

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

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively]

To,

The Chairman

27th Annual General Meeting of

R SYSTEMS INTERNATIONAL LIMITED

(CIN: L74899DL1993PLC053579)

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

New Delhi -110019.

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting system during Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, on the resolution(s) mentioned in Notice dated April 20, 2021 for 27th AGM of the Company held on Wednesday, May 19, 2021 at 10:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.

I submit my report as under:-

1. The remote e-voting period commenced on Saturday, May 15, 2021 at 10:00 A.M. and ended on Tuesday, May 18, 2021 at 05:00 P.M. via e-voting platform on the designated website of Central Depositories Services (India) Limited (CDSL), Authorized Agency to provide e-voting facility viz.: www.evotingindia.com.
2. The Members of the Company as on the “cut off” date i.e. Wednesday, May 12, 2021 were entitled to avail the facility of remote e-voting as well as e-voting during the AGM on the proposed resolution(s) as set out in the Notice dated April 20, 2021.
3. The total paid up Equity Share Capital of the Company as on May 12, 2021 was Rs. 11,96,36,445 (Rupees Eleven Crore Ninety Six Lakhs Thirty Six Thousand Four Hundred Forty Five only) divided into 11,96,36,445 (Eleven Crore Ninety Six Lakhs Thirty Six Thousand Four Hundred Forty Five) equity shares of Re. 1/- (Rupee One Only) each.
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for convening the AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer’s report of the votes cast ‘For’ or ‘Against’ the resolution stated in the AGM Notice.
5. After conclusion of the e-voting at the AGM, the votes cast by members present through VC/OAVM the e-voting system and through remote e-voting facility were unblocked in the presence of two witnesses, Mr. Gaurav Arora and Mr. Nityam Rastogi who were not in the employment of the Company.
6. Detailed registers were maintained containing the summary of results of remote e-voting and e- voting during the AGM.
7. The shareholders exercised their voting either by remote e-voting facility or e- voting during the AGM. There was no shareholder who opted for both the facilities.

8. The consolidated summary of results of remote e-voting and e- voting during the AGM 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, 2020 and the Reports of the Board of Directors and the Auditors thereon:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	16	6,24,50,465	6,24,50,481	99.9999
Dissent	0	58	58	0.0001
Total	16	6,24,50,523	6,24,50,539	100.0000

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting during the AGM and remote e-voting are given in **Annexure- A**.

Resolution No. 2- To appoint a director in place of Mr. Avirag Jain (DIN: 00004801), who retires by rotation and being eligible, offers himself for re-appointment:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	16	6,24,50,465	6,24,50,481	99.9999
Dissent	0	58	58	0.0001
Total	16	6,24,50,523	6,24,50,539	100.0000

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e-voting during the AGM and remote e-voting are given in **Annexure- B**.

Resolution No. 3- To consider and approve the payment of Remuneration to Dr. Satinder Singh Rekhi as Managing Director & Chief Executive Officer of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	16	6,24,50,465	6,24,50,481	99.9999
Dissent	0	58	58	0.0001
Total	16	6,24,50,523	6,24,50,539	100.0000

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e-voting during the AGM and remote e-voting are given in **Annexure- C.**

Resolution No. 4-To consider and approve the re-appointment and remuneration of Lt.Gen. Baldev Singh (Retd.) (DIN: 00006966) as President and Senior Executive Director of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	16	6,24,50,465	6,24,50,481	99.9999
Dissent	0	58	58	0.0001
Total	16	6,24,50,523	6,24,50,539	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting during the AGM and remote e-voting are given in **Annexure-D.**

Resolution No. 5-To consider and approve the re-appointment of Mrs. Ruchica Gupta (DIN: 06912329), as Non-Executive Independent Director of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	16	6,24,50,465	6,24,50,481	99.9999
Dissent	0	58	58	0.0001
Total	16	6,24,50,523	6,24,50,539	100.0000

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of e-voting during the AGM and remote e-voting are given in **Annexure-E.**

Resolution No. 6-To consider and approve the re-appointment of Mr. Kapil Dhameja (DIN: 02889310), as Non-Executive Independent Director of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	16	6,24,50,465	6,24,50,481	99.9999
Dissent	0	58	58	0.0001
Total	16	6,24,50,523	6,24,50,539	100.0000

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of e-voting during the AGM and remote e-voting are given in **Annexure-F.**

