



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number: L74899DL1993PLC053579

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

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

rsystems.com

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

REF: SECT/07/2025/27

AUGUST 04, 2025

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

The General Manager
BSE Limited
Department of Corporate Services,
P.J. Towers, Dalal Street
Mumbai - 400 001
BSE Scrip Code – 532735

Dear Sir,

SUB: SUBMISSION OF SCRUTINIZER'S REPORT AND THE VOTING RESULTS OF THE MEETING OF EQUITY SHAREHOLDERS AND UNSECURED CREDITORS OF R SYSTEMS INTERNATIONAL LIMITED ("THE COMPANY") HELD PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH ON JULY 31, 2025

This is with reference to the captioned subject matter and in continuation to our intimations dated July 31, 2025, wherein R Systems International Limited (“the Company”) submitted the summary of proceedings of the meetings of its equity shareholders and unsecured creditors, held on July 31, 2025 at 10:00 A.M. (IST) and 12:00 Noon, respectively, in accordance with the orders dated May 22, 2025 and June 10, 2025 issued by the Hon’ble National Company Law Tribunal, New Delhi Bench.

We wish to inform that the equity shareholders and unsecured creditors of the Company have duly approved, with the requisite majority, the composite scheme of amalgamation of Velotio Technologies Private Limited (“Amalgamating Company No. 1”) and Scaleworx Technologies Private Limited (“Amalgamating Company No. 2”) with the Company.

In this regard, please find enclosed the following:

1. Voting results of the e-voting (remote e-voting and voting during the meeting) as required under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by Securities and Exchange Board of India in the prescribed format – Refer Annexure A (Colly).
2. The Scrutinizer's Report dated August 04, 2025 for the meeting of the Equity Shareholders- Refer Annexure B.
3. The Scrutinizer's Report dated August 04, 2025 for the meeting of the Unsecured Creditors- Refer Annexure C.



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The voting results along with the Scrutinizer's Report for the meetings of the equity shareholders and unsecured creditors of the Company are being made available on the Company's website at www.rsystems.com and the website of the MUFG Intime India Private Limited at <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 results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Total number of shareholders on Cut-off date i.e. June 24, 2025	40,374
No. of shareholders present in the meeting either in person or through Proxy:	NA
Promoters and Promoter Group	
Public	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoters Group:	1
Public:	152

Resolution Required :Special			To consider, and if thought fit, to approve the Composite Scheme of Amalgamation of Velotio Technologies Private Limited ("Amalgamating Company 1") and Scaleworx Technologies Private Limited ("Amalgamating Company 2") with R Systems International Limited ("Amalgamated 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
Promoter and Promoter Group	E-Voting	61,433,005	61,433,005	100.0000	61,433,005	-	100.00000	0.00000
	Poll		-	0.0000	-	-	0.00000	0.00000
	Total		61,433,005	100.0000	61,433,005	-	100.00000	0.00000
Public Institutions	E-Voting	14,775,630	11,891,807	80.4826	11,891,807	-	100.00000	0.00000
	Poll		-	0.0000	-	-	0.00000	0.00000
	Total		11,891,807	80.4826	11,891,807	-	100.00000	0.00000
Public Non Institutions	E-Voting	42,171,654	24,567,635	58.2563	24,566,335	1,300	99.99471	0.00529
	Poll		-	0.0000	-	-	0.00000	0.00000
	Total		24,567,635	58.2563	24,566,335	1,300	99.99471	0.00529
Total		118,380,289	97,892,447	82.6932	97,891,147	1,300	99.99867	0.00133

Note: 1 Shareholder holding 10 equity shares abstained from voting.

