

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)
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/12/2013/23

DECEMBER 10, 2013

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 : POSTAL BALLOT NOTICE

This is with reference to the listing agreement entered into by R Systems International Limited. We wish to inform you that the Board of Directors of R Systems International Limited at its meeting held on November 29, 2013 approved the Postal Ballot Notice for passing the necessary resolutions, as mentioned below, by the shareholders through Postal Ballot:

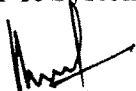
- a) Reappointment of Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company for a period of five years i.e. January 01, 2014 till December 31, 2018 pursuant to Section 269 of the Companies Act, 1956 read with Schedule XIII thereof;
- b) Remuneration of Mr. Satinder Singh Rekhi as Chairman & 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
- c) 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.

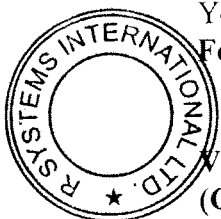
Pursuant to Clause 31(C) of the Listing Agreement, please find attached here three copies of the Postal Ballot Notice circulated to the shareholders of the Company for passing of necessary resolutions through Postal Ballot.

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



R SYSTEMS INTERNATIONAL LIMITED

Registered Office: B - 104A, Greater Kailash - I, New Delhi - 110 048

Corporate Office: C - 40, Sector - 59, Noida (U.P.) - 201 307

Telephone: 0120 - 430 3500 Fax: 0120 - 258 7123

Website: www.rsystems.com Email: investors@rsystems.com

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956 read with the Companies
(Passing of the Resolution by Postal Ballot) Rules, 2011)

Dear Shareholder(s),

NOTICE is hereby given pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the following resolutions are proposed to be passed as Ordinary / Special Resolution by way of Postal Ballot.

The Resolutions along with the Explanatory Statement setting out material facts are as follows:

1. REAPPOINTMENT OF MR. SATINDER SINGH REKHI AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII of the Companies Act, 1956 read with Article 165 to 168 of the Articles of Association of the Company and other applicable provisions and subject to the approval of the Central Government and other authorities, if required, consent of the members of the Company be and is hereby granted for the reappointment of Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company not liable to retire by rotation, for a period of five years i.e. from January 01, 2014 to December 31, 2018 in accordance with the provisions of the Companies Act, 1956 and applicable R Systems policies.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe.”

2. PAYMENT OF REMUNERATION TO MR. SATINDER SINGH REKHI AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 198, 269 read with Schedule XIII, 309 and 311 of the Companies Act, 1956 read with Article 165 to 168 of the Articles of Association of the Company and other applicable provisions and subject to the approval of the Central Government and other authorities, if required, consent of the members of the Company be and is hereby granted for payment of remuneration to Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company not liable to retire by rotation, for a period of three years i.e. from January 01, 2014 to December 31, 2016 in accordance with the provisions of the Companies Act, 1956 and applicable R Systems policies on the following terms and conditions:

1. Compensation: He will be paid at the rate of USD 400,000 (USD Four lakhs only) per annum as base salary. This will be payable semi-monthly on the 15th of each month and again on the last day of the month. Applicable taxes will be deducted from his gross earnings;
2. Automobile: The Company will furnish him with an automobile including maintenance and fuel expenses, comparable to his position, while employed with the Company;
3. Health Insurance: He and his qualified dependents will be eligible to receive health insurance coverage through the Company or its subsidiaries insurance carriers. The terms, conditions and eligibility requirements for such insurance coverage are set forth in the summary plan description(s) describing the coverage;
4. Other benefits: He will be eligible to participate in the Company's or R Systems, Inc.'s retirement plans in accordance with the prevalent policies;
5. Bonus: He will also be entitled for an annual bonus of 2% of the consolidated net profits subject to a maximum of USD 150,000;
6. Annual Increment: He will be entitled for an annual increment of 15% on his base salary of the immediate previous year on January 01, 2015 and January 01, 2016.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company, the Company shall pay him the remuneration as specified above as minimum remuneration.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe.”

CERTIFIED TRUE COPY

For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

3. SUB-DIVISION OF EQUITY SHARES AND ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 16 and 94 and other provisions, if any, of the Companies Act, 1956, or any statutory modification(s), amendment or re-enactment thereof and the Articles of Association of the Company and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, consent of the Members of the Company be and is hereby accorded for sub-dividing the Equity Shares of the Company, including the paid-up shares, such that existing 1 (one) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up be sub-divided into 10 (Ten) Equity Shares of the nominal face value of Re. 1/- (Rupee One only) each fully paid-up.

