

**SANJAY GROVER & ASSOCIATES**  
COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel. : (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: contact@cssanjaygrover.in  
Website: www.cssanjaygrover.in

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration Rules, 2014)]

To  
The Chairman  
R Systems International Limited  
(CIN: L74899DL1993PLC053579)

Dear Sir,

I, Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as a scrutinizer for the purpose of scrutinizing AGM voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules, 2014 on the resolution(s) mentioned in Notice dated 23<sup>rd</sup> April, 2015 for 21<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of R Systems International Limited (the "Company") held on 9<sup>th</sup> June, 2015 at 09:00 A.M at Air Force Auditorium, Subroto Park, New Delhi- 110010.

I submit my report as under:-

1. The remote e-voting period remained open from Friday 5<sup>th</sup> June, 2015 at 10.00 A.M. to Monday 8<sup>th</sup> June, 2015 at 5.00 P.M on the designated website 'www.evotingindia.com' via CDSL e-Voting Platform.
2. The Shareholders of the Company as on the "cut off" date i.e. 2<sup>nd</sup> June, 2015 were entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting on the proposed resolutions (item no. 1 to 10) as set out in the Notice dated 23<sup>rd</sup> April, 2015.
3. The total paid up Equity Share Capital of the Company as on 2<sup>nd</sup> June, 2015 was Rs. 12,67,80,425/- (Rupees Twelve Crore Sixty Seven Lacs Eighty Thousand Four hundred and Twenty Five Only) divided into 12,67,80,425 (Twelve Crore Sixty Seven Lacs Eighty Thousand Four hundred and Twenty Five) equity shares of Rs. 1 each (Rupee one).



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For R SYSTEMS INTERNATIONAL LTD.

*[Handwritten Signature]*

Company Secretary

4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014.
5. A ballot box was kept for polling and the ballot box was locked in my presence.
6. After completion of Poll at the AGM, the Ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Ms. Priyanka Gupta R/o D-1/108, Sangam Vihar, Ratiya Marg, New Delhi- 110080 and Mr. Pawan Kumar R/o H. No. 100, 2<sup>nd</sup> Floor, Angad Nagar, Nirman Vihar, New Delhi- 110092 New Delhi who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

*Priyanka Gupta*

Priyanka Gupta

*Pawan Kumar*

Pawan Kumar

9. The consolidated summary of results of remote e-voting and poll at AGM are as under:
  - a. **Resolution No. 1**-To receive, consider and adopt the audited balance sheet as at December 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of Auditors and Directors thereon and also the consolidated audited Balance Sheet as at December 31, 2014 and the consolidated Statement of Profit and Loss for the year ended on that date together with the reports of Auditors:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,58,036	6,61,60,796	100.0000
Dissent	0	0	0	0
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000



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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*

Company Secretary

Therefore, the resolution No. 1 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure A**.

- b. **Resolution No. 2-** To declare final dividend for the year ended December 31, 2014 and confirm the four interim dividends of Re. 0.95, Re. 0.50, Re. 0.90 and Rs. 2.55 per equity share of Re. 1/- declared and paid during the year ended December 31, 2014:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,58,036	6,61,60,796	100.0000
Dissent	0	0	0	0
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000

Therefore, the resolution No. 2 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure B**.

- c. **Resolution No. 3-** To appoint a director in place of Mr. Raj Swaminathan (DIN: 00788158), who retires by rotation and, being eligible, offers himself for re-appointment

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,57,836	6,61,60,596	99.9997
Dissent	0	200	200	0.0003
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000

Therefore, the resolution No. 3 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure C**.

- d. **Resolution No. 4-** To appoint Auditors of the Company to hold office from the conclusion of twenty first Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI FRN:101049W), the retiring Auditors are eligible for reappointment:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,58,036	6,61,60,796	100.0000
Dissent	0	0	0	0
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000



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For R SYSTEMS INTERNATIONAL LTD.

*[Handwritten Signature]*

Company Secretary

Therefore, the resolution No. 4 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure D**.

- e. **Resolution No. 5-** To consider the appointment of Mr. Raj Kumar Gogia (DIN:00007364), as an Independent Director:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,57,836	6,61,60,596	99.9997
Dissent	0	200	200	0.0003
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000

Therefore, the resolution No. 5 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure E**.

- f. **Resolution No. 6-** To consider appointment of Mr. Suresh Paruthi (DIN:00777887) as an Independent Director:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,57,836	6,61,60,596	99.9997
Dissent	0	200	200	0.0003
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000

Therefore, the resolution No. 6 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure F**.

