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	Yearly			
Date of Report	31-12-2024			
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										
			Disclo	sure of note	s on composition of board of dire	ctors explanatory	Textual Inform	nation(1)			
				V	Whether the listed entity has a Reg	gular Chairperson	Yes				
				,	Whether Chairperson is relate	ed 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. Con	position	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 Reappointment	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 provise 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		102	1	1	2	2			
2	NA		30-05-2023				1	0	0	0			
3	NA		10-05-2023				3	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		102	1	1	3	0			
7	NA		29-06-2016	29-06-2021		102	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				

Au	Audit Committee Details								
		Whether	the Audit Committee has a R	egular Chairperson	Yes				
Sr	Sr DIN Number Name of Committee 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				

Sr Text Block				
Textual Information(1)	Initial date of appointment was July 26, 2014			

No	Nomination and remuneration committee							
	Whether t	the Nomination and rer	nuneration committee has a R	egular Chairperson	Yes			
Sr	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			

	Sr Text Block
Textual Information(1)	Appointed as Chairman w.e.f. August 08, 2023

Sta	Stakeholders Relationship Committee								
	V	Whether the Stakeholders	Relationship Committee has a F	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				

Ris	Risk Management Committee									
		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					

Co	Corporate Social Responsibility Committee										
	Whethe	er the Corporate Social I	Regular Chairperson	Yes							
Sr	Sr DIN Name of Committee Mumber 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						

Ot	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									
An	Annexure 1									
Ш	III. Meeting of Board of Directors									
]		es on meeting of etors 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	07-08-2024				Yes	7	7	3		
2	11-09-2024		34		Yes	7	6	3		
3		08-11-2024	57		Yes	7	7	3		

					Annexur	re 1				
IV.	. Meeting of Co	ommittees								
		Discl	osure of notes	on meeting of	committee	s 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	Reson 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	07-08-2024				Yes	4	4	3	0
2	Audit Committee	11-09-2024	34			Yes	4	4	3	0
3	Audit Committee	08-11-2024	57			Yes	4	4	3	0
4	Nomination and remuneration committee	07-08-2024				Yes	3	3	2	0
5	Risk Management Committee	11-07-2024				Yes	3	2	1	0
6	Other Committee	07-08-2024	26	Management Committee		Yes	3	3	1	1

	Annexure 1						
V.	Related Party Transactions						
Sr	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	I. 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				

		An	nexure II							
	Annexure II to be submitted by I	listed entity at the	e end of the financial year	r (for the whole of financial year)						
I. I	I. Disclosure on website in terms of Listing Regulations									
Sr	Item	Compliance status (Yes/No/ NA)	If status is "No" details of non-compliance may be given here.	Web address						
1	Details of business	Yes		https://www.rsystems.com/about-us/						
2	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						
3	Composition of various committees of board of directors	Yes		https://media.rsystems.com/wp-content/ uploads/2024/12/Committee-Composition.pdf						
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.rsystems.com/wp-content/ uploads/2021/02/Code-of-Conduct-for- Directors-Senior-Management-of-R- Systems.pdf						
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.rsystems.com/wp-content/ uploads/2019/03/RSIL-Whistle-Blower- Policy.pdf						
6	Criteria of making payments to non- executive directors	Yes		https://media.rsystems.com/wp-content/ uploads/2024/08/Criteria-of-making- payments-to-non-executive-directors.pdf						
7	Policy on dealing with related party transactions	Yes		https://www.rsystems.com/wp-content/ uploads/2022/04/Policy-on-Related-Party- Transactions.pdf						
8	Policy for determining 'material' subsidiaries	Yes		https://www.rsystems.com/wp-content/ uploads/2019/pdf/Policy-on-Material- Subsidiary.pdf						
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.rsystems.com/familiarization-programme-conducted/						
10	Email address for grievance redressal and other relevant details	Yes		https://www.rsystems.com/investors-shareholders-contact/						
11	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-shareholders-contact/						
12	Financial results	Yes		https://www.rsystems.com/investors-info/ quarterly-results/						
13	Shareholding pattern	Yes		https://www.rsystems.com/investors-info/ corporate-governance/shareholding-pattern/						
14	Details of agreements entered into with the media companies and/or their associates	NA								

