



## R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579  
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]  
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REF: SECT/08/2021/14

AUGUST 17, 2021

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

**SUB: CORPORATE DISCLOSURE UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - SUBMISSION OF DRAFT LETTER OF OFFER FOR BUYBACK OF EQUITY SHARES**

This is with reference to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and our letter reference no. SECT/08/2021/2 dated August 06, 2021 whereby it was intimated that the Board of Directors of R Systems International Limited ("Company") at its meeting held on August 06, 2021, approved the proposal for Buyback of Equity Shares of the Company, upto 1,333,000 (Thirteen Lakhs Thirty Three Thousand) fully paid-up Equity Shares of Re. 1/- each at a price of Rs. 225/- (Rupees Two Hundred Twenty Five only) per equity share payable in cash for an aggregate consideration not exceeding Rs. 299,925,000 (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand Only) 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 and the Companies Act, 2013 and rules made thereunder.

In this regard, please find enclosed the copy of the Draft Letter of offer dated August 17, 2021 in relation to the said Buyback Offer.

The Company will provide relevant updates in relation to the Buyback as per applicable law in due course.

This is for your information and record.

Thanking You,  
Yours faithfully,




For R Systems International Limited

Bhasker Dubey  
(Company Secretary & Compliance Officer)



**DRAFT LETTER OF OFFER**  
**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

*This Draft Letter of Offer is being sent to you as a registered Equity Shareholder (as defined hereinafter) of R Systems International Limited (the "Company"/ "R Systems") as on the Record Date (as defined hereinafter) in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations"). If you require any clarifications about the action to be taken, you should consult your stockbroker or your investment consultant or the Manager to the Buyback i.e. Motilal Oswal Investment Advisors Limited or the Registrar to the Buyback i.e. Link Intime India Private Limited. Please refer to the section on "Definitions of Key Terms" for the definition of the capitalized terms used herein.*

	<p><b>R Systems International Limited</b>  <b>Registered Office:</b> GF-1-A, 6, Devika Tower, Nehru Place, New Delhi, India- 110019  <b>Correspondence Address:</b> C-40, Sector-59, Noida, District Gautam Budh Nagar, Uttar Pradesh, India- 201307   Tel. No.: +91 120-4303500   E-mail: <a href="mailto:rsil@rsystems.com">rsil@rsystems.com</a>   Website: <a href="http://www.rsystems.com">www.rsystems.com</a>  <b>Corporate Identification Number (CIN):</b> L74899DL1993PLC053579  <b>Contact Person:</b> Mr. Bhasker Dubey, Company Secretary and Compliance Officer  Tel. No.: +91-120 4303566;   E-mail: <a href="mailto:investors@rsystems.com">investors@rsystems.com</a></p>
<p><b>CASH OFFER TO BUYBACK UP TO 1,333,000 (THIRTEEN LAKHS THIRTY THREE THOUSAND EQUITY SHARES ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE ₹1/- EACH ("EQUITY SHARES") ("BUYBACK"), REPRESENTING 1.11% OF THE TOTAL PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE FULLY PAID EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE I.E. AUGUST 27, 2021 ("RECORD DATE"), ON A PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" ROUTE, AT A PRICE OF ₹225/- (RUPEES TWO HUNDRED AND TWENTY FIVE ONLY) PER EQUITY SHARE (THE "BUYBACK PRICE") FOR AN AGGREGATE AMOUNT OF UP TO ₹ 299,925,000/- (RUPEES TWENTY NINE CRORE NINETY NINE LAKHS TWENTY FIVE THOUSAND ONLY) (THE "BUYBACK SIZE"). AS REQUIRED UNDER THE BUYBACK REGULATIONS, EQUITY SHARES TO BE BOUGHT BACK ARE DIVIDED INTO TWO CATEGORIES: (I) RESERVED CATEGORY FOR SMALL SHAREHOLDERS (AS DEFINED HEREINAFTER); AND (II) GENERAL CATEGORY FOR ALL OTHER SHAREHOLDER</b></p>	
<ol style="list-style-type: none"> <li>The Buyback is in accordance with Article 70 of the Articles of Association of the Company and is subject to the provisions of Section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, as applicable and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "Buyback Regulations") including any amendments, statutory modifications or re-enactments thereof, for the time being in force, and is subject to other approvals, permissions, sanctions and exemptions as may be required from time to time from any statutory and/ or regulatory authorities including but not limited to Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, Registrar of Companies, Reserve Bank of India, etc.</li> <li>The Buyback Size is 8.73% and 7.64% of the aggregate paid-up equity share capital and free reserves (including securities premium account) as per the standalone and consolidated audited balance sheet of the Company as on December 31, 2020, respectively (the last standalone and consolidated audited balance sheet available for the financial year as on the date of the Board meeting approving the proposal of the Buyback, held on August 06, 2021) and is within the statutory limits of 10% of the total paid-up equity share capital and free reserves (including securities premium account) as per the last standalone and consolidated audited financial statements of the Company for financial year ended December 31, 2020. The Equity Shares proposed to be bought back represent 1.11% of the total number of paid-up equity share capital of the Company.</li> <li>The Letter of Offer will be sent to the Shareholder(s)/ Beneficial Owner(s) holding Equity Shares of the Company as on the Record Date i.e. August 27, 2021.</li> <li>The procedure for tendering and settlement is set out in clause 20 on page 34 of this Draft Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the "Tender Form") is enclosed together with this Draft Letter of Offer.</li> <li>For mode of payment of consideration to the Equity Shareholders, please refer to clause 20 on page 34 of this Draft Letter of Offer.</li> <li>Equity Shareholders are advised to refer to Clause 17 (Details of the Statutory Approvals) and Clause 21 (Note on Taxation) of this Draft Letter of Offer, before tendering their Equity Shares in the Buyback.</li> <li>A copy of the Public Announcement dated August 06, 2021 published on August 10 2021 and the Letter of Offer (including the Tender Form) shall also be available on the website of the Company- <a href="http://www.rsystems.com">www.rsystems.com</a> and is expected to be available on the website of Securities and Exchange Board of India- <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a>.</li> </ol>	
<b>MANAGER TO THE BUY BACK</b>	<b>REGISTRAR TO THE BUY BACK</b>
 <b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra, India <b>Tel:</b> +91 22 7193 4380 <b>Email:</b> <a href="mailto:rsil.buyback2021@motilaloswal.com">rsil.buyback2021@motilaloswal.com</a> <b>Investor Grievance E-mail:</b> <a href="mailto:moiapredressal@motilaloswal.com">moiapredressal@motilaloswal.com</a> <b>Website:</b> <a href="http://www.motilaloswalgroup.com">http://www.motilaloswalgroup.com</a> <b>Contact person:</b> Ms. Ritu Sharma <b>SEBI Registration No.:</b> INM000011005 <b>CIN:</b> U67190MH2006PLC160583	 <b>Link Intime India Private Limited</b> C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India <b>Tel:</b> +91 22 4918 6200 <b>Facsimile:</b> +91 22 4918 6195 <b>Email:</b> <a href="mailto:rsystems.buyback2021@linkintime.co.in">rsystems.buyback2021@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Contact Person:</b> Mr. Sumeet Deshpande <b>SEBI Registration Number:</b> INR000004058 <b>CIN:</b> U67190MH1999PTC118368
<b>BUY BACK OPENS ON:</b> [●]	<b>BUY BACK CLOSES ON:</b> [●]
<b>LAST DATE/ TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR: [●], 5 PM</b>	

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## 1. SCHEDULE OF ACTIVITIES

Activity	Schedule of activities	
	Date	Day
Date of the Board meeting to approve the proposal for Buyback of Equity Shares	August 06, 2021	Friday
Date of publication of Public Announcement for the Buyback	August 10, 2021	Tuesday
Record Date for determining the Buyback Entitlement and the names of Eligible Sellers	August 27, 2021	Friday
<b>Buyback opens on/ date of opening of Buyback</b>	[●], 2021	[●]
<b>Buyback closes on/ date of closing of Buyback</b>	[●], 2021	[●]
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar and Transfer Agent	[●], 2021	[●]
Last date of verification by Registrar	[●], 2021	[●]
Last date of providing Acceptance to the Stock Exchange by the Registrar	[●], 2021	[●]
Last date of settlement of bids on the Stock Exchange	[●], 2021	[●]
Last date of dispatch of share certificate(s) by RTA/ return of unaccepted demat Equity Shares by Stock Exchange to Selling Member/ Eligible Sellers	[●], 2021	[●]
Last date of extinguishment of Equity Shares	[●], 2021	[●]

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

## 2. DEFINITION OF KEY TERMS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning provided below. Reference to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder

Term	Description
<b>Acceptance / Accept / Accepted</b>	Acceptance of Equity Shares tendered by Eligible Sellers in the Buyback Offer.
<b>Act or Companies Act</b>	The Companies Act, 2013, as amended including the rules and regulations made thereunder.
<b>Acquisition Window</b>	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circular.
<b>Additional Equity Shares or Additional Shares</b>	Additional Equity Shares tendered by an Eligible Seller over and above the Buyback Entitlement of such Eligible Seller not exceeding the Equity Shares held by such Eligible Seller as on the Record Date.
<b>Articles / AOA</b>	Articles of Association of the Company, as amended from time to time
<b>Board or Board of Directors</b>	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof).
<b>Board Meeting</b>	Meeting of the Board of Directors of the Company held on Friday, August 06, 2021 approving the Buyback.
<b>BOI</b>	Body of Individuals
<b>BSE</b>	BSE Limited
<b>Buyback or Buyback Offer or Offer</b>	Buyback of 1,333,000 Equity Shares (Thirteen Lakhs Thirty Three Thousand Equity Shares only) at a price of ₹225/- (Rupees Two Hundred Twenty Five Only) per Equity Share for an aggregate amount up to ₹ 299,925,000/- (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand only) through Tender Offer.
<b>Buyback Closing Date</b>	[●] being the last date up to which the tendering of shares by Eligible Sellers will be allowed.
<b>Buyback Opening Date</b>	[●] being the date from which the tendering of Equity Shares by Eligible Sellers will be allowed.
<b>Buyback Entitlement or Entitlement</b>	The number of Equity Shares that an Eligible Seller is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Seller, on the Record Date and the ratio / percentage of Buyback applicable to such Shareholder.
<b>Buyback Period</b>	The period between the date of Board Meeting to authorize Buyback i.e. August 06, 2021 till the date on which the payment of consideration to shareholders who have accepted the Buyback offer will be made.
<b>Buyback Price or Offer Price</b>	Price at which Equity Shares will be bought back from the Equity Shareholders i.e. ₹225/- (Rupees Two Hundred Twenty Five Only) per Equity Share, payable in cash.
<b>Buyback Size</b>	Number of Equity Shares proposed to be bought back i.e. 1,333,000 (Thirteen Lakhs Thirty Three Thousand Equity Shares only) fully paid-up Equity Shares multiplied by the Buyback Price i.e. a price

Term	Description
	of ₹ 225/- (Rupees Two Hundred Twenty Five Only) per Equity Share aggregating to ₹ 299,925,000/- (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand only).
<b>Buyback Regulations</b>	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and the SEBI Circulars.
<b>Buyback Tax</b>	Buyback Tax is defined under Clause 115QA of the Income Tax Act 1961, i.e. <i>Tax on distributed income to shareholders</i> .—(1) Notwithstanding anything contained in any other provision of this Act, in addition to the income-tax chargeable in respect of the total income of a domestic company for any assessment year, any amount of distributed income by the company on buy-back of shares (not being shares listed on a recognised stock exchange) from a shareholder shall be charged to tax and such company shall be liable to pay additional income-tax at the rate of twenty per cent on the distributed income.
<b>CDSL</b>	Central Depository Services (India) Limited
<b>Clearing Corporation</b>	Indian Clearing Corporation Limited
<b>Committee or Committee of Directors or Buyback Committee</b>	The Committee of Directors was formed and authorized for the purposes of the Buyback through a resolution of the Board dated August 06, 2021. The Buyback Committee comprise of Lt. Gen. Baldev Singh (Retd.), President & Senior Executive Director, Mr. Avirag Jain, Director & Chief Technology Officer, Mrs. Ruchica Gupta, Non-Executive Independent Director, Mr. Nand Sardana, Chief Financial Officer and Mr. Bhasker Dubey Company Secretary & Compliance Officer of the Company.
<b>Companies Act or Act</b>	Companies Act, 2013 and applicable rules thereunder.
<b>“Company” or “Our Company” or “we” or “us” or “our”</b>	R Systems International Limited unless the context states otherwise.
<b>Company’s Broker</b>	Motilal Oswal Financial Services Limited
<b>Company’s Demat Account</b>	The depository account entitled “R Systems International Limited” opened by the Company.
<b>DP</b>	Depository Participant
<b>Depositories</b>	NSDL and CDSL
<b>Designated Stock Exchange</b>	The designated stock exchange for the Buyback is BSE.
<b>Director</b>	Director(s) of the Company.
<b>Draft Letter of Offer (DLOF)</b>	This Draft Letter of Offer dated August 17, 2021 filed with SEBI.
<b>Eligible Shareholders or Eligible Person or Equity Shareholder or Eligible Sellers</b>	Person(s) eligible to participate in the Buyback Offer and would mean all equity shareholders/beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. August 27, 2021 and excludes Person(s) who do not have the capacity under applicable law to tender equity shares.
<b>Equity Shares</b>	Fully paid-up equity shares of the Company each having a face value of ₹1 (Rupee One Only).
<b>Escrow Account</b>	The Escrow Account titled “RSIL BUYBACK OF EQUITY SHARES 2021 ESCROW ACCOUNT” opened with the Escrow Agent.
<b>Escrow Agent</b>	Axis Bank Limited
<b>Escrow Agreement</b>	The Escrow Agreement dated August 10, 2021 entered into between the Company, the Manager to the Buyback and the Escrow Agent.
<b>FEMA</b>	Foreign Exchange Management Act, 1999 including the regulations, circulars, directions and notifications issued thereunder.
<b>FII(s)/FPI(s)</b>	Foreign Institutional Investors / Foreign Portfolio Investors
<b>IT Act or Income Tax Act</b>	Income-tax Act, 1961
<b>General Category</b>	Eligible Sellers other than the Small Shareholders
<b>LOF or Letter of Offer</b>	The letter of offer dated [●], containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer.
<b>LODR Regulations</b>	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
<b>Manager to the Buyback or Manager to the Offer</b>	Motilal Oswal Investment Advisors Limited
<b>N.A.</b>	Not Applicable
<b>Non-Resident Indians</b>	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
<b>Non-Resident Shareholders</b>	Includes Non-resident Indians (NRI), Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI) and erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals.

<b>Term</b>	<b>Description</b>
<b>NSE</b>	National Stock Exchange of India Limited
<b>NSDL</b>	National Securities Depository Limited
<b>Promoter and Promoter Group</b>	Promoter and promoter group as have been disclosed under the filings made by the Company under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
<b>Public Announcement</b>	The public announcement, made in accordance with the Buyback Regulations, dated August 06, 2021, published in all editions of the Business Standard (English national daily) and the Business Standard (Hindi national daily) (regional language daily since Hindi, being the regional language at the place where the registered office of the Company is situated), each with wide circulation, on August 10, 2021.
<b>PAN</b>	Permanent Account Number
<b>Physical Form</b>	Tender form for Eligible Shareholders holding Physical Shares.
<b>Physical Shares</b>	Equity Share(s) of the Company in physical form.
<b>RBI</b>	Reserve Bank of India
<b>Record Date</b>	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Sellers to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buyback offer in accordance with the Buyback Regulations. The Record Date for the Offer is August 27, 2021.
<b>Registrar to the Buyback</b>	Link Intime India Private Limited
<b>SEBI</b>	Securities and Exchange Board of India
<b>SEBI Circulars</b>	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
<b>Seller Member or Seller Broker</b>	A stock broker (who is a member of the BSE) of an Eligible Seller, through whom the Eligible Shareholder wants to participate in the Buyback.
<b>Shareholders</b>	Holders of Equity Shares and includes beneficial owners thereof
<b>Shareholder Broker</b>	A Stock Broker of an Eligible Seller through whom the Eligible Seller wants to participate in the Buyback.
<b>Small Shareholder</b>	'Small Shareholder' means a shareholder of the Company, who holds shares whose market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of such security, as on Record Date (i.e. August 27, 2021), is not more than ₹ 200,000/- (Rupees Two Lakh Only).
<b>Stock Exchanges</b>	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
<b>Takeover Regulations</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
<b>Tender Form</b>	The form to be filled in by the Shareholders to participate in the Buyback.
<b>Tender Offer</b>	Method of Buyback as defined in Regulation 2(i)(q) of the Buyback Regulations.
<b>Tendering Period</b>	Period of 10 (Ten) Working Days from the date of opening of the Buyback Offer until its closure (both days inclusive).
<b>TRS</b>	Transaction Registration Slip generated by the exchange bidding system.
<b>U.S.</b>	United States/ United States of America
<b>Working Day</b>	Working day shall have the meaning ascribed to it under the Buyback Regulations.

### 3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way, be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet its Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback, Motilal Oswal Investment Advisors Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and the Buyback Regulations. This requirement is to facilitate Eligible Sellers to take an informed decision in tendering their Equity Shares in the Buyback.

It should also be clearly understood that, while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Motilal Oswal Investment Advisors Limited, has furnished to SEBI a due diligence certificate dated August 17, 2021, in accordance with the Buyback Regulations, which reads as follows:

*“We have examined various documents and material papers contained in the annexures to this Draft Letter of Offer relevant to the Buyback, as part of the due diligence carried out by us in connection with the finalization of the Public Announcement published on August 10, 2021 and the Draft Letter of Offer dated August 17, 2021. On the basis of such examination and the discussions with the Company, we hereby state that:*

- 1) the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*
- 2) all the legal requirements connected with the said offer including the SEBI (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- 3) the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Sellers to make a well informed decision in respect of the captioned Buyback;*
- 4) funds used for Buyback shall be as per the provisions of the Companies Act, 2013 .”*

The filing of the Draft Letter of Offer with SEBI, does not, however, absolve the Company from any liability under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Directors/ Promoters declare and confirm that no information or material likely to have a bearing on the decision of Eligible Sellers has been suppressed, withheld and/ or incorporated in a manner that would amount to misstatement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld, or amounts to a misstatement or misrepresentation, the Promoters and Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

The Directors/ Promoters, also declare and confirm that, funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

#### **Disclaimer for Persons other than those resident in India**

- This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Offer to any new or additional requirements or registrations. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.
- This Draft Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) as per the Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

#### **Forward Looking Statements:**

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign

exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

**Currency and Unit of Presentation:**

In this Draft Letter of Offer, references to “₹” and “Rupees” are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in ₹ million, unless otherwise stated.

