R SYSTEMS INTERNATIONAL LIMITED
Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India - 201 307
Phones: +91-120-4303500 | Email: rsystems.india@rsystems.com | Regd.Off.: B-104A, Greater Kailash-I,
Fax : +91-120-2587123 | www.rsystems.com | New Delhi - 110 048

Caring - Innovating - Transforming

KIND ATTN : MR. HARI K / MR. ANEESH KUMAR

REF: SECT/06/2015/23

JUNE 10, 2015

To,
The Managing Director,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra - (E),
Mumbai - 400 051.

Dear Sir,

SUB : INTIMATION OF THE BUSINESS APPROVED AT THE ANNUAL GENERAL MEETING

This is with reference to our letter No. SECT/06/2015/19 dated June 09, 2015 and Clause 31, 35A and other applicable provisions of the Listing Agreement entered into by R Systems International Limited. We wish to inform you that the shareholders of R Systems International Limited at its Annual General Meeting held on June 09, 2015 at Air Force Auditorium, Subroto Park, New Delhi - 110 010 have approved the following items on the agenda of the meeting through remote e-voting and voting through ballot paper:

1. Adopted 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.

2. Declared the final dividend of Re. 0.95 per equity share on 126,780,425 equity shares of Re.1/- each for the year ended December 31, 2014 to all those members who held shares of the Company as on record date and confirmed 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.

3. Reappointment of Mr. Raj Swaminathan, as the Director of the Company who retired by rotation and being eligible, offered himself for re-appointment.

4. Reappointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as the statutory auditors of the Company to hold office from the conclusion of twentyfirst Annual General Meeting until the conclusion of the next Annual General Meeting and authorised the board of directors of the Company to fix their remuneration.

5. Appointment of Mr. Raj Kumar Gogia (DIN:00007364), as an Independent Director.

R SYSTEMS INTERNATIONAL LTD.

6. Appointment of Mr. Suresh Paruthi (DIN:00777887) as an Independent Director.

7. Appointment of Mr. Gurbax Singh Bhasin (DIN:00012628) as an Independent Director.

8. Appointment of Mr. Amardeep Singh Ranghar (DIN:06916409) as an Independent Director.

9. Regularisation of Mrs. Ruchica Gupta (DIN: 06912329) as a Director of the Company.

10. Reappointment and payment of remuneration to Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966) as President and Senior Executive Director of the Company pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956.

The details of voting results, as per the requirements of Clause 35A of the Listing Agreement in the prescribed format and Scrutinizers Report on Remote e-voting & Poll are enclosed as **Annexure – I & II,** respectively.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Ashish Thakur
(Company Secretary & Compliance Officer)

ANNEXURE - I

R Systems International Limited

CIN: L74899DL1993PLC053579

Date of AGM : Tuesday, June 09, 2015	
Total Number of Shareholders as on record Date: Tuesday, June 02, 2015 ***(Cut-Off date)***	**12,241**
(a) No. of Shareholders present in the meeting either personaly or through Proxy	
Promoter and Promoter Group:	**11**
Public Shareholders:	**1,523**
(b) No. of Shareholders attended the meeting through video conferencing	
Promoter and Promoter Group:	**Not Applicable**
Public Shareholders:	**Not Applicable**

Resolution 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

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.000	0.000
		Poll	9,600,424	14.8935	9,600,424	0	100.000	0.000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.000**	**0.000**
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub-total	-	-	-	-	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,698,054	0	100.000	0.000
		Poll	2,336	0.0038	2,336	0	100.000	0.000
		Sub-total	**1,700,390**	**2.7298**	**1,700,390**	**0**	**100.000**	**0.000**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,796**	**0**	**100.000**	**0.000**

R SYSTEMS INTERNATIONAL LTD.

Resolution 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								
Category	**No. of shares Held**	**Mode of Voting**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on votes polled**
	(1)		**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub-total	-	-	-	-	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,698,054	0	100.0000	0.0000
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,390**	**0**	**100.0000**	**0.0000**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,796**	**0**	**100.0000**	**0.0000**

Resolution 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								
Category	**No. of shares Held**	**Mode of Voting**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on votes polled**
	(1)		**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub-total	-	-	-	-	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,190**	**200**	**99.9882**	**0.0118**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,596**	**200**	**99.9997**	**0.0003**



Resolution 4: To appoint Auditors of the Company to hold office from the conclusion of twentyfirst 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