		Annexu	re II						
	Annexure II to be submitted by listed e	ntity at the end o	of the financial year (for the whole of financial year)					
I. Disclosure on website in terms of Listing Regulations									
Sr	Item	Compliance status (Yes/No/ NA)	If status is "No" details of non-compliance may be given here.	Web address					
15.1	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- analysts-call/					
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.rsystems.com/investors-analysts-call/					
16	New name and the old name of the listed entity	Yes		https://media.rsystems.com/wp-content/ uploads/2024/08/Name-History-of-R- Systems-International-Limited.pdf					
17	Advertisements as per regulation 47 (1)	Yes		https://www.rsystems.com/investors-info/					
18	Credit rating or revision in credit rating obtained	NA							
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.rsystems.com/subsidiaries- financials/					
20	Secretarial Compliance Report	Yes		https://www.rsystems.com/investors-info/ corporate-governance/secretarial- compliance-report/					
21	Materiality Policy as per Regulation 30 (4)	Yes		https://media.rsystems.com/wp-content/uploads/2025/01/Materiality-Policy.pdf					
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.rsystems.com/wp-content/ uploads/2022/09/Details-of-KMPs-to- Determine-Materiality-of-an-Event-or- Information.pdf					
23	Disclosures under regulation 30(8)	Yes		https://www.rsystems.com/investors-news/					
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA							
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.rsystems.com/wp-content/ uploads/2021/05/Dividend-Distribution- Policy.pdf					
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.rsystems.com/investors-info/ annual-reports/					
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.rsystems.com/investors-info/					
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.rsystems.com/investors-info/					

		Annexure II							
II.	II. Annual Affirmations								
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.					
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes						
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes						
3	Meeting of Board of directors	17(2)	Yes						
4	Quorum of Board meeting	17(2A)	Yes						
5	Review of Compliance Reports	17(3)	Yes						
6	Plans for orderly succession for appointments	17(4)	Yes						
7	Code of Conduct	17(5)	Yes						
8	Fees/compensation	17(6)	Yes						
9	Minimum Information	17(7)	Yes						
10	Compliance Certificate	17(8)	Yes						

		Annexur	e II						
II.	II. Annual Affirmations								
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.					
11	Risk Assessment & Management	17(9)	Yes						
12	Performance Evaluation of Independent Directors	17(10)	Yes						
13	Recommendation of Board	17(11)	Yes						
14	Maximum number of Directorships	17A	Yes						
15	Composition of Audit Committee	18(1)	Yes						
16	Meeting of Audit Committee	18(2)	Yes						
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes						
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes						
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes						
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes						

	Annexure II II. Annual Affirmations				
II.					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	
21	Role of Nomination and Remuneration Committee	19(4)	Yes		
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes		
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes		
24	Role of Stakeholders Relationship Committee	20(4)	Yes		
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes		
26	Meeting of Risk Management Committee	21(3A)	Yes		
27	Quorum of Risk Management Committee meeting	21(3B)	Yes		
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes		
29	Vigil Mechanism	22	Yes		
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes		

	An	nexure II			
II.	II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes		
32	Approval for material related party transactions	23(4)	NA		
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes		
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA		
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes		
36	Alternate Director to Independent Director	25(1)	Yes		
37	Maximum Tenure	25(2)	Yes		
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes		
39	Meeting of independent directors	25(3) & (4)	Yes		
40	Familiarization of independent directors	25(7)	Yes		

	Anne	exure II			
II.	II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	
41	Declaration from Independent Director	25(8) & (9)	Yes		
42	Directors and Officers insurance	25(10)	Yes		
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes		
44	Memberships in Committees	26(1)	Yes		
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes		
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes		
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA		
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA		
	Any other information to be provided - Add Notes				

	Annexure II		
1	Name of signatory	Bhasker Dubey	
2	Designation	Company Secretary and Compliance Officer	

	Annexure II		
Ш	III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)	
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied Yes		
	Any other information to be provided		

	Annexure II		
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)				
I. Disclosure of Loans/ guarantees/comfort lette	ers /securities etc.refer note below	I			
(A)Any loan or any other form of debt advanced b	y 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) Any guarantee / comfort letter (by indirectly, in connection with any loan	, <u>-</u>	•	Balance outstanding at the end of six		
		six months	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		
(C) Any security provided by the listed other form of debt availed by	l entity directly or indirectly, in c	connection with a	any loan(s) or any		
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	(D) Additional Information Textual Information(2)				
II. Affirmations					
Affirmations		Compliance Status	Company Remarks		
All loans (or other form of debt), guarantees, comf securities in connection with any loan(s) (or other by the listed entity to promoter(s), promoter group key managerial personnel (including their relatives the economic interest of the company.	form of debt) given directly or indirectly , director(s) (including their relatives),	Yes	Textual Information(3)		
Name	Nand Sardana				
Designation	CFO				
Place	NOIDA				
Date	21-01-2025				

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 secur	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	21-01-2025