

## Quarterly Compliance Report on Corporate Governance

**Name of Listed Entity:**  
**Quarter ending:**

R Systems International Limited  
March 31, 2018

I. Composition of Board of Directors									
Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation**		Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) <sup>@</sup>	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)
				Appointment	Ceasation				
Mr.	Satinder Singh Rekhi	00006955	Executive	April 27, 2014	-	N.A.	N.A. <sup>#</sup>	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	00006966	Executive	April 01, 2015	-	N.A.	N.A. <sup>#</sup>	2	0
Mr.	Avirag Jain	00004801	Executive	August 3, 2017	-	N.A.	N.A. <sup>#</sup>	0	0
Mrs.	Ruchica Gupta	06912329	Independent - Non - Executive	June 29, 2016	-	Five Years	1	1	1
Mr.	Kapil Dhameja	02889310	Independent - Non - Executive	June 29, 2016	-	Five Years	1	1	1
Mr.	Aditya Wadhwa	07556408	Independent - Non - Executive	June 29, 2016	-	Five Years	1	1	0

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> 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.

<sup>@</sup> Details are provided for directorship held as Independent Director only in listed entities including R Systems International Limited.

<sup>#</sup> Holding the position of Director in R Systems International Limited as mentioned above.

\*\* Date of appointment of directors is provided for their present term. The initial date of appointment of all the directors of the Company are provided in **Annexure-A**.

<b>II. Composition of Committees</b>			
<b>Sr. No.</b>	<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup></b>
1	<b>Audit Committee</b>	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive
		Mr. Kapil Dhameja	Independent - Non Executive
		Mr. Aditya Wadhwa	Independent - Non Executive
		Lt. Gen. Baldev Singh (Retd.)	Executive
2	<b>Nomination &amp; Remuneration Committee</b>	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive
		Mr. Kapil Dhameja	Independent - Non Executive
		Mr. Aditya Wadhwa	Independent - Non Executive
3	<b>Risk Management Committee (if applicable)</b>	Not Applicable	Not Applicable
4	<b>Stakeholders Relationship Committee</b>	Mr. Kapil Dhameja	Chairperson - Independent - Non Executive
		Mrs. Ruchica Gupta	Independent - Non Executive
		Lt. Gen. Baldev Singh (Retd.)	Executive

<sup>§</sup> 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.

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
November 2, 2017	-	-
December 14, 2017	-	41
-	February 9, 2018	56

<b>IV. Meeting of Committees</b>				
<b>A. Audit Committee</b>				
<b>Sr. No.</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
1	February 9, 2018	Yes, All the Members were present	November 2, 2017	98

<b>B. Nomination and Remuneration Committee</b>				
<b>Sr. No.</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
1	February 9, 2018	Yes, All the Members were present	-	N.A.

<b>C. Stakeholders Relationship Committee</b>				
<b>Sr. No.</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
1	February 9, 2018	Yes, All the Members were present	November 2, 2017	98

\* This information has to be mandatorily be given for audit committee. For rest of the committees giving this information is optional.

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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

**Annexure-A**

**Initial Date of Appointment as Director of R Systems International Limited**

<b>S. No.</b>	<b>Name of Director</b>	<b>Initial Date of Appointment</b>	<b>Date of Cessation</b>
1	Mr. Satinder Singh Rekhi	May 14, 1993	-
2	Lt. Gen Baldev Singh (Retd.)	September 01, 1997	-
3	Mr. Avirag Jain	August 3, 2017	-
4	Mrs. Ruchica Gupta	July 7, 2014	-
5	Mr. Kapil Dhameja	June 29, 2016	-
6	Mr. Aditya Wadhwa	June 29, 2016	-