



FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED

PUBLIC ANNOUNCEMENT R SYSTEMS INTERNATIONAL LIMITED

Registered Office: B-104A, Greater Kailash - I, New Delhi - 110 048; CIN: L74899DL1993PLC053579; Corporate Office: C-40, Sector 59, Noida 201307, Uttar Pradesh, India; Tel: (+91) 120 4303500 Facsimile: (+91) 120 4082699; Website: www.rsystems.com; Email: investors@rsystems.com; Contact Person: Mr. Ashish Thakur, Company Secretary & Compliance Officer

This Public Announcement ("Public Announcement") is made pursuant to and in compliance with the provisions of Regulation 15(d) read with Regulation 15(c) and is in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended thereto (the "Buy-Back Regulations") and contains the disclosures as specified in the Schedule II of the Buy-Back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGE(S)

1. DETAILS OF BUY-BACK OFFER AND OFFER PRICE

- 1.1. The Board of Directors of R Systems International Limited (the "Company") (the Board of Directors of the Company hereinafter referred to as the "Board of Directors"), in accordance with the provisions contained in Article 70 of the Articles of Association of the Company (the "AoA") and pursuant to the resolution passed by it (the "Board Resolution") at its meeting held on December 20, 2014 (the "Board Meeting")...

- c) In forming its opinion for the above purposes, the Board of Directors has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 2013 (including prospective and contingent liabilities).

Table with 3 columns: Particulars, Amount\* (Rs. in lakhs), Amount\* (Rs. in lakhs). Rows include Paid-up capital as at September 30, 2014, Free Reserves as on September 30, 2014, Securities Premium, General Reserve, Surplus in the statement of profit and loss, Total, and Maximum amount permissible for the Buy-back.

- \* Based on audited stand-alone financial statements of the Company as at September 30, 2014. 3.12. The text of the report dated December 20, 2014 received from S.R. Batliboi & Associates LLP, Chartered Accountants, the statutory auditors of the Company, addressed to the Board of Directors of the Company is reproduced below...

For S.R. Batliboi & Associates LLP ICAI Firm registration number: 101049W Chartered Accountants per Yogender Seth Partner Membership No. 94524 Place: Gurgaon Date: December 20, 2014\*

4. DISCLOSURES IN ACCORDANCE WITH PART B OF SCHEDULE II OF THE BUY-BACK REGULATIONS

- 4.1. Disclosures as required under Part B of Schedule II of the Buy-Back Regulations are set out herein below. 4.2. Minimum and Maximum number of Equity Shares applicable to be bought back and sources of funds from which the Buy-Back would be made and the cost of financing the Buy-Back...

Table with 2 columns: Particulars, Date. Rows include Date of Board Meeting approving Buy-Back, Date of publication of the Public Announcement, Date of opening of the Buy-Back, Acceptance of Equity Shares in demat form, Verification / Acceptance of Equity Shares accepted in physical form, Extinguishment of Equity Shares, and Last Date for the completion of Buy-Back.

- 4.4. Process and Methodology to be adopted for the Buy-Back: 4.4.1. The offer is open to all registered and unregistered equity shareholders/beneficial owners of the Equity Shares, except the Persons in Control of the Company as indicated in this Public Announcement.

- 4.4.2. The Company undertakes not to buy-back its Equity Shares through negotiated deals, whether on or off the Stock Exchange, or through spot transactions or through any private arrangements in the implementation of the Buy-Back. 4.4.3. The Company proposes to implement the Buy-Back through the methodology of open market purchases through the Stock Exchange(s) having nationwide electronic trading facility as provided under the Buy-Back Regulations.

- 4.4.4. For the Buy-Back, the Company has appointed Motilal Oswal Securities Limited ("Broker") as Broker, through whom the purchases and settlement on account of the Buy-Back would be made. 4.4.5. The Buy-Back will be made only through the order matching mechanism except "all or none" order matching system.

- 4.4.6. The Company shall, commencing from January 06, 2015 (date of opening of the Buy-Back place "buy" orders on the BSE and the NSE at least once in every week on the normal trading segment to buy the Equity Shares through the Broker, in such quantity and at such prices, not exceeding the Maximum Buy-Back Price of Rs. 100/- per Equity Share, as it may deem fit, depending upon the prevailing quotations of the Equity Shares on the Stock Exchange(s). 4.4.7. Buy-back of Equity Shares in Dematerialized Form: The Equity Shares are traded in the compulsory demat mode (Trading Code: BSE:532735; NSE:RSYSTEMS). Beneficial owners who desire to sell their Equity Shares in the electronic form under the Buy-Back would have to do so through a stock broker who is a member of either of the Stock Exchanges by indicating to their broker the details of Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buy-Back of the Equity Shares.

