

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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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)

B 104 A, Greater Kailash, Part-I, New Delhi-110048

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, 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 April 18, 2018 for 24th AGM of the of the Company held on Friday, May 25th, 2018 at 09:00 A.M., at Air Force Auditorium, Subroto Park, New Delhi - 110010.

I submit my report as under:-



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For R Systems International Ltd.

Company Secretary

SANJAY GROVER & ASSOCIATES

1. The remote e-voting period commenced on Tuesday, May 22, 2018 at 10:00 A.M. and ended on Thursday, May 24, 2018 at 05:00 P.M. via e-voting platform on the designated website of Central Depository Services (India) Limited, Authorized Agency to provide e-voting facility viz.: www.evotingindia.com.
2. The Members of the Company as on the cut-off date i.e. Friday, May 18, 2018 were entitled to avail the facility of remote e-voting as well as voting through poll at the 24th Annual General Meeting on the proposed resolution(s) as set out in the Notice (Item No. 1 to Item No. 5) dated April 18, 2018.
3. The total paid up Equity Share Capital of the Company as on Friday, May 18, 2018 was Rs. 12,39,90,425/- (Rupees Twelve Crore Thirty Nine Lakhs Ninety Thousand Four Hundred Twenty Five Only) divided into 12,39,90,425 (Twelve Crore Thirty Nine Lakhs Ninety Thousand Four Hundred Twenty Five) equity shares of Re. 1/- (Rupee One Only) each.

It is relevant to note here that the Board of Directors of the Company at its meeting held on May 04, 2018 has allotted 37,500 equity shares of Re. 1/- each pursuant to exercise of options under R Systems International Limited Employee Stock Option Scheme 2007 and Corporate Action confirmation from NSDL was received on May 18, 2018. Hence these shares were entered in the demat register on the cut-off date.

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. A 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. The ballot papers, which were incomplete and/or which were otherwise found defective or where signature of any member did not match with the records maintained by Registrar &



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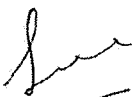
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For R Systems International Ltd.

Company Secretary

Transfer Agent of the Company, have been treated as invalid and were kept separately. Further, e-votes cast by members were also considered with their shareholding as on cut-off date as per the RTA records.

8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Ms. Suruchi Jassi, R/o 80/301, Sector-1, Gole Market, D.I.Z. Area, New Delhi-110001 and Ms. Palak Chopra, R/o 314, Main Market, Sant Nagar, Burari, Delhi- 110084 who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Suruchi Jassi


Palak Chopra

10. 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, 2017 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	23,153	6,45,93,592	6,46,16,745	100.00
Dissent	0	0	0	0.00
Total	23,153	6,45,93,592	6,46,16,745	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 –Re-appointment of Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966), liable to retire by rotation:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	23,153	6,45,93,592	6,46,16,745	100.00
Dissent	0	0	0	0.00
Total	23,153	6,45,93,592	6,46,16,745	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- Ratification of Appointment of Statutory Auditors:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	23,153	6,45,93,592	6,46,16,745	100.00
Dissent	0	0	0	0.00
Total	23,153	6,45,93,592	6,46,16,745	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.

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B. Dubey
Company Secretary

Resolution No. 4- Re-appointment and Remuneration of Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966) as President and Senior Executive Director of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	23,153	6,39,84,693	6,40,07,846	100.00
Dissent	0	0	0	0.00
Total	23,153	6,39,84,693	6,40,07,846	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- Appointment and Remuneration of Mr. Avirag Jain (DIN: 00004801) as Director & Chief Technology Officer of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	23,053	6,45,93,590	6,46,16,643	100.00
Dissent	0	2	2	0.00
Total	23,053	6,45,93,592	6,46,16,645	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.

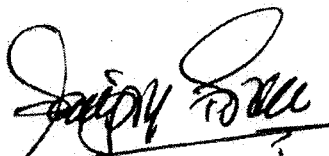
B. Dubey
Company Secretary

SANJAY GROVER & ASSOCIATES

11. The register, ballot 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, ballot 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 25, 2018
New Delhi



Countersigned by



Chairman
MAY 25, 2018
New Delhi

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For R Systems International Ltd.

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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	85	27,837	27,837
b) Less: Invalid Votes	6	4,684	4,684
c) Net Valid votes	79	23,153	23,153
d) Votes with Assent	79	23,153	23,153
e) Votes with Dissent	0	0	0

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	30	6,45,93,592	6,45,93,592
b) Votes with Assent	30	6,45,93,592	6,45,93,592
c) Votes with Dissent	0	0	0



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For R Systems International Ltd.

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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	85	27,837	27,837
b) Less: Invalid Votes	6	4,684	4,684
c) Net Valid votes	79	23,153	23,153
d) Votes with Assent	79	23,153	23,153
e) Votes with Dissent	0	0	0

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	30	6,45,93,592	6,45,93,592
b) Votes with Assent	30	6,45,93,592	6,45,93,592
c) 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	85	27,837	27,837
b) Less: Invalid Votes	6	4,684	4,684
c) Net Valid votes	79	23,153	23,153
d) Votes with Assent	79	23,153	23,153
e) Votes with Dissent	0	0	0

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	30	6,45,93,592	6,45,93,592
b) Votes with Assent	30	6,45,93,592	6,45,93,592
c) Votes with Dissent	0	0	0



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For R Systems International Ltd. .

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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	85	27,837	27,837
b) Less: Invalid Votes	6	4,684	4,684
c) Net Valid votes	79	23,153	23,153
d) Votes with Assent	79	23,153	23,153
e) Votes with Dissent	0	0	0

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	27	6,39,84,693	6,39,84,693
b) Votes with Assent	27	6,39,84,693	6,39,84,693
c) Votes with Dissent	0	0	0



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For R Systems International Ltd.

B. Dubey

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	84	27,737	27,737
b) Less: Invalid Votes	6	4,684	4,684
c) Net Valid votes	78	23,053	23,053
d) Votes with Assent	78	23,053	23,053
e) Votes with Dissent	0	0	0

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	30	6,45,93,592	6,45,93,592
b) Votes with Assent	29	6,45,93,590	6,45,93,590
c) Votes with Dissent	1	2	2



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For R Systems International Ltd.

Company Secretary