

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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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 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 and May 05, 2020 respectively]

To,

The Chairman

26th 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 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 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 and May 05, 2020 respectively on the resolution(s) mentioned in Notice dated June 01, 2020 for 26th AGM of the Company held on June 30, 2020 at 09:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.

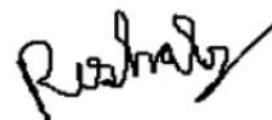


I submit my report as under:-

1. The remote e-voting period commenced on Friday, June 26, 2020 at 10:00 A.M. and ended on Monday, June 29, 2020 at 05:00 P.M. via e-voting platform on the designated website of Central Depository 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. Tuesday, June 23, 2020 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 June 1, 2020.
3. The total paid up Equity Share Capital of the Company as on June 23, 2020 was Rs. 11,96,13,945 (Rupees Eleven Crore Ninety Six Lakhs Thirteen Thousand Nine Hundred Forty Five only) divided into 11,96,13,945 (Eleven Crore Ninety Six Lakhs Thirteen Thousand Nine Hundred Forty Five only) equity shares of Re. 1/- (Rupee One) 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. The attendance of 73 Members was registered who attended the AGM through VC/OAVM as per MCA Circulars.



6. 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, Gaurav Dwivedi and Rishab Kansal who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



7. Detailed registers were maintained containing the summary of results of remote e-voting and e- voting during the AGM.
8. 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.
9. The consolidated summary of results of e-voting during the AGM and remote e-voting 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, 2019 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	62	6,24,76,582	6,24,76,644	100.00
Dissent	0	0	0	0.00
Total	62	6,24,76,582	6,24,76,644	100.00

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

Resolution No. 2- To confirm the interim dividend of INR 1.50 per equity share, declared and paid for the financial year ended December 31, 2019:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	62	6,24,76,582	6,24,76,644	100.00
Dissent	0	0	0	0.00
Total	62	6,24,76,582	6,24,76,644	100.00

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of remote e-voting and e-voting during the AGM 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	62	6,24,76,582	6,24,76,644	100.00
Dissent	0	0	0	0.00
Total	62	6,24,76,582	6,24,76,644	100.00

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

Resolution No. 4- To consider and approve the continuation of Mr. Satinder Singh Rekhi (DIN: 00006955), as Managing Director of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	62	6,24,76,582	6,24,76,644	100.00
Dissent	0	0	0	0.00
Total	62	6,24,76,582	6,24,76,644	100.00

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



Resolution No. 5- To consider and approve the re-appointment and remuneration of Mr. Avirag Jain (DIN: 00004801) as 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	62	6,24,76,582	6,24,76,644	100.00
Dissent	0	0	0	0.00
Total	62	6,24,76,582	6,24,76,644	100.00

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

Resolution No. 6- To consider the appointment of Mr. Ramneet 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	62	2,30,21,980	2,30,22,042	100.00
Dissent	0	0	0	0.00
Total	62	2,30,21,980	2,30,22,042	100.00

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



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**

Countersigned by



(Devesh Kumar Vasisht)

Partner

Scrutinizer

CP No.:13700

UDIN No. F008488B000404191

30th June, 2020

New Delhi



On Behalf of Chairman of 26th AGM of
R Systems International Ltd.



Nand Sardana

June 30, 2020

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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a)Total Votes received	3	62	62
b)Less: Invalid Votes	0	0	0
c) Net Valid votes	3	62	62
d) Votes with Assent	3	62	62
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a)Total Votesreceived	99	6,24,76,582	6,24,76,582
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	99	6,24,76,582	6,24,76,582
d) Votes with Assent	99	6,24,76,582	6,24,76,582
e) Votes with Dissent	0	0	0



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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a)Total Votes received	3	62	62
b)Less: Invalid Votes	0	0	0
c) Net Valid votes	3	62	62
d) Votes with Assent	3	62	62
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a)Total Votes received	99	6,24,76,582	6,24,76,582
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	99	6,24,76,582	6,24,76,582
d) Votes with Assent	99	6,24,76,582	6,24,76,582
e) Votes with Dissent	0	0	0



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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	62	62
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	62	62
d) Votes with Assent	3	62	62
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	99	6,24,76,582	6,24,76,582
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	99	6,24,76,582	6,24,76,582
d) Votes with Assent	99	6,24,76,582	6,24,76,582
e) Votes with Dissent	0	0	0



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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	62	62
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	3	62	62
d) Votes with Assent	3	62	62
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	99	6,24,76,582	6,24,76,582
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	99	6,24,76,582	6,24,76,582
d) Votes with Assent	99	6,24,76,582	6,24,76,582
e) Votes with Dissent	0	0	0



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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	62	62
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	3	62	62
d) Votes with Assent	3	62	62
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	99	6,24,76,582	6,24,76,582
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	99	6,24,76,582	6,24,76,582
d) Votes with Assent	99	6,24,76,582	6,24,76,582
e) Votes with Dissent	0	0	0



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 e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	62	62
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	3	62	62
d) Votes with Assent	3	62	62
e) Votes with Dissent	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	92	2,30,21,980	2,30,21,980
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	92	2,30,21,980	2,30,21,980
d) Votes with Assent	92	2,30,21,980	2,30,21,980
e) Votes with Dissent	0	0	0

