

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-201307

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Regd. Off.: B-104A, Greater Kailash-1,
New Delhi - 110 048

REF: SECT/05/2018/01

MAY 05, 2018

<p>To, The Managing Director National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051</p> <p>NSE Symbol – RSYSTEMS</p>	<p>To, The General Manager BSE Limited Department of Corporate Services, Rotunda Building, 1st Floor, Mumbai Samachar Marg, Fort, Mumbai - 400 001</p> <p>BSE Scrip Code - 532735</p>
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Dear Sir,

SUB: VOTING RESULTS AND SCRUTINIZER'S REPORT OF THE MEETING OF EQUITY SHAREHOLDERS OF R SYSTEMS INTERNATIONAL LIMITED ("COMPANY") CONVENED AND HELD ON SATURDAY MAY 05, 2018 AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI ("TRIBUNAL")

This is with reference to Regulation 30, 44 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Uniform Listing Agreement entered into by R Systems International Limited (the "Company"). We wish to inform you that the equity shareholders of the Company at National Company Law Tribunal convened meeting held on May 05, 2018 at Air Force Auditorium, Subroto Park, New Delhi -110 010 have approved the scheme of Amalgamation between GM Solutions Private Limited ("Transferor Company") and R Systems International Limited ("Transferee Company") and their respective shareholders and creditors.

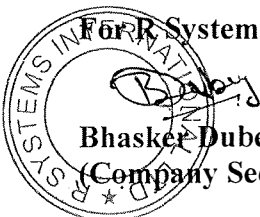
The details of voting results, as per the requirement of Regulation 44 of the Listing Regulations in the prescribed format and Scrutinizer's Report on Remote e-voting & Poll are enclosed as **Annexure – A & B**, respectively.

This is for your information and record.

Thanking you.

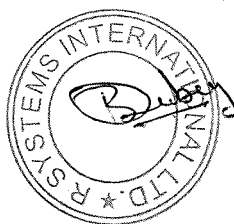
Yours faithfully,

For R Systems International Limited



Bhasker Dubey
(Company Secretary & Compliance Officer)

R SYSTEMS INTERNATIONAL LIMITED								
CIN - L74899DL1993PLC053579								
Voting Results of National Company Law Tribunal ("NCLT") Convened Meeting of Equity Shareholders								
Details of poll at NCLT convened Meeting and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:								
Date of the NCLT convened Meeting								05-May-18
Total number of shareholders on record date								16,700
No. of shareholders present in the meeting either in person or through Proxy:								252
Promoters and Promoters Group:								9
Public:								243
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:								N.A.
1. Special Resolution: To consider and approve the amalgamation between GM Solutions Private Limited ("Transferor Company") and R Systems International Limited ("Transferee Company") and their respective shareholders and creditors.								
Whether promoter/ promoter group are intersted in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	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	E-voting	63,087,034	0	0.0000	0	0	0.0000	0.0000
	Poll		63,087,034	100.0000	63,087,034	0	100.0000	0.0000
	Total		63,087,034	100.0000	63,087,034	0	100.0000	0.0000
Public-Institutions	E-voting	66,048	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	60,799,843	1,553,145	2.5545	1,549,948	3,197	99.7942	0.2058
	Poll		91,967	0.1513	91,967	-	100.0000	0.0000
	Total		1,645,112	2.7058	1,641,915	3,197	99.8057	0.1943
Total		123,952,925	64,732,146	52.2232	64,728,949	3,197	99.9951	0.0049



CA. VIVEK GOYAL
CHARTERED ACCOUNTANT

Annexure-B
Ph.: 0172-4635756 (O)
98155-22553(M)

Add.: #5756, Duplex House, Modern
Housing Complex, Manimajra
Chandigarh – 160 101
E-mail: goyalvivek_ca@yahoo.com

