REF: SECT/08/2026/11

DATE: AUGUST 11, 2026

To
The Managing Director
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra – East, Mumbai – 400 051

Symbol: RSYSTEMS

To
The General Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai,
Maharashtra- 400001

Scrip code: 532735

Dear Sir/ Madam,

SUB: CORPORATE DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015- POSTAL BALLOT NOTICE

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice, for seeking approval of Members of the Company for the following special business(es):

Sl. No.	Description of the Resolution	Type of Resolution
1.	Appointment of Mr. Shailesh Sharad Kekre (DIN: 07679583) as an Independent Director of the Company.	Special Resolution
2.	Appointment of Ms. Sangeeta Kapil Jit Singh (DIN: 06920906) as an Independent Director of the Company.	Special Resolution
3.	Appointment of Mr. Srikanth Balachandran (DIN: 02815932) as an Independent Director of the Company.	Special Resolution
4.	Appointment of Mr. Pranav Damani (DIN: 11416778) as Non-Executive Director of the Company.	Ordinary Resolution
5.	Payment of remuneration by way of commission to Non-Executive Independent Directors of the Company.	Ordinary Resolution

Pursuant to Sections 108 and 110 of the Companies Act, 2013 (the "**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Act and the Rules, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the enclosed Postal Ballot Notice dated August 11, 2026 along with the explanatory statement is being sent electronically on August 11, 2026 to all the members of R Systems International Limited (the "**Company**") whose names appear in the Register of Members/ list of Beneficial Owner on Friday, August 7, 2026 ("**Postal Ballot Notice**").

The Company has engaged the services of MUFG Intime India Private Limited ("**MIIPL**") to provide Remote e-Voting facility to its members. The Remote e-voting shall commence on Wednesday, August 12, 2026 at 09:00 A.M. (IST) and shall end on Thursday, September 10, 2026, at 05:00 P.M. (IST). The Remote e-Voting module shall be disabled by MIIPL thereafter.

The voting rights of the Members shall be in proportion to the shares held by them in the equity share capital of the Company as on the cut-off date i.e., Friday, August 7, 2026. Detailed instructions for Remote e-Voting are provided in the Postal Ballot Notice.

The results shall be declared on or before Monday, September 14, 2026 and shall be communicated to the Stock Exchanges.

The Postal Ballot Notice is also available on the website of the Company at https://www.rsystems.com/investors-info/postal-ballot/ and on the website of MIIPL at https://instavote.linkintime.co.in.

This is for your information and record.

Thank you

Yours faithfully,

For **R Systems International Limited**

Piyush Jain
Digitally signed by Piyush Jain
Date: 2026.08.11 18:32:18 +05'30'

Piyush Jain
Company Secretary & Compliance Officer

R SYSTEMS INTERNATIONAL LIMITED
Corporate Identification No. L74899DL1993PLC053579
Registered Office: GF-1-A, 6, Devika Tower, Nehru Place, New Delhi 110019
Corporate Office: 3rd 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
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 Member(s),

NOTICE is hereby given that the resolutions set out below is proposed to be passed by the Members of R Systems International Limited ("**Company**"/ "**R Systems**") by means of Postal Ballot, only by way of remote e-Voting process ("**e-Voting**"), pursuant to Section 108 and 110 of the Companies Act, 2013 (the "**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Act and the Rules, as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 09/2024 dated September 19, 2024 including the latest General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars issued by the Ministry of Corporate Affairs (collectively the **"MCA Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("**SS-2**") and other applicable laws, rules and 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).

The explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof along with instructions related to e-voting process, is also appended hereinafter.

The remote e-Voting period will commence from 09:00 a.m. (IST) on Wednesday, August 12, 2026 and ends at 05:00 p.m. (IST) on Thursday, September 10, 2026. The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the remote e-Voting.

The said results along with the Scrutinizer's Report will be uploaded on the Company's website https://www.rsystems.com/investors-info/postal-ballot/ and on the website of MUFG Intime India Private Limited ("**MIIPL**") https://instavote.linkintime.co.in/. The results shall also be immediately forwarded to the stock exchanges where the equity shares of the Company are listed.