- Registered shareholders of the Company holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents is submitted. 4.4.10. Nothing contained herein shall create any obligation on the part of the Company to Buy-Back any Equity Shares or confer any right on the part of any shareholder to offer any Equity Shares for Buy-Back, and/or impair any power of the Company or the Board of Directors/ duly authorised persons thereof to terminate any process in relation to the Buy-Back, as may be permissible by law. 4.4.11. The Company shall submit the information regarding the Equity Shares bought back to the Stock Exchanges on a daily basis in accordance with the Buy-Back Regulations. 4.5. Method of Settlement: 4.5.1. The Company will pay the consideration to the Company's Broker on or before the pay-in date for each settlement, as applicable to the respective Stock Exchange.

(Amount in Rs. lakhs except key ratios)

Table with 5 columns: Particulars, For the nine months period ended September 30, 2014, Financial Year ended December 31, 2013, 2012, 2011. Rows include Revenues from Operations, Other Income, Total Income, Total Expenditure, Profit before interest, depreciation, tax and exceptional items, Interest and finance charges, Profit before depreciation, tax and exceptional items, Depreciation and amortization expenses, Exceptional items, Profit Before Tax, Total Tax, Profit After Tax, Equity Dividend (%), As on September 30, 2014, December 31, 2013, December 31, 2012, December 31, 2011, Key Ratios, Earnings per share (Basic) (Rs.) #, Earnings per share (Diluted) (Rs.) #, Book Value per Equity Share (Rs.) #, Return on Net Worth (%), Debt to Equity Ratio (x).

\*The shareholders of the Company passed the resolution through postal ballot on January 14, 2014 and approved the sub-division (stock split) of one fully paid up equity share having the face value of Rs. 10 into ten (10) equity shares having a face value of Re. 1/- each. The sub-division was given effect as per record date of February 28, 2014. # Adjustment in relation to the change in the face value of the Company has been made for the last 3 financial years. \*\* Subsequent to September 30, 2014, the Company has made allotment of 91,400 equity shares of Re. 1/- each at an exercise price of Rs. 12.07 per share aggregating to Rs. 11.03 lakhs on December 10, 2014 pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007. \*\*\* Subsequent to September 30, 2014, the board of directors of the Company at its meeting held on December 20, 2014 has declared Fourth Interim (Special) Dividend @ Rs. 2.55 (255%) per equity share of par value of Re. 1/- each.

- Notes: (1) Net worth = Share capital + Reserves and surplus (excluding capital redemption reserves). (2) Total Debt includes long term borrowings and short term borrowings as disclosed in the balance sheet of the Company and includes current maturities of long term debts and short term debts.

Table with 3 columns: Particulars, Net Worth / number of equity shares issued and outstanding at the end of the year/period, Profit/(Loss) after Tax / Average net worth, [Average net worth - (Current year net worth + last year net worth) / 2], Total Debt / (Share Capital + Free Reserves) (Free Reserves as per clause (43) of Section 2 of the Companies Act, 2013).

- 4.8. Details of Escrow Account 4.8.1. In accordance with Regulation 15B of the Buy-Back Regulations, the Company has created an escrow arrangement towards security for performance of its obligations under the Buy-Back Regulations in the form of Cash Escrow (as defined below). 4.8.2. The Company has entered into an escrow agreement dated December 24, 2014 with Kotak Mahindra Bank Limited (the "Escrow Bank"), and Motilal Oswal Investment Advisors Private Limited (the "Manager to the Offer") (the escrow agreement hereinafter referred to as the "Escrow Agreement"), pursuant to which the Company has opened an escrow account with the Escrow Bank (the "Escrow Account") and deposited therein cash aggregating to Rs. 1,50,00,000 (Rupees One Hundred Fifty lakhs only), being 25% of the Maximum Buy-Back Size approved in the Board Resolution (the "Cash Escrow"). The Company has authorized the Manager to the Offer to operate the Escrow Account in compliance with the Buy-Back Regulations. 4.8.3. In terms of Regulation 15B(7), upon completion of the Buy-Back equivalent to the Minimum Buy-Back Size, the Cash Escrow in the Escrow Account shall be released to the Company. 4.8.4. If the Company is not able to complete the Buy-Back equivalent to the Minimum Buy-Back Size, the amount held in the Escrow Account upto a maximum of 2.5% of the Maximum Buy-Back Size approved in the Board Resolution, shall be liable for forfeiture to the exceptions as provided in Regulation 15B(8) of the Buy-Back Regulations. 4.9. Listing Details and Stock Market Data: 4.9.1. The Equity Shares of the Company are listed on the BSE and the NSE. 4.9.2. The high, low and average market prices of the Equity Shares for the last three years and the monthly high, low and average market prices from last nine months preceding this Public Announcement and the corresponding volumes on the BSE and the NSE are as follows:

