

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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### POSTAL BALLOT REPORT

**THE CHAIRMAN  
R SYSTEMS INTERNATIONAL LIMITED  
B 104A, GREATER KAILASH,  
PART-I, NEW DELHI-110048**

Dear Sir,

The Board of Directors of the Company at its meeting held on Friday, 29<sup>th</sup> November, 2013 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following Resolution:

1. Ordinary Resolution under Section 269 read with Schedule XIII of the Companies Act, 1956 for re-appointment of Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company for a period of five years i.e. January 01, 2014 till December 31, 2018.
2. Special Resolution under Section 198, 269, 309 and 311 read with Schedule XIII, of the Companies Act, 1956 for payment of remuneration to Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company for a period of three years i.e. January 01, 2014 till December 31, 2016
3. Ordinary Resolution under Section 16 and 94 of the Companies Act, 1956 for sub-division of Equity Shares and alteration of Memorandum of Association of the Company.

**I submit my report as under:**

1. The Company completed the dispatch of postal ballot forms and notices on 10<sup>th</sup> December, 2013 along with postage prepaid business reply envelope to its members whose name(s) appeared in the Register of Members as on Friday, 29<sup>th</sup> November, 2013
2. The particulars of all postal ballot forms received from the Members have been entered in a separate Register maintained for the purpose.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
4. The ballot box was opened after working hours on Thursday, 9<sup>th</sup> January, 2014 in my presence.



5. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on Friday, 29<sup>th</sup> November, 2013. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Form and RTA records, the Shareholding as found in the RTA records on 29<sup>th</sup> November, 2013 has been considered.
6. All postal ballot forms received up to the close of working hours on Thursday, 9<sup>th</sup> January, 2014 being the last date and time fixed by the Company for receipt of the forms, which were considered for my scrutiny, and none of the envelopes containing postal ballot forms received after the working hours on 9<sup>th</sup> January, 2014 were considered for the purpose of this report.
7. There were 559 envelopes containing postal ballot forms, which were returned undelivered & these envelopes were not opened and were kept separately.
8. I did not find any defaced or mutilated ballot paper.
9. The total paid up Equity Share Capital of the Company as on 29<sup>th</sup> November, 2013 was Rs. 12,66,54,580 (Rupees Twelve Crores Sixty Six Lacs Fifty Four Thousand Five Hundred Eighty only) divided into 1,26,65,458 (One Crore Twenty Six Lacs Sixty Five Thousand Four Hundred Fifty Eight) Equity Shares of Rs. 10/- (Rupees Ten) each.
10. A summary of the postal ballot forms received is given below:

**RESOLUTION NO. 1:-**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	56	1,12,98,134	11,29,81,340/-	89.2043%
(b) Less : Invalid Postal Ballot Forms (as per register)	5	3,471	34,710/-	0.0274%
(c) Net Valid Postal Ballot Forms (as per Register)	51	1,12,94,663	11,29,46,630/-	89.1769%
(d) Postal Ballot Forms with assent	51	1,12,94,663	11,29,46,630/-	89.1769% (Representing 100% of the Total Net Valid Postal Ballot received)
(e) Postal Ballot Forms with dissent	0	0	0	0



**RESOLUTION NO. 2:-**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	56	1,12,98,134	11,29,81,340/-	89.2043%
(b) Less : Invalid Postal Ballot Forms (as per register)	5	3,471	34,710/-	0.0274%
(c) Net Valid Postal Ballot Forms (as per Register)	51	1,12,94,663	11,29,46,630/-	89.1769%
(d) Postal Ballot Forms with assent	50	1,12,94,616	11,29,46,160/-	89.1765% (Representing 99.9996% of the Total Net Valid Postal Ballot received)
(e) Postal Ballot Forms with dissent	1	47	470	0.0004% (Representing 0.0004% of the Total Net Valid Postal Ballot received)

**RESOLUTION NO. 3:-**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	56	1,12,98,134	11,29,81,340/-	89.2043%
(b) Less : Invalid Postal Ballot Forms (as per register)	5	3,471	34,710/-	0.0274%
(c) Net Valid Postal Ballot Forms (as per Register)	51	1,12,94,663	11,29,46,630/-	89.1769%



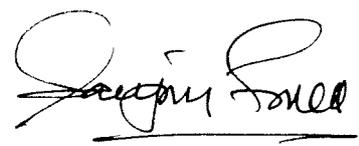
(d) Postal Ballot Forms with assent	51	1,12,94,663	11,29,46,630/-	89.1769% (Representing 100% of the Total Net Valid Postal Ballot received)
(e) Postal Ballot Forms with dissent	0	0	0	0

11. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
1.	1,12,94,663	1,12,94,663	100%
2.	1,12,94,663	1,12,94,616	99.9996%
3.	1,12,94,663	1,12,94,663	100%

Accordingly, all the above mentioned three resolutions can be deemed to have been passed by the requisite majority.

12. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody of the Company after signing the minutes by the Chairman.
13. You may accordingly declare the result of the voting by Postal Ballot.

	<p><b>For SANJAY GROVER &amp; ASSOCIATES (COMPANY SECRETARIES)</b></p>  <p><b>(SANJAY GROVER) SCRUTINIZER C.P. NO: 3850</b></p>
<p><b>Place: New Delhi Date : January 13, 2014</b></p>	