



**R SYSTEMS INTERNATIONAL LIMITED**

**Corporate Identity Number:** L74899DL1993PLC053579

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

**Corporate Office:** 3<sup>rd</sup> 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

[rsystems.com](http://rsystems.com)

**Phone:** +91-120-4303500 | **Email:** rsil@rsystems.com

REF: SECT/05/2026/02

DATE: MAY 1, 2026

To, The Managing Director <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051  NSE Symbol - <b>RSYSTEMS</b>	To, The General Manager <b>BSE Limited</b> Department of Corporate Services, PJ Tower Dalal Street Mumbai - 400 001  BSE Scrip Code – <b>532735 and 977286</b>
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**SUB: INTIMATION UNDER REGULATION 30 AND 51 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”)**

**RE: Sanction of Composite Scheme of Amalgamation of Velotio Technologies Private Limited (“Transferor Company 1”) and Scaleworx Technologies Private Limited (“Transferor Company 2”) with R Systems International Limited (Transferee Company/ “Company”) (“Scheme”)**

This is in continuation of our earlier intimation dated April 16, 2026 and pursuant to Regulation 30 and Regulation 51 of the SEBI Listing Regulations.

We wish to inform you that the Board of Directors of the Company, *vide* resolution passed through circulation on May 01, 2026, has taken on record the order dated April 16, 2026, passed by the Hon’ble National Company Law Tribunal, New Delhi Bench, sanctioning the Scheme (“**Order**”).

Further, the certified copy of the Order was filed by Transferor Company 1, Transferor Company 2 and the Company with the Registrar of Companies, Delhi-I on May 1, 2026. Accordingly, in terms of the Scheme, the Scheme has become effective from May 1, 2026 (“**Effective Date**”) (appointed date being April 1, 2024).

In view of the aforesaid, and in accordance with the provisions of the Scheme, *inter alia*, the following consequences have arisen:

**1. Effectiveness of Scheme and Dissolution of Transferor Companies**

Upon fulfilment of all conditions specified under Clause 22 of the Scheme, the Scheme has become effective from May 1, 2026. Consequently, Transferor Company 1 and Transferor Company 2 stand dissolved without being wound up, in accordance with the terms of the Scheme.



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### 2. Alteration of Memorandum of Association

Pursuant to the effectiveness of the Scheme, the authorised share capital of the Company stands increased and reclassified. Accordingly, Clause V of the Memorandum of Association of the Company stands altered and substituted as under:

#### MEMORANDUM OF ASSOCIATION

“V. The Authorised Share Capital of the Company is INR 20,70,00,000 (Rupees Twenty Crore and Seventy Lakh only) divided into:

- (a) 20,18,00,000 (Twenty Crore Eighteen Lakh only) equity shares of INR 1/- (Rupee One) each; and
- (b) 52,00,000 (Fifty Two lakh) Preference Shares of INR 1/- (Rupee one) each”

### 3. Amendment and Restatement of Articles of Association

In terms of Clause 26 of the Scheme, the Articles of Association of the Company stand amended and restated, *inter alia*, to incorporate the terms and conditions governing the optionally convertible redeemable preference shares (“OCRPS”) to be issued by the Company pursuant to the Scheme.

The amended Memorandum of Association and restated Articles of Association are available on the Company’s website at:

<https://www.rsystems.com/investors-info/corporate-governance/disclosures-under-regulation-46-of-sebi/>

Further, the Board of Directors of the Company, at its meeting scheduled to be held on May 6, 2026, shall consider the allotment of OCRPS in accordance with the Scheme.

The OCRPS, if allotted, shall be issued and allotted to the existing shareholders of Amalgamating Company 1, as per the entitlement under the Scheme, whose names appear as beneficial owners in the records of the depositories as on April 17, 2026, being the record date determined in accordance with the Scheme.

You are requested to take the above information on record.

Thanking you.

Yours faithfully,

**For R Systems International Limited**

Bhasker Dubey  
**(Company Secretary & Compliance Officer)**