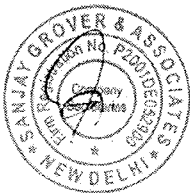


I submit my report as under:-

1. The remote e-voting period commenced on Thursday, June 09, 2016 at 10:00 A.M. and ended on Sunday, June 12, 2016 at 05:00 P.M. on the designated website i.e. www.evotingindia.com via CSDL e-Voting Platform.
2. The Shareholders of the Company as on the "cut off" date i.e. Monday, June 06, 2016 were entitled to avail the facility of remote e-voting as well as voting through ballot papers at the Annual General Meeting on the proposed resolutions (item no. 1 to 8) as set out in the Notice dated April 30, 2016.
3. The total paid up Equity Share Capital of the Company as on June 06, 2016 was Rs. 12,68,70,425/- (Rupees Twelve Crore Sixty Eight Lacs Seventy Thousand Four Hundred Twenty Five only) divided into 12,68,70,425 (Twelve Crore Sixty Eight Lacs Seventy Thousand Four Hundred Twenty Five) equity shares of Re. 1/- (Rupee One only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
5. A ballot box was kept for polling and the ballot box was locked in my presence.
6. After conclusion of 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.



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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

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. Geetu Hasija R/o 324 Flat No. 11, Masjid Moth, South Ex-2 and Ms. Dipika Jain R/o R-7, Rita Block, Shakarpur, Laxmi Nagar, New Delhi-110094 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Geetu Hasija


Deepika Jain

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 audited financial statements of the Company for the financial year ended December 31, 2015 and the Reports of the Board of Directors and the Auditors thereon and the consolidated Financial Statements 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	12,470	11,23,09,127	11,23,21,597	100.0000
Dissent	0	0	0	0.0000
Total	12,470	11,23,09,127	11,23,21,597	100.0000


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



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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

- b. **Resolution No. 2-** To confirm the three interim dividends of Re. 0.40, Rs. 3.30 and Re. 0.25 per equity shares of Re. 1/- declared and paid during the year ended December 31, 2015

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	12,470	11,23,09,127	11,23,21,597	100.0000
Dissent	0	0	0	0.0000
Total	12,470	11,23,09,127	11,23,21,597	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 Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966), 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	12,470	11,23,09,127	11,23,21,597	100.0000
Dissent	0	0	0	0.0000
Total	12,470	11,23,09,127	11,23,21,597	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.**



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For R SYSTEMS INTERNATIONAL LTD.

[Signature]
Company Secretary

- d. **Resolution No. 4-** To appoint auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (FRN: 101049W/E300004), the retiring auditors are eligible for reappointment:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	12,470	8,14,99,719	8,15,12,189	72.5704
Dissent	0	3,08,09,408	3,08,09,408	27.4296
Total	12,470	11,23,09,127	11,23,21,597	100.0000

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 re-appointment of Mr. Raj Kumar Gogia (DIN: 00007364), as an Independent Director:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	12,470	6,61,12,059	6,61,24,529	58.8707
Dissent	0	4,61,97,068	4,61,97,068	41.1293
Total	12,470	11,23,09,127	11,23,21,597	100.0000

Therefore, the resolution No. 5 has not been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure-E**.



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For R SYSTEMS INTERNATIONAL LTD.

[Signature]
Company Secretary

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

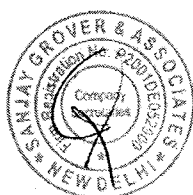
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	12,470	6,61,12,059	6,61,24,529	58.8707
Dissent	0	4,61,97,068	4,61,97,068	41.1293
Total	12,470	11,23,09,127	11,23,21,597	100.0000

Therefore, the resolution No. 6 has not been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure-F**.

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

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	12,470	6,61,12,059	6,61,24,529	58.8707
Dissent	0	4,61,97,068	4,61,97,068	41.1293
Total	12,470	11,23,09,127	11,23,21,597	100.0000

Therefore, the resolution No. 7 has not 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.

[Handwritten Signature]
Company Secretary

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

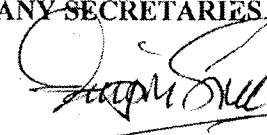
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	12,470	6,61,12,059	6,61,24,529	58.8707
Dissent	0	4,61,97,068	4,61,97,068	41.1293
Total	12,470	11,23,09,127	11,23,21,597	100.0000

Therefore, the resolution No. 8 has not been approved with requisite majority. Details of remote e voting & poll at AGM are given in Annexure-II.

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,

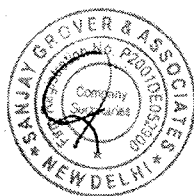
For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



Sanjay Grover

Scrutinizer

CP No 3850



June 13, 2016

New Delhi

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For R SYSTEMS INTERNATIONAL LTD.



Company Secretary



Annexure - A

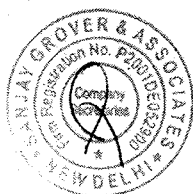
Details of remote e-voting & poll at AGM for Resolution No.-1 are as under:

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	52	12,585	12,585	0.0099
b) Less: Invalid Votes	5	115	115	0.0001
c) Net Valid votes cast	47	12,470	12,470	0.0098
d) Votes with assent for the Resolution	47	12,470	12,470	0.0098
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	11,23,09,127	11,23,09,127	88.5227
(b) Votes with Assent	31	11,23,09,127	11,23,09,127	88.5227
(c) Votes with dissent	0	0	0	0



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For R SYSTEMS INTERNATIONAL LTD.

