FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED

R SYSTEMS INTERNATIONAL LIMITED

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Post Offer Public Announcement regarding completion of Buy Back offer in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended thereto (the "Buy-Back Regulations").

1 THE BUY-BACK

1.1 R Systems International Limited (the "**Company**") had announced the buy-back (the "**Buy Back**") of fully paid up Equity Shares of Re.1/- each of the Company, from the existing shareholders, owners / beneficial owners of the Equity Shares of the Company other than those who are Promoters, members of the Promoter Group and persons acting in concert (such shareholders hereinafter referred to collectively as Persons in Control), from the Open Market through Stock Exchanges using the electronic trading facilities of BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), in accordance with the provisions of Section 68 and all other applicable provisions, if any of the Companies Act, 2013 (the "**Act**") and the Rules framed thereunder, as amended and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "**Buy-Back Regulations**") and the relevant provisions of the Articles of Association of the Company and subject to approval(s) as may be necessary, at a price not exceeding Rs.100/- per Equity Share ("**Maximum Buy-Back Price**") payable in cash for an aggregate amount not exceeding Rs. 60,000,000/- (Rupees Six Crore only) ("**Maximum Buy-Back Size**") excluding brokerage costs, Securities and Exchange Board of India ("**SEBI**") turnover charges, taxes such as securities transaction tax, service tax and relevant stamp duty (collectively referred to as "**Transaction Costs**") for the Buy-Back and in this regard a Public Announcement dated December 29, 2014 was published on December 30, 2014.The Board of Directors of the Company at its meeting held on April 23, 2015 announced the closure of Buy-Back after the closing of the trading hours on April 23, 2015.

1.2 The Buy-Back commenced on January 06, 2015 and closed on April 23, 2015. A notice of closure was issued on April 23, 2015 to the Stock Exchanges. Till closure of the Buy-Back, the Company has utilised 99.29% of Maximum Buy-Back Size authorized for the Buy-Back.

1.3 The total number of Equity Shares bought back under the Buy-Back were 678,155 Equity Shares of Re.1/- each and all the Equity Shares bought back till April 23, 2015 have been extinguished.

2 DETAILS OF THE BUY-BACK

2.1 The total amount utilized in the Buy-Back of Equity Shares was Rs. 595.74 lacs (Rupees Five Crore Ninety Five Lacs Seventy Four Thousand only) excluding Transaction Costs.

2.2 The price at which the Shares were bought-back was dependent on the price quoted on the Stock Exchanges. The highest price at which Shares were bought back was Rs. 97.00 per Equity Share on BSE (April 15, 2015) and Rs. 97.00 per Equity Share on NSE (April 15, 2015) while the lowest price at which the Equity Shares were bought-back was Rs. 72.00 per Equity Share on BSE (March 16, 2015) and Rs. 72.00 per Equity Share on NSE (March 16, 2015) (all prices are excluding the Transaction Costs). Over all the Equity Shares were bought-back at an average price of Rs. 87.85 per Equity Share (excluding the Transaction Costs).

2.3 The total number of Equity Shares bought-back under the Buy-Back offer is less than one percent of the outstanding Equity Share Capital prior to Buy-Back offer. Therefore, the details of the members from whom Equity Shares exceeding one percent of total Equity Shares were bought back is not applicable.

3 CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company, pre and post Buy-Back, is as under:

Particulars	Pre Buy Back as on the date of Public Announcement (Rs. in lacs)	Post Buy Back (Rs. in lacs)*
Authorized Share Capital		
200,000,000 Equity Shares of Re.1 each	2,000.00	2,000.00
Issued, Subscribed and Paid up Share Capital		
127,458,580 Equity Shares of Re. 1 each	1,274.59	-
126,780,425 Equity Shares of Re. 1 each	-	1,267.80
Total Share Capital	**1,274.59**	**1,267.80**

*The Company has extinguished all the shares bought back during the Buy-Back offer i.e. 678,155 Equity Shares of Re. 1/- each.

3.2 The shareholding pattern of the Company, pre and post Buy-Back, is as under:

Particulars	Shares / Voting Rights held Prior to Buy-Back (as on December 19, 2014)		Shares / Voting Rights held after Buy-Back (as on April 23, 2015)*	
	Number of Equity Shares	% Holding	Number of Equity Shares	% Holding
Promoters	26,907,140	21.11	26,907,140	21.22
Promoter Group	37,553,266	29.46	37,553,266	29.62
Persons acting in Concert ("PAC")	1,034,955	0.81	1,034,955	0.82
Persons who are in control Sub Total (A)	**65,495,361**	**51.39**	**65,495,361**	**51.66**
Institutions:				
Financial Institutions/Banks	27,376	0.02	61,285,064	48.34
Non Institutions:				
Bodies Corporate	1,573,310	1.23		
Individuals:				
a) Individual shareholders holding nominal share capital upto Rs.1 lac	9,710,185	7.62		
b) Individual shareholders holding nominal share capital in excess of Rs.1 lac	49,821,077	39.09		
Others:				
a) Clearing Members	92,291	0.07		
b) Trusts	738,980	0.58		
Sub Total (B)	**61,963,219**	**48.61**	**61,285,064**	**48.34**
Grand Total (A+B)	**127,458,580**	**100.00%**	**126,780,425**	**100.00%**