



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India – 201 307

Phones: +91-120-4303500
Fax: +91-120-4082699

Email : rsil@rsystems.com
www.rsystems.com

Regd. Off.: GF-1-A, 6, Devika Tower,
Nehru Place, New Delhi- 110019

REF: SECT/01/2025/13

JANUARY 28, 2025

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra – East, Mumbai – 400 051

The General Manager
BSE Limited
P.J. Towers,
Dalal Street,
Mumbai – 400001

NSE Symbol – RSYSTEMS

BSE Scrip Code – 532735

Dear Sir,

SUB: DECLARATION OF VOTING RESULT OF THE POSTAL BALLOT BY REMOTE E-VOTING PROCESS IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS') AND SUBMISSION OF SCRUTINIZER'S REPORT

This is with reference to the captioned subject matter and in continuation to our letter No. SECT/12/2024/11 dated December 27, 2024 intimating the dispatch of Postal Ballot Notice dated December 26, 2024 to the members seeking their approval on the resolutions as forming part of the Postal Ballot Notice.

The remote e-voting commenced on Sunday, December 29, 2024 at 09:00 A.M. (IST) and ended on Monday, January 27, 2025 at 05:00 P.M. (IST).

The Board of Directors of Company had appointed Mr. Devesh Kumar Vasisht (Mem. No. F8488) of M/s. DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500) as a scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Mr. Devesh Kumar Vasisht submitted his report on Tuesday, January 28, 2025.

We would like to inform you that the special resolution as mentioned in the Postal Ballot Notice dated December 26, 2024 has been approved by the members with requisite majority. The approval is considered to have been received on the last date specified for remote e-voting i.e., Monday, January 27, 2025.

In this regard, please find enclosed the following:

1. Report of Scrutinizer dated January 28, 2025 pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs (Annexure - I).
2. Voting results as required under Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (Annexure – II).



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The result along with the Scrutinizer's report is being available at the registered and corporate office and website of the Company i.e. <https://www.rsystems.com/investors-info/> and on the website of Link Intime India Private Limited, Registrar & Transfer Agent of the Company <https://instavote.linkintime.co.in/>.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)



Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 (the “Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
R SYSTEMS INTERNATIONAL LIMITED
(CIN: L74899DL1993PLC053579)
GF-1-A, 6, Devika Tower, Nehru Place,
New Delhi- 110019


Dear Sir,


I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, having office at B-285, First Floor, Green Fields, Sector-43, Faridabad-121010, was appointed as Scrutinizer by the Board of Directors of R SYSTEMS INTERNATIONAL LIMITED (the “Company”) on December 26, 2024, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2024 dated 19th September 2024, respectively (“MCA Circulars”) and Regulation 44 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (“SEBI Circulars”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated December 26, 2024:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	To adopt new set of Articles of Association of the Company

I submit my report as under:

1. As informed by the Company, postal ballot notice along with explanatory statement and remote e-Voting instructions were sent to all those Members ("**Postal Ballot Notice**"), whose e-mail addresses were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository Participants ("**DP**") and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on Thursday, December 26, 2024 ("**Cut-off date**").
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolution mentioned in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolution mentioned in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by LI IPL.
3. The Company has published an advertisement on December 28, 2024 regarding service of Postal Ballot Notice to the eligible members in Business Standard, English and Hindi language newspaper.
4. The Members of the Company holding shares as on the Cut-off date were entitled to vote on the resolution as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of Link Intime India Private Limited ("**LI IPL**").
5. The remote e-Voting commenced on Sunday, December 29, 2024 at 09:00 A.M. (IST) and ended on Monday, January 27, 2025 at 05:00 P.M. (IST). Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by LI IPL on its designated website i.e. <https://instavote.linkintime.co.in/>.
6. The remote e-voting was unblocked on January 27, 2025 after 05:00 P.M. in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company. They have signed below in confirmation of the same:


Mukesh Sharma


Parveen Kumar
7. Thereafter, the particulars of remote e-voting report generated from electronic registry of LI IPL have been entered in a separate Register maintained for this purpose and the remote e-voting was reconciled with the register of members of the Company as on cut-off date as maintained by RTA of the Company.
8. As on cut-off date, the fully paid-up share capital of the Company was INR 118,303,445/- (Rupees Eleven Crore Eighty-Three Lakhs Three Thousand Four Hundred and Forty Five only) divided into 118,303,445 (Eleven Crore Eighty Three Lakhs Three Thousand Four Hundred and Forty Five) equity shares of INR 1/- (Rupee One Only) each.

9. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

1. To adopt new set of Articles of Association of the Company

Special Resolution			
Particulars	Postal Ballot through remote e-voting	Total	Percentage
Assent	71,977,113	71,977,113	99.9992
Dissent	549	549	0.0008
Total	71,977,662	71,977,662	100

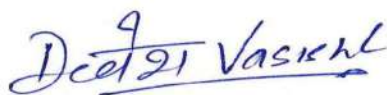
The detailed break up of voting through remote e-voting in respect of the above Special Resolution is attached to this report and marked as '**Annexure A**'.

10. Based on the aforesaid results, the resolution as mentioned above is deemed to have been passed on January 27, 2025, being the last date of remote e-voting for the Members of the Company.
11. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to the Chief Financial Officer of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

For DPV & Associates LLP
Company Secretaries

Firm Reg. No.: L2021HR009500
Peer Review Certificate No. 6189/2024



Devesh Kumar Vasisht
Managing Partner
CP No.: 13700 / Mem. No. F8488
UDIN: F008488F003805083

Date: January 28, 2025
Place: Faridabad

For R Systems International Limited
Countersigned by

Nand Sardana
Chief Financial Officer
Authorised by the Chairperson

Date: January 28, 2025
Place: Noida

Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	158	71,977,662	71,977,662
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	158	71,977,662	71,977,662
d) Votes with assent for the resolution	147	71,977,113	99.9992
e) Votes with dissent for the resolution	11	549	0.0008

*****end of report*****

R SYSTEMS INTERNATIONAL LIMITED								
Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015								
Total number of shareholders on Cut-off date i.e. December 26, 2024							37,052	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Nil Public:							NA	
1. Special Resolution: To adopt new set of Articles of Association of the Company.								
Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	61,433,005	61,433,005	100.0000	61,433,005	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		61,433,005	100.0000	61,433,005	-	100.0000	0.0000
Public-Institutions	E-voting	13,462,871	10,295,562	76.4737	10,295,562	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		10,295,562	76.4737	10,295,562	-	100.0000	0.0000
Public-Non Institutions	E-voting	43,407,569	249,095	0.5739	248,546	549	99.7796	0.2204
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		249,095	0.5739	248,546	549	99.7796	0.2204
Total		118,303,445	71,977,662	60.8416	71,977,113	549	99.9992	0.0008

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)