



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

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

JULY 09, 2020

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,
Rotunda Building, 1st Floor,
Mumbai Samachar Marg, Fort,
Mumbai - 400 001

BSE Scrip Code – 532735

Dear Sir,

SUB: VOTING RESULTS AND SCRUTINIZER'S REPORT OF THE VOTING THROUGH POSTAL BALLOT AND EVOTING BY EQUITY SHAREHOLDERS 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, 44 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 Equity Shareholders 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, shareholders 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 details of voting results, as per the requirement of Regulation 44 of the Listing Regulations in the prescribed format and Scrutinizer's Report on E-voting & Postal Ballot are enclosed as **Annexure - A & B**, respectively.

This is for your information and record.

Thanking You,

For R Systems International Limited

Bhasker Dubey

(Company Secretary & Compliance Officer)



R Systems International Limited

**VOTING RESULT OF POSTAL BALLOT AND E-VOTING BY THE EQUITY SHAREHOLDERS OF R SYSTEMS INTERNATIONAL LIMITED AS
PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI**

Details of venue voting and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of Meeting/ Last date of receipt of Postal Ballot Form (in case of Postal Ballot Forms)	July 7, 2020
Total number of shareholders on cut-off date i.e. May 22, 2020	13,812
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	N.A.

1. Special Resolution: 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

Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	61,712,574	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-voting	-	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	57,901,371	769,158	1.3284	769,158	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		59	0.0001	59	0	100.0000	0.0000
	Total		769,217	1.3285	769,217	0	100.0000	0.0000
Total		119,613,945	769,217	0.6431	769,217	0	100.0000	0.0000



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

To,

Mr. SP Singh Chawla

(Chairperson appointed by the Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT"), for the meeting of Equity Shareholders 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:

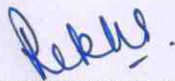
S. No.	Type of Resolution	Particulars
1.	Requisite Majority	Approval of the Scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective shareholders and creditors under Sections 230-232, 234 of the Companies Act, 2013 and the rules made thereunder

I submit my report as under:

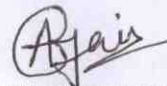
- The Company completed dispatch of Notices for voting through e-voting or postal ballot, and Postal Ballot forms on June 05, 2020 to its Members, whose names appeared in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 22nd May, 2020:
 - through physical mode, along with a self-addressed postage prepaid business reply envelope to all the members;
 - through e-mail to the members whose e-mail addresses were registered with the Depositories/Company's Registrar/Transfer Agent as on Friday, 22nd May, 2020;
- 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.



3. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have casted their votes on the designated website of Link Intime India Private Limited ("LI IPL") e-voting platform viz. <https://instavote.linkintime.co.in>.
4. The postal ballot forms received by post/courier/hand Delivery were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by LI IPL in electronic registry.
5. I monitored the process of physical Postal ballot and electronic voting through the scrutinizer's secured link provided by LI IPL 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 all postal ballot forms received from the members as well as e-voting report generated from electronic registry of LI IPL have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and 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 postal ballot forms and electronic ballots were matched with the Register of Members / beneficiary data of the Company as on Friday, 22nd May, 2020 as provided by LI IPL. It is further submitted that there was no mismatch of the shareholding as mentioned in the postal ballot forms and LI IPL records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
10. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.
11. The total issued and paid up Equity Share Capital of the Company as on Friday, 22nd May, 2020 was Rs. 11,96,13,945/- (Rupees Eleven Crore Ninety Six Lakhs Thirteen



Thousand Nine Hundred and Forty Five Only) divided into 11,96,13,945 (Eleven Crore Ninety Six Lakhs Thirteen Thousand Nine Hundred Forty Five Only) Equity Shares of Re.1/- (Rupee One Only) each.

12. 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	Postal Ballot		E-voting		Total		Percentage	
	Number of Mem bers	No of Votes Cast	Num ber of Mem bers	No of Votes Cast	Number of Mem bers	No of Votes Cast	Num ber of Mem bers	Total Valid Votes
Total Votes Cast	49	59	49	7,69,158	98	7,69,217	100	100
Less: Invalid Votes	0	0	0	0	0	0	0	0
Net Valid Votes	49	59	49	7,69,158	98	7,69,217	100	100
Votes with Assent	49	59	49	7,69,158	98	7,69,217	100	100
Votes with Dissent	0	0	0	0	0	0	0	0

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

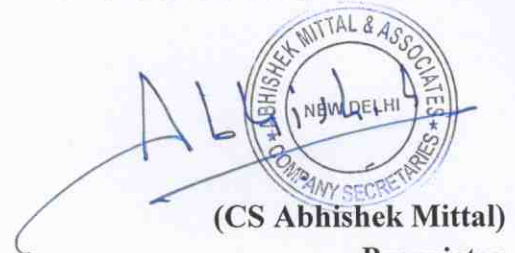
13. The relevant records relating to postal ballot and e-voting and other related papers/ registers and records have been handed over to the Hon'ble Chairperson appointed by NCLT or any other person as may be authorised.

14. You may accordingly declare the result of the voting by Postal Ballot.

For Abhishek Mittal & Associates

Date: 08.07.2020

Place: New Delhi


(CS Abhishek Mittal)

Proprietor

M. No. F7273C.P. No. 7943