



## DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

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### Scrutinizer's Report

[Pursuant to Section 108 and 110 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 Board of Directors  
**R SYSTEMS INTERNATIONAL LIMITED**  
(CIN: L74899DL1993PLC053579)  
GF-1-A, 6, Devika Tower, Nehru Place,  
New Delhi- 110019

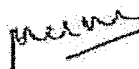
Dear Sir,

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 November 25, 2022, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 & 3/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively ("MCA Circulars") and Regulation 11 of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), 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 following resolution as mentioned in the Notice of Postal Ballot dated November 25, 2022:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Voluntary Delisting of Equity Shares of R Systems International Limited ("R Systems"/ "Company") from National Stock Exchange of India Limited and BSE Limited

**I submit my report as under:**

1. As informed by the Company, postal ballot notice along with explanatory statement and remote e-Voting instructions were sent to all those Members ("**Postal Ballot Notice**"), whose e-mail addresses were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository Participants ("**DP**") and whose names appeared in the Register of Members of the Company / List of Beneficial Owners as maintained by the Depositories as on November 25, 2022 ("**cut-off date**").
2. The Company has published an advertisement on December 01, 2022 regarding service of Postal Ballot Notice to eligible members in Business Standard, English and Hindi language newspaper.
3. The Members of the Company holding shares as on cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of Link Intime India Private Limited ("**LI IPL**").
4. The remote e-Voting commenced on December 2, 2022, 09:00 A.M. and ended on December 31, 2022, 05:00 P.M. Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by LI IPL on its designated website i.e. <https://instavote.linkintime.co.in/>.
5. The remote e-voting was unblocked on December 31, 2022 after 05:00 P.M. in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company. They have signed below in confirmation of the same:



Mukesh Sharma



Parveen Kumar

6. Thereafter, the particulars of remote e-voting report generated from electronic registry of LI IPL have been entered in a separate Register maintained for this purpose and the remote e-voting was reconciled with the register of members of the Company as on cut-off date as maintained by RTA of the Company.
7. As on cut-off date, the fully paid-up share capital of the Company was Rs. 118,303,445/- (Rupees Eleven Crore Eighty Three Lakhs Three Thousand Four Hundred and Forty Five only) divided into 118,303,445 (Eleven Crore Eighty Three Lakhs Three Thousand Four Hundred and Forty Five) equity shares of Re. 1/- (Rupee One Only) each.
8. The approval of members was sought for Voluntary Delisting of the Equity Shares of the Company from the National Stock Exchange of India Limited ("**NSE**") and BSE Limited

<b>(B) Result of votes cast by the public shareholders in terms of Regulation 11 of Delisting Regulations</b>				
<b>Particulars</b>	<b>Number of Votes received</b>			<b>Percentage</b>
	<b>e-votes</b>	<b>Postal Ballot</b>	<b>Total</b>	
<b>Assent</b>	43,091,025	-	43,091,025	96.2104
<b>Dissent</b>	1,696,934	-	1,696,934	3.7888
<b>Abstain</b>	364	-	364	0.0008
<b>Total</b>	<b>44,788,323</b>	-	<b>44,788,323</b>	<b>100.0000</b>

The detailed break up of votes cast by the public shareholders in respect of the above Resolution is attached to this report and marked as '**Annexure B**'.

12. Based on a scrutiny of the valid votes cast through e-voting, we report that:
- the valid votes cast by Public and Promoters together are more than three times the number of votes cast against the Resolution; and
  - the number of valid votes cast by the Public Shareholders in favour of the Special Resolution are more than two times the valid votes cast by the Public Shareholders against the said Special Resolution in terms of the Regulation 11(4) of Delisting Regulations;

Therefore, Special Resolution as set out in the Notice of Postal Ballot dated November 25, 2022 has been passed with requisite majority as per the provisions of Delisting Regulations and the Companies Act, 2013 on December 31, 2022 being the last date of remote e-voting.

13. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**For DPV & Associates LLP**

**Company Secretaries**

DEVESH  
KUMAR  
VASISHT  
Date: 2023.01.02  
12:52:08 +05'30'

**Devesh Kumar Vasisht**

Managing Partner

CP No.:13700 / Mem. No. F8488

UDIN: F008488D002848666

Date: January 2, 2023

Place: New Delhi



**Countersigned by**

*Nand Sardana*

**Nand Sardana**

Chief Financial Officer

Authorised by the Board of Directors and

Managing Director & CEO

Date: January 2, 2023

Place: New Delhi

("BSE") pursuant to the Public Announcement dated November 16, 2022 and detailed public statement published on November 23, 2022 issued by Kotak Mahindra Capital Company Limited, the manager to the Offer ("Manager"), for and on behalf of the BCP Asia II Topco II Pte. Ltd. ("Acquirer") along with Blackstone Capital Partners Asia II L.P. ("PAC"), conveying the intention of the Acquirer and PAC to delist the Company in accordance with Regulation 5A of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") and the applicable provisions of the Delisting Regulations ("Delisting Proposal").

9. In terms of Regulation 11 of Delisting Regulations and the applicable provisions of the Takeover Regulations the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a postal ballot / e-voting in accordance with the SEBI Delisting Regulations. Further, the special resolution passed by the Members of the Company shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are at least two times the number of votes cast by the public shareholders against it.
10. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolution contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' or 'Abstained' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by LIPL.
11. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

**1. Voluntary Delisting of Equity Shares of R Systems International Limited ("R Systems"/ "Company") from National Stock Exchange of India Limited and BSE Limited:**

<b>(A) Special Resolution</b>				
<b>Particulars</b>	<b>Number of Votes received</b>			<b>Percentage</b>
	<b>e-votes</b>	<b>Postal Ballot</b>	<b>Total</b>	
<b>Assent</b>	104,220,494	-	104,220,494	98.3975
<b>Dissent</b>	1,696,934	-	1,696,934	1.6021
<b>Abstain</b>	364	-	364	0.0003
<b>Total</b>	<b>105,917,792</b>	<b>-</b>	<b>105,917,792</b>	<b>100.0000</b>

The detailed break up of voting through remote e-voting in respect of the above Special Resolution is attached to this report and marked as 'Annexure A'.

**Annexure-A**

Detailed summary of the voting through e-voting is given herein below:

**A. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Shares</b>	<b>Paid-up value of shares</b>
a) Total votes received	221	105,917,792	105,917,792
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	1	364	364
d) Net Valid votes cast	220	105,917,428	105,917,428
e) Votes with assent for the resolution	139	104,220,494	104,220,494
f) Votes with dissent for the resolution	81	16,96,934	16,96,934

**Annexure-B**

Detailed summary of the voting through e-voting by public shareholders is given herein below:

**B. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Shares</b>	<b>Paid-up value of shares</b>
a) Total votes received	208	44,788,323	44,788,323
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	1	364	364
c) Net Valid votes cast	207	44,787,959	44,787,959
d) Votes with assent for the resolution	126	43,091,025	43,091,025
e) Votes with dissent for the resolution	81	1,696,934	1,696,934