



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1992PLC052579

[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]

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COMPLIANCE REPORT W.R.T. DRAFT COMPOSITE SCHEME OF AMALGAMATION OF VELOTIO TECHNOLOGIES PRIVATE LIMITED AND SCALEWORX TECHNOLOGIES PRIVATE LIMITED WITH R SYSTEMS INTERNATIONAL LIMITED UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

It is hereby certified that the draft composite scheme of amalgamation involving R Systems International Limited (“R Systems”), Velotio Technologies Private Limited (“Velotio”) and Scaleworx Technologies Private Limited (“Scaleworx”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same are in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and SEBI Master Circular dated June 20, 2023 on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub- rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 (“**SEBI Master Circular**”), including the following:

Sr.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply the requirement specified in Para (I)(A)(3) in relation to the Scheme involving unlisted entities, as applicable.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	We undertake to ensure the compliance of Para (I)(A)(9), as applicable.

Bhasker Dubey

(Company Secretary & Compliance Officer)

Date: SEPTEMBER 20, 2024

Nitesh Bansal

(Managing Director & CEO)

Date: SEPTEMBER 20, 2024

Certified that the transactions/ accounting treatment provided in the draft composite scheme of amalgamation and arrangement involving R Systems, Velotio and Scaleworx are in compliance with all the Accounting Standards applicable to a listed entity.

Nand Sardana

(Chief Financial Officer)

Date: SEPTEMBER 20, 2024

Nitesh Bansal

(Managing Director & CEO)

Date: SEPTEMBER 20, 2024