

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74899DL1993PLC053579

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCR9541B

(ii) (a) Name of the company

R SYSTEMS INTERNATIONAL LI

(b) Registered office address

GF-1-A, 6, Devika Tower,
Nehru Place,
New Delhi
Delhi
110019

(c) *e-mail ID of the company

RSIL@rsystems.com

(d) *Telephone number with STD code

01147510532

(e) Website

www.rsystems.com

(iii) Date of Incorporation

14/05/1993

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange and National Stock Exchange	1,025

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	85.66
2	J	Information and communication	J8	Other information & communication service activities	14.34

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	R Systems (Singapore) Pte. Ltd		Subsidiary	100

2	R Systems, Inc.		Subsidiary	100
3	R Systems Technologies Ltd.		Subsidiary	100
4	R Systems Consulting Services		Subsidiary	99.75
5	RSYS Technologies Limited		Subsidiary	100
6	R Systems Computaris Internat		Subsidiary	100
7	IBIZ Consultancy Services India	U72200DL2008PTC392971	Subsidiary	100
8	R Systems Consulting Services		Subsidiary	99.75
9	R Systems Consulting Services		Subsidiary	99.75
10	R Systems Consulting Services		Subsidiary	99.75
11	R Systems Consulting Services		Subsidiary	99.75
12	R Systems Consulting Services		Subsidiary	99.75
13	R Systems Computaris Europe		Subsidiary	100
14	R Systems Computaris Poland		Subsidiary	100
15	R Systems Computaris S.R.L (Fo		Subsidiary	100
16	R Systems Computaris Malaysi		Subsidiary	100
17	R Systems Computaris Philippi		Subsidiary	100
18	R Systems Computaris Suisse S		Subsidiary	100
19	R Systems IBIZCS Pte. Ltd. (For		Subsidiary	100
20	IBIZ Consulting Services Pte Lt		Subsidiary	100
21	R Systems IBIZCS Sdn. Bhd. (fo		Subsidiary	100
22	PT. RSystems IBIZCS Internatio		Subsidiary	100
23	IBIZ Consulting (Thailand) Co. l		Subsidiary	100
24	IBIZ Consulting Services Limite		Subsidiary	100
25	IBIZ Consulting Services (Shan		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	206,000,000	118,303,445	118,303,445	118,303,445
Total amount of equity shares (in Rupees)	206,000,000	118,303,445	118,303,445	118,303,445

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Re. 1/- each				
Number of equity shares	206,000,000	118,303,445	118,303,445	118,303,445
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	206,000,000	118,303,445	118,303,445	118,303,445

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	226,750	119,409,695	119636445	119,636,445	119,636,445	

Increase during the year	0	8,834,789	8834789	8,834,789	8,834,789	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	8,834,789	8834789	8,834,789	8,834,789	
Shares Allotted Pursuant to Scheme of Amalgam						
Decrease during the year	6,300	10,161,489	10167789	10,167,789	10,167,789	0
i. Buy-back of shares	0	1,333,000	1333000	1,333,000	1,333,000	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	6,300	8,828,489	8834789	8,834,789	8,834,789	
Shares cancelled Pursuant to Scheme of Amalgam						
At the end of the year	220,450	118,082,995	118303445	118,303,445	118,303,445	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE411H01032

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>		
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

5,775,008,126

(ii) Net worth of the Company

3,539,635,468

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,011,822	1.7	0	
	(ii) Non-resident Indian (NRI)	47,415,524	40.08	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Foreign Trust	11,702,623	9.89	0	
	Total	61,129,969	51.67	0	0

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,742,277	8.23	0	
	(ii) Non-resident Indian (NRI)	44,003,343	37.2	0	
	(iii) Foreign national (other than NRI)	162,000	0.14	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	962,316	0.81	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,268,214	1.92	0	
10.	Others IEPF	35,326	0.03	0	
	Total	57,173,476	48.33	0	0

Total number of shareholders (other than promoters)

