



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India – 201 307

Phones: +91-120-4303500
Fax: +91-120-4082699

Email : rsil@rsystems.com
www.rsystems.com

Regd. Off.: GF-1-A, 6, Devika Tower,
Nehru Place, New Delhi- 110019

DATE: OCTOBER 21, 2021

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

Dear Sir,

SUB: R SYSTEMS INTERNATIONAL LIMITED (THE “COMPANY”) – BUY-BACK OF EQUITY SHARES THROUGH TENDER OFFER – INTIMATION OF COMPLETION OF EXTINGUISHMENT OF SHARES

REF: STOCK CODE NSE - RSYSTEMS, BSE - 532735

With regard to the public announcement dated August 10, 2021 (the “Public Announcement”) and the letter of offer dated September 06, 2021, the Tendering Period for the Buyback opened on Monday, September 20, 2021 and closed on Friday, October 01, 2021.

Pursuant to Regulation 24 (iv) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”), reconciliation statement for Pre and Post Extinguishment of Shares is as follows:

| Particulars | No. of Equity Shares | Share Capital (Rs.) |
|--|----------------------|---------------------|
| Issued and Paid up Share Capital (Pre Extinguishment) | 119,636,445 | 119,636,445 |
| Shares (Demat) Extinguished | 1,333,000 | 1,333,000 |
| Shares (Physical) Extinguished | - | - |
| Issued and Paid up Share Capital (Post Extinguishment) | 118,303,445 | 118,303,445 |

Pursuant to Regulation 11(iv) of the Buyback Regulations, please find enclosed (as Annexure -1) a certificate dated October 20, 2021 issued pursuant to Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

The number of Equity Shares bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement published and have been reproduced in Annexure 2 for ease of reference.

This is for your intimation and record.

Thanking you.
Yours faithfully,

For **R Systems International Limited**

Bhasker Dubey
(Company Secretary & Compliance Officer)



TO WHOM SO EVER IT MAY CONCERNSUB: CERTIFICATE ON EXTINGUISHMENT OF 1,333,000 EQUITY SHARES BOUGHT BACK BY R SYSTEMS INTERNATIONAL LIMITED (THE "COMPANY")

This has reference to the Cash offer to buy back 1,333,000 (Thirteen Lakhs Thirty Three Thousand only) fully paid-up equity shares of face value Re. 1/- (Rupee One) each ("Equity Shares") ("Buyback"), representing 1.11% 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, August 27, 2021 ("Record Date"), on a proportionate basis, through the "Tender Offer" route, at a price of Rs. 225/- (Rupees Two Hundred Twenty Five only) per equity share.

The settlement of all valid bids tendered during the tendering period (i.e. from September 20, 2021 to October 01, 2021), to the extent of accepted shares, was completed on October 12, 2021.

In this regard, it is hereby certified that the Company has bought back 1,333,000 (Thirteen Lakhs Thirty Three Thousand only) equity shares, all of which were in dematerialised form. No equity share was tendered in the physical form and hence no shares were bought back in the physical format. Accordingly, the said bought back equity shares were extinguished in compliance with the provision of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations").

The following are the details of Equity Shares so bought-back and extinguished:

A. SHARES IN DEMATERIALIZED FORM

| Name of the Depository | DP Name and DP ID | Company's A/C Number | Date of Extinguishment | No. of Equity Shares Extinguished |
|--|---|----------------------|------------------------|-----------------------------------|
| Central Depository Services (India) Ltd, | Motilal Oswal Financiala Services Limited DP ID: 2010900 | 26178987 | October 14, 2021 | 1,333,000 |

B. SHARES IN PHYSICALFORM

| Registered Folio No. | Certificate No. | Distinctive No. of Equity Shares | Date of Extinguishment | No. of Equity Shares Extinguished |
|----------------------|-----------------|----------------------------------|------------------------|-----------------------------------|
| NIL | | | | |

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED (A+B): 1,333,000 equity shares.

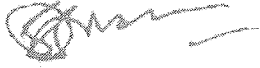
Ar

[Handwritten signatures]



A certificate from the Central Depository Services (India) Limited (CDSL) for extinguishment of 1,333,000 (Thirteen Lakhs Thirty Three Thousand only) equity shares is enclosed for your reference.

