

R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India - 201 307

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

REF: SECT/06/2015/49

JUNE 27, 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 Clause 30, 36 and other applicable provisions of 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 on June 27, 2015 has inter alia approved the following:

The execution of the agreements pertaining to:

1. Transfer of the whole of Indus Business Unit of the Company comprising of Pune and Chennai units by way of slump sale ("the Business Transfer") to wholly owned subsidiary R Systems Products & Technologies Private Limited ("RSPTPL") subject to execution of Business Transfer Agreement and other definitive agreements and receipt of necessary corporate and regulatory approvals. The consideration for above said Business Transfer shall be discharged by RSPTPL partly by the issue of equity shares and partly through issuance of debenture in favour of the Company.
2. The transfer of upto 100% shares of RSPTPL by the Company to BD Capital Partners Ltd., Mauritius (in multiple tranches), after completion of the Business Transfer to RSPTPL, subject to execution of Share Purchase Agreement and other definitive agreements along with the receipt of necessary corporate and regulatory approvals.

Further, the Board of Directors has also taken on record the resignation tendered by Mr. Raj Swaminathan, Director & Chief Operating Officer of R Systems International Limited with immediate effect i.e. June 27, 2015.

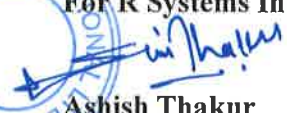
Mr. Raj Swaminathan continues to be a director of R Systems Products & Technologies Private Limited to which Indus business unit is proposed to be transferred.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited


Ashish Thakur
(Company Secretary & Compliance Officer)

