



R SYSTEMS INTERNATIONAL LIMITED

SEI CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company

C-40, SECTOR-59, NOIDA - 201 307, DISTT. GAUTAM BUDDH NAGAR, U.P. (INDIA)

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REGD. OFF. : B-104 A, GREATER KAILASH-I, NEW DELHI - 110 048

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

REF: SECT/05/2013/21

MAY 11, 2013

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 Clause 30, 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 May 11, 2013 at Air Force Auditorium, Subroto Park, New Delhi - 110 010 have approved the following items on the agenda of the meeting:

1. Adopted the audited balance sheet as at December 31, 2012 and the profit and loss account for the year ended on that date together with the reports of auditors and directors thereon;
2. Declared the final dividend of Rs. 7.50 per equity share on 12,570,808 equity shares of Rs. 10/- each for the year ended December 31, 2012 to all those members who held shares of the Company as on the record date and also confirmed the special dividend in the form of interim dividend paid during the year 2012;
3. Reappointed Mr. Raj Kumar Gogia, as the Director of the Company liable to retire by rotation pursuant to Section 256 of the Companies Act, 1956;
4. Reappointed Mr. Gurbax Singh Bhasin, as the Director of the Company liable to retire by rotation pursuant to Section 256 of the Companies Act, 1956;
5. Reappointed M/s. S. R. Batliboi & Co. LLP (formerly M/s. S. R. Batliboi & Co.), Chartered Accountants, as the statutory auditors of the Company to hold office from the conclusion of Nineteenth 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;



6. Approved the reappointment of and payment of remuneration to Mr. Raj Swaminathan as Director & Chief Operating Officer of the Company pursuant to Section 198, 269 read with Schedule XIII, 309, 311 and other applicable provisions of the Companies Act, 1956 by special resolution;
7. Approved the increasing of the limit for Foreign Institutional Investors (FIIs) holding to 40% by special resolution.

The details of voting results, as per the requirements of Clause 35A of the Listing Agreement, are enclosed in the prescribed format.

Further, you may note that the Special Resolution proposed to be passed at the said Annual General Meeting for alteration of Articles of Association of the Company was withdrawn by the Board of Directors of the Company by passing necessary resolution on April 30, 2013, an intimation of which has already been given to the Exchange vide our Letter No. SECT/04/2013/70 dated April 30, 2013.

This is for your information and record.

Thanking you.

Yours faithfully,



For R Systems International Limited


Vikash Kumar Tiwari

(Company Secretary & Compliance Officer)

Details of Voting Results

(As per requirements of Clause 35A of the Listing Agreement)

Date of the AGM : May 11, 2013 (Saturday)

Total Number of Shareholders on record date : 12,258

No. of shareholders present in the meeting either in person or through proxy :

Promoters and Promoter Group	: 13
Public	: 646
TOTAL	: 659

No. of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group	: Not applicable
Public	: Not applicable

Details of the Agenda :

1. To receive, consider and adopt the audited balance sheet as at December 31, 2012 and the profit and loss account for the year ended on that date together with the reports of auditors and directors thereon.

Resolution required : (Ordinary/Special) : Ordinary

Mode of voting : (Show of hands/Poll/Postal Ballot/E-voting) : Passed unanimously by show of hands

2. To declare final dividend on equity shares for the year ended December 31, 2012 and confirm the special dividend in the form of interim dividend paid during the year 2012

Resolution required : (Ordinary/Special) : Ordinary

Mode of voting : (Show of hands/Poll/Postal Ballot/E-voting): Passed unanimously by show of hands

3. To appoint a director in place of Mr. Raj Kumar Gogia, who retires by rotation and, being eligible, offers himself for reappointment.

Resolution required : (Ordinary/Special) : Ordinary

Mode of voting : (Show of hands/Poll/Postal Ballot/E-voting) : Passed unanimously by show of hands

4. To appoint a director in place of Mr. Gurbax Singh Bhasin, who retires by rotation and, being eligible, offers himself for reappointment.

Resolution required : (Ordinary/Special) : Ordinary

Mode of voting : (Show of hands/Poll/Postal Ballot/E-voting) : Passed unanimously by show of hands



5. 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 & Co. LLP (formerly M/s. S. R. Batliboi & Co.), Chartered Accountants, the retiring Auditors are eligible for reappointment.

Resolution required : (Ordinary/Special) : Ordinary

Mode of voting : (Show of hands/Poll/Postal Ballot/E-voting) : Passed unanimously by show of hands

6. Reappointment and payment of remuneration to Mr. Raj Swaminathan as Director & Chief Operating Officer of the Company

Resolution required : (Ordinary/Special) : Special

Mode of voting : (Show of hands/Poll/Postal Ballot/E-voting) : Passed unanimously by show of hands

7. Increasing the limit of Foreign Institutional Investors (FIIs) holding to 40%

Resolution required : (Ordinary/Special) : Special

Mode of voting : (Show of hands/Poll/Postal Ballot/E-voting) : Passed unanimously by show of hands

There being no other business to transact, the meeting ended with vote of thanks to the Chair.

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