



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/11/2023/19

NOVEMBER 17, 2023

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 dated October 16, 2023 intimating the dispatch of Postal Ballot Notice dated October 16, 2023 to the members seeking their approval on the resolutions as forming part of the Postal Ballot Notice.

The remote e-voting commenced on Tuesday, October 17, 2023 from 9.00 A.M.(IST) and ended on Wednesday, November 15, 2023 at 5.00 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 Friday, November 17, 2023.

We would like to inform you that the special resolutions as mentioned in the Postal Ballot Notice dated October 16, 2023 have 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., Wednesday, November 15, 2023.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI Listing Regulations (Annexure – I).
2. Report of Scrutinizer dated November 17, 2023 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 - II).



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The result along with the Scrutinizer's report is available at the registered office, 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)

R Systems International Limited

Voting result as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Total number of shareholders on Cut-off date i.e. October 13, 2023							30,859	
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:							NA	
<u>1. Special Resolution: Approval of R Systems International Limited Management Incentive Plan 2023 for grant of Options/ Restricted Stock Units to the eligible employees of the Company.</u>								
Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of 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	10,61,477	9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-Non Institutions	E-voting	5,58,08,963	3,71,07,465*	66.4902	3,70,77,164	30,276	99.9183	0.0816
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		3,71,07,465*	66.4902	3,70,77,164	30,276	99.9183	0.0816
Total		11,83,03,445	9,94,49,135	84.0628	9,93,24,143	1,24,967	99.8743	0.1257

*Includes 25 votes which were abstained.

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

2. Special Resolution: Approval of R Systems International Limited Management Incentive Plan 2023 for grant of Options/ Restricted Stock Units to the eligible employees of Group Companies (including Subsidiaries and Associate Companies) of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of 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	10,61,477	9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-Non Institutions	E-voting	5,58,08,963	3,71,07,465*	66.4902	3,70,77,134	30,306	99.9183	0.0817
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		3,71,07,465*	66.4902	3,70,77,134	30,306	99.9183	0.0817
Total		11,83,03,445	9,94,49,135	84.0628	9,93,24,113	1,24,997	99.8743	0.1257

*Includes 25 votes which were abstained.

3. Special Resolution: Approval of the grant of Options/ Restricted Stock Unit to the employee exceeding 1% of the issued capital of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of 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	-
	Poll		-	-	-	-	-	-
	Total		6,14,33,005	100.0000	6,14,33,005	-	100.0000	-
Public-Institutions	E-voting	10,61,477	9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
	Poll		-	-	-	-	-	-
	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-Non Institutions	E-voting	5,58,08,963	3,71,07,465*	66.4902	3,70,77,109	30,331	99.9182	0.0817
	Poll		-	-	-	-	-	-
	Total		3,71,07,465*	66.4902	3,70,77,109	30,331	99.9182	0.0817
Total		11,83,03,445	9,94,49,135	84.0628	9,93,24,088	1,25,022	99.8743	0.1257

*Includes 25 votes which were abstained.

4. Special Resolution: Proposed remuneration of Mr. Nitesh Bansal, Managing Director & Chief Executive Officer of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of 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	10,61,477	9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-Non Institutions	E-voting	5,58,08,963	3,71,07,465*	66.4902	3,70,77,264	30,176	99.9186	0.0813
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		3,71,07,465*	66.4902	3,70,77,264	30,176	99.9186	0.0813
Total		11,83,03,445	9,94,49,135	84.0628	9,93,24,243	1,24,867	99.8744	0.1256

*Includes 25 votes which were abstained.

R Systems International Limited

Voting result as per Regulation 26(6) and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Total number of shareholders on record date i.e. October 13, 2023	30,859
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:	NA

1. Special Resolution: Approval of R Systems International Limited Management Incentive Plan 2023 for grant of Options/ Restricted Stock Units to the eligible employees of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of 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
Public-Institutions	E-voting	10,61,477	9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-Non Institutions	E-voting	5,58,08,963	3,71,07,465*	66.4902	3,70,77,164	30,276	99.9183	0.0816
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		3,71,07,465*	66.4902	3,70,77,164	30,276	99.9183	0.0816
Total		5,68,70,440	3,80,16,130	66.8469	3,78,91,138	1,24,967	99.6712	0.3287

*Includes 25 votes which were abstained.

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

2. Special Resolution: Approval of R Systems International Limited Management Incentive Plan 2023 for grant of Options/ Restricted Stock Units to the eligible employees of Group Companies (including Subsidiaries and Associate Companies) of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of 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
Public-Institutions	E-voting	10,61,477	9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-Non Institutions	E-voting	5,58,08,963	3,71,07,465*	66.4902	3,70,77,134	30,306	99.9183	0.0817
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		3,71,07,465*	66.4902	3,70,77,134	30,306	99.9183	0.0817
Total		5,68,70,440	3,80,16,130	66.8469	3,78,91,108	1,24,997	99.6711	0.3288

*Includes 25 votes which were abstained.

