

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L74899DL1993PLC053579

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

R SYSTEMS INTERNATIONAL

(b) Registered office address

GF-1-A, 6, Devika Tower, Nehru Place, NA  
New Delhi  
Delhi  
110019  
India

(c) \* e-mail ID of the company

RSIL@rsystems.com

(d) \* Telephone number with STD code

01204303500

(e) Website

www.rsystems.com

(iii) Date of Incorporation

14/05/1993

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \* Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

MUFG INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh  
roli (West), NA

(vii) \*Financial year From date 01/01/2024 (DD/MM/YYYY) To date 31/12/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/06/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM Scheduled to be held on June 12, 2025

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	80.73
2	J	Information and communication	J8	Other information & communication service activities	19.27

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 28

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BCP Asia II Topco II Pte. Ltd., Singapore		Holding	51.93
2	R Systems, Inc., USA		Subsidiary	100
3	RSYS Technologies Ltd., Canada		Subsidiary	100
4	R Systems Technologies Limited, India		Subsidiary	100
5	R Systems Computaris International, USA		Subsidiary	100
6	R Systems Computaris Europe, France		Subsidiary	100
7	R Systems Computaris Poland, Poland		Subsidiary	100
8	R Systems Computaris S.R.L., Mexico		Subsidiary	100
9	R Systems Computaris Malaysia, Malaysia		Subsidiary	100
10	R Systems Computaris Philippines, Philippines		Subsidiary	100
11	R Systems Computaris Suisse S.A., Switzerland		Subsidiary	100
12	R Systems Consulting Services, India		Subsidiary	99.75
13	R Systems Consulting Services, India		Subsidiary	99.75
14	R Systems Consulting Services, India		Subsidiary	99.75
15	R Systems Consulting Services, India		Subsidiary	99.75
16	R Systems Consulting Services, India		Subsidiary	99.75
17	R Systems Consulting Services, India		Subsidiary	99.75
18	R Systems Consulting Services, India		Subsidiary	99.75
19	R Systems (Singapore) Pte Limited, Singapore		Subsidiary	100
20	R Systems IBIZCS Pte. Ltd., Singapore		Subsidiary	100
21	R Systems IBIZ Sdn. Bhd., Malaysia		Subsidiary	100
22	PT R Systems IBIZCS International, Indonesia		Subsidiary	100
23	IBIZ Consulting (Thailand) Co., Thailand		Subsidiary	100
24	IBIZ Consulting Service Limited, Thailand		Subsidiary	100

25	IBIZ Consulting Service Shangh +		Subsidiary	100
26	Velotio Technologies Private L +	U72100DL2016PTC434014	Subsidiary	100
27	Scaleworx Technologies Privat +	U72900DL2020PTC434013	Subsidiary	100
28	RSIL Mexico, S. de R.L. de C.V., U +		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	206,000,000	118,303,445	118,303,445	118,303,445
Total amount of equity shares (in Rupees)	206,000,000	118,303,445	118,303,445	118,303,445

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	206,000,000	118,303,445	118,303,445	118,303,445
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	206,000,000	118,303,445	118,303,445	118,303,445

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	215,525	118,087,920	118303445	118,303,445	118,303,445	
		+		+	+	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	50	0	0	0	0
Dematerialisation						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	50	0	0	0	0	0
Dematerialisation						
At the end of the year	215,475	118,087,970	118303445	118,303,445	118,303,445	
Preference shares						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE411H01032

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☒ No

☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="13/06/2024"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**



(i) Turnover

9,114,395,043

(ii) Net worth of the Company

5,132,112,450

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	61,433,005	51.93	0	
10.	Others	0	0	0	
	<b>Total</b>	61,433,005	51.93	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	14,045,919	11.87	0	
	(ii) Non-resident Indian (NRI)	25,661,825	21.69	0	
	(iii) Foreign national (other than NRI)	162,000	0.14	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	4,725,366	3.99	0	
7.	Mutual funds	4,868,907	4.12	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,362,886	6.22	0	
10.	Others IEPF	43,537	0.04	0	
	<b>Total</b>	56,870,440	48.07	0	0

