



## 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/06/2025/05

DATE: JUNE 06, 2025

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,  
Maharashtra- 400001  
Scrip code: 532735

Dear Sir/ Madam,

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

We wish to inform you that pursuant to Sections 108 and 110 of the Companies Act, 2013 (“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, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the enclosed Postal Ballot Notice dated June 05, 2025 along with the explanatory statement is being sent electronically on June 06, 2025 to all the members of R Systems International Limited (“Company”) whose names appear in the Register of Members/ list of Beneficial Owner on Thursday, June 05, 2025, seeking their approval to make investment(s), give loan(s) or advance(s), guarantee(s) and provide security(ies) exceeding the prescribed limits under Section 186 of the Companies Act, 2013, by way of a Special Resolution (“Postal Ballot Notice”).

The Company has engaged the services of MUFG Intime India Private Limited (“MIPL”) to provide Remote e-Voting facility to its members. The Remote e-voting shall commence on Monday, June 09, 2025, at 09:00 A.M. (IST) and shall end on Tuesday, July 08, 2025, at 05:00 P.M. (IST). The Remote e-Voting module shall be disabled by MIPL thereafter.

The voting rights of the Members shall be in proportion to the shares held by them in the equity share capital of the Company as on the cut-off date i.e., Thursday, June 05, 2025. Detailed instructions for Remote e-Voting are provided in the Postal Ballot Notice.

The results shall be declared on or before Thursday, July 10, 2025 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 MIPL at <https://instavote.linkintime.co.in>.

This is for your information and record.

Thank you

Yours faithfully,

**For R Systems International Limited**

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



**R SYSTEMS INTERNATIONAL LIMITED**

**Corporate Identification No. L74899DL1993PLC053579**

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

**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**

**Telephone: 0120 - 430 3500**

**Website: [www.rsystems.com](http://www.rsystems.com); Email: [investors@rsystems.com](mailto:investors@rsystems.com)**

### **POSTAL BALLOT NOTICE**

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

**Dear Shareholder(s)/ Member(s),**

This Notice is hereby given to the Members of R Systems International Limited (“**Company**”/ “**R Systems**”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (“**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 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 LODR 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, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, and other applicable provisions of the Act for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolution appended below through postal ballot (“**Postal Ballot**”) by way of remote e-voting only.

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions, pertaining to the aforesaid resolution setting out the material facts and the reasons thereof along with instructions related to e-voting process, is also appended hereinafter. (“**Postal Ballot Notice**”)

In terms of the requirements specified in the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only to those Members whose e-mail addresses are registered with the Depository Participants and the Company’s RTA (*defined below*). Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot.

**The communication of the assent or dissent of the Members would only take place through the remote e-voting system.**

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Act, the MCA Circulars, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged MUFG Intime India Private Limited (formerly

known as Link Intime India Private Limited), its Registrar and Transfer Agent (“MIPL” or “RTA” or “Link InTime” or “MUFG InTime”), for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are mentioned in the Postal Ballot Notice.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

To make investments, give loans and advances, guarantees and provide securities beyond the prescribed limits under Section 186 of the Companies Act, 2013 and to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof constituted or to be constituted for this purpose), to:

- give any loan(s) or advance(s) to any person(s) or other body corporate(s);
- give any guarantee(s) or provide any security(ies) in connection with any loan(s) to any person(s) or other body corporate(s); and/or
- acquire by way of subscription, purchase, or otherwise the securities of any other body corporate(s),

from time to time, in one or more tranches, as may be deemed appropriate and in the best interest of the Company, for an aggregate amount not exceeding INR 2,000 Crores (Rupees Two Thousand Crores only), notwithstanding that the aggregate of the loans or guarantees or securities so far given or provided and the investments so far made or to be made by the Company, may collectively exceed the limits prescribed under Section 186(2) of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine the terms and conditions of each such investment, loan, guarantee or security and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including delegation of all or any of the powers herein conferred to any Director(s), officer(s) or any other authorized person(s) of the Company, as may be deemed appropriate in the interest of the Company.”

**By Order of the Board  
For R Systems International Limited**

**Place : Greater NOIDA  
Date : June 05, 2025**

**Bhasker Dubey  
Company Secretary & Compliance Officer**

## Notes:

1. Explanatory Statements and reasons for the proposed resolutions 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 MIPL/ Depository Participants.
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 Thursday, June 05, 2025.
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 LODR 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 Monday, June 09, 2025, at 09:00 A.M. (IST) and shall end on Tuesday, July 08, 2025, at 05:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form on Thursday, June 05, 2025 (“**Cut-Off Date**”), may cast their vote electronically. The remote e-voting module shall be disabled by MIPL for voting thereafter.
6. This Notice has been placed on the Company’s website at <https://www.rsystems.com/investors-info/postal-ballot/> and MIPL e-voting website: <https://instavote.linkintime.co.in/> and will also be available on the websites of stock exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 e-voting.
8. The Company has appointed Mr. Devesh Kumar Vasisht 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 her, after scrutiny of the votes cast, on the result of the e-voting on or before Thursday, July 10, 2025. The Scrutinizer’s decision on the validity of votes cast will be final.

