



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 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated September 15, 2016 published on September 16, 2016 (the "Public Announcement") and the Letter of Offer dated October 21, 2016 (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 to buy back up to 3,000,000 (Thirty Lakhs) fully paid-up equity shares of face value Re. 1 each ("Equity Shares") ("Buyback"), representing up to 2.36% 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, September 30, 2016 ("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 "Buyback Price") for an aggregate amount of up to Rs. 195,000,000 (Rupees Nineteen Crores Fifty Lakhs 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 9.88% of the paid-up equity share capital and free reserves as per the standalone audited balance sheet of the Company for the financial year ended December 31, 2015 (the last standalone audited balance sheet available for the financial year as on the date of the Board meeting recommending the proposal of the Buyback, held on September 14, 2016) and was within the statutory limits of 10% of the total paid-up equity share capital and free reserves as per the last standalone audited financial statements of the Company for the financial year ended December 31, 2015. The Equity Shares bought back represent 2.36% of the total number of paid-up equity share capital of the Company.

1.2. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

1.3. The tendering period for the Buyback Offer opened on Monday, November 7, 2016 and closed on Monday, November 21, 2016.

2. DETAILS OF THE BUYBACK

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

2.2. The total amount utilised in the Buyback is Rs. 195,000,000 (Rupees Nineteen Crores Fifty Lakhs Only) excluding transaction costs, viz. brokerage, applicable taxes, such as securities transaction tax, service tax, stamp duty, etc.

2.3. The Registrar to the Buyback, i.e., Link Intime India Private Limited, considered a total of 694 valid applications for 48,872,532 Equity Shares in response to the Buyback offer resulting in the subscription of approximately 16.29 times of the maximum number of shares proposed to be bought back in the buyback. The details of the valid applications considered by the Registrar are as under:

Category	No. of Equity Shares reserved in the Buyback	No. of valid Applications	Total Shares validly tendered	% Response
Reserved Category for Small Shareholder (Reserved Category)	450,000	617	496,074	110.24
General Category for other eligible Shareholders (General Category)	2,550,000	77	48,376,458	1,897.12
Total	3,000,000	694	48,872,532	1,629.08

As per certificate from Registrar

Note:

a) Small Shareholders have validly tendered 496,074 Equity Shares. However, against the Buyback Entitlement of 450,000 Equity Shares, the acceptance under the Buyback Entitlement of the valid bids in the Buyback was only for 45,264 Equity Shares (including acceptance of one (1) equity Share each from six (6) shareholders who had "0" entitlement as on Record Date). In view of the aforesaid response, 404,736 Additional Equity Shares (i.e. Equity Shares tendered over and above the Buyback Entitlement) have been accepted in proportion to the Additional Equity Shares tendered. Accordingly, out of 496,074 Equity Shares validly tendered by the Eligible Sellers in this category, 450,000 Equity Shares have been accepted in the Buyback.

b) General Category Shareholders have validly tendered 48,376,458 Equity Shares. However, against the Buyback Entitlement of 2,550,000 Equity Shares, the acceptance under the Buyback Entitlement of the valid bids in the Buyback was only for 2,390,450 Equity Shares. In view of the aforesaid response, 159,550 Additional Equity Shares (i.e. Equity Shares tendered over and above the Buyback Entitlement) have been accepted in proportion to the Additional Equity Shares tendered. Accordingly, out of 48,376,458 Equity Shares validly tendered by the Eligible Sellers in this category, 2,550,000 Equity Shares have been accepted in the Buyback.

2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/ rejection has been dispatched by the Registrar to the respective Equity Shareholders on November 29, 2016.

2.5. The settlement of all valid bids was completed by the Indian Clearing Corporation Limited / BSE Limited on November 29, 2016. 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 November 29, 2016. The unaccepted demat Equity Shares were returned to respective Seller Members / custodians by the Indian Clearing Corporation Limited / BSE Limited on November 29, 2016. There were no Physical Shares tendered in the Buyback.

2.7. The extinguishment of 3,000,000 Equity Shares (all in dematerialized form) accepted under the Buyback are currently under process and shall be completed by December 6, 2016.

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.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1. The capital structure of the Company, pre and post Buyback, is as under:

(Rupees in lacs)

Particulars	Pre-buyback	Post Buyback*
Authorised Share Capital		
200,000,000 equity shares of Re. 1 each	2,000.00	2,000.00
Issued, Subscribed and Paid Up Share Capital (Pre Buyback)		
126,870,425 equity shares of Re. 1 each fully paid-up ⁽¹⁾	1,268.70 ⁽¹⁾	-
Issued, Subscribed and Paid Up Share Capital (Post Buyback)		
123,870,425 equity shares of Re. 1 each fully paid-up	-	1,238.70
Total Paid-up Capital	1,268.70⁽¹⁾	1,238.70

(1) Based on standalone audited financial statements of the Company for the financial year ended December 31, 2015.

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

3.2. Details of shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back under the Buyback 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	1,120,306	37.34	0.90
2.	Satinder and Harpreet Rekhi Family Trust	275,249	9.17	0.22
3.	G M Solutions Pvt. Ltd.	216,274	7.21	0.17
4.	U Infosoft Pvt. Ltd.	208,341	6.94	0.17
5.	GMU Infosoft Pvt. Ltd.	204,251	6.81	0.16
6.	RightMatch Holdings Ltd.	195,782	6.53	0.16
7.	Sartaj Singh Rekhi	126,684	4.22	0.10
8.	Ramneet Singh Rekhi	107,147	3.57	0.09

3.3. 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	64,448,406	50.80	63,087,034	50.93
Foreign Investors (including Non Resident Indians/ FIIs/ Foreign Mutual Funds/ Foreign Nationals)	2,548,551	2.01	60,783,391	49.07
Financial Institutions / Banks and Mutual Funds promoted by Banks /Institutions	523	0.00		
Others (Public, Bodies Corporate, etc.)	59,872,945	47.19		
Total	126,870,425	100.00	123,870,425	100.00

(1) As on Record Date i.e. September 30, 2016.

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

4. MANAGER TO THE BUYBACK



Motilal Oswal Investment Advisors Private Limited

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Investor Grievance E-mail: moiaplredressal@motilaloswal.com

Website: <http://www.motilaloswalgroup.com>

Contact person: Mr. Subodh Mallya

SEBI Registration No.: INM000011005 / Permanent

CIN: U67190MH2006PTC160583

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(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/- Satinder Singh Rekhi Managing Director DIN:00006955	Sd/- Lt. Gen. Baldev Singh (Retd.) President & Senior Executive Director DIN:00006966	Sd/- Ashish Thakur Company Secretary & Compliance Officer Membership No.: A33607
Place: California (USA) Date: November 30, 2016	Place: Noida (U.P.), India Date: November 30, 2016	Place: Noida (U.P.), India Date: November 30, 2016