



## R SYSTEMS INTERNATIONAL LIMITED

SEI CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company

C-40, SECTOR-59, NOIDA - 201 307, DISTT. GAUTAM BUDH NAGAR, U.P. (INDIA)

PHONES : 0120-4303500 FAX : 0120-2587123

EMAIL : rsystems.india@rsystems.com, URL : www.rsystems.com

REGD. OFF. : B-104 A, GREATER KAILASH-I, NEW DELHI - 110 048

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

REF: SECT/12/2013/31

DECEMBER 12, 2013

To,  
The Managing Director,  
National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra - (E), Mumbai - 400 051

Dear Sir,

**SUB: DISCLOSURE FOR INTIMATIONS RECEIVED FROM SARTAJ SINGH REKHI & RAMNEET SINGH REKHI (PERSONS ACTING IN CONCERT) FOR ACQUISITION OF EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED AND FROM GURU HARKRISHAN IRREVOCABLE TRUST & GURU TEGH BAHADUR IRREVOCABLE TRUST (PERSONS ACTING IN CONCERT) FOR TRANSFER OF EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED BY WAY OF INTER SE TRANSFER AMONGST QUALIFYING PROMOTERS**

We have received intimations from Mr. Sartaj Singh Rekhi & Mr. Ramneet Singh Rekhi (sons of the Chairman & Managing Director, Mr. Satinder Singh Rekhi) pursuant to Regulation 13(4A) of the SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011 while acting in concert with other PACs, regarding acquisition of equity shares of the Company as per details provided herein below.

Also we have received intimations from Guru Harkrishan Irrevocable Trust & Guru Tegh Bahadur Irrevocable Trust (part of promoter group) pursuant to Regulation 13(4A) of the SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011, regarding inter se transfer of 254,600 (2.010%) equity shares of the Company by each of them to aforesaid acquirers (who are also part of promoter group) as detailed below.

| Name of the Acquirers<br>(Part of promoter group) | Name of the Transferor (Part of promoter group) | Details of Equity Shares Acquired/ Transferred |                                                    |
|---------------------------------------------------|-------------------------------------------------|------------------------------------------------|----------------------------------------------------|
|                                                   |                                                 | No. of Equity Shares                           | % to the Total Equity Share Capital of the Company |
| Sartaj Singh Rekhi                                | Guru Harkrishan Irrevocable Trust               | 254,600                                        | 2.010%                                             |
| Ramneet Singh Rekhi                               | Guru Tegh Bahadur Irrevocable Trust             | 254,600                                        | 2.010%                                             |

The Engine Room of Software Products



After the said acquisition and transfer of shares (i.e. inter se transfer amongst qualifying promoters), total shareholding of the Promoters is 2,892,914 shares and Person Acting in Concert (including directors) is 3,687,042 shares aggregating to 6,579,956 shares comprising of 51.952% of the paid up share capital of the Company.

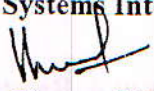
In this regard we are submitting herewith the required information in **Form D** (4 Forms) pursuant to Regulation 13(6) under SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended along with disclosures received from Mr. Sartaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Guru Harkrishan Irrevocable Trust and Guru Tegh Bahadur Irrevocable Trust pursuant to Regulation 13(4A) of the SEBI (Prohibition of Insider Trading) Regulations 1992 and pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011.

This is for your information and records.

Thanking you.

For R Systems International Limited



  
Akash Kumar Tiwari

(Company Secretary and Compliance Officer)

Encl : a/a

# FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company

| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer                                                                                                                         | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment advice / acquisition/ sale of shares / voting rights | Date of intimation to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.) / sale | No. & % of shares / voting rights post acquisition / sale | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed            | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------------------|--------------|-----------------|---------------|------------|
| 1<br>Mr. Sartaj Singh Rekhi<br>S/o Mr. Satinder Singh Rekhi<br>(Chairman & Managing Director)<br>PAN: AJHPR836K<br>Contact Address:<br>2051, Last Chance Court, Gold River<br>CA 95670, USA<br>Tele 001-916-852-6535 | 2<br>Pre-acquisition holding:<br>344,534 Shares (2.750%)<br>Acquired: 254,600 shares<br>(2.010%)                | 3<br>Acquisition on<br>December 11, 2013                                          | 3<br>December 12,<br>2013     | 5<br>Acquisition through inter-<br>se transfer amongst<br>qualifying promoters           | 6<br>599,134 Shares<br>(4.730%)                           | 7<br>Not Applicable                                                                     | 8<br>Private<br>Transaction (inter-<br>se transfer) | 9<br>254,600 | 10<br>0*        | 11<br>Nil     | 12<br>Nil  |

\*The offters and acquisition is an account of transfer of shares by Gurni Harkrishan Irrevocable Trust to its beneficiary (Sartaj Singh Rekhi) on dissolution of the trust and hence no price paid.