SPECIAL BUSINESSES

ITEM NO. 1

Appointment of Mr. Shailesh Sharad Kekre (DIN: 07679583) as an Independent Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "**Act**") and the rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, and on the recommendation of the Nomination, Remuneration and Compensation Committee, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Shailesh Sharad Kekre (DIN: 07679583), who was appointed by the Board of Directors as an Additional Director, designated as an Independent Director of the Company, with effect from June 29, 2026 pursuant to Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from June 29, 2026 up to June 28, 2031, both days inclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.**"**

ITEM NO. 2

Appointment of Ms. Sangeeta Kapil Jit Singh (DIN: 06920906) as an Independent Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company and on the recommendation of the Nomination, Remuneration and Compensation Committee, approval of the Members of the Company be and is hereby accorded for the appointment of Ms. Sangeeta Kapil Jit Singh (DIN: 06920906), who was appointed by the Board of Directors as an Additional Director, designated as an Independent Director of the Company, with effect from June 29, 2026 pursuant to Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, and who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be appointed, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from June 29, 2026 up to June 28, 2031, both days inclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.**”**

ITEM NO. 3

Appointment of Mr. Srikanth Balachandran (DIN: 02815932) as an Independent Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company and on the recommendation of the Nomination, Remuneration and Compensation Committee, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Srikanth Balachandran (DIN: 02815932), who was appointed by the Board of Directors as an Additional Director, designated as an Independent Director of the Company, with effect from June 29, 2026 pursuant to Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be appointed, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from June 29, 2026 up to June 28, 2031, both days inclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

ITEM NO. 4

Appointment of Mr. Pranav Damani (DIN: 11416778) as Non-Executive Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 (the "**Act**") and the rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Pranav Damani (DIN: 11416778), who was appointed by the Board of Directors as an Additional Director, as a Non-Executive Director of the Company, with effect from June 29, 2026 pursuant to Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.**"**

ITEM NO. 5

Payment of remuneration by way of commission to Non-Executive Independent Directors of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors, approval of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Independent Directors of the Company, for a period of 5 (five) consecutive years commencing from June 29, 2026 up to June 28, 2031.

RESOLVED FURTHER THAT the aggregate amount of such commission payable to all the Non-Executive Independent Directors of the Company in any financial year shall not exceed 1% (one percent) of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to determine the quantum, distribution, proportion and manner of payment of such commission, from time to time, within the overall limits approved herein, and to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.**"**

By Order of the Board
For R Systems International Limited

Place : Greater NOIDA
Date : August 11, 2026

Piyush Jain
Company Secretary & Compliance Officer

Notes:

1. Explanatory Statements and reasons for the proposed resolutions stated herein above, pursuant to Section 102 read with Section 110 of the Act and rules made thereunder are annexed hereto.

2. Pursuant to the MCA Circulars, the Company is sending Postal Ballot Notice only in electronic form to those Members whose e-mail addresses are registered with MIIPL/ 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 Friday, August 7, 2026.

4. In compliance with the provisions of Section 108 and Section 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing 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 Wednesday, August 12, 2026 at 09:00 A.M. (IST) and shall end on Thursday, September 10, 2026, at 05:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form on Friday, August 7, 2026 ("**Cut-Off Date**"), may cast their vote electronically. The remote e-voting module shall be disabled by MIIPL for voting thereafter.

6. This Notice has been placed on the Company's website at https://www.rsystems.com/investors-info/postal-ballot/ and MIIPL 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 DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021HR009500) 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, Monday, September 14, 2026. The Scrutinizer's decision on the validity of votes cast will be final.

9. The Company has engaged MIIPL, for the purpose of providing remote e-voting facility for 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 MIIPL 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. Thursday, September 10, 2026.

12. Members who have not registered/updated their email address are requested to register/update the same (i) in case of shares held in demat mode, as per the process advised by concerned DP's; and (ii) in case of shares held in physical mode by providing the requisite documents at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html.

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

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

<u>Shareholders not registered for IDeAS facility:</u>

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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account / generate ‘OTP’
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL e-voting website

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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

I. User ID: Enter User ID

II. Password: Enter existing Password

III. Enter Image Verification (CAPTCHA) Code

IV. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

- Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
- Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at dpv@dpvassociates.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at investors@rsystems.com.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ 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). 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

    1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
    2) 'Investor's Name - Enter Investor's Name as updated with DP.
    3) 'Investor PAN' - Enter your 10-digit PAN.
    4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

    NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) 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).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) 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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at dpv@dpvassociates.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at investors@rsystems.com.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

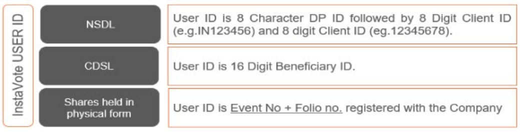
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in



- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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".

