



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

REF: SECT/02/2025/20

DATE: FEBRUARY 28, 2025

To, The Managing Director National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 NSE Symbol - RSYSTEMS	To, The General Manager BSE Limited Department of Corporate Services, PJ Tower Dalal Street Mumbai - 400 001 BSE Scrip Code - 532735
---	--

Dear Sir,

SUB: INTIMATION REGARDING RECEIPT OF OBSERVATION LETTERS FROM BSE LIMITED ('BSE') AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ('NSE') IN RELATION TO THE PROPOSED COMPOSITE SCHEME OF AMALGAMATION OF VELOTIO TECHNOLOGIES PRIVATE LIMITED AND SCALEWORX TECHNOLOGIES PRIVATE LIMITED WITH THE R SYSTEMS INTERNATIONAL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

REF: DISCLOSURE UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

This is in continuation to our earlier intimation dated September 11, 2024, wherein it was informed that the Board of Directors of R Systems International Limited ("the Company") had approved composite scheme of amalgamation of Velotio Technologies Private Limited and Scaleworx Technologies Private Limited with the Company and their respective Shareholders and Creditors (" Proposed Scheme"), subject to approval of Hon'ble National Company Law Tribunal, New Delhi, shareholders and creditors and other applicable regulatory authorities.

In this regard, we would like to inform you that BSE and NSE, *vide* their letters dated February 28, 2025, have issued their Observation Letters, as required under Regulation 37 of the Listing Regulations, with 'No adverse observation/ No objection' to the Proposed Scheme.

Copy of observation letters of NSE and BSE are attached herewith for your reference and record and the same are also available at Company's website at the following weblink:

<https://www.rsystems.com/schemes-of-amalgamation-arrangement-capital-reduction/>

We request you to take the above information on record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

DCS/AMAL/TS/R37/3549/2024-25

February 28, 2025

To,

The Company Secretary,
R Systems International Limited
GF-1-A, 6, Devika Tower, Nehru Place,
New Delhi, Delhi, 110019

Sub: Observation letter regarding the Composite Scheme of Amalgamation of Velotio Technologies Private Limited (“VTPL”) and Scaleworx Technologies Private Limited (“STPL”) with R Systems International Limited (“RSIL”)

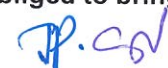
We refer to Composite Scheme of Amalgamation of Velotio Technologies Private Limited (“VTPL”) and Scaleworx Technologies Private Limited (“STPL”) with R Systems International Limited (“RSIL”) and its respective shareholders and creditors filed with the Exchange under Regulation 37 of SEBI LODR Regulations, 2015, read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and Reg. 94(2) of SEBI LODR Regulations, 2015.

In this regard, SEBI vide its Letter dated February 27, 2025, has inter alia given the following comment(s) on the said Scheme of Arrangement:

- A. “The proposed composite Scheme of Amalgamation and Arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”
- B. “The Entity shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.”
- C. “The Entity is advised that, the additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges.”
- D. “The entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators / authorities / tribunal.”
- E. “The Entity shall ensure compliance with the SEBI circulars issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular dated June 20, 2023, and also ensure that all the liabilities of Transferor Companies are transferred to the Transferee Company.”
- F. “The Entity is advised that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”



- G. "The Entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- H. "The entities are advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013 –
- i. Need for the merger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
 - ii. Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods.
 - iii. Pre and Post scheme shareholding of VTPL, STPL and RSIL as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.
 - iv. Capital built-up of VTPL and STPL since incorporation and last 3 years shareholding pattern filed by VTPL and STPL with ROC.
 - v. Details of Revenue, PAT and EBITDA of VTPL, STPL and RSIL for last 3 years.
 - vi. Rationale for issuing RSIL OCRPS to shareholders of VTPL as consideration in the scheme.
 - vii. Projections considered for valuation of VTPL, STPL and RSIL.
 - viii. Justification for growth rate considered for valuation of VTPL, STPL and RSIL.
 - ix. Value of Assets and liabilities of VTPL and STPL that are being transferred to Transferee Company and post-merger balance sheet of RSIL.
 - x. Details of acquisition of VTPL by RSIL, important terms and conditions of the acquisition and Rationale for issuing Optionally Convertible Redeemable Preference Shares ("OCRPS") to shareholders of VTPL.
 - xi. Rationale for showing "OCRPS holders" as public shareholders in the Transferee company and its compliance with SEBI ICDR Regulations, 2018, and Companies Act, 2013.
 - xii. Details of potential benefits and risks associated with the merger, including integration challenges, market conditions and financial uncertainties.
 - xiii. Financial implication of merger on Promoters, Public Shareholders and the companies involved.
 - xiv. Disclose all pending actions against the entities involved in the scheme and possible impact of the same on the Transferee Company to the shareholders.
- I. "Entities are advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
- J. "The Entity is advised that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only."
- K. "The Entity is advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
- L. "No changes to the draft scheme except those mandated by the regulators / authorities / tribunals shall be made without specific written consent of SEBI."
- M. "The Entity is advised that the observations of SEBI / Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT."