**4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS**

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on August 06, 2021. The extracts of the Board resolution are as follows:

**“RESOLVED THAT** in accordance with the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”), to the extent applicable, including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (“**Buyback Regulations**”), as amended, the Foreign Exchange Management Act, 1999 and rules made thereunder, as amended and subject such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, NCT of Delhi and Haryana (“**ROC**”) and/ or other appropriate authorities, institutions or bodies, lenders, while granting such approvals, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) may agree, the consent of the Board be and is hereby accorded for buyback of upto **1,333,000 (Thirteen Lakhs Thirty Three Thousand)** fully paid up equity shares of the face value of Re. 1/- (Rupee One Only) each (hereinafter referred to as the “**Equity Shares**” or “**Shares**”) representing upto 1.11 % of the total paid-up Equity Share Capital of the Company at a price of Rs. **225/- (Rupees Two Hundred Twenty Five Only)** per fully paid up Equity Share payable in cash (“**Buyback Price**”) for a maximum amount not exceeding Rs. **299,925,000/- (Rupees Twenty Nine Crores Ninety Nine Lakhs Twenty Five Thousand only)** (“**Buyback Size**”), representing 8.73% and 7.64% of the aggregate paid-up equity share capital and free reserves (including securities premium account) of the Company based on Standalone and Consolidated financial statements, respectively, for the financial year ended on December 31, 2020, being within the 10% limit of paid-up share capital and free reserves (including securities premium account) of the Company, out of free reserves and / or surplus and/ or the securities premium account of the Company or such other source as may be permitted by the Buyback Regulation or the Act, from the shareholders of the Company, as on record date i.e. August 27, 2021 (hereinafter referred to as the “**Record Date**”), on a proportionate basis through “**Tender Offer**” route as prescribed under the Buyback Regulations (the “**Buyback**”).

**RESOLVED FURTHER THAT** the Buyback Size does not include any expenses incurred or to be incurred for the Buyback including but not limited to filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as income tax, buyback taxes, Securities Transaction Tax, Stamp Duty and Goods and Service Tax etc.), advisors’ fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (“**SEBI Circulars**”) including any further amendments thereof and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

**RESOLVED FURTHER THAT** as required by Regulation 6 of the Buyback Regulations, the Company shall Buyback Equity Shares from the shareholders on a proportionate basis under the Tender Offer route through stock exchange mechanism, provided that 15% of the total number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

**RESOLVED FURTHER THAT** all of the shareholders of the Company will be eligible to participate in the Buyback including promoters and promoter group of the Company (including members thereof), persons in control (including such persons acting in concert), who holds Equity Shares as of the Record Date.

**RESOLVED FURTHER THAT** the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (the “**Listing Regulations**”).

**RESOLVED FURTHER THAT** the Buyback from non-resident shareholders, Overseas Corporate Bodies (OCB’s), Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India (“**RBI**”).



under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any.

**RESOLVED FURTHER THAT** the proposed Buyback be implemented from the existing shareholders including the promoter(s) and promoter group of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under the Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (“**SEBI Takeover Regulations**”), from its free reserves and/or surplus and/or securities premium account of the Company or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

**RESOLVED FURTHER THAT** nothing contained hereinabove shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board/ Committee to Buyback any shares and/or impair any power of the Company or the Board/ Committee to terminate any process in relation to such Buyback, if so permissible by law.

**RESOLVED FURTHER THAT** in terms of Regulation 24(iii) of the Buyback Regulations, Mr. Bhasker Dubey, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback and Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company, is appointed Registrar and the Investor Service Centre.

**RESOLVED FURTHER THAT** BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

**RESOLVED FURTHER THAT** draft of the Declaration of Solvency prepared in the prescribed form, supporting affidavit and Statement of Assets and Liabilities in the prescribed form as at June 30, 2021, placed before the meeting be and is hereby approved and Dr. Satinder Singh Rekhi, Managing Director & Chief Executive Officer, Lt. Gen. Baldev Singh (Retd.), President & Senior Executive Director and Mr. Avirag Jain, Director & Chief Technology Officer of the Company, be and are hereby authorized to sign the Declaration of Solvency and are hereby authorized to sign the supporting affidavit and other documents, for and on behalf of the Board and file the same with the Registrar of Companies, NCT of Delhi and Haryana and with SEBI in accordance with applicable law(s).

**RESOLVED FURTHER THAT** the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the following opinion that:

- a. Immediately following the date of the Board meeting convened on August 06, 2021, there will be no grounds on which the Company could be found unable to pay its debts;
- b. As regards its prospects for the year immediately following the date of Board Meeting convened on August 06, 2021, that having regard to Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will, in the view of the Board, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting i.e. August 06, 2021; and
- c. In forming their opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016.

**RESOLVED FURTHER THAT** the Board hereby opines and confirms that:

- a) All the Equity Shares for Buyback are fully paid-up;
- b) The Company shall not issue and allot any Equity Shares including by way of bonus till the date of payment to shareholders for shares bought back under this Buyback,
- c) The Company, as per provisions of Section 68(8) of the Act , shall not make a further issue of the same kind of shares or other securities including allotment of new shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months from completion of buyback, except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- d) The Company, as per provisions of 24(i)(f) of Buyback Regulations, shall not raise further capital for a period of one year from the date of completion of payment to shareholders under this buyback, except in discharge of its subsisting obligations;
- e) The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable;
- f) The Company shall not Buyback its shares from any person through negotiated deal whether on or off the stock exchanges

or through spot transactions or through any private arrangement in the implementation of the Buyback;

- g) The Company shall not directly or indirectly purchase its own shares:
- through a subsidiary company including its own subsidiary companies, if any; or
  - through any investment company or group of investment companies.
- h) There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institutions or banking companies;
- i) That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- j) Funds borrowed from banks and financial institutions, if any, will not be used for the Buyback;
- k) The maximum amount of the Buyback i.e. Rs. 299,925,000/- (Rupees Twenty Nine Crores Ninety Nine Lakhs Twenty Five Thousand only) does not exceed 8.73% and 7.64% of the aggregate paid-up Equity Share capital and free reserves (including securities premium account) based on Standalone and Consolidated financial statements basis, respectively as on December 31, 2020;
- l) The maximum number of shares proposed to be purchased under the Buyback shall not exceed 10% of the paid-up equity share capital based on Standalone and Consolidated financial statements basis, respectively as on December 31, 2020;
- m) The Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback Period;
- n) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- o) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date; and
- p) That the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves (including securities premium account) after the Buyback.”

**RESOLVED FURTHER THAT** the draft of the public announcement and the draft letter of offer in connection with the Buyback, as placed before the Board be and are hereby approved and that Dr. Satinder Singh Rekhi, Managing Director & Chief Executive Officer, Lt. Gen. Baldev Singh (Retd.), President & Senior Executive Director and Mr. Bhasker Dubey, Company Secretary and Compliance Officer, be and are hereby, jointly and/or severally, authorized to sign, execute and deliver, modify, sign and issue the final public announcement, draft letter of offer, letter of offer, other announcements required for the Buyback, and provide affidavits, indemnity, undertaking, consents, declarations, confirmations or such other documents as may be required from time to time, on behalf of the Board, as per the requirements of the Regulations or the Act.

**RESOLVED FURTHER THAT** a Buyback Committee comprising of Lt. Gen. Baldev Singh (Retd.), President & Senior Executive Director, Mr. Avirag Jain, Director & Chief Technology Officer, Mrs. Ruchica Gupta, Non-Executive Independent Director, Mr. Nand Sardana, Chief Financial Officer and Mr. Bhasker Dubey Company Secretary & Compliance Officer of the Company be and is hereby constituted and the powers of the Board in respect of Buyback, be and are hereby delegated to the Committee (“**Buyback Committee**”) and each member of the Buyback Committee be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to the following:

1. The initiating of all necessary actions for preparation and issue of public announcement, draft letter of offer, letter of offer and related documents;
2. The preparation, finalization and filing of public announcement, draft letter of offer, letter of offer, related documents and also the certificates for declaration of solvency and other filings with the SEBI, ROC, the Stock Exchanges and other appropriate authority(ies), if any;
3. Finalizing the terms of Buyback such as the entitlement ratio, the schedule of activities for Buyback, including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback;
4. The appointment of printers, advertisement agency, and other advisors, consultants or representatives and settlement of the remuneration for all such intermediaries/ agencies/ persons, including by the advisory fees, payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
5. The making of all applications to the appropriate authorities for their requisite approvals;
6. Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
7. The opening, operation and closure of cash escrow account and special account in accordance with the escrow agreement to be executed by the Company in this regard;

8. The opening, operation and closure of demat escrow account in accordance with the escrow agreement to be executed by the Company with the depository participant;
9. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
10. To make all applications to the appropriate authority(ies) for their requisite approvals including for approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
11. To sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;
12. To deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof;
13. Extinguishment of dematerialized shares and physical destruction of share certificates and filling of the certificate of extinguishment required in connection with the Buyback on behalf of the Board;
14. Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback; and/ or
15. To do all such acts as it may, in its absolute discretion deem necessary, expedient or proper for the implementation of the Buyback.

**RESOLVED FURTHER THAT** the Buyback Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, ROC, depositories and/or other authorities.

**RESOLVED FURTHER THAT** the quorum for a meeting of the Buyback Committee shall be presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions.

**RESOLVED FURTHER THAT** the Company Secretary & Compliance Officer of the Company shall act as Secretary to the Buyback Committee.

**RESOLVED FURTHER THAT** the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation/ sub-delegation of authority from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed if required, on any document relating to the proposed Buy-back, as per provisions contained in the Articles of Association of the Company."

## **5. DETAILS OF THE PUBLIC ANNOUNCEMENT**

In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement dated August 06, 2021 for the Buyback of Equity Shares, which was published on August 10, 2021 in all editions of the Business Standard English and Business Standard Hindi (Hindi being the regional language at the place where the registered office of the Company is situated). The Public Announcement was issued within 2 (two) working days from the date of passing of Board Resolution i.e., on August 06, 2021. A copy of the Public Announcement is available on the Company's website

([www.rsystems.com](http://www.rsystems.com)), and is expected to be available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) during the Buyback period and on the website of Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Company will publish further notices or corrigenda, if any, in the abovementioned newspapers.

## 6. DETAILS OF THE BUY BACK

- I. The Board of Directors (hereinafter referred to as the “Board”, which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by the resolution) of R Systems International Limited (the “Company”/ “R Systems”), at its meeting held on August 06, 2021 (“**Board Meeting**”) approved the proposal for the buyback of 1,333,000 Equity Shares (Thirteen Lakhs Thirty Three Thousand Equity Shares only) at a price of ₹ 225/- (Rupees Two Hundred Twenty Five Only) per Equity Share payable in cash (“**Buyback Price**”) for a maximum aggregate amount up to ₹ 299,925,000/- (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand only) (“**Buyback Size**”) (being less than 10% of the aggregate paid-up Equity Share capital and free reserves (including securities premium account) of the Company as per latest audited standalone and consolidated financial statements as on December 31, 2020), from the equity shareholders of the Company as on August 27, 2021 (“**Record Date**”) (“**Eligible Shareholders**”), on a proportionate basis through a tender offer in accordance with the provisions of the Companies Act, 2013 (“**Companies Act**” or “**the Act**”) and the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), as applicable and in compliance with the Buyback Regulations (“**Buyback Offer**” or “**Buyback**”). The Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India (“**SEBI**”), brokerage, applicable taxes (such as Income Tax, Buyback Taxes, Securities Transaction Tax, Stamp Duty and Goods and Service Tax), advisors’ fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (“**Transaction Cost**”). Buyback Tax does not form part of the Buyback Offer Size and will be appropriated out of the free reserves of the Company. The Board approved the Buyback of the Equity Shares from the existing shareholders / beneficial owners, on a proportionate basis (subject to the reservation for small shareholders), through the tender offer process pursuant to Articles of Association of the Company and in accordance with Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, the Share Capital Rules, the Management Rules, as applicable and the Buyback Regulations. The Buyback is subject to receipt of and approvals of lenders, statutory, regulatory or governmental authorities as may be required under applicable laws, including the Reserve Bank of India (“**RBI**”), the SEBI, and the Stock Exchanges on which the Equity Shares of the Company are listed, namely, National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) (hereinafter together referred to as the “**Stock Exchanges**”).
- II. The Buyback offer size is not exceeding 10% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the financial year ended December 31, 2020 and hence, is within the statutory limits under the Board of Directors approval route as per the provisions of the Companies Act. Further, the total number of Equity Shares proposed to be bought back by the Company is within the 25% of the total paid-up Equity Share capital as per the provisions of the Companies Act.
- III. The Buyback Size is up to ₹ 299,925,000/- (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand only) representing 8.73% and 7.64% of the aggregate paid-up equity share capital and free reserves, as per the standalone and consolidated audited financial statements of the Company for the financial year ended December 31, 2020, respectively. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted under the Buyback Regulations or the Act. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.
- IV. Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder (“**Buyback Taxes**”). The transaction of Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. In view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- V. The Buyback would be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date through the tender offer route, prescribed under Regulation 6 of the Buyback Regulations using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular no. CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 read with circular issued in relation thereto, including circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any further amendments thereof (“**SEBI Circulars**”). For the purpose of this Buyback, BSE Limited has been

appointed as designated stock exchange (the “Designated Stock Exchange”) to provide a separate acquisition window (“Acquisition Window”) to facilitate the Buyback.

VI. The shareholding of the promoter and promoter group of the Company (the “Promoter and Promoter Group”) and persons acting in concert as on the date of publication of the Public Announcement i.e. August 10, 2021:

Sr. No.	Name of Shareholder	Category	Number of Equity Shares	% of Equity Shares
<b>A. Promoter and Promoter Group</b>				
1.	Dr. Satinder Singh Rekhi	Promoter	7,476,452	6.25
2.	Mrs. Harpreet Rekhi	Promoter	5,149,865	4.30
3.	The Satinder & Harpreet Rekhi Family Trust (Trustee: Dr. Satinder Singh Rekhi & Mrs. Harpreet Rekhi)	Promoter	11,818,061	9.88
4.	Mr. Sartaj Singh Rekhi	Promoter Group	18,860,269	15.76
5.	Mr. Ramneet Singh Rekhi	Promoter Group	16,396,505	13.71
6.	Mrs. Kuldeep Baldev Singh	Promoter Group	371,908	0.31
7.	Mrs. Anita Behl	Promoter Group	367,525	0.31
8.	Mrs. Amrita Rekhi	Promoter Group	100	Negligible
9.	Mr. Jagmohan Singh Walia	Promoter Group	1,272,389	1.06
	<b>Total of A</b>		<b>61,713,074</b>	<b>51.58</b>
<b>B. Person Acting in Concert *</b>				
1.	Lt. Gen. Baldev Singh (Retd.)	Person Acting in Concert	8,322	0.01
2.	Mr. Mandeep Singh Sodhi	Person Acting in Concert	475,801	0.40
3.	Mr. Vinay Narjit Singh Behl	Person Acting in Concert	36,682	0.03
4.	Mr. Avirag Jain	Person Acting in Concert	100	Negligible
	<b>Total of B</b>		<b>520,905</b>	<b>0.44</b>
<b>Total Shareholding of Promoter, Promoter Group and Persons Acting in Concert (A+B)</b>			<b>62,233,979</b>	<b>52.02</b>

\* Person Acting in Concert as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

VII. Details of the shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. August 06, 2021:

Sr. No	Name of the Director / Key Managerial Personnel	No. of Equity Shares held	Percentage (%)
1.	Dr. Satinder Singh Rekhi (MD & CEO)	7,476,452	6.25
2.	Lt. Gen. Baldev Singh (Retd.) (President & Senior Executive Director)	8,322	0.01
3.	Mr. Avirag Jain (Director & Chief Technology Officer)	100	Negligible
4.	Mrs. Ruchica Gupta (Non- Executive Independent Director)	Nil	-
5.	Mr. Kapil Dhameja (Non- Executive Independent Director)	Nil	-
6.	Mr. Aditya Wadhwa (Non- Executive Independent Director)	Nil	-
7.	Mr. Nand Sardana (Chief Financial Officer)	197,724	0.17
8.	Mr. Bhasker Dubey (Company Secretary & Compliance Officer)	Nil	-

VIII. In terms of the Buyback Regulations, under the tender offer route, the Promoters and Promoter Group of the Company have the option to participate in the Buyback. In this regard, members of the Promoter and Promoter Group have expressed their intention vide their letters dated August 06, 2021 to participate in the Buyback and offer up to an aggregate maximum number of 2,500,000 Equity Shares and one of the Person acting in concert has also expressed his intention vide his letter dated August 06, 2021 to participate in the Buyback and offer up to 100 Equity Shares, and hence, Promoter and Promoter Group and Person Acting in Concert will offer in aggregate maximum number of 2,500,100 Equity Shares or such lower number of Equity Shares as required in compliance with the Buyback Regulations/ terms of the Buyback. The maximum number of Equity Shares to be tendered by each of the Promoter and Promoter Group & PAC in the Buyback:

Sr. No.	Name of Promoter and Promoter Group entity and Person acting in concert	Category	Maximum Number of Equity Shares proposed to be tendered
1	Dr. Satinder Singh Rekhi	Promoter	300,000
2	Mrs. Harpreet Rekhi	Promoter	300,000
3	The Satinder & Harpreet Rekhi Family Trust (Trustee: Dr. Satinder Singh Rekhi & Mrs. Harpreet Rekhi)	Promoter	500,000
4	Mr. Sartaj Singh Rekhi	Promoter Group	700,000
5	Mr. Ramneet Singh Rekhi	Promoter Group	700,000
6	Lt. Gen. Baldev Singh (Retd.)	Person Acting in Concert	100
<b>Total</b>			<b>2,500,100</b>

Mrs. Amrita Rekhi (Member of Promoter Group), Mrs. Kuldeep Baldev Singh (Member of Promoter Group), Mrs. Anita Behl (Member of Promoter Group), Mr. Jagmohan Singh Walia (Member of Promoter Group), Mr. Avirag Jain (Person Acting in Concert), Mr. Mandeep Singh Sodhi (Person Acting in Concert) and Mr. Vinay Narjit Singh Behl (Person Acting in Concert) have indicated that they will not be participating in the Buyback.

- IX. The Promoter and Promoter Group of the Company hold 51.58% of Equity Shares in the total outstanding equity share capital of the Company. For details with respect to Promoter and Promoter Group shareholding post Buyback please refer Clause 13(VII) of this DLOF. Post Buyback the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, and the provisions contained under Rule 19 (2) (b) and Rule 19A of the Securities Contract (Regulation) Rules, 1957 read with SEBI circular dated February 22, 2018.

