

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	01-01-2025
Date of end of financial year	31-12-2025
Reporting Quarter Type	Half Yearly
Date of Quarter Ending	30-06-2025
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?	No There has been no acquisition of shares or voting rights in unlisted companies during the quarter ended June 30, 2025 in terms of sub-para 1 of para A 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 D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes
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 June 30, 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 under Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities etc. is not applicable for the half year ended June 30, 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

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) & 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		108	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		108	1	1	3	0			
7	NA		29-06-2016	29-06-2021		108	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		

Sr Text Block	
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		

Sr Text Block	
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							
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. 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)	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	13-02-2025				Yes	7	6	3
2		08-05-2025	83		Yes	7	6	3
3		05-06-2025	27		Yes	7	5	2

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	13-02-2025				Yes	4	4	3	0
2	Audit Committee	08-05-2025				Yes	4	4	3	0
3	Nomination and remuneration committee	13-02-2025				Yes	3	3	2	0
4	Stakeholders Relationship Committee	13-02-2025				Yes	3	2	1	0
5	Corporate Social Responsibility Committee	13-02-2025				Yes	3	2	1	0
6	Corporate Social Responsibility Committee	08-05-2025	83			Yes	3	3	1	0

Annexure 1										
IV. Meeting of Committees										
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)
7	Other Committee	13-02-2025		Management Committee		Yes	3	2	1	1
8	Other Committee	27-03-2025	41	Management Committee		Yes	3	3	1	1
9	Other Committee	08-05-2025	41	Management Committee		Yes	3	3	1	1
10	Risk Management Committee	30-01-2025				Yes	3	2	1	0

Text Block	
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).

Annexure 1		
V. 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

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)				
I. 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, BRSR & BRSR core, if applicable, 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)	No	Mr. Amit Dalmia, Chairman of Stakeholders Relationship Committee, could not attend the Annual General Meeting ("AGM") held on June 12, 2025 due to his pre-occupation. He has authorised one of committee members to address the shareholder's query in his absence at the AGM.
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided			Textual Information(1)	

Text Block	
Textual Information(1)	

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

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	Greater NOIDA
Date	29-07-2025

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

<p align="center">Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:</p>					
Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	District Magistrate's Office, Gautam Buddha Nagar	Direction for depositing Rs. 1,612,991/- (including short fall in stamp duty of Rs. 645,200/-, and penalty of Rs. 645,200/-) w.r.t. shortfall in stamp duty on registration of the Change in Shareholding Deed dated November 09, 2023	20-06-2025	Shortfall in Stamp Duty as per Indian Stamp Act, 1899 read with Utttar Pradesh Stamp (Sampatti Ka Mulyankan Niyamawali) 1997	None - There is no material impact on financials, operations or other activities of the Company.

