

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

NSE Symbol – RSYSTEMS

BSE Scrip Code - 532735

The General Manager

BSE Limited

P.J. Towers,

Dalal Street,

Mumbai – 400001

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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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

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

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Bhasker Dubey (Company Secretary & Compliance Officer)

Annexure-I

			R System	ns International Limi	ited			
	Voting re	esult as per Regulatio	on 44 of the SEBI (Lis	sting Obligations and	l Disclosure Requi	irements) Regula	ations, 2015	
Total number of	f shareholders on Cu	ıt-off date i.e. Octob	er 13, 2023					30,859
	l ers present in the m d Promoters Group:	neeting either in pers	on or through Proxy:					NA
	ders attended the m ad Promoters Group:	eeting through Video	o Conferencing					NA
1. Special Resolu employees of the		R Systems Internatio	nal Limited Managen	nent Incentive Plan 2	2023 for grant of C	Options/ Restrict		
Whether promo	ter/ promoter group	are interested in the	e Agenda/resolution				NC)
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
D	E-voting		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
Promoters and Promoter Group	Poll	6,14,33,005	_	-	-	-	0.0000	0.0000
T Tomoter Group	Total		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
	E-voting		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-		10 61 477	-	0.0000	-	-	0.0000	0.0000
Public- Institutions	Poll	10,61,477		1				10 1000
Public- Institutions	Total	10,01,477	9,08,665	85.6038	8,13,974	94,691	89.5791	
	Total E-voting		9,08,665 3,71,07,465*	66.4902	8,13,974 3,70,77,164	94,691 30,276	99.9183	10.4209 0.0816
Institutions	Total E-voting Poll	5,58,08,963	3,71,07,465*	66.4902 0.0000	3,70,77,164	30,276	99.9183 0.0000	0.0816
Institutions Public-Non	Total E-voting		/ /	66.4902	, ,	,	99.9183	0.0816

