

| 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  | Half Yearly                     |
| Date of Report   | 30-06-2024                      |
| 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        | AGTPG8710E | 06912329 | Non-Executive - Independent Director     | Chairperson             |                         | 21-04-1970    |
| 2  | Mr              | Nitesh Bansal        | AAOPB3752A | 10170738 | Executive Director                       | Not Applicable          | CEO-MD                  | 08-03-1976    |
| 3  | Mr              | Mukesh Mehta         | AJOPM2123M | 08319159 | Non-Executive - Non Independent Director | Not Applicable          |                         | 30-11-1980    |
| 4  | Mr              | Amit Dalmia          | ACOPD4357P | 05313886 | Non-Executive - Non Independent Director | Not Applicable          |                         | 30-10-1975    |
| 5  | Mr              | Animesh Agrawal      | BADPA7260A | 08538625 | Non-Executive - Non Independent Director | Not Applicable          |                         | 19-07-1990    |
| 6  | Mr              | Kapil Dhameja        | AGNPD4930F | 02889310 | Non-Executive - Independent Director     | Not Applicable          |                         | 08-11-1976    |
| 7  | Mr              | Aditya Wadhwa        | ACAPW9160B | 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             |                   | 96                             | 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             |                   | 96                             | 1  | 1  | 3   | 0  |                      |                             |                             |
| 7                                    | NA  |                                    | 29-06-2016                  | 29-06-2021             |                   | 96                             | 1  | 1  | 1   | 0  |                      |                             |                             |

| Text Block             |   |
|------------------------|---|
| Textual Information(1) | 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. |

| Annexure 1   |                        |
|--|------------------------|
| II. Composition of Committees                                |                        |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |

| Annexure 1 Text Block  |  |
|------------------------|--|
| Textual Information(1) | 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. |

| 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          |                   |                        |
| 4   | 07556408   | Aditya Wadhwa             | Non-Executive - Independent Director     | Member                  | 06-06-2024          |                   |                        |



|                        |   |
|------------------------|---|
| <b>Sr Text Block</b>   |   |
| 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          |                   |                        |
| 3   | 08319159   | Mukesh Mehta              | Non-Executive - Non Independent Director | Member                  | 10-05-2023          |                   |                        |

|                        |  |
|------------------------|--|
| <b>Sr Text Block</b>   |  |
| Textual Information(1) | Appointed as Chairman 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 |            |                           |  |                         | 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          |                   |         |

| 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                  |         |

| 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  | 15-02-2024  |  |   |                              | Yes  | 7   | 5   | 3   |
| 2  | 19-03-2024  |  | 32  |                              | Yes  | 7   | 6   | 2   |
| 3  |   | 02-05-2024   | 43  |                              | Yes  | 7   | 5   | 3   |



## 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                       | 15-02-2024  |   |                         |                               | Yes  | 3  | 3  | 2   | 0  |
| 2  | Audit Committee                       | 02-05-2024  | 76  |                         |                               | Yes  | 3  | 3  | 2   | 0  |
| 3  | Nomination and remuneration committee | 17-01-2024  |   |                         |                               | Yes  | 3  | 3  | 2   | 0  |
| 4  | Nomination and remuneration committee | 15-02-2024  | 28  |                         |                               | Yes  | 3  | 2  | 2   | 0  |
| 5  | Stakeholders Relationship Committee   | 15-02-2024  |   |                         |                               | Yes  | 3  | 2  | 1   | 0  |
| 6  | Risk Management Committee             | 05-02-2024  |   |                         |                               | Yes  | 3  | 2  | 0   | 0  |

## Annexure 1

### IV. Meeting of Committees

| Sr | Name of Committee                         | Date(s) of meeting<br>(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  | Corporate Social Responsibility Committee | 15-02-2024   | 9   |                         |                               | Yes  | 3  | 2  | 1   | 0  |
| 8  | Corporate Social Responsibility Committee | 02-05-2024   | 76  |                         |                               | Yes  | 3  | 2  | 1   | 0  |
| 9  | Other Committee                           | 15-02-2024   |   | Management Committee    |                               | Yes  | 3  | 3  | 1   | 1  |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(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                        |

| <b>Annexure 1</b> |                   |  |
|-------------------|-------------------|--|
| Sr                | Subject           | Compliance status                        |
| 1                 | Name of signatory | Bhasker Dubey                            |
| 2                 | Designation       | Company Secretary and Compliance Officer |

### Annexure III

#### III. Affirmations

| Sr | Particulars  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|--------------------------------------|-------------------------------|--|
| 1  | 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                           |  |
| 2  | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                           |  |
| 3  | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                           |  |
| 4  | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes                           |  |
| 5  | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report   | 24A(1)                               | Yes                           |  |
| 6  | Submission of Annual Secretarial Compliance Report   | 24A(2)                               | Yes                           |  |
| 7  | Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                           |  |
| 6  |  |                                      |                               |  |

| Annexure III |                   |  |
|--------------|-------------------|--|
| 1            | Name of signatory | Bhasker Dubey                            |
| 2            | Designation       | Company Secretary and Compliance Officer |

| Additional Half yearly Disclosure   |   |  |  |
|---|---|--|--|
| Applicability of disclosure   |   | Applicable   |  |
| Reason for Non Applicability  |   | Textual Information(1)                                 |  |
| <b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>  |   |  |  |
| (A)Any loan or any other form of debt advanced by the listed entity 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   | 0   | 0  |  |
| Promoter Group or any other entity controlled by them   | 0   | 0  |  |
| Directors (including relatives) or any other entity controlled by them  | 0   | 0  |  |
| KMPs or any other entity controlled by them   | 0   | 0  |  |
| <b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>   |   |  |  |
| 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   | 0   | 0  | 0  |
| Promoter Group or any other entity controlled by them   | 0   | 0  | 0  |
| Directors (including relatives) or any other entity controlled by them  | 0   | 0  | 0  |
| KMPs or any other entity controlled by them   | 0   | 0  | 0  |
| <b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>   |   |  |  |
| 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   | 0   | 0  | 0  |
| Promoter Group or any other entity controlled by them   | 0   | 0  | 0  |
| Directors (including relatives) or any other entity controlled by them  | 0   | 0  | 0  |
| KMPs or any other entity controlled by them   | 0   | 0  | 0  |
| (D) Additional Information  |   |  | Textual Information(2)   |
| <b>II. Affirmations</b>   |   |  |  |
| Affirmations  |   | Compliance Status                                      | Company Remarks  |
| 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. |   | Yes  | Textual Information(3)   |
| Name  | Nand Sardana                                |  |  |
| Designation   | CFO   |  |  |
| Place   | NOIDA                                       |  |  |
| Date  | 17-07-2024                                  |  |  |



| Text Block             |  |
|------------------------|--|
| Textual Information(3) | During the half year ended June 30, 2024, the Company has not extended any loan, debt, advances, guarantee or security to any of the promoter or promoter group or Director (including relatives) or KMP or to the entity controlled by them, hence this affirmation is not applicable on the Company. |

| 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                  | 17-07-2024                               |