

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity:

R Systems International Limited

Quarter ending:

June 30, 2018

I. Composition of Board of Directors									
Title (Mr. / Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁶	Date of Appointment in the current term /cessation**		Tenure ⁷	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) ⁸	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. ⁸	0	0
Mr.	Lt. Gen. Baldev Singh (Retd.)	00006966	Executive	April 01, 2018	-	N.A.	N.A. ⁸	2	0
Mr.	Avirag Jain	00004801	Executive	August 3, 2017	-	N.A.	N.A. ⁸	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

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.

⁷ 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.

⁸ Details are provided for directorship held as Independent Director only in listed entities including R Systems International Limited.

⁹ 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**.

II. Composition of Committees			
Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵
1	Audit Committee	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	Nomination & Remuneration Committee	Mrs. Ruchica Gupta	Chairperson - Independent - Non Executive
		Mr. Kapil Dhameja	Independent - Non Executive
		Mr. Aditya Wadhwa	Independent - Non Executive
3	Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4	Stakeholders Relationship Committee	Mr. Kapil Dhameja	Chairperson - Independent - Non Executive
		Mrs. Ruchica Gupta	Independent - Non Executive
		Lt. Gen. Baldev Singh (Retd.)	Executive

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.

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	Maximum gap between any two consecutive (in number of days)
February 9, 2018	April 4, 2018	53
-	April 18, 2018	13
-	May 4, 2018	15
-	May 25, 2018	20

IV. Meeting of Committees

A. Audit Committee

Sr. No.	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	April 4, 2018	Yes, All the Members were present	February 9, 2018	53
2	April 18, 2018	Yes, All the Members were present		13
3	May 4, 2018	Three out of Four Members were present		15

B. Nomination and Remuneration Committee

Sr. No.	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	April 4, 2018	Yes, All the Members were present	February 9, 2018	53

C. Stakeholders Relationship Committee

Sr. No.	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	May 4, 2018	Yes, All the Members were present	February 9, 2018	83

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

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

Annexure-A

Initial Date of Appointment as Director of R Systems International Limited

S. No.	Name of Director	Initial Date of Appointment	Date of Cessation
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	-

Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: R Systems International Limited
Half Year Ended on: June 30, 2018
Date on Annual General Meeting: May 25, 2018
Time of Annual General Meeting: 9:00 A.M.
Venue of Annual General Meeting: Air Force Auditorium, Subroto Park,
 New Delhi - 110 010.

I Affirmations

Broad heading	Regulation Number	Compliance status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

Pursuant to clause 2.3 of SEBI Circular No. CIR/CFD/CMD/ 5 /2015 dated September 24, 2015, this half yearly corporate Compliance Report is submitted alongwith Quarterly Corporate Compliance Report for the second quarter of R Systems International Limited ended on June 30, 2018.

Note: Please note that in addition to the 24th Annual General Meeting of R Systems International Limited held on May 25, 2018, a meeting of the Equity Shareholders of R Systems International Limited was held pursuant to the order of National Company Law Tribunal, New Delhi ("Tribunal") dated March 08, 2018 for the purpose of considering the amalgamation proposed to be made between GM Solutions Private Limited and R Systems International Limited and their respective shareholders and creditors. This Tribunal convened meeting of R Systems International was held on May 05, 2018 at 10:00 A.M. at Air Force Auditorium, Near Army Hospital Research and Referral, Subroto Park, New Delhi 110010. Ms. Ranjana Roy Gawai, who was appointed as the Chairperson for the aforementioned meeting by the Tribunal presided over the meeting. The resolution for amalgamation of GM Solutions Private Limited and R Systems International Limited and their respective shareholders and creditors was approved by the shareholders of R Systems International Limited with requisite majority.