

ANNEXURE-II

SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
THE CHAIRMAN
R SYSTEMS INTERNATIONAL LIMITED
(CIN: L74899DL1993PLC053579)
B 104A, GREATER KAILASH,
PART-I, NEW DELHI 110048

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having my office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended till date) on the resolution(s) mentioned in Notice dated April 06, 2017 for 23rd AGM of the Equity Shareholders of R Systems International Limited ("the Company") held on 15th day of May 2017 at 09:00 A.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010.



1 | Page

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For R Systems International Ltd.


Company Secretary

I submit my report as under:-

1. The remote e-voting period commenced on Thursday, May 11, 2017 at 10:00 a.m. and ended on Sunday, May 14, 2017 at 05:00 p.m. on the designated website i.e. www.evotingindia.com via CDSL e-Voting Platform.
2. The members of the Company, holding shares either in physical form or in demineralization form as on the "cut off" date i. e. Monday, May 08, 2017 were entitled to avail the facility of remote e-voting as well as voting through ballot paper at the AGM on the proposed resolutions (item no. 1 to 6) as set out in the AGM Notice dated April 06, 2017.
3. The total paid up Equity Share Capital of the Company as on May 08, 2017 was Rs. 12,39,52,925/- (Rupees Twelve Crore Thirty Nine Lac Fifty Two Thousand Nine Hundred Twenty Five Only) divided into 12,39,52,925 (Twelve Crore Thirty Nine Lac Fifty Two Thousand Nine Hundred Twenty Five) equity shares of Re.1/- (Rupee One) each.

It is relevant to note here that the Board of Directors of the Company at its meeting held on May 04, 2017 had allotted 82,500 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 and CDSL for the same was received on May 10, 2017. Hence, these shares were entered in the demat register after 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 up to date.
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 at 9:45 a.m., the Ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the members who participated in poll at AGM.



2 | Page

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For R Systems International Ltd.


Company Secretary

7. The ballot papers, which were incomplete and/or which were otherwise found defective or if signature of any member did not match with the records maintained by RTA 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. The votes cast through remote e-voting were also unblocked in the presence of two witnesses, Mr. Vimal Kumar R/o D-109, Shakarpur, New Delhi-110092 and Ms. Anita Rawat R/o H.No.6, Street-3, Surya Vihar-II, Faridabad-121003 who were not in the employment of the company. They have signed below in confirmation:


Vimal Kumar


Anita Rawat

9. The consolidated summary of results of poll at AGM and remote e-voting are as under:
- a. **Resolution No. 1-** To receive, consider, approve and adopt audited financial statements of the Company for the financial year ended December 31, 2016 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	10,925	6,46,32,229	6,46,43,154	99.9995
Dissent	302	0	302	0.0005
Total	11,227	6,46,32,229	6,46,43,456	100.0000


Therefore, the resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure- A.

3 | Page



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For R Systems International Ltd.


Company Secretary

- b. **Resolution No. 2-** To appoint a director in place of Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966), who retires by rotation and being eligible, offers himself for re-appointment;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	10,925	6,46,32,229	6,46,43,154	99.9995
Dissent	302	0	302	0.0005
Total	11,227	6,46,32,229	6,46,43,456	100.0000

Therefore, the resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure B**.

- c. **Resolution No. 3-** To Consider the Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/ W-100018) in place of retiring Auditors, M/s S. R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors to hold office from the conclusion of this AGM until the conclusion of the 28th AGM and fixing their remuneration;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	10,925	6,46,32,229	6,46,43,154	99.9995
Dissent	302	0	302	0.0005
Total	11,227	6,46,32,229	6,46,43,456	100.0000

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.

[Signature]
Company Secretary

- d. **Resolution No. 4-** To consider the appointment of Mr. Kapil Dhameja (DIN: 02889310), as an Independent Director of the Company;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	10,925	6,46,32,229	6,46,43,154	99.9995
Dissent	302	0	302	0.0005
Total	11,227	6,46,32,229	6,46,43,456	100.0000

Therefore, the resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-D**.

- e. **Resolution No. 5-** To consider the appointment of Mr. Aditya Wadhwa (DIN: 07556408) as an Independent Director of the Company;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	10,925	6,46,32,229	6,46,43,154	99.9995
Dissent	302	0	302	0.0005
Total	11,227	6,46,32,229	6,46,43,456	100.0000

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.

