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/11/2011/04 NOVEMBER 2, 2011

To,
The Managing Director,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra - (E),
Mumbai - 400 051

Dear Sir,

SUB: DISCLOSURE UNDER REGULATION 13(6) OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

This is with reference to the listing agreement entered into by R Systems International Limited (the "Company") and in compliance with Regulation 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. We wish to inform you that the Company has received disclosure under Regulation 13(3) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 pursuant to change in shareholding in respect of persons holding more than 5% shares in a listed company and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to acquisition of 17% or more shares in R Systems International Limited from Mr. Bhavook Tripathi, a shareholder of the Company.

In this regard, we are submitting herewith the required disclosures in Form C pursuant to Regulation 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 along with the copy of disclosure received under the said Regulations and also the copy of disclosure received under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 from Mr. Bhavook Tripathi.

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 C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (3) and (6)]

Regulation 13 (3) - Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name, PAN No. & address of shareholders	Shareholding prior to acquisition / sale	No. & % of shares / voting rights acquired / sold	Receipt of allotment advice / acquisition of shares / sale of shares specify	Date of intimation to company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	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	Sell quantity	Sell Value
1	2	3	4	5	6	7	8	9	10	11	12	13
Name : Bhavook Tripathi PAN : ABBPT7159D Address: Goverdhan Nath HSG Society, North Main Road, Lane B, Koregaon Park, Pune - 1 . Phone: 09822044600	1,912,357 Shares (15.526 %)	Acquired 326,304 shares (2.649 %)	Date of Acquisition from October 25, 2011 to October 31, 2011	1-Nov-11	Market Purchase	2,238,661 Shares (18.176 %)	Kotak Securities Limited SEBI Registration Number NSE: INB/INF/INE 230808130 BSE: INB 010808153/INF 011133230/INE 011207251	NSE & BSE	332,857	37,059,165	6,553	772,513

For R Systems International Limited

Vikash Kumar Tiwari
(Company Secretary & Compliance Officer)

Place: Noida
Date : November 2, 2011

NOVEMBER 1, 2011

To,
The Company Secretary & Compliance Officer
R Systems International Limited,
B-104 A, Greater Kailash – I,
New Delhi - 110 048

Dear Sir,

SUB: **DISCLOSURE UNDER REGULATION 13(3) OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

This is in furtherance to the disclosure submitted on October 27, 2011 in compliance with Regulation 13(3) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I wish to inform you that I have further acquired equity shares of R Systems International Limited and my total shareholding in R Systems International Limited exceeds 17% of the paid-up capital of the Company.

In this regard, please find enclosed the required disclosures under Regulation 13 (3) of SEBI (Prohibition of Insider Trading) Regulations, 1992 and also under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This is for your information and records.

Thanking you.

Yours faithfully,

Bhavook Tripathi
Goverdhan Nath HSG Society,
North Main Road, Lane B,
Koregaon Park, Pune - 1
Mobile: 09822044600

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (3) and (6)]

Regulation 13 (3) - Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name, PAN No. & address of shareholders	Shareholding prior to acquisition / sale	No. & % of shares / voting rights acquired / sold	Receipt of allotment advice / acquisition of shares / sale of shares specify	Date of intimation to company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	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	4	5	6	7	8	9	10	11	12	13
Name : Bhavook Tripathi PAN : ABBPT7159D Address: Goverdhan Nath HSG Society, North Main Road, Lane B, Koregaon Park, Pune - 1 . Phone: 09822044600	1,912,357 Shares (15.526 %)	Acquired 326,304 shares (2.649 %)	Date of Acquisition from October 25, 2011 to October 31, 2011	1-Nov-11	Market Purchase	2,238,661 Shares (18.176 %)	Kotak Securities Limited SEBI Registration Number NSE: INB/INF/INE 230808130 BSE: INB 010808153/INF 011133230/INE 011207251	NSE & BSE	332,857	37,059,165	6,553	772,513

(BHAVOOK TRIPATHI)

Place: Pune
Date : November 1, 2011

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	Bhavook Tripathi		
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	2,062,142	16.742	16.028
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)	2,062,142	16.742	16.028
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	176,519	1.433	1.372
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)	176,519	1.433	1.372
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	2,238,661	18.176	17.400
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)	2,238,661	18.176	17.400
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	31-Oct-11		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 123,168,860/- (Divided into 12,316,886 paid-up Equity shares of Rs. 10/- each)		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 123,168,860/- (Divided into 12,316,886 paid-up Equity shares of Rs. 10/- each)		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	Rs. 128,660,210/- (Divided into 12,866,021 Equity shares of Rs. 10/- each)		

(*) Diluted share/Voting Capital means the total number of shares in the TC assuming ful conversion of the outstanding convertible securities/warants into equity shares of the TC.

Signature of the acquirer / seller / Authorised Signatory

Place: PUNE

Date: 1/11/2011