14. Resolution passed by the members through postal ballot/ remote e-Voting shall be deemed to be passed as if it is passed at a general meeting of members.

15. 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 the Postal Ballot 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

Item No. 1

The Nomination, Remuneration and Compensation Committee ("**NRCC**"), after evaluating and considering the skills, experience, knowledge and capabilities of Mr. Shailesh Sharad Kekre (DIN: 07679583), and pursuant to the provisions of the Companies Act, 2013 (the "**Act**") read with the Articles of Association of the Company, recommended his appointment as an Independent Director of the Company to the Board of Directors.

The Board of Directors, vide resolution dated June 25, 2026, considered the recommendation of the NRCC and appointed Mr. Shailesh Kekre as an Additional Director, designated as an Independent Director of the Company, with effect from June 29, 2026, pursuant to Section 161(1) of the Act and the Articles of Association of the Company.

Mr. Shailesh Kekre, being an Additional Director, holds office up to the date of the next general meeting or for a period of 3 (three) months from the date of appointment, whichever is earlier, pursuant to Section 161(1) of the Act and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

The Board of Directors has also approved the appointment of Mr. Shailesh Kekre as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from June 29, 2026 up to June 28, 2031, subject to the approval of the Members of the Company.

Mr. Shailesh Kekre is qualified to be appointed as a Director in terms of the provisions of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Shailesh Sharad Kekre that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations. Further, Mr. Shailesh Kekre has confirmed that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

The Company has also received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Shailesh Kekre for the office of Director of the Company.

In the opinion of the Board of Directors, Mr. Shailesh Kekre fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. The Board of Directors has also opined that Mr. Shailesh Kekre is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Mr. Kekre is a seasoned management consultant with over 25 years of experience, specialising in technology and digital transformation. As the founder of Budhyati Ventures, he advises technology companies and investment firms on growth strategies, operational efficiency, and business transformation.

Prior to this, he was a Partner at McKinsey & Company, a leading global management consulting firm, where he worked for over 17 years. He has rich experience in counselling Boards, CEOs and CXOs of leading enterprises across North America, Europe and India on topics related to building and scaling of new businesses and enhancing the effectiveness of business operations leveraging technology. While at McKinsey, Mr. Kekre played multiple leadership roles, including in the Firm's Hi-Tech, Digital and Analytics, Service Operations, and Technology Sourcing practices. He was also instrumental in setting up and growing the Firm's office in Bangalore.

Mr. Kekre holds a Bachelor's degree of Technology in Electrical Engineering from the Indian Institute of Technology, Kanpur and a Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta.

The aforesaid appointment is mapped over and correspond with the desired Board skills, expertise, competence detailed below and as adopted by the Company based on the requirements of Schedule V of Part C (2h) of SEBI Listing Regulations:

Name of Director	**Skills/ Expertise/ Competencies**				
	Management and Leadership Skill	Information Technology	Strategy and Planning	Functional and managerial experience	Governance and Compliance
Mr. Shailesh Kekre	√	√	√	√	√

Considering his skills, experience and leadership capabilities, based on the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors has also appointed Mr. Shailesh Kekre as the Chairperson of the Board of Directors of the Company, and as Chairperson of Management Committee, Member of Audit Committee and Member of Risk Management Committee of the Board with effect from June 29, 2026.

Details of Mr. Shailesh Kekre pursuant to the provisions of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in "**Annexure A**" to this Postal Ballot Notice.

Mr. Shailesh Kekre shall be entitled to receive remuneration by way of commission, within the limits stipulated under Section 197 of the Act and as may be approved by the Members of the Company.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act and other applicable provisions of the Act, the appointment of Mr. Shailesh Sharad Kekre as an Independent Director requires approval of the Members of the Company.

Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Mr. Shailesh Sharad Kekre as an Independent Director requires approval of the Members of the Company by way of a special resolution.

Accordingly, approval of the Members is sought for appointment of Mr. Shailesh Kekre as an Independent Director of the Company.

A copy of the letter of appointment issued to Mr. Shailesh Kekre, setting out the terms and conditions of his appointment, is available for inspection by the Members electronically. Members seeking to inspect the same may send an email to investors@rsystems.com.

Mr. Shailesh Sharad Kekre, being the appointee Director, is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the Members.

Item No. 2

The Nomination, Remuneration and Compensation Committee ("**NRCC**"), after evaluating and considering the skills, experience, knowledge and capabilities of Ms. Sangeeta Kapil Jit Singh (DIN: 06920906), and pursuant to the provisions of the Companies Act, 2013 (the "**Act**") read with the Articles of Association of the Company, recommended her appointment as an Independent Director of the Company to the Board of Directors.

