

<b>General information about company</b>	
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	01-01-2025
Date of end of financial year	31-12-2025
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-12-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No There has been no imposition of fine or penalty on R Systems International Limited during the quarter ended December 31, 2025
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No During the quarter ended December 31, 2025, there have been no tax litigations or disputes required to be disclosed in terms of sub-para 8 of para B of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular dated November 11, 2024.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No Disclosure of Loans/ Gurantees/ Comfort Letter/ Securities etc. is not applicable for the half year ended December 31, 2025.
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	r00002
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	

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	██████████	06912329	Non-Executive - Independent Director	Chairperson		21-04-1970
2	Mr	Nitesh Bansal	██████████	10170738	Executive Director	Not Applicable	CEO-MD	08-03-1976
3	Mr	Mukesh Mehta	██████████	08319159	Non-Executive - Non Independent Director	Not Applicable		30-11-1980
4	Mr	Amit Dalmia	██████████	05313886	Non-Executive - Non Independent Director	Not Applicable		30-10-1975
5	Mr	Animesh Agrawal	██████████	08538625	Non-Executive - Non Independent Director	Not Applicable		19-07-1990
6	Mr	Kapil Dhameja	██████████	02889310	Non-Executive - Independent Director	Not Applicable		08-11-1976
7	Mr	Aditya Wadhwa	██████████	07556408	Non-Executive - Independent Director	Not Applicable		21-02-1987

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
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) & reg. 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		114	1	1	3	3			
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		114	1	1	4	0			
7	NA		29-06-2016	29-06-2021		114	1	1	1	0			

<b>Text Block</b>	
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.

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
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

<b>Nomination and remuneration committee</b>							
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

<b>Stakeholders Relationship Committee</b>							
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		

<b>Risk Management Committee</b>							
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		

<b>Corporate Social Responsibility Committee</b>							
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		

<b>Other Committee</b>						
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				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*
Sr. No.	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)					
1	09-07-2025				Yes	7	6	3
2	13-08-2025		34		Yes	7	7	3
3	21-08-2025		7		Yes	7	7	3
4		06-11-2025	76		Yes	7	7	3

## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								Textual Information(1)		
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	13-08-2025				Yes	4	4	3	0
2	Audit Committee	06-11-2025	84			Yes	4	4	3	0
3	Risk Management Committee	07-08-2025				Yes	3	2	0	0
4	Other Committee	13-08-2025		Management Committee		Yes	3	3	1	1
5	Other Committee	21-08-2025		Management Committee		Yes	3	3	1	1
6	Other Committee	11-11-2025		Management Committee		Yes	3	2	1	1

<b>Text Block</b>	
Textual Information(1)	In response to questions "Total Number of Director in the Committee as on the date of the meeting" and "Number of Directors present (all Directors including Independent Director)", we have mentioned only the number of those members of Management Committee who are also director of R Systems International Limited. Mr. Nand Sardana, Chief Financial Officer of R Systems International Limited, is also a member of Management Committee. Therefore, there are 4 members in Management Committee. His attendance is mentioned in the question "No of members attending the Meeting (other than Board of Directors).

<b>Annexure 1</b>		
<b>V. Affirmations</b>		
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

<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of LODR Regulation</b>				
<b>Sr</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes		<a href="https://www.rsystems.com/">https://www.rsystems.com/</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://www.rsystems.com/wp-content/uploads/2025/01/Memorandum-and-Articles-of-Association.pdf">https://www.rsystems.com/wp-content/uploads/2025/01/Memorandum-and-Articles-of-Association.pdf</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://www.rsystems.com/brief-profile-of-directors/">https://www.rsystems.com/brief-profile-of-directors/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.rsystems.com/wp-content/uploads/2019/03/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf">https://www.rsystems.com/wp-content/uploads/2019/03/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.rsystems.com/wp-content/uploads/2024/11/Committee-Composition.pdf">https://www.rsystems.com/wp-content/uploads/2024/11/Committee-Composition.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.rsystems.com/wp-content/uploads/2025/02/Code-of-Conduct-1.pdf">https://www.rsystems.com/wp-content/uploads/2025/02/Code-of-Conduct-1.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.rsystems.com/wp-content/uploads/2019/03/RSIL-Whistle-Blower-Policy.pdf">https://www.rsystems.com/wp-content/uploads/2019/03/RSIL-Whistle-Blower-Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://media.rsystems.com/wp-content/uploads/2024/08/Criteria-of-making-payments-to-non-executive-directors.pdf">https://media.rsystems.com/wp-content/uploads/2024/08/Criteria-of-making-payments-to-non-executive-directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.rsystems.com/wp-content/uploads/2025/02/Policy-on-Related-Party-Transactions_.pdf">https://www.rsystems.com/wp-content/uploads/2025/02/Policy-on-Related-Party-Transactions_.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.rsystems.com/wp-content/uploads/2019/pdf/Policy-on-Material-Subsidiary.pdf">https://www.rsystems.com/wp-content/uploads/2019/pdf/Policy-on-Material-Subsidiary.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.rsystems.com/familiarization-programme-conducted/">https://www.rsystems.com/familiarization-programme-conducted/</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.rsystems.com/investors-shareholders-contact/">https://www.rsystems.com/investors-shareholders-contact/</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.rsystems.com/investors-shareholders-contact/">https://www.rsystems.com/investors-shareholders-contact/</a>
12	Financial results	Yes		<a href="https://www.rsystems.com/investors-info/quarterly-results/">https://www.rsystems.com/investors-info/quarterly-results/</a>
13	Shareholding pattern	Yes		<a href="https://www.rsystems.com/investors-info/corporate-governance/shareholding-pattern/">https://www.rsystems.com/investors-info/corporate-governance/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		