[Signature]
Company Secretary

- f. **Resolution No. 6-** To consider and determine the fees for delivery of any document through a particular mode of delivery to a member;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	10,925	6,46,30,815	6,46,41,740	99.9973
Dissent	302	1,414	1,716	0.0027
Total	11,227	6,46,32,229	6,46,43,456	100.0000

Therefore, the resolution No. 6 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-F**.

10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

Thank you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



[Handwritten Signature]

Sanjay Grover
Scrutinizer
CP No 3850



Countersigned by

[Handwritten Signature]

Chairman

May 16, 2017
New Delhi

May 16, 2017
New Delhi

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6 | Page

For R Systems International Ltd.

[Handwritten Signature]
Company Secretary

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	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	111	11,341	11,341	0.0091
b) Less: Invalid Votes	7	114	114	0.0001
c) Net Valid votes	104	11,227	11,227	0.0090
d) Votes with assent	92	10,925	10,925	0.0088
e) Votes with dissent	12	302	302	0.0002

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total votes received	28	6,46,32,229	6,46,32,229	52.1426
(b) Votes with Assent	28	6,46,32,229	6,46,32,229	52.1426
(c) Votes with dissent	0	0	0	0.0000



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7 | Page

For R Systems International Ltd.

A. S. Chauhan
Company Secretary

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	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	111	11,341	11,341	0.0091
b) Less: Invalid Votes	7	114	114	0.0001
c) Net Valid votes	104	11,227	11,227	0.0090
d) Votes with assent	92	10,925	10,925	0.0088
e) Votes with dissent	12	302	302	0.0002

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total votes received	28	6,46,32,229	6,46,32,229	52.1426
(b) Votes with Assent	28	6,46,32,229	6,46,32,229	52.1426
(c) Votes with dissent	0	0	0	0.0000



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For R Systems International Ltd.

[Signature]
Company Secretary

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	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	111	11,341	11,341	0.0091
b) Less: Invalid Votes	7	114	114	0.0001
c) Net Valid votes	104	11,227	11,227	0.0090
d) Votes with assent	92	10,925	10,925	0.0088
e) Votes with dissent	12	302	302	0.0002

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total votes received	28	6,46,32,229	6,46,32,229	52.1426
(b) Votes with Assent	28	6,46,32,229	6,46,32,229	52.1426
(c) Votes with dissent	0	0	0	0.0000



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9 | Page

For R Systems International Ltd.

[Signature]
Company Secretary

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	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	111	11,341	11,341	0.0091
b) Less: Invalid Votes	7	114	114	0.0001
c) Net Valid votes	104	11,227	11,227	0.0090
d) Votes with assent	92	10,925	10,925	0.0088
e) Votes with dissent	12	302	302	0.0002

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total votes received	28	6,46,32,229	6,46,32,229	52.1426
(b) Votes with Assent	28	6,46,32,229	6,46,32,229	52.1426
(c) Votes with dissent	0	0	0	0.0000



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10 | Page

For R Systems International Ltd.

[Signature]
Company Secretary

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	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	111	11,341	11,341	0.0091
b) Less: Invalid Votes	7	114	114	0.0001
c) Net Valid votes	104	11,227	11,227	0.0090
d) Votes with assent	92	10,925	10,925	0.0088
e) Votes with dissent	12	302	302	0.0002

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total votes received	28	6,46,32,229	6,46,32,229	52.1426
(b) Votes with Assent	28	6,46,32,229	6,46,32,229	52.1426
(c) Votes with dissent	0	0	0	0.0000



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11 | Page

For R Systems International Ltd.

[Signature]
Company Secretary

Annexure -F

Details of poll at AGM & remote e-voting for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	111	11,341	11,341	0.0091
b) Less: Invalid Votes	7	114	114	0.0001
c) Net Valid votes	104	11,227	11,227	0.0090
d) Votes with assent	92	10,925	10,925	0.0088
e) Votes with dissent	12	302	302	0.0002

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total votes received	28	6,46,32,229	6,46,32,229	52.1425
(b) Votes with Assent	27	6,46,30,815	6,46,30,815	52.1414
(c) Votes with dissent	1	1,414	1,414	0.0011

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12 | Page

For R Systems International Ltd.

Company Secretary