R SYSTEMS INTERNATIONAL LIMITED
Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P. India-201307
Phones : +91-120-4303500 | Email : rsil@rsystems.com | Regd. Off.: GF-1-A, 6, Devika Tower,
Fax : +91-120-4082699 | www.rsystems.com | Nehru Place, New Delhi-110019

REF: SECT/05/2019/41 MAY 29, 2019

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

Dear Sir,

SUB: INTIMATION OF BUSINESS APPROVED AT THE ANNUAL GENERAL MEETING

This is with reference to our Letter No. SECT/05/2019/38 dated May 28, 2019, 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 shareholders of the Company at Twenty Fifth Annual General Meeting ("AGM") held on May 28, 2019 at Air Force Auditorium, Subroto Park, New Delhi – 110 010 have approved the following items as per the Notice of AGM dated May 02, 2019 through remote e-voting and voting through ballot paper:

1. Adopted audited financial statements of the Company for the financial year ended December 31, 2018 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.
2. Confirmation of the interim dividend of Re. 0.60 per equity share of Re. 1/- each declared and paid during the year ended December 31, 2018.
3. Re-appointment of Mr. Avirag Jain (DIN: 00004801), as director of the Company who retired by rotation and being eligible, offered himself for re-appointment.
4. Appointment of Mr. Mandeep Sodhi for holding office or place of profit under the designation as Chief Operating Officer- R Systems USA Operations
5. Approval of the Reduction of the Share Capital of the Company.

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 – I & II**, respectively.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

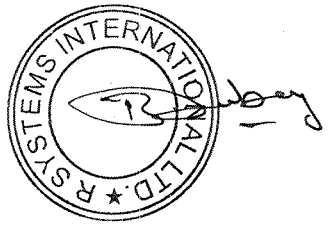
R SYSTEMS INTERNATIONAL LTD.

Annexure - I

Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	28.05.2019
Total number of shareholders on record date	15,742
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	 9 2701
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	

1. Ordinary Resolution: To receive, consider, approve and adopt audited financial statements of the Company for the financial year ended December 31, 2018 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.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
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	61,712,574	61,712,574	100.0000	61,712,574	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**61,712,574**	**100.0000**	**61,712,574**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	53,241	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	58,572,110	894,210	1.5267	894,210	0	100.0000	0.0000
	Poll		27,912	0.0477	27,910	2	99.9928	0.0072
	Total		**922,122**	**1.5743**	**922,120**	**2**	**99.9998**	**0.0002**
Total		**120,337,925**	**62,634,696**	**52.0490**	**62,634,694**	**2**	**100.0000**	**0.0000**

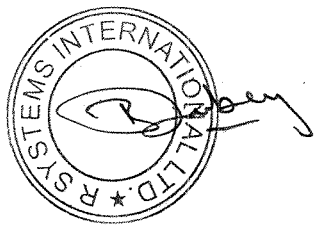


2. Ordinary Resolution: To confirm the interim dividend of Re. 0.60 per equity share of Re. 1/- each declared and paid during the year ended December 31, 2018.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
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	61,712,574	61,712,574	100.0000	61,712,574	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**61,712,574**	**100.0000**	**61,712,574**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	53,241	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	58,572,110	894,210	1.5267	894,210	0	100.0000	0.0000
	Poll		27,912	0.0477	27,910	2	99.9928	0.0072
	Total		**922,122**	**1.5743**	**922,120**	**2**	**99.9998**	**0.0002**
Total		**120,337,925**	**62,634,696**	**52.0490**	**62,634,694**	**2**	**100.0000**	**0.0000**

3. Ordinary Resolution: To appoint a director in place of Mr. Avirag Jain (DIN: 00004801), who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
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	61,712,574	61,712,574	100.0000	61,712,574	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**61,712,574**	**100.0000**	**61,712,574**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	53,241	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	58,572,110	894,210	1.5267	894,210	0	100.0000	0.0000
	Poll		27,912	0.0477	27,910	2	99.9928	0.0072
	Total		**922,122**	**1.5743**	**922,120**	**2**	**99.9998**	**0.0002**
Total		**120,337,925**	**62,634,696**	**52.0490**	**62,634,694**	**2**	**100.0000**	**0.0000**

