

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
 Quarter ending: December 31, 2019

I. Composition of Board of Directors												
Title (Mr. / Ms.)	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 ⁶	Date of Birth	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	00006955	Executive	May 14, 1993	January 1, 2019	-	N.A.	January 8, 1951	1	0	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	00006966	Executive	September 01, 1997	April 01, 2018	-	N.A.	September 21, 1940	1	0	2	0
Mr.	Avirag Jain	ABPPJ1623G 00004801	Executive	August 3, 2017	August 3, 2017	-	N.A.	March 28, 1966	1	0	0	0
Mrs.	Ruchica Gupta	06912329	Independent - Non - Executive	July 7, 2014	June 29, 2016	-	Five Years	April 21, 1970	1	1	1	1
Mr.	Kapil Dhameja	02889310	Independent - Non - Executive	June 29, 2016	June 29, 2016	-	Five Years	November 8, 1976	1	1	1	1
Mr.	Aditya Wadhwa	07556408	Independent - Non - Executive	June 29, 2016	June 29, 2016	-	Five Years	February 21, 1987	1	1	1	0

Whether Regular chairperson appointed No
 Whether Chairperson is related to managing director or CEO N.A.

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.

⁶ 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) ⁵	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive	June 30, 2016 ^a	-
			Mr. Kapil Dhameja	Independent - Non Executive	June 30, 2016	-
			Mr. Aditya Wadhwa	Independent - Non Executive	July 29, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016	-
2	Nomination & 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	Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 ^a	-
			Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
			Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
4	Corporate Social Responsibility Committee	Yes	Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
			Mrs. Ruchica Gupta	Independent - Non Executive	June 30, 2016 ^a	-
			Lt. Gen. Baldev Singh (Retd.)	Executive	June 30, 2016 ⁶	-
			Mr. Kapil Dhameja	Chairperson - Independent - Non Executive	June 30, 2016	-
5	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	-

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

^a Initial date of appointment was April 01, 2014.

⁶ 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)
July 30, 2019	-	NA	NA	NA	-
	October 25, 2019	Yes	5	3	86
	December 14, 2019	Yes	6	3	49

* 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*
October 25, 2019	Yes	4	3	July 30, 2019	86
December 14, 2019	Yes	4	3	-	49

* 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 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	-	-

* 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. Stakeholder's 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*
October 25, 2019	Yes	3	2	July 30, 2019	86

* 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. CSR 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 25, 2019	Yes	3	2	-	-

* 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. 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*
-	-	-	-	-	-

* 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

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
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 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
 - b. Nomination & Remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not Applicable**
- 3 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
- 4 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
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.-Yes

Yearly Compliance Report on Corporate Governance

Name of Listed Entity : R Systems International Limited
Year ended on : December 31, 2019

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/
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.rsystems.com/wp-content/uploads/2019/03/Code_Of_Conduct.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/
g) Policy on dealing with related party transactions	Yes	https://www.rsystems.com/pdf/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/investors-info/corporate-governance/
j) Email address for grievance redressal and other relevant details	Yes	https://www.rsystems.com/investors-info/investors-shareholders-contact/
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/investors-info/quarterly-results/
m) Shareholding pattern	Yes	https://www.rsystems.com/investors-info/corporate-governance/
n) Details of agreements entered into with the media companies and/or their associates	Yes	https://www.rsystems.com/investors-info/corporate-governance/
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-info/news/
p) New name and the old name of the listed entity	Yes	https://www.rsystems.com/investors-info/corporate-governance/
q) Advertisements as per regulation 47 (1)	Yes	https://www.rsystems.com/investors-info/news/
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/investors-info/corporate-governance/
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/
b) Materiality Policy as per Regulation 30	Yes	https://www.rsystems.com/wp-content/uploads/2019/03/Policy-on-Determining-Materiality-of-Events.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	-

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)	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)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
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)	N.A.
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

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* Please note that Secretarial Audit Report in compliance with the regulation 24A of SEBI(LODR) Regulation, 2015 is required to be filed for the financial year ending on or after March 31, 2019. Since the Company follows calendar year as its financial year therefore this is the first year for the compliance of the regulation 24 of SEBI (LODR) Regulations, 2015. It is hereby confirmed that the annual secretarial compliance report for the financial year ended December 31, 2019 shall be filed with the stock exchanges within the stipulated time, therefore, marked as Complied in part II of the report.

III Affirmations:

The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.