

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

REF: SECT/06/2015/21

JUNE 09, 2015

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

Dear Sir,

**SUB: CORPORATE DISCLOSURE UNDER LISTING AGREEMENT FOR BUSINESS APPROVED
AT THE BOARD MEETING**

This is with reference to the Listing Agreement entered into by R Systems International Limited. We wish to inform you that the Board of Directors of R Systems International Limited at its meeting held at Hotel Maurya Sheraton, Diplomatic Enclave, Sardar Patel Marg, Chanakyapuri New Delhi – 110 021 on June 09, 2015 has inter alia approved the following:

1. Allotment of 90,000 equity shares of Re. 1/- each at the price of Rs. 12.07 per share pursuant to the exercise of the stock options granted to the employees of the Company & its subsidiaries under R Systems International Limited Employee Stock Option Scheme 2007.
2. Adoption of “**Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information**” formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation 2015, which has been uploaded on the website of the Company i.e. www.rsystems.com. A copy of the same is enclosed for your reference as **Annexure – I**; and

Adoption of “**Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders**” formulated under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulation 2015. Both the codes came into effect from May 15, 2015.

3. Further investment up to Rs. 10 Lakhs in R Systems Products & Technologies Private Limited (Wholly Owned Subsidiary of R Systems International Limited).
4. Setting up of a Branch Office/ Subsidiary of R Systems International Limited in New Zealand by investing up to New Zealand dollar (NZD) 250,000.



Further, Board has also taken note of the following:

1. Conversion of R Systems Products & Technologies Limited from Public Limited Company into Private Limited Company (Wholly Owned Subsidiary of R Systems International Limited).
2. Change of Name of Indus Software Inc. (Wholly Owned Subsidiary of R Systems International Limited) to R Systems Technologies Limited.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited



Ashish Thakur

(Company Secretary & Compliance Officer)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

This document forms the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") adopted by R Systems International Limited. This Code is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Principles of Fair Disclosure adopted by R Systems International Limited are as follows:

1. To promptly make public disclosure of unpublished price sensitive information that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.
2. To make disclosures of unpublished price sensitive information, as and when made, in a universal and uniform manner through forums like widely circulated media and / or through stock exchanges where its equity shares are listed. Selective disclosure of unpublished price sensitive information is to be avoided.
3. The Compliance Officer shall act as its Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. To promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. To publish proceedings of meetings with analysts and of other investor relations conferences on its official website www.rsystems.com to ensure official confirmation and documentation of disclosures made therein.
8. To handle all unpublished price sensitive information on a need-to-know basis only.

