



## 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/06/2025/11

JUNE 13, 2025

To <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051  NSE Symbol – RSYSTEMS	To <b>BSE Limited</b> Corporate Relationship Dept., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.  BSE Scrip Code – 532735
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Dear Sir,

**SUB: INTIMATION OF BUSINESS APPROVED AT THE ANNUAL GENERAL MEETING**

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 the shareholders of R Systems International Limited (“Company”) at Thirty First Annual General Meeting (“AGM”) held on June 12, 2025 through video conferencing (VC)/ Other Audio Visual Means (“OAVM”) have approved the following resolutions as per the AGM Notice dated May 17, 2025 by way of requisite majority through remote e-voting and e- voting during the AGM:

1. Adoption of audited financial statements (including consolidated financial statements) of the Company for the financial year ended December 31, 2024 and the Reports of the Board of Directors and the Auditors thereon.
2. Confirmation of Interim Dividends of Rs. 6.00/- and Rs. 6.50/- per equity share, declared and paid for the financial year ended December 31, 2024.
3. Re-appointment of Mr. Amit Dalmia (DIN: 05313886) as director of the Company who retired by rotation and being eligible, offered himself for re-appointment.
4. Appointment of M/s. DPV & Associates LLP, Company Secretaries, as Secretarial Auditors for the term of 5 (Five) consecutive years.

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 Remote e-voting & e-voting during the AGM are enclosed as **Annexure – I & II**, respectively.

This is for your information and record.

Thanking you.

Yours faithfully,

**For R Systems International Limited**

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

**R SYSTEMS INTERNATIONAL LIMITED**

Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Total number of shareholders on Cut-off date i.e. June 05, 2025</b>	39,069
<b>No. of shareholders present in the meeting either in person or through Proxy:</b>	
Promoters and Promoter Group	NA
Public	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoters Group:	1
Public:	172

<b>1. Resolution Required :Ordinary</b>		To receive, consider and adopt audited financial statements (including consolidated financial statements) of the Company for the financial year ended December 31, 2024 and the Reports of the Board of Directors and the Auditors thereon.						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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
	<b>Total</b>		<b>61,433,005</b>	<b>100.0000</b>	<b>61,433,005</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15,020,057	11,890,680	79.1653	11,890,680	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>11,890,680</b>	<b>79.1653</b>	<b>11,890,680</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	41,927,227	490,955	1.1710	490,955	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>490,955</b>	<b>1.1710</b>	<b>490,955</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>118,380,289</b>	<b>73,814,640</b>	<b>62.3538</b>	<b>73,814,640</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>

Note: Five shareholders, holding a total of 42 shares, voted through remote e-voting as well as e-voting during the AGM. Accordingly, e-voting done by them during the AGM is considered invalid.

<b>2. Resolution Required :Ordinary</b>		To confirm interim dividends of Rs. 6.00/- and Rs. 6.50/- per equity share, declared and paid for the financial year ended December 31, 2024.						
<b>Whether promoter/ promoter group are interested in</b>		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
	<b>Total</b>		<b>61,433,005</b>	<b>100.0000</b>	<b>61,433,005</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15,020,057	11,890,680	79.1653	11,890,680	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>11,890,680</b>	<b>79.1653</b>	<b>11,890,680</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	41,927,227	490,955	1.1710	490,955	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>490,955</b>	<b>1.1710</b>	<b>490,955</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>118,380,289</b>	<b>73,814,640</b>	<b>62.3538</b>	<b>73,814,640</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>

Note: Five shareholders, holding a total of 42 shares, voted through remote e-voting as well as e-voting during the AGM. Accordingly, e-voting done by them during the AGM is considered invalid.

<b>3. Resolution Required :Ordinary</b>		To appoint a director in place of Mr. Amit Dalmia (DIN: 05313886), who retires by rotation and being eligible, offers himself for re-appointment.						
<b>Whether promoter/ promoter group are interested in</b>		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
	<b>Total</b>		<b>61,433,005</b>	<b>100.0000</b>	<b>61,433,005</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15,020,057	11,890,680	79.1653	8,450,999	3,439,681	71.0725	28.9275
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>11,890,680</b>	<b>79.1653</b>	<b>8,450,999</b>	<b>3,439,681</b>	<b>71.0725</b>	<b>28.9275</b>
Public Non Institutions	E-Voting	41,927,227	490,848	1.1707	490,848	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>490,848</b>	<b>1.1707</b>	<b>490,848</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>118,380,289</b>	<b>73,814,533</b>	<b>62.3537</b>	<b>70,374,852</b>	<b>3,439,681</b>	<b>95.3401</b>	<b>4.6599</b>

Note: Five shareholders, holding a total of 42 shares, voted through remote e-voting as well as e-voting during the AGM. Accordingly, e-voting done by them during the AGM is considered invalid.