For R Systems International Limited



Shash Kumar Tiwari

(Company Secretary & Compliance Officer)

Place: Noida

Date: December 12, 2013

# FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company

| 1                                                                                                                                                                                                             | 2                                                                                                               | 3                                                                                  | 4                             | 5                                                                                        | 6                                                         | 7                                                                                       | 8                                        | 9            | 10              | 11            | 12         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------|--------------|-----------------|---------------|------------|
| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer                                                                                                                  | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment/ advice / acquisition/ sale of shares / voting rights | Date of intimation to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.) / sale | No. & % of shares / voting rights post acquisition / sale | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
| Mr. Ramesh Singh Rekhi<br>S/o Mr. Satinder Singh Rekhi<br>(Chairman & Managing Director)<br>PAN: AIBPR8791F<br>Contact Address<br>2051, Last Chance Court, Gold River<br>CA 95670, USA Tele: 001-916-852-6535 | Pre-acquisition holding: 252,013 Shares (1.990%)<br>Acquired: 254,600 shares (2.010%)                           | Acquisition on December 11, 2013                                                   | December 12, 2013             | Acquisition through inter-se transfer amongst qualifying promoters                       | 506,613 Shares (4.000%)                                   | Not Applicable                                                                          | Private Transaction (inter-se transfer)  | 254,600      | 0*              | Nil           | Nil        |

\*The spread/acquisition is on account of transfer of shares by Gaura Tugh Bahadur Irrevocable Trust to its beneficiary (Ramesh Singh Rekhi), on dissolution of the trust and hence no price paid.

For R Systems International Limited  
Rash Kumar Tiwari  
(Company Secretary & Compliance Officer)

Date: December 12, 2013



FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company

| 1 | Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer                                                                                         | 2                                                                                         | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | 3                                | Date of receipt of allotment advice / acquisition/ sale of shares / voting rights | 4 | Date of intimation to company                  | 5   | Mode of acquisition (market purchase / public / rights / preferential offer etc.)/ sale | 6                                       | No. & % of shares / voting rights post acquisition / sale | 7 | Trading member through whom the trade was executed with SEBI Registration No. of the TM | 8  | Exchange on which the trade was executed | 9  | Buy quantity | 10 | Buy Value (Rs.) | 11 | Sell quantity | 12 | Sell Value |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------------------------------------|---|------------------------------------------------|-----|-----------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------|---|-----------------------------------------------------------------------------------------|----|------------------------------------------|----|--------------|----|-----------------|----|---------------|----|------------|
|   | Guru Harkrishan Irrevocable Trust (Trustee: Mandeep Singh Sodhi)<br>PAN - AABTT6607P<br>Contact Address<br>1116, Kingfisher Circle, Folsom CA<br>95630, USA<br>Tel: 001-916-984-7077 | Pre-transfer holding<br>254,600 Shares (2.010%)<br>Transferred<br>254,600 shares (2.010%) |                                                                                                                 | Transfer on<br>December 11, 2013 | December 12, 2013                                                                 |   | Inter-se transfer amongst qualifying promoters | Nil | Not Applicable                                                                          | Private Transaction (inter-se transfer) | Nil                                                       | 9 | 10                                                                                      | 11 | 12                                       | 0* |              |    |                 |    |               |    |            |

\*The aforesaid transaction is an account of transfer of shares by trust to its beneficiary Mr. Sartaj Singh Robti on dissolution of the trust and hence no price received.

For R Systems International Limited

Wash Kumar Tiwari  
Company Secretary & Compliance Officer

Place: Noida

Date: December 12, 2013



# FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company

| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer                                                                                               | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment advice / acquisition/ sale of shares / voting rights | Date of intimation to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.) / sale | No. & % of shares / voting rights post acquisition / sale | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed     | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------|--------------|-----------------|---------------|------------|
| 1<br>Guru Tegh Bahadur Irrevocable Trust (Trustee: Mandep Singh Sodhi)<br>PAN: AABTT6609D<br>Contact Address<br>1116, Kingfisher Circle, Folsom CA<br>95630, USA<br>Tele: 001-916-984-7077 | 2<br>Pre-transfer holding<br>254,600 Shares (2.010%)<br>Transferred<br>254,600 shares (2.010%)                  | 3<br>Transfer on<br>December 11, 2013                                             | 3<br>December 12, 2013        | 5<br>Intra-se transfer amongst qualifying promoters                                      | 6<br>Nil                                                  | 7<br>Not Applicable                                                                     | 8<br>Private Transaction (inter-se transfer) | 9<br>Nil     | 10<br>-         | 11<br>254600  | 12<br>0*   |

\*The aforesaid transaction is on account of transfer of shares by trust to its beneficiary, Mr. Ramesh Singh Redhi on dissolution of the trust and hence no price received.

For R Systems International Limited



Wakash Kumar Tiwari  
Company Secretary & Compliance Officer

Place Noida  
Date December 12, 2013

December 12, 2013

To,  
The Company Secretary & Compliance Officer,  
R Systems International Limited,  
B - 104A, Greater Kailash - I,  
New Delhi - 110 048

Dear Sir,

**SUB: DISCLOSURE UNDER REGULATION 13 (4A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & REGULATION 29(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011**

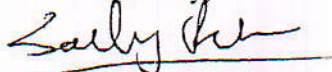
This is to inform you the acquisition of equity shares of R Systems International Limited by me on December 11, 2013.

The requisite disclosure pursuant to Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation 2011 are enclosed.

This is for your information & records.

Thanking you.