For R Systems International Limited

	oup Companies (inc							
Whether promo	ter/ promoter group	o are interested in the	e Agenda/resolution				NC)
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
Dua mantana an d	E-voting		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
Promoters and	Poll	6,14,33,005	-	-	_	-	0.0000	0.0000
Promoter Group	Total		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
Public-	E-voting		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
	Poll	V	-	0.0000	-	-	0.0000	0.0000
Institutions	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Dublic Men	E-voting		3,71,07,465*	66.4902	3,70,77,134	30,306	99.9183	0.0817
Public-Non	Poll	5,58,08,963	-	0.0000	-	-	0.0000	0.0000
Institutions	Total		3,71,07,465*	66.4902	3,70,77,134	30,306	99.9183	0.0817
	I Otal							
	es which were abstain		9,94,49,135	84.0628	9,93,24,113	1,24,997	99.8743	0.1257
*Includes 25 vote 3. Special Resolu	es which were abstain ution: Approval of t	ned.	9,94,49,135 Restricted Stock Unit	84.0628				0.1257
*Includes 25 vote 3. Special Resolu	es which were abstain ution: Approval of t	ned. he grant of Options/	9,94,49,135 Restricted Stock Unit	84.0628			the Company.	
*Includes 25 vote 3. Special Resolu Whether promo	es which were abstain ution: Approval of t ter/ promoter group	he grant of Options/ p are interested in the No. of shares held	9,94,49,135 Restricted Stock Unit e Agenda/resolution No of Votes Polled	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares	eeding 1% of the No. of Votes in	issued capital of No. of Votes Against	<u>the Company.</u> NC % of votes in favour on Votes Polled) % of votes against on Votes Polled
*Includes 25 vote 3. Special Resolu Whether promo Category	es which were abstain ution: Approval of t ter/ promoter group Mode of Voting	ned. he grant of Options/ p are interested in the	9,94,49,135 <u>Restricted Stock Unit</u> e Agenda/resolution No of Votes Polled (2)	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	reeding 1% of the state of the	issued capital of No. of Votes	<u>the Company.</u> NC % of votes in favour on Votes Polled (6)=(4)/(2)*100) % of votes against on Votes
*Includes 25 vote 3. Special Resolu Whether promo Category Promoters and	es which were abstain ution: Approval of t ter/ promoter group Mode of Voting E-voting Poll	he grant of Options/ p are interested in the No. of shares held	9,94,49,135 Restricted Stock Unit e Agenda/resolution No of Votes Polled	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares	eeding 1% of the No. of Votes in Favour	issued capital of No. of Votes Against (5)	<u>the Company.</u> NC % of votes in favour on Votes Polled) % of votes against on Votes Polled
*Includes 25 vote 3. Special Resolu Whether promo Category	es which were abstain ution: Approval of t ter/ promoter group Mode of Voting E-voting Poll	hed. he grant of Options/ p are interested in the No. of shares held (1)	9,94,49,135 Restricted Stock Unit Agenda/resolution No of Votes Polled (2) 6,14,33,005	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	eeding 1% of the in No. of Votes in Favour (4) 6,14,33,005	issued capital of No. of Votes Against (5)	<u>the Company.</u> NC % of votes in favour on Votes Polled (6)=(4)/(2)*100) % of votes against on Votes Polled
*Includes 25 vote 3. Special Resolu Whether promo Category Promoters and Promoter Group	es which were abstain ution: Approval of t ter/ promoter group Mode of Voting E-voting Poll Total	hed. he grant of Options/ p are interested in the No. of shares held (1)	9,94,49,135 <u>Restricted Stock Unit</u> e Agenda/resolution No of Votes Polled (2)	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 -	ceeding 1% of the No. of Votes in Favour (4) 6,14,33,005 - 6,14,33,005	issued capital of No. of Votes Against (5)	<u>the Company.</u> NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000) % of votes against on Votes Polled
*Includes 25 vote 3. Special Resolu Whether promo Category Promoters and Promoter Group Public-	es which were abstain ution: Approval of t ter/ promoter group Mode of Voting E-voting Poll	hed. he grant of Options/ p are interested in the No. of shares held (1)	9,94,49,135 <u>Restricted Stock Univ</u> e Agenda/resolution No of Votes Polled (2) 6,14,33,005 - 6,14,33,005	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 100.0000	eeding 1% of the in No. of Votes in Favour (4) 6,14,33,005	issued capital of No. of Votes Against (5) - - -	<u>the Company.</u> NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 - 100.0000) % of votes against on Votes Polled (7)=(5)/(2)*100 - - -
*Includes 25 vote 3. Special Resolu Whether promo Category Promoters and Promoter Group	es which were abstain ution: Approval of t ter/ promoter group Mode of Voting E-voting Poll Total E-voting	he grant of Options/ p are interested in the No. of shares held (1) 6,14,33,005	9,94,49,135 <u>Restricted Stock Univ</u> e Agenda/resolution No of Votes Polled (2) 6,14,33,005 - 6,14,33,005	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 100.0000	ceeding 1% of the i No. of Votes in Favour (4) 6,14,33,005 - 6,14,33,005 8,13,974	issued capital of No. of Votes Against (5) - - -	<u>the Company.</u> NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 - 100.0000) % of votes against on Votes Polled (7)=(5)/(2)*100 - - -
*Includes 25 vote 3. Special Resolu Whether promo Category Promoters and Promoter Group Public- Institutions	es which were abstain ution: Approval of t ter/ promoter group Mode of Voting E-voting Poll Total E-voting Poll Poll	he grant of Options/ p are interested in the No. of shares held (1) 6,14,33,005	9,94,49,135 <u>Restricted Stock Unit</u> e Agenda/resolution No of Votes Polled (2) 6,14,33,005 - 6,14,33,005 9,08,665 -	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 - 100.0000 85.6038 -	ceeding 1% of the No. of Votes in Favour (4) 6,14,33,005 - 6,14,33,005	issued capital of No. of Votes Against (5) - - - 94,691 -	the Company. NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 - 100.0000 89.5791 -) % of votes against on Votes Polled (7)=(5)/(2)*100 - - - 10.4209 -
*Includes 25 vote 3. Special Resolu Whether promo Category Promoters and Promoter Group Public- Institutions Public-Non	E-voting Poll E-voting Poll Total Total	he grant of Options/ p are interested in the No. of shares held (1) 6,14,33,005	9,94,49,135 Restricted Stock Unit e Agenda/resolution No of Votes Polled (2) 6,14,33,005 - 6,14,33,005 9,08,665 - 9,08,665	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 - 100.0000 85.6038 - 85.6038	ceeding 1% of the No. of Votes in Favour (4) 6,14,33,005 - 6,14,33,005 8,13,974 - 8,13,974	issued capital of No. of Votes Against (5) - - 94,691 - 94,691	the Company. NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (7) (7) (7) (7) (7) (7) (7) (7) (7) (7)) % of votes against on Votes Polled (7)=(5)/(2)*100 - - - - 10.4209 - 10.4209
*Includes 25 vote 3. Special Resolu Whether promo Category Promoters and Promoter Group Public- Institutions	es which were abstain ution: Approval of t ter/ promoter group Mode of Voting E-voting Poll Total E-voting Poll Total E-voting Poll Total E-voting	he grant of Options/ p are interested in the No. of shares held (1) 6,14,33,005 10,61,477	9,94,49,135 Restricted Stock Unit e Agenda/resolution No of Votes Polled (2) 6,14,33,005 - 6,14,33,005 9,08,665 - 9,08,665	84.0628 t to the employee exc % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 - 100.0000 85.6038 - 85.6038	ceeding 1% of the No. of Votes in Favour (4) 6,14,33,005 - 6,14,33,005 8,13,974 - 8,13,974	issued capital of No. of Votes Against (5) - - 94,691 - 94,691	the Company. NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (6)=(4)/(2)*100 (7) (7) (7) (7) (7) (7) (7) (7) (7) (7)) % of votes against on Votes Polled (7)=(5)/(2)*100 - - - 10.4209 - 10.4209 0.0817