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<b>BSE:</b>									
Time Period	High Price			Low Price			Average Price (Rs.)*	Total Volume of the shares traded in the period	Total Turnover (Rs. in Crore)
	Price (Rs.)	Date	Volume of Shares traded on Date of High	Price (Rs.)	Date	Volume of Shares traded on Date of Low			
<b>Last 3 Years</b>									
April 1, 2011 to March 31, 2012	164.00	2-Mar-12	2,733	90.70	8-Aug-11	6,710	120.64	2,386,044	27.67
April 1, 2012 to March 31, 2013	232.50	11-Feb-13	735	141.20	13-Apr-12	1,826	181.87	667,774	12.68
April 1, 2013 to February 25, 2014	682.95	24-Feb-14	117,241	200.00	1-Aug-13 & 2-Aug-13	53 & 1,092	297.46	1,018,747	47.57
Company split one equity share having face value of Rs. 10 each into 10 equity shares having face value of Re. 1 each, traded effective from Feb 26, 2014									
February 26, 2014 to March 31, 2014	66.45	28-Feb-14	123,951	36.00	31-Mar-14	7,647	45.88	1,286,448	6.51
<b>Monthly Data</b>									
April-14	48.20	7-Apr-14	20,754	38.35	1-Apr-14	76,515	42.28	321,903	1.36
May-14	52.40	29-May-14	30,738	38.20	2-May-14	11,047	44.15	551,658	2.51
June-14	51.00	9-Jun-14 & 11-Jun-14	64,714 & 21,013	41.45	19-Jun-14	100,078	47.60	565,887	2.61
July-14	57.15	2-Jul-14	106,628	46.00	11-Jul-14	21,367	50.35	945,396	4.91
August-14	57.00	21-Aug-14	302,155	48.30	21-Aug-14	302,155	50.78	681,442	3.57
September-14	56.25	10-Sep-14	83,422	47.35	17-Sept-14	64,956	51.13	595,120	3.08
October-14	68.00	31-Oct-14	136,619	48.10	7-Oct-14	11,965	54.37	296,805	1.76
November-14	75.00	17-Nov-14	148,152	59.00	13-Nov-14	25,192	65.99	482,426	3.26
December 01, 2014 to December 26, 2014	96.65	22-Dec-14	503,247	64.00	2-Dec-14	7,251	77.41	1,757,887	14.99
<i>(Source: BSE Website)</i>									
<b>NSE:</b>									
Time Period	High Price			Low Price			Average Price (Rs.)*	Total Volume of the shares traded in the period	Total Turnover (Rs. in Crore)
	Price (Rs.)	Date	Volume of Shares traded on Date of High	Price (Rs.)	Date	Volume of Shares traded on Date of Low			
<b>Last 3 Years</b>									
April 1, 2011 to March 31, 2012	164.75	3-Mar-12	354	90.00	19-Aug-11	3,659	120.34	3,511,669	40.24
April 1, 2012 to March 31, 2013	232.85	6-Feb-13	1,641	138.15	15-Jun-12	48,592	181.99	854,182	16.36
April 1, 2013 to February 25, 2014	684.45	24-Feb-14	264,343	200.00	2-Aug-13	363	298.26	1,620,002	82.82
Company split one equity share having face value of Rs. 10 each into 10 equity shares having face value of Re. 1 each, traded effective from Feb 26, 2014									
February 26, 2014 to March 31, 2014	66.70	28-Feb-14	233,858	35.90	28-Mar-14	134,964	45.82	2,209,078	10.96
<b>Monthly Data</b>									
April-14	47.90	7-Apr-14	34,968	38.60	1-Apr-14	115,317	42.33	597,293	2.55
May-14	52.50	29-May-14	116,675	38.00	2-May-14	44,925	44.39	1,375,316	6.31
June-14	52.95	9-Jun-14	61,247	41.40	19-Jun-14	137,664	46.48	843,450	3.88
July-14	57.45	2-Jul-14	249,025	45.05	14-Jul-14	16,478	50.26	2,300,627	11.99
August-14	57.05	21-Aug-14	776,094	48.00	19-Aug-14	45,330	50.94	1,411,998	7.46
September-14	56.90	9-Sep-14	66,214	47.00	17-Sep-14	106,125	51.29	1,104,474	5.70
October-14	67.50	31-Oct-14	329,043	49.55	8-Oct-14	27,950	54.36	950,565	5.53
November-14	75.45	17-Nov-14	406,330	58.20	13-Nov-14	121,457	65.90	1,279,037	8.65
December 01, 2014 to December 26, 2014	97.20	22-Dec-14	1,639,304	65.65	3-Dec-14	23,562	77.57	4,771,865	40.94
<i>(Source: NSE Website)</i>									
* Arithmetic average of the closing prices of all trading days during the said period.									
4.9.3. There has been no change in the equity capital of the Company including by way of bonus issue, rights issue or consolidation of equity shares other than the stock split and allotment of Equity Shares on exercise of stock options under employee stock option scheme of the Company during the period for which data has been disclosed in the table above.									
4.9.4. The closing market price of the Equity Shares on December 22, 2014, i.e. the trading day after the Board Resolution, was Rs. 93.15 per Equity Share on the BSE and Rs. 93.25 per Equity Share on the NSE. The volume traded on December 22, 2014 was 503,247 Equity Shares on the BSE and 1,639,304 Equity Shares on the NSE. (Source: Website of BSE and NSE)									
<b>4.10. Capital Structure and Shareholding Pattern:</b>									
4.10.1. The capital structure of the Company is as follows:									
<b>Particulars</b>		<b>As on the date of the Public Announcement</b>		<b>Post Buy-Back<sup>(1)</sup></b>					
<b>(Rs. in lacs)</b>									
<b>Authorized Share Capital</b>									
20,00,00,000 Equity Shares of Re. 1 each		2,000.00		2,000.00					
<b>Total</b>		<b>2,000.00</b>		<b>2,000.00</b>					
<b>Issued, Subscribed and Paid up</b>									
12,74,58,580 Equity Shares of Re. 1 each		1,274.59							
12,68,58,580 Equity Shares of Re. 1 each <sup>(1)</sup>		-		1,268.59					
<b>Total Share Capital</b>		<b>1274.59</b>		<b>1,268.59</b>					