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

R SYSTEMS INTERNATIONAL LIMITED								
Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by Securities and Exchange Board of India								
Total number of shareholders on Cut-off date i.e. June 24, 2025								40,374
No. of shareholders present in the meeting either in person or through Proxy:								NA
Promoters and Promoter Group								
Public								
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoters Group:								1
Public:								152
Resolution Required :Special			To consider, and if thought fit, to approve the Composite Scheme of Amalgamation of Velotio Technologies Private Limited ("Amalgamating Company 1") and Scaleworx Technologies Private Limited ("Amalgamating Company 2") with R Systems International Limited ("Amalgamated 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	14,775,630	11,891,807	80.4826	11,891,807	-	100.00000	0.00000
	Poll		-	0.0000	-	-	0.00000	0.00000
	Total		11,891,807	80.4826	11,891,807	-	100.00000	0.00000
Public Non Institutions	E-Voting	42,171,654	24,567,635	58.2563	24,566,335	1,300	99.99471	0.00529
	Poll		-	0.0000	-	-	0.00000	0.00000
	Total		24,567,635	58.2563	24,566,335	1,300	99.99471	0.00529
Total		56,947,284	36,459,442	64.0231	36,458,142	1,300	99.99643	0.00357

Note: 1 Shareholder holding 10 equity shares abstained from voting.

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

ANKIT MONGA

ADVOCATE

SCRUTINIZER'S REPORT

Pursuant to directions issued by the National Company Law Tribunal, New Delhi Bench vide order dated May 22, 2025, read with June 10, 2025, in CA (CAA) No. 34/ND/2025.

To,

Mr. Sumit Kumar Shukla

Chairperson of the meeting of Equity Shareholders of R Systems International Limited

Sub: Scrutinizer's consolidated report on the results of voting through remote e-voting facility made available prior to as well as e-voting facility during the virtual meeting of the Equity Shareholders of R Systems International Limited held on Thursday, July 31, 2025, at 10:00 A.M. (IST) through video conferencing/other audio visual means, in pursuance of directions issued by the Hon'ble National Company Law Tribunal, New Delhi Bench vide order dated May 22, 2025, read with June 10, 2025.

Respected Sir,

I, Ankit Monga, Advocate, appointed by the Hon'ble National Company Law Tribunal, New Delhi Bench ("Tribunal") vide its order dated May 22, 2025, read with June 10, 2025, ("Orders") to act as the Scrutinizer, inter alia, for the meeting of the Equity Shareholders of R Systems International Limited held on Thursday, July 31, 2025, at 10.00 A.M. (IST) through video conferencing/other audio visual means ("Video Conferencing") ("Meeting"), to consider and, if thought fit, approve, the composite scheme of amalgamation amongst R Systems International Limited ("Amalgamated Company") with Velotio Technologies Private Limited ("Amalgamating Company No. 1") and Scaleworx Technologies Private Limited ("Amalgamating Company No. 2") ("Scheme") under Sections 230-232, and other applicable provisions of the Companies Act, 2013 ("Act"), submit my report as under:

1. That as directed by the Hon'ble Tribunal, the Meeting was duly convened and held on Thursday, July 31, 2025, at 10.00 A.M. (IST) through Video Conferencing. Mr. Sumit Kumar Shukla, Advocate, chaired the Meeting, Mr. Sangeeth Mohan K, Advocate, as the Alternate Chairperson; and the undersigned being the Scrutinizer of the Meeting, attended the Meeting through Video Conferencing. Legal Counsels of the Amalgamated

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Company, Ms. Shikha Tandon, Mr. Zaid Drabu, Ms. Sejal Sethi, and Mr. Adhiraj Singh Chauhan, Advocates and the representatives of the Amalgamated Company were also present in the Meeting through Video Conferencing.

2. That pursuant to the Orders, Section 230(4) of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Compromise Rules**") and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Amalgamated Company had provided the facility of remote e-voting prior to as well as e-voting facility during the virtual Meeting to the Equity Shareholders who have not cast their vote via remote e-voting, for them to be able to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means by using the electronic voting system provided by MUFG Intime India Private Limited ("**MUFG Intime**").
3. The compliance with the Orders in relation to voting through remote e-voting facility prior to the Meeting and during the Meeting (collectively referred to as "**Voting**") on the resolution, as mentioned in notice dated June 18, 2025, is the responsibility of the management of the Amalgamated Company. My responsibility as a Scrutinizer was to ensure that the processes of Voting was undertaken in a fair and transparent manner and to submit the Scrutinizer's consolidated report on the Voting to the Chairperson of the Meeting on the resolution, based on report generated on the e-voting system provided by MUFG Intime.
4. As confirmed by the Amalgamated Company, the notice dated June 18, 2025, in relation to the Meeting, together with the documents accompanying the same, including the explanatory statement under Sections 230(3) and 102 of the Act read with Rule 6(3) of the Compromise Rules, and the Scheme (collectively, the "**Notice**"), were duly sent on June 27, 2025, to the Equity Shareholders (40,374 in number) whose names appeared on the register of members/ beneficial owners as on the cut-off date, i.e., June 24, 2025 ("**Cut-Off Date**"), by way of (i) email to the equity shareholders whose email addresses were registered in the records of depository participants and (ii) speed post to the equity shareholders whose email addresses were not registered.
5. Out of the total 40,374 (forty thousand three hundred and seventy-four) Equity Shareholders of the Amalgamated Company as on June 24, 2025, e-mail IDs of 36,929 (thirty-six thousand nine hundred and twenty-nine) shareholders were registered with the depository participant, while those of 3,445 (three thousand four hundred and forty-