Whether promo	ter/ promoter group	are interested in the	e Agenda/resolution				NO)
Category	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
Due us et euro eurol	E-voting		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
Promoters and Promoter Group	Poll	6,14,33,005	-	-	-	-	0.0000	0.0000
Promoter Group	Total		6,14,33,005	100.0000	6,14,33,005	-	100.0000	0.0000
Public-	E-voting		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Institutions	Poll	10,61,477	-	0.0000	-	-	0.0000	0.0000
Institutions	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.4209
Public-Non	E-voting		3,71,07,465*	66.4902	3,70,77,264	30,176	99.9186	0.0813
Institutions	Poll	5,58,08,963	-	0.0000	-	-	0.0000	0.0000
mstitutions	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

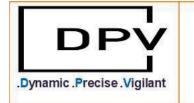
			R Syster	ns International Lim	ited			
	Voting result	as per Regulation 26	6(6) and 44 of the SEI	BI (Listing Obligation	1s and Disclosure R	equirements) Re	gulations, 2015	
Total number o	of shareholders on rec	ord date i.e. October	• 13, 2023					30,859
	ders present in the m nd Promoters Group:	eeting either in perso	on or through Proxy:					NA
	olders attended the m and Promoters Group:	eeting through Video	Conferencing					NA
1. Special Resol of the Company	lution: Approval of R v.	Systems Internation	al Limited Managem	ent Incentive Plan 20	23 for grant of Opt	ions/ Restricted	Stock Units to the el	igible employees
		are interested in the	Agenda/resolution				NO)
	oter/ promoter group Mode of Voting	are interested in the No. of shares held	Agenda/resolution No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	NC % of votes in favour on Votes Polled	% of votes
Whether promo	oter/ promoter group		8	on Outstanding			% of votes in favour on Votes	% of votes against on Votes Polled
Whether promo	oter/ promoter group Mode of Voting	No. of shares held	No of Votes Polled	on Outstanding Shares	Favour (4)	Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled (7)=(5)/(2)*100
Whether promo Category	oter/ promoter group	No. of shares held	No of Votes Polled (2)	on Outstanding Shares (3)=(2)/(1)*100	Favour	Against (5)	% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100 10.4209
Whether promo Category Public-	oter/ promoter group Mode of Voting E-voting	No. of shares held (1)	No of Votes Polled (2)	on Outstanding Shares (3)=(2)/(1)*100 85.6038	Favour (4)	Against (5)	% of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791	% of votes against on Votes Polled (7)=(5)/(2)*100 10.4209
Whether promo Category Public-	oter/ promoter group Mode of Voting E-voting Poll	No. of shares held (1)	(2) 9,08,665	on Outstanding Shares (3)=(2)/(1)*100 85.6038 0.0000	Favour (4) 8,13,974 -	Against (5) 94,691	% of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791 0.0000	% of votes against on Votes Polled (7)=(5)/(2)*100 10.4209 0.0000 10.4209
Whether promo Category Public- Institutions	oter/ promoter group Mode of Voting E-voting Poll Total	No. of shares held (1)	Control Control <t< td=""><td>on Outstanding Shares (3)=(2)/(1)*100 85.6038 0.0000 85.6038</td><td>Favour (4) 8,13,974 - 8,13,974</td><td>Against (5) 94,691 - 94,691</td><td>% of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791 0.0000 89.5791</td><td>% of votes against on Votes Polled (7)=(5)/(2)*100 10.4209 0.0000 10.4209 0.0810</td></t<>	on Outstanding Shares (3)=(2)/(1)*100 85.6038 0.0000 85.6038	Favour (4) 8,13,974 - 8,13,974	Against (5) 94,691 - 94,691	% of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791 0.0000 89.5791	% of votes against on Votes Polled (7)=(5)/(2)*100 10.4209 0.0000 10.4209 0.0810
Whether promo Category Public- Institutions Public-Non	oter/ promoter group Mode of Voting E-voting Poll Total E-voting	No. of shares held (1) 10,61,477	Control Control <t< td=""><td>on Outstanding Shares (3)=(2)/(1)*100 85.6038 0.0000 85.6038 66.4902</td><td>Favour (4) 8,13,974 - 8,13,974</td><td>Against (5) 94,691 - 94,691 30,276</td><td>% of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791 0.0000 89.5791 99.9183</td><td>% of votes against on Votes Polled (7)=(5)/(2)*100 10.4209 0.0000 10.4209 0.0810 0.0000</td></t<>	on Outstanding Shares (3)=(2)/(1)*100 85.6038 0.0000 85.6038 66.4902	Favour (4) 8,13,974 - 8,13,974	Against (5) 94,691 - 94,691 30,276	% of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791 0.0000 89.5791 99.9183	% of votes against on Votes Polled (7)=(5)/(2)*100 10.4209 0.0000 10.4209 0.0810 0.0000

