

REF: SECT/01/2019/20

JANUARY 15, 2019

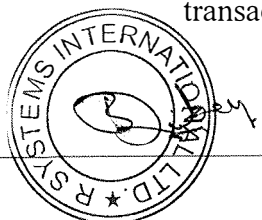
To, The Managing Director National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 NSE Symbol - RSYSTEMS	To, The General Manager BSE Limited Department of Corporate Services, Rotunda Building, 1st Floor, Mumbai Samachar Marg, Fort, Mumbai - 400 001 BSE Scrip Code - 532735
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Dear Sir,

SUB: CORPORATE DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - OUTCOME OF BOARD MEETING

This is with reference to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Uniform Listing Agreement entered into by R Systems International Limited (the “Company”). We wish to inform you as required in terms of Regulation 30 and other applicable provisions of the Listing Regulations that the Board of Directors of R Systems International Limited at its meeting held on January 15, 2019, which commenced at 9:45 A.M. and concluded at 12:30 P.M. has inter alia approved the following:

1. the proposal for Buyback of Equity Shares of the Company, upto 3,690,000 (Thirty Six Lakhs Ninety Thousand) fully paid-up Equity Shares of Re. 1/- each of the Company (representing 2.98% of the total number of equity shares in the paid-up share capital of the Company) at a price of Rs. 65/- (Rupees Sixty Five only) per equity share (hereinafter referred as “Buyback Price”) payable in cash for an aggregate consideration not exceeding Rs. 239,850,000 (Rupees Twenty Three Crores Ninety Eight Lakhs Fifty Thousand only) (hereinafter referred as “**Maximum Buyback Size**”), representing 9.87% of the total paid-up equity share capital and free reserves as per the audited standalone balance sheet of the Company as on December 31, 2017, from all existing shareholders of the Company on the record date determined by the Board of Directors i.e. Friday, February 01, 2019, on a proportionate basis through “**Tender Offer**” route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (“Buyback Regulations”) (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force) and the Companies Act, 2013 and rules made thereunder. The Maximum Buyback Size, excludes transaction costs viz. fees of various agencies, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc. (“Transaction Costs”).



2. Constitution of the Buyback Committee and delegation of its powers to the Buyback Committee to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in connection with the Buyback.
3. Appointment of Motilal Oswal Investment Advisors Limited as the Manager to Buyback Offer, Link Intime India Private Limited as Registrar and Investor Service Centre, and Mr. Bhasker Dubey, Company Secretary as Compliance Officer for the purpose of the Buyback.

Further, the Board also noted the intention of the members of the promoter and promoter group of the Company to participate in the proposed Buyback.

Please find attached herewith the Pre-Buyback shareholding pattern of the Company as **Annexure I** and disclosure required under regulation 42 of Listing Regulations as **Annexure-II**.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited



Bhasker Dubey

(Company Secretary & Compliance Officer)



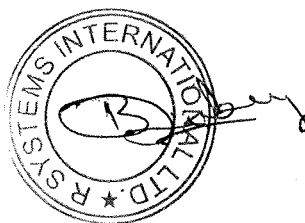
Annexure-I

R SYSTEMS INTERNATIONAL LIMITED

Pre Buyback Shareholding Pattern as of December 31, 2018

(i.e. as per latest shareholding Pattern filed with Stock Exchange)

Category of Shareholders	Numbers of Shareholders	Numbers of Shares	% of existing Share Capital
Promoter & Promoter Group			
Individual	7	42,218,881	34.05
Bodies Corporate	1	9,076,218	7.32
Promoter Trust	1	12,150,731	9.80
Total(A)	9	63,445,830	51.17
Public			
Financial Institutions/Banks/NBFC	2	2,050	0.00
Mutual Funds	-	-	0.00
Foreign Investors (Including NRI,FII FPI, Foreign Mutual Funds, Foreign Nationals)	184	2,459,292	1.98
Others (Public, Bodies Corporates etc.)	12,795	58,083,253	46.84
Total(B)	12,981	60,544,595	48.83
Grand Total	12,990	123,990,425	100.00



Annexure-II

REF: SECT/01/2019/21

JANUARY 15, 2019

To, Listing Compliance, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 NSE Symbol – RSYSTEMS	To, Listing Compliance, BSE Limited Department of Corporate Services, Rotunda Building, 1st Floor, Mumbai Samachar Marg, Fort, Mumbai - 400 001 BSE Scrip Code - 532735
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SUB: INTIMATION OF BOOK CLOSURE PURSUANT TO REGULATION 42 OF THE SECURITIES & EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Regulation 30, 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Board of Directors of R Systems International Ltd. has determined Friday, February 01, 2019 as the record date for determining the entitlement and names equity shareholders who are eligible to participate in the Buyback.

Symbol	Type of security	Book Closure	Record Date	Purpose
NSE: RSYSTEMS BSE: 532735	Equity Shares	-	February 01, 2019	Determining the entitlement and names equity shareholders who are eligible to participate in the Buyback.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited



Bhasker Dubey
(Company Secretary & Compliance Officer)