**Total number of shareholders (other than promoters)**

34,289

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

34,290

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

41

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOLDMAN SACHS FII +	HAZARIMAL SOMANI MARG, POB +			2,892,262	
SOCIETE GENERALE - C +	JEEVAN SEVA EXTENSION BUILDING +			299,837	
MEDIOLANUM BEST B +	SECURITIES SERVICES 3RD FLOOR, +			193,964	
BNP PARIBAS FINANC +	1 NORTH AVENUE MAKER MAXITY +			182,552	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NEW YORK STATE TEA +	HAZARIMAL SOMANI MARG POBO +			164,072	
LC PHAROS MULTI ST +	EMPIRE PLAZA 1 4TH FLOOR LBS I +			135,000	
QUADRATURE CAPITA +	India Sub Custody9th FloorTower +			118,907	
SOMERVILLE TRADING +	India Sub Custody9th FloorTower +			113,412	
COEUS GLOBAL OPPO +	1ST FLOOR EMPIRE COMPLEX 414 +			108,200	
GS INDIA EQUITY	11TH FLOOR BLDG 3 NESCO - IT PA +			98,743	
CITADEL SECURITIES S +	India Sub Custody9th FloorTower +			80,272	
MORGAN STANLEY AS +	FIFC- 9TH FLOOR G BLOCK PLOT C +			61,583	
MARSHALL WACE INV +	FIFC- 9TH FLOOR G BLOCK PLOT C +			52,455	
DIMENSIONAL EMERG +	FIFC- 9TH FLOOR G BLOCK PLOT C +			21,192	
MAYBANK SECURITIES +	EMPIRE PLAZA 1 4TH FLOOR LBS I +			21,000	
CARNELIAN INDIA AM +	1ST FLOOR EMPIRE COMPLEX 414 +			20,600	
BOFA SECURITIES EUR +	FIFC- 9TH FLOOR G BLOCKPLOT C +			19,927	
SPDR S&P EMERGING I +	BLDG 3 NESCO IT PARK NESCO CO +			17,936	
EMERGING MARKETS I +	FIFC- 9TH FLOOR G BLOCK PLOT C +			16,373	
EMERGING MARKETS C +	FIFC- 9TH FLOOR G BLOCK PLOT C +			16,364	
DIMENSIONAL EMERG +	FIFC- 9TH FLOOR G BLOCK PLOT C +			14,648	
EMERGING MARKETS S +	FIFC- 9TH FLOOR G BLOCK PLOT C +			10,077	
PREMIER INVESTMENT +	KOTAK INFINITI BLDGNO21 6TH F +			8,300	
CITIGROUP GLOBAL M +	FIFC- 9TH FLOOR G BLOCKPLOT C +			7,344	
EMERGING MARKETS C +	HAZARIMAL SOMANI MARG POBO +			7,059	

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	29,340	34,289
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	6	1	6	0	0
(i) Non-Independent	1	3	1	3	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>6</b>	<b>1</b>	<b>6</b>	<b>0</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RUCHICA GUPTA	06912329	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NITESH BANSAL	10170738	Managing Director	0	
MUKESH MEHTA	08319159	Director	0	
AMIT DALMIA	05313886	Director	0	
ANIMESH AGRAWAL	08538625	Director	0	
KAPIL DHAMEJA	02889310	Director	0	
ADITYA WADHWA	07556408	Director	0	
NAND SARDANA	ABLPS2088Q	CFO	195,790	
BHASKER DUBEY	BKUPD2115A	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	13/06/2024	33,940	178	53.01

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/02/2024	7	5	71.43
2	19/03/2024	7	6	85.71