## **7. AUTHORITY FOR THE BUY BACK**

The Buyback is being undertaken by the Company in compliance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, and in accordance with Article 70 of the Articles of Association of the Company and subject to the provisions of the Buyback Regulations, and subject to such conditions and modifications, if any, as may be prescribed or imposed by appropriate statutory and/ or regulatory authority, which may be agreed to by the Board and/ or any committee thereof. The Board of Directors at their meeting on Friday, August 06, 2021 have passed resolutions approving the Buyback.

The Buyback is further subject to approvals, permissions and sanctions as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges.

## **8. NECESSITY OF THE BUY BACK**

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash needs of the Company in the medium term and thereby returning surplus funds to the equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost efficient manner. The Buyback is being undertaken for the following reasons:

- I. The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- II. The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of 15% of the Buyback Size for small shareholders. The Company believes that this reservation of up to 15% for small shareholders would benefit a large number of public shareholders, who would get classified as “**Small Shareholders**” as defined in the Buyback Regulations;
- III. The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and
- IV. The Buyback gives an option to the Eligible Sellers to either choose to participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback or choose not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment as result of decrease in the paid-up Equity Share Capital.

## **9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY BACK ON THE COMPANY**

- I. The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buyback Entitlement, the funds deployed by the Company towards the Buyback would be ₹ 299,925,000/- (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand only) excluding any other expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, brokerage, applicable taxes (such as Buyback Taxes, Securities Transaction Tax, Stamp Duty and Goods and Service Tax), advisor’s fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses.
- II. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its requirements for business operations. The Buyback is expected to contribute to the overall enhancement of the shareholder value and result in an increase in the return on equity of the Company.
- III. In terms of the Buyback Regulations, under the tender offer route, the Promoters and Promoter Group and Person Acting in Concert of the Company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group have expressed their intention vide their letters dated August 06, 2021, to participate in the Buyback and offer up to an aggregate maximum number of 2,500,000 Equity Shares and one Person acting in concert has also expressed his

intention vide his letter dated August 06, 2021 to participate in the Buyback and offer up to an aggregate maximum number of 100 Equity Shares, and hence Promoter and Promoter Group and Person Acting in Concert will offer in aggregate maximum number of 2,500,100 Equity Shares or such lower number of Equity Shares as required in compliance with the Buyback Regulations/ terms of the Buyback.

Please see below the maximum number of Equity Shares to be tendered by each of the Promoter and Promoter Group and the maximum number of Equity Shares to be tendered by the Persons acting in concert in the Buyback:

Sr. No.	Name of Promoter and Promoter Group entity and Person acting in concert	Category	Maximum Number of Equity Shares proposed to be tendered
1	Dr. Satinder Singh Rekhi	Promoter	300,000
2	Mrs. Harpreet Rekhi	Promoter	300,000
3	The Satinder & Harpreet Rekhi Family Trust (Trustee: Dr. Satinder Singh Rekhi & Mrs. Harpreet Rekhi)	Promoter	500,000
4	Mr. Sartaj Singh Rekhi	Promoter Group	700,000
5	Mr. Ramneet Singh Rekhi	Promoter Group	700,000
6	Lt. Gen. Baldev Singh (Retd.)	Person Acting in Concert <sup>1</sup>	100
<b>Total</b>			<b>2,500,100</b>

<sup>1</sup>Person Acting in Concert as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

Mrs. Amrita Rekhi (Member of Promoter Group), Mrs. Kuldeep Baldev Singh (Member of Promoter Group), Mrs. Anita Behl (Member of Promoter Group), Mr. Jagmohan Singh Walia (Member of Promoter Group), Mr. Avirag Jain (Person Acting in Concert), Mr. Mandeep Singh Sodhi (Person Acting in Concert) and Mr. Vinay Narjit Singh Behl (Person Acting in Concert) have indicated that they will not be participating in the Buyback.

IV. Details of the date and price of acquisition of the Equity Shares of the Promoters and Promoter Group and of the Persons acting in concert who intend to tender their Equity Shares in the Buyback are set-out below:

#### A. Promoter and Promoter Group

##### (1) Dr. Satinder Singh Rekhi

Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
May 14, 1993	Subscriber to MOA	10	10.00	10.00	Cash
February 3, 1996	Allotment	49,970	10.00	10.00	Cash
July 25, 2000	Transfer	(25,580)	10.00	20.00	Cash
August 20, 2020	Transfer	(24,400)	10.00	20.00	Cash
July 18, 2005	Transfer	28,500	2.00	42.06	Cash
January 4, 2006	Transfer	114,000	2.00	60.46	Cash
January 28, 2006	Transfer	84,000	2.00	50.26	Cash
January 30, 2006	Consolidation <sup>@</sup>	45,300	10.00	N.A.	N.A.
January 30, 2006	Bonus <sup>^</sup>	45,300	10.00	N.A.	N.A.
February 20, 2013	Off Market Purchase	40,320	10.00	200.00	Cash
February 28, 2014	Sub-Division <sup>§</sup>	1,309,200	1.00	N.A.	N.A.
November 29, 2016	Sale <sup>1</sup>	27,644	1.00	65.00	Cash
August 1, 2018	Purchase <sup>2</sup>	92,888	1.00	34.92	Cash
August 2, 2018	Purchase <sup>2</sup>	39,811	1.00	36.09	Cash
August 6, 2018	Purchase <sup>2</sup>	12,967	1.00	37.10	Cash
August 7, 2018	Purchase <sup>2</sup>	21,425	1.00	37.01	Cash
August 8, 2018	Purchase <sup>2</sup>	18,266	1.00	37.14	Cash
August 9, 2018	Purchase <sup>2</sup>	17,816	1.00	37.15	Cash
August 10, 2018	Purchase <sup>2</sup>	9,493	1.00	37.15	Cash
August 13, 2018	Purchase <sup>2</sup>	50,787	1.00	37.14	Cash
August 14, 2018	Purchase <sup>2</sup>	15,569	1.00	37.09	Cash
August 16, 2018	Purchase <sup>2</sup>	11,054	1.00	37.12	Cash
August 17, 2018	Purchase <sup>2</sup>	68,720	1.00	37.15	Cash
December 21, 2018	Allotment <sup>3</sup>	1,507,692	1.00	N.A.	N.A.
April 09, 2019	Sale <sup>1</sup>	85,837	1.00	65.00	Cash
March 09, 2021	Allotment <sup>4</sup>	4,414,245	1.00	N.A.	N.A.
<b>Total Current Holding</b>		<b>7,476,452</b>			

<sup>1</sup>Shares tendered in the Buy Back offer of R Systems International Limited.

<sup>2</sup> Purchased from open Market

<sup>3</sup> Allotment pursuant to Scheme of Amalgamation between GM Solutions Private Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated December 07, 2018.

<sup>4</sup>Allotment pursuant to Scheme of Amalgamation of RightMatch Holdings Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated February 01, 2021.

**(2) Mrs. Harpreet Rekhi**

Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
February 16, 2000	Transfer	1	10.00	1,000.00	Cash
January 5, 2001	Bonus*	18	10.00	N.A.	N.A.
January 5, 2001	Sub-division#	95	2.00	N.A.	N.A.
January 18, 2006	Transfer	(95)	2.00	15.00	Cash
January 30, 2006	Consolidation@	38	10.00	N.A.	N.A.
January 30, 2006	Bonus^	38	10.00	N.A.	N.A.
February 28, 2014	Sub-Division <sup>5</sup>	760	1.00	N.A.	N.A.
December 21, 2018	Allotment <sup>1</sup>	1,507,692	1.00	N.A.	N.A.
April 9, 2019	Sale <sup>2</sup>	41,175	1.00	65.00	Cash
March 3, 2020	Transfer <sup>3</sup>	(365,828)	1.00	N.A.	N.A.
March 3, 2020	Transfer <sup>3</sup>	(365,828)	1.00	N.A.	N.A.
March 9, 2021	Allotment <sup>4</sup>	4,414,244	1.00	N.A.	N.A.
<b>Total Current Holding</b>		<b>5,149,865</b>			

<sup>1</sup> Allotment pursuant to Scheme of Amalgamation between GM Solutions Private Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated December 07, 2018.

<sup>2</sup> Shares tendered in the Buy Back offer of R Systems International Limited.

<sup>3</sup> Inter-se Transfer between Promoter and Promoter Group by way of gift.

<sup>4</sup> Allotment pursuant to Scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated February 01, 2021.

**(3) The Satinder & Harpreet Rekhi Family Trust (Trustee: Dr. Satinder Singh Rekhi & Mrs. Harpreet Rekhi)**

Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
January 2, 2001	Allotment	52,260	10.00	10,848.00 (approx.)	Other than Cash
January 5, 2001	Bonus*	940,680	10.00	N.A.	N.A.
January 5, 2001	Sub-division#	4,964,700	2.00	N.A.	N.A.
January 28, 2006	Transfer	(160,405)	2.00	0.00001	Cash
January 30, 2006	Consolidation@	960,859	10.00	N.A.	N.A.
January 30, 2006	Bonus^	960,859	10.00	N.A.	N.A.
September 18, 2013	Transfer <sup>1</sup>	(87,000)	10.00	200.00	Cash
January 1, 2014	Transfer <sup>1</sup>	(39,600)	10.00	265.00	Cash
February 28, 2014	Sub-division <sup>5</sup>	17,951,180	1.00	N.A.	N.A.
June 26, 2014	Transfer <sup>1</sup>	(925,000)	1.00	45.00	Cash
August 06, 2014	Transfer <sup>1</sup>	(400,000)	1.00	45.00	Cash
September 17, 2014	Transfer <sup>1</sup>	(301,000)	1.00	46.00	Cash
April 27, 2015	Transfer <sup>1</sup>	(1,210,000)	1.00	74.00	Cash
May 15, 2015	Transfer <sup>1</sup>	(227,700)	1.00	63.00	Cash
June 20, 2015	Transfer <sup>1</sup>	(409,500)	1.00	64.00	Cash
August 31, 2015	Transfer <sup>1</sup>	(1,310,000)	1.00	70.00	Cash
December 10, 2015	Transfer <sup>1</sup>	(149,000)	1.00	65.00	Cash
November 29, 2016	Sale <sup>2</sup>	275,249	1.00	65.00	Cash
December 26, 2016	Transfer <sup>1</sup>	(593,000)	1.00	55.00	Cash
April 9, 2019	Sale <sup>2</sup>	332,670	1.00	65.00	Cash
<b>Total Current Holding</b>		<b>11,818,061</b>			

<sup>1</sup> Inter-se Transfer between Promoter & Promoter Group

<sup>2</sup> Shares tendered in the Buyback offer of R Systems International Limited.

**(4) Mr. Sartaj Singh Rekhi**

Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
February 16, 2000	Transfer	1	10.00	10.00	Cash
January 5, 2001	Bonus*	18	10.00	N.A.	N.A.
January 5, 2001	Sub-Division#	95	2.00	N.A.	N.A.
June 27, 2005	Transfer	95,000	2.00	0.47	Cash
July 18, 2005	Transfer	1,222,500	2.00	1.07	Cash
January 18, 2006	Transfer	(98)	2.00	14.85	Cash
January 18, 2006	Transfer	3	2.00	10.00	Cash
January 28, 2006	Transfer	(1,279,595)	2.00	0.00001	Cash
January 30, 2006	Consolidation @	7,581	10.00	N.A.	N.A.



Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
January 30, 2006	Bonus <sup>^</sup>	7,581	10.00	N.A.	N.A.
December 11, 2006	Purchase <sup>1</sup>	7,000	10.00	179.42	Cash
August 07, 2006	Off Market Purchase	19,380	10.00	19.50	Cash
March 05, 2007	Purchase <sup>1</sup>	9,000	10.00	138.58	Cash
March 15, 2007	Purchase <sup>1</sup>	5,510	10.00	136.10	Cash
March 16, 2007	Purchase <sup>1</sup>	2,370	10.00	139.53	Cash
March 26, 2007	Purchase <sup>1</sup>	12,217	10.00	135.31	Cash
November 01, 2007	Purchase <sup>1</sup>	46,710	10.00	92.72	Cash
November 06, 2007	Purchase <sup>1</sup>	28,807	10.00	89.85	Cash
March 20, 2008	Purchase <sup>1</sup>	20,197	10.00	90.54	Cash
March 31, 2008	Purchase <sup>1</sup>	2,200	10.00	77.77	Cash
December 19, 2011	Purchase <sup>1</sup>	12,496	10.00	130.46	Cash
December 20, 2011	Purchase <sup>1</sup>	665	10.00	126.30	Cash
December 22, 2011	Purchase <sup>1</sup>	15,202	10.00	133.40	Cash
December 26, 2011	Purchase <sup>1</sup>	2,200	10.00	140.50	Cash
December 27, 2011	Purchase <sup>1</sup>	4,849	10.00	144.33	Cash
December 28, 2011	Purchase <sup>1</sup>	16,014	10.00	148.86	Cash
December 29, 2011	Purchase <sup>1</sup>	12,739	10.00	151.30	Cash
December 30, 2011	Purchase <sup>1</sup>	12,227	10.00	152.78	Cash
February 13, 2012	Purchase <sup>1</sup>	13,170	10.00	141.46	Cash
February 14, 2012	Purchase <sup>1</sup>	25,119	10.00	145.40	Cash
February 15, 2012	Purchase <sup>1</sup>	8,100	10.00	145.00	Cash
February 28, 2012	Off Market Purchase	38,000	10.00	148.00	Cash
June 18, 2012	Off Market Purchase	15,200	10.00	148.00	Cash
December 11, 2013	Inter-se Transmission	254,600	10.00	N.A.	N.A.
February 28, 2014	Sub-Division <sup>5</sup>	5,991,340	1.00	N.A.	N.A.
November 29, 2016	Sale <sup>2</sup>	126,684	1.00	65.00	Cash
December 21, 2018	Allotment <sup>3</sup>	13,935,963	1.00	N.A.	N.A.
April 09, 2019	Sale <sup>2</sup>	540,350	1.00	65.00	Cash
August 22, 2020	Transfer <sup>4</sup>	(400,000)	1.00	N.A.	N.A.
<b>Total Current Holding</b>		<b>18,860,269</b>			

<sup>1</sup>Purchased from open Market.

<sup>2</sup>Shares tendered in the Buyback offer of R Systems International Limited.

<sup>3</sup>Allotment pursuant to Scheme of Amalgamation between GM Solutions Private Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated December 07, 2018.

<sup>4</sup> Gift through Off Market Transaction

#### (5) Mr. Ramneet Singh Rekhi

Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
December 15, 2006	Purchase <sup>1</sup>	8,513	10.00	169.75	Cash
March 06, 2007	Purchase <sup>1</sup>	9,993	10.00	126.84	Cash
March 07, 2007	Purchase <sup>1</sup>	8,232	10.00	121.33	Cash
March 08, 2007	Purchase <sup>1</sup>	5,974	10.00	120.87	Cash
March 28, 2007	Purchase <sup>1</sup>	9,009	10.00	131.07	Cash
March 30, 2007	Purchase <sup>1</sup>	6,500	10.00	133.01	Cash
August 07, 2007	Purchase <sup>1</sup>	19,000	10.00	107.55	Cash
August 24, 2007	Purchase <sup>1</sup>	40,000	10.00	95.49	Cash
September 17, 2007	Off Market Transaction	19,380	10.00	95.00	Cash
February 15, 2012	Purchase <sup>1</sup>	18,215	10.00	147.30	Cash
February 16, 2012	Purchase <sup>1</sup>	31,683	10.00	151.87	Cash
February 17, 2012	Purchase <sup>1</sup>	5,431	10.00	154.02	Cash
February 21, 2012	Purchase <sup>1</sup>	7,030	10.00	156.49	Cash
February 22, 2012	Purchase <sup>1</sup>	104	10.00	150.00	Cash
February 23, 2012	Purchase <sup>1</sup>	7,142	10.00	155.78	Cash
February 24, 2012	Purchase <sup>1</sup>	6,703	10.00	156.52	Cash
February 27, 2012	Purchase <sup>1</sup>	8,231	10.00	154.30	Cash
February 28, 2012	Purchase <sup>1</sup>	5,900	10.00	157.86	Cash
February 29, 2012	Purchase <sup>1</sup>	565	10.00	153.81	Cash
March 01, 2012	Purchase <sup>1</sup>	2,573	10.00	156.66	Cash
March 02, 2012	Purchase <sup>1</sup>	2,052	10.00	160.97	Cash
March 09, 2012	Purchase <sup>1</sup>	13,208	10.00	150.00	Cash

Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
March 12, 2012	Purchase <sup>1</sup>	5,555	10.00	151.90	Cash
March 16, 2012	Purchase <sup>1</sup>	11,020	10.00	150.00	Cash
December 11, 2013	Inter-se Transmission	254,600	10.00	N.A.	N.A.
February 28, 2014	Sub-Division <sup>5</sup>	5,066,130	1.00	N.A.	N.A.
November 29, 2016	Sale <sup>2</sup>	107,147	1.00	65.00	Cash
December 21, 2018	Allotment <sup>3</sup>	11,898,541	1.00	NA	N.A.
April 09, 2019	Sale <sup>2</sup>	461,019	1.00	65.00	Cash
<b>Total Current Holding</b>		<b>16,396,505</b>			

<sup>1</sup>Purchased from open Market.

<sup>2</sup>Shares tendered in the Buyback offer of R Systems International Limited.

<sup>3</sup>Allotment pursuant to Scheme of Amalgamation between GM Solutions Private Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated December 07, 2018.