3. Special Resolution: Approval of the grant of Options/ Restricted Stock Unit to the employee exceeding 1% of the issued capital of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of 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
Public-Institutions	E-voting	10,61,477	9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
	Poll		-	-	-	-	-	-
	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-Non Institutions	E-voting	5,58,08,963	3,71,07,465*	66.4902	3,70,77,109	30,331	99.9182	0.0817
	Poll		-	-	-	-	-	-
	Total		3,71,07,465*	66.4902	3,70,77,109	30,331	99.9182	0.0817
Total		5,68,70,440	3,80,16,130	66.8469	3,78,91,083	1,25,022	99.6711	0.3289

*Includes 25 votes which were abstained.

 .Dynamic .Precise .Vigilant	<h2 style="margin: 0;">DPV & ASSOCIATES LLP</h2> <p style="margin: 0;">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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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 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 October 11, 2023, 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 April 8, 2020, 17/2020 dated April 13, 2020, Circular No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 read with other relevant circulars including General Circular No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, respectively (**“MCA Circulars”**) and Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SBEB & SE Regulations”**), 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”**), 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 resolutions as mentioned in the Notice of Postal Ballot dated October 16, 2023:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Approval of R Systems International Limited Management Incentive Plan 2023 for grant of Options/ Restricted Stock Units to the eligible employees of the Company.

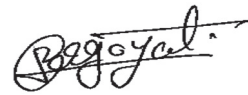
2.	Special Resolution	Approval of R Systems International Limited Management Incentive Plan 2023 for grant of Options/ Restricted Stock Units to the eligible employees of Group Companies (including Subsidiaries and Associate Companies) of the Company.
3.	Special Resolution	Approval of the grant of Options/ Restricted Stock Unit to the employee exceeding 1% of the issued capital of the Company.
4.	Special Resolution	Proposed remuneration of Mr. Nitesh Bansal, Managing Director & Chief Executive Officer 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 Friday, October 13, 2023 (“**Cut-off date**”).
2. The Company has published an advertisement on October 17, 2023 regarding service of Postal Ballot Notice to the eligible members in Business Standard, English and Hindi language newspaper.
3. The Members of the Company holding shares as on the Cut-off date were entitled to vote on the resolutions 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**”).
4. The remote e-Voting commenced on Tuesday, October 17, 2023 at 09:00 A.M. (IST) and ended on Wednesday, November 15, 2023 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/>.
5. The remote e-voting was unblocked on November 15, 2023 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

6. Thereafter, the particulars of remote e-voting report generated from electronic registry of LIPL 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.
7. 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.
8. In terms of Regulation 26 (6) of the SEBI Listing Regulations, the special resolution passed by the Members of the Company for Item No. 1, 2 and 3, as mentioned in the Postal Ballot Notice shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
9. 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 resolutions 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' or 'abstained' the resolutions mentioned in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by LIPL.
10. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

1. Approval of R Systems International Limited Management Incentive Plan 2023 for grant of Options/ Restricted Stock Units to the eligible employees of the Company:

(A) Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	99,324,143	NA	99,324,143	99.8743
Dissent	124,967		124,967	0.1257
Abstain	25		25	0.0000
Total	99,449,135		99,449,135	100.0000

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 A1'.

(B) Result of votes cast by the public shareholders in terms of Regulation 26(6) of SEBI Listing Regulations				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	37,891,138	NA	37,891,138	99.6712
Dissent	124,967		124,967	0.3287
Abstain	25		25	0.0001
Total	38,016,130		38,016,130	100.0000

The detailed break up of votes cast by the public shareholders in respect of the above Resolution is attached to this report and marked as ‘Annexure A2’.

2. **Approval of R Systems International Limited Management Incentive Plan 2023 for grant of Options/ Restricted Stock Units to the eligible employees of Group Companies (including Subsidiaries and Associate Companies) of the Company:**

(A) Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	99,324,113	NA	99,324,113	99.8743
Dissent	124,997		124,997	0.1257
Abstain	25		25	0.0000
Total	99,449,135		99,449,135	100.0000

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 B1’.

(B) Result of votes cast by the public shareholders in terms of Regulation 26(6) of SEBI Listing Regulations				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	37,891,108	NA	37,891,108	99.6711
Dissent	124,997		124,997	0.3288
Abstain	25		25	0.0001
Total	38,016,130		38,016,130	100.0000

The detailed break up of votes cast by the public shareholders in respect of the above Resolution is attached to this report and marked as ‘Annexure B2’.

3. Approval of the grant of Options/ Restricted Stock Unit to the employee exceeding 1% of the issued capital of the Company:

(A) Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	99,324,088	NA	99,324,088	99.8743
Dissent	125,022		125,022	0.1257
Abstain	25		25	0.0000
Total	99,449,135		99,449,135	100.0000

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 C1’.

