

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024

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### Scrutinizer Report

To,

The Chairman

**R SYSTEMS INTERNATIONAL LIMITED**

CIN: L74899DL1993PLC053579

B - 104A, Greater Kailash, Part - I

New Delhi - 110 048

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **R SYSTEMS INTERNATIONAL LIMITED** ('the Company') in their meeting held on Tuesday, October 30, 2018 for the purpose of scrutinizing the e-voting process and postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved by the Central Government and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of the following resolution(s) as mentioned in the Notice of Postal Ballot dated October 30, 2018:

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For R Systems International Ltd.



Company Secretary



S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Reappointment of Mr. Satinder Singh Rekhi (DIN: 00006955) as Managing Director of the Company.
2.	Special Resolution	Payment of Remuneration to Mr. Satinder Singh Rekhi (DIN: 00006955) as Managing Director of the Company.

**I submit my report as under:**

- The Company completed dispatch of Postal Ballot Notice and forms on Monday, November 19, 2018 to its Members, whose names appeared in the Register of Members as on Friday, November 02, 2018 ("cut- off date") in the following manner:
  - through e-mail to the members whose e-mail addresses were registered with the Company/ Registrar and Transfer Agent; and
  - through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Registrar and Transfer Agent.
- The Company published an advertisement regarding dispatch of Postal Ballot forms, notice etc. in English Daily Newspaper "Business Standard", all editions and in Hindi Daily Newspaper "Business Standard", Delhi edition on Tuesday, November 20, 2018.
- The Members of the Company holding shares as on Friday, November 2, 2018 were entitled to vote on the resolutions as contained in the Notice and had an option to vote either through the postal ballot form or through the e-voting facility. Members who opted for e-voting facility have cast their votes on the designated website of Central Depository Services (India) Limited ("CDSL") e-voting platform viz., [www.evotingindia.com](http://www.evotingindia.com).
- The physical postal ballot forms received by post/courier/by hand were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by CDSL in electronic registry.


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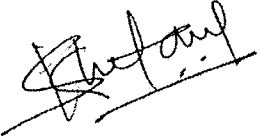
For R Systems International Ltd.

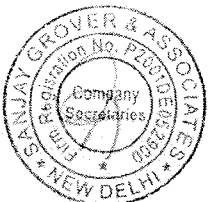
  
Company Secretary



5. The electronic voting process was monitored by me through the scrutinizer's secured link provided by CDSL on its designated website i.e. [www.evotingindia.com](http://www.evotingindia.com)
6. The Ballot Box was opened on Wednesday, December 19, 2018 after 5:00 P.M. and the e-voting was unblocked on Wednesday, December 19, 2018 after 05:00 P.M. in the presence of two witnesses, Mr. Prashant Kishanani and Ms. Shubhi Khetan who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:  

  
Prashant Kishanani

  
Shubhi Khetan
7. The particulars of all postal ballot forms received from the members in physical form(s) as well as e-voting report generated from electronic registry of CDSL have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and e-votes cast up to 05:00 P.M. on Wednesday, December 19, 2018 i.e. the last date and time fixed by the Company for voting through postal ballot forms or e-voting, were considered and none of the envelopes containing postal ballot form(s) received after 05:00 P.M. on Wednesday, December 19, 2018 were considered for the purpose of this report.
9. The postal ballot forms and e-voting were matched with the Register of members of the Company as on Friday, November 02, 2018 as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
10. The postal ballot forms, which were incomplete or which were otherwise found defective or where signature of any member did not match with records or where signature of any member was not found in the records maintained by Registrar & Share Transfer Agent of the Company, have been treated as invalid and were kept separately. Further, R Systems Employees Welfare Trust holding 7,38,980 (Seven Lakhs Thirty Eight Thousand Nine Hundred Eighty) equity shares voted through e-



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For R Systems International Ltd.

  
Company Secretary

voting have also been treated invalid as per Regulation 3(5) of SEBI (Share based Employee Benefits) Regulations, 2014.

