



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579

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

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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 SECURED 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 Evoting of the Secured 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, Secured 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 Remote 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 Result of Postal Ballot/ E-Voting By Secured Creditors

To,

Mr. SPSingh Chawla

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

Email Id:-corplitconsultants@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:

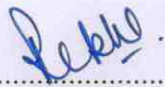
S. No.	Type of Resolution	Particulars
1.	Requisite Majority	Approval of the Scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective shareholders and creditors under Sections 230-232, 234 of the Companies Act, 2013 and the rules made thereunder.

I submit my report as under:

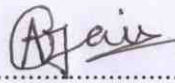
1. The Company completed dispatch of Notices for voting through postal ballot or e-voting and Postal Ballot form on June 05, 2020 to Secured Creditors, as on Tuesday, 31stDecember, 2019:
 - a) Throughe-mailto the Secured Creditors whose e-mail addresses were registered with the Company as on Tuesday, 31stDecember, 2019.
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Business Standard" and in Hindi Daily "Business Standard"onJune 06, 2020.
3. The Secured Creditors of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Secured Creditorshadopted for e-voting facility andcasted 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 ballot was matched with the Secured Creditor details of the Company as on Tuesday, 31st December, 2019 provided by the Company. The amount due by the Company to its Secured Creditors as on December 31, 2019 was INR 1,31,96,646/- (Rupees One Crore Thirty One Lakh Ninety Six Thousand Six Hundred Forty Six only).
10. The Secured Creditor exercised their voting by e-voting only. There was no Secured 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	
	Number	Value (in Rs.)	Number	Value (in Rs.)	Number	Value (in Rs.)	Number	Value
Total Votes Cast	1	1,31,96,646	0	0	1	1,31,96,646	100	100
Less: Invalid Votes	0	0	0	0	0	0	0	0
Net Valid Votes	1	1,31,96,646	0	0	1	1,31,96,646	100	100
Votes with Assent	1	1,31,96,646	0	0	1	1,31,96,646	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.
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