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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
31st 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 31st 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').

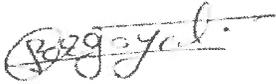
I submit my report as under:

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:

Resolution No. 1 **To receive, consider and adopt audited financial statements (including Ordinary Resolution** **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.**

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-votes during AGM	Remote E-votes	Total	
Assent	86	7,38,14,554	7,38,14,640	100.00
Dissent	0	0	0	0.00
Total	86	7,38,14,554	7,38,14,640	100.00

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 dividends of ₹ 6.00/- and ₹ 6.50/- per equity share, Ordinary Resolution** **declared and paid for the financial year ended December 31, 2024.**

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-votes during AGM	Remote E-votes	Total	
Assent	86	7,38,14,554	7,38,14,640	100.00
Dissent	0	0	0	0.00
Total	86	7,38,14,554	7,38,14,640	100.00

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. Amit Dalmia (DIN: 05313886), who Ordinary Resolution** **retires by rotation and being eligible, offers himself for re-appointment.**

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-votes during AGM	Remote E-votes	Total	
Assent	86	7,03,74,766	7,03,74,852	95.34
Dissent	0	34,39,681	34,39,681	4.66
Total	86	7,38,14,447	7,38,14,533	100.00

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
	Number of Valid Votes			
	E-votes during AGM	Remote E-votes	Total	
Assent	86	7,38,14,447	7,38,14,533	100.00
Dissent	0	0	0	0.00
Total	86	7,38,14,447	7,38,14,533	100.00

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
 31st AGM of R Systems International Limited



Nand Sardana

Nand Sardana
 Chief Financial Officer

Date: June 13, 2025
 Place: New Delhi

Annexure-A

Details of remote e-voting and e-voting during the AGM 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	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	-	-	-

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	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.-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.