Notes:

- 1) Assuming that the indicative Maximum Buy-Back Shares are bought back. The post Buy-Back Issued, Subscribed and Paid-up Capital will differ depending upon the actual number of Equity Shares bought back.
- 4.10.2. There are no partly paid-up equity shares or calls in arrears as on the date of this Public Announcement. The Company does not have any convertible debentures or preference shares or any other convertible instruments outstanding. However, 347,430 Equity Shares may be issued by the Company, on exercise of options pursuant to the Company's Employee Stock Purchase Schemes.
- 4.10.3. The shareholding pattern of the Company as of December 19, 2014 (i.e., the last working Friday, prior to the date of the Board Meeting) is as follows:

Particulars	Number of Equity Shares held	% of existing equity capital	Number of equity shares post Buy-Back <sup>(1)</sup>	% holding post Buy-Back <sup>(1)</sup>
Promoters	26,907,140	21.11	26,907,140	21.21
Promoter Group	37,553,266	29.46	37,553,266	29.60
Persons acting in Concert ("PAC")	1,034,955	0.81	1,034,955	0.82
<b>Persons who are in Control Sub Total (A)</b>	<b>65,495,361</b>	<b>51.39</b>	<b>65,495,361</b>	<b>51.63</b>
<b>Institutions:</b>				
Financial Institutions/Banks	27,376	0.02	61,363,219	48.37
<b>Non Institutions:</b>				
Bodies Corporate	1,573,310	1.23		
<b>Individuals:</b>				
a) Individual shareholders holding nominal share capital upto Rs.1 lakh	9,710,185	7.62		
b) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	49,821,077	39.09		
<b>Others:</b>				
a) Clearing Members	92,291	0.07		
b) Trusts	738,980	0.58		
<b>Sub Total (B)</b>	<b>61,963,219</b>	<b>48.61</b>	<b>61,363,219</b>	<b>48.37</b>
<b>Grand Total (A+B)</b>	<b>127,458,580</b>	<b>100.00%</b>	<b>126,858,580</b>	<b>100.00%</b>