## B. Persons Acting in Concert

### (6) Lt. Gen. Baldev Singh (Retd.)

Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
February 16, 2000	Transfer	1	10.00	10.00	Cash
November 4, 2000	Transfer	2,000	10.00	20.00	Cash
January 5, 2001	Bonus <sup>*</sup>	36,018	10.00	N.A.	N.A.
January 5, 2001	Sub-Division <sup>#</sup>	190,095	2.00	N.A.	N.A.
January 25, 2006	Allotment under ESOP Plan	6,925	2.00	42.00	Cash
January 30, 2006	Consolidation <sup>@</sup>	39,404	10.00	N.A.	N.A.
January 30, 2006	Bonus <sup>^</sup>	39,404	10.00	N.A.	N.A.
April 20, 2006	Allotment	3,000	10.00	250.00	Cash
April 27, 2006	Sale <sup>1</sup>	1,700	10.00	260.00	Cash
August 2, 2006	Sale <sup>1</sup>	2,685	10.00	165.00	Cash
August 6, 2006	Sale <sup>1</sup>	8,808	10.00	104.32	Cash
December 27, 2006	Allotment under ESOP Plan	1,385	10.00	105.00	Cash
March 04, 2010	Sale <sup>1</sup>	5,000	10.00	101.00	Cash
June 06, 2013	Sale <sup>1</sup>	5,000	10.00	221.00	Cash
June 07, 2013	Sale <sup>1</sup>	10,000	10.00	221.00	Cash
June 11, 2013	Sale <sup>1</sup>	5,000	10.00	221.00	Cash
June 12, 2013	Sale <sup>1</sup>	5,000	10.00	221.00	Cash
June 14, 2013	Sale <sup>1</sup>	5,000	10.00	221.00	Cash
June 25, 2013	Sale <sup>1</sup>	5,000	10.00	221.00	Cash
February 28, 2014	Sub-Division <sup>5</sup>	300,000	1.00	N.A.	N.A.
June 09, 2014	Sale <sup>1</sup>	9,487	1.00	50.00	Cash
June 10, 2014	Sale <sup>1</sup>	516	1.00	50.02	Cash
June 11, 2014	Sale <sup>1</sup>	6,262	1.00	50.54	Cash
August 13, 2014	Sale <sup>1</sup>	11,541	1.00	50.02	Cash
August 14, 2014	Sale <sup>1</sup>	12,978	1.00	50.50	Cash
August 19, 2014	Sale <sup>1</sup>	8,750	1.00	49.53	Cash
August 21, 2014	Sale <sup>1</sup>	58,668	1.00	55.04	Cash
August 22, 2014	Sale <sup>1</sup>	5,000	1.00	54.00	Cash
September 11, 2014	Sale <sup>1</sup>	7,537	1.00	53.54	Cash
September 12, 2014	Sale <sup>1</sup>	1,931	1.00	53.76	Cash
October 31, 2014	Sale <sup>1</sup>	10,000	1.00	65.00	Cash
November 17, 2014	Sale <sup>1</sup>	25,000	1.00	72.15	Cash
November 03, 2015	Sale <sup>1</sup>	601	1.00	70.31	Cash
November 04, 2015	Sale <sup>1</sup>	2,135	1.00	70.82	Cash
June 14, 2016	Sale <sup>1</sup>	5,000	1.00	55.51	Cash
November 01, 2016	Sale <sup>1</sup>	2,704	1.00	57.08	Cash
November 02, 2016	Sale <sup>1</sup>	5,000	1.00	56.57	Cash
November 29, 2016	Sale <sup>2</sup>	2,917	1.00	65.00	Cash
November 30, 2016	Sale <sup>1</sup>	5,500	1.00	57.63	Cash
December 01, 2016	Sale <sup>1</sup>	2,737	1.00	57.05	Cash
December 02, 2016	Sale <sup>1</sup>	4,238	1.00	56.01	Cash
April 09, 2019	Sale <sup>2</sup>	3,176	1.00	65.00	Cash
October 31, 2019	Sale <sup>1</sup>	7,000	1.00	47.15	Cash
February 19, 2020	Sale <sup>1</sup>	35,000	1.00	95.90	Cash

Date of Transaction	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue/ Consideration Per Equity Share (₹)	Consideration (Cash, other than cash)
February 20, 2020	Sale <sup>1</sup>	7,795	1.00	99.00	Cash
February 26, 2020	Sale <sup>1</sup>	10,000	1.00	95.95	Cash
August 10, 2020	Sale <sup>1</sup>	9,867	1.00	100.32	Cash
August 11, 2020	Sale <sup>1</sup>	20,000	1.00	113.69	Cash
November 26, 2020	Sale <sup>1</sup>	2,500	1.00	115.22	Cash
November 27, 2020	Sale <sup>1</sup>	3,000	1.00	117.00	Cash
December 01, 2020	Sale <sup>1</sup>	4,838	1.00	120.31	Cash
<b>Total Current Holding</b>		<b>8,322</b>			

<sup>1</sup> Sale in Open Market

<sup>2</sup> Shares tendered in the Buyback offer of R Systems International Limited.

\*In the Extraordinary General Meeting of the Company held on January 05, 2001, the shareholders approved the issuance of 3,600,000 bonus shares of ₹ 10 each in the ratio of 1:18 by way of capitalisation of accumulated profits.

#Upon subdivision of equity shares of Face Value of ₹ 10 each into five equity shares of ₹ 2 each approved by Shareholders at the Extra Ordinary General Meeting of the Company held on January 05, 2001.

@Upon consolidation of each of the five equity shares of ₹ 2 each into one equity share of ₹ 10 as approved by Shareholders at the Extra Ordinary General Meeting of the Company dated January 25, 2006. The consolidation was given effect from January 30, 2006.

^In the Extra Ordinary General Meeting of the Company held on January 25, 2006, the shareholders approved the issuance of 5,355,255 bonus shares of ₹ 10 each in the ratio of 1:1 by way of capitalisation of accumulated profits. The bonus was given effect from January 30, 2006.

<sup>5</sup> Upon Sub-division of Equity Shares of ₹ 10 each into Ten Equity Shares of ₹ 1 each approved by the Shareholders through Postal Ballot on January 14, 2014. The record date fixed for this purpose was February 28, 2014.

- V. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company.
- VI. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Sellers up to their entitlement, the aggregate shareholding of the Promoters and Promoters Group after the completion of the Buyback shall become [●]% of the post-Buyback total paid-up equity share capital of the Company from 51.58 % of the pre-Buyback total paid-up equity share capital of the Company, and the aggregate shareholding of the public in the Company shall become [●]% of the post-Buyback total paid-up equity share capital of the Company from 48.42 % of the pre-Buyback total paid-up equity share capital of the Company.
- VII. The Buyback shall not result in a change in control or otherwise affect the existing management structure of the Company.
- VIII. The debt-equity ratio after the completion of the Buyback will be within the permissible limit of 2:1 prescribed by the Companies Act, even if the response to the Buyback is to the extent of 100% (full acceptance).
- IX. The Company shall not raise further capital for a period of one year from the closure of the Buyback except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.
- X. The Company shall not issue new shares or other specified securities including by way of bonus till the date of closure of the Buyback.
- XI. The Promoters shall not deal in the Equity Shares of the Company, including any inter-se transfer of Equity Shares amongst the Promoters/ promoter group for the period between the date of passing of the Board resolution and the date of closure of the Buyback in accordance with the Buyback Regulations.
- XII. The Salient Financial parameters pursuant to the Buyback based on audited standalone and limited reviewed consolidated financial results for the six months period ended June 30, 2021 and audited standalone and consolidated financial statements for the year ended December 31, 2020 are as under:

**Standalone**

Particulars	As at and for six months period ended June 30, 2021		As at and for the year ended December 31, 2020	
	Pre-Buyback	Post-Buyback <sup>#</sup>	Pre-Buyback	Post-Buyback <sup>#</sup>
Net worth (₹ In million) <sup>(1)</sup>	3,523.80	3,223.88	3,428.91	3,128.99
Return on Net worth (excluding exceptional items) (%) <sup>(2)</sup>	11.11%	12.14%	20.33%	22.28%
Earnings per Equity Share				
Basic (₹) <sup>(3)</sup>	3.27 <sup>@</sup>	3.31 <sup>@</sup>	5.83	5.89
Diluted (₹) <sup>(4)</sup>	3.27 <sup>@</sup>	3.31 <sup>@</sup>	5.83	5.89
Book value per Equity Share (₹) <sup>(5)</sup>	29.45	27.25	28.66	26.45
P/E <sup>(6)</sup>	47.12 <sup>@</sup>	46.60 <sup>@</sup>	20.80	20.57

Particulars	As at and for six months period ended June 30, 2021		As at and for the year ended December 31, 2020	
	Pre-Buyback	Post-Buyback <sup>#</sup>	Pre-Buyback	Post-Buyback <sup>#</sup>
Debt / Equity ratio <sup>(7)</sup>	0.00*	0.00*	0.01	0.01

#Assuming full subscription to the buyback. | \* Negligible | <sup>@</sup>Not Annualised

### Consolidated

Particulars	As at and for six months period ended June 30, 2021		As at and for the year ended December 31, 2020 <sup>5</sup>	
	Pre-Buyback	Post-Buyback <sup>#</sup>	Pre-Buyback	Post-Buyback <sup>#</sup>
Net worth (₹ In million) <sup>(1)</sup>	4,685.85	4,385.92	4,268.25	3,968.32
Return on Net worth (excluding exceptional items) (%) <sup>(2)</sup>	15.16%	16.20%	19.16%	20.61%
Earnings per Equity Share				
Basic (₹) <sup>(3)</sup>	5.94 <sup>@</sup>	6.01 <sup>@</sup>	6.84	6.92
Diluted (₹) <sup>(4)</sup>	5.94 <sup>@</sup>	6.01 <sup>@</sup>	6.84	6.92
Book value per Equity Share (₹) <sup>(5)</sup>	39.17	37.07	35.68	33.54
P/E <sup>(6)</sup>	25.96 <sup>@</sup>	25.67 <sup>@</sup>	17.72	17.53
Debt / Equity ratio <sup>(7)</sup>	0.00*	0.00*	0.05	0.06

#Assuming full subscription to the buyback. | \* Negligible | <sup>@</sup>Not Annualised

#### Note:

- a. Below are the formulae used for computation of the above ratios:
  - (1) Net Worth excludes revaluation reserves and miscellaneous expenditure to the extent not written off.
  - (2) Return on Net Worth = Profit After Tax/ Net Worth (excluding revaluation reserves)
  - (3) Basic Earnings per Share = Profit After Tax/ weighted average Number of Shares outstanding for the period
  - (4) Diluted Earnings per Share = Profit After Tax/ weighted average Number of Diluted Shares outstanding for the period
  - (5) Book value per Share = Net Worth (excluding Revaluation Reserves)/ Number of Shares at the end of the period
  - (6) P/E= market price/earnings. (Market price per Equity Share is taken as closing price of equity share on NSE as at June 30, 2021 and December 31, 2020.
  - (7) Debt-Equity Ratio = Term Debt/ Net Worth (excluding revaluation reserves)
- b. Earnings per Share and Book Value per Share post buy back has been computed after reducing proposed equity shares to be bought back from weighted average outstanding shares for the six months period ended on June 30, 2021 and financial year ended on December 31, 2020.

### 10. BASIS OF CALCULATING THE BUYBACK PRICE

- I. The Equity Shares of the Company are proposed to be bought back at a price of ₹ 225/- (Rupees Two Hundred Twenty Five only) per Equity Share.
- II. The Buyback Price of ₹ 225/- (Rupees Two Hundred Twenty Five only) per Equity Share has been arrived at after considering various factors including, but not limited to (i) the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, (ii) the net worth of the Company, and (iii) the impact on the earnings per Equity Share.
- III. The Buyback Price represents a premium of 43.51 % and 44.46% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively for the 3 months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback and 24.93% and 24.34% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively for the 2 weeks preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback.
- IV. The closing market price of the Equity Shares as on the date of intimation of the Board Meeting for considering the Buyback, being July 29, 2021, was ₹ 183.95 on NSE and ₹ 183.80 on BSE.
- V. For Financial ratios and trends in the market price of the Equity Shares please refer to clause 15 & 16 of this Draft Letter of Offer respectively.

### 11. SOURCES OF FUNDS FOR THE BUY BACK

- I. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹ 299,925,000/- (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand Only) excluding any expense incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes such as Income Tax, Buyback Taxes, Securities Transaction Taxes, Goods and Services Tax, Stamp Duty,

advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

- II. The Buyback would be financed out of free reserves and/ or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback regulations and the Companies Act, and on such terms and conditions as the Board may deem fit. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements.
- III. The Company has confirmed that the funds for the Buyback will be made available out of its internal accruals and not out of funds borrowed, if any, from banks and financial institutions.

## 12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- I. In accordance with the Regulation 9(xi) of the Buyback Regulations, the Company has appointed Axis Bank Limited as the Escrow Agent for the aforementioned Buyback. The Company, the Manager to the Offer and the Escrow Agent have entered into an Escrow Agreement dated August 10, 2021 pursuant to which the Escrow Account in the name and style "RSIL BUYBACK OF EQUITY SHARES 2021-ESCROW ACCOUNT" bearing account number 921020032304271 has been opened with the Escrow Agent. . The Manager to the Buyback is empowered to operate the Escrow Account in accordance with the Buyback Regulations. In accordance with Regulation 9 (xi) of the Buyback Regulations, the Company, on August 12, 2021 has deposited ₹ 74,981,250/- (Rupees Seven crore Forty Nine Lakhs Eighty One Thousand Two Hundred Fifty only) in the Escrow Account which is equal to 25% of the maximum consideration payable in the Buyback as the Buyback size is less than 100 Crore.
- II. The Company has adequate and firm financial resources to fulfil the obligations under the Buyback and the same has been certified by M/s. Ashish MK Sharma & Associates, Chartered Accountants (Membership No.: 520336) having their office at 980/81, 2/4, First Floor, Makki Paper Market, Chawari Bazar, Delhi-110006, vide a certificate dated August 06, 2021.
- III. Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

## 13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- I. The present capital structure of the Company as on date of the issue of this Draft Letter of Offer is as follows:

*(Rupees in million)*

Sr. No.	Particulars	Pre-Buyback
1	<b>Authorised Share Capital:</b>	
	206,000,000 equity shares of ₹ 1 each	206.00
2	<b>Issued, Subscribed and Paid-Up Capital:</b>	
	119,636,445 equity shares of ₹ 1 each fully paid-up	119.64
	<b>Total Paid-up Capital</b>	<b>119.64</b>

- II. Assuming full acceptance in the Buyback, the capital structure of the Company post Buyback would be as follows:

*(Rupees in million)*

Sr.No.	Particulars	Post- Buyback
1	<b>Authorised Share Capital:</b>	
	206,000,000 equity shares of ₹ 1 each	206.00
2	<b>Issued, Subscribed and Paid-Up Capital:</b>	
	118,303,445 equity shares of ₹ 1 each fully paid-up	118.30
	<b>Total Paid-up Capital</b>	<b>118.30</b>

- III. **Details of buy back done by the Company in the past three financial years**

The Company had launched and completed a buyback of shares under the extant regulations vide its public announcement dated January 15, 2019. The details of the buyback, as disclosed in the post buy-back public announcement were as follows:

### QUOTE

#### 1. THE BUYBACK

- 1.1. R Systems International Limited (the "**Company**") had announced Buyback up to 3,690,000 (Thirty Six Lakhs Ninety Thousand) fully paid-up equity shares of face value ₹ 1 each ("Equity Shares") ("**Buyback**"), representing up to 2.98% of the total paid-up equity share capital of the Company, from all the fully paid-up equity shareholders/ beneficial owners of the Equity Shares of the Company as on the record date i.e. Friday, February 01, 2019 ("**Record Date**"), on a proportionate basis, through the "**Tender Offer**" route, at a price of ₹ 65 (Rupees Sixty Five only) per Equity Share (the "**Buyback Price**") for an aggregate amount of up to ₹ 239,850,000/- (Rupees Twenty Three Crores Ninety Eight Lakhs Fifty Thousand Only) (the "**Buyback Size**"). The Buyback is in accordance with Section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (the "**Companies Act**"), the Buyback Regulations, Article 70 of the Articles of Association of the Company and is subject to other approvals, permissions and exemptions as may be required from time to time from any statutory and/ or regulatory authority and which may be agreed to by the Board and/ or any sub-committee thereof. The Buyback Size was 9.87 % and 8.58% of the paid-up equity share capital and free reserves as per the standalone and consolidated audited balance sheet of the Company, respectively for the financial year ended December 31, 2017 (the last standalone and consolidated audited balance sheet available for the financial year as on the date of the Board meeting approving the proposal of the Buyback, held on January 15, 2019) and is within the statutory limits of 10% of the total paid-up equity share capital and free reserves as per the last standalone and consolidated audited financial statements of the Company for the financial year ended December 31, 2017. The Equity Shares bought back represent 2.98% of the total number of paid-up equity share capital of the Company.
- 1.2. The Buyback was implemented through Tender Offer route using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by Securities and Exchange Board of India ("**SEBI Circulars**").
- 1.3. The Buyback Offer was kept open from Friday, March 15, 2019 till Friday, March 29, 2019. .

## 2. DETAILS OF THE BUY-BACK

- 2.1. 3,690,000 Equity Shares were bought back under the Buyback, at a price of ₹ 65/- (Rupees Sixty Five only) per Equity Share.
- 2.2. The total amount utilised in the Buyback was ₹ 239,850,000/- (Rupees Twenty Three Crores Ninety Eight Lakhs Fifty Thousand Only) excluding transaction costs, viz. brokerage, applicable taxes, such as Securities Transaction Tax, Service Tax, Stamp Duty, etc.
- 2.3. The Registrar to the Buyback, i.e., Link Intime India Private Limited, considered 3,603 valid applications for 69,329,644 Equity Shares in response to the Buyback offer resulting in the subscription of approximately 18.79 times. The details of the valid applications considered by the Registrar are as under:

Category of Shareholders	No. of Equity Shares reserved in the Buyback	No. of valid Applications	Total Equity Shares validly tendered	% Response
Small Shareholder (Reserved Category)	553,500	3,461	1,629,686	294.43
General Category Shareholders	3,136,500	142	67,699,958	2,158.46
<b>Total</b>	<b>3,690,000</b>	<b>3,603</b>	<b>69,329,644</b>	<b>1,878.85</b>

- IV. There are no partly paid up equity shares.
- V. There are no outstanding instruments which are convertible into Equity Shares as on date of the issue of this Draft Letter of Offer.
- VI. There are no amounts under calls in arrears.
- VII. The shareholding pattern of the Company, as on the record date i.e. August 27, 2021 and after the Buyback (assuming full subscription of full 1,333,000 equity shares in the Buyback), is as follows

Category of shareholder	Pre Buyback		Post Buy Back <sup>(1)</sup>	
	Number of Shares	% to the existing Equity Share Capital	Number of Shares	% to the existing Equity Share Capital
Promoters and Promoter Group	61,713,074	51.58	[●]	[●]
Foreign Investors (including Non-Resident Indians / FIIs/ Foreign Mutual Funds/Foreign Nationals)	[●]	[●]	[●]	[●]
Financial Institutions / Banks and Mutual Funds promoted by Banks / Institutions / NBFCs	[●]	[●]	[●]	[●]

Others (Public, Bodies Corporate, etc.,)	[●]	[●]		
<b>Total</b>	<b>119,636,445</b>	<b>100.00</b>	<b>118,303,445</b>	<b>100.00</b>

(1) Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Sellers of the Equity Shares up to their Buyback entitlement

- VIII. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.
- IX. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may increase to [●]% from 51.58 % prior to the Buyback.
- X. Assuming full acceptance of the Buyback, the issued, subscribed and paid up equity share capital of the Company would be ₹ 118,303,445/- comprising 118,303,445 Equity Shares of ₹ 1/-each as more fully set out in clause 13 (II) of this Draft Letter of Offer.
- XI. No Equity Share was either purchased or sold by the Promoter and/ or Promoter Group, and/ or persons acting in concert of the Company during twelve months preceding the date of the Public Announcement i.e. August 10, 2021, except the following:

i. Dr. Satinder Singh Rekhi, Promoter and MD & CEO of R Systems International Limited.

