



# 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 post Buyback 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 August 06, 2021 published on August 10, 2021 (the "Public Announcement") and the Letter of Offer dated September 06, 2021 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

### 1. THE BUYBACK

1.1. R Systems International Limited (the "Company") had announced Buyback up to 1,333,000 (Thirteen Lakhs Thirty Three Thousand Equity Shares) fully paid-up equity shares of face value ₹1/- each ("Equity Shares") ("Buyback"), 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, August 27, 2021 ("Record Date"), on a proportionate basis, through the "Tender Offer" route, at a price of ₹ 225/- (Rupees Two Hundred And Twenty Five Only) per Equity Share (the "Buyback Price") for an aggregate amount of up to ₹ 299,925,000/- (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand Only) (the "Buyback Size"). The Buyback is in accordance with Article 70 of the Articles of Association of the Company and subject to the provisions of Section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, as applicable and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "Buyback Regulations") including any amendments, statutory modifications or re-enactments thereof, for the time being in force, and is subject to other approvals, permissions, sanctions and exemptions as may be required from time to time from any statutory and/or regulatory authorities including but not limited to Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, Registrar of Companies, Reserve Bank of India, etc. The Buyback Size is 8.73% and 7.64% of the aggregate paid-up equity share capital and free reserves (including securities premium account) as per the standalone and consolidated audited balance sheet of the Company as on December 31, 2020, respectively (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 August 06, 2021) and is within the statutory limits of 10% of the total paid-up equity share capital and free reserves (including securities premium account) as per the last standalone and consolidated audited financial statements of the Company for financial year ended December 31, 2020. The Equity Shares bought back represent 1.11% of the total number of paid-up equity share capital of the Company.

1.2. The Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), brokerage, applicable taxes (such as Income Tax, Buyback Taxes, Securities Transaction Tax, Stamp Duty and Goods and Services Tax), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses ("Transaction Cost").

1.3. The Company adopted the tender offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments there to, issued by SEBI. For the purposes of the Buyback, BSE Limited was the designated stock exchange.

1.4. The Buyback Offer was kept open from Monday, September 20, 2021 till Friday, October 01, 2021.

### 2. DETAILS OF THE BUYBACK

- 1,333,000 Equity Shares were bought back under the Buyback, at a price of ₹ 225/- (Rupees Two Hundred Twenty Five Only) per Equity Share.
- The total amount utilised in the Buyback is ₹ 299,925,000/- (Rupees Twenty Nine Crores Ninety Nine Lakhs Twenty Five Thousand only) excluding transaction costs.
- The Registrar to the Buyback, i.e., Link Intime India Private Limited, considered a total of 2,071 valid applications for 48,066,105 Equity Shares in response to the Buyback offer resulting in the subscription of approximately 36.06 times. The details of the applications considered by the Registrar are as under:

Particulars	Number of Equity Shares available for Buyback	Total no. of bids received in the category	Total Equity Shares bid in the category	Total valid Bids received in the category**	Total valid Equity Shares received in the category**	No. of times (total valid Equity Shares proposed to be bought back)
Reserved Category	199,950	1,958	228,647	1,958	227,200	1.14
General Category	1,133,050	113	47,838,905	113	47,838,905	42.22
Not in Master file <sup>1</sup>	-	22	3,806	-	-	-
Total	1,333,000	2,093	48,071,358	2,071	48,066,105	36.06

<sup>1</sup>22 bids for 3,806 Equity Shares were not considered since they were not shareholders as on Record Date.

<sup>2</sup>Excludes excess bid by 15 shareholders for 1,447 Equity Shares under Reserved Category over and above their shareholding as on Record Date hence such equity shares have not been considered for acceptance.

2.4. All valid bids were 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, via email, to the relevant Eligible Shareholders (who have their e-mail IDs registered with the Company) on October 12, 2021. In cases where email IDs were not registered with the Company or destinations, physical letters of acceptance/rejection were dispatched to the Eligible Shareholders by the Registrar and the same was completed on October 12, 2021.