five) Equity Shareholders were not registered with the depository participant.

6. That in support of Paragraphs 4 to 5 above, the Amalgamated Company has provided a copy of the Compliance Affidavit which has been filed with the Hon'ble Tribunal on July 15, 2025, in compliance of directions contained in the Orders. Hence, I find that the directions contained in the Orders have been duly complied with by the Amalgamated Company.
7. The Equity shareholders of the Company as of the Cut-Off Date were entitled to avail the facility of remote e-voting prior to the Meeting as well as e-voting at the Meeting on the resolutions as set out in the Notice.
8. MUFG Intime had provided the facility of remote e-voting prior to the Meeting in addition to the facility of attending the Meeting through Video Conferencing. MUFG Intime had also provided e-voting facility to the Equity Shareholders present at the Meeting through Video Conferencing and who had not cast their votes earlier through remote e-voting prior to the Meeting. Remote e-voting prior to the Meeting commenced on Tuesday, July 01, 2025, at 9:00 A.M. (IST) and ended on Wednesday, July 30, 2025, at 5:00 P.M. (IST). At the end of the remote e-voting period, the remote e-voting facility was blocked by MUFG Intime forthwith. Hence, the directions contained in Paragraph 19 of the Orders, have been complied with by the Amalgamated Company.
9. The quorum prescribed by the Tribunal was not less than 75% in value of the Equity Shareholders. The Chairperson ascertained the quorum and the requisite quorum not being present, as such, as per the Order, the Meeting was adjourned for thirty minutes. Thereafter, upon the lapse of thirty minutes, the Equity Shareholders present were held to constitute the requisite quorum as per the Order and the Act, the Meeting was called in order.
10. After the closure of e-voting at the Meeting, the report on the votes cast through remote e-voting facility prior to the Meeting and through e-voting during the Meeting were unblocked and downloaded from MUFG Intime portal in the presence of two witnesses who were not in the employment of the Amalgamated Company.


Parvindra Nautiyal


Mohammad Nausheen Samar




PARVINDER NAUTIYAL (Witness 1)

MOHAMMAD NAUSHEEN SAMAR (Witness 2)

11. Thereafter, the data of remote e-voting and e-voting at the Meeting was scrutinized and reconciled with the register of member of the Company as on the Cut-Off date as maintained by MUFG Intime.
12. As on cut-off date i.e., June 24, 2025, the fully paid-up share capital of the Company was Rs. 11,83,80,289/- (Rupees Eleven Crores Eighty-Three Lakhs Eighty Thousand Two Hundred and Eighty-Nine only) divided into 11,83,80,289 (Eleven Crores Eighty-Three Lakhs Eighty Thousand Two Hundred and Eighty-Nine) equity shares of Re. 1 (Rupee One only) each.
13. The resolution proposed in the Notice and placed before the Equity Shareholders for their approval is given below:

"RESOLVED THAT pursuant to Sections 230 and 232 of the Companies Act, 2013 (the '**Act**'), Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016 and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India ('**SEBI**') as amended from time to time, Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI and as amended from time to time ('**Scheme Master Circular**'), read with the observation letters dated February 28, 2025 issued by BSE Limited and National Stock Exchange of India Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company and subject to approval by the Hon'ble National Company Law Tribunal, New Delhi Bench ('**NCLT**') and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the NCLT or other appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed Composite Scheme of Amalgamation of Velotio Technologies Private Limited

(Amalgamating Company 1) and Scaleworx Technologies Private Limited (Amalgamating Company 2) with R Systems International Limited (Amalgamated Company)('Scheme'), be and is hereby approved."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/ directions as may be required and/or imposed and/ or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/ or SEBI and/ or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."