28,682

**Total number of shareholders (Promoters+Public/
Other than promoters)**

28,691

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

20

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS ARBITRA	BNP PARIBAS HOUSE 1 NORTH AV			228,471	0.19
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE H			120,267	0.1
SOCIETE GENERALE - C	SBI-SG GLOBAL SECURITIES SERVIC			119,259	0.1
CITY OF NEW YORK GF	DEUTSCHE BANK AG DB HOUSE, H			77,194	0.07
ACADIAN EMERGING I	DEUTSCHE BANK AG DB HOUSE, H			52,349	0.04
STATE OF WISCONSIN	DEUTSCHE BANK AG DB HOUSE, H			51,822	0.04
ACADIAN EMERGING I	DEUTSCHE BANK AG DB HOUSE, H			38,561	0.03
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., IND			38,437	0.03
THE BOMBARDIER TRU	STANDARD CHARTERED BANK SEC			31,353	0.03
FLORIDA RETIREMENT	DEUTSCHE BANK AG DB HOUSE, H			28,606	0.02
TEACHERS RETIREMEN	JPMORGAN CHASE BANK N.A. IND			24,904	0.02
THE NOMURA TRUST /	CITIBANK N.A. CUSTODY SERVICES			24,687	0.02
TEACHERS' RETIREMEN	DEUTSCHE BANK AG, DB HOUSE H			19,074	0.02
THE BOARD OF REGEN	DEUTSCHE BANK AG, DB HOUSE H			18,640	0.02
RUSSELL INVESTMENT	DEUTSCHE BANK AG, DB HOUSE H			17,699	0.02
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE H			17,261	0.02
TEXAS MUNICIPAL RE	DEUTSCHE BANK AG, DB HOUSE H			16,683	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE H			14,885	0.01
RUSSELL INVESTMENT	DEUTSCHE BANK AG, DB HOUSE H			13,390	0.01
RUSSELL INVESTMENT	DEUTSCHE BANK AG, DB HOUSE H			8,774	0.01

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	9
Members (other than promoters)	12,481	28,682
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	6.26	0
B. Non-Promoter	2	3	2	3	0.01	0
(i) Non-Independent	2	0	2	0	0.01	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	3	3	3	6.27	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Dr. Satinder Singh Rekr	00006955	Managing Director	7,403,456	
Mr. Baldev Singh	00006966	Whole-time directo	8,242	
Mr. Avirag Jain	00004801	Whole-time directo	100	
Mrs. Ruchica Gupta	06912329	Director	0	
Mr. Kapil Dhameja	02889310	Director	0	
Mr. Aditya Wadhwa	07556408	Director	0	
Mr. Nand Sardana	ABLPS2088Q	CFO	195,790	
Mr. Bhasker Dubey	BKUPD2115A	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	19/05/2021	15,709	166	51.81

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/02/2021	6	5	83.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	09/03/2021	6	5	83.33
3	20/04/2021	6	5	83.33
4	07/05/2021	6	5	83.33
5	18/06/2021	6	5	83.33
6	06/08/2021	6	5	83.33
7	02/11/2021	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	16/02/2021	4	4	100
2	AUDIT COMM	09/03/2021	4	3	75
3	AUDIT COMM	20/04/2021	4	3	75
4	AUDIT COMM	07/05/2021	4	4	100
5	AUDIT COMM	18/06/2021	4	3	75
6	AUDIT COMM	06/08/2021	4	4	100
7	AUDIT COMM	02/11/2021	4	4	100
8	NOMINATION	16/02/2021	3	3	100
9	RISK MANAGI	06/08/2021	3	3	100
10	RISK MANAGI	02/11/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								20/06/2022
								(Y/N/NA)

1	Dr. Satinder S	7	3	42.86	0	0	0	Yes
2	Mr. Baldev Sir	7	7	100	17	17	100	Yes
3	Mr. Avirag Jain	7	7	100	0	0	0	Yes
4	Mrs. Ruchica (7	7	100	18	18	100	Yes
5	Mr. Kapil Dhar	7	6	85.71	18	17	94.44	Yes
6	Mr. Aditya Wa	7	5	71.43	8	6	75	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr. Satinder Singh F	Managing Direct	30,979,074	11,150,250	0	0	42,129,324
2	Mr. Baldev Singh	Whole-time Dire	7,199,637	2,850,000	0	0	10,049,637
3	Mr. Avirag Jain	Whole-time Dire	5,497,390	4,649,394	0	32,400	10,179,184
	Total		43,676,101	18,649,644	0	32,400	62,358,145

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Nand Sardana	CFO	5,778,346	2,306,592	0	32,400	8,117,338
2	Mr. Bhasker Dubey	COMPANY SEC	1,750,656	0	0	0	1,750,656
	Total		7,529,002	2,306,592	0	32,400	9,867,994

