



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/06/2024/04

JUNE 13, 2024

To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 NSE Symbol – RSYSTEMS	To BSE Limited Corporate Relationship Dept., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. BSE Scrip Code – 532735
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Dear Sir,

SUB: INTIMATION OF BUSINESS APPROVED AT THE ANNUAL GENERAL MEETING

This is with reference to Regulation 30, 44 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). We wish to inform you that the shareholders of R Systems International Limited (“Company”) at the Thirtieth Annual General Meeting (“AGM”) held on June 13, 2024 through video conferencing (VC)/ Other Audio Visual Means (“OAVM”) have approved the following resolutions as per the AGM Notice dated May 02, 2024 by way of requisite majority through remote e-voting and e- voting during the AGM:

1. Adoption of audited financial statements (including consolidated financial statements) of the Company for the financial year ended December 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.
2. Confirmation of Interim Dividend of Rs. 6.80/- per equity share, declared and paid for the financial year ended December 31, 2023.
3. Re-appointment of Mr. Mukesh Mehta (DIN: 08319159) as director of the Company who retired by rotation and being eligible, offered himself for re-appointment.

The details of voting results, as per the requirement of Regulation 44 of the Listing Regulations in the prescribed format and Scrutinizer’s Report on Remote e-voting & e-voting during the AGM are enclosed as Annexure – I & II, respectively.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

R Systems International Limited								
Voting Results of Annual General Meeting								
Details of venue voting and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the AGM							June 13, 2024	
Total number of shareholders on record date i.e. June 06, 2024							33,940	
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: Public:							1 177	
1. Ordinary Resolution: To receive, consider and adopt audited financial statements (including consolidated financial statements) of the Company for the financial year ended December 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.								
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	6,14,33,005	6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Total		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
Public-Institutions	E-voting	20,70,735	16,28,083	78.6234	16,28,083	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		16,28,083	78.6234	16,28,083	-	100.0000	0.0000
Public-Non Institutions	E-voting	5,47,99,705	2,02,187	0.3690	2,01,887	300	99.8516	0.1484
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		2,02,187	0.3690	2,01,887	300	99.8516	0.1484
Total		11,83,03,445	6,32,63,275	53.4754	6,32,62,975	300	99.9995	0.0005



2. Ordinary Resolution: To confirm interim dividend of INR 6.80/- per equity share, declared and paid for the financial year ended December 31, 2023.

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	6,14,33,005	6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Total		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
Public-Institutions	E-voting	20,70,735	16,28,083	78.6234	16,28,083	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		16,28,083	78.6234	16,28,083	-	100.0000	0.0000
Public-Non Institutions	E-voting	5,47,99,705	2,02,187	0.3690	2,01,887	300	99.8516	0.1484
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		2,02,187	0.3690	2,01,887	300	99.8516	0.1484
Total		11,83,03,445	6,32,63,275	53.4754	6,32,62,975	300	99.9995	0.0005

3. Ordinary Resolution: To appoint a director in place of Mr. Mukesh Mehta (DIN: 08319159), who retires by rotation and being eligible, offers himself for re-appointment.

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	6,14,33,005	6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Total		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
Public-Institutions	E-voting	20,70,735	16,28,083	78.6234	16,28,083	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		16,28,083	78.623	16,28,083	-	100.0000	0.0000
Public-Non Institutions	E-voting	5,47,99,705	2,02,187	0.3690	2,01,347	840	99.5845	0.4155
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		2,02,187	0.3690	2,01,347	840	99.5845	0.4155
Total		11,83,03,445	6,32,63,275	53.4754	6,32,62,435	840	99.9987	0.0013



	<p>DPV & ASSOCIATES LLP COMPANY SECRETARIES, LLPIN: AAV-8350 Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 / Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010 E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com</p>
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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 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 Chairperson

30th Annual General Meeting

R SYSTEMS INTERNATIONAL LIMITED

(CIN: L74899DL1993PLC053579)

GF-1-A, 6, Devika Tower, Nehru Place,

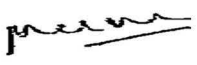
New Delhi- 110019


Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s. DPV & Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of **R SYSTEMS INTERNATIONAL LIMITED (the "Company")** on May 02, 2024, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the 30th Annual General Meeting (**'AGM'**), in a fair and transparent manner under the provisions of Sections 108 of the Act, read with the relevant Rules made thereunder and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022 & 9/2023 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021, December 28, 2022 and September 25, 2023, respectively (collectively referred as **'MCA Circulars'**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'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 resolutions considered at the AGM of the Company held on Thursday, June 13, 2024 at 9:35 A.M. (IST) through Video Conferencing (**'VC'**) or Other Audio Visual Means (**'OAVM'**).