The Board of Directors, vide resolution dated June 25, 2026, considered the recommendation of the NRCC and appointed Ms. Sangeeta Singh as an Additional Director, designated as an Independent Director of the Company, with effect from June 29, 2026, pursuant to Section 161(1) of the Act and the Articles of Association of the Company.

Ms. Sangeeta Singh, being an Additional Director, holds office up to the date of the next general meeting or for a period of 3 (three) months from the date of appointment, whichever is earlier, pursuant to Section 161(1) of the Act and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

The Board of Directors has also approved the appointment of Ms. Sangeeta Singh as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from June 29, 2026 up to June 28, 2031, subject to the approval of the Members of the Company.

Ms. Sangeeta Singh is qualified to be appointed as a Director in terms of the provisions of the Act and has given her consent to act as a Director. The Company has also received a declaration from Ms. Sangeeta Singh that she meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations. Further, Ms. Sangeeta Singh has confirmed that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

The Company has also received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Ms. Sangeeta Singh for the office of Director of the Company.

In the opinion of the Board of Directors, Ms. Sangeeta Singh fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. The Board of Directors has also opined that Ms. Sangeeta Singh is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Further, based on the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors has appointed Ms. Sangeeta Singh as Chairperson of Nominations, Remuneration and Compensation Committee, Member of Audit Committee and Member of Corporate Social Responsibility Committee of the Board, with effect from June 29, 2026.

Ms. Sangeeta Singh possesses rich work experience of over 35 years primarily in human resources, employer branding, corporate communications (internal and external) and operations. Besides large multinational and Indian corporates she had been associated with many academic institutions, functional forums and leadership development centres over the years. She is an active member and speaker at various HR forums and is associated with various academic institutions collaborating with them on their development needs.

Ms. Sangeeta Singh is also associated with institutions working towards building women leadership and encouraging women to leadership positions in corporate India. She was the India head of the KPMG Network of Women (October 2007 to February 2013) India chapter and part of the founding team of the Women in Leadership Forum. From 2013, Ms. Sangeeta Singh has set up her own consultancy to handle independent assignments with a focus on leadership building – assessment, development, measurement and individual coaching. Currently she is also associated with Talentnomics, an organization mentoring women leaders in Indian corporates.

Ms. Sangeeta Singh holds a Master's Degree in Behavioural Psychology from Mumbai University and a certification in Strategic Human Resource Management from Harvard Business School, Boston.

The aforesaid appointment is mapped over and correspond with the desired Board skills, expertise, competence detailed below and as adopted by the Company based on the requirements of Schedule V of Part C (2h) of SEBI Listing Regulations:

Name of Director	**Skills/ Expertise/ Competencies**				
	Management and Leadership Skill	Information Technology	Strategy and Planning	Functional and managerial experience	Governance and Compliance
Ms. Sangeeta Singh	√	-	√	√	√

Details of Ms. Sangeeta Singh pursuant to the provisions of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in "**Annexure A**" to this Postal Ballot Notice.

Ms. Sangeeta Singh shall be entitled to receive remuneration by way of commission, within the limits stipulated under Section 197 of the Act and as may be approved by the Members of the Company.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act and other applicable provisions of the Act, the appointment of Ms. Sangeeta Kapil Jit Singh as an Independent Director requires approval of the Members of the Company.

Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Ms. Sangeeta Singh as an Independent Director requires approval of the Members of the Company by way of a special resolution.

Accordingly, approval of the Members is sought for appointment of Ms. Sangeeta Singh as an Independent Director of the Company.

A copy of the letter of appointment issued to Ms. Sangeeta Singh, setting out the terms and conditions of her appointment, is available for inspection by the Members electronically. Members seeking to inspect the same may send an email to investors@rsystems.com.

Ms. Sangeeta Kapil Jit Singh, being the appointee Director, is interested in the resolution set out at Item No. 2 of this Postal Ballot Notice with regard to her appointment. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the Members.

Item No. 3

The Nomination, Remuneration and Compensation Committee ("**NRCC**"), after evaluating and considering the skills, experience, knowledge and capabilities of Mr. Srikanth Balachandran (DIN: 02815932), and pursuant to the provisions of the Companies Act, 2013 (the "**Act**") read with the Articles of Association of the Company, recommended his appointment as an Independent Director of the Company to the Board of Directors.