- 1) Post Buy-Back shareholding assuming that the indicative Maximum Buy-Back Shares are bought back. The shareholding post Buy-Back may differ depending upon the actual number of Equity Shares bought back.
- 4.10.4. The Company shall not issue any Equity Shares including by way of bonus till the date of closure of the Buy-Back offer. Further, the Company shall not raise further capital for a period of one year from the closure of Buy-Back offer, except in discharge of its subsisting obligations in compliance with Buy-Back Regulations.
- 4.11. Aggregate Shareholding :**
- 4.11.1. The aggregate shareholding of the Persons in Control of the Company as on December 29, 2014 i.e. the date of Public Announcement, was 65,495,361 Equity Shares constituting 51.39% of the paid-up share capital of the Company.
- 4.11.2. As per the record of the Company and information furnished, other than following, non of the Persons in Control of the Company have either purchased or sold any shares during the period of twelve months preceding the date of Public Announcement i.e. December 29, 2014.

Particulars of Persons in Control of the Company	Aggregate No. of Equity Shares purchased	Aggregate No. of Equity Shares sold	Maximum Price (Rs.)	Maximum Price Date	Minimum Price (Rs.)	Minimum Price Date
<b>Promoter</b>						
Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi)	-	2,022,000*1	46.00	17-Sep-14	26.50*	1-Jan-14
<b>Promoter Group</b>						
GMU Infosoft Pvt. Ltd.	738,437*1	-	64.00	5-Nov-14	26.50*	1-Jan-14
GM Solutions Pvt. Ltd.	703,194*1	-	52.00	1-Aug-14	26.50*	1-Jan-14
U Infosoft Pvt. Ltd.	684,000*1	-	46.00	17-Sep-14	26.50*	1-Jan-14
Anita Behl	-	62,683	54.00	22-Aug-14	50.20	6-Mar-14
<b>Persons acting in Concert</b>						
Lt. Gen. Baldev Singh (Retd.)	-	157,670	74.00	17-Nov-14	50.00	19-Aug-14
Mandeep Singh Sodhi	-	189,975	55.00	31-Jul-14	49.00	8-Aug-14

- \* Share price and aggregate number of Equity Shares as adjusted for stock split.  
 \*1,022,000 equity shares were sold by Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi) as inter-se transfer to other promoter group companies i.e. GMU Infosoft Private Limited (671,000 equity shares of Re. 1/-), GM Solutions Private Limited (667,000 equity shares of Re. 1/-), and U Infosoft Private Limited (684,000 equity shares of Re. 1/-), in tranches through off-market transactions in compliance with the applicable provisions of law.
- 4.11.3. The aggregate shareholding of the directors of the Persons in Control of the Company as on December 29, 2014, i.e. the date of the Public Announcement, was 12,387,207 Equity Shares constituting 9.72% of the paid-up equity share capital of the Company. As per the records of the Company and information furnished:
- a) An aggregate of 62,683 Equity Shares of the Company were sold by the directors of the Persons in Control of the Company during a period of twelve months preceding the date of the Public Announcement. The directors of the Persons in Control of the Company did not purchase any Equity Shares of the Company during a period of twelve months preceding the date of the Public Announcement.

