



REF: SECT/06/2026/11

June 25, 2026

To,

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra – East, Mumbai – 400 051
NSE Symbol – RSYSTEMS

To,

BSE Limited

P. J. Towers,
Dalal Street,
Mumbai - 400001
BSE Scrip Code – 532735 & 977286

Dear Sir,

SUB: DISCLOSURE UNDER REGULATION 30 AND 51 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - OUTCOME OF THE BOARD MEETING HELD ON JUNE 25, 2026

Pursuant to Regulation 30 and 51 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), we wish to inform you that the Board of Directors of R Systems International Limited (the “**Company**”) at its meeting held on June 25, 2026, commenced at 08:30 P.M. (IST) and concluded at 08:36 P.M. (IST) has, inter-alia, approved/ took note of the following businesses:

1. Completion of tenure of existing Independent Directors of the Company

The Board of Directors noted that the term of appointment of Mrs. Ruchica Gupta, Chairperson and Independent Director (DIN: 06912329), Mr. Kapil Dhameja, Independent Director (DIN: 02889310) and Mr. Aditya Wadhwa, Independent Director (DIN: 07556408) is scheduled to be completed with effect from the close of business hours on June 28, 2026 and consequently shall cease to be Non-Executive, Independent Directors of the Company. Consequently, Mrs. Ruchica Gupta, shall also ceased to be Chairperson of the Board of the Company.

The Board placed on record its deep appreciation and gratitude for the valuable contribution, guidance, leadership and support rendered by aforesaid Directors during their tenure as Independent Directors of the Company and conveys its best wishes for their future endeavours.

The requisite details as required in terms of SEBI Listing Regulations, read with SEBI master circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated July 11, 2023 (updated as of January 30, 2026), as amended from time to time (“**SEBI Master Circular**”) is enclosed herewith as ‘**Annexure A**’.

2. Resignation of Mr. Mukesh Mehta (DIN: 08319159) as Non-Executive Director of the Company

The Board of Directors noted that Mr. Mukesh Mehta (DIN: 08319159), has tendered his resignation from the post of Non-Executive Director of the Company, with effect from the close of business hours on June 28, 2026, due to preoccupation and other personal commitments.

R SYSTEMS INTERNATIONAL LIMITED

Corporate Office

3rd Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt. Ltd.
Plot No. 21, Sector TechZone-IV, Greater Noida West
Gautam Buddha Nagar, Uttar Pradesh, 201306, India

Contact details

+91-120-4303500
rsil@rsystems.com
www.rsystems.com

Registered Office

GF-1-A, 6, Devika Tower Nehru
Place New Delhi 110019, India
CIN: L74899DL1993PLC053579

The Board placed on record its sincere appreciation and gratitude for the valuable contribution, guidance and support rendered by Mr. Mukesh Mehta during his tenure as Director of the Company and conveys its best wishes for his future endeavours.

The requisite details along with resignation letter as required in terms of SEBI Listing Regulations, read with SEBI Master Circular is enclosed herewith as '**Annexure B**'.

3. Appointment of Mr. Shailesh Sharad Kekre (DIN: 07679583), Ms. Sangeeta Kapil Jit Singh (DIN: 06920906) and Mr. Srikanth Balachandran (DIN: 02815932) as Additional Director (Non-Executive Independent Director) of the Company

Based on the recommendations of the Nomination, Remuneration and Compensation Committee ("**NRCC**"), the Board of Directors of the Company has approved the appointment of Mr. Shailesh Sharad Kekre (DIN: 07679583), Ms. Sangeeta Kapil Jit Singh (DIN: 06920906) and Mr. Srikanth Balachandran (DIN: 02815932) as Additional Directors (Non-Executive Independent Director) of the Company. The appointment shall be effective from June 29, 2026, to hold office for a period of three months from the date of appointment or up to the date of ensuing General Meeting, whichever is earlier.

The Board have also recommended their appointment as Independent Directors, to the members of the Company for a term of five (5) consecutive years commencing from June 29, 2026 to June 28, 2031, not liable to retire by rotation, based on notice(s) received under Section 160 of the Companies Act, 2013 from a member(s) proposing their candidature for appointing them as Independent Directors of the Company.

The requisite details as required in terms of SEBI Listing Regulations, read with SEBI Master Circular is enclosed herewith as '**Annexure C**'.

4. Appointment of Mr. Pranav Damani (DIN: 11416778) as an Additional Director (Non-Executive Director) of the Company

Based on the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company has approved the appointment of Mr. Pranav Damani (DIN: 11416778) as an Additional Director (Non-Executive Director) of the Company. The appointment shall be effective from June 29, 2026, to hold office for a period of three months from the date of appointment or up to the date of ensuing General Meeting, whichever is earlier.

The Board have also recommended his appointment as Non-Executive Director to the members of the Company, liable to retire by rotation, based on notice received under Section 160 of the

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Companies Act, 2013 from a member proposing his candidature for appointing him as Non-Executive Director of the Company.