14. The consolidated result of the e-voting by the Equity Shareholders on the above resolution through remote e-voting prior to the Meeting and e-voting during the Meeting is given below:

A. Votes cast by Equity Shareholders of the Company as on Cut-Off Date:

Particulars	remote E-Voting		E-Voting during the virtual Meeting		Total		Percentage	
	No. of Equity Shareholders	No. of Votes Cast	No. of Equity Shareholders	No. of Votes Cast	No. of Equity Shareholders	No. of Votes Cast	No. of Equity Shareholders (%)	No. of Votes Cast (%)
a) Total votes	308	9,78,92,414	6	43	314	9,78,92,457	100.00000	100.00000
b) Less: Invalid votes	-	-	-	-	-	-	-	-
c) Net Valid votes cast	307*	9,78,92,404*	6	43	313	9,78,92,447	99.68153	99.99999
d) Votes with assent for the resolution	306	9,78,91,104	6	43	312	9,78,91,147	99.68051	99.99867
e) Votes with dissent for the resolution	1	1,300	0	0	1	1,300	0.31949	0.00133

* Excluding 1 (one) shareholder holding 10 (ten) shares who abstained from voting.

ANKIT MONGA
ADVOCATE

B. Votes cast by Public Equity Shareholders excluding Promoter & Promoter Group of the Amalgamated Company as on Cut-Off Date:

Particulars	Remote E-Voting		E-Voting during the virtual Meeting		Total		Percentage	
	No. of Equity Shareholders	No. of Votes Cast	No. of Equity Shareholders	No. of Votes Cast	No. of Equity Shareholders	No. of Votes Cast	No. of Equity Shareholders (%)	No. of Votes Cast (%)
a) Total votes	307	3,64,59,409	6	43	313	3,64,59,452	100.00000	100.00000
b) Less: Invalid votes	-	-	-	-	-	-	-	-
c) Net Valid votes cast	306*	3,64,59,399*	6	43	312	3,64,59,442	99.68051	99.99997
d) Votes with assent for the resolution	305	3,64,58,099	6	43	311	3,64,58,142	99.67949	99.99643
e) Votes with dissent for the resolution	1	1,300	-	-	1	1,300	0.32051	0.00357

* Excluding 1 (one) shareholder holding 10 (ten) shares who abstained from voting.

15. Therefore, the above resolution as set out in the Notice dated June 18, 2025, has been approved by the majority of persons representing more than three-fourth in value of the Equity Shareholders in terms of Section 230(6) of the Companies Act, 2013. Further, the Scheme has also been approved by majority of the public shareholders, as required by the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by Securities and Exchange Board of India ('SEBI').
16. The above results of e-voting have been compiled by MUFG Intime, which have been relied upon by the undersigned while reporting.
17. The records of the voting made on the Scheme (through e-voting system in the Meeting as well as through remote e-voting process before the Meeting) and all other relevant records have been handed over to your goodself for doing needful in the matter.

Thanking you

Yours Sincerely


Ankit Monga



Advocate

(D/3526/2018)

**Scrutinizer for the Meeting of Equity Shareholders
of R SYSTEMS INTERNATIONAL LIMITED, Amalgamated Company**

Dated: 04.08.2025

Place: Delhi

ANKIT MONGA

ADVOCATE

SCRUTINIZER'S REPORT

Pursuant to directions issued by the National Company Law Tribunal, New Delhi Bench vide order dated May 22, 2025, read with June 10, 2025, in CA (CAA) No. 34/ND/2025.

