REF: SECT/11/2026/10

DATE: NOVEMBER 12, 2026

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

Symbol: RSYSTEMS

To
The General Manager
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001

Scrip code: 532735

Dear Sir/ Madam,

SUB: CORPORATE DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015- POSTAL BALLOT NOTICE

In furtherance to our letter reference no. SECT/11/2026/01 dated November 03, 2026 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), we enclose herewith copy of Postal Ballot Notice dated November 12, 2026 along with the explanatory statement ("**Postal Ballot Notice**") seeking approval of Members of R Systems International Limited (the "**Company**") for payment of remuneration of Mr. Nitesh Bansal (DIN: 10170738) as Managing Director & Chief Executive Officer of the Company.

Pursuant to Sections 108 and 110 of the Companies Act, 2013 (the "**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Act and applicable Rules framed thereunder, SEBI Listing Regulations, the postal ballot notice is being sent only through electronic mode on November 12, 2026 to all the members of the Company whose names appear in the Register of Members/ list of Beneficial Owner on Friday, November 6, 2026 ("**cut-off date**").

The Company has engaged the services of MUFG Intime India Private Limited ("**MIIPL**") to provide Remote e-Voting facility to its members. The Remote e-voting will commence on **Friday, November 13, 2026**, at 09:00 A.M. (IST) and end on **Saturday, December 12, 2026**, at 05:00 P.M. (IST). The Remote e-Voting module shall be disabled by MIIPL thereafter.

The voting rights of the Members shall be in proportion to the equity shares held by them as on the cut-off date. Detailed instructions for Remote e-Voting are provided in the Postal Ballot Notice.

The results shall be declared on or before Tuesday, December 15, 2026 and shall be communicated to the Stock Exchanges.

The Postal Ballot Notice is also available on the website of the Company at https://www.rsystems.com/investors-info/postal-ballot/ and on the website of MIIPL at https://instavote.linkintime.co.in.

This is for your information and record.

Thank you

Yours faithfully,

For **R Systems International Limited**

Gurprit Singh
Digitally signed by Gurprit Singh
Date: 2026.11.12 19:44:41 +05'30'

Gurprit Singh
Company Secretary & Compliance Officer

R SYSTEMS INTERNATIONAL LIMITED

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

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

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

R SYSTEMS INTERNATIONAL LIMITED
Corporate Identification No. L74899DL1993PLC053579
Registered Office: GF-1-A, 6, Devika Tower, Nehru Place, New Delhi 110019
Corporate Office: 3rd Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt. Ltd., Plot No. 21, Sector TechZone-IV, Greater Noida West, Gautam Buddha Nagar, Uttar Pradesh - 201306, India; Telephone: 0120 - 430 3500
Website: www.rsystems.com; Email: rsystems.india@rsystems.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of R Systems International Limited ("**Company**"/ "**R Systems**") by means of Postal Ballot, only by way of remote e-Voting process ("**e-Voting**"), pursuant to Section 108 and 110 of the Companies Act, 2013 (the "**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Act and the Rules, as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 09/2024 dated September 19, 2024 including the latest General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars issued by the Ministry of Corporate Affairs (collectively the **"MCA Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("**SS-2**") and other applicable laws, rules and regulations (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter).

The explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof along with instructions related to e-voting process, is also appended hereinafter.

The remote e-Voting period will commence from 09:00 A.M. (IST) on Friday, November 13, 2026, and end at 05:00 P.M. (IST) on Saturday, December 12, 2026. The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the remote e-Voting.

The said results along with the Scrutinizer's Report will be uploaded on the Company's website https://www.rsystems.com/investors-info/postal-ballot/ and on the website of MUFG Intime India Private Limited ("**MIIPL**") https://instavote.linkintime.co.in/. The results shall also be immediately forwarded to the stock exchanges where the equity shares of the Company are listed.

SPECIAL BUSINESS

Item No. 1

Approval for payment of remuneration of Mr. Nitesh Bansal (DIN: 10170738) as Managing Director & Chief Executive Officer of the Company.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (the "**Act**") and the rules made thereunder, read with Schedule V of the Act, and applicable provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any modification or re-enactment thereof for the time being in force) applicable provisions of Articles of Association of the Company and as per the approval of the members dated June 21, 2023 and November 15, 2023, recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby granted for the payment of remuneration to Mr. Nitesh Bansal (DIN: 10170738) as Managing Director & Chief Executive Officer (MD & CEO) of the Company ("**Executive**") for a period commencing from January 01, 2027 to May 29, 2028 in accordance with the provisions of the Act, applicable R Systems' policies and on the terms and conditions as detailed under the Explanatory Statement forming part of this Postal Ballot Notice.