RESOLVED FURTHER THAT consequent to the sub-division of the Equity Shares of the Company becoming effective, the existing capital Clause V in the Memorandum of Association of the Company be and is hereby accordingly altered by deleting the same and substituting in place thereof the following as new capital Clause V:

V. The Authorised Share Capital of the Company is Rs. 200,000,000/- (Rupees Twenty Crores) divided into 200,000,000 (Twenty Crores) Equity Shares of Re. 1/- (Rupee One only) each.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares of the Company as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date and the Company may, without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies (Issue of Share Certificates) Rules, 1960 and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division on record date.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and is hereby authorised to fix a record date, take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to Shareholder's Committee or any other Committee of Directors of the Company as it may deem appropriate in this regard."

**Bv Order of the Board
For R Systems International Limited
Sd/-**

Place : Noida

Date : November 29, 2013

**Vikash Kumar Tiwari
Company Secretary & Compliance Officer**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 in respect of the proposed business is annexed hereto.
2. As the company is seeking the consent of its members to the proposed resolution by means of postal ballot, a Postal Ballot Form for voting by members forms part of the notice.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Beneficiary Position maintained by the Depositories as on Friday, November 29, 2013.
4. The Company has appointed Mr. Sanjay Grover, Company Secretary in whole time practice as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
5. A Member desiring to exercise vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer not later than the close of working hours on Thursday, January 09, 2014. The postage cost will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or by Registered / Speed Post at the expense of the shareholder will also be accepted.
6. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced by the Chairman, or in his absence by any other person authorised by the Chairman, on Tuesday, January 14, 2014 at 4.00 P.M. at the Registered Office of the Company at B - 104A, Greater Kailash - I, New Delhi - 110 048 and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman or such other authorised person in his behalf, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the resolution. Members who wish to be present at the time of declaration of the result may be present at the venue.
7. The date of declaration of result shall be deemed to be the date of passing of the said Resolution.
8. Subsequently, result of the Postal Ballot will be published in at least one English and one vernacular newspaper circulating in the state of Delhi. The result of the postal ballot will also be displayed at website of the Company (www.rsystems.com).
9. All the material documents referred to in Explanatory Statement such as resolutions of the Board of Directors and Remuneration Committee, Memorandum & Articles of Association of the Company, will be made available for inspection by the members, at the Registered Office of the Company, during working hours on any working days.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

REAPPOINTMENT AND PAYMENT OF REMUNERATION TO MR. SATINDER SINGH REKHI AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

Mr. Satinder Singh Rekhi aged about 62 years founded R Systems in 1993. Mr. Rekhi is a technocrat with over 30 years of experience in the information technology industry. Prior to R Systems, Mr. Rekhi held senior management positions with HCL Technologies and DISC (now Synergex) in the United States, Singapore and India. Mr. Rekhi received a Bachelor of Technology from IIT, Kharagpur, India and a Masters in Business Administration from California State University, Sacramento. He has also attended several senior management programs from University of Berkeley and Harvard Business School.

At the time of his previous appointment, Mr. Satinder Singh Rekhi was appointed as Chairman & Managing Director of the Company up to December 31, 2013. The present term of his appointment is about to be completed and considering his continued contributions and efforts towards the success of the Company, the Board on the approval and recommendation of the Remuneration Committee reappointed him as Chairman & Managing Director of the Company not liable to retire by rotation, for a further term of five years i.e. from January 01, 2014 to December 31, 2018 subject to the approval of the members, Central Government and other authorities, if applicable. As a Chairman & Managing Director, Mr. Rekhi is responsible for overall business development and working of the Company and his presence is crucial for the effective and efficient operations of the business.

As on the date of this notice, Mr. Rekhi holds 130,920 equity shares (being 1.03% of the total paid up share capital) of the Company in his own name and 1,834,718 equity shares (being 14.49% of the total paid up share capital) of the Company as trustee of Satinder & Harpreet Rekhi Family Trust. Further, the offices of R Systems International Limited U.S.A. Branch and R Systems, Inc., a wholly owned subsidiary of R Systems International Limited (hereinafter referred to as R Systems) based in United States is jointly owned by Mr. Satinder Singh Rekhi and his wife, Mrs. Harpreet Rekhi and the said office is obtained on lease from them on a monthly rental of USD 13,750. Further, Mr. Rekhi is holding the office of director in the following ten bodies corporate, which are incorporated and based outside India as on the date of this notice namely R Systems, Inc., R Systems (Singapore) Pte Limited, RightMatch Holdings Ltd., Indus Software, Inc., ECnet Systems (Thailand) Company Limited, ECnet, Inc., R Systems Solutions, Inc., R Systems Europe B. V., Computaris International Limited and Systèmes R. International Ltée.