Yours faithfully,



**Sartaj Singh Rekhi**

# FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company

| 1                                                                                                                                                                                                                   | 2                                                                                                               | 3                                                                                  | 4                             | 5                                                                                 | 6                                                         | 7                                                                                       | 8                                        | 9            | 10              | 11            | 12         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------|--------------|-----------------|---------------|------------|
| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer                                                                                                                        | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment advice / acquisition / sale of shares / voting rights | Date of intimation to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.) | No. & % of shares / voting rights post acquisition / sale | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
| Mr. Sartaj Singh Rekhi<br>S/o Mr. Satinder Singh Rekhi<br>(Chairman & Managing Director)<br>PAN : AIBPR8836K<br>Contact Address:<br>2051, Last Chance Court, Gold River<br>CA 95670, USA<br>Telle: 001-916-852-6535 | Pre-acquisition Holding:<br>344,534 Shares (2.720%)<br>Acquired 254,600 shares (2.010%)                         | Acquisition on December 11, 2013                                                   | December 12, 2013             | Acquisition through inter-se transfer amongst qualifying promoters                | 599,134 Shares (4.730%)                                   | Not Applicable                                                                          | Private Transaction (inter-se transfer)  | 254,600      | 0*              | Nil           | Nil        |

\*The aforesaid acquisition is on account of transfer of shares by trust to its beneficiary (Sartaj Singh Rekhi) on dissolution of the trust and hence no price paid

Sartaj Singh Rekhi



Place: Singapore

Date : December 12, 2013

**Annexure-B**

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

|                                                                                                                                                                                            |                                                                                    |                                                             |                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                            | R SYSTEMS INTERNATIONAL LIMITED                                                    |                                                             |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                              | Sartaj Singh Rekhi<br>(List of Promoters & PAC is enclosed as Annexure-1)          |                                                             |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                                    | Yes                                                                                |                                                             |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                         | (1) National Stock Exchange of India Limited (NSE)<br>(2) BSE Limited (BSE)        |                                                             |                                                            |
| Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC                                                                                      | Number                                                                             | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| <b>Before the acquisition/disposal under consideration, holding of:</b>                                                                                                                    |                                                                                    |                                                             |                                                            |
| a) Shares carrying voting rights                                                                                                                                                           | 344,534                                                                            | 2.720                                                       | 2.685                                                      |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                    | -                                                                                  | -                                                           | -                                                          |
| c) Voting rights (VR) otherwise than by shares                                                                                                                                             | -                                                                                  | -                                                           | -                                                          |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)                   | -                                                                                  | -                                                           | -                                                          |
| e) Total (a+b+c+d)                                                                                                                                                                         | 344,534                                                                            | 2.720                                                       | 2.685                                                      |
| <b>Details of acquisition/sale</b>                                                                                                                                                         |                                                                                    |                                                             |                                                            |
| f) Shares carrying voting rights acquired/sold                                                                                                                                             | 254,600                                                                            | 2.010                                                       | 1.984                                                      |
| g) Voting rights (VR) acquired/sold otherwise than by shares                                                                                                                               | -                                                                                  | -                                                           | -                                                          |
| h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold     | -                                                                                  | -                                                           | -                                                          |
| i) Shares encumbered / invoked/ released by the acquirer                                                                                                                                   | -                                                                                  | -                                                           | -                                                          |
| j) Total (f+g+h+i)                                                                                                                                                                         | 254,600                                                                            | 2.010                                                       | 1.984                                                      |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                             |                                                                                    |                                                             |                                                            |
| k) Shares carrying voting rights                                                                                                                                                           | 599,134                                                                            | 4.730                                                       | 4.670                                                      |
| l) Shares encumbered with the acquirer                                                                                                                                                     | -                                                                                  | -                                                           | -                                                          |
| m) VRs otherwise than by shares                                                                                                                                                            | -                                                                                  | -                                                           | -                                                          |
| n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | -                                                                                  | -                                                           | -                                                          |
| o) Shares encumbered / invoked/ released by the acquirer                                                                                                                                   | -                                                                                  | -                                                           | -                                                          |
| p) Total (k+l+m+n+o)                                                                                                                                                                       | 599,134                                                                            | 4.730                                                       | 4.670                                                      |
| Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).                                                  | Acquisition through Inter-se transfer amongst qualifying promoters                 |                                                             |                                                            |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                 | Acquisition on December 11, 2013                                                   |                                                             |                                                            |
| Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                   | Rs. 126,654,580/- (Divided into 12,665,458 paid-up Equity shares of Rs. 10/- each) |                                                             |                                                            |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                     | Rs. 126,654,580/- (Divided into 12,665,458 paid-up Equity shares of Rs. 10/- each) |                                                             |                                                            |
| Total diluted share/voting capital of the TC after the said acquisition/sale.                                                                                                              | Rs. 128,306,010/- (Divided into 12,830,601 Equity shares of Rs. 10/- each)         |                                                             |                                                            |

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

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Sartaj Singh Rekhi  
Signature of the acquirer / seller / Authorised Signatory  
Place: Singapore  
Date: December 12, 2013