(B) Result of votes cast by the public shareholders in terms of Regulation 26(6) of SEBI Listing Regulations				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	37,891,083	NA	37,891,083	99.6711
Dissent	125,022		125,022	0.3289
Abstain	25		25	0.0001
Total	38,016,130		38,016,130	100.0000

The detailed break up of votes cast by the public shareholders in respect of the above Resolution is attached to this report and marked as ‘Annexure C2’.

4. Proposed remuneration of Mr. Nitesh Bansal, Managing Director & Chief Executive Officer of the Company:

(A) Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	99,324,243	NA	99,324,243	99.8744
Dissent	124,867		124,867	0.1256
Abstain	25		25	0.0000
Total	99,449,135		99,449,135	100.0000

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 D’.

11. Based on a scrutiny of the valid votes cast through e-voting, we report that:
- a) the valid votes cast by Public and Promoters together are more than three times the number of votes cast against the Resolutions; and
 - b) the number of valid votes cast by the Public Shareholders in favour of the Special Resolution are more than the valid votes cast by the Public Shareholders against the said Special Resolution in terms of the Regulation 26(6) of SEBI Listing Regulations.

Therefore, Special Resolutions as set out in the Postal Ballot Notice dated October 16, 2023 have been passed with requisite majority as per the applicable provisions of SBEB & SE Regulations, Listing Regulations and the Companies Act, 2013 on November 15, 2023 being the last date of remote e-voting.

12. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Company Secretary 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

DEVESH
KUMAR
VASISHT

Digitally signed
by DEVESH
KUMAR VASISHT
Date: 2023.11.17
15:07:09 +05'30'

Devesh Kumar Vasisht

CP No.:13700 / Mem. No. F8488

UDIN: F008488E001937899

Date: November 17, 2023

Place: New Delhi

Countersigned by

Nand Lal
Sardana

Digitally signed by
Nand Lal Sardana
Date: 2023.11.17
15:33:25 +05'30'

Nand Sardana

Authorised by Chairperson of the
Board of Directors
Place: NOIDA

Annexure-A1

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 received	112	99,449,135	99,449,135
Less: Invalid votes	-	-	-
Less: Abstained on the resolution	1	25	25
b) Net Valid votes cast	111	99,449,110	99,449,110
c) Votes with assent for the resolution	98	99,324,143	99,324,143
d) Votes with dissent for the resolution	13	124,967	124,967

Annexure-A2

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

B. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes received	111	38,016,130	38,016,130
Less: Invalid votes	-	-	-
Less: Abstained on the resolution	1	25	25
b) Net Valid votes cast	110	38,016,105	38,016,105
c) Votes with assent for the resolution	97	37,891,138	37,891,138
d) Votes with dissent for the resolution	13	124,967	124,967

Annexure-B1

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 received	112	99,449,135	99,449,135
Less: Invalid votes	-	-	-
Less: Abstained on the resolution	1	25	25
b) Net Valid votes cast	111*	99,449,110	99,449,110
c) Votes with assent for the resolution	98*	99,324,113	99,324,113
d) Votes with dissent for the resolution	14*	124,997	124,997

* One shareholder holding 50 shares has voted 20 shares in favour and 30 shares against the resolution.

Annexure-B2

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

B. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes received	111	38,016,130	38,016,130
Less: Invalid votes	-	-	-
Less: Abstained on the resolution	1	25	25
b) Net Valid votes cast	110*	38,016,105	38,016,105
c) Votes with assent for the resolution	97*	37,891,108	37,891,108
d) Votes with dissent for the resolution	14*	124,997	124,997

* One shareholder holding 50 shares has voted 20 shares in favour and 30 shares against the resolution.

Annexure-C1

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 received	112	99,449,135	99,449,135
Less: Invalid votes	-	-	-
Less: Abstained on the resolution	1	25	25
b) Net Valid votes cast	111*	99,449,110	99,449,110
c) Votes with assent for the resolution	97*	99,324,088	99,324,088
d) Votes with dissent for the resolution	15*	125,022	125,022

* One shareholder holding 50 shares has voted 20 shares in favour and 30 shares against the resolution.

Annexure-C2

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

B. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes received	111	38,016,130	38,016,130
Less: Invalid votes	0	0	0
Less: Abstained on the resolution	1	25	25
b) Net Valid votes cast	110*	38,016,105	38,016,105
c) Votes with assent for the resolution	96*	37,891,083	37,891,083
d) Votes with dissent for the resolution	15*	125,022	125,022

* One shareholder holding 50 shares has voted 20 shares in favour and 30 shares against the resolution.

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 received	112	99,449,135	99,449,135
Less: Invalid votes	-	-	-
Less: Abstained on the resolution	1	25	25
b) Net Valid votes cast	111	99,449,110	99,449,110
c) Votes with assent for the resolution	99	99,324,243	99,324,243
d) Votes with dissent for the resolution	12	124,867	124,867

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