



## 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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www.rsystems.com

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

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

REF: SECT/12/2016/07

DECEMBER 08, 2016

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

Dear Sir,

**SUB: R SYSTEMS INTERNATIONAL LIMITED (THE "COMPANY") - BUY BACK 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/12/2016/03 dated December 02, 2016 submitted for intimation of extinguishment of shares bought back under the captioned buyback. Please find enclosed a certificate issued pursuant to Regulations 12 of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998.

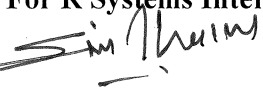
We wish to inform you that pursuant to the corporate action effected on December 01, 2016 for extinguishment of 3,000,000 (Thirty Lakhs) equity shares of Re. 1/- (Rupee One) each, the paid up and issued share capital of R Systems International Limited stands reduced from Rs. 126,870,425 to Rs. 123,870,425.

This is for your intimation and record.

Thanking you.

Yours faithfully,

**For R Systems International Limited**

  
**Ashish Thakur**  
**(Company Secretary and Compliance Officer)**



# S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Golf View Corporate Tower-B  
Sector-42, Sector Road  
Gurgaon-122 002, Haryana, India  
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Fax : +91 124 464 4050

To  
The Board of Directors  
R Systems International Limited  
C-40, Sector 59,  
Noida - 201307

Dear Sirs,

1. At the request of management of R Systems International Limited (the "Company"), we have examined the attached Certificate of Extinguishment of Equity Shares Bought-back by the Company as at December 05, 2016 (the "Statement"), prepared by the Company and signed by us for identification purposes. The Statement has been prepared, and this Certificate is issued, in connection with Regulation 12, of the Securities and Exchange Board of India (buy back of securities) Regulations, 1998, as amended (the Regulations').
2. We have performed the following procedures on the Statement:
  - a. We have obtained independently, Transaction Statement of Company's depository account number 12010900 06715514, opened and maintained by the Company with Motilal Oswal Securities Limited for the purpose of buyback, inter-alia, giving the details of 3,000,000 shares bought back through the tender offer route and the corresponding extinguishment done by Central Depository Services (India) Limited (CDSL) on December 01, 2016.
  - b. We noted that number of shares bought back and number of shares extinguished are equal.
  - c. We received from the Company, a letter no. CDSL/OPS/IPO-CA/2016-17/CA- dated December 02, 2016 issued by CDSL for extinguishment of the equity shares of the Company bought back under the buy back offer and the Transaction Statement issued by CDSL. We relied on the certificate and the Transaction Statement as made available by the Company and have performed no independent procedures in this regard.
  - d. Verified that the number of equity shares extinguished by CDSL (as referred in para c above) tallies with the equity shares debited in the aforesaid depository account number 12010900 06715514, opened and maintained by the Company with Motilal Oswal Securities Limited.
3. Further, we have relied on management's representations that the Company has used only one depository account i.e. 12010900 06715514 for buy back of the equity shares.
4. Based on the procedures performed by us, as set out in paragraph 2 above, and according to the information and explanations given to us, we hereby confirm that, equity shares bought-back under the Buyback offer, aggregating to 3,000,000 (Three million) have been extinguished.
5. The attached Statement is the responsibility of management of the Company, which is also responsible for establishing and maintaining effective internal control for properly recording the information in the Statement and for overall fair presentation of the Statement. Our responsibility is to perform the procedures mentioned in paragraph 2 above, and state our findings. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (the 'ICAI'). We have not performed an audit on the Statement, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate.

CERTIFIED TRUE COPY

S.R. Batliboi & Associates LLP, a Limited Liability Partnership with LLP Identity No. AAB-4295  
Regd. Office : 22, Carrac Street, Block 'C', 3rd Floor, Kolkata-700 016



For R Systems International Ltd.

  
Company Secretary

# **S.R. BATLIBOI & ASSOCIATES LLP**


Chartered Accountants

6. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.
7. This certificate is issued solely for the purpose set forth in paragraph 1 hereof, and for your information only, and is not to be used, referred to or distributed, for any other purpose or to any other parties, without our prior written consent. This certificate relates only to the items specified above and does not extend to any financial statements of the Company.

**For S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W / E300004

  
per **Yogender Seth**  
Partner  
Membership No.: 94524



Place: Gurgaon

Date: December 05, 2016

**CERTIFIED TRUE COPY**

For R Systems International Ltd.

  
Company Secretary

Date: December 05, 2016

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 3,000,000 (Thirty Lakhs) fully paid-up equity shares of face value Re. 1/- (Rupee One) 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 settlement of all valid bids tendered during the tendering period (i.e. from November 07, 2016 to November 21, 2016), to the extent of accepted shares, was completed on November 29, 2016.

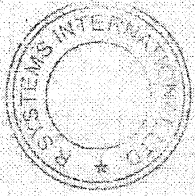
In this regard, it is hereby certified that the Company has bought back 3,000,000 (Thirty Lakhs) equity shares, all of which were in dematerialised form. No equity share was tendered in the physical form and hence no shares were bought back in the physical format. Accordingly, the bought back equity shares, were extinguished in compliance with the provision of Regulation 12(2) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("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 September 14, 2016 (Pre-extinguishment)	126,870,425	126,870,425
2.	Shares extinguished on December 01, 2016	3,000,000	3,000,000
3.	Issued and Paid-up Equity Share Capital as on December 02, 2016 (Post-extinguishment)	123,870,425	123,870,425

A copy of the certificate No. CDSL/OPS/IPO-CA/2016-17/CA-206842,010 dated December 02, 2016 from the Central Depository Services (India) Limited (CDSL) for extinguishment of 3,000,000 (Thirty Lakhs) equity shares is enclosed for your reference.

For and on behalf of  
R Systems International Limited



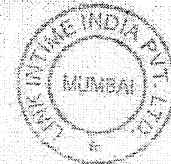
Satinder Singh Rekhi  
Managing Director

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

Ashish Thakur  
Company Secretary &  
Compliance Officer

For S.R. Batliboi & Associates LLP  
ICAI Firm registration number:  
101049W/E300004  
Chartered Accountants

For Link Intime India Private Limited  
Haresh Hinduja  
Authorised Signatory



per Yogender Seth S.R. Batliboi & Associates LLP, Gurgaon  
Partner  
Membership No. 94522 for identification

**CERTIFIED TRUE COPY**

For R Systems International Ltd.

Company Secretary