<b>4. Resolution Required :Ordinary</b>			To appoint M/s. DPV & Associates LLP, Company Secretaries, as Secretarial Auditors for the term of 5 (Five) consecutive years.					
<b>Whether promoter/ promoter group are interested in</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
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
	<b>Total</b>		<b>61,433,005</b>	<b>100.0000</b>	<b>61,433,005</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15,020,057	11,890,680	79.1653	11,890,680	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>11,890,680</b>	<b>79.1653</b>	<b>11,890,680</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	41,927,227	490,848	1.1707	490,848	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>490,848</b>	<b>1.1707</b>	<b>490,848</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>118,380,289</b>	<b>73,814,533</b>	<b>62.3537</b>	<b>73,814,533</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>

Note: Five shareholders, holding a total of 42 shares, voted through remote e-voting as well as e-voting during the AGM. Accordingly, e-voting done by them during the AGM is considered invalid.

For **R Systems International Limited**

Bhasker Dubey  
(Company Secretary & Compliance Officer)



**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 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 Chairperson  
31<sup>st</sup> Annual General Meeting  
**R SYSTEMS INTERNATIONAL LIMITED**  
(CIN: L74899DL1993PLC053579)  
GF-1-A, 6, Devika Tower, Nehru Place,  
New Delhi- 110019

Dear Madam,

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 May 17, 2025, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the 31<sup>st</sup> Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Sections 108 of the Act, read with the relevant Rules made thereunder and General Circular Nos. 14/2020, 17/2020, 20/2020 and 9/2024 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and September 19, 2024, respectively (collectively referred as 'MCA Circulars'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('SEBI Circular'), 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 resolutions considered at the AGM of the Company held on Thursday, June 12, 2025 at 10.00 A.M. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

**I submit my report as under:**

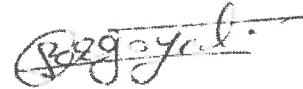
1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; and (ii) the MCA Circulars; (iii) SEBI Circulars; and

(iv) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice dated May 17, 2025 including the dispatch of AGM notice to the shareholders and also to ensure a secured framework for e-voting.

2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice based on the report generated from the e-voting platform provided by MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('MUFG Intime').
3. The remote e-voting period was commenced on Sunday, June 08, 2025 at 09:00 A.M. (IST) and ended on Wednesday, June 11, 2025 at 05:00 P.M. (IST) via e-voting platform provided by MUFG Intime on its designated website i.e. <https://instavote.linkintime.co.in/>. The Company also provided e-voting facility during the AGM to the Members who participated/ attended through VC/ OAVM to enable such Members to cast their votes, if they have not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Thursday, June 05, 2025 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in AGM Notice.
5. After completion of e-voting at the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company and have signed below in confirmation of the same:



Mukesh Sharma



Parveen Kumar

6. Thereafter, the data of remote e-voting and e-voting at the AGM was diligently scrutinized and reconciled with the register of members of the Company as on cut-off date as maintained by MUFG Intime, RTA of the Company. Detailed registers are maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. There were five shareholders who opted for both the facilities, i.e. remote e-voting and e-voting at AGM and their voting during the AGM was considered as invalid.
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 consolidated summary of results of e-voting during AGM and remote e-voting are as under:



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

**Resolution No. 4**                      **To appoint M/s. DPV & Associates LLP, Company Secretaries, as**  
**Ordinary Resolution**                      **Secretarial Auditors for the term of 5 (Five) consecutive years.**

Particulars	Ordinary Resolution			Percentage
	E-votes during AGM	Remote E-votes	Total	
<b>Assent</b>	86	7,38,14,447	7,38,14,533	100.00
<b>Dissent</b>	0	0	0	0.00
<b>Total</b>	<b>86</b>	<b>7,38,14,447</b>	<b>7,38,14,533</b>	<b>100.00</b>