For R Systems International Limited

Bhasker Dubey (Company Secretary & Compliance Officer)

f Group Comp								
Vhether promo	oter/ 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-	E-voting		9,08,665	85.6038	8,13,974	94,691	89.5791	10.420
Institutions	Poll	10,61,477	-	0.0000	-	-	0.0000	0.000
	Total		9,08,665	85.6038	8,13,974	94,691	89.5791	10.420
Public-Non	E-voting		3,71,07,465*	66.4902	3,70,77,134	30,306	99.9183	0.081
Institutions	Poll	5,58,08,963	-	0.0000	-	-	0.0000	0.000
	Total		3,71,07,465*	66.4902	3,70,77,134	30,306	99.9183	0.081
-	tes which were abstai		3,80,16,130 Restricted Stock Unit	66.8469 to the employee exce	3,78,91,108	1,24,997 ued capital of th	99.6711 e Company.	0.328
Includes 25 voi . Special Resol	ution: Approval of t	ned.	Restricted Stock Unit				e Company.	
Includes 25 voi . Special Resol	ution: Approval of t	ned.	Restricted Stock Unit					
Includes 25 voi . Special Resol Whether promo	lution: Approval of t oter/ promoter group	ned. he grant of Options/ are interested in the	Restricted Stock Unit	to the employee exce	reding 1% of the iss	ued capital of th	e Company. NC) % of votes
Includes 25 voi . Special Resol Whether promo	lution: Approval of t oter/ promoter group	ned. he grant of Options/ are interested in the	Restricted Stock Unit	to the employee exce % of Votes Polled on Outstanding	reding 1% of the iss	ued capital of th	e Company. NC % of votes in favour on Votes) % of votes against on Votes Polled
Includes 25 voi . Special Resol Whether promo	lution: Approval of t oter/ promoter group	ned. he grant of Options/ o are interested in the No. of shares held	Restricted Stock Unit Agenda/resolution No of Votes Polled	to the employee exce % of Votes Polled on Outstanding Shares	eeding 1% of the issues No. of Votes in Favour	ued capital of th No. of Votes Against	e <u>Company.</u> NC % of votes in favour on Votes Polled) % of votes against on Votes Polled (7)=(5)/(2)*100
Includes 25 voi . Special Resol Whether promo Category	lution: Approval of t oter/ promoter group Mode of Voting	ned. he grant of Options/ o are interested in the No. of shares held	Restricted Stock Unit Agenda/resolution No of Votes Polled (2)	to the employee exce % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	ued capital of th No. of Votes Against (5)	e Company. NC % of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes
Includes 25 vo Special Resol Vhether promo Category Public-	lution: Approval of t oter/ promoter group Mode of Voting E-voting	he grant of Options/ are interested in the No. of shares held (1)	Restricted Stock Unit Agenda/resolution No of Votes Polled (2)	to the employee exce % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	ued capital of th No. of Votes Against (5)	e Company. NC % of votes in favour on Votes Polled (6)=(4)/(2)*100) % of votes against on Votes Polled (7)=(5)/(2)*100 10.4209
Includes 25 voi . Special Resol Vhether promo Category Public-	Lution: Approval of t oter/ promoter group Mode of Voting E-voting Poll	he grant of Options/ are interested in the No. of shares held (1)	Restricted Stock Unit Agenda/resolution No of Votes Polled (2) 9,08,665	to the employee exce % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 85.6038 -	No. of Votes in Favour (4) -	ued capital of th No. of Votes Against (5) 94,691 -	<u>e Company.</u> NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791 -) % of votes against on Votes Polled (7)=(5)/(2)*100 10.4209 - 10.4209
Includes 25 voi . Special Resol Vhether promo Category Public- Institutions	Lution: Approval of t oter/ promoter group Mode of Voting E-voting Poll Total	he grant of Options/ are interested in the No. of shares held (1)	Restricted Stock Unit Agenda/resolution No of Votes Polled (2) 9,08,665 - 9,08,665	to the employee exce % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 85.6038 - 85.6038	No. of Votes in Favour (4) 8,13,974 - 8,13,974	ued capital of th No. of Votes Against (5) 94,691 - 94,691	e Company. NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791 - 89.5791) % of votes against on Votes Polled (7)=(5)/(2)*100 10.4209 - 10.4209
Includes 25 voi . Special Resol Vhether promo Category Public- Institutions Public-Non	Iution: Approval of t oter/ promoter group Mode of Voting E-voting Poll Total E-voting	he grant of Options/ are interested in the No. of shares held (1) 10,61,477	Restricted Stock Unit Agenda/resolution No of Votes Polled (2) 9,08,665 - 9,08,665	to the employee exce % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 85.6038 - 85.6038	No. of Votes in Favour (4) 8,13,974 - 8,13,974	ued capital of th No. of Votes Against (5) 94,691 - 94,691	e Company. NC % of votes in favour on Votes Polled (6)=(4)/(2)*100 89.5791 - 89.5791) % of votes against on Votes Polled (7)=(5)/(2)*100

