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/12/2012/27

DECEMBER 26, 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 RAJ SWAMINATHAN (PERSONS ACTING IN CONCERT) FOR ACQUISITION OF 5,000 EQUITY SHARES OF THE COMPANY PURSUANT TO ALLOTMENT UNDER ESOP SCHEME

We have received intimations from Mr. Raj Swaminathan (Director and Chief Operating Officer 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 acquisition of 5,000 equity shares comprising of 0.04% of the paid up share capital of the Company pursuant to allotment of shares on exercise of options under R Systems International Limited Employee Stock Option Scheme 2007.

After the said acquisition the total shareholding of the Promoters is 2,939,594 shares and Person Acting in Concert (including directors) is 3,599,557 shares aggregating to 6,539,151 shares comprising of 52.227% 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 Mr. Raj Swaminathan 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

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
Mr. Raj Swaminathan S/o Mr. N. Swaminathan PAN : AADPR2095R Contact Address: Flat E - 202, Kalpataru Regency - II, Kalyaninagar, Pune - 411 006 Tele: +91 9822 045227	Pre-acquisition holding: 15,000 Shares (0.12%) Acquired 5,000 shares (0.04%)	Acquisition on December 24, 2012	December 26, 2012	Allotment on exercise of Options under ESOP Scheme	20,000 Shares (0.16%)	Not Applicable	Not Applicable	5,000	603,500	Nil	Nil

For R Systems International Limited

Vikash Kumar Tiwari
(Company Secretary & Compliance Officer)

Place: **Noida**
Date : **December 26, 2012**

December 26, 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 (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 acquisition of equity shares of R Systems International Limited by me on December 24, 2012 pursuant to allotment of shares on exercise of options under ESOP Scheme.

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,

Raj Swaminathan

Raj Swaminathan

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
Mr. Raj Swaminathan S/o Mr. N. Swaminathan PAN : AADPR2095R **Contact Address:** Flat E - 202, Kalpataru Regency - II, Kalyaninagar, Pune - 411 006 **Tele:** +91 9822 045227	Pre-acquisition holding: 15,000 Shares (0.12%) Acquired 5,000 shares (0.04%)	Acquisition on December 24, 2012	December 26, 2012	Allotment on exercise of Options under ESOP Scheme	20,000 Shares (0.16%)	Not Applicable	Not Applicable	5,000	603,500	Nil	Nil

Raj Swaminathan

Place **PUNE**
Date : **December 26, 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	**Raj Swaminathan (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) (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	**15,000**	**0.120**	**0.117**
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) **(Under R Systems International Ltd Employee Stock Option Scheme 2007)**	**15,000**	**0.120**	**0.117**
Total (a+b+c)	**30,000**	**0.240**	**0.234**
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	**20,000**	**0.160**	**0.156**
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 **(Under R Systems International Ltd Employee Stock Option Scheme 2007)**	**10,000**	**0.080**	**0.078**
Total (a+b+c)	**30,000**	**0.240**	**0.234**
6. Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).	**Allotment on exercise of Options under ESOP Scheme**		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	**Acquisition on December 24, 2012**		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	**Rs. 124,907,360/- (Divided into 12,490,736 paid-up Equity shares of Rs. 10/- each)**		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	**Rs. 125,207,080/- (Divided into 12,520,708 paid-up Equity shares of Rs. 10/- each)**		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	**Rs. 128,434,260/- (Divided into 12,843,426 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.

Raj Swaminathan
Signature of the acquirer / ~~seller / Authorised Signatory~~
Place: PUNE
Date: December 26, 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
13	Mr. Raj Swaminathan	Person Acting in Concert

Raj Swaminathan
Place : PUNE
Date : December 26, 2012