Resolution No. 7- To consider and approve the re-appointment of Mr. Aditya Wadhwa (DIN: 07556408), as Non-Executive Independent Director of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	16	6,24,50,465	6,24,50,481	99.9999
Dissent	0	58	58	0.0001
Total	16	6,24,50,523	6,24,50,539	100.0000

Therefore, the Resolution No.7 has been approved with requisite majority. Details of e-voting during the AGM and remote e-voting are given in **Annexure-G.**

Resolution No. 8- To consider the payment of performance bonus to Mr. Avirag Jain, Director & Chief Technology Officer of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	16	6,24,50,465	6,24,50,481	99.9999
Dissent	0	58	58	0.0001
Total	16	6,24,50,523	6,24,50,539	100.0000

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of e-voting during the AGM and remote e-voting are given in **Annexure-H.**

10. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

**Devesh
Kumar
Vasisht** Digitally signed
by Devesh
Kumar Vasisht
Date: 2021.05.19
19:25:10 +05'30'

Devesh Kumar Vasisht

Partner

Scrutinizer

CP No.: 13700

M. No.: F8488

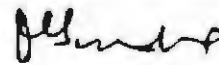
UDIN: F008488C000345418

May 19, 2021

New Delhi

Countersigned by

On Behalf of Chairman of 27th AGM of
R Systems International Ltd.



Date: May 19, 2021

Place: New Delhi



Annexure- A

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

A1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	5	16	16
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	5	16	16
d) Votes with Assent	5	16	16
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	217	6,24,50,523	6,24,50,523
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217	6,24,50,523	6,24,50,523
d) Votes with Assent	216	6,24,50,465	6,24,50,465
e) Votes with Dissent	1	58	58

Annexure- B

Details of e-voting during the AGM & Remote e-voting for Resolution No.-2 are as under:

B1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	5	16	16
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	5	16	16
d) Votes with Assent	5	16	16
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	217	6,24,50,523	6,24,50,523
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217	6,24,50,523	6,24,50,523
d) Votes with Assent	216	6,24,50,465	6,24,50,465
e) Votes with Dissent	1	58	58

Annexure- C

Details of e-voting during the AGM & Remote e-voting for Resolution No.-3 are as under:

C1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	5	16	16
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	5	16	16
d) Votes with Assent	5	16	16
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	217	6,24,50,523	6,24,50,523
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217	6,24,50,523	6,24,50,523
d) Votes with Assent	216	6,24,50,465	6,24,50,465
e) Votes with Dissent	1	58	58

Annexure-D

Details of e-voting during the AGM & Remote e-voting for Resolution No.-4 are as under:

D1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	5	16	16
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	16	16
d) Votes with Assent	5	16	16
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	217	6,24,50,523	6,24,50,523
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217	6,24,50,523	6,24,50,523
d) Votes with Assent	216	6,24,50,465	6,24,50,465
e) Votes with Dissent	1	58	58

Annexure-E

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

E1. E VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	5	16	16
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	16	16
d) Votes with Assent	5	16	16
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	217	6,24,50,523	6,24,50,523
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217	6,24,50,523	6,24,50,523
d) Votes with Assent	216	6,24,50,465	6,24,50,465
e) Votes with Dissent	1	58	58

Annexure-F

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

F1. E- VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	5	16	16
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	16	16
d) Votes with Assent	5	16	16
e) Votes with Dissent	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	217	6,24,50,523	6,24,50,523
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217	6,24,50,523	6,24,50,523
d) Votes with Assent	216	6,24,50,465	6,24,50,465
e) Votes with Dissent	1	58	58

Annexure-G

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

G1. E- VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	5	16	16
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	16	16
d) Votes with Assent	5	16	16
e) Votes with Dissent	0	0	0

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	217	6,24,50,523	6,24,50,523
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217	6,24,50,523	6,24,50,523
d) Votes with Assent	216	6,24,50,465	6,24,50,465
e) Votes with Dissent	1	58	58

Annexure-H

Details of e-voting during the AGM & Remote e-voting for Resolution No.-8 are as under:


H1. E- VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	5	16	16
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	16	16
d) Votes with Assent	5	16	16
e) Votes with Dissent	0	0	0

H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	217	6,24,50,523	6,24,50,523
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217	6,24,50,523	6,24,50,523
d) Votes with Assent	216	6,24,50,465	6,24,50,465
e) Votes with Dissent	1	58	58

Certified True Copy
For R Systems International Limited



Bhasker Dubey
(Company Secretary & Compliance Officer)