

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Scrutinizer Report

To,
 The Chairman
R SYSTEMS INTERNATIONAL LIMITED
 CIN: L74899DL1993PLC053579
 B - 104A, Greater Kailash, Part-I,
 New Delhi – 110048, India

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "Act") read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, I have been appointed as Scrutinizer by the Board of Directors of **R SYSTEMS INTERNATIONAL LIMITED** ("the Company") in their meeting held on Friday, July 29, 2016 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolution(s):

S.No.	Type of Resolution	Particulars
1	Special Resolution	Payment of remuneration to Mr. Satinder Singh Rekhi (DIN: 00006955) as Managing Director of the Company pursuant to Section 197 read with Schedule V, Section 196 and 198 of the Companies Act, 2013 and the Rules made thereunder.
2	Ordinary Resolution	Appointment of Mrs. Ruchica Gupta (DIN: 06912329) as an Independent Director of the Company.



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For R Systems International Ltd,


 Company Secretary

I submit my report as under:

1. The Company completed the dispatch of Notice of Postal Ballot and Forms on Monday, August 08, 2016 to its Members whose name(s) appeared in the Register of Members as on Friday, July 29, 2016:
 - (a) through e-mail to the members whose email addresses were registered with the Company/ Registrar and Transfer Agent as on July 29, 2016; and
 - (b) through physical mode, along with a self-addressed postage pre-paid Business Reply Envelope to the other members (whose e-mail addresses were not registered with the Company/ Registrar and Transfer Agent).
2. The Company has made an advertisement regarding dispatch of Postal Ballot Notices etc. in English Daily Newspaper "Business Standard, all editions" and in Hindi Daily Newspaper "Business Standard, New Delhi edition" on Tuesday, August 09, 2016.
3. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opted for e-voting facility, cast their votes on the designated website through Central Depository Services (India) Limited ("CDSL") e- voting platform viz., www.evotingindia.com.
4. The physical Postal Ballots received by post/courier/by hand were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by CDSL in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on its designated website i.e. www.evotingindia.com.
6. The ballot box was opened on Wednesday, September 07, 2016 after 5.00 P.M. and the e-votes were unblocked on Wednesday, September 07, 2016 after 5.00 P.M in the presence of two witnesses, Ms. Geetika Bisht, R/o E- 154, Amar Colony, Lajpat Nagar IV, New Delhi 110024 and Priyanka Gupta R/o G-9/79, Sangam Vihar, Ratiya Marg,



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For R Systems International Ltd,

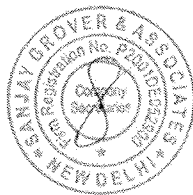

Company Secretary

New Delhi 110080 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

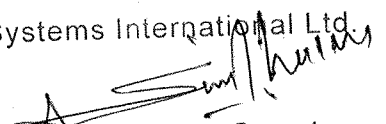

Geetika Bisht


Priyanka Gupta

7. The particulars of all postal ballot forms received from the Members in physical form(s) as well as e-voting report generated from electronic registry of CDSL have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and e-votes cast up to 5.00 P.M. on Wednesday, September 07, 2016 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e-voting, were considered and none of the envelopes containing postal ballot forms received after 5.00 P.M. Wednesday, September 07, 2016, were considered for the purpose of this report.
9. The postal ballot forms and e-voting were matched with the Register of Members of the Company as on Friday, July 29, 2016. It is further submitted that in case of mis-match of the shareholding as mentioned in the postal ballot forms and RTA records, the Shareholding as found in the RTA records on Friday, July 29, 2016 was considered, there were no cases of mismatch in the shareholding. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
10. There were 357 envelopes containing Postal Ballot Form(s)/ Notice(s), which were returned undelivered & these envelopes were not opened and they are separately kept.
11. I did not find any defaced or mutilated ballot paper(s).
12. The shareholders exercised their voting either by e-voting or postal ballot forms. There was no shareholder who opted for both the facilities.