The Board of Directors, vide resolution dated June 25, 2026, considered the recommendation of the NRCC and appointed Mr. Srikanth Balachandran as an Additional Director, designated as an Independent Director of the Company, with effect from June 29, 2026, pursuant to Section 161(1) of the Act and the Articles of Association of the Company.

Mr. Srikanth Balachandran, being an Additional Director, holds office up to the date of the next general meeting or for a period of 3 (three) months from the date of appointment, whichever is earlier, pursuant to Section 161(1) of the Act and Regulation 17(1C) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

The Board of Directors has also approved the appointment of Mr. Srikanth Balachandran as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from June 29, 2026 up to June 28, 2031, subject to the approval of the Members of the Company.

Mr. Srikanth Balachandran is qualified to be appointed as a Director in terms of the provisions of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Srikanth Balachandran that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations. Further, Mr. Srikanth Balachandran has confirmed that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

The Company has also received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Srikanth Balachandran for the office of Director of the Company.

In the opinion of the Board of Directors, Mr. Srikanth Balachandran fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. The Board of Directors has also opined that Mr. Srikanth Balachandran is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Further, based on the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors has appointed Mr. Srikanth Balachandran as Chairperson of Audit Committee, Member of Stakeholders Relationship Committee and Member of Nomination, Remuneration and Compensation Committee of the Board, with effect from June 29, 2026.

Mr. Srikanth Balachandran is a seasoned business leader and Chartered Accountant with over 40 years of global experience across finance, strategy, governance and business transformation in three sectors – consumer goods, telecom and space. He has held leadership positions with renowned organizations including Unilever, Bharti Airtel and OneWeb, and has extensive experience in fund raising, mergers & acquisitions, IPOs, joint ventures and global operations.

He served as CFO of OneWeb and Global CFO of Bharti Airtel, where he played a key role in large-scale capital raising, international expansion and strategic transactions. He has also been associated with various Board, Audit, Risk and Remuneration Committees and has served on the boards of international joint ventures and operating companies. Previously, he was VP Finance in Unilever, a Company he joined as Management Trainee.

Currently based in Dubai, Mr. Balachandran advises companies in the manufacturing, telecommunications and AI sectors. His rich global experience in finance, governance and business strategy enables him to bring valuable insights and independent judgment to the Board.

The aforesaid appointment is mapped over and correspond with the desired Board skills, expertise, competence detailed below and as adopted by the Company based on the requirements of Schedule V of Part C (2h) of SEBI Listing Regulations:

Name of Director	**Skills/ Expertise/ Competencies**				
	Management and Leadership Skill	Information Technology	Strategy and Planning	Functional and managerial experience	Governance and Compliance
Mr. Srikanth Balachandran	√	-	√	√	√

Details of Mr. Srikanth Balachandran pursuant to the provisions of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in "**Annexure A**" to this Postal Ballot Notice.

Mr. Srikanth Balachandran shall be entitled to receive remuneration by way of commission, within the limits stipulated under Section 197 of the Act and as may be approved by the Members of the Company.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act and other applicable provisions of the Act, the appointment of Mr. Srikanth Balachandran as an Independent Director requires approval of the Members of the Company.

Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Mr. Srikanth Balachandran as an Independent Director requires approval of the Members of the Company by way of a special resolution.

Accordingly, approval of the Members is sought for appointment of Mr. Srikanth Balachandran as an Independent Director of the Company.

A copy of the letter of appointment issued to Mr. Srikanth Balachandran, setting out the terms and conditions of his appointment, is available for inspection by the Members electronically. Members seeking to inspect the same may send an email to investors@rsystems.com.

Mr. Srikanth Balachandran, being the appointee Director, is interested in the resolution set out at Item No. 3 of this Postal Ballot Notice with regard to his appointment. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the Members.

Item No. 4

The Nomination, Remuneration and Compensation Committee ("**NRCC**"), after evaluating and considering the skills, experience, knowledge and capabilities of Mr. Pranav Damani (DIN: 11416778), and pursuant to the provisions of the Companies Act, 2013 (the "**Act**") read with the Articles of Association of the Company, recommended his appointment as a Non-Executive Director of the Company to the Board of Directors.

The Board of Directors, vide resolution dated June 25, 2026, considered the recommendation of the NRCC and appointed Mr. Pranav Damani as an Additional Director, designated as a Non-Executive Director of the Company, with effect from June 29, 2026, pursuant to Section 161(1) of the Act and the Articles of Association of the Company.