As per the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the approval of shareholders for reappointment of Mr. Satinder Singh Rekhi as Chairman & Managing Director of the Company and also for remuneration of Mr. Satinder Singh Rekhi as Chairman & Managing Director is being sought to be obtained through postal ballots. The board of directors recommends that the shareholders approve the said reappointment by way of an Ordinary Resolution as set out in business item no. 1 and remuneration by way of a Special Resolution as set out in business item no. 2.

Except Mr. Satinder Singh Rekhi and Lt. Gen. Baldev Singh (Retd.) being the relative of Mr. Satinder Singh Rekhi, none of the Directors or Key Managerial Personnel of your Company or any of their relatives is concerned or interested in the said Resolution.

Statement containing the prescribed information as required in terms of Section II Clause C of Part II of Schedule XIII of the Companies Act, 1956

I. GENERAL INFORMATION

(1) Nature of Industry:

The Company is engaged in the business of providing software engineering, information technology related services, business process outsourcing services, developing and selling software products for the retail-lending sector and in supply chain execution.

(2) Date or expected date of commencement of commercial production:

The Company is already in existence and is in operation since May 14, 1993.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(4) Financial performance based on given indicators:

Financial performance of the Company for last 3 years is as follows:

(Rs. in lakhs)

Particulars	Financial Year ended		
	31.12.2012	31.12.2011	31.12.2010
Total Income	23,314.88	19,768.03	18,538.13
Profit before depreciation, exceptional items and tax	3,696.62	1,671.59	2,311.46
Less : Depreciation & amortization	624.01	881.24	862.65
Less: Exceptional item (Provision for diminution in value of long term investments)	-	-	18.50
Profit before tax	3,072.61	790.35	1,430.31
Less : Current tax (net of MAT credit)	954.02	477.24	185.89
Less : Deferred tax	65.82	(333.40)	(430.95)
Profit after tax	2,052.77	646.51	1,675.37

Particulars	Financial Year ended		
	31.12.2012	31.12.2011	31.12.2010
Surplus in the statement of profit and loss			
Balance as per last financial statements	8,050.09	7,982.43	6,819.30
Add: Profit for the current year	2,052.77	646.51	1,675.37
Less: Appropriations			
Proposed dividend	939.05	443.41	295.60
Tax on proposed dividend	152.34	70.79	49.10
Final dividend*	3.50	-	-
Tax on final dividend*	0.57	-	-
Interim dividend	1,991.95	-	-
Tax on interim dividend	323.14	-	-
Transfer to General Reserve	595.29	64.65	167.54
Total appropriations	4,005.84	578.85	512.24
Net surplus in the statement of profit and loss	6,097.02	8,050.09	7,982.43

*It relates to final dividend paid for the year 2011, on account of 97,220 additional equity shares issued under ESOP after the approval of previous year accounts but before the book closure dates.

(5) Export performance and net foreign exchange collaborations:

R Systems has investments from non-residents and foreign bodies corporate. Foreign exchange earnings and outgo of the Company for last 3 years is as follows:

(Rs. in lakhs)

Particulars		Financial Year ended		
		31.12.2012	31.12.2011	31.12.2010
(a)	Earnings (Accrual Basis)	20,822.06	17,626.93	16,400.32
(b)	Expenditure (Accrual Basis)	3,776.85	3,637.97	3,468.33
(c)	CIF value of imports	91.16	158.19	117.95

(6) Foreign investments or collaborators, if any:

R Systems has investments from non-residents and foreign bodies corporate and R Systems has made investments outside India. As on date, R Systems has nine subsidiaries, all incorporated and based outside India. Out of the said nine subsidiaries, ECnet Limited, based in Singapore has six subsidiaries and Computaris International Limited, based in United Kingdom also has six subsidiaries. Therefore in terms of the provisions of the Companies Act, 1956 R Systems has an aggregate of twenty one subsidiaries all incorporated and based outside India.

II. INFORMATION ABOUT THE APPOINTEE

(1) Background details:

Mr. Satinder Singh Rekhi aged about 62 years founded R Systems in 1993. Mr. Rekhi is a technocrat with over 30 years of experience in the information technology industry. Prior to R Systems, Mr. Rekhi held senior management positions with HCL Technologies and DISC (now Synergex) in the United States, Singapore and India. Mr. Rekhi received a Bachelor of Technology from IIT, Kharagpur, India and a Masters in Business Administration from California State University, Sacramento. He has also attended several senior management programs from University of Berkeley and Harvard Business School. As a Chairman & Managing Director, Mr. Rekhi is responsible for overall business development and working of the Company.

(2) Past remuneration:

Income during the last 3 years

	Total Cost to the Company (Rs.)	Per Month (Rs.)
For the year ended December 31, 2012	17,844,292	1,487,024
For the year ended December 31, 2011*	18,113,374	1,509,448
For the year ended December 31, 2010*	15,562,573	1,296,881

*Includes retention bonus for the year 2006 as approved by the Central Government.

(3) Recognition or awards:

Mr. Satinder Singh Rekhi was awarded with a Bachelor of Technology from IIT, Kharagpur, India and a Masters in Business Administration from California State University, Sacramento.

(4) Job profile and his suitability:

Mr. Satinder Singh Rekhi, being the Chairman & Managing Director of the Company is entrusted with substantial powers of management in relation to the normal business matters. Mr. Rekhi is the founder of the Company and since then he is continuously providing his guidance and support on the Board. His presence is crucial for the effective and efficient operations of the business. R Systems will benefit from his capabilities and wishes to reappoint him as the Chairman & Managing Director.

Mr. Satinder Singh Rekhi is proposed to be reappointed on the following remuneration:

1. Compensation: He will be paid at the rate of USD 400,000 (USD Four lakhs only) per annum as base salary. This will be payable semi-monthly on the 15th of each month and again on the last day of the month. Applicable taxes will be deducted from his gross earnings;
 2. Automobile: The Company will furnish him with an automobile including maintenance and fuel expenses, comparable to his position, while employed with the Company;
 3. Health Insurance: He and his qualified dependents will be eligible to receive health insurance coverage through the Company or its subsidiaries insurance carriers. The terms, conditions and eligibility requirements for such insurance coverage are set forth in the summary plan description(s) describing the coverage;
 4. Other benefits: He will be eligible to participate in the Company's or R Systems, Inc.'s retirement plans in accordance with the prevalent policies;
 5. Bonus: He will also be entitled for an annual bonus of 2% of the consolidated net profits subject to a maximum of USD 150,000;
 6. Annual Increment: He will be entitled for an annual increment of 15% on his base salary of the immediate previous year on January 01, 2015 and January 01, 2016.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparable qualification and experience in U.S.A.

- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:
As on the date of this notice, Mr. Rekhi holds 130,920 equity shares (being 1.03% of the total paid up share capital) of the Company in his own name and 1,834,718 equity shares (being 14.49% of the total paid up share capital) of the Company as trustee of Satinder & Harpreet Rekhi Family Trust. Further, the offices of R Systems International Limited U.S.A. Branch and R Systems, Inc., a wholly owned subsidiary of R Systems based in United States is jointly owned by Mr. Satinder Singh Rekhi and his wife, Mrs. Harpreet Rekhi and the said office is obtained on lease from them on a monthly rental of USD 13,750. Except the proposed remuneration and as stated above, he does not have any pecuniary or other relationship with the Company and with any of the managerial personnel. Mr. Satinder Singh Rekhi is related to Lt. Gen. Baldev Singh (Retd.), President and Senior Executive Director.

III. OTHER INFORMATION

- (1) Profitability of R Systems:
Reasons for inadequate profits: The Company has made a reasonable profit during the last financial year ended on December 31, 2012. R Systems total income increased to Rs. 23,314.88 lakhs as against Rs. 19,768.03 lakhs during the same period in the previous year, a growth of 17.94%. Profit after tax for the year ended on December 31, 2012 was Rs. 2,052.77 lakhs as against Rs. 646.51 lakhs during the same period in the previous year, a growth of 217.51%.
- (2) Strategy for performance enhancement:
Steps taken or proposed to be taken for improvement: R Systems management process involves taking continuous steps to improve performance through growth in revenues, managing costs and improving productivity. The financial strategy involves maintaining a secure financial position, managing risks and ensuring accurate and timely reporting of performance.
- (3) Expected increase in productivity and profits in measurable terms:
Barring unforeseen circumstances, R Systems expects to close the current financial year with improved sales and profitability.

IV. DISCLOSURES

- (1) Remuneration package of the managerial person: Same is fully described in the respective Resolution and/or Explanatory Statement;
- (2) Disclosures in the Board of Directors' report under the heading 'Corporate Governance' is to be attached to the Annual Report in respect of the:
- (i) All elements of remuneration package such as salary, benefits, stock options, pension etc. of all the directors;
 - (ii) Details of fixed component and performance linked incentives along with the performance criteria;
 - (iii) Service contracts, notice period, severance fees;
 - (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The requisite details in respect of paragraph 2(i) to 2(iv) above in respect of all Directors are given in the Corporate Governance Report attached to the Annual Report of the Company for the financial year ended December 31, 2012.

