KJMC GLOBAL MARKET (INDIA) LTD.
168, Atlanta, 16th Floor, Nariman Point, Mumbai - 400 021.
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MERCHANT BANKER SEBI REGISTRATION NO : 000002509

December 15, 2011

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.

Dear Sir,

Sub: **OPEN OFFER FOR ACQUISITION OF 33,45,242 EQUITY SHARES FROM THE SHAREHOLDERS OF R SYSTEMS INTERNATIONAL LIMITED (HEREINAFTER REFERRED TO AS "RSIL" AND/OR THE "TARGET COMPANY") BY MR. BHAVOOK TRIPATHI (HEREINAFTER REFERRED TO AS THE "ACQUIRER")**

We hereby would like to inform you that Mr. Bhavook Tripathi, the acquirer intends to acquire Equity shares of R System International Limited under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Please find enclosed the Public Announcement on behalf of the acquirer by us viz. KJMC Global Market (India) Limited, Manager to the Offer.
Kindly acknowledge the receipt and oblige.

Thank you,

Yours faithfully,

Sangeeta Sanghvi
Authorised Signatory

Encl:
1. Public Announcement

PUBLIC ANNOUCEMENT
for the Attention of the Equity Shareholders of
R SYSTEMS INTERNATIONAL LIMITED ("RSIL" or "Target")
a company incorporated under the Companies Act, 1956 with its registered office at :
B – 104A, Greater Kailash –I, New Delhi – 110 048

OPEN OFFER FOR ACQUISITION OF 33,45,242 EQUITY SHARES FROM THE SHAREHOLDERS OF R SYSTEMS INTERNATIONAL LIMITED (HEREINAFTER REFERRED TO AS "RSIL" AND/OR THE "TARGET COMPANY") BY BHAVOOK TRIPATHI (HEREINAFTER REFERRED TO AS THE "ACQUIRER")

1. **Offer Details**

- **Offer Size:** The Acquirer and the is making an offer for 33,45,242 Equity Shares constituting 26% of the Expanded Paid up Equity Share Capital of the Target Company
- **Offer Price:** An offer price of Rs. 122/- (Rupees One Hundred and Twenty Two only) (hereinafter referred to as "the Offer Price") per share will be offered for the shares tendered during the tendering period. Assuming full acceptance the total consideration payable by the Acquirer will be Rs. 40,81,19,524/- (Rupees Forty Crores Eighty One Lakhs Nineteen Thousand Five Hundred and Twenty Four Only).
- **Mode of payment:** The entire consideration will be paid in cash.
- **Type of offer:** This Offer is a Triggered Offer made under Regulation 3(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

2. **Transaction which has triggered the open offer obligations (underlying transaction):** None. The acquirer is making the offer with a view to acquire additional shares of the Company beyond his present holding of 23.82%.

3. **Details of the Acquirer:**

Details	Acquirer
Name of Acquirer(s)	Bhavook Tripathi
Address	Shree Goverdhan Nath HSG Society, Lane B, Koregaon Park Pune 411001
Name(s) of persons in control / Promoters of acquirers	Not Applicable
Name of the Group, if any, to which the Acquirer belongs to	Not Applicable
Pre Transaction shareholding • Number • % of total share capital	30,65,000 23.82%
Proposed shareholding after the Open Offer (assuming full acceptance)	
Any other interest in the Target Company	Other than the shareholding as disclosed above, the Acquirer does not have any other interest in the Target Company

4. **Details of Selling Shareholder(s):** Not Applicable

5. **Target Company**

Name of Target Company: R Systems International Limited
The Target Company is listed on the National Stock Exchange of India Ltd and the Bombay Stock Exchange Ltd

6. **Other details**

A Detailed Public Statement would be published in all editions of a English national daily with wide circulation, all editions of a Hindi national daily with wide circulation, a Regional language daily with wide circulation where the Registered Office of the Target Company is situated and a Regional language daily at the place of the Stock Exchange where the maximum volume of trading in the shares of the Target Company during the sixty trading days preceding the date hereof is recorded which is on the National Stock Exchange of India Ltd. The Detailed Public Statement will be released on or before December 22, 2011.

The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.

Issued by
Manager to the Offer

KJMC Global Market (I) Limited
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Email: sangeeta.sanghvi@kjmc.com/ hemant.soni@kjmc.com
Contact Person: Ms. Sangeeta Sanghvi / Mr. Hemant Soni
SEBI Regn No. : INM000002509

On behalf of
Acquirer

Sd/-
Mr. Bhavook Tripathi

Place: Mumbai
Date: December 15, 2011