



DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /
Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

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Consolidated Scrutinizer's Report

[Pursuant to Section 108 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 Chairman

29th Annual General Meeting

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 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of **R SYSTEMS INTERNATIONAL LIMITED (the "Company")** on May 10, 2023, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the 29th Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Sections 108 of the Act, read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 & 10/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021 and December 28, 2022, 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/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('**SEBI Circulars**'), 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 Wednesday, June 21, 2023 at 9:30 a.m. 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 10, 2023 and Addendum dated June 1, 2023 to the AGM Notice including the dispatch of AGM notice and addendum thereto 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 and addendum thereto, based on the report generated from the e-voting platform provided by Link Intime India Private Limited ('LI IPL').
3. The remote e-voting period was commenced on Saturday, June 17, 2023 (09:00 a.m. IST) and ended on Tuesday, June 20, 2023 (05:00 p.m. IST) via e-voting platform provided by LI IPL 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 had not casted their vote earlier through remote e-voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Wednesday, June 14, 2023 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 LI IPL, RTA of the Company. Detailed registers are maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting at AGM.
8. As on cut-off date, the fully paid-up share capital of the Company was Rs. 11,83,03,445/- (Rupees Eleven Crores Eighty Three Lakhs Three Thousand Four Hundred Forty Five Only) divided into 11,83,03,445 (Eleven Crores Eighty Three Lakhs Three Thousand Four Hundred Forty Five Only) 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:

Resolution No. 1 **To receive, consider and adopt audited financial statements (including consolidated financial statements) of the Company for the financial year ended December 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.**
Ordinary Resolution

| Ordinary Resolution | | | | |
|---------------------|-----------------------|--------------------|--------------------|------------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | E-votes during AGM | Remote E-votes | Total | |
| Assent | 3,756 | 6,18,05,720 | 6,18,09,476 | 99.99998 |
| Dissent | - | 15 | 15 | 0.00002 |
| Total | 3,756 | 6,18,05,735 | 6,18,09,491 | 100.00000 |

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 A'.

Resolution No. 2 **To confirm interim dividend of INR 6.50/- per equity share, declared and paid for the financial year ended December 31, 2022.**
Ordinary Resolution

| Ordinary Resolution | | | | |
|---------------------|-----------------------|-----------------|-----------------|------------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | E-votes during AGM | Remote E-votes | Total | |
| Assent | 3,756 | 6,18,05,720 | 6,18,09,476 | 99.99998 |
| Dissent | - | 15 | 15 | 0.00002 |
| Total | 3,756 | 61805735 | 61809491 | 100.00000 |

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 B'.

Resolution No. 3 **To consider and ratify the period of extension of the tenure of Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966), President & Sr. Executive Director of the Company.**
Special Resolution

| Special Resolution | | | | |
|--------------------|-----------------------|--------------------|--------------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | E-votes during AGM | Remote E-votes | Total | |
| Assent | 3,756 | 6,18,05,146 | 6,18,08,902 | 99.99905 |
| Dissent | - | 589 | 589 | 0.00095 |
| Total | 3,756 | 6,18,05,735 | 6,18,09,491 | 100 |

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 consider and appoint Mr. Mukesh Mehta (DIN: 08319159), as a Non-Ordinary Resolution** **Executive Director of the Company.**

| Ordinary Resolution | | | | |
|---------------------|-----------------------|--------------------|--------------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | E-votes during AGM | Remote E-votes | Total | |
| Assent | 3,756 | 6,18,05,146 | 6,18,08,902 | 99.99905 |
| Dissent | - | 589 | 589 | 0.00095 |
| Total | 3,756 | 6,18,05,735 | 6,18,09,491 | 100 |

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'.

Resolution No. 5 **To consider and appoint Mr. Amit Dalmia (DIN: 05313886), as a Non-Ordinary Resolution** **Executive Director of the Company.**

| Ordinary Resolution | | | | |
|---------------------|-----------------------|--------------------|--------------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | E-votes during AGM | Remote E-votes | Total | |
| Assent | 3,756 | 6,17,73,208 | 6,17,76,964 | 99.94738 |
| Dissent | - | 32,527 | 32,527 | 0.05262 |
| Total | 3,756 | 6,18,05,735 | 6,18,09,491 | 100 |

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 E'.

Resolution No. 6 **To consider and appoint Mr. Animesh Agrawal (DIN: 08538625), as a Non-Ordinary Resolution** **Executive Director of the Company.**

| Ordinary Resolution | | | | |
|---------------------|-----------------------|--------------------|--------------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | E-votes during AGM | Remote E-votes | Total | |
| Assent | 3,756 | 6,18,05,146 | 6,18,08,902 | 99.99905 |
| Dissent | - | 589 | 589 | 0.00095 |
| Total | 3,756 | 6,18,05,735 | 6,18,09,491 | 100 |

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 F'.

Resolution No. 7 was proposed through Addendum dated June 1, 2023 to the AGM Notice

Resolution No. 7 **To consider and appoint Mr. Nitesh Bansal (DIN: 10170738), as Managing Ordinary Resolution** **Director and Chief Executive Officer of the Company.**

| Ordinary Resolution | | | | |
|---------------------|-----------------------|--------------------|--------------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | E-votes during AGM | Remote E-votes | Total | |
| Assent | 3,756 | 6,16,95,481 | 6,16,99,237 | 99.82162 |
| Dissent | - | 1,10,254 | 1,10,254 | 0.17838 |
| Total | 3,756 | 6,18,05,735 | 6,18,09,491 | 100 |

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 G'.

