

REF: SECT/04/2019/15

APRIL 18, 2019

To, The Managing Director National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 NSE Symbol – RSYSTEMS	To, The General Manager BSE Limited Department of Corporate Services, Rotunda Building, 1 st Floor, Mumbai Samachar Marg, Fort, Mumbai - 400 001 BSE Scrip Code – 532735
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Dear Sir,

SUB: R SYSTEMS INTERNATIONAL LIMITED (THE “COMPANY”) - BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER– SUBMISSION OF EXTINGUISHMENT CERTIFICATE

REF: STOCK CODE NSE - RSYSTEMS, BSE - 532735

This is with reference to our letter No. SECT/04/2019/14 dated April 16, 2019 submitted for intimation of extinguishment of shares bought back under the captioned buyback. Please find enclosed a certificate issued pursuant to Regulations 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

We wish to inform you that pursuant to the corporate action effected on April 15, 2019 for extinguishment of 3,690,000 (Thirty Six Lakhs Ninety Thousand) equity shares of Re. 1/- (Rupee One) each, the paid up and issued share capital of R Systems International Limited stands reduced from Rs. 123,990,425 to Rs. 120,300,425.

This is for your intimation and record.

Thanking you.

Yours faithfully,

For R Systems International Limited



Bhasker Dubey
(Company Secretary and Compliance Officer)



To,
The Board of Directors
R SYSTEMS INTERNATIONAL LIMITED
C-40, Sector- 59, Noida,
Uttar Pradesh - 201307

Re: AUDITOR'S CERTIFICATE WITH RESPECT TO EXTINGUISHMENT OF 3,690,000 EQUITY SHARES OF RE. 1/- EACH ("EQUITY SHARES") BOUGHT BACK BY R SYSTEMS INTERNATIONAL LIMITED

1. This Certificate is issued in accordance with the terms of our engagement letter reference no. ND/JA/2019/077.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm's Registration No. 117366W/W-100018), Statutory Auditors of **R SYSTEMS INTERNATIONAL LIMITED** ('the Company'), for the purpose of issuing this certificate have verified:
 - a) the particulars contained in the attached "Certificate on Extinguishment of Equity Shares by R Systems International Limited" ("the Statement"), prepared by the Company and initialed by us for identification purposes.
 - b) the confirmation received from the Company's Registrar and Transfer Agent Link Intime India Private Limited.
 - c) the Transaction Statement of Company's depository account number 1201090010572833, opened and maintained by the Company with Motilal Oswal Securities Limited for the purpose of buyback, inter-alia, giving details of 3,690,000 shares bought back through the tender offer route on the credit side and the extinguishment of 3,690,000 equity shares done by Central Depository Services (India) Limited ("CDSL") on April 15, 2019 on the debit side.
3. The Company has bought-back 3,690,000 Equity Shares of Re. 1/-each.
4. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate for submission to the Securities and Exchange Board of India ("SEBI") in compliance with Regulation 11 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ("SEBI Buyback Regulations").

Management's Responsibility

5. The Management of the Company is responsible for the preparation of the said Statement and the maintenance of relevant records and documents including obtaining confirmation from CDSL for extinguishment of 3,690,000 equity shares in dematerialised form.



6. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act, 2013 in relation to the buyback of Equity Shares and for providing all the information to SEBI.

Auditor's Responsibility

7. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents maintained and obtained by the Company and furnished to us for the purpose.
8. We conducted our verification of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audit and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

10. On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and 3,690,000 equity shares bought back under buyback offer of the Company have been extinguished in compliance and in accordance with the provision of sub-regulation (i) and (ii) of Regulation 11 of the SEBI Buyback Regulations and Securities and Exchange Board of India (Depository and Participants) Regulation, 1996 and the by-laws framed thereunder.

Restriction on Use

11. This certificate is issued in connection with the extinguishment of Equity Shares bought-back in accordance with the aforementioned Regulations and for the sole use of the Board of Directors, to whom it is addressed, and for the Manager to the buyback for submission to SEBI and the stock exchanges, where the equity shares of the Company are listed, pursuant to the Regulations and should not be used for any other purpose without our prior written permission.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



Jitendra Agarwal

JITENDRA AGARWAL

Partner

(Membership No. 087104)

Place : Gurugram

Dated : *April 18, 2019*

UDIN : *19087104AAAAAC1018*

Date: April 18, 2019

TO WHOM SO EVER IT MAY CONCERN

SUB: CERTIFICATE ON EXTINGUISHMENT OF EQUITY SHARES BY R SYSTEMS INTERNATIONAL LIMITED (THE "COMPANY")

This has reference to the Cash offer to buy back up to 3,690,000 (Thirty Six Lakhs Ninety Thousand) fully paid-up equity shares of face value Re. 1/- (Rupee One) each ("Equity Shares") ("Buyback"), representing up to 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 Rs. 65/- (Rupees Sixty Five only) per equity share.

The settlement of all valid bids tendered during the tendering period (i.e. from March 15, 2019 to March 29, 2019), to the extent of accepted shares, was completed on April 09, 2019.

In this regard, it is hereby certified that the Company has bought back 3,690,000 (Thirty Six Lakhs Ninety Thousand) equity shares, all of which were in dematerialised form. No equity share was tendered in the physical form and hence no shares were bought back in the physical format. Accordingly, the bought back equity shares were extinguished in compliance with the provision of Regulation 11 of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("Buyback Regulations").

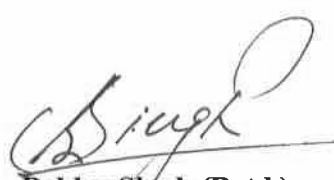
The reconciliation of equity share capital of the company (Pre and Post Extinguishment) is as follows:


Reconciliation of Equity Share Capital			
S. No.	Particulars	No. of shares	Share Capital (In Rs.)
1.	Issued and Paid-up Equity Share Capital as on February 01, 2019 (Pre-extinguishment)	123,990,425	123,990,425
2.	Shares extinguished on April 15, 2019	3,690,000	3,690,000
3.	Issued and Paid-up Equity Share Capital as on April 16, 2019 (Post-extinguishment)	120,300,425	120,300,425

A certificate from the Central Depository Services (India) Limited (CDSL) for extinguishment of 3,690,000 (Thirty Six Lakhs Ninety Thousand) equity shares is enclosed for your reference.

For and on behalf of
R Systems International Limited


Satinder Singh Rekhi
Managing Director


Lt. Gen. Baldev Singh (Retd.)
President & Sr. Executive Director


Bhasker Dubey
Company Secretary &
Compliance Officer


For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

JITENDRA AGARWAL
Partner
(Membership No. 087104)

For Identification Only

Deloitte Haskins & Sells LLP

For Link Intime India Private Limited


Bharat Bhushan
Authorised Signatory

