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-201307
Phones : +91-120-4303500 | Email : rsystems.india@rsystems.com | Regd. Off.: B-104A, Greater Kailash-1,
Fax : +91-120-2587123 | www.rsystems.com | New Delhi - 110 048

Caring - Innovating - Transforming

REF: SECT/03/2019/08 MARCH 13, 2019

To, The Managing Director **National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051. NSE Symbol – RSYSTEMS	To, The General Manager **BSE Limited** Department of Corporate Services, Rotunda Building, 1st Floor, Mumbai Samachar Marg, Fort, Mumbai - 400 001 BSE Scrip Code - 532735

Dear Sir,

SUB: SUBMISSION OF CORRIGENDUM TO THE LETTER OF OFFER DATED MARCH 01, 2019 FOR THE ATTENTION OF EQUITY SHAREHOLDERS /BENEFICIAL OWNERS IN RELATION TO 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")

This has reference to our letter No. SECT/03/2019/02 dated March 05, 2019 whereby we submitted Letter of Offer dated March 01, 2019 for Buyback of Equity Shares of the Company through Tender Offer.

Further, we are submitting a copy of Corrigendum to the Letter of Offer (enclosed as **Annexure-A**) published in Business Standard Newspaper (Hindi and English) all editions on March 13, 2019.

This corrigendum is to be read in conjunction with the Letter of Offer dated March 01, 2019. Capitalized terms used in this Corrigendum and not defined therein shall have the same meaning as ascribed to it in the Letter of Offer.

The Corrigendum to Letter of Offer is also available on the website of the Company i.e. www.rsystems.com.

This is for your records and reference.

Thanking you.

Yours faithfully,
For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

Encl: As above.

Annexure - A

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 **Facsimile:** (+91) 120 4082699; **Website:** www.rsystems.com;
Email:investors@rsystems.com;
Contact Person: Mr. Bhasker Dubey, Company Secretary & Compliance Officer

CORRIGENDUM TO THE LETTER OF OFFER DATED MARCH 1, 2019 FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED ("THE COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This corrigendum dated March 12, 2019 ("**Corrigendum**") is in continuation of and should be read in conjunction with the letter of offer dated March 1, 2019 ("**Letter of Offer**") issued in connection with the Buyback of Equity Shares of the Company. Capitalized terms used in this Corrigendum and not defined herein shall have the same meaning as ascribed to it in the Letter of Offer.The Equity Shareholders of the Company are requested to note the following in relation to the Buyback:

In the section titled "PROCEDURE FOR TENDER/OFFER AND SETTLEMENT" - Paragraph 20 (XXIII) viz. "Procedure to be followed by Registered Equity Shareholders holding Equity Shares in physical form", the following paragraph shall be included in Page no. 37 and form part of the Letter of Offer:

"As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) read with the press release dated December 3, 2018 issued by the Securities and Exchange Board of India, effective from April 1, 2019, requires that effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. As per the schedule of activities of this Offer, prepared in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations 2018 as disclosed on page 3 of the Letter of Offer the acceptance of tendered Equity Shares will take place after April 1, 2019. Hence, Public Shareholders desirous of tendering their Equity Shares held in physical form should do so only after the shares are dematerialized and are therefore advised to approach any depository participant to have their Equity Shares dematerialized. Settlement of Buy-Back would be done in accordance with the applicable provisions of law prevailing as on the settlement date i.e. April 9, 2019 as per the Letter of Offer. However, should the applicable regulations permit the transfer of securities held in physical form as on the date of acceptance of Equity Shares tendered in the Buyback Offer, the procedure for tendering to be followed by Public Shareholders holding Equity Shares in the physical form would remain same as mentioned in paragraph 20 (XXIII) on page 37 of the Letter of Offer. In this regard, Public Shareholders holding Equity Shares in physical form may check the website of SEBI (www.sebi.gov.in) or consult the concerned depository participant.

For the procedure to be followed by such Eligible Shareholders for tendering Equity Shares in the Buyback, after dematerialization of Equity Shares, please refer to paragraph 20 (XXII) (Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form) on page 37 of the Letter of Offer."

This Corrigendum will be available on the Securities and Exchange Board of India website at www.sebi.gov.in,on the website of the Company at www.rsystems.com and on the websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

DIRECTORS' RESPONSIBILITY STATEMENT: As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Corrigendum and confirms that this Corrigendum 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/-	Sd/-	Sd/-
Satinder Singh Rekhi	Lt. Gen. Baldev Singh (Retd.)	Bhasker Dubey
Managing Director	President & Senior Executive Director	Company Secretary & Compliance Officer
(DIN: 00006955)	(DIN: 00006966)	(Membership No.: A33287)
Date: March 12, 2019	Date: March 12, 2019	Date: March 12, 2019
Place: California,USA	Place: NOIDA, India	Place: NOIDA, India

For R Systems International Ltd.

Company Secretary