

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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POSTAL BALLOT REPORT

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

Dear Sir,

The Board of Directors of the Company in its meeting held on 26th July 2014 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following resolutions:


Resolution Number	Type of Resolution	For
1.	SPECIAL RESOLUTION	Transfer of Indus Business Unit to R Systems Products & Technologies Limited, a wholly owned subsidiary of R Systems International Limited on a slump sale basis under Section 180(1)(a) read with Section 188 of the Companies Act, 2013 and Rules made there under.

I submit my report as under:


1. The Company completed dispatch of postal ballot notices, forms and postage prepaid business reply envelope(s) on 19th August 2014 to its members whose name(s) appeared in the Register of Members as on Friday, 25th July 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 e-Voting Platform**.
3. I, monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on its designated website.



4. The votes were unblocked on 18th September 2014 at 7:00 p.m. in the presence of two witnesses, Mr. Gaurav Gurnani, R/o Flat No. 18 B, Pocket B, SFS Flats, Mayur Vihar Phase III, Delhi – 110096 and Ms. Renuka Trikha R/o H. No. 140, Sector-13, Urban Estate, Karnal-132001 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Gaurav Gurnani



Renuka Trikha

5. The particulars of all electronic votes and postal ballot forms received from the Members in physical form(s) have been entered in a separate Register maintained for the purpose.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
7. The ballot box was opened after the close of working hours on 18th September 2014 in my presence.
8. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on 25th July 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 25th July 2014 was considered; there were NIL cases of mis-match. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
9. All postal ballot forms received up to the close of working hours on 18th September 2014, being the last date and time fixed by the Company for the receipt of the forms were considered and none of the envelopes containing postal ballot forms received after the working hours on 18th September 2014 were considered for the purpose of this report.
10. There were 662 (Six Hundred Sixty two) envelopes containing postal ballot form(s), which were returned undelivered & these envelopes were not opened and are separately kept.
11. I did not find any defaced or mutilated Ballot Paper.
12. The paid up Equity Share Capital of the Company as on 25th July 2014 was Rs. 12,73,67,180/- (Rupees Twelve Crores Seventy Three Lacs Sixty Seven Thousand and One Hundred Eighty only) divided into 12,73,67,180 (Twelve Crores Seventy Three Lacs Sixty Seven Thousand and One Hundred Eighty) Equity Shares of Re. 1/- (Rupee One only) each.
13. 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:



13.1 **RESOLUTION NO. 1:-**

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (in Rs.)	% of Total Paid-up Capital
a) Total votes received	312	113,128,849	113,128,849	88.8210
b) Less: Invalid votes*	28	126,818	126,818	0.0996
c) Net Valid votes casted	284	113,002,031	113,002,031	88.7215
d) Votes with assent for the Resolution	264	112,976,185	112,976,185	88.7012
e) Votes with dissent for the Resolution	20	25,846	25,846	0.0203

*Invalid Postal Ballots were not taken into account for counting of the votes.

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

14. The number of shareholders who had voted both electronically and through physical ballot forms was NIL.
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) are as under:

Resolution Number	Total Valid Votes	Votes with Assent	Percentage
	(A)	(B)	(B/A*100)
1.	113,002,031	112,976,185	99.9771

As the number of Valid votes casted in favour of the resolution i.e. 99.9771 % is more than three time the number of votes casted against i.e. 0.0229 %, 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 July 26, 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.



16. 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	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
Promoter & promoter Group	64,383,632	64,383,632	100.00	64,383,632	0	100.00	0.00
Public- Institutional Holders	0.00	0.00	0.00	0	0	0	0
Public- Others	62,983,548	48,618,399	77.1922	48,592,553	25,846	99.9468	0.0532
Total	127,367,180	113,002,031	88.7215	112,976,185	25,846	99.9771	0.0229

17. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody of the Company after signing the minutes by the Chairman.

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



**For SANJAY GROVER & ASSOCIATES
(COMPANY SECRETARIES)**

**(SANJAY GROVER)
SCRUTINIZER
C.P. No.:3850**

**Place : New Delhi
Date : September 22, 2014**

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 shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
Total Valid votes	10	227,714	227,714	0.1788
Less: not considered	0	-	-	0.0000
(a) Net Valid Votes	10	227,714	227,714	0.1788
(b) Votes with Assent	8	213,360	213,360	0.1675
(c) Votes with dissent	2	14,354	14,354	0.0113

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	302	112,901,135	112,901,135	88.6423
b) Less : Invalid Votes*	28	126,818	126,818	0.0996
c) Net Valid votes casted	274	112,774,317	112,774,317	88.5427
d) Votes with assent for the Resolution	256	112,762,825	112,762,825	88.5337
e) Votes with dissent for the Resolution	18	11,492	11,492	0.0090

***Invalid Postal Ballots were not taken into account for counting of votes.**