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; and (ii) the MCA Circulars; (iii) SEBI Circulars; and (iv) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice dated May 02, 2024 including the dispatch of AGM notice to the shareholders and also to ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice based on the report generated from the e-voting platform provided by Link Intime India Private Limited ('LI IPL').
3. The remote e-voting period was commenced on Sunday, June 09, 2024 at 09:00 A.M. (IST) and ended on Wednesday, June 12, 2024 at 05:00 P.M. (IST) via e-voting platform provided by LI IPL on its designated website i.e. <https://instavote.linkintime.co.in/>. The Company also provided e-voting facility during the AGM to the Members who participated/ attended through VC/ OAVM to enable Members to cast their votes, if they had not casted their vote earlier through remote e-voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Thursday, June 06, 2024 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in AGM Notice.
5. After completion of e-voting at the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company and have signed below in confirmation of the same:


Mukesh Sharma


Parveen Kumar
6. Thereafter, the data of remote e-voting and e-voting at the AGM was diligently scrutinized and reconciled with the register of members of the Company as on cut-off date as maintained by LI IPL, RTA of the Company. Detailed registers are maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting at AGM.

8. As on cut-off date, the fully paid-up share capital of the Company was Rs. 11,83,03,445/- (Rupees Eleven Crores Eighty-Three Lakhs Three Thousand Four Hundred Forty-Five only) divided into 11,83,03,445 (Eleven Crores Eighty-Three Lakhs Three Thousand Four Hundred Forty-Five only) equity shares of Re. 1 (Rupee One Only) each.
9. The consolidated summary of results of e-voting during AGM and remote e-voting are as under:

Resolution No. 1 **To receive, consider and adopt audited financial statements**
Ordinary Resolution **(including consolidated financial statements) of the Company for**
 the financial year ended December 31, 2023 and the Reports of the
 Board of Directors and the Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	126	6,32,62,849	6,32,62,975	99.9995
Dissent	0	300	300	0.0005
Total	126	6,32,63,149	6,32,63,275	100.0000

Therefore, the above-mentioned Resolution has been approved with requisite majority. The detailed break up of e-voting during AGM and remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Resolution No. 2 **To confirm interim dividend of INR 6.80/- per equity share, declared**
Ordinary Resolution **and paid for the financial year ended December 31, 2023.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	126	6,32,62,849	6,32,62,975	99.9995
Dissent	0	300	300	0.0005
Total	126	6,32,63,149	6,32,63,275	100.0000

Therefore, the above-mentioned Resolution has been approved with requisite majority. The detailed break up of e-voting during AGM and remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Resolution No. 3 To appoint a director in place of Mr. Mukesh Mehta (DIN: 08319159), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	126	6,32,62,309	6,32,62,435	99.9987
Dissent	0	840	840	0.0013
Total	126	6,32,63,149	6,32,63,275	100.0000

Therefore, the above-mentioned Resolution has been approved with requisite majority. The detailed break up of e-voting during AGM and remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure C'.

- The register containing the details of e-voting will be handed over to the Company Secretary of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,

For DPV & Associates LLP

Company Secretaries

Firm Reg. No.: L2021DE009500

Peer Review Certificate No. 2792/2022

DEVESH Digitally signed
by DEVESH

KUMAR KUMAR VASISHT
Date: 2024.06.13

VASISHT 18:59:08 +05'30'

Devesh Kumar Vasisht

Managing Partner

CP No.:13700 / Mem. No. F8488

UDIN: F008488F000569281

Date: June 13, 2024

Place: New Delhi

Countersigned by

On behalf of the Chairperson

30th AGM of R Systems International Limited

NAND LAL Digitally signed by
NAND LAL
SARDANA SARDANA
Date: 2024.06.13
19:08:19 +05'30'

Nand Sardana

Chief Financial Officer

Date: June 13, 2024

Place: New Delhi

Details of E-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	191	6,32,63,149	6,32,63,149
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	191	6,32,63,149	6,32,63,149
d) Votes with assent for the resolution	190	6,32,62,849	6,32,62,849
e) Votes with dissent for the resolution	1	300	300

A2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	22	126	126
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	22	126	126
d) Votes with assent for the resolution	22	126	126
e) Votes with dissent for the resolution	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	191	6,32,63,149	6,32,63,149
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	191	6,32,63,149	6,32,63,149
d) Votes with assent for the resolution	190	6,32,62,849	6,32,62,849
e) Votes with dissent for the resolution	1	300	300

B2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	22	126	126
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	22	126	126
d) Votes with assent for the resolution	22	126	126
e) Votes with dissent for the resolution	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	191	6,32,63,149	6,32,63,149
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	191	6,32,63,149	6,32,63,149
d) Votes with assent for the resolution	188	6,32,62,309	6,32,62,309
e) Votes with dissent for the resolution	3	840	840

C2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	22	126	126
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	22	126	126
d) Votes with assent for the resolution	22	126	126
e) Votes with dissent for the resolution	-	-	-