2.5. The settlement of all valid bids was completed by the Clearing Corporation Limited on October 12, 2021. The funds in respect of accepted Equity Shares were paid out to the respective Seller Members' custodians.

2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company's demat account on October 12, 2021. The unaccepted demat Equity Shares were returned to respective Seller Members' custodians by the Clearing Corporation Limited on October 12, 2021. There were no Physical Shares tendered in the Buyback.

2.7. The extinguishment of 1,333,000 Equity Shares (all in dematerialized form) accepted under the Buy Back is currently under process and shall be completed by October 19, 2021.

2.8. 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.

2.9. 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	501,079	37.59	0.42
2	Santaj Singh Rekhi	184,021	13.81	0.16
3	Ramneet Singh Rekhi	160,174	12.02	0.14
4	The Satinder & Harpreet Rekhi Family Trust	115,438	8.86	0.10
5	Satinder Singh Rekhi	72,996	5.48	0.06
6	Harpreet Rekhi	50,476	3.79	0.04
7	Brahm Precision Materials Pvt. Ltd.	26,323	1.97	-

### CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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

(Rupees in million)

Particulars	Pre-Buyback	Post Buy Back <sup>1</sup>
Authorised Share Capital		
206,000,000 equity shares of ₹ 1 each	206.00	206.00
Issued, Subscribed and Paid Up Share Capital (Pre Buyback)		
119,636,445 equity shares of ₹ 1 each fully paid-up <sup>(1)</sup>	119.64 <sup>(1)</sup>	-
Issued, Subscribed and Paid Up Share Capital (Post Buyback)		
118,303,445 equity shares of ₹ 1 each fully paid-up	-	118.30
Total Paid-up Capital	119.64 <sup>(1)</sup>	118.30

<sup>(1)</sup> As on Record Date i.e. August 27, 2021.

<sup>2</sup> The Company shall extinguish all the shares bought back during the Buy-Back offer i.e. 1,333,000 Equity Shares.

2.11. The shareholding pattern of the Company, pre and post Buy-Back, is as under:

Category of shareholder	Pre Buyback <sup>(1)</sup>		Post Buyback <sup>(2)</sup>	
	Number of Shares	% to the existing Equity Share Capital	Number of Shares	% to the existing Equity Share Capital
Promoters and Promoter Group	61,713,074	51.58	61,129,969	51.67
Foreign Investors (including Non Resident Indians/ FII/ Foreign Mutual Funds/ Foreign Nationals)	45,193,996	37.78	57,173,476	48.33
Financial Institutions/ Banks and Mutual Funds promoted by Banks/ Institutions/ NBFCs	1,950	0.00	-	-
Others (Public, Bodies Corporate, etc.)	12,727,425	10.64	-	-
Total	119,636,445	100.00	118,303,445	100.00

<sup>(1)</sup> As on Record Date i.e. August 27, 2021.

<sup>(2)</sup> On the basis of buyback of 1,333,000 Equity Shares. Extinguishment of the same is under process.

### 3. MANAGER TO THE BUYBACK



Motilal Oswal Investment Advisors Limited  
 Motilal Oswal Tower, RahimTulak Sayari Road  
 Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025  
 Maharashtra, India

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E-mail: [rsi.buyback2021@motilaloswal.com](mailto:rsi.buyback2021@motilaloswal.com)

Investor Grievance E-mail: [moai@redressal@motilaloswal.com](mailto:moai@redressal@motilaloswal.com)

Website: [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com)

Contact person: Ms. Ritu Sharma

SEBI Registration No.: INM000011005

CIN: U67190MH2006PLC160583

### 4. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the 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: Dr. Satinder Singh Rekhi  
 Managing Director & Chief Executive Officer  
 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: October 13, 2021

Place: Noida (U.P.), India  
 Date: October 13, 2021

Place: Noida (U.P.), India  
 Date: October 13, 2021

For R Systems International Limited

Bhasker Dubey  
 (Company Secretary & Compliance Officer)