RESOLVED FURTHER THAT subject to the terms and conditions of appointment and remuneration thereof, entered into with Mr. Nitesh Bansal, the material terms whereof are set out in the explanatory statement annexed to the Postal Ballot Notice, the Board (including the Committee thereof) be and is hereby authorized to alter and modify the terms and conditions of appointment and/ or remuneration, provided the same does not exceed the limits specified under Section 197, read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any director or any other principal officer of the Company on such conditions as the Board may prescribe.**"**

By Order of the Board

For R Systems International Limited

Place : Greater NOIDA
Date : November 12, 2026

Gurprit Singh
Company Secretary & Compliance Officer

Notes:

1. Explanatory Statement and reasons for the proposed resolution stated herein above, pursuant to Section 102 read with Section 110 of the Act and rules made thereunder are annexed hereto.

2. Pursuant to the MCA Circulars, the Company is sending Postal Ballot Notice only in electronic form to those Members whose e-mail addresses are registered with MIIPL/ Depository Participants ("DPs").

3. The Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners, as received from National Securities Depositories Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") on Friday, November 6, 2026.

4. In compliance with the provisions of Section 108 and Section 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.

5. The remote e-voting shall commence on Friday, November 13, 2026, at 09:00 A.M. (IST) and shall end on Saturday, December 12, 2026, at 05:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form on Friday, November 6, 2026, ("**Cut-Off Date**"), may cast their vote electronically. The remote e-voting module shall be disabled by MIIPL for voting thereafter.

6. This Notice has been placed on the Company's website at https://www.rsystems.com/investors-info/postal-ballot/ and MIIPL e-voting website: https://instavote.linkintime.co.in/ and will also be available on the websites of stock exchanges i.e., www.bseindia.com and www.nseindia.com.

7. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the said Cut-Off Date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will be entitled to cast their votes by remote e-voting.

8. The Company has appointed Mr. Devesh Kumar Vasisht, Managing Partner of DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021HR009500) as scrutinizer ("**Scrutinizer**") for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson, or any other person authorised by him, after scrutiny of the votes cast, on the result of the remote e-voting, on or before, Tuesday, December 15, 2026. The Scrutinizer's decision on the validity of votes cast will be final.

9. The Company has engaged MIIPL, for the purpose of providing remote e-voting facility for its members.

10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.rsystems.com/investors-info/postal-ballot/ and on the website of MIIPL i.e. https://instavote.linkintime.co.in/ immediately after the results are declared, and the same shall be communicated to the stock exchanges, where the equity shares of the Company are listed. The result of the Postal Ballot will also be displayed at the registered office as well as the corporate office of the Company.

11. The Resolution, if passed by the requisite majority through postal ballot/ remote e-Voting, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, December 12, 2026.

12. Members who have not registered/updated their email address are requested to register/update the same (i) in case of shares held in demat mode, as per the process advised by concerned DPs; and (ii) in case of shares held in physical mode by providing the requisite documents at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html.

13. **Instructions for Remote e-Voting for shareholders are as under:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (as amended/ updated from time to time), Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

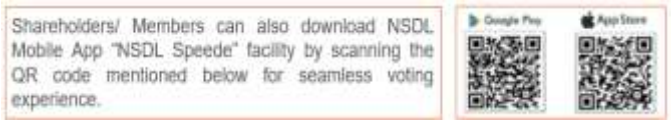
METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).



METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant ("DPs")

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:



I. User ID: Enter User ID
II. Password: Enter existing Password
III. Enter Image Verification (CAPTCHA) Code
IV. Click "Submit".
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:



1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
   - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at dpv@dpvassociates.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at rsystems.india@rsystems.com.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:
   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2) 'Investor's Name - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.
   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

   NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

   Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at dpv@dpvassociates.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at rsystems.india@rsystems.com.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in



- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

14. Resolution passed by the members through postal ballot/ remote e-Voting shall be deemed to be passed as if it is passed at a general meeting of members.

15. All documents referred to in this Notice (if any) will also be available electronically for inspection without any fee by the members from the date of circulation of the Postal Ballot Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to rsystems.india@rsystems.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE POSTAL BALLOT NOTICE

Item No. 1

The members of R Systems International Limited (the "**Company**"), at the 29th Annual General Meeting held on June 21, 2023, had approved the appointment of, and payment of remuneration to, Mr. Nitesh Bansal, Managing Director and Chief Executive Officer of the Company ("**Executive**"), for a period of five years with effect from May 30, 2023.

