# 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)
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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/06/2013/15

JUNE 17, 2013

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 LT. GEN. BALDEV SINGH (RETD.) (PERSONS ACTING IN CONCERT) FOR SALE OF 5,000 EQUITY SHARES OF THE COMPANY**

We have received intimations from Lt. Gen. Baldev Singh (Retd.) (President & Sr. Executive Director of the Company) pursuant to Regulation 13(4) 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 sale of 5,000 equity shares comprising of 0.04% of the paid up share capital of the Company.

After the said transaction, the total shareholding of the Promoters is 2,979,914 shares and Person Acting in Concert (including directors) is 3,599,542 shares aggregating to 6,579,456 shares comprising of 52.081% 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 Lt. Gen. Baldev Singh (Retd.) pursuant to Regulation 13(4) of the SEBI (Prohibition of Insider trading) Regulations 1992 and pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

This is for your information and records.

Thanking you,

Yours faithfully,
**For R Systems International Limited**

R SYSTEMS INTERNATIONAL LTD.

**Nand Sardana**
**(Chief Financial Officer)**

Encl : a/a

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 (Rs.) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 2 | 3 | 3 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| Lt. Gen. Baldev Singh (Retd.)<br>PAN: ASCPS4431P<br>Contact Address:<br>A-8 Sector-23, Noida 201 301<br>Ph: +91 9811158083 | Pre-acquisition holding: 40,000 Shares (0.32%)<br>Sold 5,000 shares (0.04%) | Sale on June 14, 2013 | June 17, 2013 | Sale in Open Market | After sale, the total holding is 35,000 shares (0.28%) | ICICI Securities Limited<br>SEBI Registration Number:<br>NSE : INB 230773037<br>BSE : INB 011286854 | BSE | Nil | Nil | 5,000 | 1,105,000 |

For R Systems International Limited

Nand Sardana
(Chief Financial Officer)

Place: **Noida**
Date : **June 17, 2013**

June 17, 2013

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 (4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & REGULATION 29(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011**

This is to inform you the sale of equity shares of R Systems International Limited by me on June 14, 2013.

The requisite disclosure pursuant to Regulation 13(4) of SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation 2011 are enclosed.

This is for your information & records.

Thanking you.

Yours faithfully,

**Lt. Gen. Baldev Singh (Retd.)**

**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 (Rs.) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 2 | 3 | 3 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| Lt. Gen. Baldev Singh (Retd.)<br>PAN: ASCPS4431P<br>**Contact Address:**<br>A-8 Sector-23, Noida 201 301<br>Ph. +91 9811158083 | Pre-acquisition holding: 40,000 Shares (0.32%)<br>Sold 5,000 shares (0.04%) | Sale on June 14, 2013 | June 17, 2013 | Sale in Open Market | After sale, the total holding is 35,000 shares (0.28%) | ICICI Securities Limited<br>SEBI Registration Number:<br>NSE : INB 230773037<br>BSE : INB 011286854 | BSE | Nil | Nil | 5,000 | 1,105,000 |

Lt. Gen. Baldev Singh (Retd.)

Place: **Noida**
Date : **June 17, 2013**

**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 | **Lt. Gen. Baldev Singh (Retd.)**<br>**(List of Promoters & PAC is enclosed as Annexure-1)** | | |
| 3. Whether the acquirer belongs to Promoter/Promoter group | No | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | **(1) National Stock Exchange of India Limited (NSE)**<br>**(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 | 40,000 | 0.317 | 0.312 |
| 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) | 2,770 | 0.022 | 0.022 |
| Total (a+b+c) | 42,770 | 0.339 | 0.333 |
| **Details of acquisition/sale** | | | |
| a) Shares carrying voting rights ~~acquired~~/sold | 5,000 | 0.040 | 0.039 |
| 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) | 5,000 | 0.040 | 0.039 |
| **After the acquisition/sale, holding of:** | | | |
| a) Shares carrying voting rights | 35,000 | 0.277 | 0.273 |
| 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 | 2,770 | 0.022 | 0.022 |
| Total (a+b+c) | 37,770 | 0.299 | 0.294 |
| 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 | **June 14, 2013** | | |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale | **Rs. 126,331,190/- (Divided into 12,633,119 paid-up Equity shares of Rs. 10/- each)** | | |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition / sale | **Rs. 126,331,190/- (Divided into 12,633,119 paid-up Equity shares of Rs. 10/- each)** | | |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale. | **Rs. 128,386,210/- (Divided into 12,838,621 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.

**Lt. Gen. Baldev Singh (Retd.)**
**Signature of the ~~acquirer~~ / seller ~~/ Authorised Signatory~~**
**Place: NOIDA**
**Date: June 17, 2013**

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 | 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 |
| 13 | Mr. Raj Swaminathan | Person Acting in Concert |

**Lt. Gen. Baldev Singh (Retd.)**
**Place : NOIDA**
**Date : June 17, 2013**