11. There were 677 (Six hundred Seventy Seven) envelopes containing Postal Ballot form(s)/ Notice(s) which were returned undelivered.
12. The Members exercised their voting either by e-voting or postal ballot forms. There were 2 (Two) members, holding 140 (One Hundred Forty) equity shares who opted for both the facilities hence, the votes cast by them through Postal Ballot have been considered as invalid.
13. The total issued and paid-up Equity Share Capital of the Company as on Friday, November 02, 2018 was Rs.12,39,90,425/- (Rupees Twelve Crores Thirty Nine Lakhs Ninety Thousand Four Hundred Twenty Five Only) divided into 12,39,90,425 (Twelve Crores Thirty Nine Lakhs Ninety Thousand Four Hundred Twenty Five) Equity Shares of Re. 01/- (Rupee One only) each.
14. A consolidated summary of the postal ballots/ e-voting areas under:

**I. Resolution No. 1- Reappointment of Mr. Satinder Singh Rekhi (DIN: 00006955) as Managing Director of the Company**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	6,42,93,097	21,684	6,43,14,781	99.9961
Dissent	2,481	0	2,481	0.0039
Total	6,42,95,578	21,684	6,43,17,262	100

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.

The detailed break up of voting through e-voting and postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure A'

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For R Systems International Ltd.

  
Company Secretary



**II. Resolution No. 2- Payment of Remuneration to Mr. Satinder Singh Rekhi (00006955) as Managing Director of the Company**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	6,42,92,957	20,034	6,43,12,991	99.9934
Dissent	2,621	1,650	4,271	0.0066
Total	6,42,95,578	21,684	6,43,17,262	100

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

The detailed break up of voting through e-voting and postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'

15. The resolution shall be deemed to have been passed on Wednesday, December 19, 2018, being the last date of receipt of Postal Ballot forms from the members of the Company.
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.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**

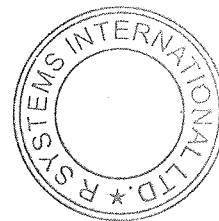


**Sanjay Grover**  
Scrutinizer  
C.P. No.:3850

Date:21.12.2018  
Place: New Delhi



**COUNTERSIGNED BY**




**Chairman**

Date:21.12.2018  
Place: New Delhi

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For R Systems International Ltd.



**Company Secretary**

**Annexure-A**

A detailed summary of the voting through e-voting and postal ballot forms is given herein below:

<b>A1. VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	46	6,50,34,558	6,50,34,558
b) Less: Invalid votes	1	7,38,980	7,38,980
c) Net Valid votes cast	45	6,42,95,578	6,42,95,578
d) Votes with assent for the resolution	41	6,42,93,097	6,42,93,097
e) Votes with dissent for the resolution	4	2,481	2,481

<b>A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	85	26,991	26,991
b) Less: Invalid votes	20	5,307	5,307
c) Net Valid votes cast	65	21,684	21,684
d) Votes with assent for the resolution	65	21,684	21,684
e) Votes with dissent for the resolution	0	0	0

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For R Systems International Ltd.



*B. D. Bhatnagar*  
Company Secretary

**Annexure-B**

A detailed summary of the voting through e-voting and through postal ballot forms is given herein below:

<b>B1. VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	46	6,50,34,558	6,50,34,558
b) Less: Invalid votes	1	7,38,980	7,38,980
c) Net Valid votes cast	45	6,42,95,578	6,42,95,578
d) Votes with assent for the resolution	39	6,42,92,957	6,42,92,957
e) Votes with dissent for the resolution	06	2,621	2,621

<b>B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	85	26,991	26,991
b) Less: Invalid votes	20	5,307	5,307
c) Net Valid votes cast	65	21,684	21,684
d) Votes with assent for the resolution	62	20,034	20,034
e) Votes with dissent for the resolution	03	1,650	1,650

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For R Systems International Ltd.

  
Company Secretary