Mr. Pranav Damani, being an Additional Director, holds office up to the date of the next general meeting or for a period of 3 (three) months from the date of appointment, whichever is earlier, pursuant to Section 161(1) of the Act and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and is eligible to be appointed as a Director of the Company.

Mr. Pranav Damani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Further, Mr. Pranav Damani has confirmed that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

The Company has also received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Pranav Damani for the office of Director of the Company.

Mr. Pranav Damani is an investment professional with significant experience in private equity, corporate finance, and strategic investments. He is currently associated with Blackstone as a Senior Associate within its private equity business group since 2018 and has been involved in evaluating, executing and managing investments across a diverse range of sectors.

Mr. Damani holds a bachelor's degree in technology in mechanical engineering from the Indian Institute of Technology, Bombay, and a master's degree in business administration from The Wharton School where he graduated with honors. His expertise in investments, capital allocation, financial analysis and business strategy enables him to provide valuable insights to the Board.

Further, based on the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors has appointed Mr. Pranav Damani as Member of Risk Management Committee of the Board, with effect from June 29, 2026.

Details of Mr. Pranav Damani pursuant to the provisions of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in "**Annexure A**" to this Postal Ballot Notice.

In accordance with the provisions of Sections 152, 160 and 161 of the Act and other applicable provisions of the Act, read with Regulation 17(1C) and other applicable provisions of the SEBI Listing Regulations, the appointment of Mr. Pranav Damani as a Non-Executive Director requires approval of the Members of the Company.

Accordingly, approval of the Members is sought for appointment of Mr. Pranav Damani as a Non-Executive Director of the Company, liable to retire by rotation.

A copy of the letter of appointment issued to Mr. Pranav Damani, setting out the terms and conditions of his appointment, is available for inspection by the Members electronically. Members seeking to inspect the same may send an email to investors@rsystems.com.

Mr. Pranav Damani, being the appointee Director, is interested in the resolution set out at Item No. 4 of this Postal Ballot Notice with regard to his appointment. Mr. Amit Dalmia and Mr. Animesh Agrawal, Directors of the Company, being associated with Blackstone, may be deemed to be interested in the resolution. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the Members.

Item No. 5

Pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (the "**Act**") read with the rules made thereunder and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Company may pay remuneration by way of commission to its Non-Executive Directors, including Independent Directors, within the limits prescribed under the Act and subject to approval of the Members, where applicable.

Over the years, the role, responsibilities and accountability of Independent Directors have significantly increased in view of evolving corporate governance requirements, enhanced regulatory expectations and the need for effective oversight in the interest of shareholders and other stakeholders. Independent Directors are required to devote considerable time and attention to Board and Committee matters and provide independent judgment, strategic guidance and governance oversight to the Company.

Considering the time commitment, responsibilities, skills, experience and contribution expected from the Independent Directors, the Board of Directors, on the recommendation of the Nomination, Remuneration and Compensation Committee, considers it appropriate to compensate the Independent Directors by way of profit-related commission.

The proposed maximum annual commission payable to the Independent Directors presently proposed to be appointed on the Board of the Company shall be as follows:

Name of Director	Presently Proposed Annual Commission
Mr. Shailesh Kekre	INR 35,00,000
Mr. Srikanth Balachandran	INR 30,00,000
Ms. Sangeeta Singh	INR 30,00,000

The above annual commission proposed to be paid to the Independent Directors is indicative and based on the present determination of the Board of Directors. The Board of Directors, based on the recommendation of the Nomination, Remuneration and Compensation Committee, may revise the amount, quantum, distribution, proportion and manner of payment of such commission from time to time, within the overall limit of 1% (one percent) of the net profits of the Company computed in accordance with Section 198 of the Act and subject to applicable law.

The commission shall be payable for a period of 5 (five) years commencing from June 29, 2026 up to June 28, 2031, subject to approval of the Members.

The aggregate commission payable to all Non-Executive Independent Directors of the Company in any financial year shall not exceed 1% (one percent) of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Act, or such other limit as may be approved by the Members from time to time.
Mr. Shailesh Kekre, Mr. Srikanth Balachandran and Ms. Sangeeta Singh, being the proposed recipient Independent Directors, are interested in the resolution set out at Item No. 5 of this Postal Ballot Notice to the extent of the commission that may be payable to them.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of this Postal Ballot Notice for approval by the Members.