The requisite details as required in terms of SEBI Listing Regulations, read with SEBI Master Circular is enclosed herewith as 'Annexure C'.

5. Appointment of Mr. Shailesh Kekre as Chairperson of the Board of the Company

The Board of Directors of the Company has approved appointment of Mr. Shailesh Kekre as the regular Chairperson of the Board of Directors of the Company with effect from June 29, 2026.

6. Reconstitution of the Committee(s) of the Board of Directors of the Company:

Consequent to change in the composition of the Board of Directors of the Company, the revised composition of the committee(s) of the board of directors of the Company w.e.f. June 29, 2026 shall be as follows:

S. No.	Name of the member	Designation in the Committee
Audit Committee		
1.	Mr. Srikanth Balachandran, Non-Executive Independent Director	Chairperson
2.	Mr. Amit Dalmia, Non-Executive Director	Member
3.	Mr. Shailesh Kekre, Non-Executive Independent Director	Member
4.	Ms. Sangeeta Singh, Non-Executive Independent Director	Member
Stakeholders Relationship Committee		
1.	Mr. Animesh Agrawal, Non-Executive Director	Chairperson
2.	Mr. Nitesh Bansal, Managing Director & Chief Executive Officer	Member
3.	Mr. Srikanth Balachandran, Non-Executive Independent Director	Member

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S. No.	Name of the member	Designation in the Committee
Nomination, Remuneration and Compensation Committee		
1.	Ms. Sangeeta Singh, Non-Executive Independent Director	Chairperson
2.	Mr. Srikanth Balachandran, Non-Executive Independent Director	Member
3.	Mr. Amit Dalmia, Non-Executive Director	Member
Corporate Social Responsibility Committee		
1.	Mr. Amit Dalmia, Non-Executive Director	Chairperson
2.	Mr. Animesh Agrawal, Non-Executive Director	Member
3.	Ms. Sangeeta Singh, Non-Executive Independent Director	Member
Risk Management Committee		
1.	Mr. Nitesh Bansal, Managing Director & Chief Executive Officer	Chairperson
2.	Mr. Pranav Damani, Non-Executive Director	Member
3.	Mr. Shailesh Kekre Non-Executive Independent Director	Member
Management Committee		
1.	Mr. Shailesh Kekre, Non-Executive Independent Director	Chairperson
2.	Mr. Nitesh Bansal, Managing Director & Chief Executive Officer	Member
3.	Mr. Animesh Agrawal, Non-Executive Director	Member
4.	Mr. Nand Sardana, Chief Financial Officer	Member

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This is for your information and record.

Thanking you.

Yours faithfully,

For **R Systems International Limited**

Piyush Jain
Company Secretary & Compliance Officer

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Disclosure of information under Reg. 30 of SEBI Listing Regulations, read with SEBI Master Circular

Particulars	Details		
Name of the Director	Mrs. Ruchica Gupta (DIN: 06912329)	Mr. Kapil Dhameja (DIN: 02889310)	Mr. Aditya Wadhwa (DIN 07556408)
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Completion of 2 consecutive terms of five years as an Independent Director		
Date of appointment/re- appointment/cessation (as applicable) & term of appointment/re-appointment	June 28, 2026 (w.e.f. closing of business hours)		
Brief profile (in case of appointment)	Not Applicable		
Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable		

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Disclosure of information under Reg. 30 of SEBI Listing Regulations, read with SEBI Master Circular

Particulars	Details
Name of the Director	Mr. Mukesh Gulraj Mehta
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Resignation
Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	June 28, 2026 (w.e.f. closing of business hours)
Brief profile (in case of appointment)	Not Applicable
Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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To,

The Board of Directors

R Systems International Limited

3rd Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech
Pvt. Ltd, Plot No. 21, Sector TechZone-IV, Greater Noida
West, Gautam Buddha Nagar, Uttar Pradesh -201306

Dear Sir/Madam,


Subject: Resignation from the position of Non-Executive Director

I, the undersigned, do hereby tender my resignation from the position of Non-Executive Director of R Systems International Limited (the “**Company**”), with effect from close of business hours on June 28, 2026, due to pre-occupation and increased professional commitments. Owing to these growing responsibilities, I am unable to devote sufficient time and attention to the affairs of the Company and therefore consider it appropriate to step down from the Board.

I confirm that there are no material reasons other than those stated above for my resignation.

I take this opportunity to express my sincere gratitude to the Board and the management team for the support and cooperation extended to me during my tenure with the Company.

Kindly acknowledge receipt of this resignation and arrange to file the necessary forms with the Registrar of Companies and other authority(ies).

