GM SOLUTIONS PRIVATE LIMITED

Regd. Office B – 104A, Greater Kailash Part – I, New Delhi – 110 048
Corporate Identity Number: U72900DL2000PTC108233 | Tel: 011 – 32596619

To,

The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra - (E),
Mumbai - 400 051

Dear Sir,

SUB: Intimation of Proposed Acquisition of Equity Shares of R Systems International Limited Pursuant to General Exemption Under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011

This has reference to Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. We wish to inform you that GM Solutions Private Limited ("GM Solutions"), GMU Infosoft Private Limited ("GMU Infosoft") and U Infosoft Private Limited ("U Infosoft") are the members of the Promoter and Promoter Group of R Systems International Limited ("R Systems") and hold the equity shares in R Systems as per the details mentioned below:

GM Solutions Private Limited	-	10,261,150 equity shares of Re. 01/- each
GMU Infosoft Private Limited	-	9,646,784 equity shares of Re. 01/- each
U Infosoft Private Limited	-	9,838,419 equity shares of Re. 01/- each

Pursuant to the approval of National Company Law Tribunal order dated April 24, 2017, GMU Infosoft and U Infosoft are being merged with GM Solutions and the shares held by GMU Infosoft and U Infosoft shall be transmitted to GM Solutions Private Limited. You may please note that both the transferors (GMU Infosoft and U Infosoft) and the acquirer (GM Solutions) are the part of the promoter group of the Target Company (R Systems) and the transfer of 19,485,203 (i.e. 9,646,784 equity shares of GMU Infosoft and 9,838,419 equity shares of U Infosoft) shares would fall under the general exemption specified under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. In this regard, the following documents are hereby submitted for your necessary consideration:

1. Intimation under Regulation 10(5) in the prescribed form regarding the proposed acquisition of equity shares of R Systems International Limited pursuant to inter se transfer of shares amongst qualifying persons i.e. under Regulation 10(1)(a)(ii).

Thanking You,
Yours sincerely

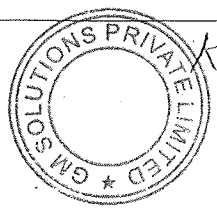
For GM Solutions Private Limited

Kuldeep

Kuldeep Baldev Singh
(Director)
Date : April 28, 2017
Place : NOIDA

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

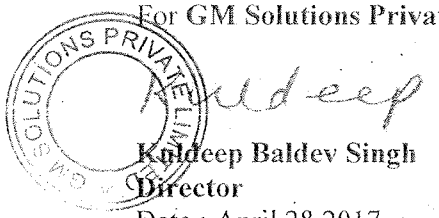
1. Name of the Target Company (TC)	R Systems International Limited ('R Systems')
2. Name of the acquirer(s)	GM Solutions Private Limited ('GM Solutions')
3. Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, GM Solutions forms part of the Promoter group, prior to the transaction.
4. Details of the proposed acquisition	
a Name of the person(s) from whom shares are to be acquired	1. GMU Infosoft Private Limited ('GMU Infosoft') 2. U Infosoft Private Limited ('U Infosoft')
b Proposed date of acquisition	Within 30 days of filing this intimation with stock exchange post filing the order of NCLT with RoC.
c Number of shares to be acquired from each person mentioned in 4(a) above	1. GMU Infosoft- 9,646,784 equity shares 2. U Infosoft – 9,838,419 equity shares
d Total shares to be acquired as % of share capital of TC	1. GMU Infosoft – 7.79% 2. U Infosoft – 7.94%
e Price at which shares are proposed to be acquired	Nil
f Rationale, if any, for the proposed transfer	These shares are being acquired by GM Solutions pursuant to merger of GMU Infosoft and U Infosoft (both companies are subsidiaries of GM Solutions). GM Solutions, GMU Infosoft and U Infosoft have been classified as members of promoter Group for more than 3 years in the shareholding pattern of R Systems.
5. Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(ii)
6. If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	NSE – INR 55.57 (Period- January 30 2017 to April 27, 2017)
7. If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.
8. Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable (GMU Infosoft and U Infosoft are being merged with GM Solutions pursuant to the order of National Company Law Tribunal dated April 24, 2017 and therefore, GM Solutions will acquire shares of R Systems.



Kuldeep

9. Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)				We confirm that Transferor and Transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011. (corresponding provisions of the repealed Takeover Regulations 1997)		
10. Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.				We hereby confirm that all the conditions specified under regulation 10(1) (a) of the Takeover Regulations, 2011, wherever applicable with respect to exemptions have been duly complied with.		
11.	Shareholding details			Before the proposed transaction		After the proposed transaction	
				No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*)					
		Acquirer (GM Solutions Private Limited)		10,261,150	8.28%	29,746,353	24.01%
		Acquirer & PAC (other than Seller /Amalgamating Companies):- (Refer Table Below-**Annexure-I**)		43,601,831	35.20%	63,087,034	50.93%
	b	Seller (s) / Amalgamating Companies					
		GMU Infosoft Private Limited		9,646,784	7.79%	0	0.00
		U Infosoft Private Limited		9,838,419	7.94%	0	0.00

For **GM Solutions Private Limited**



Kuldeep Baldev Singh
Director
Date : April 28,2017
Place: NOIDA

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Details of Shareholding of Acquirer & PAC (other than Seller /Amalgamating Companies)

Annexure-I

Sr. No.	Name of the shareholder	Details of Shares held			
		Before the proposed transaction		After the proposed transaction	
		Number of shares held	As a % of grand total	Number of shares held	As a % of grand total
1.	Satinder Singh Rekhi	1,281,556	1.03	1,281,556	1.03
2.	Harpreet Rekhi	760	0.00	760	0.00
3.	Satinder Singh Rekhi Family Trust	12,150,731	9.81	12,150,731	9.81
4.	Rightmatch Holdings Limited	9,076,218	7.33	9,076,218	7.33
5.	Sartaj Singh Rekhi	5,864,656	4.73	5,864,656	4.73
6.	Ramneet Singh Rekhi	4,958,983	4.00	4958,983	4.00
7.	Anita Behl	1,697	0.00	1,697	0.00
8.	Kuldeep Baldev Singh	6,080	0.00	6,080	0.00
9.	GM Solutions Private Limited	10,261,150	8.28	29,746,353	24.01
	TOTAL	**43,601,831**	**35.20**	**63,087,034**	**50.93**

GM SOLUTIONS PRIVATE LIMITED

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