Further, the members of the Company by way of Special resolution dated November 15, 2023 had approved the remuneration of the Executive for a period of 3 (three) years w.e.f. January 1, 2024 to entitle him to 2,841,546 (two million eight hundred forty one thousand five hundred forty six) restricted stock units ("**RSUs**") under the R Systems International Limited Management Incentive Plan, 2023 ("**Plan**") which upon vesting/ exercise of those RSUs would allow him maximum of 2,841,546 (two million eight hundred forty one thousand five hundred forty six) equity shares of face value of Re. 1/- (Rupee One only).

Considering that the approval for payment of remuneration was sought for a period up to December 31, 2026, it is proposed to obtain the approval of the members of the Company for payment of remuneration to Mr. Nitesh Bansal for the remaining period of his current tenure, commencing from January 1, 2027, and ending on May 29, 2028.

Mr. Nitesh Bansal is a seasoned professional in the digital and product engineering services industry. He serves as the Managing Director and Chief Executive Officer of the Company and is responsible for driving the Company's strategic initiatives and overseeing its overall operations. He brings with him more than 28 years of experience in digital and product engineering services across diverse industry verticals and geographies. His experience in leading and scaling global technology businesses positions him well to lead the Company's next phase of growth.

Mr. Bansal is a Chartered Accountant by qualification and an engineer by profession, and has also pursued executive and leadership programmes at INSEAD and Stanford Graduate School of Business. Prior to joining the Company, he spent over 23 years with Infosys, where he held several senior leadership positions across India, Europe and the Americas. He last served as Senior Vice President and Global Head of Engineering Services, where he led a business portfolio with annual revenues exceeding USD 1 billion and a global workforce of over 12,000 professionals. He has also served on several reputed councils and advisory boards, including the World Economic Forum's Global Futures Council for Advanced Manufacturing, the Industry Advisory Board of the Tauber Institute, Ross School of Business, University of Michigan, and has represented India at various bilateral forums as part of delegations accompanying the Hon'ble President of India.

During the tenure of Nitesh's leadership, the R Systems Group has demonstrated sustained growth and profitability over the past three financial years. Consolidated revenue from operations increased from INR 16,845.18 million in 2023 to INR 19,582.06 million in 2025, representing a compound annual growth rate ("CAGR") of approximately 7.8%. During 2025, revenue grew by approximately 12.4% compared with the previous financial year.

The Consolidated profit before depreciation and tax increased from INR 2,549.30 million in 2023 to INR 3,215.69 million in 2025, representing a CAGR of approximately 12.3%. During 2025, profit before depreciation and tax increased by approximately 25.2% over the previous financial year. Profit after tax increased from INR 1,401.06 million in 2023 to INR 1,861.96 million in 2025, representing a CAGR of approximately 15.3%. During 2025, profit after tax increased by approximately 41.9% over the previous financial year.

The sustained improvement in revenue and profitability reflects the Group's continued focus on its business strategy, operational excellence and disciplined execution under the leadership of the Managing Director and Chief Executive Officer. The Group believes that his continued leadership, industry experience and strategic direction will support further improvement in operational efficiency, business growth, stakeholder value creation and long-term profitability.

In view of the Executive's qualifications, experience, responsibilities, performance and contribution as well as the scale and complexity of the Company's operations, the Nomination, Remuneration and Compensation Committee ("**NRCC**"), at its meeting held on November 3, 2026, considered the proposed remuneration payable to the Executive for the remaining period of his current tenure, including the remuneration last drawn, prevailing market benchmarks and other relevant factors, and recommended the same to the Board of Directors of the Company. Based on the recommendation of the NRCC, the Board of Directors of the Company, at its meeting held on November 3, 2026, approved, subject to the approval of the members of the Company, the payment of remuneration to the Executive as Managing Director and Chief Executive Officer of the Company for the remaining period of his current tenure, i.e., from January 1, 2027, to May 29, 2028.

The terms and conditions of payment of remuneration to Executive are as follows:

Fixed Pay	The Executive will be entitled to receive fixed gross annual remuneration of USD 530,000 (US Dollars Five Hundred Thirty Thousand only), subject to applicable taxes.
Variable pay	The Executive will be eligible for discretionary annual variable pay of 0% to 200% of the target variable pay. The target variable pay, at 100% achievement, is USD 600,000 p.a. (US Dollars Six Hundred Thousand only). It is linked to pre-determined performance criteria comprising a combination of individual Company performance, including financial parameters (such as revenue growth, profitability) and non-financial parameters (such as strategic milestones and operational efficiency targets), as determined by the Board on the recommendation of the NRCC. The variable pay for any financial year shall not exceed the lower of (a) 200% of the target variable pay for that year; and (b) the amount which, together with the other remuneration components, does not exceed 5% of the Company's net profits computed under Section 198 of the Act.