Annexure-II



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: <u>dpv@dpvassociates.com</u> / <u>devesh@dpvassociates.com</u>

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 ("LIIPL").
- 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 LIIPL on its designated website i.e. <u>https://instavote.linkintime.co.in/.</u>
- 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

Begoyal

Parveen Kumar

- 6. Thereafter, the particulars of remote e-voting report generated from electronic registry of LIIPL 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 LIIPL.
- 10. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

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

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

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	Nun	nber of Votes rec	eived	Percentage			
	e-votes Postal Ballot Total						
Assent	37,891,138		37,891,138	99.6712			
Dissent	124,967		124,967	0.3287			
Abstain	25	NA	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. <u>Approval of R Systems International Limited Management Incentive Plan 2023 for</u> <u>grant of Options/ Restricted Stock Units to the eligible employees of Group</u> <u>Companies (including Subsidiaries and Associate Companies) of the Company:</u>

(A) Special Resolution							
Particulars	Nur	nber of Votes rece	ived	Percentage			
	e-votes	Postal Ballot	Total				
Assent	99,324,113		99,324,113	99.8743			
Dissent	124,997	NIA	124,997	0.1257			
Abstain	25	NA	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	Nun	nber of Votes rec	eived	Percentage				
	e-votes Postal Ballot Total							
Assent	37,891,108		37,891,108	99.6711				
Dissent	124,997	NTA	124,997	0.3288				
Abstain								
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. <u>Approval of the grant of Options/ Restricted Stock Unit to the employee exceeding</u> <u>1% of the issued capital of the Company:</u>

	(A) Special Resolution							
Particulars	Nur	eived	Percentage					
	e-votes	Postal Ballot	Total					
Assent	99,324,088		99,324,088	99.8743				
Dissent	125,022	NIA	125,022	0.1257				
Abstain								
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	culars Number of Votes received Percentage				
	e-votes				
Assent	37,891,083		37,891,083	99.6711	
Dissent	125,022	NA	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. <u>Proposed remuneration of Mr. Nitesh Bansal, Managing Director & Chief Executive</u> <u>Officer of the Company:</u>

(A) Special Resolution					
Particulars	Nur	Percentage			
	e-votes				
Assent	99,324,243		99,324,243	99.8744	
Dissent	124,867		124,867	0.1256	
Abstain	25	NA	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 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 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.

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.

Annexure-D

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********