By Order of the Board
For R Systems International Limited

Place : Greater NOIDA
Date : August 11, 2026

Piyush Jain
Company Secretary & Compliance Officer

Annexure A

Details of Directors seeking appointment through Postal Ballot Notice dated August 11, 2026 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India)

Name of Director & DIN	**Mr. Shailesh Sharad Kekre (DIN: 07679583)**	**Ms. Sangeeta Kapil Jit Singh (DIN: 06920906)**	**Mr. Srikanth Balachandran (DIN: 02815932)**	**Mr. Pranav Damani (DIN: 11416778)**
DOB & Age	March 28, 1973, 53 Years	December 10, 1959, 66 Years	September 06, 1961, 64 Years	April 30, 1996, 30 Years
Qualifications	Mr. Shailesh holds a Bachelor's degree of Technology in Electrical Engineering from the Indian Institute of Technology, Kanpur and a Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta.	Ms. Sangeeta Singh holds a Master's Degree in Behavioural Psychology from Mumbai University and a certification in Strategic Human Resource Management from Harvard Business School, Boston.	Mr. Srikanth is a Chartered Accountant with over 40 years of global experience across finance, strategy, governance and business transformation in three sectors – consumer goods, telecom and space.	Mr. Pranav holds an MBA from The Wharton School and a B.Tech. in Mechanical Engineering from IIT Bombay.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Shailesh Kekre is a seasoned management consultant with over 25 years of experience, specialising in technology and digital transformation. As the founder of Budhyati Ventures, he advises technology companies and investment firms on growth strategies, operational efficiency, and business transformation. Prior to this, he was a Partner at McKinsey & Company, a	Ms. Sangeeta Singh possesses rich work experience of over 35 years primarily in human resources, employer branding, corporate communications (internal and external) and operations. Besides large multinational and Indian corporates she had been associated with many academic institutions, functional forums and leadership development centres over the years. She is	Mr. Srikanth Balachandran is a seasoned business leader and Chartered Accountant with over 40 years of global experience across finance, strategy, governance and business transformation in three sectors – consumer goods, telecom and space. He has held leadership positions with renowned organizations including Unilever, Bharti Airtel and OneWeb, and has extensive	Mr. Pranav Damani is an investment professional with significant experience in private equity, corporate finance, and strategic investments. He is currently associated with Blackstone as a Senior Associate within its private equity business group since 2018 and has been involved in evaluating, executing and managing investments across a diverse range of sectors.

	leading global management consulting firm, where he worked for over 17 years. He has rich experience in counselling Boards, CEOs and CXOs of leading enterprises across North America, Europe and India on topics related to building and scaling of new businesses and enhancing the effectiveness of business operations leveraging technology. While at McKinsey, Mr. Kekre played multiple leadership roles, including in the Firm's Hi-Tech, Digital and Analytics, Service Operations, and Technology Sourcing practices. He was also instrumental in setting up and growing the Firm's office in Bangalore.	an active member and speaker at various HR forums and is associated with various academic institutions collaborating with them on their development needs. Ms. Sangeeta Singh is also associated with institutions working towards building women leadership and encouraging women to leadership positions in corporate India. She was the India head of the KPMG Network of Women (October 2007 to February 2013) India chapter and part of the founding team of the Women in Leadership Forum. From 2013, Ms. Sangeeta Singh has set up her own consultancy to handle independent assignments with a focus on leadership building – assessment, development, measurement and individual coaching. Currently she is also associated with Talentnomics, an organization mentoring women leaders in Indian corporates. Ms. Sangeeta Singh holds a Master's Degree in Behavioural Psychology from Mumbai University and a certification in	experience in fund raising, mergers & acquisitions, IPOs, joint ventures and global operations. He served as CFO of OneWeb and Global CFO of Bharti Airtel, where he played a key role in large-scale capital raising, international expansion and strategic transactions. He has also been associated with various Board, Audit, Risk and Remuneration Committees and has served on the boards of international joint ventures and operating companies. Previously, he was VP Finance in Unilever, a Company he joined as Management Trainee. Currently based in Dubai, Mr. Balachandran advises companies in the manufacturing, telecommunications and AI sectors. His rich global experience in finance, governance and business strategy enables him to bring valuable insights and independent judgment to the Board.	Mr. Damani holds a bachelor's degree in technology in mechanical engineering from the Indian Institute of Technology, Bombay, and a master's degree in business administration from The Wharton School where he graduated with honors. His expertise in investments, capital allocation, financial analysis and business strategy enables him to provide valuable insights to the Board.

