

**R Systems International Limited**

CIN: L74899DL1993PLC053579

Date of AGM : Tuesday, June 09, 2015

Total Number of Shareholders as on record Date: Tuesday, June 02, 2015 (Cut-Off date) 12,241

(a) No. of Shareholders present in the meeting either personally or through Proxy

Promoter and Promoter Group: 11

Public Shareholders: 1,523

(b) No. of Shareholders attended the meeting through video conferencing

Promoter and Promoter Group: Not Applicable

Public Shareholders: Not Applicable

**Resolution 1: To receive, consider and adopt the audited balance sheet as at December 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of Auditors and Directors thereon and also the consolidated audited Balance Sheet as at December 31, 2014 and the consolidated Statement of Profit and Loss for the year ended on that date together with the reports of Auditors.**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.000	0.000
		Poll	9,600,424	14.8935	9,600,424	0	100.000	0.000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,698,054	0	100.000	0.000
		Poll	2,336	0.0038	2,336	0	100.000	0.000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,390</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,796</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>



**Resolution 2: To declare final dividend for the year ended December 31, 2014 and confirm the four interim dividends of Re. 0.95, Re. 0.50, Re. 0.90 and Rs. 2.55 per equity share of Re. 1/- declared and paid during the year ended December 31, 2014**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,698,054	0	100.0000	0.0000
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,390</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,796</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

**Resolution 3: To appoint a director in place of Mr. Raj Swaminathan (DIN: 00788158), who retires by rotation and, being eligible, offers himself for re-appointment.**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,190</b>	<b>200</b>	<b>99.9882</b>	<b>0.0118</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,596</b>	<b>200</b>	<b>99.9997</b>	<b>0.0003</b>



**Resolution 4: To appoint Auditors of the Company to hold office from the conclusion of twentyfirst Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI FRN:101049W), the retiring Auditors are eligible for reappointment**  
**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,698,054	0	100.0000	0.0000
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,390</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,796</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

**Resolution 5: To consider the appointment of Mr. Raj Kumar Gogia (DIN:00007364), as an Independent Director.**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,190</b>	<b>200</b>	<b>99.9882</b>	<b>0.0118</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,596</b>	<b>200</b>	<b>99.9997</b>	<b>0.0003</b>



**Resolution 6: To consider appointment of Mr. Suresh Paruthi (DIN:00777887) as an Independent Director.****Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	-	-	0	-	-
		Poll	-	-	-	0	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,190</b>	<b>200</b>	<b>99.9882</b>	<b>0.0118</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,596</b>	<b>200</b>	<b>99.9997</b>	<b>0.0003</b>

**Resolution 7: To consider appointment of Mr. Gurbax Singh Bhasin (DIN:00012628) as an Independent Director.****Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	-	-	0	-	-
		Poll	-	-	-	0	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,190</b>	<b>200</b>	<b>99.9882</b>	<b>0.0118</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,596</b>	<b>200</b>	<b>99.9997</b>	<b>0.0003</b>





**Resolution 8: To consider appointment of Mr. Amardeep Singh Ranghar (DIN:06916409) as an Independent Director.****Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	-	-	0	-	-
		Poll	-	-	-	0	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,190</b>	<b>200</b>	<b>99.9882</b>	<b>0.0118</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,596</b>	<b>200</b>	<b>99.9997</b>	<b>0.0003</b>

**Resolution 9: Regularisation of the appointment of Mrs. Ruchica Gupta (DIN: 06912329) as a Director of the Company****Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	-	-	0	-	-
		Poll	-	-	-	0	-	-
		<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,190</b>	<b>200</b>	<b>99.9882</b>	<b>0.0118</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,596</b>	<b>200</b>	<b>99.9997</b>	<b>0.0003</b>



**Resolution 10: Reappointment and payment of remuneration to Lt. Gen. Baldev Singh (Retd.) (DIN: 00006966) as President and Senior Executive Director of the Company.****Special Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	64,460,406	e-voting	54,859,982	85.1065	54,859,982	0	100.0000	0.0000
		Poll	9,600,424	14.8935	9,600,424	0	100.0000	0.0000
		<b>Sub-total</b>	<b>64,460,406</b>	<b>100.0000</b>	<b>64,460,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	30,436	e-voting	-	0.0000	-	0	0.0000	0.0000
		Poll	-	0.0000	-	0	0.0000	0.0000
		<b>Sub-total</b>	<b>-</b>	<b>0.0000</b>	<b>-</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Others	62,289,583	e-voting	1,698,054	2.7261	1,697,854	200	99.9882	0.0118
		Poll	2,336	0.0038	2,336	0	100.0000	0.0000
		<b>Sub-total</b>	<b>1,700,390</b>	<b>2.7298</b>	<b>1,700,190</b>	<b>200</b>	<b>99.9882</b>	<b>0.0118</b>
<b>Total</b>	<b>126,780,425</b>		<b>66,160,796</b>	<b>52.1853</b>	<b>66,160,596</b>	<b>200</b>	<b>99.9997</b>	<b>0.0003</b>

For R SYSTEMS INTERNATIONAL LTD.



Company Secretary