Signature : 
Name : **Mukesh Gulraj Mehta**
DIN : **08319159**
Date : **June 22, 2026**
Place : **Mumbai**

Disclosure of information under Reg. 30 of SEBI Listing Regulations, read with SEBI Master Circular

Particulars	Details			
Name of the Director	Mr. Shailesh Sharad Kekre (DIN: 07679583)	Ms. Sangeeta Kapil Jit Singh (DIN: 06920906)	Mr. Srikanth Balachandran (DIN: 02815932)	Mr. Pranav Damani (DIN: 11416778)
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointed as an Additional Director (Non-Executive Independent Director) of the Company.	Appointed as an Additional Director (Non-Executive Independent Director) of the Company.	Appointed as an Additional Director (Non-Executive Independent Director) of the Company.	Appointed as an Additional Director (Non-Executive Director) of the Company.
Date of appointment/re-appointment/cessation (as applicable)	With effect from June 29, 2026			
Term of appointment/re-appointment	Term of 5 (Five) consecutive years, commencing from June 29, 2026, and shall not be liable to retire by rotation, subject to the approval of members.			This office of Non-Executive Director shall be liable to retire by rotation, subject to the approval of members
Brief profile (in case of appointment)	Mr. Kekre is a seasoned management consultant with over 25 years of experience, specialising in technology and digital transformation. As the founder of Budhyati Ventures, he advises technology	Ms. Sangeeta Singh possesses rich work experience of over 35 years primarily in human resources, employer branding, corporate communications (internal and external) and	Mr. Srikanth Balachandran is a seasoned business leader and Chartered Accountant with over 40 years of global experience across finance, strategy, governance and business transformation. He has held leadership positions with	Mr. Pranav Damani is an investment professional with significant experience in private equity, corporate finance, and strategic investments. He is currently associated with Blackstone as a Senior Associate within its private equity business

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	<p>companies and investment firms on growth strategies, operational efficiency, and business transformation.</p> <p>Prior to this, he was a Partner at McKinsey & Company, a leading global management consulting firm, where he worked for over 17 years. He has rich experience in counselling Boards, CEOs and CXOs of leading enterprises across North America, Europe and India on topics related to building and scaling of new businesses and enhancing the effectiveness of business operations leveraging technology. While at McKinsey, Mr. Kekre played multiple leadership roles, including in the Firm's Hi-Tech, Digital and</p>	<p>operations. Besides large multinational and Indian corporates she had been associated with many academic institutions, functional forums and leadership development centres over the years. She is an active member and speaker at various HR forums and is associated with various academic institutions collaborating with them on their development needs.</p> <p>Ms. Sangeeta Singh is also associated with institutions working towards building women leadership and encouraging women to leadership positions in corporate India. She was the India head of the KPMG Network of Women (October 2007 to February 2013) India</p>	<p>renowned organizations including Unilever, Bharti Airtel and OneWeb, and has extensive experience in fund raising, mergers & acquisitions, IPOs, joint ventures and global operations.</p> <p>He served as CFO of OneWeb and Global CFO of Bharti Airtel, where he played a key role in large-scale capital raising, international expansion and strategic transactions. He has also been associated with various Board, Audit, Risk and Remuneration Committees and has served on the boards of international joint ventures and operating companies.</p> <p>Currently based in Dubai, Mr. Balachandran advises companies in the technology, telecommunications and AI sectors. His rich global</p>	<p>group since 2018 and has been involved in evaluating, executing and managing investments across a diverse range of sectors.</p> <p>Mr. Damani holds a bachelor's degree in technology in mechanical engineering from the Indian Institute of Technology, Bombay, and a master's degree in business administration from The Wharton School where he graduated with honors. His expertise in investments, capital allocation, financial analysis and business strategy enables him to provide valuable insights to the Board.</p>
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	<p>Analytics, Service Operations, and Technology Sourcing practices. He was also instrumental in setting up and growing the Firm's office in Bangalore.</p> <p>Mr. Kekre holds a Bachelor's degree of Technology in Electrical Engineering from the Indian Institute of Technology, Kanpur and a Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta.</p>	<p>chapter and part of the founding team of the Women in Leadership Forum. From 2013, Ms. Sangeeta Singh has set up her own consultancy to handle independent assignments with a focus on leadership building – assessment, development, measurement and individual coaching. Currently she is also associated with Talentnomics, an organization mentoring women leaders in Indian corporates.</p> <p>Ms. Sangeeta Singh holds a Master's Degree in Behavioural Psychology from Mumbai University and a certification in Strategic Human Resource Management</p>	<p>experience in finance, governance and business strategy enables him to bring valuable insights and independent judgment to the Board.</p>	
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		from Harvard Business School, Boston.		
Disclosure of relationships between directors (in case of appointment of a director).	Mr. Shailesh Sharad Kekre is not related to any Director of the Company.	Ms. Sangeeta Kapil Jit Singh is not related to any Director of the Company..	Mr. Srikanth Balachandran is not related to any Director of the Company.	Mr. Pranav Damani, Mr. Amit Dalmia Mr. Mukesh Mehta and Mr. Animesh Agrawal are associated with Blackstone Group. Apart from above, no director is related to other director.
Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018	Mr. Shailesh Sharad Kekre is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other such authority as required under the circulars.	Ms. Sangeeta Kapil Jit Singh is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other such authority as required under the circulars.	Mr. Srikanth Balachandran is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other such authority as required under the circulars.	Mr. Pranav Damani is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other such authority as required under the circulars.

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