- g. **Resolution No. 7-** To consider appointment of Mr. Gurbax Singh Bhasin (DIN:00012628) as an Independent Director:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,57,836	6,61,60,596	99.9997
Dissent	0	200	200	0.0003
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000

Therefore, the resolution No. 7 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure G**.



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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*  
Company Secretary

- h. **Resolution No. 8-** To consider appointment of Mr. Amardeep Singh Ranghar (DIN:06916409) as an Independent Director:

<b>Ordinary Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,57,836	6,61,60,596	99.9997
Dissent	0	200	200	0.0003
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000

Therefore, the resolution No. 8 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure H**.

- i. **Resolution No. 9-**Regularization of the appointment of Mrs. Ruchica Gupta (DIN: 06912329) as a Director of the Company:

<b>Ordinary Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,57,836	6,61,60,596	99.9997
Dissent	0	200	200	0.0003
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000

Therefore, the resolution No. 9 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure I**.

- j. **Resolution No. 10-**Reappointment and payment of remuneration to Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966) as President and Senior Executive Director of the Company:

<b>Special Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	96,02,760	5,65,57,836	6,61,60,596	99.9997
Dissent	0	200	200	0.0003
Total	96,02,760	5,65,58,036	6,61,60,796	100.0000

Therefore, the resolution No. 10 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure J**.



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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*  
Company Secretary

10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

Yours faithfully,



New Delhi  
June 10, 2015

For **SANJAY GROVER & ASSOCIATES**  
COMPANY SECRETARIES

A handwritten signature in black ink, appearing to read "Sanjay Grover", written over a horizontal line.

**Sanjay Grover**  
Scrutinizer  
CP No 3850

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For R SYSTEMS INTERNATIONAL LTD.

A handwritten signature in blue ink, appearing to read "Sanjay Grover", written over a horizontal line.

Company Secretary

**Annexure - A**

Details of remote e-voting & poll at AGM for Resolution No.-1 are as under:

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	31	5,65,58,036	5,65,58,036	44.6110
(c) Votes with dissent	0	0	0	0



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For R SYSTEMS INTERNATIONAL LTD.

  
Company Secretary

**Annexure - B**

Details of remote e-voting & poll at AGM for Resolution No.-2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	31	5,65,58,036	5,65,58,036	44.6110
(c) Votes with dissent	0	0	0	0



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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*  
Company Secretary



Details of remote e-voting & poll at AGM for Resolution No.-3 are as under:

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	30	5,65,57,836	5,65,57,836	44.6109
(c) Votes with dissent	1	200	200	0.0001

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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*  
Company Secretary

Details of remote e-voting & poll at AGM for Resolution No.-4 are as under:

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	31	5,65,58,036	5,65,58,036	44.6110
(c) Votes with dissent	0	0	0	0



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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*  
Company Secretary

Details of remote e-voting & poll at AGM for Resolution No.-5 are as under:

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	30	5,65,57,836	5,65,57,836	44.6109
(c) Votes with dissent	1	200	200	0.0001



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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*  
Company Secretary

Details of remote e-voting & poll at AGM for Resolution No.-6 are as under:

**F1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	30	5,65,57,836	5,65,57,836	44.6109
(c) Votes with dissent	1	200	200	0.0001



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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*  
Company Secretary

Details of remote e-voting & poll at AGM for Resolution No.-7 are as under:

**G1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	30	5,65,57,836	5,65,57,836	44.6109
(c) Votes with dissent	1	200	200	0.0001

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For R SYSTEMS INTERNATIONAL LTD.

*[Signature]*  
Company Secretary

## Annexure - H

Details of remote e-voting & poll at AGM for Resolution No.-8 are as under:

### H1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

### H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	30	5,65,57,836	5,65,57,836	44.6109
(c) Votes with dissent	1	200	200	0.0001



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For R SYSTEMS INTERNATIONAL LTD.

A handwritten signature in blue ink, appearing to read "Anjay Grover".

Company Secretary

**Annexure - I**

Details of remote e-voting & poll at AGM for Resolution No.-9 are as under:

**11. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**12. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	30	5,65,57,836	5,65,57,836	44.6109
(c) Votes with dissent	1	200	200	0.0001

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

Details of remote e-voting & poll at AGM for Resolution No.-10 are as under:

**J1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	85	96,02,869	96,02,869	7.5744
b) Less: Invalid Votes	07	109	109	0.0001
c) Net Valid votes cast	78	96,02,760	96,02,760	7.5743
d) Votes with assent for the Resolution	78	96,02,760	96,02,760	7.5743
e) Votes with dissent for the Resolution	0	0	0	0

**J2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	31	5,65,58,036	5,65,58,036	44.6110
(b) Votes with Assent	30	5,65,57,836	5,65,57,836	44.6109
(c) Votes with dissent	1	200	200	0.0001

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary