



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identification Number (CIN): L74899DL1993PLC053579
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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and subsequent amendments thereof (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated January 16, 2019 published on January 17, 2019 (the "Public Announcement") and the Letter of Offer dated March 01, 2019 (the "Letter of Offer") and Corrigendum to Letter of Offer dated March 12, 2019 published on March 13, 2019. The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Letter of Offer.

1. THE BUYBACK

1.1. R Systems International Limited (the "Company") had announced Buyback up to 3,690,000 (Thirty Six Lakhs Ninety Thousand) fully paid-up equity shares of face value of ₹ 1 each ("Equity Shares") ("Buyback"), representing 2.98% of the total paid-up equity share capital of the Company, from all the fully paid-up equity shareholders/ beneficial owners of the Equity Shares of the Company as on the record date i.e. Friday, February 01, 2019 ("Record Date"), on a proportionate basis, through the "Tender Offer" route, at a price of ₹65 (Rupees Sixty Five only) per Equity Share (the "Buyback Price") for an aggregate amount of up to ₹ 239,850,000 (Rupees Twenty Three Crores Ninety Eight Lakhs Fifty Thousand Only) (the "Buyback Size"). The Buyback is in accordance with Section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (the "Companies Act"), the Buyback Regulations, Article 70 of the Articles of Association of the Company and is subject to other approvals, permissions and exemptions as may be required, from time to time, from any statutory and/ or regulatory authority and which may be agreed to by the Board and/ or any sub-committee thereof. The Buyback Size was 9.87% and 8.58% of the paid-up equity share capital and free reserves as per the standalone and consolidated audited balance sheet of the Company, respectively, for the financial year ended December 31, 2017 (the last standalone and consolidated audited balance sheet available for the financial year as on the date of the Board meeting approving the proposal of the Buyback, held on January 15, 2019.) and is within the statutory limits of 10% of the total paid-up equity share capital and free reserves as per the last standalone and consolidated audited financial statements of the Company for the financial year ended December 31, 2017. The Equity Shares bought back represent 2.98% of the total number of paid-up equity share capital of the Company.

1.2. The Buyback Size does not include any other expenses incurred or to be incurred for the Buyback like Brokerage, applicable taxes, filing fees payable to the SEBI, advisor's fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses.

1.3. The Buyback was implemented through Tender Offer route using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by Securities and Exchange Board of India ("SEBI Circulars").

1.4. The Buyback Offer was kept open from Friday, March 15, 2019 till Friday, March 29, 2019.

2. DETAILS OF THE BUYBACK

2.1. 3,690,000 Equity Shares were bought back under the Buyback, at a price of ₹ 65 (Rupees Sixty Five only) per Equity Share.

2.2. The total amount utilised in the Buyback is ₹ 239,850,000 (Rupees Twenty Three Crores Ninety Eight Lakhs Fifty Thousand Only) excluding transaction costs, viz. brokerage, applicable taxes, such as securities transaction tax, service tax, stamp duty, etc.

The Registrar to the Buyback, i.e., Link Intime India Private Limited, considered 3,603 valid applications for 69,329,644 Equity Shares in response to the Buyback offer resulting in the subscription of approximately 18.79 times. The details of the valid applications considered by the Registrar are as under:

Category of Shareholders	No. of Equity Shares reserved in the Buyback	No. of valid Applications	Total Equity Shares validly tendered	% Response
Small Shareholder (Reserved Category)	553,500	3,461	1,629,686	294.43
General Category Shareholders	3,136,500	142	67,699,958	2,158.46
Total	3,690,000	3,603	69,329,644	1,878.85

2.3. All valid bids have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/ rejection was dispatched by the Registrar to the eligible Equity Shareholders, by April 09, 2019.

2.4. The settlement of all valid bids was completed by the Indian Clearing Corporation Limited on April 09, 2019. The funds in respect of accepted Equity Shares were paid out to the respective Seller Members/ custodians.

