

R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India - 201 307

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Regd.Off.: B-104A, Greater Kailash-I,
New Delhi - 110 048

KIND ATTN : MR. HARI .K / MR. ANEESH KUMAR

REF: SECT/09/2016/22

SEPTEMBER 16, 2016

To,
The Managing Director
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra - (E),
Mumbai - 400 051.

Dear Sir,

SUB: BUY-BACK OF FULLY PAID UP EQUITY SHARES OF THE FACE VALUE OF RE. 1/- EACH THROUGH TENDER OFFER BY R SYSTEMS INTERNATIONAL LIMITED (THE "COMPANY") – SUBMISSION OF PUBLIC ANNOUNCEMENT

REF: STOCK CODE: NSE –RSYSTEMS

This has reference to intimation submitted through our letter No. SECT/09/2016/13 dated September 14, 2016, wherein we had informed that the Board of Directors of the Company approved the proposal for Buyback of Equity Shares of the Company through Tender Offer. In this regard please find enclosed a copy of the Public Announcement made and published in Business Standard Newspaper (English and Hindi language) all editions on September 16, 2016 pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buyback Regulations"), containing the disclosures as specified in part A of Schedule II of the Buyback Regulations.

This is for your records and reference.

Thanking you.

Yours faithfully,
For R Systems International Limited


Ashish Thakur
(Company Secretary & Compliance Officer)

Encl : As above.



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 Fax: (+91) 120 4082699;
 Website: www.rsystems.com; Email: investors@rsystems.com; Company Secretary & Compliance Officer: Mr. Ashish Thakur

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED.

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 8(1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended thereto (the "Buyback Regulations") and contains the disclosures as specified in Part A of Schedule II to the Buyback Regulations.

OFFER FOR BUYBACK OF UP TO 3,000,000 (THIRTY LAKHS) FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF RE. 1/- (RUPEE ONE) EACH ("EQUITY SHARES") AT A PRICE OF RS. 65/- (RUPEES SIXTY FIVE ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS.

1. DETAILS OF THE BUYBACK 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"), at its meeting held on Wednesday, September 14, 2016 (the "Board Meeting"), pursuant to the provisions of Article 70 of Articles of Association of the Company and "applicable provisions" of the Companies Act, 2013, as amended (the "Companies Act") and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board, approved the buyback by the Company of up to 3,000,000 (Thirty Lakhs) fully paid-up equity shares representing upto 2.36% of the total paid-up Equity Share capital of the Company at a price of Rs. 65/- (Rupees Sixty Five only) per Equity Share ("Buyback Price") payable in cash for an aggregate amount of up to Rs. 195,000,000 (Rupees Ninety Five Crores Fifty Lakhs only) ("Buyback Size"), which is 9.88% of the fully paid-up equity share capital and free reserves as per the audited standalone balance sheet of the Company as on December 31, 2015, on a proportionate basis through the "Tender Offer" route as prescribed under the Buyback Regulations from all of the shareholders who hold Equity shares as of the Record Date (as defined below) ("Buyback").

1.2. The Buyback Size does not include any other expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors' fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses.

1.3. The Equity Shares of the Company are listed on the National Stock Exchange of India Limited (the "NSE") and the BSE Limited (the "BSE") (hereinafter referred to as the "Stock Exchanges").

1.4. The Buyback Price of Rs. 65/- (Rupees Sixty Five only) per Equity Share has been arrived at after considering various factors such as (i) the share price benchmarks on the NSE, the stock exchange where the maximum volume of trading in the equity shares is recorded, (ii) the net worth of the Company, and (iii) the impact on the earnings per equity share.

1.5. The Buyback Price represents a premium of 17.03% and 17.48% over the volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, for the 3 months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback and 20.06% and 19.74% over the volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, for the 2 weeks preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback. The closing market price of the Equity Shares as on the date of intimation of the Board Meeting for considering the Buyback, being September 08, 2016, was Rs. 58.05 on NSE and Rs. 58.30 on the BSE. The Buyback Price is higher by 313.22% of the book value per Equity Share of the Company, which as of December 31, 2015, on a standalone basis, was Rs. 15.73 per Equity Share. The earnings per Equity Share of the Company prior to the Buyback, as on December 31, 2015, on a standalone basis, was Rs. 7.14 per Equity Share (excluding exceptional items the earnings per Equity Share was Rs. 2.53 per Equity Share). Assuming full acceptance under the Buyback the earnings per Equity Share of the Company will be Rs. 7.31 per Equity Share (excluding exceptional items the earnings per Equity Share will be Rs. 2.59 per Equity Share) post the Buyback.

1.6. The Buyback is in accordance with Section 68 and other applicable provisions of the Companies Act, Buyback Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 70 of the Articles of Association of the Company. The Buyback will be undertaken on a proportionate basis from the equity shareholders of the Company as on the Record Date (as defined below) ("Eligible Sellers") through the tender offer process prescribed under Regulation 4(1)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Sellers and settlement of the same through the stock exchange mechanism as specified by SEBI in the circular CIR/CFDIPOLICYCELL/12015 dated April 13, 2015. The Buyback is subject to other approvals, permissions and exemptions as may be required from time to time from any statutory and/or regulatory authority including SEBI and the Stock Exchanges.

1.7. The Buyback of Equity Shares may be subject to taxation in India and in the Country of Residence of the Eligible Sellers. In due course, Eligible Sellers will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences Eligible Sellers are required to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective tax officers in their case, and the appropriate course of action that they should take.

2. NECESSITY OF THE BUYBACK

2.1. The Buyback is being undertaken by the Company to return surplus funds to the equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost efficient manner. The Buyback is being undertaken for the following reasons:

2.1.1. The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

2.1.2. The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of 15% of the Buyback Size for small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholders";

2.1.3. The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and

2.1.4. The Buyback gives an option to the Eligible Sellers to either choose to participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback or choose not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

3. DETAILS OF PROMOTER'S SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK

3.1. The shareholding of the promoter and promoter group of the Company (the "Promoter and Promoter Group"), and Persons in Concert of the Company as on the date of the Board Meeting i.e. September 14, 2016 is given below:

(a) Satinder Singh Rekhi

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
May 14, 1993	Subscriber to MOA	10	10	10.00	Cash
February 3, 1996	Allotment	49,970	10	10.00	Cash
July 25, 2000	Transfer	(25,580)	10	20.00	Cash
August 20, 2000	Transfer	(24,400)	10	20.00	Cash
July 18, 2005	Transfer	28,500	2	42.06	Cash
January 04, 2006	Transfer	114,000	2	60.46	Cash
January 28, 2006	Transfer	84,000	2	50.26	Cash
January 30, 2006	Consolidation	45,300	10	N.A.	N.A.
January 30, 2006	Bonus	45,300	10	N.A.	N.A.
February 20, 2013	Off Market Purchase	40,320	10	200.00	Cash
February 28, 2014	Sub-Division*	1,309,200	1	N.A.	N.A.
Total Current Holding					
		1,309,200			

(b) Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi)

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
January 02, 2001	Allotment	52,260	10	10,848.00 (approx.)	Other than cash
January 05, 2001	Bonus*	940,680	10	N.A.	N.A.
January 05, 2001	Sub-Division*	4,964,700	2	N.A.	N.A.
January 28, 2006	Transfer	(160,405)	2	0.00001	Cash
January 30, 2006	Consolidation*	960,859	10	N.A.	N.A.
January 30, 2006	Bonus*	960,859	10	N.A.	N.A.
September 18, 2013	Transfer*	(87,000)	10	200.00	Cash
January 01, 2014	Transfer*	(39,600)	10	265.00	Cash
February 28, 2014	Sub-Division*	17,951,180	1	N.A.	N.A.
June 26, 2014	Transfer*	(925,000)	1	45.00	Cash
August 06, 2014	Transfer*	(400,000)	1	45.00	Cash
September 17, 2014	Transfer*	(301,000)	1	46.00	Cash
April 27, 2015	Transfer*	(1,210,000)	1	74.00	Cash
May 15, 2015	Transfer*	(227,700)	1	63.00	Cash
June 20, 2015	Transfer*	(409,500)	1	64.00	Cash
August 31, 2015	Transfer*	(1,310,000)	1	70.00	Cash
December 10, 2015	Transfer*	(149,000)	1	65.00	Cash
Total Current Holding					
		13,018,980			

(c) RightMatch Holdings Ltd.

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
September 12, 2000	Transfer*	24,400	10	20.00	Cash
January 05, 2001	Bonus*	439,200	10	N.A.	N.A.
January 05, 2001	Sub-Division*	2,318,000	2	N.A.	N.A.
January 30, 2006	Consolidation*	463,600	10	N.A.	N.A.
January 30, 2006	Bonus*	463,600	10	N.A.	N.A.
February 28, 2014	Sub-Division*	9,272,000	1	N.A.	N.A.
Total Current Holding					
		9,272,000			

(d) GMU Infosoft Private Limited

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
November 20, 2000	Transfer	17,240	10	20.00	Cash
January 5, 2001	Bonus Issue*	310,320	10	N.A.	N.A.
January 5, 2001	Sub-Division*	1,637,800	2	N.A.	N.A.
January 30, 2006	Consolidation*	327,560	10	N.A.	N.A.
January 30, 2006	Bonus*	327,560	10	N.A.	N.A.
March 19, 2012	Purchase*	2,953	10	150.00	Cash
March 20, 2012	Purchase*	571	10	145.10	Cash
March 21, 2012	Purchase*	993	10	145.25	Cash
March 22, 2012	Purchase*	200	10	145.25	Cash
March 23, 2012	Purchase*	260	10	145.14	Cash
March 26, 2012	Purchase*	9,504	10	149.15	Cash
March 27, 2012	Purchase*	8,232	10	149.93	Cash
March 28, 2012	Purchase*	5,275	10	151.02	Cash
March 29, 2012	Purchase*	8,382	10	152.04	Cash
March 30, 2012	Purchase*	8,678	10	154.79	Cash
June 20, 2012	Purchase*	4,115	10	161.66	Cash
June 21, 2012	Purchase*	83	10	160.27	Cash
June 22, 2012	Purchase*	1,277	10	164.40	Cash
June 25, 2012	Purchase*	6,113	10	165.56	Cash
June 26, 2012	Purchase*	14,815	10	167.66	Cash
June 27, 2012	Purchase*	5,375	10	169.50	Cash
June 28, 2012	Purchase*	5,200	10	174.87	Cash
June 29, 2012	Purchase*	7,825	10	187.22	Cash
August 07, 2012	Purchase*	129	10	165.00	Cash
August 08, 2012	Purchase*	362	10	165.00	Cash
August 09, 2012	Purchase*	991	10	165.00	Cash
August 13, 2012	Purchase*	946	10	165.00	Cash
August 14, 2012	Purchase*	1,315	10	164.75	Cash
August 16, 2012	Purchase*	164	10	165.00	Cash
August 17, 2012	Purchase*	71	10	165.00	Cash
August 21, 2012	Purchase*	304	10	165.00	Cash
August 22, 2012	Purchase*	185	10	165.00	Cash
August 23, 2012	Purchase*	1,029	10	165.00	Cash
August 24, 2012	Purchase*	7,971	10	165.00	Cash
August 27, 2012	Purchase*	980	10	165.00	Cash
August 28, 2012	Purchase*	1,467	10	165.00	Cash
August 29, 2012	Purchase*	496	10	165.00	Cash
August 30, 2012	Purchase*	247	10	165.00	Cash
August 31, 2012	Purchase*	1	10	165.00	Cash
September 03, 2012	Purchase*	51	10	165.00	Cash
September 04, 2012	Purchase*	134	10	165.00	Cash
September 05, 2012	Purchase*	169	10	165.00	Cash
September 06, 2012	Purchase*	597	10	165.00	Cash
September 08, 2012	Purchase*	185	10	165.00	Cash
September 10, 2012	Purchase*	1,000	10	165.00	Cash
September 11, 2012	Purchase*	1,611	10	165.00	Cash
September 12, 2012	Purchase*	1,345	10	165.00	Cash
September 13, 2012	Purchase*	786	10	165.00	Cash
September 14, 2012	Purchase*	1,608	10	164.70	Cash
September 17, 2012	Purchase*	165	10	165.00	Cash
September 18, 2012	Purchase*	97	10	165.00	Cash
September 20, 2012	Purchase*	528	10	165.00	Cash
September 21, 2012	Purchase*	2,552	10	165.00	Cash
September 24, 2012	Purchase*	7,374	10	165.16	Cash
September 28, 2012	Purchase*	35	10	179.96	Cash

(e) GM Solutions Private Limited

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
November 23, 2000	Transfer	17,240	10	20.00	Cash
January 5, 2001	Bonus Issue*	310,320	10	N.A.	N.A.
January 5, 2001	Sub-Division*	1,637,800	2	N.A.	N.A.
June 26, 2005	Transfer	(34,500)	2	2.00	Cash
January 16, 2006	Transfer	(100,000)	2	2.00	Cash
January 30, 2006	Consolidation*	300,660	10	N.A.	N.A.
January 30, 2006	Bonus*	300,660	10	N.A.	N.A.
April 20, 2006	Sale (through tender offer in IPO)	200,000	10	250.00	Cash
May 13, 2006	Purchase*	22,194	10	121.94	Cash
June 5, 2006	Purchase*	136,469	10	163	Cash
June 6, 2006	Purchase*	17,629	10	147.35	Cash
June 7, 2006	Purchase*	32,260	10	145.14	Cash
June 8, 2006	Purchase*	32,105	10	119.96	Cash
June 10, 2006	Purchase*	8,700	10	145.00	Cash
June 12, 2006	Purchase*	1,465	10	130.61	Cash
June 20, 2006	Purchase*	2,000	10	131.98	Cash
June 9, 2008	Purchase*	17,125	10	108.79	Cash
June 17, 2008	Purchase*	50	10	102.48	Cash
June 30, 2008	Purchase*	8,542	10	93.19	Cash
February 28, 2011	Purchase*	3,762	10	139.26	Cash
August 30, 2011	Purchase*	13,207	10	110.70	Cash
September 02, 2011	Purchase*	130	10	103.69	Cash
December 19, 2011	Purchase*	4,264	10	128.71	Cash
December 20, 2011	Purchase*	6,468	10	129.81	Cash
December 21, 2011	Purchase*	7,939	10	131.11	Cash
December 22, 2011	Purchase*	1,657	10	131.57	Cash
December 26, 2011	Purchase*	200	10	140.50	Cash
June 15, 2012	Purchase*	84,272	10	151.69	Cash
June 18, 2012	Purchase*	2,866	10	152.31	Cash
June 19, 2012	Purchase*	3,434	10	154.50	Cash
June 20, 2012	Purchase*	2,705	10	158.95	Cash
September 18, 2013	Transfer*	29,000	10	200.00	Cash
January 01, 2014	Transfer*	13,200	10	265.00	Cash
February 28, 2014	Sub-Division*	8,529,630	1	N.A.	N.A.
June 26, 2014	Transfer*	300,000	1	45.00	Cash
August 01, 2014	Purchase*	6,969	1	52.00	Cash
August 04, 2014	Purchase*	1,983	1	51.00	Cash
August 05, 2014	Purchase*	11,655	1	51.00	Cash
August 06, 2014	Purchase*	147,587	1	45.11	Cash
August 07, 2014	Purchase*	13,000	1	50.34	Cash
September 17, 2014	Transfer*				

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
September 18, 2013	Transfer ¹	29,000	10	200.00	Cash
January 01, 2014	Transfer ²	13,200	10	265.00	Cash
February 28, 2014	Sub-Division	8,219,660	1	NA	NA
June 26, 2014	Transfer ²	290,000	1	45.00	Cash
August 06, 2014	Transfer ²	135,000	1	45.00	Cash
September 17, 2014	Transfer ²	127,000	1	46.00	Cash
April 27, 2015	Transfer ²	405,000	1	74.00	Cash
May 15, 2015	Transfer ²	71,100	1	63.00	Cash
June 20, 2015	Transfer ²	134,000	1	64.00	Cash
August 31, 2015	Transfer ²	430,000	1	70.00	Cash
December 10, 2015	Transfer ²	55,000	1	65.00	Cash
Total Current Holding		9,866,760			

¹Purchased from open Market
²Inter-se Transfer between Promoter & Promoter Group

(g) Sartaj Singh Rekhi

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
February 16, 2000	Transfer	1	10	10.00	Cash
January 5, 2001	Bonus ¹	18	10	N.A.	N.A.
January 5, 2001	Sub-Division ²	95	2	N.A.	N.A.
June 27, 2005	Transfer	95,000	2	0.47	Cash
July 18, 2005	Transfer	1,222,500	2	1.07	Cash
January 18, 2006	Transfer	(98)	2	14.85	Cash
January 18, 2006	Transfer	3	2	10.00	Cash
January 28, 2006	Transfer	(1,279,595)	2	0.00001	Cash
January 30, 2006	Consolidation *	7,581	10	NA	NA
January 30, 2006	Bonus ³	7,581	10	NA	NA
December 11, 2006	Purchase ⁴	7,000	10	179.42	Cash
August 07, 2006	Off Market Purchase	19,380	10	19.50	Cash
March 05, 2007	Purchase ⁵	9,000	10	139.58	Cash
March 15, 2007	Purchase ⁵	5,510	10	136.10	Cash
March 16, 2007	Purchase ⁵	2,370	10	139.53	Cash
March 26, 2007	Purchase ⁵	12,217	10	135.31	Cash
November 01, 2007	Purchase ⁵	46,710	10	92.72	Cash
November 06, 2007	Purchase ⁵	28,807	10	89.85	Cash
March 20, 2008	Purchase ⁵	20,197	10	90.54	Cash
March 31, 2008	Purchase ⁵	2,200	10	77.77	Cash
December 19, 2011	Purchase ⁵	12,496	10	130.46	Cash
December 20, 2011	Purchase ⁵	665	10	126.30	Cash
December 22, 2011	Purchase ⁵	15,202	10	133.40	Cash
December 26, 2011	Purchase ⁵	2,200	10	140.50	Cash
December 27, 2011	Purchase ⁵	4,849	10	144.33	Cash
December 29, 2011	Purchase ⁵	16,014	10	148.86	Cash
December 29, 2011	Purchase ⁵	12,739	10	151.30	Cash
December 30, 2011	Purchase ⁵	12,227	10	152.78	Cash
February 13, 2012	Purchase ⁵	13,170	10	141.46	Cash
February 14, 2012	Purchase ⁵	25,119	10	145.40	Cash
February 15, 2012	Purchase ⁵	8,100	10	145.00	Cash
February 28, 2012	Off Market Purchase	38,000	10	148.00	Cash
June 18, 2012	Off Market Purchase	15,200	10	148.00	Cash
December 11, 2013	Inter-se Transmission	254,600	10	N.A.	N.A.
February 28, 2014	Sub-Division ²	5,991,340	1	N.A.	N.A.
Total Current Holding		5,991,340			

¹Purchased from open Market.

(h) Ramneet Singh Rekhi

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
December 15, 2006	Purchase ⁵	8,513	10	169.75	Cash
March 06, 2007	Purchase ⁵	9,993	10	126.84	Cash
March 07, 2007	Purchase ⁵	8,232	10	121.33	Cash
March 08, 2007	Purchase ⁵	5,974	10	120.87	Cash
March 28, 2007	Purchase ⁵	9,009	10	131.07	Cash
March 30, 2007	Purchase ⁵	6,500	10	133.01	Cash
August 07, 2007	Purchase ⁵	19,000	10	107.55	Cash
August 24, 2007	Purchase ⁵	40,000	10	95.49	Cash
September 17, 2007	Off Market Transaction	19,380	10	95.00	Cash
February 15, 2012	Purchase ⁵	18,215	10	147.30	Cash
February 16, 2012	Purchase ⁵	31,683	10	151.87	Cash
February 17, 2012	Purchase ⁵	5,431	10	154.02	Cash
February 21, 2012	Purchase ⁵	7,030	10	156.49	Cash
February 22, 2012	Purchase ⁵	104	10	150.00	Cash
February 23, 2012	Purchase ⁵	7,142	10	155.78	Cash
February 24, 2012	Purchase ⁵	6,703	10	156.52	Cash
February 27, 2012	Purchase ⁵	8,231	10	154.30	Cash
February 28, 2012	Purchase ⁵	5,900	10	157.86	Cash
February 29, 2012	Purchase ⁵	565	10	153.81	Cash
March 01, 2012	Purchase ⁵	2,573	10	156.66	Cash
March 02, 2012	Purchase ⁵	2,052	10	160.97	Cash
March 09, 2012	Purchase ⁵	13,208	10	150.00	Cash
March 12, 2012	Purchase ⁵	5,555	10	151.90	Cash
March 16, 2012	Purchase ⁵	11,020	10	150.00	Cash
December 11, 2013	Inter-se Transmission	254,600	10	N.A.	N.A.
February 28, 2014	Sub-Division ²	5,066,130	1	N.A.	N.A.
Total Current Holding		5,066,130			