**ANNEXURE I**

**LIST OF PROMOTERS AND PERSONS ACTING IN CONCERT WITH THEM**

| S. No | Name of Shareholder                                                                     | Category         |
|-------|-----------------------------------------------------------------------------------------|------------------|
| 1     | Mr. Satinder Singh Rekhi                                                                | Foreign Promoter |
| 2     | Mrs. Harpreet Rekhi                                                                     | Foreign Promoter |
| 3     | Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi) | Foreign Promoter |
| 4     | RightMatch Holdings Ltd                                                                 | Foreign Promoter |

| S. No | Name of Shareholder                                             | Category                 |
|-------|-----------------------------------------------------------------|--------------------------|
| 1     | GMU Infosoft Private Limited                                    | Person Acting in Concert |
| 2     | GM Solutions Private Limited                                    | Person Acting in Concert |
| 3     | U Infosoft Private Limited                                      | Person Acting in Concert |
| 4     | Lt. Gen. Baldev Singh (Retd.)                                   | Person Acting in Concert |
| 5     | Mr. Sartaj Singh Rekhi                                          | Person Acting in Concert |
| 6     | Mr. Ramneet Singh Rekhi                                         | Person Acting in Concert |
| 7     | Mrs Kuldeep Baldev Singh                                        | Person Acting in Concert |
| 8     | Mrs Anita Behl                                                  | Person Acting in Concert |
| 9     | Mr. Mandeep Singh Sodhi                                         | Person Acting in Concert |
| 10    | Guru Tegh Bahadur Irrevocable Trust (Trustee: Mandeep S. Sodhi) | Person Acting in Concert |
| 11    | Guru Harkrishan Irrevocable Trust (Trustee: Mandeep S. Sodhi)   | Person Acting in Concert |
| 12    | Mr. Raj Swaminathan                                             | Person Acting in Concert |



Sartaj Singh Rekhi  
Place : Singapore  
Date : December 12, 2013

December 12, 2013

To,  
The Company Secretary & Compliance Officer,  
R Systems International Limited,  
B – 104A, Greater Kailash - I,  
New Delhi - 110 048

Dear Sir,

**SUB: DISCLOSURE UNDER REGULATION 13 (4A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & REGULATION 29(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011**

This is to inform you the acquisition of equity shares of R Systems International Limited by me on December 11, 2013.

The requisite disclosure pursuant to Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation 2011 are enclosed.

This is for your information & records.

Thanking you.

Yours faithfully,

*Ramneet Rekhi*

**Ramneet Singh Rekhi**

# FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[ Regulation 13 (4), (4A) and (6) ]

Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company

| 1                                                                                                                                                                                                        | 2                                                                                                               | 3                                                                                 | 4                             | 5                                                                                        | 6                                                         | 7                                                                                       | 8                                          | 9            | 10              | 11            | 12         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------|--------------------------------------------|--------------|-----------------|---------------|------------|
| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer                                                                                                             | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment advice / acquisition/ sale of shares / voting rights | Date of intimation to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.) / sale | No. & % of shares / voting rights post acquisition / sale | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed   | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
| Mr. Ramnesh Singh Rekhi<br>So Mr. Satinder Singh Rekhi<br>(Chairman & Managing Director)<br>PAN : AIBPR8791F<br>Contact Address:<br>2051, Last Chance Court, Gold River<br>CA 95670, USA<br>916-852-6535 | Pre-acquisition holding:<br>252,013 Shares (1.990%)<br>Acquired 254,600 shares<br>(2.010%)                      | Acquisition on<br>December 11, 2013                                               | December 12, 2013             | Acquisition through inter-se transfer amongst qualifying promoters                       | 506,613 Shares<br>(4.000%)                                | Not Applicable                                                                          | Private<br>Transaction (inter-se transfer) | 254,600      | 0*              | Nil           | Nil        |

\*The aforesaid acquisition is on account of transfer of shares by trust to its beneficiary (Ramnesh Singh Rekhi), on dissolution of the trust and hence no price paid.