10. The register containing the details of e-voting will be handed over to the Chairperson 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.: L2021DE009500

Peer Review Certificate No. 2792/2022

DEVESH Digitally signed
by DEVESH

KUMAR KUMAR VASISHT
Date: 2023.06.22

VASISHT 15:44:30 +05'30'

Devesh Kumar Vasisht

Managing Partner

CP No.:13700 / Mem. No. F8488

Date: June 22, 2023

Place: New Delhi

Countersigned by

On behalf of the Chairperson

29th AGM of R Systems International Limited

Nand Lal Digitally signed by
Nand Lal Sardana
Date: 2023.06.22
15:51:44 +05'30'

Sardana

Nand Sardana

Chief Financial Officer

Date: June 22, 2023

Place: New Delhi

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

A1. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of Voters | No. of Equity Shares | Paid-up value of Equity Shares in ₹ |
|--|----------------------|-----------------------------|--|
| a) Total votes received | 157 | 6,18,05,735 | 6,18,05,735 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 157 | 6,18,05,735 | 6,18,05,735 |
| d) Votes with assent for the resolution | 142 | 6,18,05,720 | 6,18,05,720 |
| e) Votes with dissent for the resolution | 15 | 15 | 15 |

A2. 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 | 23 | 3,756 | 3,756 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 23 | 3,756 | 3,756 |
| d) Votes with assent for the resolution | 23 | 3,756 | 3,756 |
| e) Votes with dissent for the resolution | - | - | - |

Details of E-voting during the AGM & remote e-voting 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 | 157 | 6,18,05,735 | 6,18,05,735 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 157 | 6,18,05,735 | 6,18,05,735 |
| d) Votes with assent for the resolution | 142 | 6,18,05,720 | 6,18,05,720 |
| e) Votes with dissent for the resolution | 15 | 15 | 15 |

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 | 23 | 3,756 | 3,756 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 23 | 3,756 | 3,756 |
| d) Votes with assent for the resolution | 23 | 3,756 | 3,756 |
| e) Votes with dissent for the resolution | - | - | - |

Details of E-voting during the AGM & remote e-voting 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 | 157 | 6,18,05,735 | 6,18,05,735 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 157 | 6,18,05,735 | 6,18,05,735 |
| d) Votes with assent for the resolution | 139 | 6,18,05,146 | 6,18,05,146 |
| e) Votes with dissent for the resolution | 18 | 589 | 589 |

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 | 23 | 3,756 | 3,756 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 23 | 3,756 | 3,756 |
| d) Votes with assent for the resolution | 23 | 3,756 | 3,756 |
| e) Votes with dissent for the resolution | - | - | - |

Details of E-voting during the AGM & remote e-voting 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 | 157 | 6,18,05,735 | 6,18,05,735 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 157 | 6,18,05,735 | 6,18,05,735 |
| d) Votes with assent for the resolution | 139 | 6,18,05,146 | 6,18,05,146 |
| e) Votes with dissent for the resolution | 18 | 589 | 589 |

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 | 23 | 3,756 | 3,756 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 23 | 3,756 | 3,756 |
| d) Votes with assent for the resolution | 23 | 3,756 | 3,756 |
| e) Votes with dissent for the resolution | - | - | - |

Details of E-voting during the AGM & remote e-voting for Resolution No.- 5 are as under:

E1. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of Voters | No. of Equity Shares | Paid-up value of Equity Shares in ₹ |
|--|----------------------|-----------------------------|--|
| a) Total votes received | 157 | 6,18,05,735 | 6,18,05,735 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 157 | 6,18,05,735 | 6,18,05,735 |
| d) Votes with assent for the resolution | 138 | 6,17,73,208 | 6,17,73,208 |
| e) Votes with dissent for the resolution | 19 | 32,527 | 32,527 |

E2. 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 | 23 | 3,756 | 3,756 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 23 | 3,756 | 3,756 |
| d) Votes with assent for the resolution | 23 | 3,756 | 3,756 |
| e) Votes with dissent for the resolution | - | - | - |

Details of E-voting during the AGM & remote e-voting for Resolution No.- 6 are as under:

F1. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of Voters | No. of Equity Shares | Paid-up value of Equity Shares in ₹ |
|--|----------------------|-----------------------------|--|
| a) Total votes received | 157 | 6,18,05,735 | 6,18,05,735 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 157 | 6,18,05,735 | 6,18,05,735 |
| d) Votes with assent for the resolution | 139 | 6,18,05,146 | 6,18,05,146 |
| e) Votes with dissent for the resolution | 18 | 589 | 589 |

F2. 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 | 23 | 3,756 | 3,756 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 23 | 3,756 | 3,756 |
| d) Votes with assent for the resolution | 23 | 3,756 | 3,756 |
| e) Votes with dissent for the resolution | - | - | - |

Details of E-voting during the AGM & remote e-voting for Resolution No.- 7 are as under:

G1. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of Voters | No. of Equity Shares | Paid-up value of Equity Shares in ₹ |
|--|----------------------|-----------------------------|--|
| a) Total votes received | 157 | 6,18,05,735 | 6,18,05,735 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 157 | 6,18,05,735 | 6,18,05,735 |
| d) Votes with assent for the resolution | 136 | 6,16,95,481 | 6,16,95,481 |
| e) Votes with dissent for the resolution | 21 | 1,10,254 | 1,10,254 |

G2. 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 | 23 | 3,756 | 3,756 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 23 | 3,756 | 3,756 |
| d) Votes with assent for the resolution | 23 | 3,756 | 3,756 |
| e) Votes with dissent for the resolution | - | - | - |