To,

Mr. Sumit Kumar Shukla

Chairperson of the meeting of Unsecured Creditors of R Systems International Limited

Sub: Scrutinizer's consolidated report on the results of voting through remote e-voting facility made available prior to as well as e-voting facility during the virtual meeting of the Unsecured Creditors of R Systems International Limited held on Thursday, July 31, 2025 at 12:00 P.M. (IST) through video conferencing/other audio visual means, in pursuance of directions issued by the Hon'ble National Company Law Tribunal, New Delhi Bench vide order dated May 22, 2025, read with June 10, 2025

Respected Sir,

I, Ankit Monga, Advocate, appointed by the Hon'ble National Company Law Tribunal, New Delhi Bench ("**Tribunal**") vide its order dated May 22, 2025, read with June 10, 2025, ("**Orders**") to act as the Scrutinizer, inter alia, for the meeting of the Unsecured Creditors of R Systems International Limited, i.e., the Amalgamated Company held on Thursday, July 31, 2025, at 12.00 P.M. (IST) through video conferencing/other audio visual means ("**Video Conferencing**") ("**Meeting**"), to consider and, if thought fit, approve, the composite scheme of amalgamation amongst R Systems International Limited ("**Amalgamated Company**") with Velotio Technologies Private Limited ("**Amalgamating Company No. 1**") and Scaleworx Technologies Private Limited ("**Amalgamating Company No. 2**") ("**Scheme**") under Sections 230-232, and other applicable provisions of the Companies Act, 2013 ("**Act**"), submit my report as under:

1. That as directed by the Hon'ble Tribunal, the Meeting was duly convened and held on Thursday, July 31, 2025, at 12.00 P.M. (IST) through Video Conferencing. Mr. Sumit Kumar Shukla, Advocate, chaired the Meeting, Mr. Sangeeth Mohan K, Advocate, as the Alternate Chairperson; and the undersigned being the Scrutinizer of the Meeting, attended the Meeting through Video Conferencing. Legal Counsels of the Amalgamated

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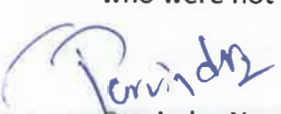
Company, Ms. Shikha Tandon, Mr. Zaid Drabu, Ms. Sejal Sethi, and Mr. Adhiraj Singh Chauhan, Advocates and the representatives of the Amalgamated Company were also present in the Meeting through Video Conferencing.


2. That pursuant to the Orders, Section 230(4) of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Compromise Rules**") and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Amalgamated Company had provided the facility of remote e-voting prior to as well as e-voting facility during the virtual Meeting to the Unsecured Creditors who have not cast their vote via remote e-voting, for them to be able to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by MUFG Intime India Private Limited ("**MUFG Intime**").
3. The compliance with the Orders in relation to voting through remote e-voting facility prior to the Meeting and during the Meeting (collectively referred to as "**Voting**") on the resolution, as mentioned in notice dated June 18, 2025, is the responsibility of the management of the Amalgamated Company. My responsibility as a Scrutinizer was to ensure that the processes of Voting was undertaken in a fair and transparent manner and to submit the Scrutinizer's consolidated report on the Voting to the Chairperson of the Meeting on the resolution, based on report generated on the e-voting system provided by MUFG Intime.
4. As confirmed by the Amalgamated Company, the notice dated June 18, 2025, in relation to the Meeting, together with the documents accompanying the same, including the explanatory statement under Sections 230(3) and 102 of the Act read with Rule 6(3) of the Compromise Rules, and the Scheme (collectively, the "**Notice**"), were duly sent on June 27, 2025, *via email*, to all 66 (Sixty-six) Unsecured Creditors of the Amalgamated Company as on March 12, 2025, who were entitled to vote.
5. Out of the total 66 (Sixty-six) Unsecured Creditors of the Amalgamated Company as on March 12, 2025, e-mail IDs of all 66 (Sixty-six) Unsecured Creditors were registered with the Amalgamated Company.
6. That in support of Paragraphs 4 to 5 above, the Amalgamated Company has provided a copy of the Compliance Affidavit which has been filed with the Hon'ble Tribunal on July 15, 2025, in compliance of directions contained in the Orders. Hence, I find that the



directions contained in the Orders have been duly complied with by the Amalgamated Company.

