

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 BUDH NAGAR, U.P. (INDIA)
PHONES : 0120-4303500 FAX : 0120-2587123
EMAIL : rsystems.india@rsystems.com, URL : www.rsystems.com
REGD. OFF. : B-104 A, GREATER KAILASH-I, NEW DELHI - 110 048

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

REF: SECT/01/2014/21

JANUARY 14, 2014

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 LISTING AGREEMENT - RESULT OF POSTAL BALLOT

This is with reference to the listing agreement entered into by R Systems International Limited and in furtherance to our letter number SECT/11/2013/43 dated November 29, 2013 and letter number SECT/12/2013/26 dated December 11, 2013. As informed earlier, the Company had sought the approval of the shareholders for the below matters through postal ballot:

- Reappointment of Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company for a period of five years i.e. January 01, 2014 till December 31, 2018 pursuant to Section 269 of the Companies Act, 1956 read with Schedule XIII thereof;
- Remuneration of Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company for a period of three years i.e. January 01, 2014 till December 31, 2016 pursuant to Section 198, 269 read with Schedule XIII, 309 and 311 of the Companies Act, 1956; and
- Sub-division of Equity shares of the Company of face value of Rs. 10/- each into equity shares of face value Re. 1/- each and consequent alteration of Capital Clause of Memorandum of Association of the Company pursuant to Section 16 and 94 of the Companies Act, 1956.

The result of the postal ballot has been announced today i.e. on January 14, 2014 at the registered office of the Company and as per the Scrutinizer's Report, all the three resolutions relating to the above mentioned business matters as contained in the Postal Ballot Notice have been approved by the requisite majority. The report submitted by the Scrutinizer along with the Postal Ballot Notice is enclosed herewith for your reference and record.

Further six copies of Memorandum of Association as amended above will be submitted in due course.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited




Vikash Kumar Tiwari
(Company Secretary & Compliance Officer)

The Engine Room of Software Products

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 sanjaygrover7@gmail.com

POSTAL BALLOT REPORT

THE CHAIRMAN
R SYSTEMS INTERNATIONAL LIMITED
B 104A, GREATER KAILASH,
PART-I, NEW DELHI-110048

Dear Sir,

The Board of Directors of the Company at its meeting held on Friday, 29th November, 2013 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following Resolution:

1. Ordinary Resolution under Section 269 read with Schedule XIII of the Companies Act, 1956 for re-appointment of Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company for a period of five years i.e. January 01, 2014 till December 31, 2018.
2. Special Resolution under Section 198, 269, 309 and 311 read with Schedule XIII, of the Companies Act, 1956 for payment of remuneration to Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company for a period of three years i.e. January 01, 2014 till December 31, 2016
3. Ordinary Resolution under Section 16 and 94 of the Companies Act, 1956 for subdivision of Equity Shares and alteration of Memorandum of Association of the Company.

I submit my report as under:

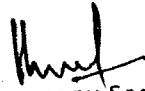
1. The Company completed the dispatch of postal ballot forms and notices on 10th December, 2013 along with postage prepaid business reply envelope to its members whose name(s) appeared in the Register of Members as on Friday, 29th November, 2013
2. The particulars of all postal ballot forms received from the Members have been entered in a separate Register maintained for the purpose.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
4. The ballot box was opened after working hours on Thursday, 9th January, 2014 in my presence.



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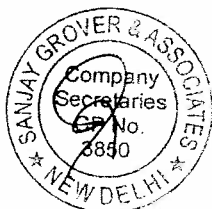
For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

5. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on Friday, 29th November, 2013. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Form and RTA records, the Shareholding as found in the RTA records on 29th November, 2013 has been considered.
6. All postal ballot forms received up to the close of working hours on Thursday, 9th January, 2014 being the last date and time fixed by the Company for receipt of the forms, which were considered for my scrutiny, and none of the envelopes containing postal ballot forms received after the working hours on 9th January, 2014 were considered for the purpose of this report.
7. There were 559 envelopes containing postal ballot forms, which were returned undelivered & these envelopes were not opened and were kept separately.
8. I did not find any defaced or mutilated ballot paper.
9. The total paid up Equity Share Capital of the Company as on 29th November, 2013 was Rs. 12,66,54,580 (Rupees Twelve Crores Sixty Six Lacs Fifty Four Thousand Five Hundred Eighty only) divided into 1,26,65,458 (One Crore Twenty Six Lacs Sixty Five Thousand Four Hundred Fifty Eight) Equity Shares of Rs. 10/- (Rupees Ten) each.
10. A summary of the postal ballot forms received is given below:

RESOLUTION NO. 1:-

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	56	1,12,98,134	11,29,81,340/-	89.2043%
(b) Less : Invalid Postal Ballot Forms (as per register)	5	3,471	34,710/-	0.0274%
(c) Net Valid Postal Ballot Forms (as per Register)	51	1,12,94,663	11,29,46,630/-	89.1769%
(d) Postal Ballot Forms with assent	51	1,12,94,663	11,29,46,630/-	89.1769% (Representing 100% of the Total Net Valid Postal Ballot received)
(e) Postal Ballot Forms with dissent	0	0	0	0

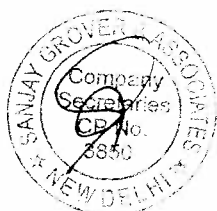


RESOLUTION NO. 2:-

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	56	1,12,98,134	11,29,81,340/-	89.2043%
(b) Less : Invalid Postal Ballot Forms (as per register)	5	3,471	34,710/-	0.0274%
(c) Net Valid Postal Ballot Forms (as per Register)	51	1,12,94,663	11,29,46,630/-	89.1769%
(d) Postal Ballot Forms with assent	50	1,12,94,616	11,29,46,160/-	89.1765% (Representing 99.9996% of the Total Net Valid Postal Ballot received)
(e) Postal Ballot Forms with dissent	1	47	470	0.0004% (Representing 0.0004% of the Total Net Valid Postal Ballot received)

RESOLUTION NO. 3:-

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	56	1,12,98,134	11,29,81,340/-	89.2043%
(b) Less : Invalid Postal Ballot Forms (as per register)	5	3,471	34,710/-	0.0274%
(c) Net Valid Postal Ballot Forms (as per Register)	51	1,12,94,663	11,29,46,630/-	89.1769%

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

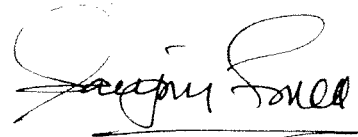
(d) Postal Ballot Forms with assent	51	1,12,94,663	11,29,46,630/-	89.1769% (Representing 100% of the Total Net Valid Postal Ballot received)
(e) Postal Ballot Forms with dissent	0	0	0	0

11. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
1.	1,12,94,663	1,12,94,663	100%
2.	1,12,94,663	1,12,94,616	99.9996%
3.	1,12,94,663	1,12,94,663	100%

Accordingly, all the above mentioned three resolutions can be deemed to have been passed by the requisite majority.

12. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody of the Company after signing the minutes by the Chairman.
13. You may accordingly declare the result of the voting by Postal Ballot.

	<p>For SANJAY GROVER & ASSOCIATES (COMPANY SECRETARIES)</p> <p style="text-align: center;">  </p> <p style="text-align: center;">(SANJAY GROVER) SCRUTINIZER</p> <p style="text-align: right;">C.P. NO: 3850</p>
<p>Place: New Delhi Date : January 13, 2014</p>	

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For R SYSTEMS INTERNATIONAL LTD.