*Ramnesh Rekhi*  
Ramnesh Singh Rekhi

Place: USA

Date : December 12, 2013

**Annexure-B**

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

|                                                                                                                                                                                             |                                                                                    |                                                            |                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                             | R SYSTEMS INTERNATIONAL LIMITED                                                    |                                                            |                                                           |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                               | Ramneet Singh Rekhi<br>(List of Promoters & PAC is enclosed as Annexure-1)         |                                                            |                                                           |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                                     | Yes                                                                                |                                                            |                                                           |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                          | (1) National Stock Exchange of India Limited (NSE)<br>(2) BSE Limited (BSE)        |                                                            |                                                           |
| Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC                                                                                       | Number                                                                             | % w.r.t total share/voting capital wherever applicable (*) | % w.r.t total diluted share/voting capital of the TC (**) |
| <b><u>Before the acquisition/disposal under consideration, holding of:</u></b>                                                                                                              |                                                                                    |                                                            |                                                           |
| a) Shares carrying voting rights                                                                                                                                                            | 252,013                                                                            | 1.990                                                      | 1.964                                                     |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                     | -                                                                                  | -                                                          | -                                                         |
| c) Voting rights (VR) otherwise than by shares                                                                                                                                              | -                                                                                  | -                                                          | -                                                         |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)                   | -                                                                                  | -                                                          | -                                                         |
| e) Total (a+b+c+d)                                                                                                                                                                          | 252,013                                                                            | 1.990                                                      | 1.964                                                     |
| <b><u>Details of acquisition/sale</u></b>                                                                                                                                                   |                                                                                    |                                                            |                                                           |
| f) Shares carrying voting rights acquired/sold                                                                                                                                              | 254,600                                                                            | 2.010                                                      | 1.984                                                     |
| g) Voting rights (VR) acquired/sold otherwise than by shares                                                                                                                                | -                                                                                  | -                                                          | -                                                         |
| h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold     | -                                                                                  | -                                                          | -                                                         |
| i) Shares encumbered / invoked/ released by the acquirer                                                                                                                                    | -                                                                                  | -                                                          | -                                                         |
| j) Total (f+g+h+i)                                                                                                                                                                          | 254,600                                                                            | 2.010                                                      | 1.984                                                     |
| <b><u>After the acquisition/sale, holding of:</u></b>                                                                                                                                       |                                                                                    |                                                            |                                                           |
| k) Shares carrying voting rights                                                                                                                                                            | 506,613                                                                            | 4.000                                                      | 3.948                                                     |
| l) Shares encumbered with the acquirer                                                                                                                                                      | -                                                                                  | -                                                          | -                                                         |
| m) VRs otherwise than by shares                                                                                                                                                             | -                                                                                  | -                                                          | -                                                         |
| n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition | -                                                                                  | -                                                          | -                                                         |
| o) Shares encumbered / invoked/ released by the acquirer                                                                                                                                    | -                                                                                  | -                                                          | -                                                         |
| p) Total (k+l+m+n+o)                                                                                                                                                                        | 506,613                                                                            | 4.000                                                      | 3.948                                                     |
| Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).                                                   | Acquisition through Inter-se transfer amongst qualifying promoters                 |                                                            |                                                           |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                  | Acquisition on December 11, 2013                                                   |                                                            |                                                           |
| Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                    | Rs. 126,654,580/- (Divided into 12,665,458 paid-up Equity shares of Rs. 10/- each) |                                                            |                                                           |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                      | Rs. 126,654,580/- (Divided into 12,665,458 paid-up Equity shares of Rs. 10/- each) |                                                            |                                                           |
| Total diluted share/voting capital of the TC after the said acquisition/sale.                                                                                                               | Rs. 128,306,010/- (Divided into 12,830,601 Equity shares of Rs. 10/- each)         |                                                            |                                                           |

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

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

*Ramneet Rekhi*

Ramneet Singh Rekhi

Signature of the acquirer / seller / Authorised Signatory

Place: U.S.A.

Date: December 12, 2013

# ANNEXURE I

## LIST OF PROMOTERS AND PERSONS ACTING IN CONCERT WITH THEM

| S. No | Name of Shareholder                                                                     | Category         |
|-------|-----------------------------------------------------------------------------------------|------------------|
| 1     | Mr. Satinder Singh Rekhi                                                                | Foreign Promoter |
| 2     | Mrs. Harpreet Rekhi                                                                     | Foreign Promoter |
| 3     | Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi) | Foreign Promoter |
| 4     | RightMatch Holdings Ltd                                                                 | Foreign Promoter |

| S. No | Name of Shareholder                                             | Category                 |
|-------|-----------------------------------------------------------------|--------------------------|
| 1     | GMU Infosoft Private Limited                                    | Person Acting in Concert |
| 2     | GM Solutions Private Limited                                    | Person Acting in Concert |
| 3     | U Infosoft Private Limited                                      | Person Acting in Concert |
| 4     | Lt. Gen. Baldev Singh (Retd.)                                   | Person Acting in Concert |
| 5     | Mr. Sartaj Singh Rekhi                                          | Person Acting in Concert |
| 6     | Mr. Ramneet Singh Rekhi                                         | Person Acting in Concert |
| 7     | Mrs Kuldeep Baldev Singh                                        | Person Acting in Concert |
| 8     | Mrs Anita Behl                                                  | Person Acting in Concert |
| 9     | Mr. Mandeep Singh Sodhi                                         | Person Acting in Concert |
| 10    | Guru Tegh Bahadur Irrevocable Trust (Trustee: Mandeep S. Sodhi) | Person Acting in Concert |
| 11    | Guru Harkrishan Irrevocable Trust (Trustee: Mandeep S. Sodhi)   | Person Acting in Concert |
| 12    | Mr. Raj Swaminathan                                             | Person Acting in Concert |

*Ramneet Rekhi*

Ramneet Singh Rekhi

Place : USA

Date : December 12, 2013

**GURU HARKRISHAN IRREVOCABLE TRUST**  
1116 KINGFISHER CIRCLE, FOLSOM CA - 95630

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December 12, 2013

To,  
The Company Secretary & Compliance Officer,  
R Systems International Limited,  
B - 104A, Greater Kailash - I,  
New Delhi - 110 048

Dear Sir,

Dear Sir,

**SUB: DISCLOSURE UNDER REGULATION 13 (4A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & REGULATION 29(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011**

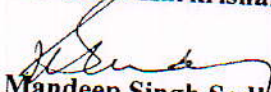
This is to inform you the sale by way of inter-se transfer of equity shares of R Systems International Limited by Guru Harkrishan Irrevocable Trust on December 11, 2013.

The requisite disclosure pursuant to Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation 2011 are enclosed.

This is for your information & records.

Thanking you.