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	02/05/2024	7	5	71.43
4	07/08/2024	7	7	100
5	11/09/2024	7	6	85.71
6	08/11/2024	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/02/2024	3	3	100
2	Audit Committee	02/05/2024	3	3	100
3	Audit Committee	07/08/2024	4	4	100
4	Audit Committee	11/09/2024	4	4	100
5	Audit Committee	08/11/2024	4	4	100
6	Nomination, Remuneration	17/01/2024	3	3	100
7	Nomination, Remuneration	15/02/2024	3	2	66.67
8	Nomination, Remuneration	07/08/2024	3	3	100
9	Corporate Social Responsibility	15/02/2024	3	2	66.67
10	Corporate Social Responsibility	02/05/2024	3	2	66.67

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	RUCHICA GUPTA	6	6	100	10	10	100	
2	NITESH BANSAL	6	6	100	2	2	100	

3	MUKESH MEH	6	3	50	3	2	66.67	
4	AMIT DALMIA	6	6	100	10	10	100	
5	ANIMESH AG	6	4	66.67	7	2	28.57	
6	KAPIL DHAM	6	5	83.33	13	12	92.31	
7	ADITYA WAD	6	6	100	3	3	100	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NITESH BANSAL	Managing Director	44,989,450	44,471,796		116,811	89,578,057
	Total		44,989,450	44,471,796	0	116,811	89,578,057

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NAND SARDANA	Chief Financial Officer	9,726,066	5,153,803		576,000	15,455,869
2	BHASKER DUBEY	Company Secretary	2,852,968	0		0	2,852,968
	Total		12,579,034	5,153,803	0	576,000	18,308,837

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Devesh Kumar Vasisht

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

13700

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

6(f)

dated

13/02/2025

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.



Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

10170738

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

33287

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

MGT-8.pdf  
Clarification Letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Draft

FORM NO. MGT-8

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **R Systems International Limited** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the rules made thereunder for the financial year ended on December 31, 2024 (the 'financial year'). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
  1. its status under the Act;
  2. maintenance of registers/ records & making entries therein within the time prescribed therefore;
  3. filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, Court or other authorities under the provisions of the Act and Rules made thereunder within or beyond the prescribed time, wherever applicable;
  4. calling/ convening/ holding meetings of the Board of Directors or its Committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices/ shorter notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, wherever applicable, have been properly recorded in the Minute Books/ registers maintained for the purpose and the same have been signed;
  5. closure of Register of Members/ Security holders, as the case may be;
  6. advances/ loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act; **[No such event took place during the financial year]**
  7. #contracts/ arrangements with related parties as specified in Section 188 of the Act;
  8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares securities and issue of security certificates in all instances, wherever applicable.
  9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares, wherever applicable, in compliance with the provisions of the Act;
  10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel, wherever applicable and the remuneration paid to them;
13. appointment/ re-appointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act; **[No such event took place during the financial year]**
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, wherever applicable;
15. acceptance/ renewal/ repayment of deposits; **[No such event took place during the financial year]**
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate(s) or person(s) falling under the provisions of Section 186 of the Act, wherever applicable; and
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company. **[No such event took place during the financial year]**, However, subsequent to the year ended December 31, 2024, the members of the Company approved the adoption of a new set of Articles of Association via Postal Ballot on January 27, 2025

#On the basis of records produced before us, all transactions entered into by the Company with its related parties were in the ordinary course of business and on an arm's length basis during the financial year.

**For DPV & Associates LLP  
Company Secretaries**

Firm Reg. No.: L2021HR009500  
Peer Review Certificate No. 6189/2024

[\*], 2025  
New Delhi

**Devesh Kumar Vasisht**  
Managing Partner  
CP No.:13700 / Mem. No. F8488  
UDIN: [\*]

**R SYSTEMS INTERNATIONAL LIMITED****Corporate Identity Number:** L74899DL1993PLC053579**Registered Office:** GF-1-A, 6, Devika Tower, Nehru Place, New Delhi – 110019, India**Corporate Office:** 3<sup>rd</sup> Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt. Ltd, Plot No. 21, Sector TechZone-IV, Greater Noida West, Gautam Buddha Nagar, Uttar Pradesh - 201306, India**rsystems.com****Phone:** +91-120-4303500 | **Email:** rsil@rsystems.com

REF:

DATE:

To  
Registrar of Companies  
NCT of Delhi & Haryana  
4th Floor, IFCI Tower, 61, Nehru Place,  
New Delhi – 110 019

**Respected Sir,****SUB: CLARIFICATIONS IN FILING FORM MGT-7**

Pursuant to Section 92 of the Companies Act, 2013, every company is required to file annual return in form MGT-7 within 60 days from the date of the Annual General Meeting. The 31<sup>st</sup> Annual General Meeting of R Systems International Limited (“RSIL”/ “Company”) was held on June 12, 2025. While filing form latest version of e-form MGT- 7 available on MCA website, we wish to apprise you that:

**1. POINT III PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES (% OF SHARES HELD)**

This being mandatory field wherein the percentage of shares held by RSIL in each of its subsidiary is required to be entered. In this field we have provided the details of subsidiaries of RSIL and also the details of step down subsidiaries of RSIL. As on December 31, 2024, RSIL has following holding company, subsidiaries and step-down subsidiaries:

**(A) Details of Holding Company of RSIL**

Sl. No.	Name of subsidiary	Shareholding	Country of Incorporation
1.	BCP Asia II Topco II Pte. Ltd., Singapore	51.93%	Singapore

**(A) Details of Subsidiaries of RSIL**

Sl. No.	Name of subsidiary	Holding	Country of Incorporation
1.	R Systems, Inc.	100%	USA
2.	RSYS Technologies Ltd.	100%	Canada
3.	R Systems Technologies Limited	100%	USA
4.	R Systems Consulting Services Limited *	99.75%	Singapore
5.	R Systems Computaris International Limited	100%	UK
6.	R Systems (Singapore) Pte. Limited	100%	Singapore
7.	Velotio Technologies Private Limited	100% Equity Shares	India
8.	RSIL Mexico, S. de R.L. de C.V., <sup>^</sup>	100%	United Mexican States

\*The shareholding by RSIL and R Systems (Singapore) Pte Limited is 69.37% and 30.38%, respectively.

<sup>^</sup> RSIL Mexico, S. de R.L. de C.V., became wholly owned subsidiary w.e.f. October 09, 2024.

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1. R Systems Consulting Services Limited, Singapore, has the following wholly-owned subsidiaries:

<b>Sl. No.</b>	<b>Name of subsidiary</b>	<b>Holding</b>	<b>Country of Incorporation</b>
1.	R Systems Consulting Services (M) Sdn. Bhd.	100%	Malaysia
2.	R Systems Consulting Services (Thailand) Co., Ltd.	100%	Thailand
3.	R Systems Consulting Services (Shanghai) Co., Ltd.	100%	People's Republic of China
4.	R Systems Consulting Services (Hong Kong) Limited	100%	Hong Kong
5.	R Systems Consulting Services Kabushiki Kaisha	100%	Japan
6.	R Systems Consulting Services Company Limited	100%	Vietnam

2. R Systems Computaris International Limited, UK, has the following wholly-owned subsidiaries:

<b>Sl. No.</b>	<b>Name of subsidiary</b>	<b>Holding</b>	<b>Country of Incorporation</b>
1.	R Systems Computaris Europe S.R.L.	100%	Romania
2.	R Systems Computaris Poland Sp. Z o.o.	100%	Poland
3.	R Systems Computaris S.R.L	100%	Moldova
4.	R Systems Computaris Malaysia Sdn. Bhd.	100%	Malaysia
5.	R Systems Computaris Philippines Pte. Ltd. Inc.	100%	Philippines
6.	R Systems Computaris Suisse Sàrl	100%	Switzerland

3. R Systems IBIZCS Pte. Ltd., Singapore, is a wholly owned subsidiary of R Systems (Singapore) Pte Limited, Singapore and has following wholly owned subsidiaries:

<b>Sl. No.</b>	<b>Name of subsidiary</b>	<b>Holding</b>	<b>Country of Incorporation</b>
1.	R Systems IBIZCS Sdn. Bhd.	100%	Malaysia
2.	PT. R Systems IBIZCS International	100%	Indonesia
3.	IBIZ Consulting (Thailand) Co. Ltd.	100%	Thailand
4.	IBIZ Consulting Service Limited ('IBIZ HK')	100%	Hong Kong
5.	IBIZ Consulting Service Shanghai Co., Ltd.	100% by IBIZ HK	People's Republic of China