Name	Aggregate number of equity shares purchased	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Dr. Satinder Singh Rekhi	4,414,245	Allotment of shares pursuant to Scheme of Amalgamation*	N.A.	N.A.	N.A.	N.A.

ii. Mrs. Harpreet Rekhi, Promoter of R Systems International Limited.

Name	Aggregate number of equity shares purchased	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mrs. Harpreet Rekhi	4,414,244	Allotment of shares pursuant to Scheme of Amalgamation*	N.A.	N.A.	N.A.	N.A.

\* On March 09, 2021, Board of Directors of R Systems International Limited allotted fully paid up equity shares at the face value of Re. 1/- each pursuant to the scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated February 01, 2021.

iii. Mr. Sartaj Singh Rekhi, member of Promoter Group of R Systems International Limited.

Name	Aggregate number of equity shares sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr. Sartaj Rekhi	400,00	Transfer by way of Gift on August 22, 2020	N.A.	N.A.	N.A.	N.A.

iv. Mrs. Amrita Rekhi, member of Promoter Group of R Systems International Limited.

Name	Aggregate number of equity shares sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mrs. Amrita Rekhi	871,898	Transfer by way of Gift on August 25, 2020	N.A.	N.A.	N.A.	N.A.

v. Mr. Jagmohan Singh Walia, member of Promoter Group of R Systems International Limited

Name	Aggregate number of equity shares sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr. Jagmohan Singh Walia	400,000	Transfer by way of Gift on August 22, 2020	N.A.	N.A.	N.A.	N.A.
	871,898	Transfer by way of Gift on August 25, 2020				

vi. Lt. Gen. Baldev Sing (Retd.), Person acting in concert to Promoter and Promoter Group of R Systems International Limited.

Name	Aggregate number of equity share sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Lt. Gen Baldev Singh (Retd.)	9,867	Sale in Open Market	101.01	August 10, 2020	100.00	August 10, 2020
	20,000		120.00	August 11, 2020	102.00	August 11, 2020
	2,500		115.50	November 26, 2020	115.01	November 26, 2020
	3,000		117.50	November 27, 2020	116.50	November 27, 2020
	4838.00		122.00	December 1, 2020	119.00	December 1, 2020

## 14. BRIEF INFORMATION OF THE COMPANY

### I. History of the Company

- The Company was incorporated on May 14, 1993 as "R Systems (India) Private Limited" as per Certificate of Incorporation issued by Registrar of Companies, National Capital Territory of Delhi and Haryana under the Companies Act, 1956. Pursuant to a special resolution passed by the shareholders of the Company on March 14, 2000, the Company was converted into a public limited company and consequently the name of the Company was changed to R Systems (India) Limited. A fresh certificate of incorporation reflecting the new name was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on April 13, 2000. Again, pursuant to a special resolution passed by the shareholders of the Company and the approval of the Central Government dated August 2, 2000, name of the Company was further changed to R Systems International Limited. A fresh certificate of incorporation reflecting the new name was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on August 7, 2000. The registered office of the Company is situated at GF-1-A, 6, Devika Tower, Nehru Place, New Delhi-110019, India.
- The Equity Shares of Company are presently listed on the BSE (Security Code: 532735) and on NSE (Security Code: RSYSTEMS).
- R Systems is a global digital transformation leader providing AI-driven services and solutions to clients across industries, through a broad range of technology and AI/Analytics services. Our services and solutions span over five major business verticals i.e. Technology, Telecom, Healthcare & Life Science, Finance & Insurance and Retail & E-commerce.
- The promoter of the Company includes Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi and The Satinder & Harpreet Rekhi Family Trust (Trustee: Dr. Satinder Singh Rekhi and Mrs. Harpreet Rekhi). The promoter group of the Company includes, Mr. Sartaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Mrs. Amrita Rekhi, Mrs. Kuldeep Baldev Singh, Mrs. Anita Behl and Mr. Jagmohan Singh Walia.
- The Company has a branch office in U.S.A. and also has various subsidiaries and step-down subsidiaries at various locations in North America, Europe, India and the Far East.

### II. The details of changes in the share capital of the Company since incorporation is as follows:

S. No.	Date of Allotment / Consolidation/ Split of shares	Number of Equity Shares	Face Value Per Share (in ₹)	Issue Price Per Share (in ₹)	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative paid-up share capital (₹)
1	May 14, 1993	30	10	10.00	Cash	30	300.00
2	February 3, 1996	49,970	10	10.00	Cash	50,000	500,000.00
3	November 10, 2000	83,000	10	20.00	Cash	133,000	1,330,000.00
4	January 2, 2001	67,000	10	10,848 (approx.)	Shares Swap <sup>(1)</sup>	200,000	2,000,000.00
5	January 5, 2001	3,600,000	10	-	Bonus Shares <sup>(2)</sup>	3,800,000	38,000,000.00
6	January 5, 2001	19,000,000	2	-	Sub-division <sup>(3)</sup>	19,000,000	38,000,000.00
7	January 10, 2001	2,014,354	2	115.42	Cash	21,014,354	42,028,708.00
8	February 14, 2002	997,500	2	115.42	Cash <sup>(4)</sup>	22,011,854	44,023,708.00
9	March 4, 2002	3,596,869	2	115.42	Shares Swap <sup>(5)</sup>	25,608,723	51,217,446.00
10	December 28, 2002	1,281,364	2	115.42	Issue of shares on Merger <sup>(6)</sup>	26,890,087	53,780,174.00
11	September 10, 2004	(997,500)	2	Refer Note <sup>7</sup>	Buy Back of Shares <sup>(7)</sup>	25,892,587	51,785,174.00
12	January 25, 2006	152,224	2	42.00	Cash <sup>(8)</sup>	26,044,811	52,089,622.00
13	January 25, 2006	235,797	2	26.00	Cash <sup>(9)</sup>	26,280,608	52,561,216.00



S. No.	Date of Allotment / Consolidation/ Split of shares	Number of Equity Shares	Face Value Per Share (in ₹)	Issue Price Per Share (in ₹)	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative paid-up share capital (₹)
14	January 25, 2006	50,667	2	2.00	Conversion of Warrants <sup>(10)</sup>	26,331,275	52,662,550.00
15	January 30, 2006	445,000	2	2.00	Conversion of Warrants <sup>(11)</sup>	26,776,275	53,552,550.00
16	January 30, 2006	5,355,255	10	-	Consolidation <sup>(12)</sup>	5,355,255	53,552,550.00
17	January 30, 2006	5,355,255	10	-	Bonus Shares <sup>(13)</sup>	10,710,510	107,105,100.00
18	April 20, 2006	2,825,006	10	250.00	Cash <sup>(14)</sup>	13,535,516	135,355,160.00
19	December 27, 2006	24,390	10	105.00	Cash <sup>(15)</sup>	13,559,906	135,599,060.00
21	December 27, 2006	22,800	10	65.00	Cash <sup>(16)</sup>	13,582,706	135,827,060.00
22	August 27, 2009	(1,265,820)	10	Refer Note <sup>17</sup>	Buy Back of Shares <sup>(17)</sup>	12,316,886	123,168,860.00
23	March 02, 2012	97,220	10	120.70	Cash <sup>(18)</sup>	12,414,106	124,141,060.00
24	April 27, 2012	35,580	10	120.70	Cash <sup>(18)</sup>	12,449,686	124,496,860.00
25	August 05, 2012	28,750	10	120.70	Cash <sup>(18)</sup>	12,478,436	124,784,360.00
26	September 16, 2012	12,300	10	120.70	Cash <sup>(18)</sup>	12,490,736	124,907,360.00
27	December 24, 2012	29,972	10	120.70	Cash <sup>(18)</sup>	12,520,708	125,207,080.00
28	February 22, 2013	50,100	10	120.70	Cash <sup>(18)</sup>	12,570,808	125,708,080.00
29	May 17, 2013	62,311	10	120.70	Cash <sup>(18)</sup>	12,633,119	126,331,190.00
30	August 26, 2013	32,339	10	120.70	Cash <sup>(18)</sup>	12,665,458	126,654,580.00
31	February 28, 2014	126,654,580	1	-	Sub-division <sup>(19)</sup>	126,654,580	126,654,580.00
32	March 10, 2014	712,600	1	12.07	Cash <sup>(20)</sup>	127,367,180	127,367,180.00
33	December 10, 2014	91,400	1	12.07	Cash <sup>(20)</sup>	127,458,580	127,458,580.00
34	April 23, 2015	678,155	1	Refer Note <sup>21</sup>	Buy back of Shares <sup>(21)</sup>	126,780,425	126,780,425.00
35	June 09, 2015	90,000	1	12.07	Cash <sup>(20)</sup>	126,870,425	126,870,425.00
36	November 29, 2016	(3,000,000)	1	Refer Note <sup>22</sup>	Buyback of Shares <sup>(22)</sup>	123,870,425	123,870,425.00
37	May 04, 2017	82,500	1	12.07	Cash <sup>(20)</sup>	123,952,925	123,952,925.00
38	May 04, 2018	37,500	1	12.07	Cash <sup>(20)</sup>	123,990,425	123,990,425.00
39	December 21, 2018	29,746,353	1	N.A.	Amalgamation <sup>(23)</sup>	153,736,778	153,736,778.00
40	December 21, 2018	(29,746,353)	1	N.A.	Amalgamation <sup>(24)</sup>	123,990,425	123,990,425.00
41	April 09, 2019	(3,690,000)	1	Refer Note <sup>25</sup>	Buyback of Shares <sup>(25)</sup>	120,300,425	120,300,425.00
42	May 02, 2019	37,500	1	12.07	Cash <sup>(20)</sup>	120,337,925	120,337,925.00
43	February 03, 2020	(738,980)	1	N.A.	Reduction of Share Capital <sup>(26)</sup>	119,598,945	119,598,945.00
44	May 08, 2020	15,000	1	12.07	Cash <sup>(20)</sup>	119,613,945	119,613,945.00
45	August 05, 2020	22,500	1	12.07	Cash <sup>(20)</sup>	119,636,445	119,636,445.00
46	March 09, 2021	8,828,489	1	N.A.	Amalgamation <sup>(27)</sup>	128,464,934	128,464,934.00
47	March 09, 2021	(8,828,489)	1	N.A.	Amalgamation <sup>(28)</sup>	119,636,445	119,636,445.00

#### Notes:

- Pursuant to the acquisition of 10,000,000 Equity Shares of R Systems Inc. by the Company, 67,000 Equity Shares of ₹ 10/- each were allotted to the shareholders of R Systems Inc.
- In the Extraordinary General Meeting ("EGM") of the Company held on January 05, 2001, the shareholders approved the issuance of 3,600,000 bonus shares of ₹ 10/- each in the ratio of 1:18 by way of capitalisation of accumulated profits.
- Upon subdivision of one equity shares of Face Value of ₹ 10/- each to five equity shares of ₹ 2 each approved by Shareholders at the Extra Ordinary General Meeting of the Company dated January 05, 2001.
- The Company had instituted R Systems International Limited - Employees Stock Option Plan for issuance of 997,500 options (1 option = 1 Equity Share) to the eligible employees. For this purpose, the Company established 'R Systems International Employees Stock Option Trust' to administer the plan. Pursuant to this, the Company allotted 997,500 Equity Shares of ₹ 2 each at a premium of ₹ 113.42/- per share to 'R Systems International Employees Stock Option Trust'.
- Pursuant to the Share Purchase Agreement dated February 16, 2002, the Company acquired inter alia 316,882 Equity Shares held by GE Capital Mauritius Equity Investment and 65,150 Equity Shares held by Intel Pacific, Inc. in Indus Software Private Limited. In consideration of such acquisition, the Company issued 2,983,475 Equity Shares of ₹ 2/- each to GE Capital Mauritius Equity Investment and 613,394 Equity Shares of ₹ 2/- each to Intel Pacific, Inc.
- Pursuant to a merger scheme approved by the Hon'ble High Court of Delhi and Hon'ble High Court of Mumbai, Indus was merged into the Company and the Company issued 1,074,542 Equity Shares of ₹ 2/- each to certain individual shareholders of Indus at a swap ratio of 1:6.73965 and 206,822 Equity Shares of ₹ 2/- each to Indus Software Employees Welfare Trust at a swap ratio of 1:9.41512.
- The Company bought back 997,500 Equity Shares of ₹ 2 each allotted on February 14, 2002 to 'R Systems International Employees Stock Option Trust' at a premium of ₹ 113.42/- per share.
- 152,224 equity shares of the Company allotted to various employees of the Company pursuant to R Systems International Limited Employee Stock Option Plan 2004 of the Company at a price of ₹ 42 per share.
- 235,797 equity shares of the Company allotted to various employees of the Company pursuant to R Systems International Limited Year 2004 Employee Stock Option Plan-ECnet of the Company at a price of ₹ 26/- per share.

- 10 Pursuant to the Shareholders Agreement dated February 16, 2002 inter alia between the Company and Intel Pacific, Inc., Intel Pacific, Inc. has assigned 50,667 warrants to Intel Capital (Mauritius) Limited vide an Assignment Letter dated January 20, 2006. Subsequent to this, Intel Capital (Mauritius) Limited has exercised the right to convert 50,667 warrants into 50,667 Equity Shares of ₹ 2/- each at the price of ₹ 2/- per share.
- 11 Pursuant to the Shareholders Agreement dated February 16, 2002 inter alia between the Company and GE Capital Mauritius Equity Investment, GE Capital Mauritius Equity Investment has assigned 445,000 warrants to GE Strategic Investment India vide an Assignment Letter dated January 25, 2006. Subsequent to this, GE Strategic Investment India has exercised the right to convert 445,000 warrants into 445,000 Equity Shares of ₹ 2 each at the price of ₹ 2/- per share.
- 12 Upon consolidation of each of the five equity shares of ₹ 2/- each into one equity share of ₹ 10/- as approved by Shareholders at the Extra Ordinary General Meeting of the Company held on January 25, 2006. The Consolidation was given effect on January 30, 2006.
- 13 In the EGM of the Company held on January 25, 2006, the shareholders approved the issuance of 5,355,255 bonus shares of ₹ 10 each in the ratio of 1:1 by way of capitalisation of accumulated profits. The bonus has been given effect from January 30, 2006.
- 14 Allotment made in the initial public offer of the Company. The shares of the Company were listed on NSE and BSE w.e.f. April 26, 2006.
- 15 24,390 equity shares of the Company allotted to employees of the Company pursuant to R Systems International Limited Year 2004 Employee Stock Option Plan of the Company at an exercise price of ₹105/- per share.
- 16 22,800 equity shares of the Company allotted to various employee of the Company pursuant to R Systems International Limited Year 2004 Employee Stock Option Plan-ECnet at an exercise price of ₹ 65/- per share.
- 17 Company had bought back 1,265,820 equity shares through the Open Market at an average price of ₹ 63.20 per share pursuant to Board Approval dated September 07, 2008.
- 18 Allotment of Equity Shares of the Company to various employees pursuant to R Systems International Limited Employee Stock Option Scheme-2007 at an exercise price of ₹120.70 per share.
- 19 Upon Sub-division of Equity Shares of ₹10 each into ten Equity Shares of ₹ 1 each approved by Shareholders through Postal Ballot on January 14, 2014 (as per Scrutinizer's Report dated January 13, 2014). The record date fixed for this purpose was February 28, 2014.
- 20 Allotment of Equity Shares of the Company to various employees pursuant to R Systems International Limited Employee Stock Option Scheme-2007 at an exercise price of ₹12.07 per share.
- 21 The Company has Bought Back 678,155 equity shares from the Open Market at an average Price of ₹ 87.85 per share pursuant to Board approval dated December 20, 2014.
- 22 The Company has bought back 3,000,000 equity shares through tender offer Route for an aggregate amount of ₹ 195,000,000 pursuant to approval of Board of Directors at its meeting held on September 14, 2016.
- 23 Allotment pursuant to Scheme of Amalgamation between GM Solutions Private Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by National Company Law Tribunal, New Delhi vide order dated December 07, 2018.
- 24 Cancellation & Extinguishment of equity shares pursuant to Scheme of Amalgamation between GM Solutions Private Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by National Company Law Tribunal, New Delhi vide order dated December 07, 2018.
- 25 The Company has bought back 3,690,000 equity shares through Tender Offer Route for an aggregate amount of ₹ 239,850,000 pursuant to approval of Board of Directors at its meeting held on January 15, 2019.
- 26 Cancellation & Extinguishment of equity shares pursuant to order dated January 28, 2020, issued by Hon'ble National Company Law Tribunal, New Delhi.
- 27 Allotment of equity shares pursuant to Scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated February 01, 2021.
- 28 Cancellation & Extinguishment of equity shares pursuant to Scheme of Amalgamation between RightMatch Holdings Limited and R Systems International Limited and their respective Shareholders and Creditors as approved by Hon'ble National Company Law Tribunal, New Delhi vide order dated February 01, 2021.

**III. The Details of the Board of Directors of the Company as on date of publication of Public Announcement i.e. August 10, 2021 are as follows:**

S. no.	Name of the Director	Designation	Qualification	Occupation	Date of Appointment	Date of Re-Appointment	Directorship in other Companies
1	Dr. Satinder Singh Rekhi  DIN - 00006955	Managing Director & Chief Executive Officer	Bachelor of Technology From IIT, Kharagpur And Masters in Business Administration. He also holds an Honorary Doctorate (D.Phil.) from Amity University.	Business	May 14, 1993	January 01, 2019	1. R Systems, Inc. (U.S.A.) 2. R Systems Technologies Ltd. (Formerly known as Indus Software, Inc. (U.S.A.) 3. R Systems (Singapore) Pte., Ltd., Singapore 4. R Systems Consulting Services (Thailand) Co. Ltd (Formerly known as ECnet Systems (Thailand) Company Limited), Thailand 5. R Systems Computaris International Limited (Formerly known as Computaris International Limited), UK

S. no.	Name of the Director	Designation	Qualification	Occupation	Date of Appointment	Date of Re-Appointment	Directorship in other Companies
							6. R SYS Technologies Ltd. (formerly known as Systèmes R. International Ltée) Canada 7. R Systems IBIZCS Pte. Ltd-Singapore (Formerly known as IBIZ Consulting Pte. Ltd.), Singapore. 8. IBIZ Consulting Services Pte. Ltd., Singapore 9. IBIZ Consulting Services Ltd., Hong Kong 10. IBIZ Consulting (Thailand) Co Ltd, Thailand
2	Lt. Gen. Baldev Singh (Retd.) DIN: 00006966	President and Senior Executive Director	Masters in Military Sciences- Madras University	Service	September 01, 1997	April 01, 2021	IBIZ Consultancy Services India Private Limited
3	Mr. Avirag Jain DIN- 00004801	Director & Chief Technology Officer	Graduate in Science and an MBA in Finance and International business from IMT, Ghaziabad. Postgraduate diploma in Cyber Law from the Asian School of Cyber Law, Pune	Service	August 03, 2017	August 03, 2020	IBIZ Consultancy Services India Private Limited
4	Mrs. Ruchica Gupta DIN- 06912329	Non-Executive Independent Director	M. Phil. University of Delhi	Professional	July 07, 2014	June 29, 2021	1. BIZBOX Publishing Private Limited 2. R Systems Inc., USA
5	Mr. Kapil Dhameja DIN- 02889310	Non-Executive Independent Director	B. Tech. from IIT, Delhi & PGDM (MBA) from Indian Institute of Management, Kolkata.	Business	June 29, 2016	June 29, 2021	Kapsa Wellness Private Limited
6	Mr. Aditya Wadhwa DIN- 07556408	Non-Executive Independent Director	B.A. LL.B. (Hons.) NALSAR University, Hyderabad	Professional	June 29, 2016	June 29, 2021	Nil

IV. There are no changes in the details of the Board of Directors during the last 3 years except re-designation of Dr. Satinder Singh Rekhi as Managing Director and Chief Executive Officer of the Company on November 03, 2020 and reappointment of Directors of the Company as and when fall due.

V. The Buyback will not result in any benefit to any Directors of the Company/ Promoters and Promoter Group/ Person Acting in Concert of the Company/ group companies, except to the extent of their intention to participate in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which may lead to a reduction in the equity share capital post Buyback.

VI. The aggregate shareholding of the Promoters and Promoter Group and persons acting in concert, as on the date of the publication of Public Announcement i.e. August 10, 2021 and Record Date i.e. August 27, 2021:

Sr. No.	Name of Shareholder	Category	Number of Equity Shares	% of Equity Shares
<b>A. Promoter and Promoter Group</b>				
1.	Dr. Satinder Singh Rekhi	Promoter	7,476,452	6.25
2.	Mrs. Harpreet Rekhi	Promoter	5,149,865	4.30
3.	The Satinder & Harpreet Rekhi Family Trust (Trustee: Dr. Satinder Singh Rekhi & Mrs. Harpreet Rekhi)	Promoter	11,818,061	9.88

Sr. No.	Name of Shareholder	Category	Number of Equity Shares	% of Equity Shares
4.	Mr. Sartaj Singh Rekhi	Promoter Group	18,860,269	15.76
5.	Mr. Ramneet Singh Rekhi	Promoter Group	16,396,505	13.71
6.	Mrs. Kuldeep Baldev Singh	Promoter Group	371,908	0.31
7.	Mrs. Anita Behl	Promoter Group	367,525	0.31
8.	Mrs. Amrita Rekhi	Promoter Group	100	Negligible
9.	Mr. Jagmohan Singh Walia	Promoter Group	1,272,389	1.06
	<b>Total of A</b>		<b>61,713,074</b>	<b>51.58</b>
<b>B. Person Acting in Concert</b>				
10.	Lt. Gen. Baldev Singh (Retd.)	Person Acting in Concert	8,322	0.01
11.	Mr. Mandeep Singh Sodhi	Person Acting in Concert	4,75,801	0.40
12.	Mr. Vinay Narjit Singh Behl	Person Acting in Concert	36,682	0.03
13.	Mr. Avirag Jain	Person Acting in Concert	100	Negligible
	<b>Total of B</b>		<b>520,905</b>	<b>0.44</b>
<b>Total Shareholding of Promoter, Promoter Group and Persons Acting in Concert (A+B)</b>			<b>62,233,979</b>	<b>52.02</b>

#### VII. Details of shareholding of the Directors and Key Managerial Personnel of the Company:

Sr. No	Name of the Director / Key Managerial Personnel	No. of Equity Shares held	Percentage (%)
1.	Dr. Satinder Singh Rekhi (MD & CEO)	7,476,452	6.25
2.	Lt. Gen. Baldev Singh (Retd.) (President & Senior Executive Director)	8,322	0.01
3.	Mr. Avirag Jain (Director & Chief Technology Officer)	100	Negligible
4.	Mrs. Ruchica Gupta (Non- Executive Independent Director)	Nil	-
5.	Mr. Kapil Dhameja (Non- Executive Independent Director)	Nil	-
6.	Mr. Aditya Wadhwa (Non- Executive Independent Director)	Nil	-
7.	Mr. Nand Sardana (Chief Financial Officer)	197,724	0.17
8.	Mr. Bhasker Dubey (Company Secretary & Compliance Officer)	Nil	-

#### 15. FINANCIAL INFORMATION ABOUT THE COMPANY

- I. The salient financial information of the Company as extracted from the audited standalone financial results for the six months ended June 30, 2021 and the standalone audited financial statements for the year ending December 31, 2020, 2019 and 2018 respectively are as under:

*Rupees in millions, unless otherwise stated*

Particulars	Six month Period ended	Year Ended		
	June 30, 2021 (Audited)	December 31, 2020 (Audited)	December 31, 2019 (Audited)	December 31, 2018 (Audited)
Total Income	2,663.13	4,513.08	4,064.40	3,259.41
Total Expenses	2,105.72	3,525.65	3,342.65	2,778.64
Interest	18.26	37.02	4.26	2.32
Depreciation	67.63	134.61	85.91	73.01
Profit before tax	471.52	815.80	631.58	405.44
Provision for tax (including Deferred Tax)	80.16	118.73	116.63	95.30
Profit/ (Loss) after tax	391.36	697.07	514.95	310.14
Equity Share Capital	119.64	119.64	119.60	123.25
Reserves & Surplus*	3,404.16	3,309.27	2,627.32	2,572.28
Net worth*	3,523.80	3,428.91	2,746.92	2,695.53
Term Debt	6.52	39.88	13.20	9.36
Total debt	6.52	39.88	45.19	19.97

\*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off.

#### II. Key financial ratios:

Particulars	Six-month Period ended	Year Ended		
	June 30, 2021 (Audited)	December 31, 2020 (Audited)	December 31, 2019 (Audited)	December 31, 2018 (Audited)
Key Ratios				
<b>Earnings per Share:</b>				
– Basic (₹) <sup>(1)</sup>	3.27@	5.83	4.27	2.52
– Diluted (₹) <sup>(2)</sup>	3.27@	5.83	4.27	2.52

Particulars	Six-month Period ended	Year Ended		
	June 30, 2021 (Audited)	December 31, 2020 (Audited)	December 31, 2019 (Audited)	December 31, 2018 (Audited)
<b>Earnings per Share (excluding exceptional Income) :</b>				
– Basic (₹) <sup>(1)</sup>	3.27 @	5.83	4.27	2.52
– Diluted (₹) <sup>(2)</sup>	3.27@	5.83	4.27	2.52
Book Value per Share – Basic (₹) <sup>(3)</sup>	29.45	28.66	22.83	21.74
Return on Net Worth <sup>(4)</sup>	11.11%	20.33%	18.75%	11.51%
Return on Net worth (excluding exceptional items) <sup>(4)</sup>	11.11%	20.33%	18.75%	11.51%
Debt-Equity Ratio <sup>(5)</sup>	0.00*	0.01	0.00*	0.00*
Total Debt/ Net worth <sup>(6)</sup>	0.00*	0.01	0.02	0.01

\*Negligible @Not annualised

Below are the formulae used for computation of the above ratios:

1. Basic Earnings per Share = Profit After Tax/ weighted average Number of Shares outstanding for the period
2. Diluted Earnings per Share = Profit After Tax/ weighted average Number of Diluted Shares outstanding for the period
3. Book value per Share = Net Worth (excluding Revaluation Reserves)/ Number of Shares at the end of the period
4. Return on Net Worth = Profit After Tax/ Net Worth (excluding revaluation reserves)
5. Debt-Equity Ratio = Term Debt/ Net Worth (excluding revaluation reserves)
6. Total Debt/ Net Worth = Total Debt/ Net Worth (excluding revaluation reserves)

III. The salient financial information of the Company as extracted from the limited review consolidated financial statements for the six months period ended June 30, 2021 and the consolidated audited financial statements for the year ending December 31, 2020, 2019 and 2018 respectively are as under:

*Rupees in millions, unless otherwise stated*

Particulars	Six month Period ended	Year Ended		
	June 30, 2021(Limited Review)	December 31, 2020 (Audited)	December 31, 2019 (Audited)	December 31, 2018 (Audited)
Total Income	5,515.51	8,934.91	8,247.60	7,191.38
Total Expenses	4,540.31	7,641.35	7,363.74	6,426.43
Interest	23.45	56.66	15.65	2.65
Depreciation	126.00	256.04	148.86	135.48
Profit before tax	825.75	980.86	719.35	626.82
Provision for tax (including Deferred Tax)	115.27	144.22	138.11	116.37
Profit/ (Loss) after tax (Before Exceptional Item)	710.48	836.64	581.24	510.45
Exceptional Item	-	(18.65)	-	-
Profit/ (Loss) after tax (After Exceptional Item)	710.48	817.99	581.24	510.45
Equity Share Capital	119.64	119.64	119.60	123.25
Reserves & Surplus	4,566.21	4,148.61	3,262.74	3,105.78
Net worth*	4,685.85	4,268.25	3,382.34	3,229.03
Term debt	6.52	230.17	13.20	9.36
Total debt	6.52	230.17	62.08	19.97

\*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

#### IV. Key financial ratios:

Particulars	Six month Period ended	Year Ended		
	June 30, 2021 (Audited)	December 31, 2020 (Audited)	December 31, 2019 (Audited)	December 31, 2018 (Audited)
Key Ratios				
<b>Earnings per Share:</b>				
– Basic (₹) <sup>(1)</sup>	5.94@	6.84	4.82	4.14
– Diluted (₹) <sup>(2)</sup>	5.94@	6.84	4.82	4.14
<b>Earnings per Share (excluding exceptional Income) :</b>				
– Basic (₹) <sup>(1)</sup>	5.94@	6.99	4.82	4.14
– Diluted (₹) <sup>(2)</sup>	5.94@	6.99	4.82	4.14
Book Value per Share – Basic (₹) <sup>(3)</sup>	39.17	35.68	28.11	26.04
Return on Net Worth <sup>(4)</sup>	15.16%	19.16%	17.18%	15.81%
Return on Net worth (excluding exceptional items) <sup>(4)</sup>	15.16%	19.60%	17.18%	15.81%
Debt-Equity Ratio <sup>(5)</sup>	0.00*	0.05	0.00*	0.00*
Total Debt/ Net worth <sup>(6)</sup>	0.00 *	0.05	0.02	0.01

\* Negligible @Not annualised

Below are the formulae used for computation of the above ratios:

1. Basic Earnings per Share = Profit After Tax/ weighted average Number of Shares outstanding for the period
2. Diluted Earnings per Share = Profit After Tax/ weighted average Number of Diluted Shares outstanding for the period
3. Book value per Share = Net Worth (excluding Revaluation Reserves)/ Number of Shares at the end of the period
4. Return on Net Worth = Profit After Tax/ Net Worth (excluding revaluation reserves)
5. Debt-Equity Ratio = Term Debt/ Net Worth (excluding revaluation reserves)
6. Total Debt/ Net Worth = Total Debt/ Net Worth (excluding revaluation reserves)

Note:

The Hon'ble National Company Law Tribunal, New Delhi Bench vide its order dated February 01, 2021 approved the scheme of amalgamation between R Systems International Limited (Transferee Company) and RightMatch Holdings Limited (Transferor Company) and their respective Shareholders and Creditors (the Scheme) under Section 230 to 232 of the Companies Act, 2013. Pursuant to the necessary filing with appropriate statutory authorities in India and Mauritius, the scheme became effective on March 09, 2021. As per the Scheme, the appointed date is January 01, 2020. The amalgamation has been accounted for under the "Pooling of interest" method referred to in Appendix C of IND AS 103 – Business Combination of Entities under Common Control, as prescribed by the Scheme. The financial information of the Company in the standalone and consolidated financial statements for the year ended December 31, 2020 have been restated for the accounting impact of amalgamation, as if the amalgamation had occurred from the beginning of the comparative period.

- V. The debt equity ratio of the Company post Buyback shall be compliant with the permissible limit under the Companies Act. Please refer Clause No. 9(XII) of this DLOF for relevant financial parameters consequent to the Buyback based on the standalone and consolidated audited financial statements as on December 31, 2020 and limited reviewed consolidated and audited Standalone financial statements for the half year ended June 30, 2021.
- VI. The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, wherever and if applicable. The Company hereby declares that it has complied with Sections 68, 69 and 70 and other applicable provisions of the Companies Act, 2013.

## 16. STOCK MARKET DATA

- I. The Equity Shares are currently listed and traded only on BSE and NSE.
- II. The high, low and average market prices in preceding three calendar years and the monthly high, low and average market prices for the six months preceding the date of publication of Public Announcement and the corresponding volumes on NSE (stock exchange with higher traded volume of Company's Equity Shares over past six months from the date of the Public Announcement) are as follows:

Period	High Price (₹)	Date of High Price	Number of shares traded on that date	Low Price (₹)	Date of Low Price	Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
<b>3 Years</b>								
Jan 20- Dec 20	135.70	06-Oct-20	334,202	58.65	13-Mar-20	51,385	98.38	13,662,847
Jan 19- Dec 19	75.00	19-Dec-19	168,607	38.00*	16-Oct-19	1,026	47.46	7,431,608
Jan 18- Dec 18	52.20	29-Nov-18	179,630	25.00	03-Jul-18	28,633	38.95	11,978,316

\*The lowest price also appeared on 01-Oct-19 with 3,230 Shares traded on NSE. The date considered in the table above is 16-Oct-19, since the volume traded on 16-Oct-19 at the lowest price i.e. ₹ 38.00 is Lower

Period	High Price (₹)	Date of High Price	Number of shares traded on that date	Low Price (₹)	Date of Low Price	Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
<b>6 months</b>								
Jul-21	211.95	30-Jul-21	1,702,593	150.55	02-Jul-21	120,882	171.66	6,263,319
Jun-21	167.00	24-Jun-21	3,134,208	130.45	01-Jun-21	87,955	143.06	6,595,747
May-21	155.00	07-May-21	901,612	113.15	03-May-21	195,810	133.90	3,584,672
Apr-21	120.00	20-Apr-21*	80,590	109.00	13-Apr-21	23,740	115.23	420,396
Mar-21	126.00	16-Mar-21	141,758	111.00	22-Mar-21	31,078	115.86	626,198
Feb-21	128.00	16-Feb-21	323,768	112.10	05-Feb-21	15,600	118.14	1,280,373

\*The highest price also appeared on 19-Apr-21 with 37,804 Shares traded on NSE. The date considered in the table above is 20-Apr-21, since the volume traded on 20-Apr-21 at the highest price i.e. ₹ 120.00 is higher.

Source: nseindia.com

Note: High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

- III. The high, low and average market prices in preceding three calendar years and the monthly high, low and average market prices for the six months preceding the date of publication of Public Announcement and the corresponding volumes on BSE are as follows:

Period	High Price (₹)	Date of High Price	Number of shares traded on that date	Low Price (₹)	Date of Low Price	Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
<b>3 Years</b>								
Jan 20- Dec 20	134.90	06-Oct-20	56,910	55.5	07-Jan-20	2,016	98.53	1,984,083
Jan 19- Dec 19	74.85*	18-Dec-19	29,789	34.00	01-Oct-19	280	47.56	1,385,291
Jan 18- Dec 18	54.55	22-Nov-18	33,545	24.2	24-Jul-18	4,868	38.95	2,957,511

\*The highest price also appeared on 19-Dec-19 with 19,037 Shares traded on BSE. The date considered in the table above is 18-Dec-19, since the volume traded on 18-Dec-19 at the highest price i.e. ₹ 74.85 is higher.

Period	High Price (₹)	Date of High Price	Number of shares traded on that date	Low Price (₹)	Date of Low Price	Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
<b>6 months</b>								
Jul-21	211.45	30-Jul-21	235,315	147.25	02-Jul-21	21,586	171.82	868,201
Jun-21	167.00	24-Jun-21	311,441	130.00	08-Jun-21	20,527	143.13	765,631
May-21	156.85	07-May-21	92,371	114.60	03-May-21	12,537	134.09	523,093
Apr-21	120.00	22-Apr-21	4,070	109.00	12-Apr-21	7,699	115.10	67,256
Mar-21	124.9	16-Mar-21	13,634	109.45	16-Mar-21	13,634	115.93	96,849
Feb-21	128.00	16-Feb-21	16,717	112.50	05-Feb-21	2,997	118.11	107,475

Source: bseindia.com

Note: High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

- IV. The closing market price of the Equity Shares as on the date of intimation of the Board Meeting for approving the Buyback, being July 29, 2021, was ₹ 183.95 on NSE and ₹ 183.80 on BSE. The closing market price of the Equity Shares one working day prior to the date of intimation of the Board Meeting for approving the Buyback, being July 28, 2021 was ₹ 183.00 on NSE and ₹ 185.15 on BSE.

## 17. DETAILS OF THE STATUTORY APPROVALS

- I. The Buyback is subject to approvals, if any, required under the provisions of the Companies Act, the Buyback Regulations, SEBI, and applicable rules and regulations as specified by RBI under FEMA and/ or such other applicable rules and regulations for the time being in force. As on date, there are no other statutory or regulatory approvals required to implement the Buyback other than those indicated above.
- II. The Board at its meeting held on August 06, 2021, approved the proposal for the Buyback.
- III. Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Indians ("NRI") and erstwhile Overseas Corporate Bodies ("OCB") must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to tender Equity Shares in the buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Sellers in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Sellers in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted. By agreeing to participate in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting's, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- IV. If any statutory or regulatory approvals become applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/ regulatory approvals are delayed, changes to the proposed timetable of the Buyback, if any, shall be intimated to BSE and NSE.

## 18. DETAILS OF THE REGISTRAR TO THE BUY BACK AND COLLECTION CENTRES

### I. Registrar to the Buyback

**LINK**Intime

**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai 400 083, Maharashtra, India  
Telephone: +91 22 4918 6200 | Facsimile: +91 22 4918 6195  
Email: : rsystems.buyback2021@linkintime.co.in  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)  
Contact Person: Mr. Sumeet Deshpande  
SEBI registration number: INR000004058  
CIN: U67190MH1999PTC118368

In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.

### II. Collection Centres:

Eligible Sellers are requested to submit their Form(s) and requisite documents either by registered post/ courier to the Registrar to the Buyback, super scribing the envelope as “**R Systems International Limited Buyback Offer 2021**”, or hand deliver the same to the head office of the Registrar.

