Annexure-B

## Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | R SYSTEMS INTERNATIONAL LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | GM Solutions Private Limited<br>(List of Promoters & PAC is enclosed as Annexure-1) | | |
| Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | (1) National Stock Exchange of India Limited (NSE)<br>(2) BSE Limited (BSE) | | |
| 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 | 9,515,824 | 7.480 | 7.463 |
| b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others) | - | - | |
| c) Voting rights (VR) otherwise than by shares | - | - | - |
| d) 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) | - | - | - |
| e) Total (a+b+c+d) | 9,515,824 | 7.480 | 7.463 |
| **Details of acquisition/sale** | | | |
| f) Shares carrying voting rights acquired/~~sold~~ | 84,600 | 0.067 | 0.066 |
| g) Voting rights (VR) acquired/sold otherwise than by shares | - | - | - |
| h) 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 | - | - | - |
| i) Shares encumbered / invoked/ released by the acquirer | - | - | - |
| j) Total (f+g+h+i) | 84,600 | 0.067 | 0.066 |
| **After the acquisition/sale, holding of:** | | | |
| k) Shares carrying voting rights | 9,600,424 | 7.547 | 7.530 |
| l) Shares encumbered with the acquirer | - | - | - |
| m) VRs otherwise than by shares | - | - | - |
| n) 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 | - | - | - |
| o) Shares encumbered / invoked/ released by the acquirer | - | - | - |
| p) Total (k+l+m+n+o) | 9,600,424 | 7.547 | 7.530 |
| Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc). | Off Market Purchase | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | Acquisition on May 15, 2015 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | Rs. 127,209,245/- (Divided into 127,209,245 paid-up Equity shares of Re. 1/- each) | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | Rs. 127,209,245/- (Divided into 127,209,245 paid-up Equity shares of Re. 1/- each) | | |
| Total diluted share/voting capital of the TC after the said acquisition/sale. | Rs. 127,501,675/- (Divided into 127,501,675 Equity shares of Re. 1/- each) | | |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) 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.

**For GM Solutions Private Limited**

Kuldeep

**Director**
**Signature of the acquirer / ~~seller~~ / Authorised Signatory**
**Place: NOIDA**
**Date: May 16, 2015**

**Annexure-B**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | **R SYSTEMS INTERNATIONAL LIMITED** | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | **GMU Infosoft Private Limited (List of Promoters & PAC is enclosed as Annexure-1)** | | |
| Whether the acquirer belongs to Promoter/Promoter group | **Yes** | | |
| 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)** | | |
| 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 | **8,993,535** | **7.070** | **7.054** |
| b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others) | - | - | - |
| c) Voting rights (VR) otherwise than by shares | - | - | - |
| d) 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) | - | - | - |
| e) Total (a+b+c+d) | **8,993,535** | **7.070** | **7.054** |
| **Details of acquisition/sale** | | | |
| f) Shares carrying voting rights acquired/~~sold~~ | **72,000** | **0.057** | **0.056** |
| g) Voting rights (VR) acquired/sold otherwise than by shares | - | - | - |
| h) 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 | - | - | - |
| i) Shares encumbered / invoked/ released by the acquirer | - | - | - |
| j) Total (f+g+h+i) | **72,000** | **0.057** | **0.056** |
| **After the acquisition/sale, holding of:** | | | |
| k) Shares carrying voting rights | **9,065,535** | **7.126** | **7.110** |
| l) Shares encumbered with the acquirer | - | - | - |
| m) VRs otherwise than by shares | - | - | - |
| n) 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 | - | - | - |
| o) Shares encumbered / invoked/ released by the acquirer | - | - | - |
| p) Total (k+l+m+n+o) | **9,065,535** | **7.126** | **7.110** |
| Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc). | **Open Market** | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | **Acquisition on May 15, 2015** | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | **Rs. 127,209,245/- (Divided into 127,209,245 paid-up Equity shares of Re. 1/- each)** | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | **Rs. 127,209,245/- (Divided into 127,209,245 paid-up Equity shares of Re. 1/- each)** | | |
| Total diluted share/voting capital of the TC after the said acquisition/sale. | **Rs. 127,501,675/- (Divided into 127,501,675 Equity shares of Re. 1/- each)** | | |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) 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.

**For GMU Infosoft Private Limited**

Kuldeep.