<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>			
<b>I. Disclosure on website in terms of LODR Regulation</b>			
<b>Sr</b>			
	As per regulation 46(2) of the LODR:		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	<a href="https://www.rsystems.com/investors-analysts-call/">https://www.rsystems.com/investors-analysts-call/</a>
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	<a href="https://www.rsystems.com/investors-analysts-call/">https://www.rsystems.com/investors-analysts-call/</a>
16	New name and the old name of the listed entity	Yes	<a href="https://media.rsystems.com/wp-content/uploads/2024/08/Name-History-of-R-Systems-International-Limited.pdf">https://media.rsystems.com/wp-content/uploads/2024/08/Name-History-of-R-Systems-International-Limited.pdf</a>
17	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.rsystems.com/investors-info/">https://www.rsystems.com/investors-info/</a>
18	Credit rating or revision in credit rating obtained	Yes	<a href="https://www.rsystems.com/investors-info/corporate-governance/disclosures-under-regulation-46-of-sebi/">https://www.rsystems.com/investors-info/corporate-governance/disclosures-under-regulation-46-of-sebi/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.rsystems.com/subsidiaries-financials/">https://www.rsystems.com/subsidiaries-financials/</a>
20	Secretarial Compliance Report	Yes	<a href="https://www.rsystems.com/investors-info/corporate-governance/secretarial-compliance-report/">https://www.rsystems.com/investors-info/corporate-governance/secretarial-compliance-report/</a>
21	Materiality Policy as per Regulation 30 (4)	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2025/02/Policy-on-Determining-Materiality-of-Events-1.pdf">https://www.rsystems.com/wp-content/uploads/2025/02/Policy-on-Determining-Materiality-of-Events-1.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2022/09/Details-of-KMPs-to-Determine-Materiality-of-an-Event-or-Information.pdf">https://www.rsystems.com/wp-content/uploads/2022/09/Details-of-KMPs-to-Determine-Materiality-of-an-Event-or-Information.pdf</a>
23	Disclosures under regulation 30(8)	Yes	<a href="https://www.rsystems.com/investors-news/">https://www.rsystems.com/investors-news/</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	<a href="https://www.rsystems.com/wp-content/uploads/2021/05/Dividend-Distribution-Policy.pdf">https://www.rsystems.com/wp-content/uploads/2021/05/Dividend-Distribution-Policy.pdf</a>
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.rsystems.com/investors-info/annual-reports/">https://www.rsystems.com/investors-info/annual-reports/</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	<a href="https://www.rsystems.com/employee-benefit-scheme-documents/">https://www.rsystems.com/employee-benefit-scheme-documents/</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="https://www.rsystems.com/investors-info/corporate-governance/disclosures-under-regulation-46-of-sebi/">https://www.rsystems.com/investors-info/corporate-governance/disclosures-under-regulation-46-of-sebi/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://www.rsystems.com/investors-info/">https://www.rsystems.com/investors-info/</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
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)	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	

**Annexure 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	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
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	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
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)	Yes	
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	

**Annexure 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	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	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	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Bhasker Dubey
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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	

<b>Annexure II</b>		
1	Name of signatory	Bhasker Dubey
2	Designation	Company Secretary and Compliance Officer

<b>Details of Cyber security incidence</b>		
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

<b>Signatory Details</b>	
Name of signatory	Bhasker Dubey
Designation of person	Company Secretary and Compliance Officer
Place	Greater NOIDA
Date	22-01-2026

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

<b>Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:</b>					
Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Novigo Solutions Private Limited	13-11-2025	0	100	100

<b>Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: Text Block</b>	
Textual Information(1)	R Systems International Limited ("Company") has completed the acquisition of 100% (hundred percent) equity shares of Novigo Solutions Private Limited on November 13, 2025.