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



Satinder Singh Rekhi
Managing Director & Chief
Executive Officer

Date: October 20, 2021



Lt. Gen. Baldev Singh (Retd.)
President & Sr. Executive
Director

Date: October 20, 2021



Bhasker Dubey
Company Secretary &
Compliance Officer

Date October 20, 2021



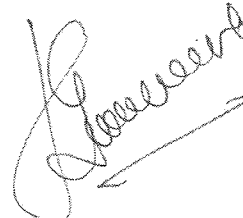
Referred to in our Certificate No.
ND/JA/2021-22/276 dated October 20, 2021

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



JITENDRA AGARWAL
Partner
(Membership No. 087104)
Date: October 20, 2021

For Link Intime India Private Limited



Dnyanesh Gharote
Vice President
Date: October 20, 2021





Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2021-22/CA-451152.001

October 18, 2021

The Company Secretary,
R Systems International Limited
C-40, Sector 59
Dist. Gautam Budh Nagar
Noida, Uttar Pradesh,
India - 201307

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

| CA Seq. No. | ISIN | Type Of Security | Date Effected | No. of Records | No. of Securities |
|-------------|----------------------------|---|---------------|----------------|-------------------|
| 451152.001 | Debit ISIN INE411H01032 | R Systems International Limited # New Equity Shares Of Re.1/- After Sub Division | 14-Oct-2021 | 1 | 1333000 |

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Vinifer T Kodia
Asst. Vice President – Operations

c.c Link Intime India Private Limited

Digitally signed by VINIFER TEHMTON KODIA
Date: 2021.10.18 11:26:19 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.
Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443
Website : www.cdslindia.com

Independent Auditor's Certificate on the extinguishment of equity share

ND/JA/2021-22/276

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

SUB: AUDITOR'S CERTIFICATE WITH RESPECT TO EXTINGUISHMENT OF 1,333,000 EQUITY SHARES OF Re. 1/- EACH ("EQUITY SHARES") BOUGHT BACK BY R SYSTEMS INTERNATIONAL LIMITED (THE "COMPANY")

1. This certificate is issued in accordance with the terms of our engagement letter reference No. ND/JA/2021-22/271 dated October 12, 2021.
2. In connection with the extinguishment of 1,333,000 equity shares of Re. 1/- each bought back by R SYSTEMS INTERNATIONAL LIMITED (the "Company"), the Company is required to obtain a certificate from the Statutory Auditors, with regard to compliance with the regulation 11(i) of Securities and Exchange Board of India (Buy-Back) Regulations, 2018, as amended (the "Buy-Back Regulations").

Management's Responsibility for the Statement

3. The preparation of the accompanying Statement containing details of the extinguished equity share certificates so bought back as per the Buy-Back Regulations (the "Statement"), is the responsibility of the Management of the Company. This responsibility includes designing, implementing and maintaining internal control 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.
4. The Management is also responsible for ensuring:
 - a) Extinguishment of 1,333,000 equity shares in dematerialized form; and
 - b) compliance with the requirements of the Buy-Back Regulations.

Deloitte Haskins & Sells LLP

Auditor's Responsibility

5. Pursuant to the requirements of Regulation 11(iii) of the Buy-Back Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details provided in the Statement is in accordance with Regulation 11(i) of the Buy-Back Regulations and the relevant documents thereof are maintained by the Company as on October 14, 2021.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. 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.
8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the Statement:
 - a. Verified the share extinguishment confirmation received by the Company from Central Depository Services (India) Limited with respect to the equity shares held in dematerialized form which were bought back; and
 - b. Examined the Transaction Statement of Company's depository account number 1201090026178987, opened and maintained by the company Motilal Oswal Financial Services Limited for the purpose of Buyback, inter-alia, giving details of 1,333,000 shares bought back through the tender offer route on the credit side and the extinguishment of 1,333,000 equity shares done by the Central Depository Services (India) Limited ("CDSL") on October 14, 2021.

Conclusion

9. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details provided in the Statement are not in accordance with the requirements of Regulation 11 of the Buy-Back Regulations and the relevant documents thereof are not maintained by the Company as on the date of this certificate October 14, 2021.



Deloitte Haskins & Sells LLP

Restriction on Use

10. This certificate is issued in connection with the extinguishment of Equity Shares brought back in accordance with the Buy-Back Regulations and for the sole use of the Board of Directors, to whom it is addressed and for the Manager to the Buyback for submission to SEBI and the Stock Exchanges where the equity shares of the Company are listed, and should not be used by any other person or for any other purpose. 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)



Jitendra Agarwal
Partner
(Membership Number: 084107)
UDIN : 21087104AAAAGD1307

Place: New Delhi
Date: October 20, 2021



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India – 201 307

Phones: +91-120-4303500
Fax: +91-120-4082699

Email : rsil@rsystems.com
www.rsystems.com

Regd. Off.: GF-1-A, 6, Devika Tower,
Nehru Place, New Delhi- 110019

Annexure 2

| Category of shareholder | Pre Buyback ⁽¹⁾ | | Post Buy Back | |
|--|----------------------------|--|--------------------|--|
| | 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% | 61,129,969 | 51.67% |
| Foreign Investors (including Non Resident Indians/ FIIs/ Foreign Mutual Funds/Foreign Nationals) | 45,193,996 | 37.78% | 57,173,476 | 48.33% |
| Financial Institutions / Banks and Mutual Funds promoted by Banks / Institutions/NBFCs | 1,950 | 0.00% | | |
| Others (Public, Bodies Corporate, etc.) | 12,727,425 | 10.64% | | |
| Total | 119,636,445 | 100% | 118,303,445 | 100.00% |

(1) As on Record date August 27, 2021.

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

