# GMU INFOSOFT PRIVATE LIMITED

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

DECEMBER 26, 2011

To,
The Company Secretary & Compliance Officer
R Systems International Limited,
B – 104A, Greater Kailash - I,
New Delhi - 110 048

Dear Sir,

**SUB: DISCLOSURE UNDER REGULATION 13 (4A) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 AS AMENDED AND REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

This is to inform you the acquisition of equity shares of R Systems International Limited by GMU Infosoft Private Limited on December 23, 2011.

The requisite disclosure in terms of Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011 are enclosed.

This is for your information and records.

Thanking you.

Yours faithfully,

**For GMU Infosoft Private Limited**

**Director**

**FORM D**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

**Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company**

| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment advice / acquisition/ sale of shares / voting rights | Date of intimation to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.)/ sale | No. & % of shares / voting rights post acquisition /-sale | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 2 | 3 | 3 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| GMU Infosoft Private Limited<br>PAN: AABCG6104H<br>**Address:** B - 104A, Greater Kailash - I, New Delhi - 110 048 | Pre-acquisition holding: 655,120 Shares (5.32%) Acquired 13,855 shares (0.11%) | Acquisition on December 23, 2011 | December 26, 2011 | Market Purchase | 668,975 Shares (5.43%) | Best Bull Stock Trading SEBI Regn. No - INB 230815721 (NSE) & INB 011265734 (BSE) | NSE & BSE | 13,855 | 1,903,049 | Nil | Nil |

**For GMU Infosoft Private Limited**

**Director**

Place: **Singapore**
Date : **December 26, 2011**

**Annexure-B**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| 1. Name of the Target Company (TC) | R SYSTEMS INTERNATIONAL LIMITED | | |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | GMU Infosoft Private Limited<br>(List of Promoters & PAC is enclosed as Annexure-1) | | |
| 3. Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | (1) National Stock Exchange of India Limited (NSE)<br>(2) BSE Limited (BSE) | | |
| 5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC | Number | % w.r.t.total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC (*) |
| **Before the acquisition/disposal under consideration, holding of :** | | | |
| a) Shares carrying voting rights | 655,120 | 5.319 | 5.092 |
| b) Voting rights (VR) otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | - | - | - |
| Total (a+b+c) | 655,120 | 5.319 | 5.092 |
| **Details of acquisition/sale** | | | |
| a) Shares carrying voting rights acquired/sold | 13,855 | 0.112 | 0.108 |
| b) Voting rights (VR) acquired/sold otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold | - | - | - |
| Total (a+b+c) | 13,855 | 0.112 | 0.108 |
| **After the acquisition/sale, holding of:** | | | |
| a) Shares carrying voting rights | 668,975 | 5.431 | 5.200 |
| b) Voting rights (VR) otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition | - | - | - |
| Total (a+b+c) | 668,975 | 5.431 | 5.200 |
| 6. Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc). | Open Market | | |
| 7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | Acquisition on December 23, 2011 | | |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale | Rs. 123,168,860/- (Divided into 12,316,886 paid-up Equity shares of Rs. 10/- each) | | |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition / sale | Rs. 123,168,860/- (Divided into 12,316,886 paid-up Equity shares of Rs. 10/- each) | | |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale. | Rs. 128,660,210/- (Divided into 12,866,021 Equity shares of Rs. 10/- each) | | |

(*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

**For GMU Infosoft Private Limited**

**Director**

**Signature of the acquirer / ~~seller~~ / Authorised Signatory**

**Place: Singapore**

**Date: December 26, 2011**

## ANNEXURE I

**LIST OF PROMOTERS AND PERSONS ACTING IN CONCERT WITH THEM**

| S. No | Name of Shareholder | Category |
|---|---|---|
| 1 | Mr. Satinder Singh Rekhi | Foreign Promoter |
| 2 | Mrs. Harpreet Rekhi | Foreign Promoter |
| 3 | Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi) | Foreign Promoter |
| 4 | RightMatch Holdings Ltd | Foreign Promoter |