[Signature]
Company Secretary

Annexure - B

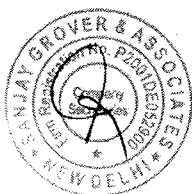
Details of remote e-voting & poll at AGM for Resolution No.-2 are as under:

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	52	12,585	12,585	0.0099
b) Less: Invalid Votes	5	115	115	0.0001
c) Net Valid votes cast	47	12,470	12,470	0.0098
d) Votes with assent for the Resolution	47	12,470	12,470	0.0098
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	11,23,09,127	11,23,09,127	88.5227
(b) Votes with Assent	31	11,23,09,127	11,23,09,127	88.5227
(c) Votes with dissent	0	0	0	0



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For R SYSTEMS INTERNATIONAL LTD.

A. Sinha
Company Secretary

Annexure - C

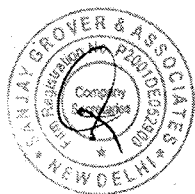
Details of remote e-voting & poll at AGM for Resolution No.-3 are as under:

CI. 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	52	12,585	12,585	0.0099
b) Less: Invalid Votes	5	115	115	0.0001
c) Net Valid votes cast	47	12,470	12,470	0.0098
d) Votes with assent for the Resolution	47	12,470	12,470	0.0098
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	11,23,09,127	11,23,09,127	88.5227
(b) Votes with Assent	31	11,23,09,127	11,23,09,127	88.5227
(c) Votes with dissent	0	0	0	0



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For R SYSTEMS INTERNATIONAL LTD.

A. Singh
Company Secretary

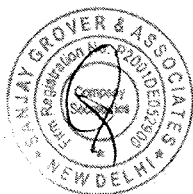
Annexure -D

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	52	12,585	12,585	0.0099
b) Less: Invalid Votes	5	115	115	0.0001
c) Net Valid votes cast	47	12,470	12,470	0.0098
d) Votes with assent for the Resolution	47	12,470	12,470	0.0098
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	11,23,09,127	11,23,09,127	88.5227
(b) Votes with Assent	30	8,14,99,719	8,14,99,719	64.2385
(c) Votes with dissent	1	3,08,09,408	3,08,09,408	24.2842



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For R SYSTEMS INTERNATIONAL LTD.

A. Singh
Company Secretary

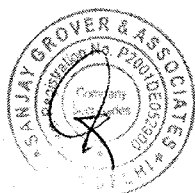
Annexure -E

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	52	12,585	12,585	0.0099
b) Less: Invalid Votes	5	115	115	0.0001
c) Net Valid votes cast	47	12,470	12,470	0.0098
d) Votes with assent for the Resolution	47	12,470	12,470	0.0098
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	11,23,09,127	11,23,09,127	88.5227
(b) Votes with Assent	29	6,61,12,059	6,61,12,059	52.1099
(c) Votes with dissent	2	4,61,97,068	4,61,97,068	36.4128



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For R SYSTEMS INTERNATIONAL LTD.

[Signature]
Company Secretary

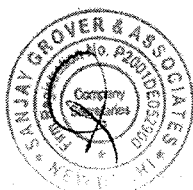
Annexure -F

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	52	12,585	12,585	0.0099
b) Less: Invalid Votes	5	115	115	0.0001
c) Net Valid votes cast	47	12,470	12,470	0.0098
d) Votes with assent for the Resolution	47	12,470	12,470	0.0098
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	11,23,09,127	11,23,09,127	88.5227
(b) Votes with Assent	29	6,61,12,059	6,61,12,059	52.1099
(c) Votes with dissent	2	4,61,97,068	4,61,97,068	36.4128



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For R SYSTEMS INTERNATIONAL LTD.

[Signature]
Company Secretary

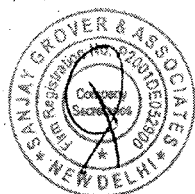
Annexure -G

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	52	12,585	12,585	0.0099
b) Less: Invalid Votes	5	115	115	0.0001
c) Net Valid votes cast	47	12,470	12,470	0.0098
d) Votes with assent for the Resolution	47	12,470	12,470	0.0098
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	11,23,09,127	11,23,09,127	88.5227
(b) Votes with Assent	29	6,61,12,059	6,61,12,059	52.1099
(c) Votes with dissent	2	4,61,97,068	4,61,97,068	36.4128



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For R SYSTEMS INTERNATIONAL LTD.

[Handwritten Signature]
Company Secretary

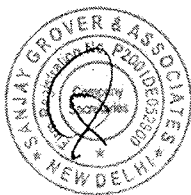
Annexure -H

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	52	12,585	12,585	0.0099
b) Less: Invalid Votes	5	115	115	0.0001
c) Net Valid votes cast	47	12,470	12,470	0.0098
d) Votes with assent for the Resolution	47	12,470	12,470	0.0098
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	11,23,09,127	11,23,09,127	88.5227
(b) Votes with Assent	29	6,61,12,059	6,61,12,059	52.1099
(c) Votes with dissent	2	4,61,97,068	4,61,97,068	36.4128



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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary