Caring - Innovating - Transforming

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
Fax : +91-120-2587123

Email: rsystems.india@rsystems.com
www.rsystems.com

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

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

REF: SECT/09/2016/09 SEPTEMBER 09, 2016

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

Dear Sir,

SUB : CORPORATE DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - RESULT OF POSTAL BALLOT

This is with reference to the 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 and our letter No. SECT/08/2016/08 dated August 08, 2016. As informed earlier, the Company had sought the approval of the shareholders for the below matter through postal ballot (including e-voting):

Sr. No.	Type of Resolution	Description of Resolution
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.

The result of the postal ballot has been announced today i.e. on September 09, 2016 at the registered office of the Company and as per the Scrutinizer's Report, the resolutions relating to the above mentioned business matters as contained in the Postal Ballot Notice dated July 29, 2016 have been passed by the requisite majority. In this regard, we are submitting here the following:

(1) Result of Voting for Postal Ballot (including E-voting) as per Regulation 44 of Listing Regulations (enclosed as **Annexure-I**).
(2) Scrutinizer's Report on the Postal Ballot Result (enclosed as **Annexure-II**).

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

R SYSTEMS INTERNATIONAL LIMITED

Ashish Thakur
(Company Secretary & Compliance Officer)

ANNEXURE-I

R Systems International Limited

CIN: L74899DL1993PLC053579

Voting Results of Postal Ballot

Details of postal ballots 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 declaration of result of Postal Ballot	Friday, September 09, 2016
Total number of shareholders on record date/ Cut-off date	14,406 Equity Shareholders (as on Friday, July 29, 2016)
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable
No of shareholders participated in Postal Ballot	Through Ballot Papers - 129 Through e-voting - 61

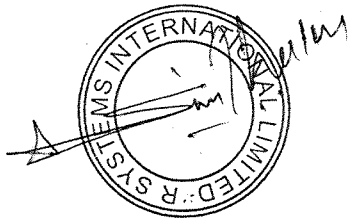
Resolution No. 1	Payment of remuneration to Mr. Satinder Singh Rekhi (DIN: 00006955) as Managing Director of the Company pursuant to Section 197 read with Schedule V, Section 196 and 198 of the Companies Act, 2013 and the Rules made thereunder. (Type: Special Resolution)

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
Promoter and Promoter Group	E-voting	64,448,406	64,448,406	100.0000	64,448,406	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total		**64,448,406**	**100.0000**	**64,448,406**	-	**100.0000**	-
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	62,422,019	1,873,082	3.0007	1,871,808	1,274	99.9320	0.0680
	Postal Ballot		26,857	0.0430	24,955	1,902	92.9180	7.0820
	Total		**1,899,939**	**3.0437**	**1,896,763**	**3,176**	**99.8328**	**0.1672**
Total		**126,870,425**	**66,348,345**	**52.2961**	**66,345,169**	**3,176**	**99.9952**	**0.0048**

R SYSTEMS INTERNATIONAL LIMITED

Resolution No. 2	Appointment of Mrs. Ruchica Gupta (DIN: 06912329) as an Independent Director of the Company. (Type: Ordinary Resolution)							
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	64,448,406	64,448,406	100.0000	64,448,406	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total		**64,448,406**	**100.0000**	**64,448,406**	-	**100.0000**	-
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	62,422,019	1,873,082	3.0007	1,671,564	201,518	89.2414	10.7586
	Postal Ballot		26,857	0.0430	24,955	1,902	92.9180	7.0820
	Total		**1,899,939**	**3.0437**	**1,696,519**	**203,420**	**89.2933**	**10.7067**
Total		**126,870,425**	**66,348,345**	**52.2961**	**66,144,925**	**203,420**	**99.6934**	**0.3066**



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

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.

SANJAY GROVER & ASSOCIATES * NEW DELHI *

CERTIFIED TRUE COPY

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,

CERTIFIED TRUE COPY

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, September07, 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.

SANJAY GROVER & ASSOCIATES * NEW DELHI * Firm Registration No. P2001DE053300 Company Secretaries

CERTIFIED TRUE COPY

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 reportand 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.

CERTIFIED TRUE COPY

For R Systems International Ltd

Company Secretary

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

(Sanjay Grover)
Scrutinizer
C.P. No.:3850
September 09, 2016
Mumbai

CERTIFIED TRUE COPY

For R Systems International Ltd.

Company Secretary

Annexure A

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

SANJAY GROVER & ASSOCIATES * NEW DELHI *

CERTIFIED TRUE COPY

For R Systems International Ltd.

Company Secretary

Annexure-B

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

SANJAY GROVER & ASSOCIATES * NEW DELHI *

CERTIFIED TRUE COPY

For R Systems International Ltd

Company Secretary