		Strategic Human Resource Management from Harvard Business School, Boston.		
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice, read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 2 of this Postal Ballot Notice, read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 3 of this Postal Ballot Notice, read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 4 of this Postal Ballot Notice, read with statement pursuant to Section 102 of the Act.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	For details, please refer to the Explanatory Statement to this Postal Ballot Notice.	For details, please refer to the Explanatory Statement to this Postal Ballot Notice.	For details, please refer to the Explanatory Statement to this Postal Ballot Notice.	Not Applicable
Remuneration last drawn (including sitting fees, if any)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Remuneration proposed to be paid	Mr. Shailesh Kekre shall be entitled to receive remuneration by way of commission, within the limits stipulated under Section 197 of the Act and as may be approved by the Members of the Company.	Ms. Sangeeta Singh shall be entitled to receive remuneration by way of commission, within the limits stipulated under Section 197 of the Act and as may be approved by the Members of the Company.	Mr. Srikanth Balachandran shall be entitled to receive remuneration by way of commission, within the limits stipulated under Section 197 of the Act and as may be approved by the Members of the Company.	No commission/ sitting fee will be paid to him.

Date of first appointment on the Board	June 29, 2026	June 29, 2026	June 29, 2026	June 29, 2026
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company	Mr. Pranav Damani, Mr. Amit Dalmia and Mr. Animesh Agrawal are associated with Blackstone Group. Apart from above, no director is related to other director.
Number of meetings of the Board attended	1 out of 1 Board Meeting held after his appointment and up to the date of this Postal Ballot Notice.	1 out of 1 Board Meeting held after her appointment and up to the date of this Postal Ballot Notice.	1 out of 1 Board Meeting held after his appointment and up to the date of this Postal Ballot Notice.	1 out of 1 Board Meeting held after his appointment and up to the date of this Postal Ballot Notice.

Directorships of other Boards of Indian Companies as on date of Postal Ballot Notice	1. Protean Egov Technologies Limited 2. eClerx Services Limited 3. Hero Future Energies Limited 4. Adjetter Media Network Private Limited 5. Protean Account Aggregator Limited 6. Novigo Solutions Private Limited 7. Prudential HCL Health Insurance Limited	1. Keva Fragrances Private Limited 2. Laxmi Organic Industries Limited 3. Enzene Biosciences Limited 4. Shaily Engineering Plastics Limited 5. Crystal Crop Protection Limited 6. Transworld Shipping Lines Limited 7. Galaxy Surfactants Ltd	Novigo Solutions Private Limited	Globetrotters Educational Innoventions Private Limited
Membership / Chairmanship of Committees of other Boards of other entities as on date of Postal Ballot Notice	As per Annexure B	As per Annexure B	As per Annexure B	Nil
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil	Nil

Annexure B

Details of Committee Chairmanship/ Membership of Appointee Directors other than Chairmanship/ Membership in R Systems International Limited

A. Mr. Shailesh Sharad Kekre

Sl. No.	Name of Company	Committee	Chairperson/ Member
1.	eClerx Services Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		CSR & ESG Committee	Member
2.	Protean eGov Technologies Limited	Nomination & Remuneration Committee	Member
		Strategy & Growth committee	Chairperson
		Technology & Innovation Committee	Member
		Risk Management Committee	Member
		Stakeholders Relationship Committee	Member
3.	Protean Account Aggregator Limited	Nomination & Remuneration Committee	Chairperson
		Risk Management Committee	Member
4.	Hero Future Energies Limited	Audit Committee	Member
		Risk Management Committee	Chairperson
		CSR Committee	Member
5.	Novigo Solutions Private Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member

B. Ms. Sangeeta Kapil Jit Singh

Sl. No.	Name of Company	Committee	Chairperson/ Member
1.	Laxmi Organics Industries Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairperson
		CSR Committee	Member
2.	Crystal Crop Protection Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairperson
		CSR Committee	Member
3.	Keva Fragrances Private Limited	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Chairperson
		CSR Committee	Member
4.	Shaily Engineering Plastics Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		CSR Committee	Member
		Stakeholders Relationship Committee	Chairperson
5.	Enzene Biosciences Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairperson
6.	Galaxy Surfactants Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairperson
		CSR Committee	Member
7.	Transworld Shipping Lines Limited	Nomination & Remuneration Committee	Member
		CSR Committee	Member
		Stakeholders Relationship Committee	Member

C. Mr. Srikanth Balachandran

Sl. No.	Name of Company	Committee	Chairperson/ Member
1.	Novigo Solutions Private Limited	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Chairperson
		CSR Committee	Member