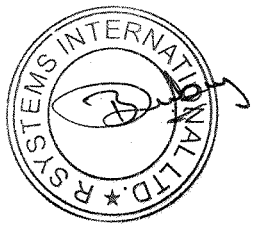


4. Ordinary Resolution: To consider the appointment of Mr. Mandeep Sodhi for holding office or place of profit under the designation as Chief Operating Officer.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
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	61,712,574	61,706,494	99.9901	61,706,494	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		61,706,494	99.9901	61,706,494	0	100.0000	0.0000
Public-Institutions	E-voting	53,241	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	58,572,110	199,735	0.3410	199,735	0	100.0000	0.0000
	Poll		27,912	0.0477	27,910	2	99.9928	0.0072
	Total		227,647	0.3887	227,645	2	99.9991	0.0009
Total		120,337,925	61,934,141	51.4669	61,934,139	2	100.0000	0.0000

5. Special Resolution: To consider the reduction of the share capital of the Company.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
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	61,712,574	61,712,574	100.0000	61,712,574	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		61,712,574	100.0000	61,712,574	0	100.0000	0.0000
Public-Institutions	E-voting	53,241	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	58,572,110	894,210	1.5267	894,210	0	100.0000	0.0000
	Poll		27,912	0.0477	27,910	2	99.9928	0.0072
	Total		922,122	1.5743	922,120	2	99.9998	0.0002
Total		120,337,925	62,634,696	52.0490	62,634,694	2	100.0000	0.0000



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,

Chairman

R SYSTEMS INTERNATIONAL LIMITED

(CIN: L74899DL1993PLC053579)

GF-1-A, 6, Devika Tower,

Nehru Place, New Delhi-110019

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through ballot paper (Poll) at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated May 02, 2019 for 25th AGM of the Company held on May 28, 2019 at 09:00 A.M. at Air Force Auditorium, Subroto Park, New Delhi - 110 010.

I submit my report as under:-

1. The remote e-voting period commenced on Friday, May 24, 2019 at 10:00 A.M. and ended on Monday, May 27, 2019 at 05:00 P.M. via e-voting platform on the designated

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For R Systems International Ltd.

Company Secretary

website of Link Intime India Private Limited, Authorized Agency to provide e-voting facility viz.: https://instavote.linkintime.co.in.

2. The Members of the Company as on the "cut off" date i.e. Tuesday, May 21, 2019 were entitled to avail the facility of remote e-voting as well as voting through poll at the 25th Annual General Meeting on the proposed resolution(s) as set out in the Notice dated May 02, 2019.

3. The total paid up Equity Share Capital of the Company as on May 21, 2019 was Rs. 12,03,37,925 (Rupees Twelve Crore Three Lakhs Thirty Seven Thousand Nine Hundred and Twenty Five Only) divided into 12,03,37,925 (Twelve Crore Three Lakhs Thirty Seven Thousand Nine Hundred and Twenty Five Only) 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 from time to time.

5. One (1) 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, polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at AGM.

7. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Ronit Gaba and Sonal Garg who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ronit Gaba

Sonal Garg

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For R Systems International Ltd.

Company Secretary

8. The Ballot paper(s) and remote e-voting were matched with the Register of Members of the Company as on cut-off date. The cases where the members have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted has been considered and where the members have voted for higher number of shares as compared to their entitlement, the number of their shares as on the cut-off date has been considered.

9. The ballot forms, which were incomplete or which were otherwise found defective or where signature of any member did not match with records maintained by Registrar & Share Transfer Agent of the Company have been treated as invalid and were kept separately.

10. The Members exercised their voting either by e-voting or ballot forms. There was one (1) member, holding Five (5) equity shares who opted for both the facilities hence, the votes cast by him through Ballot have been considered as invalid.

11. The consolidated summary of results of poll at the AGM and remote e-voting are as under:

Resolution No. 1-To receive, consider, approve and adopt audited financial statements of the Company for the financial year ended December 31, 2018 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	27,910	6,26,06,784	6,26,34,694	100.00
Dissent	2	0	2	0.00
Total	27,912	6,26,06,784	6,26,34,696	100.00

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

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For R Systems International Ltd.