¹Purchased from open Market

(i) Lt. Gen. Baldev Singh (Retd.) (Person Acting in Concert)

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
February 16, 2000	Transfer	1	10	10.00	Cash
November 4, 2000	Transfer	2,000	10	20.00	Cash
January 5, 2001	Bonus ¹	36,018	10	N.A.	N.A.
January 5, 2001	Sub-Division ²	190,095	-	N.A.	N.A.
January 25, 2006	Allotment under ESOP Plan	6,825	2	42.00	Cash
January 30, 2006	Consolidation*	39,404	10	N.A.	N.A.
January 30, 2006	Bonus ³	39,404	10	N.A.	N.A.
April 20, 2006	Allotment	3,000	10	250.00	Cash
August 6, 2006	Sale ⁴	8,808	10	104.32	Cash
April 27, 2006	Sale ⁴	1,700	10	260.00	Cash
August 2, 2006	Sale ⁴	2,685	10	165.00	Cash
December 27, 2006	Allotment under ESOP Plan	1,385	10	105.00	Cash
March 04, 2010	Sale ⁴	5,000	10	101.00	Cash
June 06, 2013	Sale ⁴	5,000	10	221.00	Cash
June 07, 2013	Sale ⁴	10,000	10	221.00	Cash
June 11, 2013	Sale ⁴	5,000	10	221.00	Cash
June 12, 2013	Sale ⁴	5,000	10	221.00	Cash
June 14, 2013	Sale ⁴	5,000	10	221.00	Cash
June 25, 2013	Sale ⁴	5,000	10	221.00	Cash
February 28, 2014	Sub-Division ²	300,000	1	N.A.	N.A.
June 09, 2014	Sale ⁴	9,487	1	50.00	Cash
June 10, 2014	Sale ⁴	516	1	50.02	Cash
June 11, 2014	Sale ⁴	6,262	1	50.54	Cash
August 13, 2014	Sale ⁴	11,541	1	50.02	Cash
August 14, 2014	Sale ⁴	12,978	1	50.50	Cash
August 19, 2014	Sale ⁴	8,750	1	49.53	Cash
August 21, 2014	Sale ⁴	58,668	1	55.04	Cash
August 22, 2014	Sale ⁴	5,000	1	54.00	Cash
September 11, 2014	Sale ⁴	7,537	1	53.54	Cash
September 12, 2014	Sale ⁴	1,931	1	53.76	Cash
October 31, 2014	Sale ⁴	10,000	1	65.00	Cash
November 17, 2014	Sale ⁴	25,000	1	72.15	Cash
November 03, 2015	Sale ⁴	601	1	70.31	Cash
November 04, 2015	Sale ⁴	2,135	1	70.82	Cash
June 14, 2016	Sale ⁴	5,000	1	55.51	Cash
Total Current Holding		134,594			