- b) With regard to clause 4.11.3(a) above, the maximum sale price was Rs. 54 per Equity Share on August 22, 2014 and the minimum sale price was Rs. 50.20 per Equity Share on March 06, 2014.
- 4.12. Management Discussion and Analysis of the likely impact of the Buy-Back on the Company:**
- 4.12.1. This Buy-Back is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buy-Back, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed. The Company may continue to avail of financial assistance from banks/financial institutions or capital markets for meeting its business requirements.
- 4.12.2. The Buy-Back is expected to contribute to an overall enhancement of shareholder value going forward. Depending upon the number of Equity Shares actually bought back, the Buy-Back would lead to reduction in outstanding number of Equity Shares, and consequently may lead to an increase in earnings per share and book value per share. The Buy-Back may also lead to a possible improvement in the return on net worth.
- 4.12.3. As per Regulation 15(b) of the Buy-Back Regulations, the Buy-Back shall not be made from any of the Persons in Control of the Company. There will be no change in the aggregate number of Equity Shares held by the Persons in Control as a result of the Buy-Back. However, the shareholding of the Persons in Control as a result of the Buy-Back would stand increased to 51.63% from 51.39% of the total issued and paid-up equity share capital assuming that the indicative Maximum Buy-Back Shares are bought back. Such an increase in shareholding/ voting rights will be consequential in nature, and would be within the 5% limit stated in the Takeover Regulations. The Company will Buy-back equity shares not exceeding 9,500,000 Equity Shares to ensure that it is in compliance with Takeover Regulations. The Buy-Back will not result in any change in the control of the Company or otherwise affect the existing management structure of the Company.
- 4.12.4. Consequent to the Buy-Back and based on the number of Equity Shares bought back by the Company from various public shareholders including mutual funds/ UTI, financial institutions/ banks, insurance companies, Foreign Institutional Investors (FIIs), as well as non-institutions such as bodies corporates, non-resident shareholders, Non-Resident Indian (NRI) shareholders etc., the shareholding pattern of the Company would undergo a consequential change.
- 4.12.5. As required under the Companies Act, the ratio of the debt owed by the Company will not be more than twice the capital and free reserves of the Company after the Buy-Back.
- 4.12.6. The Company shall not withdraw the Buy-Back after the date of this Public Announcement.
- 4.12.7. There is no pending scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on the date of this Public Announcement.
- 4.13. Statutory Approvals:**
- 4.13.1. The Buy-Back has been authorized by the Board of Directors through the Board Resolution dated December 20, 2014.
- 4.13.2. To the best of the knowledge of the Company, no other statutory approvals are required for the Buy-Back, as on date of this Public Announcement. The Company shall obtain such statutory approvals as may be deemed necessary from time to time, if any.
- 4.14. Compliance Officer and Investor Service Center:**  
 In case of any queries, the shareholders/beneficial owners may contact the following address on any working day (except Saturdays, Sundays and Public Holidays) between 11 a.m. and 3 p.m.  
**Company Secretary and Compliance Officer:** Mr. Ashish Thakur  
**Investor Service: Contact Person:** Mr. Ashish Thakur  
**R Systems International Limited**  
 C-40, Sector 59, Noida - 201 307, Uttar Pradesh, India;  
 Tel: (+91) 120 4303500; Facsimile: (+91) 120 4082699;  
 Email: investors@rsystems.com;  
 Website: www.rsystems.com;

- 4.15. Registrar to the Buy-Back:**  
**LINK INTIME INDIA PRIVATE LIMITED**  
 (Unit: R Systems International Limited)  
 44, Community Centre, 2nd Floor,  
 Naraina Industrial Area, Phase - I,  
 Near PVR Naraina, New Delhi - 110 028  
 Tel: +91 11 4141 0592, 93, 94; Facsimile: +91 11 4141 0592  
 Email: delhi@linkintime.co.in  
**Contact Person:** Mr. Bharat Bhushan, Associate Vice President;  
 Website: www.linkintime.co.in
- 4.16. Manager to the Buy-Back**



**MOTILAL OSWAL INVESTMENT ADVISORS PRIVATE LIMITED**  
 Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot,  
 Prabhadevi, Mumbai - 400 025, Maharashtra, India  
 Tel: +91 22 3980 4380  
 Fax: +91 22 3980 4315  
 Email: rupesh.khant@motilaloswal.com  
**Contact Person:** Rupesh Khant

- 4.17. Directors Responsibility**  
 As per Regulation 19(1)(a) of the Buy-Back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors  
**R SYSTEMS INTERNATIONAL LIMITED**

Sd/- Sd/- Sd/-  
**Satinder Singh Rekhi** **Lt. Gen. Baldev Singh (Retd.)** **Ashish Thakur**  
 Managing Director President & Senior Executive Director Company Secretary and Compliance Officer

Date : December 29, 2014  
 Place : Noida