2.5. Demat Equity Shares accepted under the Buyback were transferred to the Company's demat account on April 09, 2019. The unaccepted demat Equity Shares were returned to respective Seller Members/ custodians by the Indian Clearing Corporation Limited on April 09, 2019. There were no Physical Shares tendered in the Buyback.

2.6. The extinguishment of 3,690,000 Equity Shares (all in dematerialized form) accepted under the Buyback is currently under process and shall be completed by April 16, 2019.

2.7. The Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

2.8. Details of shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback Offer are as under:

Sr. No.	Name of Shareholder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total Post Buyback Equity Shares
1	Bhavook Tripathi	1,283,604	34.79%	1.07%
2	Sartaj Singh Rekhi	540,350	14.64%	0.45%
3	Ramneet Singh Rekhi	461,019	12.49%	0.38%
4	Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi)	332,670	9.02%	0.28%
5	RightMatch Holdings Ltd.	247,729	6.71%	0.21%
6	Satinder Singh Rekhi	85,837	2.33%	0.07%
7	Harpreet Rekhi	41,175	1.12%	0.03%
	TOTAL	2,992,384		

CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

2.9. The capital structure of the Company, pre and post Buy-Back, is as under:

(Rupees in lacs)

Particulars	Pre-Buyback as on the date of the Public Announcement	Post Buyback*
Authorised Share Capital		
206,000,000 equity shares of ₹ 1 each	2,060.00	2,060.00
Issued, Subscribed and Paid Up Share Capital (Pre Buyback)		
123,990,425 equity shares of ₹ 1 each fully paid-up ⁽¹⁾	1,239.90 ⁽¹⁾	-
Issued, Subscribed and Paid Up Share Capital (Post Buyback)		
120,300,425 equity shares of ₹ 1 each fully paid-up	-	1,203.00
Total Paid-up Capital	1,239.90⁽¹⁾	1,203.00

(1) As on Record Date

*The Company shall extinguish all the shares bought back during the Buyback offer i.e. 3,690,000 Equity Shares.

3. The shareholding pattern of the Company, pre and post Buyback, is as under:

Category of shareholder	Pre Buyback ⁽¹⁾		Post Buyback ⁽²⁾	
	Number of Shares	% to the existing Equity Share Capital	Number of Shares	% to the existing Equity Share Capital
Promoters and Promoter Group	63,445,830	51.17	61,712,574	51.30
Foreign Investors (including Non Resident Indians/ FIIs/ Foreign Mutual Funds/ Foreign Nationals)	2,394,625	1.93	58,587,851	48.70
Financial Institutions/ Banks and Mutual Funds promoted by Banks/ Institutions/ NBFCs	0	0.00		
Others (Public, Bodies Corporate, etc.)	58,149,970	46.90		
Total	123,990,425	100.00	120,300,425	100.00

(1) As on Record Date

(2) Subject to Extinguishment of 3,690,000 Equity Shares.

4. MANAGER TO THE BUYBACK



Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower, Rahimtullah Sayani Road
 Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025
 Maharashtra, India

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E-mail: rsystems.buyback2019@motilaloswal.com

Investor Grievance E-mail: moiaplredressal@motilaloswal.com

Website: www.motilaloswalgroup.com

Contact person: Ms. Kristina Dias

SEBI Registration No.: INM000011005 / Permanent

CIN: U67190MH2006PLC160583

5. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full and final responsibility for the information contained in this Post Buyback 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 of R Systems International Limited

Sd./-
 Name: Satinder Singh Rekhi
 Managing Director
 DIN:00006955

Sd./-
 Name: Lt. Gen. Baldev Singh (Retd.)
 President & Senior Executive Director
 DIN:00006966

Sd./-
 Name: Bhasker Dubey
 Company Secretary &
 Compliance Officer
 Membership No.: A33287

Place: Singapore

Date: April 10, 2019

Place: Noida (U.P.), India

Date: April 10, 2019

Place: Noida (U.P.), India

Date: April 10, 2019