¹Sale in Open Market

Date of transaction	Nature of transaction	Number of Equity Shares	Face Value (Rs.)	Issue/Consideration Per Equity Share (Rs.)	Consideration (Cash, other than cash)
November 10, 2000	Allotment	3,000	10	20.00	Cash
November 10, 2000	Transfer	(2,650)	10	20.00	Cash
January 5, 2001	Bonus ¹	6,300	10	N.A.	N.A.
January 5, 2001	Sub-Division ²	33,250	2	N.A.	N.A.
July 18, 2005	Transfer	75,000	2	1.20	Cash
January 18, 2006	Transfer	63,650	2	7.07	Cash
January 30, 2006	Consolidation*	34,380	10	N.A.	N.A.
January 30, 2006	Bonus ³	34,380	10	N.A.	N.A.
August 26, 2013	Allotment under ESOP Plan	25,000	10	120.70	Cash
September 27, 2013	Sale ⁴	500	10	293.00	Cash
October 28, 2013	Sale ⁴	5,000	10	329.00	Cash
February 28, 2014	Sub-Division ²	882,600	1	N.A.	N.A.
June 06, 2014	Sale ⁴	3,235	1	50.00	Cash
June 11, 2014	Sale ⁴	670	1	51.00	Cash
July 30, 2014	Sale ⁴	9,000	1	53.00	Cash
July 31, 2014	Sale ⁴	4,225	1	54.63	Cash
August 01, 2014	Sale ⁴	14,338	1	52.00	Cash
August 06, 2014	Sale ⁴	544	1	51.50	Cash
August 08, 2014	Sale ⁴	35,000	1	49.00	Cash
August 11, 2014	Sale ⁴	11,000	1	51.41	Cash
August 13, 2014	Sale ⁴	3,375	1	52.10	Cash
August 18, 2014	Sale ⁴	125	1	51.00	Cash
August 19, 2014	Sale ⁴	1,304	1	50.00	Cash
August 21, 2014	Sale ⁴	37,000	1	52.03	Cash
September 08, 2014	Sale ⁴	34,000	1	52.43	Cash
September 09, 2014	Sale ⁴	3,017	1	53.89	Cash
September 10, 2014	Sale ⁴	13,158	1	53.39	Cash
September 11, 2014	Sale ⁴	4,000	1	53.19	Cash
September 16, 2014	Sale ⁴	2,903	1	50.12	Cash
September 18, 2014	Sale ⁴	6,921	1	50.25	Cash
September 19, 2014	Sale ⁴	6,160	1	50.50	Cash
Total Current Holding		692,625			

¹Sale in Open Market
²In the Extraordinary General Meeting of the Company held on January 05, 2001, the shareholders approved the issuance of 3,600,000 bonus shares of Rs. 10 each in the ratio of 1:18 by way of capitalisation of accumulated profits.
³Upon subdivision of equity shares of Face Value of Rs. 10 each into five equity shares of Rs. 2/- each approved by Shareholders at the Extra Ordinary General Meeting of the Company held on January 05, 2001.
⁴Upon consolidation of each of the five equity shares of Rs. 2 each into one equity share of Rs. 10 as approved by Shareholders at the Extra Ordinary General Meeting of the Company dated January 25, 2006. The consolidation has been given effect from January 30, 2006.
⁵In the Extra Ordinary General Meeting of the Company held on January 25, 2006, the shareholders approved the issuance of 5,355,255 bonus shares of Rs. 10 each in the ratio of 1:1 by way of capitalisation of accumulated profits. The bonus has been given effect from January 30, 2006.
⁶Upon Sub-division of Equity Shares of Rs. 10 each into five Equity Shares of Rs. 2 each approved by the Shareholders through Postal Ballot On January 13, 2014. The record date for this purpose was fixed on February 28, 2014.
 4. The Company confirms that it has not taken any deposits and issued debentures or preference shares. Further, the Company also confirms that there are no defaults subsisting in the repayment of deposits, interest payments thereon, redemption of debentures or interest payments thereon or redemption of preference shares or payment of dividend due to any shareholder or repayment of term loans or interest payment thereon to any financial institution or bank.
 5. The Board has confirmed that it has made full enquiry into the affairs and prospects of the Company and has formed the opinion that:
 5.1. Immediately following the date of convening of the Board Meeting at which the Buyback of the Equity Shares is approved, there will be no grounds on which the Company could be found unable to pay its debts;
 5.2. As regards the Company's prospects for the year immediately following the date of the Board meeting, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the view of the Board, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
 5.3. In forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).
 6. The text of the report dated September 14, 2016 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.

Quote
 To
 The Board of Directors
 R Systems International Limited
 B-104A, Greater Kailash-I, New Delhi-110048

Dear Sirs,
Subject: Report in terms of Clause (x) of Part A of Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
 In connection with the proposal of R Systems International Limited (the Company), and as approved by its Board of Directors at its meeting held on September 14, 2016, to buy back its shares and in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 read together with relevant rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and subsequent amendments thereof, and based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report as follows:
 i) We have inquired into the Company's State of Affairs in relation to its audited standalone financial statements for the year ended December 31, 201