- N. The Entity shall ensure that applicable additional information, if any to be submitted to SEBI along with draft scheme of arrangement as advised by email dated February 28, 2025, shall form part of disclosures to the shareholders.
- O. "The Entity is advised to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- P. "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments / observations on draft scheme by SEBI / stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013, to SEBI again for its comments / observations / representations."
- Q. "The listed entity involved in the proposed scheme shall disclose the No-Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Please note that the submission of documents / information, in accordance with the circular to SEBI / Exchange should not any way be deemed or construed that the same has been cleared or approved by SEBI / Exchange. SEBI / Exchange does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the document submitted.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Kindly note that as required under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

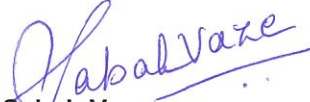
Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**



In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,


Sabah Vaze
Senior Manager


Jayanti Pradhan
Assistant Manager

Ref: NSE/LIST/44315

February 28, 2025

The Company Secretary
R Systems International Limited

Kind Attn.: Mr. Bhasker Dubey

Dear Sir,

Sub: Observation Letter for draft composite scheme of amalgamation between Velotio Technologies Private Limited (“Amalgamating Company 1/VTPL”) and Scaleworx Technologies Private Limited (“Amalgamating Company 2/STPL”) with R Systems International Limited (“Amalgamated Company/RSIL”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We are in receipt for captioned draft composite scheme of arrangement filed by R Systems International Limited.

Based on our letter reference no. NSE/LIST/44315 dated December 31, 2024, submitted to SEBI pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with Regulation 37 and 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for comments on the Draft Scheme of Arrangement, SEBI vide its letter dated February 27, 2025, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) *The proposed composite scheme of amalgamation and arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- b) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- c) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed company and the Stock Exchanges.*
- d) *The entities involved in the scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/authorities/tribunal.*
- e) *The Company shall ensure compliance with the SEBI Circular issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*
- f) *The Company shall ensure that information pertaining to all the entities involved in the scheme shall be included in the format specified for a*



This Document is Digitally Signed
Date: 28/02/2025, 14:09:51
Location: NSE
Signer: SAILI MOHAN KAMBLE
d [unclear] involved
respectus as provided in Part

E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.

- g) *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- h) *The Companies shall ensure that the following disclosure as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.*
- i. *Need for the merger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.*
 - ii. *Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of the methods considered for arriving at the Share-Swap ratio and Rationale for using above methods.*
 - iii. *Pre and Post Shareholding of VTPL, STPL and RSIL as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of draft scheme to Notice to shareholders.*
 - iv. *Capital Built-up of VTPL and STPL since incorporation and last 3 years shareholding pattern filed by VTPL and STPL with ROC.*
 - v. *Details of Revenue, PAT and EBIDTA of VTPL, STPL and RSIL for last 3 years.*
 - vi. *Rationale for issuing RSIL OCRPS to shareholders of VTPL as consideration in the scheme.*
 - vii. *Projections considered for valuation of VTPL, STPL and RSIL.*
 - viii. *Justification for growth rate considered for valuation of VTPL, STPL and RSIL.*
 - ix. *Value of Assets and Liabilities of VTPL and STPL that are being transferred to Transferee Company and post-merger balance sheet of RSIL.*
 - x. *Details of acquisition of VTPL by RSIL, important terms and conditions of the acquisition and Rationale for issuing OCRPS to the shareholders of VTPL.*
 - xi. *Rationale for showing OCRPS holders as public shareholders in Transferee Company and its compliance with SEBI (ICDR) Regulations, 2018 and Companies Act, 2013.*
 - xii. *Details of potential benefits and risks associated with the merger, including integration challenges, market conditions and financial uncertainties.*
 - xiii. *Financial implications of merger on Promoters, Public shareholders and the companies involved.*
 - xiv. *Disclose all pending actions against the entities involved in the scheme and possible impact of the same on Transferee Company to the shareholders.*
- i) *The Company shall ensure that the details of proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the shareholders.*
- j) *The Company shall ensure that the proposed equity share “Scheme” shall mandatorily be in demat form only.*

This Document is Digitally Signed



Signed: SALLU MOHANKAMBLE
Date: Fri, 14 Feb 2020 14:46:40 IST
Location: NSE

- k) *The Company shall ensure that the “Scheme” shall be acted upon subject to the Company complying with the relevant clauses mentioned in the scheme document.*
- l) *The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/ tribunals shall be made without specific written consent of SEBI.*
- m) *The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*
- n) *The Company shall ensure that all the applicable additional information shall form part of disclosures to the shareholders, which was submitted by the Company to the Stock Exchange as per Annexure M of Exchange checklist.*
- o) *The Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder, including obtaining the consent from the creditors for the proposed scheme.*
- p) *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI /stock exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India Limited (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Listed entity involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

This Document is Digitally Signed

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading or in contravention of Rules,

Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from February 28, 2025, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Saili Kamble
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed



Signer: SAILI MOHAN KAMBLE
Date: Fri, Feb 28, 2025 14:46:40 IST
Location: NSE