R SYSTEMS INTERNATIONAL LIMITED

SEI CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company

C-40, SECTOR-59, NOIDA - 201 307, DISTT. GAUTAM BUDH NAGAR, U.P. (INDIA)
PHONES : 0120-4303500 FAX : 0120-2587123
EMAIL : rsystems.india@rsystems.com, URL : www.rsystems.com
REGD. OFF. : B-104 A, GREATER KAILASH-I, NEW DELHI - 110 048

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

REF: SECT/12/2011/22

DECEMBER 26, 2011

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

Dear Sir,

SUB: DISCLOSURE FOR INTIMATIONS RECEIVED FROM GM SOLUTIONS PRIVATE LIMITED, GMU INFOSOFT PRIVATE LIMITED & SARTAJ SINGH REKHI (PERSONS ACTING IN CONCERT) FOR ACQUISITION OF EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED

We have received intimations from GM Solutions Private Limited, GMU Infosoft Private Limited and Mr. Sartaj Singh Rekhi (son of the Chairman & Managing Director, Mr. Satinder Singh Rekhi), pursuant to Regulation 13(4A) of the SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011 while acting in concert with other PACs, regarding acquisition of equity shares of the Company as per details provided herein below.

Name of the PACs (acquirers)	Details of Equity Shares Acquired	
	No. of Equity Shares	% to the Total Equity Share Capital of the Company
GM Solutions Private Limited	1,657	0.01%
GMU Infosoft Private Limited	13,855	0.11%
Sartaj Singh Rekhi	15,202	0.12%

After the said acquisition the total shareholding of the Promoters is 2,939,594 shares and Person Acting in Concert (including directors) is 3,020,104 shares aggregating to 5,959,698 shares comprising of 48.39% of the paid up share capital of the Company.

In this regard we are submitting herewith the required information in **Form D** pursuant to Regulation 13(6) under SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended along with disclosures received from GM Solutions Private Limited, GMU Infosoft Private Limited and Mr. Sartaj Singh Rekhi pursuant to Regulation 13(4A) of the SEBI (Prohibition of Insider Trading) Regulations 1992 and pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011.

This is for your information and records.

Thanking you.

Yours faithfully,
For R Systems International Limited

Vikash Kumar Tiwari
(Company Secretary and Compliance Officer)

Encl : a/a

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
GM Solutions Private Limited PAN: AABCG8246Q Address: B - 104A, Greater Kailash - I, New Delhi - 110 048	Pre-acquisition holding: 715,629 Shares (5.81%) Acquired 1,657 shares (0.01%)	Acquisition on December 22, 2011	December 26, 2011	Market Purchase	717,286 Shares (5.82%)	Best Bull Stock Trading SEBI Regn. No - INB 230815721 (NSE) & INB 011265734 (BSE)	NSE & BSE	1,657	218,005	Nil	Nil

For R Systems International Limited

Vikash Kumar Tiwari
(Company Secretary & Compliance Officer)

Place: Noida
Date : December 26, 2011

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 PAN: AABCG6104H 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 R Systems International Limited

Vikash Kumar Tiwari
(Company Secretary & Compliance Officer)

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

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 S/o Mr. Satinder Singh Rekhi (Chairman & Managing Director) PAN : AJBPR8836K Contact Address: 2051, Last Chance Court, Gold River CA 95670, USA Tele: 001-916-852-6535	Pre-acquisition holding: 181,714 Shares (1.48%) 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

For R Systems International Limited

Vikash Kumar Tiwari
(Company Secretary & Compliance Officer)

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

GM SOLUTIONS 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 GM Solutions Private Limited on December 22, 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 GM Solutions 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
GM Solutions Private Limited PAN: AABCG8246Q Address: B - 104A, Greater Kailash - I, New Delhi - 110 048	Pre-acquisition holding: 715,629 Shares (5.81%) Acquired 1,657 shares (0.01%)	Acquisition on December 22, 2011	December 26, 2011	Market Purchase	717,286 Shares (5.82%)	Best Bull Stock Trading SEBI Regn. No - INB 230815721 (NSE) & INB 011265734 (BSE)	NSE & BSE	1,657	218,005	Nil	Nil

For GM Solutions 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	GM Solutions Private Limited (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) (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	715,629	5.810	5.562
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)	715,629	5.810	5.562
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	1,657	0.013	0.013
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)	1,657	0.013	0.013
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	717,286	5.824	5.575
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)	717,286	5.824	5.575
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		
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 GM Solutions 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 GM Solutions Private Limited

Director

Place : Singapore
Date : December 26, 2011