4. Velotio Technologies Private Limited has the following wholly-owned subsidiaries:

<b>Sl. No.</b>	<b>Name of subsidiary</b>	<b>Holding</b>	<b>Country of Incorporation</b>
7.	Scaleworx Technologies Private Limited	100%	India

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In aforesaid step-down subsidiaries, RSIL doesn't hold shares directly but shares are held by its immediate subsidiaries/ step-down subsidiaries. To avoid any ambiguity, in form MGT-7, we have given the details of the shareholding held by RSIL in its immediate subsidiaries/ step-down subsidiaries as shareholding of RSIL.

**2. POINT VI(B) TOTAL NUMBER OF SHARES HOLDERS OF THE COMPANY**

As per SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017 and in consistency with the shareholding pattern filed by the Company on quarterly basis with the stock exchanges, the shareholding of all the shareholders as on December 31, 2023 has been consolidated on the basis of PAN and accordingly shown as 34,290 under the Head "Total number of Shareholders ((Promoters+ Public/Other than promoters)" in Form MGT-7.

Further, following is the number of shareholders without consolidating the shareholding on the basis of PAN as on December 31, 2024:

Sl. No.	Category	No of shareholders	Shares
1.	Promoter	1	61,433,005
2.	Public	37,063	56,870,440
<b>Total</b>		<b>37,064</b>	<b>118,303,445</b>

**3. POINT IX (C) RELATED TO COMMITTEE MEETING**

The total number of the committee meetings held during the year ended December 31, 2024 is as follows:

Sl. No.	Name of the Committee	No. of Meetings
1.	Audit Committee	05
2.	Nomination, Remuneration and Compensation Committee	03
3.	Risk Management Committee	02
4.	Stakeholders Relationship Committee	01
5.	Corporate Social Responsibility Committee	02
6.	Management Committee	02
<b>Total</b>		<b>15</b>

Due to lack of space available in form MGT-7, details of 10 committee meetings have been given in point no. IX (C). The details of the All the Committee meetings are provided as below:

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of Members attended	% of attendance
1.	Audit Committee	15/02/2024	3	3	100.00%
2.	Audit Committee	02/05/2024	3	3	100.00%



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3.	Audit Committee	07/08/2024	4	4	100.00%
4.	Audit Committee	11/09/2024	4	4	100.00%
5.	Audit Committee	08/11/2024	4	4	100.00%
6.	Nomination, Remuneration and Compensation Committee	17/01/2024	3	3	100.00%
7.	Nomination, Remuneration and Compensation Committee	15/02/2024	3	2	66.67%
8.	Nomination, Remuneration and Compensation Committee	07/08/2024	3	2	100.00%
9.	Stakeholders Relationship Committee	15/02/2024	3	2	66.67%
10.	Corporate Social Responsibility Committee	15/02/2024	3	2	66.67%
11.	Corporate Social Responsibility Committee	02/05/2024	3	2	66.67%
12.	Risk Management Committee	05/02/2024	3	2	66.67%
13.	Risk Management Committee	11/07/2024	3	2	66.67%
14.	Management Committee	15/02/2024	4	3	75.00%
15.	Management Committee	07/08/2024	4	4	100.00%

#### **4. POINT VI (C) RELATED TO DETAILS OF FOREIGN INSTITUTIONAL INVESTORS' (FIIs) HOLDING SHARES OF THE COMPANY**

Due to lack of space in the Form, the complete name and address of Shareholders under FII Category cannot be mentioned, therefore, the same are reiterated again for the sake of clarity:

Name	Address	Shares
Goldman Sachs Funds - Goldman Sachs India Equity Portfolio	Hazarimal Somani Marg, Pobox No 1142 Fort, Mumbai - 400001	2,892,262
Societe Generale - ODI	Jeevan Seva Extension Building, Ground Floor S V Road, Santacruz West Mumbai- 400054	299,837
Mediolanum Best Brands - Mediolanum India Opportunities	Securities Services 3 <sup>rd</sup> Floor, 23-25 MG Road, Fort Mumbai-400001	193,964
BNP Paribas Financial Markets - ODI	1 North Avenue Maker Maxity, Bandra Kurla Complex, Bandra East, Mumbai-400051	182,552
New York State Teachers Retirement System-Managed By Goldman Sachs Asset Management L.P.	Hazarimal Somani Marg, PO Box No 1142, Fort Mumbai - 0400001	164,072
LC Pharos Multi Strategy Fund VCC-LC	Empire Plaza 1, 4 <sup>th</sup> Floor, LBS	



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Name	Address	Shares
Pharos Multi Strategy Fund SF1	Marg Chandan Nagar, Vikhroli West Mumbai-400083	135,000
Quadrature Capital Vector SP Limited	India Sub Custody, 9 <sup>th</sup> Floor, Tower A Block 9 NKP, Western Express Highway, Goregaon E, Mumbai-400063	118,907
Somerville Trading Enterprises, LLC	India Sub Custody, 9 <sup>th</sup> Floor, Tower A Block 9 NKP, Western Express Highway, Goregaon E, Mumbai-400063	113,412
Coeus Global Opportunities Fund	1 <sup>st</sup> Floor, Empire Complex, 414 S B Marg, Lower Parel, Mumbai-400013	108,200
GS India Equity	11 <sup>th</sup> Floor Bldg 3 Nesco - IT Park, NESCO Complex, We Highway, Goregaon (East). Mumbai-400063	98,743
Citadel Securities Singapore Pte. Limited	India Sub Custody, 9 <sup>th</sup> Floor, Tower A Block 9 NKP, Western Express Highway, Goregaon E, Mumbai-400063	80,272
Morgan Stanley Asia (Singapore) Pte. - ODI	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	61,583
Marshall Wace Investment Strategies - Market Neutral Tops Fund	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	52,455
Dimensional Emerging Core Equity Market ETF of Dimensional ETF Trust	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	21,192
Maybank Securities Pte Ltd	Empire Plaza, 1 4 <sup>th</sup> Floor, LBS Marg, Chandan Nagar, Vikhroli West Mumbai- 400083	21,000
Carnelian India Amritkaal Fund	1 <sup>st</sup> Floor, Empire Complex 414 S B Marg Lower Parel, Mumbai - 400013	20,600
BOFA Securities Europe SA - ODI	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	19,927
SPDR S&P Emerging Markets Small Cap ETF	Bldg 3 Nesco IT Park NESCO Complex, W E Highway, Goregaon East, Mumbai- 400063	17,936
Emerging Markets EX China Core Equity Portfolio Of DFA Investment Dimensions Group Inc.	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	16,373
Emerging Markets Core Equity Portfolio	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-	





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**Phone:** +91-120-4303500 | **Email:** rsil@rsystems.com

Name	Address	Shares
(The Portfolio) of DFA Investment Dimensions Group Inc. (DFAIDG)	54 and C-55, BKC Bandra - East Mumbai- 400098	16,364
Dimensional Emerging Markets Core Equity 2 ETF of Dimensional ETF Trust	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	14,648
Emerging Markets Social Core Equity Portfolio of DFA Investment Dimensions Group Inc.	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	10,077
Premier Investment Fund Limited	Kotak Infiniti BLDG No21, 6 <sup>th</sup> Flr, Zone IV Custody Servs Infinity Park, Gen AK Vaidya Marg, Malad E Mumbai- 400097	8,300
Citigroup Global Markets Mauritius Private Limited - ODI	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	7,344
Emerging Markets Core Equity Fund of Dimensional Funds ICVC	Hazarimal Somani Marg, PO Box No 1142, Fort Mumbai- 400001	7,059
Emerging Markets Sustainability Core 1 Portfolio	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	6,990
Dimensional Funds PLC - Multi-Factor Equity Fund	Hazarimal Somani Marg, PO Box No 1142, Fort Mumbai- 400001	5,135
Sanso Longchamp Asset Management - India Growth Fund	Jeevan Seva Extension Building, Ground Floor, S V Road, Santacruz West Mumbai- 400054	5,000
Emerging Markets Sustainability Core Equity Fund of Dimensional Funds PLC	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	4,886
world Ex U.S. Core Equity Portfolio of DFA Investment Dimensions Group Inc.	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	4,412
DFA International Core Equity Fund	Securities Services 3 <sup>rd</sup> Floor, 23-25 Mahatma Gandhi Road, Fort Mumbai 400001	2,308
World Allocation 60/40 Fund of Dimensional Funds PLC	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	2,129
Dimensional Emerging Markets Sustainability Core 1 ETF of Dimensional ETF Trust	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	2,075
DFA International Vector Equity Fund	Securities Services, 3 <sup>rd</sup> Floor 23-25 Mahatma Gandhi Road, Fort Mumbai- 400001	1,988