	The variable pay is payable within 120 (one hundred twenty) days from the end of the financial year.
Employee stock options plans/ Restricted Stock Units	The Executive was granted 2,841,546 (Two Million Eight Hundred Forty One Thousand Five Hundred Forty-Six) RSUs under R Systems International Limited Management Incentive Plan 2023 in accordance with shareholder's approval dated 15 November 2023.
Review	The Executive's compensation will be reviewed periodically by the Company, per the Company's policy, to determine any increments as may be considered necessary. Such increments will be at the sole discretion of the Board, on the recommendation of the NRCC. No increment or other variation shall cause the aggregate remuneration paid or payable to the Executive for any financial year to exceed 5% (five per cent) of the net profits of the Company for that financial year computed under Section 198 of the Act and approved by the shareholders under this resolution.
Benefits/ Perquisites	In addition to the Fixed Pay, Variable Pay, and RSUs, the Executive will be eligible for benefits/ perquisites as in effect from time to time, in accordance with the internal policies and plans of the Company and applicable laws including employer contributions.
Expenses	Reimbursement of business expenditures incurred in the course of employment will be in accordance with the Company's policies on expenses.
Others	All other terms and conditions related to his appointment shall be the same, as approved by the resolution passed by the shareholders of the Company dated June 21, 2023, and November 15, 2023, subject to periodic review. Details of which can be accessed at https://www.rsystems.com/investors-info/

The necessary information/ disclosure in compliance with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to fixation of remuneration of Mr. Nitesh Bansal, as Managing Director and Chief Executive Officer of the Company has been provided as **Annexure A** forming part of this Postal Ballot Notice.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Nitesh Bansal and his relatives to the extent of their shareholding, if any, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 1 for approval by the Members.

By Order of the Board
For R Systems International Limited

Place : Greater NOIDA
Date : November 12, 2026

Gurprit Singh
Company Secretary & Compliance Officer

Annexure A
Details pursuant to Secretarial Standard-2 issued by The Institute of Company Secretaries of India

Name of Director & DIN	Mr. Nitesh Bansal, (DIN: 10170738)
DOB & Age	DOB: March 08, 1976; Age: 50 Years
Qualifications	Mr. Bansal is a Chartered Accountant and has also pursued executive and leadership programmes at INSEAD and Stanford Graduate School of Business.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Nitesh Bansal is a seasoned professional in the digital and product engineering services industry. He serves as the Managing Director and Chief Executive Officer of the Company and is responsible for driving the Company's strategic initiatives and overseeing its overall operations. He brings with him more than 28 years of experience in digital and product engineering services across diverse industry verticals and geographies. His experience in leading and scaling global technology businesses positions him well to lead the Company's next phase of growth. Prior to joining the Company, he spent over 23 years with Infosys, where he held several senior leadership positions across India, Europe and the Americas. He last served as Senior Vice President and Global Head of Engineering Services, where he led a business portfolio with annual revenues exceeding USD 1 billion and a global workforce of over 12,000 professionals. He has also served on several reputed councils and advisory boards, including the World Economic Forum's Global Futures Council for Advanced Manufacturing, the Industry Advisory Board of the Tauber Institute, Ross School of Business, University of Michigan, and has represented India at various bilateral forums as part of delegations accompanying the Hon'ble President of India.
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice, read with statement pursuant to Section 102 of the Act.

Remuneration last drawn (including sitting fees, if any)	The Executive is drawing up a fixed gross annual remuneration of USD 530,000 (US Dollars Five Hundred Thirty Thousand only) and during the last financial year 2025, he has drawn total remuneration including annual variable payout of USD 1,010,619 i.e., INR 88,475,965/- (USD One Million Ten Thousand Six Hundred Nineteen only, equivalent to INR Eight Crore Eighty-Four Lakh Seventy-Five Thousand Nine Hundred Sixty-Five only).
Remuneration proposed to be paid	As per the resolution set out at Item No. 1 of this Postal Ballot Notice, read with statement pursuant to Section 102 of the Act.
Date of first appointment on the Board	May 30, 2023
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended	8 out of 8 Board Meeting held during the financial year and till the date of this Postal Ballot Notice.
Directorships of other Boards of Indian Companies as on date of Postal Ballot Notice	Novigo Solutions Private Limited
Membership / Chairmanship of Committees of other Boards of other entities as on date of Postal Ballot Notice	He holds the chairmanship/ membership in following Committees of the board of Novigo Solutions Private Limited: 1. Corporate Social Responsibility Committee (Chairman) 2. Nomination & Remuneration Committee (Member)
Listed entities from which the Director has resigned in the past three years	Nil