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mrs. Ruchica Gupta	Non Executive &	0	0	0	295,000	295,000
2	Mr. Aditya Wadhwa	Non Executive &	0	0	0	245,000	245,000
3	Mr. Kapil Dhameja	Non Executive &	0	0	0	270,000	270,000
	Total		0	0	0	810,000	810,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Devesh Kumar Vasisht

Whether associate or fellow Associate Fellow

Certificate of practice number

13700

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8_R Systems.pdf
Clarification Letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **R Systems International Limited** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the rules made thereunder for the financial year ended on December 31, 2021 (the 'financial year'). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
 1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns with the Registrar of Companies. Regional Director, Central Government, Court or other authorities under the provisions of the Act and Rules made thereunder within or beyond the prescribed time, wherever applicable;
 4. calling/ convening/ holding meetings of the Board of Directors or its Committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices/ shorter notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, wherever applicable, have been properly recorded in the Minute Books/ registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members/ Security holders, as the case may be;
 6. advances/ loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act; **[No such event took place during the financial year]**
 7. *contracts/ arrangements with related parties as specified in Section 188 of the Act;
 8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares securities and issue of security certificates in all instances, wherever applicable.

During the period under review, Hon'ble National Company Law Tribunal, New Delhi vide its order dated February 01, 2021 has approved the Scheme of Amalgamation between Right Match Holdings Limited (Transferor Company) and R Systems International Limited (Transferee Company). Pursuant to the aforesaid order, the Company has allotted



8,828,489 (Eighty Eight Lakhs Twenty Eight Thousand Four Hundred Eighty Nine) fully paid up Equity Shares of Re. 1/- (Rupee One Only) to the shareholders of RightMatch Holdings Limited and the shares held by RightMatch were cancelled and extinguished.

Further, during the period under review, the Company had completed the Buyback of 1,333,000 (Thirteen Lakhs Thirty Three Thousand) fully paid up equity shares of the face value of Re. 1/- (Rupee One Only) each at a price of Rs. 225/- (Rupees Two Hundred Twenty Five Only) per equity share pursuant to the provisions Section 68 of the Act and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. All the shares bought back had been extinguished within the statutory time limits.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares, wherever applicable, in compliance with the provisions of the Act;
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

During the period under review, the Company has declared two interim dividends namely, Interim Dividend 2021 of Rs. 2.50/- per equity share i.e. 250% of face value of Rs. 1/- each at its meeting held on June 18, 2021 and Second Interim Dividend 2021 of Rs. 3.20/- per equity share i.e. 320% of face value of Rs. 1/- each at its meeting held on November 02, 2021. The said interim dividends have been paid to shareholders on July 14, 2021 and November 26, 2021, respectively.

Further, during the period under review, the Company has transferred unclaimed dividend and equity shares to the Demat account of the Investor Education and Protection Fund Authority, for which the dividend is not claimed for seven consecutive years, as required under Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel, wherever applicable and the remuneration paid to them;
13. appointment/ re-appointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act; **[No such event took place during the financial year]**
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, wherever applicable;
15. acceptance/ renewal/ repayment of deposits; **[No such event took place during the financial year]**
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate(s) or person(s) falling under the provisions of Section 186 of the Act, wherever applicable; and



SANJAY GROVER & ASSOCIATES

18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company. **[No such event took place during the financial year]**

#On the basis of records produced before us, all transactions entered into by the Company with its related parties were in the ordinary course of business and on an arm's length basis during the financial year.



Place: New Delhi
Date: July 15, 2022

For **Sanjay Grover & Associates**
Company Secretaries
Firm Registration No.: P2001DE052900

A handwritten signature in black ink, appearing to read "Devesh Kumar Vasisht".

Devesh Kumar Vasisht
Partner

CP No.: 13700 / Mem. No. F8488
UDIN: F008488D000631869



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. GautamBudhNagar, U.P., India – 201307

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/07/2022/11

DATE: JULY 25, 2022

To

Registrar of Companies
NCT of Delhi & Haryana
4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi – 110 019

Dear Sir,

SUB: CLARIFICATIONS IN FILING FORM MGT-7

Pursuant to Section 92 of the Companies Act, 2013, every company is required to file annual return in form MGT-7 within 60 days from the date of the Annual General Meeting. The Annual General Meeting of R Systems International Limited (“RSIL”/ “Company”) was held on June 20, 2022.