Company Secretary

Resolution No. 2- To confirm the interim dividend of Re. 0.60 per equity share of Re. 1/- each declared and paid during the year ended December 31, 2018.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	27,910	6,26,06,784	6,26,34,694	100.00
Dissent	2	0	2	0.00
Total	27,912	6,26,06,784	6,26,34,696	100.00

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

Resolution No. 3- To appoint a director in place of Mr. Avirag Jain (DIN: 00004801), 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	27,910	6,26,06,784	6,26,34,694	100.00
Dissent	2	0	2	0.00
Total	27,912	6,26,06,784	6,26,34,696	100.00

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

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For R Systems International Ltd.

Company Secretary

Resolution No. 4-To consider the appointment of Mr. Mandeep Sodhi for holding office or place of profit under the designation as Chief Operating Officer- R Systems USA Operations

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	27,910	6,19,06,229	6,19,34,139	100.00
Dissent	2	0	2	0.00
Total	27,912	6,19,06,229	6,19,34,141	100.00

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

Resolution No. 5-To consider the reduction of the share capital of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	27,910	6,26,06,784	6,26,34,694	100.00
Dissent	2	0	2	0.00
Total	27,912	6,26,06,784	6,26,34,696	100.00

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

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For R Systems International Ltd.

Company Secretary

12. The register, polling papers and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register, polling papers and all other related papers to the Company Secretary.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

(Sanjay Grover)
Managing Partner
Scrutinizer
CP No.: 3850
May 29, 2019
New Delhi

Countersigned by

CHAIRMAN
NEW DELHI

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For R Systems International Ltd.

Company Secretary

Annexure- A

Details of poll at AGM &remote e-voting 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.)
a)Total Votes received	90	29,451	29,451
b)Less: Invalid Votes	7	1,539	1,539
c) Net Valid votes	83	27,912	27,912
d) Votes with Assent	81	27,910	27,910
e) Votes with Dissent	2	2	2

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	29	6,26,06,784	6,26,06,784
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	6,26,06,784	6,26,06,784
d) Votes with Assent	29	6,26,06,784	6,26,06,784
e) Votes with Dissent	0	0	0

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For R Systems International Ltd.

Company Secretary

Annexure- B

Details of poll at AGM & Remote e-voting 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.)
a)Total Votes received	90	29,451	29,451
b)Less: Invalid Votes	7	1,539	1,539
c) Net Valid votes	83	27,912	27,912
d) Votes with Assent	81	27,910	27,910
e) Votes with Dissent	2	2	2

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	29	6,26,06,784	6,26,06,784
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	6,26,06,784	6,26,06,784
d) Votes with Assent	29	6,26,06,784	6,26,06,784
e) Votes with Dissent	0	0	0

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For R Systems International Ltd.

Company Secretary

Annexure- C

Details of poll at AGM &remote e-voting 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.)
a)Total Votes received	90	29,451	29,451
b)Less: Invalid Votes	7	1,539	1,539
c) Net Valid votes	83	27,912	27,912
d) Votes with Assent	81	27,910	27,910
e) Votes with Dissent	2	2	2

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	29	6,26,06,784	6,26,06,784
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	6,26,06,784	6,26,06,784
d) Votes with Assent	29	6,26,06,784	6,26,06,784
e) Votes with Dissent	0	0	0

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For R Systems International Ltd.

Company Secretary

Annexure-D

Details of poll at AGM &remote e-voting 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.)
a)Total Votes received	90	29,451	29,451
b)Less: Invalid Votes	7	1,539	1,539
c) Net Valid Votes	83	27,912	27,912
d) Votes with Assent	81	27,910	27,910
e) Votes with Dissent	2	2	2

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	25	6,19,06,229	6,19,06,229
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	25	6,19,06,229	6,19,06,229
d) Votes with Assent	25	6,19,06,229	6,19,06,229
e) Votes with Dissent	0	0	0

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For R Systems International Ltd.

Company Secretary

Annexure-E

Details of poll at AGM &remote e-voting 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.)
a)Total Votes received	90	29,451	29,451
b)Less: Invalid Votes	7	1,539	1,539
c) Net Valid Votes	83	27,912	27,912
d) Votes with Assent	81	27,910	27,910
e) Votes with Dissent	2	2	2

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	29	6,26,06,784	6,26,06,784
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	29	6,26,06,784	6,26,06,784
d) Votes with Assent	29	6,26,06,784	6,26,06,784
e) Votes with Dissent	0	0	0

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For R Systems International Ltd.

Company Secretary