Yours faithfully,  
For ~~Guru~~ Harkrishan Irrevocable Trust

  
Mandeep Singh Sodhi  
(Trustee)

# FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer or his dependents or Promoter or Person who is part of Promoter Group of a listed company

| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer                                                                                                  | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment advice / acquisition/ sale of shares / voting rights | Date of acquisition (market purchase / public / rights / preferential offer etc.) / sale | No. & % of shares / voting rights post acquisition / sale | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed            | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------------------|--------------|-----------------|---------------|------------|
| 1<br>Guru Harkrishan Irrevocable Trust<br>(Trustee: Mandeep Singh Sodhi)<br>PAN: AABTT6607P<br>Contact Address:<br>1116, Kingfisher Circle, Folsom CA<br>95630, USA<br>Tele: 001-916-984-7077 | 2<br>Pre-transfer holding<br>254,600 Shares (2.010%)<br>Transferred 254,600 shares<br>(2.010%)                  | 3<br>Transfer on<br>December 11, 2013                                             | 5<br>Inter-se transfer amongst<br>qualifying promoters                                   | 6<br>Nil                                                  | 7<br>Not Applicable                                                                     | 8<br>Private<br>Transaction (inter-<br>se transfer) | 9<br>Nil     | 10<br>-         | 11<br>254,600 | 12<br>0*   |

\*The aforesaid transaction is on account of transfer of shares by trust to its beneficiary, Mr. Suraj Singh Rekhi on dissolution of the trust and hence no price received

For Guru Harkrishan Irrevocable Trust

Mandeep Singh Sodhi  
Place U.S.A.  
Date December 12, 2013

**Annexure-B**

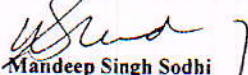
**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                                                                                                                             |                                                                                                                             |                                                             |                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                             | R SYSTEMS INTERNATIONAL LIMITED                                                                                             |                                                             |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                               | Guru Harkrishan Irrevocable Trust<br>(Trustee : Mandeep Singh Sodhi)<br>(List of Promoters & PAC is enclosed as Annexure-1) |                                                             |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                                     | Yes                                                                                                                         |                                                             |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                          | (1) National Stock Exchange of India Limited (NSE)<br>(2) BSE Limited (BSE)                                                 |                                                             |                                                            |
| Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC                                                                                       | Number                                                                                                                      | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| <b>Before the acquisition/disposal under consideration, holding of:</b>                                                                                                                     |                                                                                                                             |                                                             |                                                            |
| a) Shares carrying voting rights                                                                                                                                                            | 254,600                                                                                                                     | 2.010                                                       | 1.984                                                      |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                     | -                                                                                                                           | -                                                           | -                                                          |
| c) Voting rights (VR) otherwise than by shares                                                                                                                                              | -                                                                                                                           | -                                                           | -                                                          |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)                   | -                                                                                                                           | -                                                           | -                                                          |
| e) Total (a+b+c+d)                                                                                                                                                                          | 254,600                                                                                                                     | 2.010                                                       | 1.984                                                      |
| <b>Details of acquisition/sale</b>                                                                                                                                                          |                                                                                                                             |                                                             |                                                            |
| f) Shares carrying voting rights acquired/sold                                                                                                                                              | 254,600                                                                                                                     | 2.010                                                       | 1.984                                                      |
| g) Voting rights (VR) acquired/sold otherwise than by shares                                                                                                                                | -                                                                                                                           | -                                                           | -                                                          |
| h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold     | -                                                                                                                           | -                                                           | -                                                          |
| i) Shares encumbered / invoked/ released by the acquirer                                                                                                                                    | -                                                                                                                           | -                                                           | -                                                          |
| j) Total (f+g+h+i)                                                                                                                                                                          | 254,600                                                                                                                     | 2.010                                                       | 1.984                                                      |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                              |                                                                                                                             |                                                             |                                                            |
| k) Shares carrying voting rights                                                                                                                                                            | 0                                                                                                                           | 0.000                                                       | 0.000                                                      |
| l) Shares encumbered with the acquirer                                                                                                                                                      | -                                                                                                                           | -                                                           | -                                                          |
| m) VRs otherwise than by shares                                                                                                                                                             | -                                                                                                                           | -                                                           | -                                                          |
| n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition | -                                                                                                                           | -                                                           | -                                                          |
| o) Shares encumbered / invoked/ released by the acquirer                                                                                                                                    | -                                                                                                                           | -                                                           | -                                                          |
| p) Total (k+l+m+n+o)                                                                                                                                                                        | 0                                                                                                                           | 0.000                                                       | 0.000                                                      |
| Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).                                                   | Inter-se transfer amongst qualifying promoters                                                                              |                                                             |                                                            |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                  | December 11, 2013                                                                                                           |                                                             |                                                            |
| Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                    | Rs. 126,654,580/- (Divided into 12,665,458 paid-up Equity shares of Rs. 10/- each)                                          |                                                             |                                                            |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                      | Rs. 126,654,580/- (Divided into 12,665,458 paid-up Equity shares of Rs. 10/- each)                                          |                                                             |                                                            |
| Total diluted share/voting capital of the TC after the said acquisition/sale.                                                                                                               | Rs. 128,306,010/- (Divided into 12,830,601 Equity shares of Rs. 10/- each)                                                  |                                                             |                                                            |

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

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Guru Harkrishan Irrevocable Trust

  
Mandeep Singh Sodhi

Signature of the acquirer/ seller / Authorised Signatory

Place: U.S.A.