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For R Systems International Ltd.

Company Secretary

13. The total issued & paid up Equity Share Capital of the Company as on Friday, July 29, 2016 was Rs. 126,870,425/- (Rupees Twelve Crores Sixty Eight Lakhs Seventy Thousand Four Hundred Twenty Five Only) divided into 126,870,425 (Twelve Crores Sixty Eight Lakhs Seventy Thousand Four Hundred Twenty Five) Equity Shares of Re. 1/- (Rupee One Only) each.
14. A Summary of the voting results (e-voting and postal ballot forms both) is given hereinafter below:
- I. Payment of remuneration to Mr. Satinder Singh Rekhi (DIN: 00006955) as Managing Director of the Company pursuant to Section 197 read with Schedule V, Section 196 and 198 of the Companies Act, 2013 and the rules made thereunder.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Postal-Ballot	e-Votes	Total	
Assent	24,955	66,320,214	66,345,169	99.9952
Dissent	1,902	1,274	3,176	00.0048
Total	26,857	66,321,488	66,348,345	100.0000

The detailed break up of voting through e-voting and through postal ballot forms in respect of the Resolution is attached to this report and marked as 'Annexure A'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

- II. Appointment of Mrs. Ruchica Gupta (DIN: 06912329) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Postal-Ballot	e-Votes	Total	
Assent	24,955	66,119,970	66,144,925	99.6934
Dissent	1,902	201,518	203,420	00.3066
Total	26,857	66,321,488	66,348,345	100.0000

The detailed break up of voting through e-voting and through postal ballot forms in respect of the Resolution is attached to this report and marked as 'Annexure B'.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.



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For R Systems International Ltd


Company Secretary

SANJAY GROVER & ASSOCIATES

15. No share(s) of the Company is lying in Unclaimed Suspense A/c of which voting right(s) is frozen.
16. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company
17. You may accordingly declare the result of the voting by Postal Ballot.



For Sanjay Grover & Associates
Company Secretaries

A handwritten signature in black ink, appearing to read "Sanjay Grover".

(Sanjay Grover)
Scrutinizer

C.P. No.:3850
September 09, 2016
Mumbai



A handwritten signature in black ink, appearing to read "Singh".

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For R Systems International Ltd.

A handwritten signature in black ink, appearing to read "A. Singh".
Company Secretary

A1. VOTING THROUGH E-VOTING:				
Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	61	66,321,488	66,321,488	52.2750
(b) Less: Abstained	0	0	0	00.0000
(c) Net Valid Votes	61	66,321,488	66,321,488	52.2750
(d) Votes with Assent	53	66,320,214	66,320,214	52.2740
(e) Votes with dissent	8	1,274	1,274	00.0010

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	129	36,317	36,317	00.0286
(b) Less: Invalid Votes	9	9,460	9,460	00.0075
(c) Net Valid Votes	120	26,857	26,857	00.0212
(d) Votes with assent for the Resolution	73	24,955	24,955	00.0197
(e) Votes with dissent for the Resolution	47	1,902	1,902	00.0015

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For R Systems International Ltd


Company Secretary



B1. VOTING THROUGH E-VOTING:				
Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	61	66,321,488	66,321,488	52.2750
(b) Less: Abstained	0	0	0	00.0000
(c) Net Valid Votes	61	66,321,488	66,321,488	52.2750
(d) Votes with Assent	54	66,119,970	66,119,970	52.1161
(e) Votes with dissent	7	201,518	201,518	00.1588

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	129	36,317	36,317	00.0286
(b) Less: Invalid Votes	9	9,460	9,460	00.0075
(c) Net Valid Votes	120	26,857	26,857	00.0212
(d) Votes with assent for the Resolution	73	24,955	24,955	00.0197
(e) Votes with dissent for the Resolution	47	1,902	1,902	00.0015



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For R Systems International Ltd

[Signature]
Company Secretary