

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Scrutinizer Report

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

Report on Result of Postal Ballot

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 I have been appointed as Scrutinizer by the Company in the Board meeting held on 29th October, 2014 to conduct the Postal Ballot Process in a fair and transparent manner in respect of the following resolution:

Resolution Number	Type of Resolution	For
1	Special Resolution	Payment of remuneration to Mr. Satinder Singh Rekhi 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.

I submit my report as under:

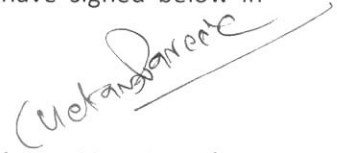
1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Tuesday, 11th November, 2014 to its Members whose name(s) appeared in the Register of Members as on Friday, 31st October, 2014.
2. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website 'www.evotingindia.com' via CDSL (Central Depository Services (India) Limited) e-voting platform.
3. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on the designated website.



4. The votes were unblocked on 11th December, 2014 at 6:00 p.m. in the presence of two witnesses, Mr. Neeraj Arora, R/o 69, Model Town, Sonapat, Haryana- 110008 and Mr. Chetan Vyas Pareek R/o Wz-5, West Patel Nagar, New Delhi- 110008 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Neeraj Arora



Chetan Vyas Pareek

5. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from CDSL (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.
6. The physical Postal Ballots received were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by CDSL in electronic registry.
7. The ballot box was opened after the close of working hours on 11th December 2014 in my presence.
8. All postal ballot forms received and e-votes casted up to 6.00 P.M. on 11th December, 2014, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 6.00 P.M. on 11th December, 2014 were considered for the purpose of this report.
9. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on 31st October, 2014. 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 31st October 2014 was considered; there were NIL cases of mis-match.
10. There were Total 646 (Six hundred forty six) envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & the said 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 electronic or physical mode. There was no shareholder who opted for both the facilities.
13. The total paid up Equity Share Capital of the Company as on 31st October, 2014 was Rs. 127,367,180 (Twelve Crore Seventy Three Lakh Sixty Seven Thousand One Hundred Eighty) divided into 127,367,180 (Twelve Crore Seventy Three Lakh Sixty Seven Thousand One Hundred Eighty) shares of Re.1/- (Rupee One) each.
14. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below. Further, the detailed break up of voting through electronic mode and voting through physical postal ballot forms in respect of Resolution No. 1 is attached to this report & marked as 'Annexure A'. The consolidated summary is as under:



RESOLUTION NO. 1:-

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	300	11,29,53,802	11,29,53,802	88.6836
b) Less: Invalid votes*	17	43,337	43,337	0.0340
c) Net Valid votes casted	283	11,29,10,465	11,29,10,465	88.6496
d) Votes with assent for the Resolution	257	11,28,90,070	11,28,90,070	88.6336
e) Votes with dissent for the Resolution	26	20,395	20,395	0.0160

* Invalid votes were not taken into consideration for counting of the assent and dissent.

Please see the explanation given under point Nos. A1 & A2 of "Annexure-A" attached to this report.


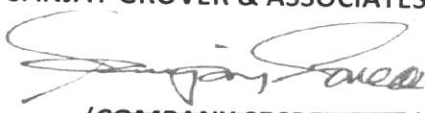
15. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) is as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (Approx.) (B/A*100)
1	11,29,10,465	11,28,90,070	99.9819

As the number of Valid votes casted in favour of the resolution i.e. 99.9819 % is more than three times the number of votes casted against i.e. 0.0181 %, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Postal Ballot Notice dated October 29, 2014 has been passed by the Shareholders with requisite majority. The Resolution will be deemed to have been passed on the date of announcement of result. Accordingly, the above-mentioned resolution has been passed by Special resolution.

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.

17. You may accordingly declare the result of the voting by Postal Ballot.

 <p>Place : New Delhi Date : December 15, 2014</p>	<p>For SANJAY GROVER & ASSOCIATES</p>  <p>(COMPANY SECRETARIES) (SANJAY GROVER) SCRUTINIZER C.P. No.:3850</p>
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Annexure-A

A detailed summary of the postal ballot in respect of Resolution-1 is given herein below:

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	46,627,035	46,627,035	36.6084
b) Less : Invalid Votes*	1	50	50	0.0000
(c) Net Valid Votes	16	46,626,985	46,626,985	36.6083
(d) Votes with Assent	12	46,623,415	46,623,415	36.6056
(e) Votes with dissent	4	3,570	3,570	0.0028

* Invalid votes were not taken into consideration for counting of the assent and dissent.

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	283	66,326,767	66,326,767	52.0752
b) Less : Invalid Votes*	16	43,287	43,287	0.0340
c) Net Valid votes casted	267	66,283,480	66,283,480	52.0413
d) Votes with assent for the Resolution	245	66,266,655	66,266,655	52.0280
e) Votes with dissent for the Resolution	22	16,825	16,825	0.0132

* Invalid votes were not taken into consideration for counting of the assent and dissent.



Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 1:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares (Approx)	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled (Approx)	% of Votes Against on Votes Polled (Approx)
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	6,44,37,243	6,44,37,243	100.00	6,44,37,243	0	100.00	0.00
Public-Institutional Holders	0	0	0	0	0	0	0
Public-Others	6,29,29,937	4,84,73,222	77.0273	4,84,52,827	20,395	99.9579	0.0421
Total	12,73,67,180	11,29,10,465	88.6496	11,28,90,070	20,395	99.9819	0.0181