While filing form latest version of e-form MGT- 7 available on MCA website, we wish to apprise you that:

1. POINT I (VI)(A) DETAILS OF STOCK EXCHANGES WHERE SHARES ARE LISTED

The Company is listed on the recognized stock exchanges i.e. BSE Limited (MCA code A1) and National Stock Exchange of India (A1024). We have mentioned the Code of Stock Exchanges 1025 (A1+A1024) to both of them in single column as instructed in help kit of the Form MGT-7. However, please note that in the said column of “CODE” of stock exchanges, category A or B cannot be filled therefore we have to mention 1025 instead of A1025. The kit also provides “If the shares are listed on recognized stock exchange, it is mandatory to fill details of the stock exchange subject to maximum two.” We have written the name of both the Stock exchanges where the Company has been listed in single column to avoid any ambiguity.

2. POINT III PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES (% OF SHARES HELD)

This being mandatory field wherein the percentage of shares held by RSIL in each of its subsidiary is required to be entered. In this field we have provided the details of subsidiaries of RSIL and also the details of step down subsidiaries of RSIL. As on December 31, 2021, RSIL has following subsidiaries and step-down subsidiaries:

(A) Details of Subsidiaries of RSIL

Sl. No.	Name of subsidiary	Holding	Country of Incorporation
1.	R Systems (Singapore) Pte Limited	100%	Singapore
2.	R Systems, Inc.	100%	USA
3.	R Systems Technologies Limited (Formerly known as Indus Software, Inc.).	100%	USA
4.	R Systems Consulting Services Limited (Formerly known as ECnet Limited)*	99.75%	Singapore



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Sl. No.	Name of subsidiary	Holding	Country of Incorporation
5.	R Systems Computaris International Limited (Formerly known as Computaris International Limited)	100%	UK
6.	RSYS Technologies Ltd (Formerly known as Systèmes R. International Ltée)	100%	Canada
7.	IBIZ Consultancy Services India Private Limited	100%	India

* The shareholding by the Company and R Systems (Singapore) Pte Limited is 69.37% and 30.38%, respectively.

(B) Details of Step-down subsidiaries of RSIL

1. R Systems Consulting Services Limited (Formerly known as ECnet Limited), Singapore, has the following wholly-owned subsidiaries:

Sl. No.	Name of subsidiary	Holding	Country of Incorporation
1.	R Systems Consulting Services (M) Sdn. Bhd. (Formerly known as ECnet (M) Sdn. Bhd.)	100%	Malaysia
2.	R Systems Consulting Services (Thailand) Co., Ltd. (Formerly known as ECnet Systems (Thailand) Co. Ltd.)	100%	Thailand
3.	R Systems Consulting Services (Shanghai) Co., Ltd. (Formerly known as ECnet (Shanghai) Co. Ltd.)	100%	People's Republic of China
4.	R Systems Consulting Services (Hong Kong) Limited (Formerly known as ECnet (Hong Kong) Limited)	100%	Hong Kong
5.	R Systems Consulting Services Kabushiki Kaisha (Formerly known as ECnet Kabushiki Kaisha)	100%	Japan

2. R Systems Computaris International Limited (Formerly known as Computaris International Limited), UK, has the following wholly-owned subsidiaries:

Sl. No.	Name of subsidiary	Holding	Country of Incorporation
1.	R Systems Computaris Europe S.R.L. (Formerly known as Computaris Romania SRL)	100%	Romania
2.	R Systems Computaris Poland Sp. Z o.o. (Formerly known as Computaris Polska sp zo.o.)	100%	Poland
3.	R Systems Computaris S.R.L (Formerly known as ICS Computaris International Srl)	100%	Moldova
4.	R Systems Computaris Malaysia Sdn. Bhd. (Formerly known as Computaris Malaysia Sdn. Bhd.)	100%	Malaysia
5.	R Systems Computaris Philippines Pte. Ltd. Inc. (Formerly known as Computaris Philippines Pte. Ltd. Inc.)	100%	Philippines
6.	R Systems Computaris Suisse Sàrl (Formerly known as Computaris Suisse Sarl)	100%	Switzerland



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3. R Systems IBIZCS Pte. Ltd. (Formerly known as IBIZ Consulting Pte Ltd), Singapore, is a wholly owned subsidiary of R Systems (Singapore) Pte Limited, Singapore and has following wholly owned subsidiaries:

Sl. No.	Name of subsidiary	Holding	Country of Incorporation
1.	IBIZ Consulting Services Pte Ltd.	100%	Singapore
2.	R Systems IBIZCS Sdn. Bhd. (Formerly known as IBIZ Consulting Services Sdn. Bhd.)	100%	Malaysia
3.	PT. R Systems IBIZCS International (Formerly known as PT. IBIZCS Indonesia)	100%	Indonesia
4.	IBIZ Consulting (Thailand) Co. Ltd.	100%	Thailand
5.	IBIZ Consulting Service Limited (IBIZ HK)	100%	Hong Kong
6.	IBIZ Consulting Service Shanghai Co., Ltd.	100% by IBIZ HK	People's Republic of China

In aforesaid step-down subsidiaries, RSIL doesn't hold shares directly but shares are held by its immediate subsidiaries/ step-down subsidiaries. To avoid any ambiguity, in form MGT-7, we have given the details of the shareholding held by RSIL in its immediate subsidiaries/ step-down subsidiaries as shareholding of RSIL.

3. POINT IV (III) DETAILS OF SHARES/ DEBENTURES TRANSFERS SINCE CLOSURE DATE OF LAST FINANCIAL YEAR (OR IN THE CASE OF THE FIRST RETURN AT ANY TIME SINCE THE INCORPORATION OF THE COMPANY)

During the financial year ended December 31, 2021, there was no request for transfer of physical share. Though being a listed entity, the shares of the Company are regularly traded on stock exchanges i.e. BSE Limited and National Stock Exchange of India.

4. POINT VI(B) TOTAL NUMBER OF SHARES HOLDERS OF THE COMPANY

As per SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017 and in consistency with the shareholding pattern filed by the Company on quarterly basis with the stock exchanges, the shareholding of all the shareholders as on December 31, 2021 has been consolidated on the basis of PAN and accordingly shown as 28,691 under the Head "Total number of Shareholders ((Promoters+ Public/Other than promoters)" in Form MGT-7.

Further, following is the number of shareholders without consolidating the shareholding on the basis of PAN as on December 31, 2021:

Sl. No.	Category	No of shareholders	Shares
1.	Promoter	14	61,129,969
2.	Public	31,722	57,173,476
Total		31,736	118,303,445

Further, Subsequent to the financial year ended December 31, 2021, National Company Law Tribunal, Delhi vide order dated February 01, 2021, approved the Scheme of Amalgamation of RightMatch Holdings Limited ("RightMatch") and R Systems International Limited and their respective shareholders and creditors. Pursuant to the said Order, on March 09, 2021, the



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Company had cancelled and extinguished 8,828,489 fully paid up equity share, held by RightMatch and allotted equivalent number of shares to the shareholders of RightMatch in the proportion of their shareholding in RightMatch.

Further, subsequent to the financial year ended December 31, 2021, the Company has bought back 1,333,000 fully paid up equity shares of Re. 01/- each at the price of Rs. 225/- each.

Consequent to the said buyback, extinguishment and allotment, the total issued and paid up share capital of the Company stands as Rs. 118,303,445 consisting of 118,303,445 equity shares of Re. 1/- each fully paid-up.

5. POINT IX (C) RELATED TO COMMITTEE MEETING

The total number of the committee meetings held during the year ended December 31, 2021 is as follows:

Sl. No.	Name of the Committee	No. of Meetings
1.	Audit Committee	07
2.	Nomination and Remuneration Committee	01
3.	Risk Management Committee	02
4.	Stakeholders Relationship Committee	04
5.	Corporate Social Responsibility Committee	04
Total		18

Due to lack of space available in form MGT-7, details of 10 committees have been given in point no. IX (C). The details of the balance 8 meetings are provided in **Annexure-1**.

Kindly take form MGT-7 with the said explanation in your record.

Thanking You,

Yours faithfully,

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

Membership No. A33287

Address: 402, Suryakaniska Tower, Plot No.
26, Sector 4, Vaishali Ghaziabad 201010 U.P.





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Annexure-1

Sl. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of Members attended	% of attendance
11.	Stakeholders Relationship Committee Meetings	February 16, 2021	3	3	100%
12.	Stakeholders Relationship Committee Meetings	May 07, 2021	3	3	100%
13.	Stakeholders Relationship Committee Meetings	August 06, 2021	3	3	100%
14.	Stakeholders Relationship Committee Meetings	November 02, 2021	3	3	100%
15.	Corporate Social Responsibility Committee	February 16, 2021	3	3	100%
16.	Corporate Social Responsibility Committee	April 20, 2021	3	3	100%
17.	Corporate Social Responsibility Committee	May 07, 2021	3	3	100%
18.	Corporate Social Responsibility Committee	November 02, 2021	3	3	100%