**ELIGIBLE SELLERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK**

## 19. PROCESS AND METHODOLOGY FOR THE BUYBACK

- I. The Company proposes to Buyback not exceeding 1,333,000 (Thirteen Lakhs Thirty Three Thousand Equity Shares only) fully paid-up Equity Shares from the Equity Shareholders as on the Record Date, on a proportionate basis, through the tender offer route at a price of ₹ 225/- (Rupees Two Hundred Twenty Five Only ) per Equity Share, payable in cash for an aggregate amount of ₹ 299,925,000/- (Rupees Twenty Nine Crore Ninety Nine Lakhs Twenty Five Thousand only).The maximum number of Equity Shares proposed to be bought back represents 1.11% of the total paid-up equity share capital of the Company. The Buyback is in accordance with the provisions of Section 68, 69, 70 and other applicable provisions, if any, of the Companies Act and in accordance with Article 70 of the Articles of Association of the Company and subject to Regulation 4(iv) and other applicable provisions contained in the Buyback Regulations and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and/ or regulatory authorities, including but not limited to SEBI and/or the RBI. The Buyback Size is 8.73% and 7.64% of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended December 31, 2020, respectively.
- II. The aggregate shareholding of the Promoter and Promoter Group as at the date of the Public Announcement is 61,713,074 Equity Shares which represents 51.58 % of the existing equity share capital of the Company. In terms of the Buyback Regulations, under the tender offer route, the Promoters and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group have expressed their intention vide their letters dated August 06, 2021, to participate in the Buyback and offer up to an aggregate maximum number of 2,500,000 Equity Shares and one of the Persons acting in concert has expressed his intention vide his letter dated August 06, 2021, to participate in the Buyback and offer up to an maximum number of 100 Equity Shares, and hence a total of Promoter and Promoter Group and Person Acting in Concert will offer in aggregate maximum number of 2,500,100 Equity Shares or such lower number of Equity Shares as required in compliance with the Buyback Regulations/ terms of the Buyback.
- III. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may increase to [●]% from 51.58% prior to the Buyback.
- IV. **Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:**
  - a. The Board in its meeting held on August 06, 2021 announced August 27, 2021 as Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buyback.



- b. The Equity Shares to be bought back as a part of this Buyback are divided into two categories:
- Reserved category for Small Shareholders (“Reserved Category”); and
  - General Category for other Eligible Sellers (“General Category”).
- c. As defined under Regulation 2(i)(n) of the Buyback Regulations, a “Small Shareholder” is a Shareholder who holds Equity Shares having market value, on the basis of closing market price on August 27, 2021 i.e. as on the Record Date, on the recognized stock exchange in which highest trading volume in respect of such security is recorded, is not more than ₹ 2,00,000/- (Rupees Two Lakh only). As on the Record Date, the volume of Shares traded on NSE was [●] Equity Shares and on BSE was [●] Equity Shares. Accordingly, NSE being the exchange with highest turnover, the closing price was ₹ [●] and hence all Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as “Small Shareholders” for the purpose of the Buyback Offer.
- d. Based on the above definition, there are [●] Small Shareholders in the Company with aggregate shareholding of [●] Equity Shares as on the Record Date, which constitutes [●] of the outstanding number of Equity Shares of the Company and [●]% of the maximum number of Equity Shares which the Company proposes to buy back as a part of this Buyback.
- e. In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be higher of:
- Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 1,333,000 Equity Shares which works out to [●] Equity Shares; or
  - The number of Equity Shares entitled as per their shareholding as on Record Date i.e.  $(\frac{[●]}{[●]}) \times [●]$  which works out to be [●] Equity Shares.
    - All the outstanding fully paid-up Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter and Promoter Group also intend to offer Equity Shares held by them in the Buyback
    - Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, [●] Equity Shares have been reserved for the Small Shareholders (“**Reserved Category**”) and accordingly, the General Category for all other Eligible Sellers shall consist of [●] Equity Shares (“**General Category**”).
- f. Based on the above Buyback Entitlements, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Ratio of Buyback *
Reserved category for Small Shareholders	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date.
General category for all other Equity Shareholders	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date.

*\*The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved category for Small Shareholders is [●] and General category for all other Eligible Sellers is [●].*

#### V. Fractional Entitlements:

If the Buyback Entitlement under Buyback, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Sellers.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

#### VI. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in the DLOF, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

- Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.

- b) Post the acceptance as described in Clause 19. (VI) (a) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the acceptance as described in Clause 19. (VI) (a) and 19. (VI) (b) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with clause 19. (VI) (b) above, shall be reduced by one.
- d) Adjustment for fractional results in case of proportionate Acceptance, as described in Clause 19. (VI) (c) above:
  - (i) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - (ii) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this DLOF.

## **VII. Basis of Acceptance of Shares validly tendered in the General Category:**

Subject to the provisions contained in the DLOF, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Sellers in the General Category in the following order of priority:

- a) Acceptance of 100% Equity Shares from other Eligible Sellers in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b) Post the Acceptance as described in Clause 19. (VII) (a) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Sellers over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Sellers divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- c) Adjustment for fractional results in case of proportionate acceptance as described in Clause 19. (VII) (a) and (b) above:
  - (i) For any Eligible Seller, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - (ii) For any Eligible Seller if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this DLOF.

## VIII. Basis of Acceptance of Equity Shares between Categories

- a) In case there are any Equity Shares left to be bought back in one category ("Partially filled Category") after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid Acceptances per Eligible Seller shall be equal to the additional outstanding Equity Shares validly tendered by an Eligible Seller in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the partially filled category.
- b) If the Partially filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been accepted in accordance with clause 19. (VI) (b) shall be reduced by one.
- c) Adjustment for fraction results in case of proportionate Acceptance, as defined in clause 19. (VII) (a) and (b) above:
  - i. For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - ii. For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this DLOF.

## IX. For avoidance of doubt, it is clarified that:

- a) the Equity Shares accepted under the Buyback from each Eligible Seller, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Seller;
- b) the Equity Shares accepted under the Buyback from each Eligible Seller, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Seller as on the Record Date; and
- c) the Equity Shares tendered by any Eligible Seller over and above the number of Equity Shares held by such Eligible Seller as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

## X. Clubbing of Entitlement

In accordance with Regulation 9(ix) of Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company shall club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the depositories.

## 20. PROCEDURE FOR TENDER/ OFFER AND SETTLEMENT

- I. The Buyback is open to all Eligible Sellers i.e. Shareholders who on the Record Date were holding Equity Shares either in physical form ("**Physical Shares**") or and the beneficial owners who on the Record Date were holding Equity Shares in dematerialized form ("**Demat Shares**") (such shareholders are referred as the "**Eligible Shareholders**").The Company

proposes to effect the Buyback through a tender offer, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed/dispatched to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.

- II. The Letter of Offer, shall be sent through electronic means to Eligible Shareholder(s) who have registered their email ids with the depositories / the Company, and for those Eligible Seller(s) who have not registered their email ids with the depositories / the Company, the Letter of Offer shall be dispatched through physical mode by registered post/ speed post/ courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in Clause 20. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- III. The Company will not accept any Equity Shares offered in the Buyback where the title of shares is under dispute or which are under any restraint order of a court or such similar authority for transfer/ sale of such Equity Shares or where loss of share certificates(s) has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- IV. An unregistered shareholder holding physical shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.
- V. Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares (as on the Record Date), and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held (as on Record Date), such Eligible Sellers should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or the Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- VI. As disclosed in Clause 19 (Process and Methodology of Buyback) above, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Sellers; and the Buyback Entitlement of an Eligible Sellers in each category shall be calculated accordingly.
- VII. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Sellers in that category, and thereafter, from Eligible Sellers who have tendered over and above their Buyback Entitlement, in any other category.
- VIII. Eligible Sellers' participation in the Buyback is voluntary. Eligible Sellers may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Sellers may also tender a part of their Buyback Entitlement. Eligible Sellers also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement but not more than their shareholding as on Record Date) and participate in the shortfall created due to non-participation of some other Eligible Sellers, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Seller shall be in terms of procedure outlined in this Draft Letter of Offer.
- IX. The maximum tender under the Buyback by an Eligible Seller cannot exceed the number of Equity Shares held by such Eligible Seller as on the Record Date. In case the Eligible Shareholder hold the Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- X. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Act, the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

- XI. Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Selling Member(s) (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Selling Member(s) in the electronic platform to be made available by BSE before the Buyback Closing Date. The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Seller(s) who intend to participate in the Buyback using the “plain paper” option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.
- XII. The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Equity Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.
- XIII. For implementation of the Buyback, the Company has appointed Motilal Oswal Financial Services Limited as the registered broker to the Company (the “**Company's Broker**”) through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:
- 
- Motilal Oswal Financial Services Limited;**  
Motilal Oswal Tower, Rahimtullah Sayani Road,  
Opposite Parel S.T. Bus Depot, Prabhadevi - Mumbai - 400 025  
Contact Person: Krishna Sharma;  
Contact Number: +91 2271985473;  
Email: [ksharma@motilaloswal.com](mailto:ksharma@motilaloswal.com)  
CIN: L67190MH2005PLC153397  
SEBI Registration No: INZ000158836
- XIV. The Company will request BSE to provide a separate acquisition window (“**Acquisition Window**”) to facilitate placing of sell orders by Eligible Sellers who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be specified by BSE being designated stock exchange from time to time.
- XV. In the event Selling Member of any Eligible Shareholder is not registered with BSE trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using quick unique client code (“UCC”) facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Seller is unable to register himself by using quick UCC facility through any other BSE registered stock broker, then that Eligible Shareholder may approach the Company’s Broker, viz. Motilal Oswal Financial Services Limited, to register himself by using quick UCC facility subject to compliance of requisite documents and procedures..
- XVI. All Eligible Sellers, through their respective Selling Member(s) will be eligible and responsible to place orders in the Acquisition Window. All Eligible Shareholders can enter orders for Equity Shares in demat form only.
- XVII. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company’s Broker. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Selling Member(s) during normal trading hours of the secondary market. The Seller Member can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company’s Broker.
- XVIII. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

- XIX. The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Seller Member through which the Equity Shareholder places the bid.
- XX. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Seller for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- XXI. The cumulative quantity tendered shall be made available on BSE's website. [www.bseindia.com](http://www.bseindia.com) and NSE's website [www.nseindia.com](http://www.nseindia.com), respectively, throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.
- XXII. Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- XXIII. All documents sent by the Eligible Sellers will be at their own risk. Eligible Sellers are advised to adequately safeguard their interests in this regard.
- XXIV. **Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form:**
- a) Eligible Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback.
  - b) The Seller Member would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Demat Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Before placing the order, the Eligible Seller would be required to transfer the tendered Equity Shares to the special account of the Clearing Corporation, by using the settlement number through the early pay in mechanism of the Depositories prior to placing the order/ bid on the platform of the Stock Exchanges by the Seller Member. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchange/ Clearing Corporation.
  - c) The details of the settlement number of the special account of Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation for the Buyback will be provided through separate circular that will be issued by BSE/ Clearing Corporation.
  - d) For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
  - e) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ('TRS') generated by the exchange bidding system to the Shareholder. TRS will contain the details order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
  - f) In case of demat Equity Shares, submission of Tender Form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.
  - g) All the Eligible Sellers who have tendered their Demat Shares shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
    - i. Duly attested power of attorney, if any person other than the Eligible Seller has signed the Tender Form;
    - ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Seller has expired; and

- iii. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- h) Eligible Shareholders who have tendered their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case Demat Shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Draft Letter of Offer, so that the same are received not later than 2 (two) days of Buyback Closing Date. The envelope should be super scribed as "RSIL Buyback Offer 2021". In case of Demat Shares, submission of Tender Form and TRS is not mandatory. In the event of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the stock exchange bidding system, the Buyback shall be deemed to have been Accepted for such shareholders holding Demat Shares.
- i) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.
- j) The Eligible Sellers will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- k) The cumulative quantity tendered shall be made available on the website of the Stock Exchange throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

**XXV. Procedure to be followed by Registered Equity Shareholders holding Equity Shares in physical form:**

In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting" dated February 20, 2020, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.

- a) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Selling Member(s) along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the following: the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Sellers in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Seller's PAN Card, (iv) the Tender Form (duly signed by all Eligible Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Seller has undergone a change from the address registered in the Register of Members of the Company, the Eligible Seller would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- b) Based on the documents as mentioned in Clause XXV (a) herein above, the concerned Selling Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form using the Acquisition Window of BSE. Upon placing the bid, the Selling Member shall provide a TRS generated by the exchange bidding system to the Eligible Seller. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- c) The Selling Member / Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Clause 20) along with TRS either by registered/ speed post or courier or hand delivery to Registrar to the Buyback, at its office/ collection centres provided in Clause 18 herein above, within 2 (two) days of bidding by Selling Member. The envelope should be super scribed as "R Systems International Limited Buyback Offer 2021". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Selling Member/ Eligible Seller.

- d) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Buyback confirms the bids it will be treated as 'Confirmed Bids'.
- e) An unregistered shareholder holding Physical Shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any

In case any Eligible Seller has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date.

**XXVI. For Equity Shares held by Eligible Sellers, being Non-Resident Shareholders of Equity Shares (Read with clause 17 "DETAILS OF THE STATUTORY APPROVALS"):**

- a) Eligible Sellers, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- b) FII/FPI/FVCI shareholders should also enclose a copy of their SEBI registration certificate.
- c) In case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Seller shall obtain and enclose approval letter from RBI/a letter from its authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the non-resident Eligible Seller from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Eligible Seller is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Seller shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.
- d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback Offer are liable to be rejected.
- e) The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

**THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.**

The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback.

**XXVII. In case of non-receipt of the Letter of Offer**

**A. By Eligible Shareholder holding Demat Shares:**

- a) If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company i.e. [www.rsystems.com](http://www.rsystems.com) or the website of the registrar at [www.linkintime.co.in](http://www.linkintime.co.in) or by providing their application in writing on plain paper, signed by all Equity Shareholders (in case Equity Shares are in joint name), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for



the Buyback. For further process, please refer to Clause 20 titled “*Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form*” on page 34 of this Draft Letter of Offer.

Eligible Shareholder(s) who intend to participate in the Buyback using the “plain paper” option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to Buyback, before participating in the Buyback.

**B. By Eligible Shareholder holding Physical Shares:**

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e. [www.rsystems.com](http://www.rsystems.com)) or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company’s website (i.e., [www.rsystems.com](http://www.rsystems.com)). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in Clause 20), reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date (by 3:00 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to Clause 20.

**Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member or broker in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date.**

**The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement.**

**XXVIII. Acceptance of orders**

The Registrar to the Buyback shall provide details of order acceptance to Clearing Corporation within specified timelines

**XXIX. Method of Settlement**

- i. Upon finalization of the basis of acceptance as per Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- ii. The Company will transfer the consideration pertaining to the Buyback to the Clearing Corporation’s bank account through the Company’s Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Sellers’ bank account linked to its demat account. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the RBI or relevant Bank, due to any reasons, then the amount payable to the Eligible Sellers will be transferred to the concerned Seller Members’ for onward transfer to the such Eligible Seller holding Equity Shares in dematerialized form.
- iii. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member’s settlement accounts for releasing the same to the respective Eligible Seller’s account. For this purpose, the client type details would be collected from the depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.
- iv. For the Eligible Sellers holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member’s settlement accounts for releasing the same to the respective Eligible Seller’s account.
- v. The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow account of the Company (“Company Demat Escrow Account”) provided it is indicated by the Company’s Broker or it will be transferred by the Company’s Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- vi. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Sellers would be transferred by the Clearing Corporation directly to the respective Eligible Seller’s DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member’s depository pool account for onward transfer to the respective Eligible Seller.
- vii. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Sellers holding Equity Shares in the physical form.

- viii. The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- ix. Equity Shareholders who intend to participate in the Buyback should consult their respective Selling Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Member upon the selling Eligible Seller for tendering Equity Shares in the Buyback (secondary market transaction). The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Selling Member, and such costs will be incurred solely by the Eligible Sellers.
- x. The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

### **XXX. Rejection Criteria**

The Equity Shares tendered by Eligible Sellers would be liable to be rejected on the following grounds. For Eligible Sellers holding shares in the dematerialized form if the Shareholder is not a Eligible Seller of the Company as on the Record Date;

For Eligible Sellers holding Equity Shares in the physical form if:

- a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●](by 5.p.m.);
- b. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Sellers;
- d. If the Eligible Sellers bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;
- e. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar;
- f. If the Share Transfer Form SH-4 is not witnessed; or
- g. Where there exist any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity shares is under dispute of otherwise not clear or where any other restraint subsists.

### **21. NOTE ON TAXATION**

**Disclosures in this section are based on the opinion obtained by the Company from M/s. SK Relan & Co, Chartered Accountants.**

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.**

**IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.**

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

#### **General**

The Indian tax year runs from April 1 to March 31. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 ("ITA").

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income. In case of shares of a Company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement ("DTAA") as modified by the Multilateral Instrument ("MLI"), if the same is applicable to the relevant DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise. The residential status of an assessee would be determined in terms of Section 6 of the ITA.

### **Income Tax Provisions in respect of Buyback of Equity Shares listed on Recognized Stock Exchange**

- a. Finance Act, 2019 has amended Section 115QA to include Companies Listed on recognized stock exchange within the ambit of Section 115QA. As per Section 115QA, listed companies making a public announcement of Buyback of shares on or after 5<sup>th</sup> July 2019 are required to pay an additional Tax @ 20%, plus Surcharge @ 12%, plus Health & Education Cess @4% on the Distributed Income.

Distributed Income is defined under section 115QA to include Consideration paid by the company on buyback of Shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.

- b. The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.
- c. No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.
- d. As the said income has been charged to tax at company level, it shall be exempt in the hands of shareholders under section 10(34A) of the ITA. Accordingly, income arising in the hands of the shareholder (whether resident or non-resident) on buyback of equity shares shall be exempt from tax in India irrespective of the characterization of the shares, i.e., whether long term or short term or held as investment or stock-in-trade under sub-clause (34A) of Section 10 of the ITA. In case of Non Resident Shareholders, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such non-resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Sec 115QA (4) and (5) of the ITA. Non- resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

### **Tax Deduction at Source ("TDS")**

Since there is no provision regarding the TDS in case of Buyback, company is not required to deduct any tax at source on consideration payable to Resident Shareholders.

Further, given that the consequential income would be exempt from tax in the hands of shareholders u/s 10(34A) of the ITA, the same would not be subject to TDS for Non-Resident Shareholders.

