



R SYSTEMS INTERNATIONAL LIMITED
Corporate Identification No. L74899DL1993PLC053579
Registered Office: GF-1-A, 6, Devika Tower, Nehru Place, New Delhi 110019
Corporate Office: C - 40, Sector - 59, Noida (U.P.) - 201 307
Telephone: 0120 - 430 3500
Website: www.rsystems.com; Email: investors@rsystems.com

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management & Administration) Rules, 2014)

Dear Shareholder(s)/ Member(s),

This Notice is hereby given to the Members of R Systems International Limited (“**Company**”/ “**R Systems**”), pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, (“**Companies Act**”) read with the General Circular Nos. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/ 2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR Regulations**”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, and other applicable provisions of the Companies Act, that approval of the shareholders is sought by way of special resolution for matter to be considered in the Resolution as appended below through postal ballot by way of remote e-voting only (“**Postal Ballot**”).

The proposed resolution along with the explanatory statements pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the aforesaid resolution setting out the material facts and the reasons thereof, is also appended hereinafter. The proposed resolution and explanatory statement are being sent to you for your consideration.

In terms of the requirements specified in the MCA Circulars, Company is sending the Postal Ballot Notice in electronic form only to those Members whose e-mail addresses are registered with the Depository Participants and the Company’s RTA (defined below). Accordingly, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot.

The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Companies Act, the MCA Circulars, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged Link Intime India Private Limited

(“LIPL” or “RTA”), its Registrar and Transfer Agent, for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are mentioned in this Notice.

SPECIAL BUSINESSES

ITEM NO. 1

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

To adopt new set of Articles of Association of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and recommended by the board of directors of the Company, the consent of the members of the Company be and is hereby accorded to adopt a new set of Articles of Association with immediate effect, in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer, and the Company Secretary & the Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution, including but not limited to making relevant disclosures/ filings/ intimations with the stock exchanges, filing the required returns/forms with the Registrar of Companies and other statutory/regulatory authorities and the stock exchanges, as may be required in this regard, settling any questions / difficulties / doubts in connection with the aforesaid resolution, and providing a certified true copy of this resolution and any other related documents in this regard and the same be furnished to the concerned authorities and they be requested to act thereon.”

**By Order of the Board
For R Systems International Limited**

**Place : NOIDA
Date : December 26, 2024**

**Bhasker Dubey
Company Secretary & Compliance Officer**

Notes:

1. Explanatory Statement and reasons for the proposed resolutions stated herein above, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**Companies Act**”) and Rules made thereunder are annexed hereto.
2. Pursuant to the MCA Circulars, R Systems International Limited (“**Company**”) is sending this postal ballot notice (“**Notice**”) only in electronic form to those Members whose e-mail addresses are registered with the Link Intime India Private Limited (“**LIPL**” or “**RTA**”)/ Depository Participants.

3. The Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners, as received from National Securities Depositories Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) on Thursday, December 26, 2024.
4. In compliance with the provisions of Section 108 and Section 110 of the Companies Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
5. The remote e-voting shall commence on Sunday, December 29, 2024 at 09:00 A.M. (IST) and shall end on Monday, January 27, 2025 at 05:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form on Thursday, December 26, 2024 (“**Cut-Off Date**”), may cast their vote electronically. The remote e-voting module shall be disabled by LIPL for voting thereafter.
6. This Notice has been placed on the Company’s website at www.rsystems.com and LIPL e-voting website: <https://instavote.linkintime.co.in/> and will also be available on the websites of Stock Exchanges i.e., www.bseindia.com and www.nseindia.com.
7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the said Cut-Off Date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will be entitled to cast their votes by e-voting.
8. The Company has appointed Mr. Devesh Kumar Vasisht of M/s. DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500) as scrutinizer (“**Scrutinizer**”) for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson, or any other person authorised by him, after scrutiny of the votes cast, on the result of the e-voting on or before Wednesday, January 29, 2025. The Scrutinizer’s decision on the validity of votes cast will be final.
9. The Company has engaged LIPL, for the purpose of providing remote e-voting facility to its members.
10. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.rsystems.com and on the website of LIPL i.e. <https://instavote.linkintime.co.in/> immediately after the results are declared, and the same shall be communicated to the Stock Exchanges, where the Equity Shares of the Company are listed.
11. The Resolution, if passed by the requisite majority through postal ballot/ e-Voting, will be deemed to have been passed on the last date specified for e-voting i.e. Monday, January 27, 2025.

12. Instructions for Remote e-Voting for shareholders are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>.
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi.
- c) Login with user id and password.
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>.
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.

- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- i. Visit URL: <https://instavote.linkintime.co.in>
- ii. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):
STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>.
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”.
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section.
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour/ Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

mode with NSDL	
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
13. Resolution passed by the members through postal ballot/ e-Voting shall be deemed to be passed as if it is passed at a general meeting of members.
14. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to investors@rsystems.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING A PART OF THE POSTAL BALLOT NOTICE

Items No. 1

The members of the Company are hereby apprised that our current Articles of Association (“**AoA**”) was adopted in 1993 and since then several amendments had been carried out in the AoA. The existing AoA is based on the Companies Act, 1956 (“**Old Act**”) and several clauses in the existing AoA contain references to specific sections of the Old Act and some clauses in the existing AoA are no longer in conformity with the Companies Act, 2013 (“**Companies Act**”). Accordingly, with the coming into force of the Companies Act and all amendments thereto, several regulations of the existing AoA of the Company require alteration or deletion.

Accordingly, to make the AoA consistent with the provisions of the Companies Act (including the rules framed thereunder), it is proposed to adopt a new set of Articles of Association (“**Proposed AoA**”) which will wholly replace and substitute the existing AoA of the Company. The Proposed AoA is primarily based on Table F of the Companies Act which sets out the model articles of association for a company limited by shares, with such modifications as may be necessary and relevant to the Company.

Pursuant to Section 14 of the Act, the Board of Directors of the Company have, vide circular resolution dated December 26, 2024, subject to the approval of the members of the Company (“**Members**”), accorded their approval for the Proposed AoA.

The Proposed AoA is being uploaded on the website of the Company for perusal of the Members. Further, copy of the Proposed AoA is also enclosed with this Postal Ballot notice.

Further, approval of the Members is required in accordance with the provisions of Section 14 of the Companies Act for any alteration in the AoA and adoption of the Proposed AoA of the Company by way of special resolution.

The Board recommends the resolution set out in Item No. 1 of the Notice, for the approval of the Members by means of a special resolution.

None of the directors and key managerial personnel of the Company or their relatives are concerned or interested in the resolution at Item No. 1.

**By Order of the Board
For R Systems International Limited**

**Place : NOIDA
Date : December 26, 2024**

**Bhasker Dubey
Company Secretary & Compliance Officer**