**Director**
**Signature of the acquirer / ~~seller~~ / Authorised Signatory**
**Place: NOIDA**
**Date: May 16, 2015**

**Annexure-B**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | **R SYSTEMS INTERNATIONAL LIMITED** | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | **U Infosoft Private Limited (List of Promoters & PAC is enclosed as Annexure-1)** | | |
| Whether the acquirer belongs to Promoter/Promoter group | **Yes** | | |
| 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)** | | |
| 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 | **9,176,660** | **7.214** | **7.197** |
| b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others) | - | - | |
| c) Voting rights (VR) otherwise than by shares | - | - | - |
| d) 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) | - | - | - |
| e) Total (a+b+c+d) | **9,176,660** | **7.214** | **7.197** |
| **Details of acquisition/sale** | | | |
| f) Shares carrying voting rights acquired/~~sold~~ | **71,100** | **0.056** | **0.056** |
| g) Voting rights (VR) acquired/sold otherwise than by shares | - | - | - |
| h) 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 | - | - | - |
| i) Shares encumbered / invoked/ released by the acquirer | | | |
| j) Total (f+g+h+i) | **71,100** | **0.056** | **0.056** |
| **After the acquisition/sale, holding of:** | | | |
| k) Shares carrying voting rights | **9,247,760** | **7.270** | **7.253** |
| l) Shares encumbered with the acquirer | - | - | - |
| m) VRs otherwise than by shares | - | - | - |
| n) 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 | - | - | - |
| o) Shares encumbered / invoked/ released by the acquirer | - | - | - |
| p) Total (k+l+m+n+o) | **9,247,760** | **7.270** | **7.253** |
| Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc). | **Off Market Purchase** | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | **Acquisition on May 15, 2015** | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | **Rs. 127,209,245/- (Divided into 127,209,245 paid-up Equity shares of Re. 1/- each)** | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | **Rs. 127,209,245/- (Divided into 127,209,245 paid-up Equity shares of Re. 1/- each)** | | |
| Total diluted share/voting capital of the TC after the said acquisition/sale. | **Rs. 127,501,675/- (Divided into 127,501,675 Equity shares of Re. 1/- each)** | | |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) 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.

**For U Infosoft Private Limited**

Kuldeep

**Director**
**Signature of the acquirer / ~~seller~~ / Authorised Signatory**
**Place: NOIDA**
**Date: May 16, 2015**

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 | 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 | Mr. Mandeep Singh Sodhi | Person Acting in Concert |
| 10 | Mr. Raj Swaminathan | Person Acting in Concert |

**For U Infosoft Private Limited**

Kuldeep.

**Director**
**Place : NOIDA**
**Date : May 16, 2015**

**Annexure-B**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | **R SYSTEMS INTERNATIONAL LIMITED** | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | **Satinder & Harpreet Rekhi Family Trust (List of Promoters & PAC is enclosed as Annexure-1)** | | |
| Whether the acquirer belongs to Promoter/Promoter group | **Yes** | | |
| 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)** | | |
| 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 | **15,115,180** | **11.882** | **11.855** |
| b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others) | - | - | |
| c) Voting rights (VR) otherwise than by shares | - | - | - |
| d) 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) | - | - | - |
| e) Total (a+b+c+d) | **15,115,180** | **11.882** | **11.855** |
| **Details of acquisition/sale** | | | |
| f) Shares carrying voting rights ~~acquired~~/sold | **227,700** | **0.179** | **0.179** |
| g) Voting rights (VR) acquired/sold otherwise than by shares | - | - | - |
| h) 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 | - | - | - |
| i) Shares encumbered / invoked/ released by the acquirer | - | - | - |
| j) Total (f+g+h+i) | **227,700** | **0.179** | **0.179** |
| **After the acquisition/sale, holding of:** | - | - | - |
| k) Shares carrying voting rights | **14,887,480** | **11.703** | **11.676** |
| l) Shares encumbered with the acquirer | - | - | - |
| m) VRs otherwise than by shares | - | - | - |
| n) 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 | - | - | - |
| o) Shares encumbered / invoked/ released by the acquirer | - | - | - |
| p) Total (k+l+m+n+o) | **14,887,480** | **11.703** | **11.676** |
| Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc). | **Off Market Sale** | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | **Sale on May 15, 2015** | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | **Rs. 127,209,245/- (Divided into 127,209,245 paid-up Equity shares of Re. 1/- each)** | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | **Rs. 127,209,245/- (Divided into 127,209,245 paid-up Equity shares of Re. 1/- each)** | | |
| Total diluted share/voting capital of the TC after the said acquisition/sale. | **Rs. 127,501,675/- (Divided into 127,501,675 Equity shares of Re. 1/- each)** | | |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) 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.

**For Satinder & Harpreet Rekhi Family Trust**

**Trsutee: Satinder Singh Rekhi**
**Signature of the ~~acquirer~~ / seller / Authorised Signatory**
**Place: California, U.S.A**
**Date: May 16, 2015**

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 | 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 | Mr. Mandeep Singh Sodhi | Person Acting in Concert |
| 10 | Mr. Raj Swaminathan | Person Acting in Concert |

**For Satinder & Harpreet Rekhi Family Trust**



**Trustee : Satinder Singh Rekhi**
**Place : California, U.S.A**
**Date : May 16, 2015**

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 | Mr. Mandeep Singh Sodhi | Person Acting in Concert |
| 10 | Mr. Raj Swaminathan | Person Acting in Concert |

**For GMU Infosoft Private Limited**

Kuldeep.

**Director**
**Place : NOIDA**
**Date : May 16, 2015**