### **Caveat:**

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Shareholders, who are non-residents in India, in respect of tax consequence (including capital gain tax, if any) in their state of residence, are required to consult their tax advisors for the applicable tax and the appropriate course of action

that they should take considering the provisions of the relevant country or state tax law and provisions of DTAA where applicable.

**The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. There can be no liability on the company if any action is taken by the shareholder solely based on this tax summary. Therefore, shareholders cannot rely on this advice and the summary tax implications relating to the treatment of income tax in the case of buyback of equity shares listed on the stock exchange as set out above.**

#### **Securities transaction tax**

Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable.

## **22. DECLARATION BY THE BOARD OF DIRECTORS**

Declaration as required under clause (ix) and clause (x) of Schedule I to the Buy Back Regulations:

The Board of Directors as on the date of passing the board resolution approving the Buyback i.e. August 06, 2021 have confirmed that:

1. there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.
2. We have enquired into the state of affairs of the Company in relation its standalone and consolidated audited financial statements as at and for the year ended December 31, 2020 and six months ended June 30, 2021
3. The amount of permissible capital payment (including security premium) towards the proposed buyback of equity shares as computed in the accompanying Statement attached herewith, is properly determined in our view in accordance with proviso (i) to Section 68(2)(b) read with Section 68(2)(c) of the Companies Act. The amounts of share capital and free reserves have been extracted from the standalone and consolidated audited financial statements of the Company for the year ended December 31, 2020.
4. The Board of Directors of the Company, in their meeting held on August 06, 2021 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated August 06, 2021.

This declaration is made and issued by the Board of Directors of the Company in terms of the resolution passed at the meeting held on August 06, 2021.

For and on behalf of the Board of Directors of R Systems International Limited,

Sd/-	Sd/-	Sd/-
<b>Satinder Singh Rekhi</b> Managing Director & Chief Executive Officer (Director Identification Number (DIN): 00006955)	<b>Lt. Gen. Baldev Singh (Retd.)</b> President & Senior Executive Director (Director Identification Number (DIN): 00006966)	<b>Bhasker Dubey</b> Company Secretary & Compliance Officer ICSI Mem. No: A33287

## 23. AUDITOR'S CERTIFICATE

### Quote

To,  
**Board of Directors**  
**R SYSTEMS INTERNATIONAL LIMITED**  
C-40, Sector-59, Noida,  
Uttar Pradesh - 201307

**Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by R SYSTEMS INTERNATIONAL LIMITED ("the Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buyback Regulations")**

1. This Report is issued in accordance with the terms of our engagement letter dated July 30, 2021.
2. The Board of Directors of the Company have approved a proposal for buyback of equity share of the Company at its Meeting held on August 06, 2021, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Buyback Regulations. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment as at December 31, 2020" ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initialled for the purposes of identification only.

### **Management's Responsibility**

3. The preparation of the Statement of permissible capital payment in compliance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations and in compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

In the absence of any definition of or guideline for "Insolvent" in the Buyback Regulations, the Company has considered a situation for not being able to continue as going concern (as mentioned in Standard on Auditing 570 (Revised) issued by Institute of Chartered Accountants of India) for a period of 1 year from August 06, 2021 as "Insolvent".

### **Auditors Responsibility**

4. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that:
  - i. we have inquired into the state of affairs of the Company in relation to the annual audited standalone and consolidated financial statements as at December 31, 2020 which was adopted by the Members of the Company at the Annual General Meeting held on May 19, 2021;
  - ii. the amount of permissible capital payment as stated in Annexure A, has been determined considering the annual audited standalone and consolidated financial statements as at December 31, 2020 in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations; and
  - iii. the Board of Directors of the Company, in their meeting held on August 06, 2021 has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buyback are declared.
5. The annual standalone and consolidated financial statements referred to in paragraph 4 above, have been audited by us, on which we have issued an unmodified audit opinion in our reports dated February 16, 2021. We conducted our audit of the annual standalone and consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The

Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid buyback.

#### Opinion

8. Based on enquiries conducted and our examination as above, we report that:
- i) We have inquired into the state of affairs of the Company in relation its annual audited standalone and consolidated financial statements as at and for the year ended December 31, 2020, which have been approved by the Board of Directors at board meeting of the Company held on February 16, 2021.
  - ii) The amount of permissible capital payment towards the proposed buyback of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68(2)(c) of the Companies Act, Regulation 4(i) of the Buyback Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations.
  - iii) The Board of Directors of the Company, in their meeting held on August 06, 2021 has formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the date of passing the Board Resolution dated August 06, 2021.

#### Restriction on Use

9. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of Directors of the Company to include in the public announcement, Draft Letter of Offer, Letter of Offer and other documents pertaining to buyback to be sent to the shareholders of the Company or to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges and any other regulatory authority as per applicable law in India and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) can be shared with the merchant banker involved in connection with the proposed buyback of equity shares of the Company for onward submission to SEBI, stock exchanges and / or any other regulatory authority as required under the law in India, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)  
Sd/-  
**JITENDRA AGARWAL**  
Partner  
(Membership No. 87104)  
(UDIN:21087104AAAAFH5239)

Place: New Delhi

Dated: August 06, 2021

#### Annexure A

##### Statement of Permissible Capital Payment as at December 31, 2020

Computation of amount of permissible capital payment towards buyback of equity shares in compliance with Section 68(2)(c) of the Companies Act, 2013 ("Act") and Regulation 4(i) and proviso to Regulation 5(i)(b) of the Buyback Regulations, based on annual audited standalone and consolidated financial statements as at and for the year ended December 31, 2020.

Particulars		Amount (₹ In Million)- Standalone	Amount (₹ In Million)- Consolidated
<b>Paid up equity capital as at December 31, 2020</b>	<b>A</b>	119.64	119.64

Particulars		Amount (₹ In Million)- Standalone	Amount (₹ In Million)- Consolidated
Free Reserves as at December 31, 2020:			
– Retained Earning		3,113.77	3,604.41
– Securities Premium		46.66	46.66
– General reserve		155.04	155.04
<b>Total Free Reserves</b>	<b>B</b>	<b>3,315.47</b>	<b>3,806.11</b>
<b>Total Paid-up Capital and Free Reserves</b>	<b>C= (A+B)</b>	<b>3,435.11</b>	<b>3,925.75</b>
Maximum amount permissible for Buyback under Section 68 of the Act and Regulation 4(i) of the Buyback Regulation, i.e. 25% of the aggregate total paid –up capital and free reserve.	<b>C*25%</b>	<b>858.78</b>	<b>981.44</b>
Maximum amount permissible for buyback under the proviso to Regulation 5(i)(b) of the Buyback Regulations, i.e. 10% of the total paid up capital and free reserves	<b>C*10%</b>	<b>343.51</b>	<b>392.58</b>
Maximum amount permitted by Board Resolution dated August 06, 2021 approving the buyback based on audited standalone and consolidated financial statements for the year ended December 31, 2020		<b>299.93</b>	<b>299.93</b>

Notes:

- (i) The amounts of paid up equity capital as at December 31, 2020 and free reserves as at December 31, 2020 have been extracted from the annual audited standalone and consolidated financial statements of the Company as at and for the year ended December 31, 2020.
- (ii) The Company is in compliance with Section 68(2)(c) of the Companies Act 2013, Regulation 4(i) of the Buyback Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations and in compliance with the Buyback Regulations.

For and on behalf of Board of Directors of **R SYSTEMS INTERNATIONAL LIMITED**

Signature Sd/-  
Name **Avirag Jain**  
Designation **Director & Chief Technology Officer**  
DIN **00004801**  
Date: **August 06, 2021**

Signature Sd/-  
Name **Lt. Gen. Baldev Singh (Retd.)**  
Designation **President & Senior Executive Director**  
DIN **00006966**  
Date: **August 06, 2021**

### Unquote

#### **24. DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection at the Corporate Office of the Company at C-40, Sector-59, NOIDA-201307, India between 11.00 a.m. and 5.00 p.m. on all working days (Monday to Friday) during the offer period:

1. Certificate of Incorporation of the Company.
2. Memorandum and Articles of Association of the Company.
3. Annual reports of the Company for the last three financial years viz. December 31, 2020, 2019 and 2018.
4. Copy of resolution passed by the Board of Directors at their meeting held on August 06, 2021 approving the proposal of the Buyback.
5. Certificate dated August 06, 2021 received from M/s. Deloitte Haskins & Sells, the Statutory Auditors of the Company, in terms of clause (xi) of to Schedule I of the Buyback Regulations.
6. Copy of Public Announcement dated August 06, 2021 published in the newspapers on August 10, 2021 regarding Buyback.
7. Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014.

8. Certificate from M/s. Ashish MK Sharma & Associates, Chartered Accountants, dated August 06, 2021 certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the Buyback Regulations.
9. Copy of Escrow Agreement dated August 10, 2021 between Axis Bank Limited, R Systems International Limited and Motilal Oswal Investment Advisors Limited.
10. SEBI comments vide letter dated [●], issued in terms of the Buyback Regulations.

## 25. DETAILS OF THE COMPLIANCE OFFICER AND COMPANY INVESTOR RELATIONS

### Mr. Bhasker Dubey,

Company Secretary and Compliance Officer,

R Systems International Limited

C - 40, Sector - 59, Noida, Uttar Pradesh - 201 307

Tel. No.: +91 120 4303566

E-mail: [investors@rsystems.com](mailto:investors@rsystems.com)

Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 11.00 a.m. to 3.00 p.m. on all working days except Saturday, Sunday and public holidays.

## 26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS

- I. In case of any grievances relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the investor can approach the Compliance Officer of the Manager to the Buyback and/ or Registrar to the Buyback and/ or Compliance Officer of the Company for redressal.
- II. If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there-under, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as the case may be.
- III. The address of the concerned office of the Registrar of Companies is as follows:  
Registrar of Companies, NCT of Delhi and Haryana  
4<sup>th</sup> Floor, IFCI Tower  
61, Nehru Place,  
New Delhi – 110019, India

## 27. DETAILS OF INVESTOR SERVICE CENTRE



### Link Intime India Private Limited

C-101, 1st Floor, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai 400 083, Maharashtra, India

**Telephone:** +91 22 4918 6200

**Facsimile:** +91 22 4918 6195

**Email:** [rsystems.buyback2021@linkintime.co.in](mailto:rsystems.buyback2021@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Contact Person:** Mr. Sumeet Deshpande

**SEBI registration number:** INR000004058

**CIN:** U67190MH1999PTC118368

## 28. DETAILS OF THE MANAGER TO THE BUY BACK



### Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower, Rahimtullah Sayani Road  
Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025  
Maharashtra, India

**Tel:** +91 22 7193 4380

**Email:** [rsil.buyback2021@motilaloswal.com](mailto:rsil.buyback2021@motilaloswal.com)

### Investor Grievance

**E-mail:** [moiaplredressal@motilaloswal.com](mailto:moiaplredressal@motilaloswal.com)

**Website:** [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com)

**Contact person:** Ms. Ritu Sharma

**SEBI Registration No.:** INM000011005 / Permanent

**CIN:** U67190MH2006PLC160583



## 29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Directors of the Company accept full responsibility for the information contained in this Draft Letter of Offer. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on August 06, 2021.

### For and on behalf of the Board of Directors of R Systems International Limited

Sd/-	Sd/-	Sd/-
Name: Dr. Satinder Singh Rekhi	Name: Lt. Gen. Baldev Singh (Retd.)	Name: Bhasker Dubey
Designation: Managing Director & Chief Executive Officer	Designation: President & Senior Executive Director	Designation: Company Secretary & Compliance Officer
DIN: 00006955	DIN:00006966	Membership No.: A33287
Place: Singapore	Place: NOIDA	Place: NOIDA
Date: August 17, 2021	Date: August 17, 2021	Date: August 17, 2021

## 30.OFFER FORM

- I. Tender Form (for Eligible Sellers holding Equity Shares in dematerialised form).
- II. Tender Form (for Eligible Sellers holding Equity Shares in physical form).

*[Rest of the page has been left blank intentionally]*

**TENDER FORMS**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM)**

**Bid Number:**

**Date:**

BUYBACK OPENS ON	[●],[●]
BUYBACK CLOSSES ON	[●],[●]
<b>For Registrar / Collection Centre use</b>	
Inward No.	Date
	Stamp
<b>Status (please tick appropriate box)</b>	
<input type="checkbox"/> Individual	<input type="checkbox"/> FII/FPI
<input type="checkbox"/> Foreign Co	<input type="checkbox"/> NRI/OCB
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/FI
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP
	<input type="checkbox"/> Insurance Co
	<input type="checkbox"/> FVCI
	<input type="checkbox"/> Pension/PF
	<input type="checkbox"/> Others
<b>India Tax Residency Status: Please tick appropriate box</b>	
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India
	Resident of _____ (shareholder to fill in country of residence)

To,  
The Board of Directors,  
**R Systems International Limited,**  
C-40, Sector 59, Noida – 201307 (UP), India  
Dear Sirs,

**Sub: Letter of Offer dated [●],[●] to Buyback up to [●] Equity Shares of R Systems International Limited (the “Company”) at a price of ₹ [●] (Rupees [●] only) per Equity Share (“Buyback Price”), payable in cash**

- I / We (having read and understood the Letter of Offer dated [●],[●]) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback Offer and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/authorized dealers/tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I / We agree that the consideration for the accepted Shares will be paid to the Seller Member as per secondary market mechanism.
- I / We agree that the excess demat Equity Shares or unaccepted demat Shares, if any, tendered would be returned to the Selling Member by Clearing Corporation in pay-out.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations.
- Details of Equity Shares held and tendered / offered for Buyback:

	In Figures	In Words
Number of Equity Shares held as on Record Date (August 27, 2021)	[●]	[●]
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)	[●]	[●]
Number of Equity Shares offered for Buyback (including Additional Shares)		

Note: Eligible Sellers also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Sellers, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Clause 19 and 20 of the Draft Letter of Offer. Equity Shares tendered by any Eligible Seller over and above the number of Equity Shares held by such Eligible Seller as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

**Acknowledgement Slip: R SYSTEMS INTERNATIONAL LIMITED BUY BACK OFFER 2021**  
(to be filled by the Equity Shareholder) (subject to verification)

Folio No./DP ID	Client ID
Received from Mr./Ms./M₹	
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>	
No. of Equity Shares offered for Buyback (In Figures)	(in words)
Please quote Client ID No. & DP No. for all future correspondence	Stamp of Broker

13. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

11. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

\*Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted

*This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.*

**INSTRUCTIONS**

- The Buyback will open on [●], [●] and close on [●],[●].
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- The Equity Shares tendered in the Buyback shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the shareholder.
- The Eligible Sellers will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Ratio of Buyback.  
  
In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Seller(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback
- Eligible Sellers to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement.
- For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to Clause 20 of the Letter of Offer.
- By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.
- All documents sent by Eligible Sellers will be at their own risk. Eligible Sellers are advised to safeguard adequately their interests in this regard.

Tear along this line

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:**

Investor Service Centre, R SYSTEMS INTERNATIONAL LIMITED BUY BACK OFFER 2021  
Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India

Tel: +91 22 4918 6200 | Fax: +91 22 4918 6195 | Email: rsystems.buyback2021@linkintime.co.in | Website: www.linkintime.co.in  
Contact Person: Mr. Sumeet Deshpande

**TENDER FORMS**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

**Bid Number:**  
**Date:**

BUYBACK OPENS ON	[●],[●]
BUYBACK CLOSES ON	[●],[●]
<b>For Registrar / Collection Centre use</b>	
Inward No.	Date
	Stamp
<b>Status (please tick appropriate box)</b>	
<input type="checkbox"/> Individual	<input type="checkbox"/> FII/FPPI
<input type="checkbox"/> Foreign Co	<input type="checkbox"/> NRI/OCB
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/FI
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP
	<input type="checkbox"/> Insurance Co
	<input type="checkbox"/> FVCI
	<input type="checkbox"/> Pension/PF
	<input type="checkbox"/> Others
<b>India Tax Residency Status: Please tick appropriate box</b>	
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India
	Resident of _____ (Shareholder to fill in country of residence)

To,  
The Board of Directors,  
**R Systems International Limited,**  
C-40, Sector 59, Noida – 201307 (UP), India  
Dear Sirs,

**Sub: Letter of Offer dated [●], [●] to Buyback up to [●] Equity Shares of R Systems International Limited (the “Company”) at a price of [●]- (Rupees [●] Only) per Equity Share (“Buyback Price”), payable in cash**

- I / We (having read and understood the Letter of Offer dated [●], [●]) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback Offer and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the consideration for the accepted Shares will be paid to the Seller Member as per secondary market mechanism.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Seller.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations.
- Details of Equity Shares held and tendered / offered for Buyback

	In Figures	In Words
Number of Equity Shares held as on Record Date August 27, 2021	[●]	[●]
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)	[●]	[●]
Number of Equity Shares offered for Buyback (including Additional shares)		

Note: Eligible Sellers also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Sellers, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Clause 19 and 20 of the Draft Letter of Offer. Equity Shares tendered by any Eligible Seller over and above the number of Equity Shares held by such Eligible Seller as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

**Acknowledgement Slip: R SYSTEMS INTERNATIONAL LIMITED BUY BACK OFFER 2021**  
(to be filled by the Equity Shareholder) (subject to verification)

Ledger Folio No./DP ID	
Received from Mr./Ms./M₹	
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>	
No. of Equity Shares offered for Buyback (In Figures)	(in words)
Please quote Client ID No. & DP No. for all future correspondence	Stamp of Broker

14. Details of Share Certificate:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
4					
<b>Total</b>					

15. Equity Shareholders Bank Details:

Name of the Bank	Branch and City	Account Number (indicate type of account)

16. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Corporate Authorization
<input type="checkbox"/>	Succession Certificate	<input type="checkbox"/>	Permanent Account Number (PAN Card)
<input type="checkbox"/>	Permanent Account Number (PAN Card)	<input type="checkbox"/>	TRS
<input type="checkbox"/>	Others (please specify)	<input type="checkbox"/>	Others (please specify)

17. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

18. Applicable for all Non-resident shareholders - I/ We undertake to pay income taxes in India on any income arising on such buyback and taxable in accordance with the prevailing income tax laws in India within 7<sup>th</sup> day of the succeeding month in which the shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/ us.

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form:

- The Buyback will open on [●], [●] and close on [●],[●].
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Sellers who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before [●],[●] by 5 PM (i) The relevant Tender Form duly signed (by all Eligible Sellers in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Sellers in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
- Eligible Sellers should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
- Eligible Sellers to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
- All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to clause 20 of the Letter of Offer.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other Company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Sellers; (iii) If the Eligible Sellers tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.
- By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting's, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.

Tear along this line

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:**

Investor Service Centre, R SYSTEMS INTERNATIONAL LIMITED BUY BACK OFFER 2021  
Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India

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Contact Person: Mr. Sumeet Deshpande