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub-total	-	-	-	-	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,698,054	0	100.0000	0.0000
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,390**	**0**	**100.0000**	**0.0000**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,796**	**0**	**100.0000**	**0.0000**

Resolution 5: To consider the appointment of Mr. Raj Kumar Gogia (DIN:00007364), as an Independent Director.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub-total	-	-	-	-	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,190**	**200**	**99.9882**	**0.0118**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,596**	**200**	**99.9997**	**0.0003**



Resolution 6: To consider appointment of Mr. Suresh Paruthi (DIN:00777887) as an Independent Director.								
Ordinary Resolution								
Category	**No. of shares Held**	**Mode of Voting**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on votes polled**
	(1)		**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	-	-	0	-	-
		Poll	-	-	-	0	-	-
		Sub-total	-	-	-	**0**	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,190**	**200**	**99.9882**	**0.0118**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,596**	**200**	**99.9997**	**0.0003**

Resolution 7: To consider appointment of Mr. Gurbax Singh Bhasin (DIN:00012628) as an Independent Director.								
Ordinary Resolution								
Category	**No. of shares Held**	**Mode of Voting**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on votes polled**
	(1)		**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	-	-	0	-	-
		Poll	-	-	-	0	-	-
		Sub-total	-	-	-	**0**	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,190**	**200**	**99.9882**	**0.0118**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,596**	**200**	**99.9997**	**0.0003**



Resolution 8: To consider appointment of Mr. Amardeep Singh Ranghar (DIN:06916409) as an Independent Director.								
Ordinary Resolution								
Category	**No. of shares Held**	**Mode of Voting**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on votes polled**
	(1)		**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	-	-	0	-	-
		Poll	-	-	-	0	-	-
		Sub-total	-	-	-	**0**	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,190**	**200**	**99.9882**	**0.0118**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,596**	**200**	**99.9997**	**0.0003**

Resolution 9: Regularisation of the appointment of Mrs. Ruchica Gupta (DIN: 06912329) as a Director of the Company								
Ordinary Resolution								
Category	**No. of shares Held**	**Mode of Voting**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on votes polled**
	(1)		**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	-	-	0	-	-
		Poll	-	-	-	0	-	-
		Sub-total	-	-	-	**0**	-	-
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,190**	**200**	**99.9882**	**0.0118**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,596**	**200**	**99.9997**	**0.0003**



Resolution 10: Reappointment and payment of remuneration to Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966) as President and Senior Executive Director of the Company.								
Special Resolution								
Category	**No. of shares Held**	**Mode of Voting**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on votes polled**
	(1)		**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		Sub-total	**64,460,406**	**100.0000**	**64,460,406**	**0**	**100.0000**	**0.0000**
Public-Institutional	30,436	e-voting	-	0.0000	-	0	0.0000	0.0000
		Poll	-	0.0000	-	0	0.0000	0.0000
		Sub-total	**-**	**0.0000**	**-**	**0**	**0.0000**	**0.0000**
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		Sub-total	**1,700,390**	**2.7298**	**1,700,190**	**200**	**99.9882**	**0.0118**
Total	**126,780,425**		**66,160,796**	**52.1853**	**66,160,596**	**200**	**99.9997**	**0.0003**

For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

ANNEXURE - II

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST 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 23rd April, 2015 for 21st Annual General Meeting (AGM) of the Equity Shareholders of R Systems International Limited (the "Company") held on 9th 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 5th June, 2015 at 10.00 A.M.to Monday 8th 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. 2nd 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 23rd April, 2015.

3. The total paid up Equity Share Capital of the Company as on 2nd 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).

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries CP No. 3850

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For R SYSTEMS INTERNATIONAL LTD.
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 pollat 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, 2nd 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

Pawan Kumar

9. The consolidatedsummary 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

SANJAY GROVER & ASSOCIATES Company Secretaries CP No. 3850 NEW DELHI

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For R SYSTEMS INTERNATIONAL LTD.

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

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. 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:

Special 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. 10 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure J.**

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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,

SANJAY GROVER & ASSOCIATES NEW DELHI Company Secretaries CP No. 3850

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Sanjay Grover
Scrutinizer
CP No 3850

New Delhi
June 10, 2015

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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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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Annexure - C

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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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Annexure - D

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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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Annexure - E

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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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Annexure - F

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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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Annexure - G

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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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Annexure - I

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

I1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (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

I2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (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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Annexure - J

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 (In Rs.)	% of Total Paid-up Equity Capital (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 (In Rs.)	% of Total Paid-up Equity Capital (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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