9. The Company has engaged MIPL, for the purpose of providing remote e-voting facility to its members.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rsystems.com](http://www.rsystems.com) and on the website of MIPL 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.
11. The Resolution, if passed by the requisite majority through postal ballot/ e-Voting, will be deemed to have been passed on the last date specified for e-voting i.e. Tuesday, July 08, 2025.
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 Depository Participant's; and (ii) in case of shares held in physical mode, by accessing the link <https://web.in.mpms.mufg.com/KYC/index.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, 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 e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below.

#### **A. Individual Shareholders holding securities in demat mode with NSDL**

##### **i. METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

###### **Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. 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.

**OR**

###### **Shareholders who have not registered for NSDL 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) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, 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.

**ii. METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- 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 sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) 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.
- b) 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.

**B. Individual Shareholders holding securities in demat mode with CDSL**

**i. METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime/ Link InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime”/ “Link 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.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.

- e) Click on “MUFG InTime”/ “Link 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.

## **ii. METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 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) After successful authentication, click on “MUFG InTime”/ “Link 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.

## **C. Individual Shareholders holding securities in demat mode with Depository Participant**

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) After successful authentication, click on “MUFG InTime”/ “Link 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.

## **D. 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 for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

#### **I. User ID:**

- NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
- CDSL demat account – User ID is 16 Digit Beneficiary ID.

- Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

## II. 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).

## III. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

## IV. 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 'IV' above*

*\*\*Shareholders holding shares in **physical form** but have not recorded 'III' and 'IV', shall provide their Folio number in 'IV' above*

- 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).
- Enter Image Verification (CAPTCHA) Code
- Click “Submit” (You have now registered on InstaVote).

### **Shareholders who have registered for INSTAVOTE facility:**

c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- I. User ID: Enter your User ID
- II. Password: Enter your Password
- III. Enter Image Verification (CAPTCHA) Code
- IV. Click “Submit”

d) Cast your vote electronically:

- I. After successful login, you will be able to see the “Notification for e-voting”.
- II. Select ‘View’ icon.
- III. E-voting page will appear.
- IV. 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).
- V. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.  
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.

## **E. Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

### **i. 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](mailto: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)

### **ii. 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:
  - I. ‘Investor ID’ –
    - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, IN00000012345678
    - CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - II. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - III. ‘Investor PAN’ - Enter your 10-digit PAN.
- d) Power of Attorney - Attach Board resolution or Power of Attorney.

*\*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.*

- e) 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”.

### **iii. STEP 3 – Voting through remote e-voting**

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

#### **a) METHOD 1 - VOTES ENTRY**

- I. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- II. Click on “**Votes Entry**” tab under the Menu section.

- III. 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”).
- IV. Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- V. 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).
- VI. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.  
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.

**OR**

**b) METHOD 2 - VOTES UPLOAD**

- I. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- II. After successful login, you will be able to see the “Notification for e-voting”.
- III. Select “**View**” icon for “**Company’s Name / Event number**”.
- IV. E-voting page will appear.
- V. Download sample vote file from “**Download Sample Vote File**” tab.
- VI. Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- VII. 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).

**F. Helpdesk:**

- i. 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](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

- ii. **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.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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## G. Forgot Password:

### i. 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 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.
- Click “**forgot password?**”
- Enter User ID, select Mode 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, Bank Account Number (last four digits) 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.*

#### User ID:

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

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
- Click “**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.*

**ii. 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.

- ❖ 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 resolutions 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/ 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 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 [investors@rsystems.com](mailto:investors@rsystems.com).

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

**Item No. 1**

The provisions of Section 186(2) of the Companies Act, 2013 (“Act”) read with the applicable rules thereunder, permit a company to:

- give any loan or advance(s) to any person or other body corporate;
- give any guarantee or provide any security in connection with a loan to any person or other body corporate; and
- acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate,

subject to an overall limit of:

- sixty percent of its paid-up share capital, free reserves and securities premium account; or
- one hundred percent of its free reserves and securities premium account, whichever is higher.

Where such loans, guarantees, securities, or investments proposed to be made exceed the above-mentioned limits, prior approval of the shareholders by way of a Special Resolution is required under Section 186(3) of the Act.

In order to ensure strategic flexibility, optimize returns on surplus funds, support the business needs of group entities or invest in new opportunities aligned with the long-term strategic objectives of the Company, the Board of Directors considers it prudent to enhance the investment and lending limits under Section 186 of the Act.

Accordingly, it is proposed to obtain approval of the shareholders by way of a Special Resolution to authorize the Company to:

- make loans or advance(s) and/ or
- provide guarantees or securities in connection with loans and/or
- make investments by way of subscription, purchase, or otherwise in the securities of any body corporate,

up to an aggregate amount not exceeding INR 2,000 Crores (Rupees Two Thousand Crores only), over and above the limits specified under Section 186(2) of the Act.

The proposed limit is an enabling authorisation and the actual quantum and timing of investments or loans will be decided by the Board or a Committee thereof, based on business requirements from time to time.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

**By Order of the Board  
For R Systems International Limited**

**Place : Greater NOIDA  
Date : June 05, 2025**

**Bhasker Dubey  
Company Secretary & Compliance Officer**