**Scrutinizers Report
(Equity Shareholders)**

R SYSTEMS INTERNATIONAL LIMITED

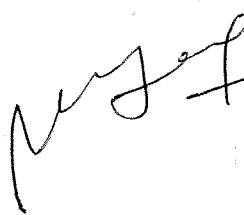
To,
Ms. Ranjana Roy Gawai
Chairman appointed by National Company Law Tribunal, Principal Bench at New Delhi ("Tribunal")
For the Meeting of the Equity Shareholders of R Systems International Limited
Registered Office: B 104A, Greater Kailash Part-I, New Delhi – 110048

Dear Madam,

I, Vivek Goyal, Practicing Chartered Accountant (ICAI Membership. No. 092934), was appointed by the Tribunal vide order dated March 08, 2018 as Scrutinizer to scrutinize the voting process (i.e. remote e-Voting and voting through ballot paper (Poll) at Meeting) for the Tribunal convened meeting of Equity Shareholders of R Systems International Limited ("Company") held on May 05, 2018 at 10:00 A.M. at Air Force Auditorium, Near Army Hospital Research & Referral. Subroto Park, New Delhi - 110010.

I submit a report as under

1. The Company had provided equity shareholders with the facility for casting their vote by way of e-voting using e-voting platform of Central Depository Services (India) Ltd (CDSL) and voting by way of polling papers at the Tribunal convened meeting for members attending the meeting and who have not cast their vote by e-voting.
2. The equity shareholders of the Company holding shares as on March 23, 2018 ("Cut-off date") were entitled to vote on the resolution as contained in the notice of the Tribunal Convened Meeting of the equity shareholders. The total paid up capital of the Company as on the Cut-off date was Rs. 123,952,925/- (Rupees Twelve Crores Thirty Nine Lakhs Fifty Two Thousand Nine Hundred



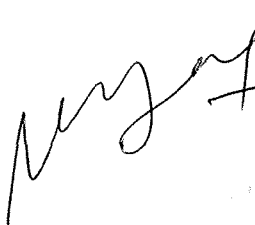
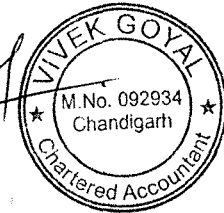

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For R Systems International Ltd.


Company Secretary

Twenty Five Only) divided into 123,952,925 (Rupees Twelve Crores Thirty Nine Lakhs Fifty Two Thousand Nine Hundred Twenty Five Only) equity shares of Re. 1/- each.

3. The remote e-voting period commenced on Wednesday, April 04, 2018 at 10:00 a.m. and ended on Friday, May 04, 2018 at 05:00 p.m. on the designated website of CDSL i.e. www.evotingindia.com. The e-voting module was disabled by CDSL for voting thereafter.
4. At the Tribunal convened meeting, as per directions of the Chairperson appointed by the Tribunal, voting through ballot papers was conducted.
5. After completion of voting through ballot paper at the Tribunal convened meeting the Ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents ("RTA") of the Company and the Authorizations/Proxies lodged with the Company.
6. The votes cast through remote e-voting were also unblocked after completion of voting through ballot paper at the Tribunal convened meeting in the presence of two witnesses, Mr. Prince Chadha R/o House No. 48, Sector 41A, Chandigarh- 160036 and Mr. Santanu Mukhopaphyay R/o 240 Arawali Apartments, Alaknanda, New Delhi -110019 who were not in the employment of the Company.
7. The ballot papers, which were incomplete and/or which were otherwise found defective or if signature of any member did not match with the records maintained by RTA have been treated as invalid and were kept separately. Further, e-votes cast by members were also considered with their shareholding as on cut-off date as per the RTA records.

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For R Systems International Ltd.


