R SYSTEMS INTERNATIONAL LIMITED
[CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India - 201 307
Phones: +91-120-4303500 | Email: rsystems.india@rsystems.com | Regd.Off.: B-104A, Greater Kailash-I,
Fax : +91-120-2587123 | www.rsystems.com | New Delhi - 110 048

KIND ATTN: MR. HARI .K / MR. ANEESH KUMAR

REF: SECT/03/2014/16

March 12, 2014

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 VINAY NARJIT SINGH BEHL FOR ACQUISITION OF 250,000 EQUITY SHARES OF RE. 1/- EACH OF THE COMPANY PURSUANT TO ALLOTMENT UNDER ESOP SCHEME

We have also received intimations from Mr. Vinay Narjit Singh Behl (Director of subsidiary 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, for acquisition of 250,000 equity shares of Re. 1/- each comprising of 0.196% 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.

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. Vinay Narjit Singh Behl 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.

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
Vinay Narjit Singh Behl PAN : AGKPB0802H Contact Address 2352 Beckett Dr El Dorado Hills, CA,U.S.A. - 95762 Tele: (+001) 916 3426363	Pre-acquisition holding Nil Shares Acquired 250,000 shares (0.196%)	Allotment on March 10, 2014	March 12, 2014	Allotment on exercise of Options under ESOP Scheme	250,000 Shares (0.196%)	Not Applicable	Not Applicable	250,000	3,017,500	-	-

R SYSTEMS INTERNATIONAL LTD.

For R Systems International Limited

Vikash Kumar Tiwari
(Company Secretary & Compliance Officer)

Place **Noida**
Date **March 12, 2014**

March 12, 2014

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 March 10, 2014 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,

Vinay Narjit Singh Behl

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
Vinay Narjit Singh Behl PAN AGKPB0802H **Contact Address:** 2352 Beckett Dr El Dorado Hills, CA,U S A - 95762 Tele: (+001) 916 3426363	Pre-acquisition holding Nil Shares Acquired 250,000 shares (0.196%)	Allotment on March 10, 2014	March 12, 2014	Allotment on exercise of Options under ESOP Scheme	250,000 Shares (0.196%)	Not Applicable	Not Applicable	250,000	3,017,500	-	-

Vinay Narjit Singh Behl

Place: CA, U.S.A.
Date: March 12, 2014

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	Vinay Narjit Singh Behl (List of Promoters & PAC is enclosed as Annexure-1)		
Whether the acquirer belongs to Promoter/Promoter group	No		
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	0	0	0
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 TC (specify holding in each category) -ESOP	250,000	0.196	0.195
e) Total (a+b+c+d)	250,000	0.196	0.195
Details of acquisition/sale			
f) Shares carrying voting rights acquired/sold	250,000	0.196	0.195
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 TC (specify holding in each category) acquired/sold (Exercise of ESOP)	(250,000)	(0.196)	(0.195)
i) Shares encumbered / invoked/ released by the acquirer			
j) Total (f+g+h+i)	-	-	-
After the acquisition/sale, holding of:			
k) Shares carrying voting rights	250,000	0.196	0.195
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 TC (specify holding in each category) after acquisition	-	-	-
o) Shares encumbered / invoked/ released by the acquirer			
p) Total (k+l+m+n+o)	250,000	0.196	0.195
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		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition through allotment on March 10, 2014		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 126,654,580/- (Divided into 126,654,580 paid-up Equity shares of Re. 1/- each)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 127,367,180/- (Divided into 127,367,180 paid-up Equity shares of Re. 1/- each)		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 128,281,260/- (Divided into 128,281,260 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.

Signature of the acquirer / ~~seller / Authorised Signatory~~
Place: CA, U.S.A.
Date: March 12, 2014

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

Vinay Narjit Singh Behl
Place : CA, U.S.A.
Date : March 12, 2014