ITEM NO. 3

SUB-DIVISION OF EQUITY SHARES AND ALTERATION OF MEMORANDUM OF ASSOCIATION

The Equity Shares of the Company are listed and traded on the BSE Limited and The National Stock Exchange of (India) Limited (NSE). The market price of the Company's shares has witnessed significant increase in recent few years. In order to facilitate affordability of the Company's shares for investors at large and to enhance the liquidity of the Company's Equity Shares in the stock market, it is proposed to bring down the nominal face value of the Equity Shares of the Company from Rs. 10 (Rupees Ten only) to Re. 1 (Rupee One only).

At present, the Authorised Share Capital of the Company is Rs. 200,000,000/- (Rupees Twenty Crores only) divided into 20,000,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Issued, Subscribed and Paid-up Share Capital of the Company is divided into 12,665,458 (One Crore Twenty Six Lacs Sixty Five Thousand Four Hundred and Fifty Eight only) Equity Shares of Rs. 10/- (Rupees Ten only) each amounting to Rs. 126.654,580/- (Rupees Twelve Crores Sixty Six Lacs Fifty Four Thousand Five Hundred and Eighty only).

The resolutions as set out in Item No. 3 of the Notice for altering Clause V of the Memorandum of Association ("MOA") of the Company is to reflect the corresponding changes in the Capital clause of the Memorandum of Association of the Company, consequent to proposed sub-division of each existing Equity Share of Rs. 10/- (Rupees Ten only) each to 10 (Ten) Equity Shares of Re. 1/- (Rupee One) each pursuant to sub-division.

After the approval by the members, the Board of Directors (or a Committee thereof) of the Company will fix a Record Date for the aforesaid sub-division.

As per the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the approval of shareholders for sub-division of equity shares and consequent alteration of Memorandum of Association of the Company as set out in business item no. 3 is being sought to be obtained through postal ballot.

The Board of Directors recommends that the shareholders approve the sub-division of equity shares and alteration of Memorandum of Association of the Company by passing ordinary resolution as set out in item no. 3 herein before.

None of the Directors or Key Managerial Personnel of your Company or any of their relatives is concerned or interested in the said Resolution, except as a member, if any of the Company.

**By Order of the Board
For R Systems International Limited**

Sd/-

Vikash Kumar Tiwari

Company Secretary & Compliance Officer

Place : Noida

Date : November 29, 2013

"GREEN INITIATIVE IN THE CORPORATE GOVERNANCE"

Dear Shareholder,

Ministry of Corporate Affairs (MCA), Government of India has taken a "Green Initiative in Corporate Governance" by allowing the service of documents like AGM EGM notice, Annual Report and other correspondence by a Company to its Shareholders through electronic mode, after the Company gives an advance opportunity to its shareholders to register their email address and changes therein from time to time with the Company or with the concerned depository. Keeping this in view, your company proposes to send all communications henceforth to such shareholders in electronic mode, who opt for the same. In order to enable the Company to send all communications in electronic form, please register your email-IDs with us, if not already registered, by filling the particulars given below the dotted lines and return the same along with duly completed and signed postal ballot form in the enclosed self-addressed envelope. The shareholders holding shares in electronic mode are requested to get their email address registered/updated with their depository participant (DP) also, with whom they are maintaining their Demat Account. We solicit your co-operation in helping the Company to implement the "Green Initiative" of the Government.

We endeavor our best to serve you better.

Thanking you.

For R Systems International Limited

Sd/-

Vikash Kumar Tiwari

Company Secretary & Compliance Officer

.....
To,

The Company Secretary,
R Systems International Limited,
C-40, Sector 59,
NOIDA – 201 307, U.P.

Dear Sir,

I/we, the undersigned, being shareholder(s) of the Company with Ledger Folio / DP & Cl. ID.....
do hereby request to the company to send all the communication / documents like AGM and other notice (s), financial statements, directors report, auditors report and other statutory communication permitted under the provisions of the Companies Act, 1956 and the Companies Act, 2013 to email address mentioned herein below :

E-mail address for receiving official documents from the Company :

Signature:

Signature:

Signature:

Name:
(1st Holder)

Name:
(2nd Joint Holder)

Name:
(3rd Joint Holder)

Folio No./DP ID/ Client ID
Address & Contact No.