| S. No | Name of Shareholder | Category |
|---|---|---|
| 1 | GMU Infosoft Private Limited | Person Acting in Concert |
| 2 | GM Solutions Private Limited | Person Acting in Concert |
| 3 | U Infosoft Private Limited | Person Acting in Concert |
| 4 | Lt. Gen. Baldev Singh (Retd.) | Person Acting in Concert |
| 5 | Mr. Sartaj Singh Rekhi | Person Acting in Concert |
| 6 | Mr. Ramneet Singh Rekhi | Person Acting in Concert |
| 7 | Mrs Kuldeep Baldev Singh | Person Acting in Concert |
| 8 | Mrs Anita Behl | Person Acting in Concert |
| 9 | Mrs. Sangeeta Uberoi | Person Acting in Concert |
| 10 | Mr. Mandeep Singh Sodhi | Person Acting in Concert |
| 11 | Guru Tegh Bahadur Irrevocable Trust (Trustee: Mandeep S. Sodhi) | Person Acting in Concert |
| 12 | Guru Harkrishan Irrevocable Trust (Trustee: Mandeep S. Sodhi) | Person Acting in Concert |

**For GMU Infosoft Private Limited**

**Director**

**Place : Singapore**
**Date : December 26, 2011**

December 26, 2011

To,
The Company Secretary & Compliance Officer,
R Systems International Limited,
B – 104A, Greater Kailash - I,
New Delhi - 110 048

Dear Sir,

**SUB: DISCLOSURE UNDER REGULATION 13 (4A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & REGULATION 29(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011**

This is to inform you the acquisition of equity shares of R Systems International Limited by me on December 22, 2011.

The requisite disclosure pursuant to Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation 2011 are enclosed.

This is for your information & records.

Thanking you.

Yours faithfully,

**Sartaj Singh Rekhi**

**FORM D**

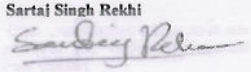
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

**Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company**

| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment advice / acquisition/ sale of shares / voting rights | Date of intimation to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.)/ sale | No. & % of shares / voting rights post acquisition /~~sale~~ | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 2 | 3 | 3 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| Mr. Sartaj Singh Rekhi<br>S/o Mr. Satinder Singh Rekhi<br>(Chairman & Managing Director)<br>PAN : AJBPR8836K<br>**Contact Address:**<br>2051, Last Chance Court, Gold River CA 95670, USA **Tele:** 001-916-852-6535 | Pre-acquisition holding: 181,714 Shares (1.48%)<br>Acquired 15,202 shares (0.12%) | Acquisition on December 22, 2011 | December 26, 2011 | Market Purchase | 196,916 Shares (1.60%) | Best Bull Stock Trading SEBI Regn. No - INB 230815721 (NSE) & INB 011265734 (BSE) | NSE & BSE | 15,202 | 2,028,019 | Nil | Nil |

**Sartaj Singh Rekhi**



**Place: Singapore**
**Date : December 26, 2011**

**Annexure-B**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| 1. Name of the Target Company (TC) | R SYSTEMS INTERNATIONAL LIMITED | | |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Sartaj Singh Rekhi<br>(List of Promoters & PAC is enclosed as Annexure-1) | | |
| 3. Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | (1) National Stock Exchange of India Limited (NSE)<br>(2) BSE Limited (BSE) | | |
| 5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC | Number | % w.r.t.total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC (*) |
| **Before the acquisition/disposal under consideration, holding of :** | | | |
| a) Shares carrying voting rights | 181,714 | 1.475 | 1.412 |
| b) Voting rights (VR) otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | - | - | - |
| Total (a+b+c) | 181,714 | 1.475 | 1.412 |
| **Details of acquisition/sale** | | | |
| a) Shares carrying voting rights acquired/sold | 15,202 | 0.123 | 0.118 |
| b) Voting rights (VR) acquired/sold otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold | - | - | - |
| Total (a+b+c) | 15,202 | 0.123 | 0.118 |
| **After the acquisition/sale, holding of:** | | | |
| a) Shares carrying voting rights | 196,916 | 1.599 | 1.531 |
| b) Voting rights (VR) otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition | - | - | - |
| Total (a+b+c) | 196,916 | 1.599 | 1.531 |
| 6. Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc). | Open Market | | |
| 7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | Acquisition on December 22, 2011 | | |
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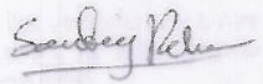
**Sartaj Singh Rekhi**
**Signature of the acquirer / ~~seller / Authorised Signatory~~**
**Place: Singapore**
**Date: December 26, 2011**

ANNEXURE I

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**Sartaj Singh Rekhi**
**Place : Singapore**
**Date : December 26, 2011**