



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/07/2025/06

JULY 09, 2025

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

The General Manager
BSE Limited
P.J. Towers,
Dalal Street,
Mumbai – 400001

NSE Symbol – RSYSTEMS

BSE Scrip Code – 532735

Dear Sir,

SUB: DECLARATION OF VOTING RESULT OF THE POSTAL BALLOT BY REMOTE E-VOTING PROCESS IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS') AND SUBMISSION OF SCRUTINIZER'S REPORT

This is with reference to the captioned subject matter and in continuation to our letter No. SECT/06/2025/05 dated June 06, 2025 intimating the dispatch of Postal Ballot Notice dated June 05, 2025 to the members seeking their approval on the resolution as forming part of the Postal Ballot Notice.

The remote e-voting was commenced on Monday, June 09, 2025, at 09:00 A.M. (IST) and ended on Tuesday, July 08, 2025, at 05:00 P.M. (IST).

The Board of Directors of Company had appointed Mr. Devesh Kumar Vasisht (Mem. No. F8488) of M/s. DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021HR009500) as a scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Mr. Devesh Kumar Vasisht submitted his report on Wednesday, July 09, 2025.

We would like to inform you that the special resolution as mentioned in the Postal Ballot Notice dated June 05, 2025 has been approved by the members with requisite majority. The approval is considered to have been received on the last date specified for remote e-voting i.e., Tuesday, July 08, 2025.

In this regard, please find enclosed the following:

1. Report of Scrutinizer dated July 09, 2025 pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs (**Annexure - I**).
2. Voting results as required under Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (**Annexure – II**).



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The result along with the Scrutinizer's report is being available at the registered and corporate office and website of the Company i.e. <https://www.rsystems.com/investors-info/> and on the website of MUFG Intime India Private Limited, Registrar & Transfer Agent of the Company <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)

 .Dynamic .Precise .Vigilant	DPV & ASSOCIATES LLP COMPANY SECRETARIES, LLPIN: AAV-8350 Reg. Off: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010 E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com , Tele: 0129 4902641
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Scrutinizer's Report

{Pursuant to Section 108 and 110 of the Companies Act, 2013 (the "Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
 The Board of Directors
R SYSTEMS INTERNATIONAL LIMITED
 (CIN: L74899DL1993PLC053579)
 GF-1-A, 6, Devika Tower, Nehru Place,
 New Delhi- 110019


Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, having office at B-285, First Floor, Green Fields, Sector-43, Faridabad-121010, was appointed as Scrutinizer by the Board of Directors of **R SYSTEMS INTERNATIONAL LIMITED** (the "Company") on June 05, 2025, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/ 2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September 2023 and General Circular No. 09/2024 dated 19th September 2024, respectively ("MCA Circulars") and Regulation 44 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated June 5, 2025:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	To make investments, give loans and advances, guarantees and provide securities beyond the prescribed limits under Section 186 of the Companies Act, 2013

I submit my report as under:

1. As informed by the Company, postal ballot notice along with explanatory statement and remote e-Voting instructions were sent to all those Members ("Postal Ballot Notice"), whose e-mail addresses were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository Participants ("DP") and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on Thursday, June 05, 2025 ("Cut-off date").
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolution mentioned in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' on the resolution mentioned in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by MUFG Intime India Private Limited ("MIPL" or "RTA").
3. The Company has published an advertisement on June 07, 2025 regarding service of Postal Ballot Notice to the eligible members in Financial Express (English), all editions and Jansatta (Hindi), New Delhi edition.
4. The Members of the Company holding shares as on the Cut-off date were entitled to vote on the resolution as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of MIPL.
5. The remote e-Voting commenced on Monday, June 09, 2025 at 09:00 A.M. (IST) and ended on Tuesday, July 08, 2025 at 05:00 P.M. (IST). Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by MIPL on its designated website i.e. <https://instavote.linkintime.co.in/>.
6. The remote e-voting was unblocked on July 08, 2025 after 05:00 P.M. (IST) in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company. They have signed below in confirmation of the same:



Mukesh Sharma



Parveen Kumar

7. Thereafter, the particulars of remote e-voting report generated from electronic registry of MIPL have been entered in a separate Register maintained for this purpose and the remote e-voting was reconciled with the register of members of the Company as on cut-off date as maintained by RTA of the Company.
8. As on cut-off date, 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.

9. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

1. To make investments, give loans and advances, guarantees and provide securities beyond the prescribed limits under Section 186 of the Companies Act, 2013

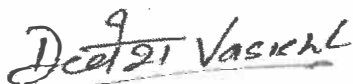
Special Resolution			
Particulars	Postal Ballot through remote e-voting	Total	Percentage
Assent	9,84,61,213	9,84,61,213	99.1374
Dissent	8,56,685	8,56,685	0.8626
Total	9,93,17,898	9,93,17,898	100.0000

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

10. Based on the aforesaid results, the resolution as mentioned above is deemed to have been passed on July 8, 2025, being the last date of remote e-voting for the Members of the Company.
11. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to the Chief Financial Officer of the Company, for preserving safely after the Chairperson considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

For DPV & Associates LLP
Company Secretaries
Firm Reg. No.: L2021HR009500
Peer Review Certificate No. 6189/2024



Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488G000738448

Date: July 09, 2025
Place: Faridabad

For R Systems International Limited
Countersigned by



Nand Sardana
Chief Financial Officer
Authorised by the Chairperson

Date: July 09, 2025
Place: Greater NOIDA

Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	271	9,93,17,898	9,93,17,898
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	271*	9,93,17,898	9,93,17,898
d) Votes with assent for the resolution	238*	9,84,61,213	9,84,61,213
e) Votes with dissent for the resolution	34*	8,56,685	8,56,685

*One shareholder holding 62 shares has voted 31 shares in favour and 31 shares against the resolution.

*****end of report*****

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 05, 2025	39,069
No. of shareholders present in the meeting either in person or through Proxy:	
Promoters and Promoter Group	NA
Public	
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoters Group:	NA
Public:	

1. Resolution Required :Special			To make investments, give loans and advances, guarantees and provide securities beyond the prescribed limits under Section 186 of the Companies Act, 2013					
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	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		61,433,005	100.0000	61,433,005	-	100.0000	0.0000
Public Institutions	E-Voting	15,020,057	13,330,343	88.7503	12,477,368	852,975	93.6013	6.3987
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		13,330,343	88.7503	12,477,368	852,975	93.6013	6.3987
Public Non Institutions	E-Voting	41,927,227	24,554,550	58.5647	24,550,840	3,710	99.9849	0.0151
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		24,554,550	58.5647	24,550,840	3,710	99.9849	0.0151
Total		118,380,289	99,317,898	83.8973	98,461,213	856,685	99.1374	0.8626



Handwritten signature: Dubey