

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 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended, read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 & 21/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021, respectively.]

To,

The Chairman

28th 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, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of R Systems International Limited (the "Company") in its meeting held on May 10, 2022 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 28th Annual General Meeting ('AGM'), under the provisions of Section 108 of the Act read with the Rules and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021 and 21/2021 dated December 14, 2021 ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolution as mentioned in Notice dated May 13, 2022 ("AGM Notice") for 28th AGM of the Company held on



Monday, June 20, 2022 at 09:30 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) facility.

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; and (iii) the LODR Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of 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 system provided by Central Depository Services (India) Limited (“CDSL”).
3. The remote e-Voting period commenced on Thursday, June 16, 2022 at 10:00 A.M (IST) and ended on Sunday, June 19, 2022 at 05:00 P.M. (IST) via e-voting platform on the designated website of CDSL, Authorized Agency to provide e-voting facility. The Company also provided e-voting facility to the Members who participated/ attended the AGM through VC/OAVM to enable such Members to cast their vote, if they had not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the “cut off” date i.e. June 13, 2022 were entitled to avail the facility of remote e-voting as well as e-voting at AGM (herein collectively referred as “e-votes/ e-voting”) on the proposed resolutions as set out in the AGM Notice.
5. The total paid up Equity Share Capital of the Company as on June 13, 2022 was Rs. 118,303,445/- (Rupees Eleven Crore Eighty Three Lakh Three Thousand Four Hundred Forty Five only) divided into 118,303,445 (Eleven Crore Eighty Three Lakh Three Thousand Four Hundred Forty Five) Equity Shares of Re. 1/- (Rupees One Only) each.



6. 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. Sanjeev Gour and Mr. Jatin Sharma who are not in the employment of the Company.

Sanjeev Gour

Jatin

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 data of e-votes was diligently scrutinized and reconciled with the records maintained by the Link Intime India Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.

9. The consolidated summary of results of e-voting are as under:

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the Financial Year ended December 31, 2021 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	183	6,22,17,444	6,22,17,627	99.9999
Dissent	0	58	58	0.0001
Total	183	6,22,17,502	6,22,17,685	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 confirm two interim dividends of Rs. 2.50/- and Rs. 3.20/- per equity share, declared and paid during the financial year ended December 31, 2021.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	183	62,294,638	62,294,821	99.9999
Dissent	-	58	58	0.0001
Total	183	62,294,696	62,294,879	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 appoint a director in place of Lt. Gen. Baldev Singh (Retd.) (DIN:00006966), 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	183	61,852,198	61,852,381	99.2897
Dissent	-	442,498	442,498	0.7103
Total	183	62,294,696	62,294,879	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 the re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	183	62,294,628	62,294,811	99.9999
Dissent	-	68	68	0.0001
Total	183	62,294,696	62,294,879	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 the appointment of Mr. Sartaj Singh Rekhi for holding office or place of profit.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	183	2,078,642	2,078,825	85.2922
Dissent	-	358,474	358,474	14.7078
Total	183	2,437,116	2,437,299	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 the revision in the terms of payment of remuneration to Lt. Gen. Baldev Singh (Retd.), 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	183	62,293,947	62,294,130	99.9988
Dissent	-	749	749	0.0012
Total	183	62,294,696	62,294,879	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 the revision in the terms of payment of remuneration to Mr. Avirag Jain, Director & Chief Technology Officer.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	183	62,293,597	62,293,780	99.9982
Dissent	-	1,099	1,099	0.0018
Total	183	62,294,696	62,294,879	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.



SANJAY GROVER & ASSOCIATES

10. The register containing the details of e-voting is under my safe custody and will be handed over to the Chairman of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

Devesh Kumar Vasisht

Devesh Kumar Vasisht

Scrutinizer

CP No.: 13700

UDIN: F008488D000517447

Date: June 22, 2022

New Delhi



**Countersigned by
On Behalf of the Chairman of
28th AGM of R Systems International Ltd.**

Nand Sardana

Nand Sardana

Chief Financial Officer

Date: JUNE 22, 2022

New Delhi

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

A1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	15	183	183
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	15	183	183
d) Votes with Assent	15	183	183
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	183	62,217,502	62,217,502
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	183	62,217,502	62,217,502
d) Votes with Assent	182	62,217,444	62,217,444
e) Votes with Dissent	1	58	58



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

B1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	15	183	183
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	15	183	183
d) Votes with Assent	15	183	183
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	184	62,294,696	62,294,696
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	184	62,294,696	62,294,696
d) Votes with Assent	183	62,294,638	62,294,638
e) Votes with Dissent	1	58	58



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

C1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	15	183	183
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	15	183	183
d) Votes with Assent	15	183	183
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	184	62,294,696	62,294,696
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	184	62,294,696	62,294,696
d) Votes with Assent	169	61,852,198	61,852,198
e) Votes with Dissent	15	442,498	442,498



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

D1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	15	183	183
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	15	183	183
d) Votes with Assent	15	183	183
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	184	62,294,696	62,294,696
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	184	62,294,696	62,294,696
d) Votes with Assent	182	62,294,628	62,294,628
e) Votes with Dissent	2	68	68



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

E1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	15	183	183
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	15	183	183
d) Votes with Assent	15	183	183
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	184	62,294,696	62,294,696
b) Less: Invalid Votes*	12	59,857,580	59,857,580
c) Net Valid Votes	172	2,437,116	2,437,116
d) Votes with Assent	162	2,078,642	2,078,642
e) Votes with Dissent	10	358,474	358,474

*The Votes cast by related parties are considered as invalid for the purpose of this resolution.



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

F1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	15	183	183
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	15	183	183
d) Votes with Assent	15	183	183
e) Votes with Dissent	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	184	62,294,696	62,294,696
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	184	62,294,696	62,294,696
d) Votes with Assent	181	62,293,947	62,293,947
e) Votes with Dissent	3	749	749



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

G1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	15	183	183
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	15	183	183
d) Votes with Assent	15	183	183
e) Votes with Dissent	0	0	0

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-folios	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	184	62,294,696	62,294,696
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	184	62,294,696	62,294,696
d) Votes with Assent	180	62,293,597	62,293,597
e) Votes with Dissent	4	1,099	1,099