7. MUFG Intime had provided the facility of remote e-voting prior to the Meeting in addition to the facility of attending the Meeting through Video Conferencing. MUFG Intime had also provided e-voting facility to the Unsecured Creditors present at the Meeting through Video Conferencing and who had not cast their votes earlier through remote e-voting prior to the Meeting. Remote e-voting prior to the Meeting commenced on Tuesday, July 01, 2025, at 9:00 A.M. (IST) and ended on Wednesday, July 30, 2025, at 5:00 P.M. (IST). At the end of the Remote e-voting period, the remote e-voting facility was blocked by MUFG Intime forthwith. Hence, the directions contained in Paragraph 19 of the Orders, have been complied with by the Amalgamated Company.
8. The quorum prescribed by the Tribunal was not less than 75% in value of the Unsecured Creditors. The Chairperson ascertained the quorum and the requisite quorum not being present, as such, as per the Order, the meeting was adjourned for thirty minutes. Thereafter, upon the lapse of thirty minutes, the Unsecured Creditors present were held to constitute the quorum as per the Order and the meeting was called in order with the present Unsecured Creditors.
9. After the closure of e-voting at the Meeting, the report on the votes cast through Remote e-voting facility prior to the Meeting and through e-voting during the Meeting were unblocked and downloaded from MUFG Intime portal in the presence of two witnesses who were not in the employment of the Amalgamated Company:


Parvindra Nautiyal
(Witness 1)


Mohammad Nausheen Samar
(Witness 2)
10. Thereafter, the data of remote e-voting and e-voting at the Meeting was scrutinized and reconciled with the List of Unsecured Creditors of the Company as on March 12, 2025 as filed with the Hon'ble Tribunal.
11. As on March 12, 2025, the unsecured debt of the Amalgamated Company amounted to INR 309,818,995 (Indian Rupees Thirty Crores Ninety Eight Lakhs Eighteen Thousand Nine Hundred and Ninety Five).

12. The resolution proposed in the Notice and placed before the Unsecured Creditors for their approval is given below:

"RESOLVED THAT pursuant to Sections 230 and 232 of the Companies Act, 2013 (the 'Act'), Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016 and any other applicable provisions of the Act (including any statutory modification(s) or reenactment thereof, for the time being in force), the circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India ('SEBI') as amended from time to time, Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI and as amended from time to time ('**Scheme Master Circular**'), read with the observation letters dated February 28, 2025 issued by BSE Limited and National Stock Exchange of India Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company and subject to approval by the Hon'ble National Company Law Tribunal, New Delhi Bench ('**NCLT**') and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the NCLT or other appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed Composite Scheme of Amalgamation of Velotio Technologies Private Limited (Amalgamating Company 1) and Scaleworx Technologies Private Limited (Amalgamating Company 2) with R Systems International Limited (Amalgamated Company), ('**Scheme**'), be and is hereby approved."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or

difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme.”

13. The consolidated result of the e-voting by the Unsecured Creditors on the above resolution through remote e-voting prior to the Meeting and e-voting during the Meeting is given below (on the next page):



Particulars	Remote E-Voting		E-Voting during the virtual Meeting		Total		Percentage	
	No. of Unsecured Creditors	No. of Votes Cast	No. of Unsecured Creditors	No. of Votes Cast	No. of Unsecured Creditors	No. of Votes Cast	No. of Unsecured Creditors (%)	No. of Votes Cast (%)
a) Total votes	57	10,17,30,774	-	-	57	10,17,30,774	100.00	100.00
b) Less: Invalid votes	-	-	-	-	-	-	-	-
c) Net Valid votes cast	57	10,17,30,774	-	-	57	10,17,30,774	100.00	100.00
d) Votes with assent for the resolution	57	10,17,30,774	-	-	57	10,17,30,774	100.00	100.00
e) Votes with dissent for the resolution	-	-	-	-	-	-	-	-

14. Therefore, the above resolution as set out in the Notice dated June 18, 2025, has been approved by the majority of persons representing more than three-fourth in value of the Unsecured Creditors in terms of Section 230(6) of the Companies Act, 2013.
15. The above results of e-voting have been compiled by MUFG Intime, which have been relied upon by the undersigned while reporting.
16. The records of the voting made on the Scheme (through e-voting system in the Meeting as well as through remote e-voting process before the Meeting) and all other relevant records have been handed over to your goodself for doing needful in the matter.

ANKIT MONGA
Advocate

Thanking you

Yours Sincerely

Ankit Monga

Advocate

(D/3526/208)

Scrutinizer for the meeting of Unsecured Creditors
of R SYSTEMS INTERNATIONAL LIMITED, Amalgamated Company

Dated: 04.08.2025

Place: Delhi