Animesh Agrawal	Management Committee	Non-Executive - Non Independent Director	Member	Textual Information(1)

Other Committee Text Block

Textual Information(1)

Note:
Mr. Nand Sardana, Chief Financial Officer of R Systems International Limited, is also a member of Management Committee. In order to validate the excel utility, this information could be shown in notes only.

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-10-2023				Yes	7	5	3
2	07-11-2023		26		Yes	7	7	3
3	13-12-2023		35		Yes	7	7	3
4		15-02-2024	63		Yes	7	5	3
5		19-03-2024	32		Yes	7	6	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-10-2023				Yes	3	3	2	0
2	Audit Committee	07-11-2023	26			Yes	3	3	2	0
3	Audit Committee	15-02-2024	99			Yes	3	3	2	0
4	Nomination and remuneration committee	11-10-2023				Yes	3	2	2	0
5	Nomination and remuneration committee	17-01-2024	97			Yes	3	3	2	0
6	Nomination and remuneration committee	15-02-2024	28			Yes	3	2	2	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/ No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	15-02-2024				Yes	3	2	1	0
8	Risk Management Committee	05-02-2024				Yes	3	2	0	0
9	Corporate Social Responsibility Committee	15-02-2024	9			Yes	3	2	1	0
10	Other Committee	15-02-2024		Management Committee		Yes	3	3	1	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Bhasker Dubey
2	Designation	Company Secretary and Compliance Officer

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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Bhasker Dubey
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	19-04-2024