Date: December 12, 2013

**ANNEXURE I**

**LIST OF PROMOTERS AND PERSONS ACTING IN CONCERT WITH THEM**

| S. No | Name of Shareholder                                                                     | Category         |
|-------|-----------------------------------------------------------------------------------------|------------------|
| 1     | Mr. Satinder Singh Rekhi                                                                | Foreign Promoter |
| 2     | Mrs. Harpreet Rekhi                                                                     | Foreign Promoter |
| 3     | Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi) | Foreign Promoter |
| 4     | RightMatch Holdings Ltd                                                                 | Foreign Promoter |

| S. No | Name of Shareholder                                             | Category                 |
|-------|-----------------------------------------------------------------|--------------------------|
| 1     | GMU Infosoft Private Limited                                    | Person Acting in Concert |
| 2     | GM Solutions Private Limited                                    | Person Acting in Concert |
| 3     | U Infosoft Private Limited                                      | Person Acting in Concert |
| 4     | Lt. Gen. Baldev Singh (Retd.)                                   | Person Acting in Concert |
| 5     | Mr. Sartaj Singh Rekhi                                          | Person Acting in Concert |
| 6     | Mr. Ramneet Singh Rekhi                                         | Person Acting in Concert |
| 7     | Mrs Kuldeep Baldev Singh                                        | Person Acting in Concert |
| 8     | Mrs Anita Behl                                                  | Person Acting in Concert |
| 9     | Mr. Mandeep Singh Sodhi                                         | Person Acting in Concert |
| 10    | Guru Tegh Bahadur Irrevocable Trust (Trustee: Mandeep S. Sodhi) | Person Acting in Concert |
| 11    | Guru Harkrishan Irrevocable Trust (Trustee: Mandeep S. Sodhi)   | Person Acting in Concert |
| 12    | Mr. Raj Swaminathan                                             | Person Acting in Concert |

For Guru Harkrishan Irrevocable Trust

  
Mandeep Singh Sodhi

Place : U.S.A.

Date : December 12, 2013

# GURU TEGH BAHADUR IRREVOCABLE TRUST

1116 KINGFISHER CIRCLE, FOLSOM CA - 95630

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December 12, 2013

To,  
The Company Secretary & Compliance Officer,  
R Systems International Limited,  
B - 104A, Greater Kailash - I,  
New Delhi - 110 048

Dear Sir,

Dear Sir,

**SUB: DISCLOSURE UNDER REGULATION 13 (4A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & REGULATION 29(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011**

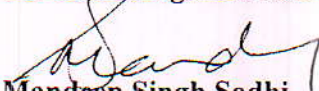
This is to inform you the sale by way of inter-se transfer of equity shares of R Systems International Limited by Guru Tegh Bahadur Irrevocable Trust on December 11, 2013.

The requisite disclosure pursuant to Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation 2011 are enclosed.

This is for your information & records.

Thanking you.

Yours faithfully,  
For Guru Tegh Bahadur Irrevocable Trust

  
Mandeep Singh Sodhi  
(Trustee)

# FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13 (4), (4A) and (6)]

Regulation 13 (4A) - Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company

| Name, PAN No. & address of Promoter/ Person who is part of Promoter Group/ Director/ Officer                                                                                                   | No. & % of shares / voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer | Date of receipt of allotment advice / acquisition/ sale of shares / voting rights | Date of intimation to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.) | No. & % of shares / voting rights post acquisition / sale | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed     | Buy quantity | Buy Value (Rs.) | Sell quantity | Sell Value |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------|--------------|-----------------|---------------|------------|
| 1<br>Guru Tegh Bahadur Irrevocable Trust<br>(Trustee: Mandeep Singh Sodhi)<br>PAN: AABTT666ND<br>Contact Address:<br>1116, Kingfisher Circle, Folsom CA<br>95630, USA<br>Tel: 001 916 984 7077 | 2<br>Pre-transfer holding:<br>254,600 Shares (2.010%)<br>Transferred: 254,600 shares<br>(2.010%)                | 3<br>Transfer on:<br>December 11, 2013                                            | 3<br>December 12, 2013        | 5<br>Inter-se transfer amongst qualifying promoters                               | 6<br>Nil                                                  | 7<br>Not Applicable                                                                     | 8<br>Private Transaction (inter-se transfer) | 9<br>Nil     | 10<br>-         | 11<br>254,600 | 12<br>0*   |

\*The above said transaction is an account of transfer of shares by trust to its beneficiary, Mr. Ramesh Singh Bekhi on dissolution of the trust and hence no price received.