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

10. The register containing the details of e-voting will be handed over to the Company Secretary of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,

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

*Devesh Kumar Vasisht*

**Devesh Kumar Vasisht**  
 Managing Partner  
 CP No.:13700 / Mem. No. F8488  
 UDIN: F008488G000591609

Date: June 13, 2025  
 Place: Faridabad

**Countersigned by**  
 On behalf of the Chairperson  
 31<sup>st</sup> AGM of R Systems International Limited



*Nand Sardana*

**Nand Sardana**  
 Chief Financial Officer

Date: June 13, 2025  
 Place: New Delhi

Details of remote e-voting and e-voting during the AGM for Resolution No.-1 are as under:

**A1. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
<b>a) Total votes received</b>	<b>563</b>	<b>7,38,14,554</b>	<b>7,38,14,554</b>
<b>b) Less: Invalid votes</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>c) Net Valid votes cast</b>	<b>563</b>	<b>7,38,14,554</b>	<b>7,38,14,554</b>
<b>d) Votes with assent for the resolution</b>	<b>563</b>	<b>7,38,14,554</b>	<b>7,38,14,554</b>
<b>e) Votes with dissent for the resolution</b>	<b>-</b>	<b>-</b>	<b>-</b>

**A2. VOTING THROUGH E-VOTING DURING AGM:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
<b>a) Total votes received</b>	<b>18</b>	<b>128</b>	<b>128</b>
<b>b) Less: Invalid votes*</b>	<b>5</b>	<b>42</b>	<b>42</b>
<b>c) Net Valid votes cast</b>	<b>13</b>	<b>86</b>	<b>86</b>
<b>d) Votes with assent for the resolution</b>	<b>13</b>	<b>86</b>	<b>86</b>
<b>e) Votes with dissent for the resolution</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* Five shareholders, holding a total of 42 shares, voted through remote e-voting as well as e-voting during the AGM. Accordingly, e-voting done by them during the AGM is considered invalid.

Details of remote e-voting and e-voting during the AGM for Resolution No.-2 are as under:

**B1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	563	7,38,14,554	7,38,14,554
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	563	7,38,14,554	7,38,14,554
d) Votes with assent for the resolution	563	7,38,14,554	7,38,14,554
e) Votes with dissent for the resolution	-	-	-

**B2. VOTING THROUGH E-VOTING DURING AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	18	128	128
b) Less: Invalid votes*	5	42	42
c) Net Valid votes cast	13	86	86
d) Votes with assent for the resolution	13	86	86
e) Votes with dissent for the resolution	-	-	-

\* Five shareholders, holding a total of 42 shares, voted through remote e-voting as well as e-voting during the AGM. Accordingly, e-voting done by them during the AGM is considered invalid.

Details of remote e-voting and e-voting during the AGM for Resolution No.-3 are as under:

**C1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	562	7,38,14,447	7,38,14,447
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	562	7,38,14,447	7,38,14,447
d) Votes with assent for the resolution	545	7,03,74,766	7,03,74,766
e) Votes with dissent for the resolution	17	34,39,681	34,39,681

**C2. VOTING THROUGH E-VOTING DURING AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	18	128	128
b) Less: Invalid votes*	5	42	42
c) Net Valid votes cast	13	86	86
d) Votes with assent for the resolution	13	86	86
e) Votes with dissent for the resolution	-	-	-

\* Five shareholders, holding a total of 42 shares, voted through remote e-voting as well as e-voting during the AGM. Accordingly, e-voting done by them during the AGM is considered invalid.

Details of remote e-voting and e-voting during the AGM for Resolution No.-4 are as under:

**D1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	562	7,38,14,447	7,38,14,447
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	562	7,38,14,447	7,38,14,447
d) Votes with assent for the resolution	562	7,38,14,447	7,38,14,447
e) Votes with dissent for the resolution	-	-	-

**D2. VOTING THROUGH E-VOTING DURING AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	18	128	128
b) Less: Invalid votes*	5	42	42
c) Net Valid votes cast	13	86	86
d) Votes with assent for the resolution	13	86	86
e) Votes with dissent for the resolution	-	-	-

\* Five shareholders, holding a total of 42 shares, voted through remote e-voting as well as e-voting during the AGM. Accordingly, e-voting done by them during the AGM is considered invalid.