Company Secretary

8. The Consolidated Summary of votes in favor or against on the following resolution) is as below:

Resolution:-

Approval of Scheme of Amalgamation between GM Solutions Private Limited ('GM Solutions' or 'Amalgamating Company') and R Systems International Limited ('R Systems' or 'Amalgamated Company') and their respective shareholders and creditors ('the Scheme')

Particulars	Remote E-Voting		Voting at the Tribunal convened meeting		Total		(%)
	Number	Votes	Number	Votes	Number	Votes	
Total equity shareholders whose attendance was recorded through in person/ proxy/authorization	N.A.	N.A.	252	63,187,358	252	63,187,358	-
Total equity shareholders who abstained from voting	N.A.	N.A.	179	7,297	179	7,297	-
Total equity shareholders who voted through in person/proxy	43	1,553,145	108*	63,180,061	151	64,733,206	-
Invalid votes	0	0	50	1,060	50	1,060	-
Valid votes	43	1,553,145	58	63,179,001	101	64,732,146	100
Voting in favour	40	1,549,948	58	63,179,001	98	64,728,949	99.995
Voting against	3	3,197	0	0	3	3,197	0.005

* including 32 ballots for which no attendance were marked and 03 ballots were in duplicate

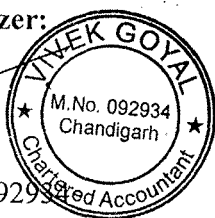
Conclusion:

Basis the above table, it can be concluded that the said Scheme of Amalgamation has been approved by 97.03% in number and 99.995% in value of the Equity Shareholders of Amalgamated Company present and voting either in person or by proxy or through E-Voting which were valid votes in accordance with the requirements of Section 230(1) of the Companies Act, 2013.

Signature of the Scrutinizer:

(CA. Vivek Goyal)

ICAI Membership No.- 092934



Date: May 05, 2018

Place: New Delhi

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For R Systems International Ltd.


Company Secretary

SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF R SYSTEMS INTERNATIONAL LIMITED ("COMPANY") CONVENED AND HELD ON SATURDAY, MAY 05, 2018 AS PER THE ORDER DATED MARCH 08, 2018 OF THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI (TRIBUNAL")

The Tribunal convened meeting of Equity Shareholders of the Company was held on Saturday, May 05, 2018 at 10:00 A.M. at Air Force Auditorium, Near Army Hospital Research and Referral, Subroto Park, New Delhi 110010.

Ms. Ranjana Roy Gawai, who was appointed as the Chairperson for the aforementioned meeting by the Tribunal vide its Order dated March 08, 2018, presided over the meeting. Ms. Misha who was appointed as Alternate Chairperson by the Tribunal vide said order, also attended the meeting. The requisite quorum being present, the Chairperson called the meeting in order.

The Chairperson welcomed the Equity Shareholders and informed them that the meeting has been convened pursuant to the Order dated March 08, 2018 passed by the Hon'ble bench of the National Company Law Tribunal, New Delhi to approve the scheme of amalgamation between GM Solutions Private Limited ("Transferor Company") and R Systems International Limited ("Transferee Company") and their respective shareholders and creditors ('Scheme').

The notice of the meeting, explanatory statement under Section 230(3) of the Companies Act, 2013 and the Scheme along with other accompanying documents were dispatched to all the Equity Shareholders as per the directions contained in the said Order. With the permission of the Equity Shareholders, the notice convening the meeting including the proposed resolution was taken as read.

The Chairperson further informed the Equity Shareholders that in terms of the applicable provisions of the Companies Act, 2013 read with the relevant rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided them, the facility to cast their vote through remote e-voting system, for which necessary arrangements have been made with Central Depository Services (India) Limited ("CDSL").

The Chairperson further mentioned that the Company has provided the facility of voting at the Meeting through ballot paper for those shareholders who did not exercise their vote through remote e-voting system.

The Chairperson also informed that Mr. Vivek Goyal, Practicing Chartered Accountant, was appointed as the Scrutinizer by the Tribunal to conduct the remote e-voting and voting at the Meeting in an independent and fair manner.

The Chairperson then invited queries / clarifications from Equity Shareholders on the proposed resolutions. There were no queries or clarifications that were sought by any of the Equity Shareholders in attendance.

The Chairperson requested the Equity Shareholders to cast their vote on the proposed resolution. After the completion of voting at the meeting, the Chairperson informed the Equity Shareholders that the results of the voting will be subsequently disseminated within the stipulated time.

The Chairperson then concluded the meeting(s) with vote of thanks to all the Equity Shareholders for attending and participating in the meeting(s).