For Guru Tegh Bahadur Irrevocable Trust

Mandeep Singh Sodhi  
Place: U.S.A.  
Date: December 12, 2013

**Annexure-B**

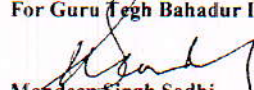
**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                                                                                                                            |                                                                                                                               |                                                             |                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                            | R SYSTEMS INTERNATIONAL LIMITED                                                                                               |                                                             |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                              | Guru Tegh Bahadur Irrevocable Trust<br>(Trustee : Mandeep Singh Sodhi)<br>(List of Promoters & PAC is enclosed as Annexure-1) |                                                             |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                                    | Yes                                                                                                                           |                                                             |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                         | (1) National Stock Exchange of India Limited (NSE)<br>(2) BSE Limited (BSE)                                                   |                                                             |                                                            |
| Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC                                                                                      | Number                                                                                                                        | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| <b>Before the acquisition/disposal under consideration, holding of:</b>                                                                                                                    |                                                                                                                               |                                                             |                                                            |
| a) Shares carrying voting rights                                                                                                                                                           | 254,600                                                                                                                       | 2.010                                                       | 1.984                                                      |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                    | -                                                                                                                             | -                                                           | -                                                          |
| c) Voting rights (VR) otherwise than by shares                                                                                                                                             | -                                                                                                                             | -                                                           | -                                                          |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)                   | -                                                                                                                             | -                                                           | -                                                          |
| e) Total (a+b+c+d)                                                                                                                                                                         | 254,600                                                                                                                       | 2.010                                                       | 1.984                                                      |
| <b>Details of acquisition/sale</b>                                                                                                                                                         |                                                                                                                               |                                                             |                                                            |
| f) Shares carrying voting rights acquired/sold                                                                                                                                             | 254,600                                                                                                                       | 2.010                                                       | 1.984                                                      |
| g) Voting rights (VR) acquired/sold otherwise than by shares                                                                                                                               | -                                                                                                                             | -                                                           | -                                                          |
| h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold     | -                                                                                                                             | -                                                           | -                                                          |
| i) Shares encumbered / invoked/ released by the acquirer                                                                                                                                   | -                                                                                                                             | -                                                           | -                                                          |
| j) Total (f+g+h+i)                                                                                                                                                                         | 254,600                                                                                                                       | 2.010                                                       | 1.984                                                      |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                             |                                                                                                                               |                                                             |                                                            |
| k) Shares carrying voting rights                                                                                                                                                           | 0                                                                                                                             | 0.000                                                       | 0.000                                                      |
| l) Shares encumbered with the acquirer                                                                                                                                                     | -                                                                                                                             | -                                                           | -                                                          |
| m) VRs otherwise than by shares                                                                                                                                                            | -                                                                                                                             | -                                                           | -                                                          |
| n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | -                                                                                                                             | -                                                           | -                                                          |
| o) Shares encumbered / invoked/ released by the acquirer                                                                                                                                   | -                                                                                                                             | -                                                           | -                                                          |
| p) Total (k+l+m+n+o)                                                                                                                                                                       | 0                                                                                                                             | 0.000                                                       | 0.000                                                      |
| Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).                                                  | Inter-se transfer amongst qualifying promoters                                                                                |                                                             |                                                            |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                 | December 11, 2013                                                                                                             |                                                             |                                                            |
| Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                   | Rs. 126,654,580/- (Divided into 12,665,458 paid-up Equity shares of Rs. 10/- each)                                            |                                                             |                                                            |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                     | Rs. 126,654,580/- (Divided into 12,665,458 paid-up Equity shares of Rs. 10/- each)                                            |                                                             |                                                            |
| Total diluted share/voting capital of the TC after the said acquisition/sale.                                                                                                              | Rs. 128,306,010/- (Divided into 12,830,601 Equity shares of Rs. 10/- each)                                                    |                                                             |                                                            |

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

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Guru Tegh Bahadur Irrevocable Trust

  
Mandeep Singh Sodhi

Signature of the acquirer/ seller / Authorised Signatory

Place: U.S.A.

Date: December 12, 2013

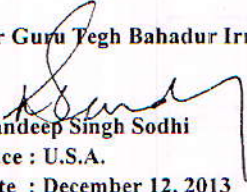
**ANNEXURE 1**

**LIST OF PROMOTERS AND PERSONS ACTING IN CONCERT WITH THEM**

| S. No | Name of Shareholder                                                                     | Category         |
|-------|-----------------------------------------------------------------------------------------|------------------|
| 1     | Mr. Satinder Singh Rekhi                                                                | Foreign Promoter |
| 2     | Mrs. Harpreet Rekhi                                                                     | Foreign Promoter |
| 3     | Satinder & Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi) | Foreign Promoter |
| 4     | RightMatch Holdings Ltd                                                                 | Foreign Promoter |

| S. No | Name of Shareholder                                             | Category                 |
|-------|-----------------------------------------------------------------|--------------------------|
| 1     | GMU Infosoft Private Limited                                    | Person Acting in Concert |
| 2     | GM Solutions Private Limited                                    | Person Acting in Concert |
| 3     | U Infosoft Private Limited                                      | Person Acting in Concert |
| 4     | Lt. Gen. Baldev Singh (Retd.)                                   | Person Acting in Concert |
| 5     | Mr. Sartaj Singh Rekhi                                          | Person Acting in Concert |
| 6     | Mr. Ramneet Singh Rekhi                                         | Person Acting in Concert |
| 7     | Mrs Kuldeep Baldev Singh                                        | Person Acting in Concert |
| 8     | Mrs Anita Behl                                                  | Person Acting in Concert |
| 9     | Mr. Mandeep Singh Sodhi                                         | Person Acting in Concert |
| 10    | Guru Tegh Bahadur Irrevocable Trust (Trustee: Mandeep S. Sodhi) | Person Acting in Concert |
| 11    | Guru Harkrishan Irrevocable Trust (Trustee: Mandeep S. Sodhi)   | Person Acting in Concert |
| 12    | Mr. Raj Swaminathan                                             | Person Acting in Concert |

**For Guru Tegh Bahadur Irrevocable Trust**

  
Mandeep Singh Sodhi

Place : U.S.A.

Date : December 12, 2013