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Name	Address	Shares
DFA Australia Limited AS Responsible Entity for Dimensional Emerging Markets Sustainability Trust	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	1,944
Alaska Permanent Fund	Securities Services, 3 <sup>rd</sup> Floor 23-25 Mahatma Gandhi Road, Fort Mumbai- 400001	1,841
Utah State Retirement Systems	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	1,791
State of Alaska Retirement and Benefits Plans Managed by Dimensional Fund Advisors LP	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	1,752
Lazard Asset Management LLC	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	610
Copthall Mauritius Investment Limited - ODI Account	India Sub Custody, 9 <sup>th</sup> Floor, Tower A Block 9 NKP Western Express Highway, Goregaon E, Mumbai-400063	314
Dimensional Emerging Markets Ex China Core Equity ETF Of Dimensional ETF Trust	FIFC- 9 <sup>th</sup> Floor, G Block, Plot C-54 and C-55, BKC Bandra - East Mumbai- 400098	112

5. In compliance with Rule 9 of Companies (Management and Administration) Rules, 2014, the Company Secretary & Compliance Officer of the Company is responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the company. There has been no change in the Company Secretary & Compliance Officer during the year.

Kindly take form MGT-7 with the said explanation in your record.

Yours faithfully,

**For R Systems International Limited**

**Bhasker Dubey**

**(Company Secretary & Compliance Officer)**

Membership No. A33287

Address: 402, Suryakaniska Tower, Plot No. 26,  
Sector 4, Vaishali Ghaziabad 201010 U.P.

**R SYSTEMS INTERNATIONAL LIMITED**

**IV(iii). Details of shares/ Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the Company)**

**Registration and Other Details**

<b>Date of previous Annual General Meeting</b>	June 13, 2024
<b>Financial Year</b>	January 01, 2024 – December 31, 2024

R SYSTEMS INTERNATIONAL LIMITED

FROM : 01/01/2024 TO :- 31/12/2024

TRANSFER DT/CON/RT	TRANSFEROR NAME/ADDRESS	TRANSFeree NAME/ADDRESS	CERT.NO		DIST.NOS		QTY
			FROM	TO	FROM	TO	

# R SYSTEMS INTERNATIONAL LIMITED

FROM : 01/01/2024

TO :- 31/12/2024

\*\*\*\*\* BATCH CONTROLS\*\*\*\*\*

1. TOTAL NO.OF RECORDS PROCESSE	:	
2. TOTAL NO.OF PAGES PRINTED	:	2
3. TOTAL NO.OF TRANSFERS	:	0
4. TOTAL NO.OF CERTIFICATES	:	
5. TOTAL NO.OF SHARES	:	
6. TOTAL CONSIDERATION AMOUNT	:	
7. TOTAL STAMP DUTY PAID	:	
8. HIGH RATE PER SHARE	:	
9. LOW RATE PER SHARE	:	

RECEIVED DATE FROM: To:

TRANSFER NO. FROM: 01/01/2024 TO: 31/12/2024

For SHARES ARE HEREBY APPROVED ON:

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Date: