



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579

[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]

C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India – 201 307

Phones: +91-120-4303500
Fax: +91-120-4082699

Email : rsil@rsystems.com
www.rsystems.com

Regd. Off.: GF-1-A, 6, Devika Tower,
Nehru Place, New Delhi- 110019

July 09, 2020

<p>The Managing Director National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051</p> <p>NSE Symbol – RSYSTEMS</p>	<p>The General Manager BSE Limited Department of Corporate Services, Rotunda Building, 1st Floor, Mumbai Samachar Marg, Fort, Mumbai - 400 001</p> <p>BSE Scrip Code – 532735</p>
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Dear Sir,

**SUB: SCRUTINIZER'S REPORT OF THE VOTING THROUGH POSTAL BALLOT AND EVOTING
BY UNSECURED CREDITORS OF R SYSTEMS INTERNATIONAL LIMITED
("COMPANY") CONDUCTED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY
LAW TRIBUNAL, NEW DELHI ("TRIBUNAL")**

This is with reference to Regulation 30 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). We wish to inform you that National Company Law Tribunal vide order dated May 22, 2020 and amended order Dated May 29, 2020 directed to conduct voting through Postal Ballot and E-voting of the Unsecured Creditors of R Systems International Limited ("Company") for considering and approving resolution for the amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective shareholders and creditors

In this regard, Unsecured Creditors of the Company have approved the Scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective shareholders and creditors under Sections 230-232, 234 of the Companies Act, 2013 and the rules made thereunder in the aforesaid voting through Postal Ballot and Evoting.

The Scrutinizer's Report on E-voting & Postal ballot is enclosed as **Annexure – A**.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)



Scrutinizer Report on Result of Postal Ballot/ E-Voting By Unsecured Creditors

To,

Mr. SPSingh Chawla

(Chairperson appointed by the Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT"), for the meeting of Unsecured Creditors of R Systems International Limited pursuant to Company Application (CAA) 48/ND/2020)

Email Id: corpliteconsultants@gmail.com

Phone No. 9911338808

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the NCLT to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolution:

S. No.	Type of Resolution	Particulars
1.	Requisite Majority	Approval of the Scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective shareholders and creditors under Sections 230-232, 234 of the Companies Act, 2013 and the rules made thereunder.

I submit my report as under:

- The Company completed dispatch of Notices for voting through e-voting or postal ballot, and Postal Ballot forms on June 05, 2020 to Unsecured Creditors, as on Tuesday, 31st December, 2019:
 - Through e-mail to the Unsecured Creditors whose e-mail addresses were registered with the Company as on Tuesday, 31st December, 2019.
- The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Business Standard" and in Hindi Daily "Business Standard" on June 06, 2020.
- The Unsecured Creditors of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Unsecured Creditors who opted for e-voting facility have casted their votes on the designated website of Link Intime India Private Limited (LIPL) e-voting platform viz. <https://instavote.linkintime.co.in>.



4. The e-voting was maintained by Link Intime India Private Limited (LIPL) in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by LIPL on its designated website i.e. <https://instavote.linkintime.co.in>.
6. The e-votes were unblocked on 07.07.2020 in the presence of two witnesses, Ms. Rekha Mittal, D/o Sh. Jaspal Grover R/o 8/19, Upper Ground Floor, West Patel Nagar, New Delhi – 110008 and Ms. Akansha Jain, D/o Sh. Anit Kumar Jain R/o D-33, Neelkanth Apartment, Plot No. 46, I P Extension, Delhi - 110092, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence;



(Rekha Mittal)



(Akansha Jain)

7. The particulars of the e-voting report generated from electronic registry of LIPL have been entered in a separate Register maintained for that purpose.
8. All e-votes casted up to 5:00 p.m. on Tuesday, 07th July, 2020 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e-voting, were considered.
9. The electronic ballots were matched with the Unsecured Creditors data provided by the Company as on Tuesday, 31st December 2019. The amount due by the Company to its 47 Unsecured Creditors as on December 31, 2019 was INR 4,06,27,125 (Rupees Four Crore Six Lakh Twenty Seven Thousand One Hundred Twenty Five only).
10. The Unsecured Creditors exercised their voting by e-voting only. There was no Unsecured Creditor who opted for both the facilities.
11. A summary of the postal ballots / e-voting is as under:

S. No.	Resolution
1.	Approval of the Scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective shareholders and creditors under Sections 230-232, 234 of the Companies Act, 2013 and the rules made thereunder.



Particulars	E-voting		Postal Ballot		Total		Percentage (%) of Total Valid Votes	
	Num ber	Value (inRs.)	Num ber	Value (inRs.)	Num ber	Value (inRs.)	Num ber	Value
Total Votes Cast	37	2,93,33,486	0	0	37	2,93,33,486	100	100
Less: Invalid Votes	0	0	0	0	0	0	0	0
Net Valid Votes	37	2,93,33,486	0	0	37	2,93,33,486	100	100
Votes with Assent	37	2,93,33,486	0	0	37	2,93,33,486	100	100
Votes with Dissent	0	0	0	0	0	0	0	0

Therefore, the above-mentioned Resolution has been passed with requisite majority.

12. The relevant records relating to postal ballot and e-voting and other related papers/ registers and records have been handed over to the Hon'ble Chairperson appointed by the NCLT or any other person as may be authorised.
13. You may accordingly declare the result of the voting by Postal Ballot.

For Abhishek Mittal & Associates


 (CS Abhishek Mittal)
 Proprietor
 M. No. F7273C.P. No. 7943

Date: 08.07.2020
 Place: New Delhi