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

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

REF: SECT/09/2016/13 SEPTEMBER 14, 2016

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

Dear Sir,

SUB: CORPORATE DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - OUTCOME OF BOARD MEETING

Ref: Stock Code: NSE –RSYSTEMS

This is with reference to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Uniform Listing Agreement entered into by R Systems International Limited (the "Company"). We wish to inform you as required in terms of Regulation 30 and other applicable provisions of the Listing Regulations that the Board of Directors of R Systems International Limited at its meeting held on September 14, 2016, which commenced at 09:00 A.M. and concluded at 11:15 A.M. has inter alia approved the following:

1. A proposal for Buyback of Equity Shares of the Company, for an aggregate amount not exceeding Rs. 19,50,00,000/- (Rupees Nineteen Crores Fifty Lakhs only) (hereinafter referred to as the "Maximum Buyback Size") being 9.88 % of the total paid-up equity capital and free reserves of the Company as on December 31, 2015, at a price of Rs. 65/- (Rupees Sixty Five only) per Equity Share (hereinafter referred as "Buyback Price") from all existing shareholders of the Company on the record date determined by the Board of Directors i.e. Friday, September 30, 2016, on a proportionate basis through "Tender Offer" route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buyback Regulations") (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force) and the Companies Act, 2013 and rules made thereunder. The Maximum Buyback Size, excludes transaction costs viz. fees of various agencies, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc. ("Transaction Costs"). At Buyback Price, the buyback translates into 3,000,000

Equity Shares of the Company, representing 2.36 % of the total paid up equity share capital of the Company as on December 31, 2015.

2. Constitution of the Buyback Committee and delegation of its powers to the Buyback Committee to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in connection with the Buyback.

3. Appointment of Motilal Oswal Investment Advisors Private Limited as the Manager to Buyback Offer, Link Intime (India) Private Limited as Registrar and Investor Service Centre, and Mr. Ashish Thakur, Company Secretary as Compliance Officer for the purpose of the Buyback.

Further, The Board also noted the intention of the members of the promoter and promoter group of the Company to participate in the proposed Buyback.

Please find attached herewith the Pre-Buyback shareholding pattern of the Company as **Annexure A**.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Ashish Thakur
(Company Secretary & Compliance Officer)

Annexure-A

R Systems International Limited

Pre-Buy Back Shareholding Pattern

(i.e. the last working Friday prior to the date of Board Meeting)

Category of Shareholder	Number of Shares Holders	Number of Shares	% of existing Equity Share Capital
Promoter and Promoter Group			
Individual	6	12,375,207	9.75
Bodies Corporate	4	39,054,219	30.78
Promoter Trust	1	13,018,980	10.26
Total (A)	**11**	**64,448,406**	**50.80**
Public			
Financial Institutions/ Banks	1	523	0.00
Mutual Funds	-	-	0.00
Foreign Investors (including NRI, FII, FPI, Foreign Mutual funds, Foreign Nationals)	192	2,586,952	2.04
Others (Public, Bodies Corporate etc.)	14,290	59,834,544	47.16
Total (B)	**14,483**	**62,422,019**	**49.20**
Grand Total (A+B)	**14,494**	**126,870,425**	**100.00**

R SYSTEMS INTERNATIONAL LIMITED

For R Systems International Ltd.

Company Secretary