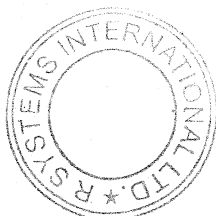


**DISCLOSURE REQUIRED PURSUANT TO REGULATION 30 AND SCHEDULE III OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH POINT 1.5 OF PARA A OF ANNEXURE I OF SEBI CIRCULAR NO. CIR/CFD/CMD/4/2015 DATED SEPTEMBER 09, 2015**

|    |  |   |
|----|--|---|
| 1. | Details and reasons for restructuring.   | <p>: As on date, R Systems Employees Welfare Trust ("Trust") holds 738,980 equity shares of Re: 1/- each in R Systems International Limited ("R Systems" or "Company"). There are no ascertained employees or beneficiaries of this Trust since January 2006 till date who are eligible to get the Trust Fund including the shares in R Systems as held by Trust.</p> <p>Therefore, in order to reflect the correct and true capital structure of R Systems, it has become imperative for R Systems to re-align and re-organize its share capital structure by cancelling the shares held by the Trust following the process of capital reduction.</p> <p>Hence, the proposed scheme, as approved by Board of Directors of the Company, provides for re-organization and reduction of equity share capital of R Systems International Limited in accordance with Section 230 and other applicable provisions of the Companies Act, 2013 subject to approvals of relevant authorities, Shareholders and Creditors.</p> |
| 2. | Quantitative and/ or qualitative effect of restructuring.  | <p>: The proposed capital reduction would not have any adverse effect on the interest of other shareholders and creditors of R Systems and there is no impact on the interest of the Company as well. Further, there is no payout to the Trust pursuant to the proposed capital reduction.</p>  |
| 3. | Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring. | <p>: No additional benefit is being derived by the promoter/promoter group/group companies from such proposed restructuring in the capacity of being promoter/promoter group/group companies of the Company.</p> <p>On account of cancellation of share capital, there would be a proportionate increase in shareholding percentage of each shareholder (i.e. Promoter and Public) in proportion of their existing shareholding.</p>  |
| 4. | Brief details of change in shareholding pattern (if any) of all entities.                                    | <p>: The shareholding percentage of all the Shareholders of the Company will be proportionately increased by the shares so cancelled.</p>   |



For R Systems International Ltd.

*[Signature]*  
Company Secretary