



# DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

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## 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

30<sup>th</sup> Annual General Meeting

**R SYSTEMS INTERNATIONAL LIMITED**

(CIN: L74899DL1993PLC053579)

GF-1-A, 6, Devika Tower, Nehru Place,

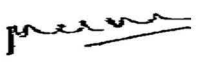
New Delhi- 110019


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 02, 2024, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the 30<sup>th</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, 02/2021, 21/2021, 10/2022 & 9/2023 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021, December 28, 2022 and September 25, 2023, 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/2023/167 dated October 07, 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 Thursday, June 13, 2024 at 9:35 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 02, 2024 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 Link Intime India Private Limited ('LI IPL').
3. The remote e-voting period was commenced on Sunday, June 09, 2024 at 09:00 A.M. (IST) and ended on Wednesday, June 12, 2024 at 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 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. Thursday, June 06, 2024 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**  
**Ordinary Resolution**       **(including consolidated financial statements) of the Company for**  
   **the financial year ended December 31, 2023 and the Reports of the**  
   **Board of Directors and the Auditors thereon.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	126	6,32,62,849	6,32,62,975	99.9995
Dissent	0	300	300	0.0005
<b>Total</b>	<b>126</b>	<b>6,32,63,149</b>	<b>6,32,63,275</b>	<b>100.0000</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 A'.

**Resolution No. 2**            **To confirm interim dividend of INR 6.80/- per equity share, declared**  
**Ordinary Resolution**       **and paid for the financial year ended December 31, 2023.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	126	6,32,62,849	6,32,62,975	99.9995
Dissent	0	300	300	0.0005
<b>Total</b>	<b>126</b>	<b>6,32,63,149</b>	<b>6,32,63,275</b>	<b>100.0000</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 B'.

**Resolution No. 3** To appoint a director in place of Mr. Mukesh Mehta (DIN: 08319159), who retires by rotation and being eligible, offers himself for re-appointment.  
**Ordinary Resolution**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	126	6,32,62,309	6,32,62,435	99.9987
Dissent	0	840	840	0.0013
<b>Total</b>	<b>126</b>	<b>6,32,63,149</b>	<b>6,32,63,275</b>	<b>100.0000</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 C'.

- 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.: L2021DE009500

Peer Review Certificate No. 2792/2022

**DEVESH** Digitally signed  
by DEVESH

**KUMAR** KUMAR VASISHT  
Date: 2024.06.13

**VASISHT** 18:59:08 +05'30'

**Devesh Kumar Vasisht**

Managing Partner

CP No.:13700 / Mem. No. F8488

UDIN: F008488F000569281

Date: June 13, 2024

Place: New Delhi

**Countersigned by**

On behalf of the Chairperson

30<sup>th</sup> AGM of R Systems International Limited

**NAND LAL** Digitally signed by  
NAND LAL  
**SARDANA** SARDANA  
Date: 2024.06.13  
19:08:19 +05'30'

**Nand Sardana**

Chief Financial Officer

Date: June 13, 2024

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:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes received	191	6,32,63,149	6,32,63,149
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	191	6,32,63,149	6,32,63,149
d) Votes with assent for the resolution	190	6,32,62,849	6,32,62,849
e) Votes with dissent for the resolution	1	300	300

**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>
a) Total votes received	22	126	126
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	22	126	126
d) Votes with assent for the resolution	22	126	126
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:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes received	191	6,32,63,149	6,32,63,149
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	191	6,32,63,149	6,32,63,149
d) Votes with assent for the resolution	190	6,32,62,849	6,32,62,849
e) Votes with dissent for the resolution	1	300	300

**B2. 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>
a) Total votes received	22	126	126
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	22	126	126
d) Votes with assent for the resolution	22	126	126
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:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes received	<b>191</b>	<b>6,32,63,149</b>	<b>6,32,63,149</b>
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	191	6,32,63,149	6,32,63,149
d) Votes with assent for the resolution	188	6,32,62,309	6,32,62,309
e) Votes with dissent for the resolution	3	840	840

**C2. 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>
a) Total votes received	<b>22</b>	<b>126</b>	<b>126</b>
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	22	126	126
d) Votes with assent for the resolution	22	126	126
e) Votes with dissent for the resolution	-	-	-