# 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/06/2012/23 JUNE 21, 2012

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 & U INFOSOFT PRIVATE LIMITED (PERSONS ACTING IN CONCERT) FOR ACQUISITION OF EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED**

We have received intimations from GM Solutions Private Limited and U Infosoft Private Limited, 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 | 6,139 | 0.049% |
| U Infosoft Private Limited | 4,115 | 0.033% |

After the said acquisition the total shareholding of the Promoters is 2,939,594 shares and Person Acting in Concert (including directors) is 3,468,799 shares aggregating to 6,408,393 shares comprising of 51.474% 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 and Mr. U Infosoft Private Limited 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<br>PAN: AABCG8246Q<br>Address: B - 104A, Greater Kailash - I, New Delhi - 110 048 | Pre-acquisition holding: 804,624 Shares (6.463%) Acquired 6,139 shares (0.049%) | Acquisition on June 19, 2012 and June 20, 2012 | June 21, 2012 | Market Purchase | 810,763 Shares (6.512%) | Best Bull Stock Trading SEBI Regn. No - INB 230815721 (NSE) & INB 011265734 (BSE) | NSE & BSE | 6,139 | 960,514 | Nil | Nil |

**For R Systems International Limited**

**Vikash Kumar Tiwari**
**(Company Secretary & Compliance Officer)**

Place: **Noida**
Date : **June 21, 2012**

**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 |
| U Infosoft Private Limited<br>PAN: AAACU5908L<br>Address: B - 104A, Greater Kailash - I, New Delhi - 110 048 | Pre-acquisition holding: 700,068 Shares (5.623%) Acquired 4,115 shares (0.033%) | Acquisition on June 20, 2012 | June 21, 2012 | Market Purchase | 704,183 Shares (5.656%) | Best Bull Stock Trading SEBI Regn. No - INB 230815721 (NSE) & INB 011265734 (BSE) | NSE & BSE | 4,115 | 665,249 | Nil | Nil |

**For R Systems International Limited**

**Vikash Kumar Tiwari**
**(Company Secretary & Compliance Officer)**

Place: **Noida**
Date: **June 21, 2012**

# GM SOLUTIONS PRIVATE LIMITED

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

JUNE 21, 2012

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 June 19, 2012 and June 20, 2012.

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**

Kuldeep

**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<br>PAN: AABCG8246Q<br>Address: B - 104A, Greater Kailash - I, New Delhi - 110 048 | Pre-acquisition holding: 804,624 Shares (6.463%) Acquired 6,139 shares (0.049%) | Acquisition on June 19, 2012 and June 20, 2012 | June 21, 2012 | Market Purchase | 810,763 Shares (6.512%) | Best Bull Stock Trading SEBI Regn. No - INB 230815721 (NSE) & INB 011265734 (BSE) | NSE & BSE | 6,139 | 960,514 | Nil | Nil |

**For GM Solutions Private Limited**

Kuldeep

**Director**

Place: **NOIDA**
Date : **June 21, 2012**

**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 | **804,624** | **6.463** | **6.261** |
| 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) | **804,624** | **6.463** | **6.261** |
| **Details of acquisition/sale** | | | |
| a) Shares carrying voting rights acquired/sold | **6,139** | **0.049** | **0.048** |
| 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) | **6,139** | **0.049** | **0.048** |
| **After the acquisition/sale, holding of:** | | | |
| a) Shares carrying voting rights | **810,763** | **6.512** | **6.308** |
| 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) | **810,763** | **6.512** | **6.308** |
| 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 June 19, 2012 and June 20, 2012** | | |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale | **Rs. 124,496,860/- (Divided into 12,449,686 paid-up Equity shares of Rs. 10/- each)** | | |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition / sale | **Rs. 124,496,860/- (Divided into 12,449,686 paid-up Equity shares of Rs. 10/- each)** | | |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale. | **Rs. 128,523,410/- (Divided into 12,852,341 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**

Kuldeep

**Director**
**Signature of the acquirer / ~~seller~~ / Authorised Signatory**
**Place: NOIDA**
**Date: June 21, 2012**

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**

Kuldeep

**Director**

**Place : Noida**
**Date : June 21, 2012**

# U INFOSOFT PRIVATE LIMITED

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

JUNE 21, 2012

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 U Infosoft Private Limited on June 20, 2012.

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 U Infosoft Private Limited**

Kuldeep.

**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 |
| U Infosoft Private Limited<br>PAN: AAACU5908L<br>Address: B - 104A, Greater Kailash - I, New Delhi - 110 048 | Pre-acquisition holding: 700,068 Shares (5.623%) Acquired 4,115 shares (0.033%) | Acquisition on June 20, 2012 | June 21, 2012 | Market Purchase | 704,183 Shares (5.656%) | Best Bull Stock Trading SEBI Regn. No - INB 230815721 (NSE) & INB 011265734 (BSE) | NSE & BSE | 4,115 | 665,249 | Nil | Nil |

**For U Infosoft Private Limited**

Kuldeep.

Director

Place: **Noida**
Date : **June 21, 2012**

**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 | **U Infosoft 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 | **700,068** | **5.623** | **5.447** |
| 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) | **700,068** | **5.623** | **5.447** |
| **Details of acquisition/sale** | | | |
| a) Shares carrying voting rights acquired/sold | **4,115** | **0.033** | **0.032** |
| 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) | **4,115** | **0.033** | **0.032** |
| **After the acquisition/sale, holding of:** | | | |
| a) Shares carrying voting rights | **704,183** | **5.656** | **5.479** |
| 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) | **704,183** | **5.656** | **5.479** |
| 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 June 20, 2012** | | |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale | **Rs. 124,496,860/- (Divided into 12,449,686 paid-up Equity shares of Rs. 10/- each)** | | |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition / sale | **Rs. 124,496,860/- (Divided into 12,449,686 paid-up Equity shares of Rs. 10/- each)** | | |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale. | **Rs. 128,523,410/- (Divided into 12,852,341 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 U Infosoft Private Limited**

Kuldeep

**Director**
**Signature of the acquirer / ~~seller~~ / Authorised Signatory**
**Place: Noida**
**Date: June 21, 2012**

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 U Infosoft Private Limited**

Kuldeep

**Director**

**Place : Noida**
**Date : June 21, 2012**