

GM SOLUTIONS PRIVATE LIMITED

Regd. Office B – 104A, Greater Kailash Part – I, New Delhi – 110 048

Corporate Identity Number: U72900DL2000PTC108233 | Tel: 011 – 32596619

To,

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

Dear Sir,

SUB: REPORT UNDER REGULATION 10(6) FOR ACQUISITION OF EQUITY SHARES OF R SYSTEMS INTERNATIONAL LIMITED PURSUANT TO GENERAL EXEMPTION UNDER REGULATION 10(1)(A)(II) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

This has reference to our letter dated April 28, 2017 whereby intimation under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding the acquisition of 19,485,203 equity shares of R Systems International Limited ("Target Company/ R Systems") was submitted.

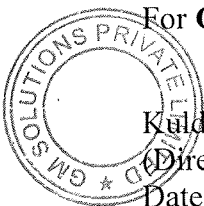
The said acquisition of 19,485,203 equity shares of the Target Company has been done pursuant to the scheme of amalgamation of GMU Infosoft Private Limited ("GMU Infosoft") and U Infosoft Private Limited ("U Infosoft") [collectively referred as Transferor Companies/ Amalgamating Companies] with GM Solutions Private Limited Ltd. ("GM Solutions/Transferee Company/ Amalgamated Company") as approved by the National Company Law Tribunal vide its order dated April 24, 2017 and filed with Registrar of Companies on May 08, 2017.

Please note that GMU Infosoft and U Infosoft are the subsidiaries of GM Solutions. As both the Amalgamating Companies and Amalgamated Company are part of Promoter and Promoter Group of the Target Company, the said acquisition of the 19,485,203 equity shares by GM Solutions would fall under the general exemption specified under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In this regard, following documents are hereby submitted pursuant to Regulation 10(6):

1. Intimation under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the prescribed form regarding the acquisition of equity shares of R Systems International Limited pursuant to inter se transfer of shares amongst qualifying persons i.e. under Regulation 10(1)(a)(ii).

For GM Solutions Private Limited



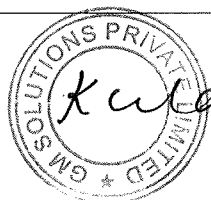
Kuldeep
Kuldeep Baldev Singh
(Director)

Date : May 10 2017

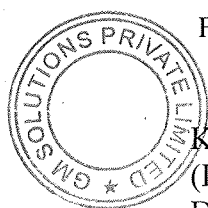
Place : NOIDA

**FOR DISCLOSURES UNDER REGULATION 10(6) –REPORT TO STOCK EXCHANGES IN RESPECT
OF ANY ACQUISITION MADE IN RELIANCE UPON EXEMPTION PROVIDED FOR IN
REGULATION 10 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)
REGULATIONS, 2011**

1.	Name of the Target Company (TC)	R Systems International Limited ('R Systems/Target Company')	
2.	Name of the acquirer(s)	GM Solutions Private Limited ('GM Solutions')	
3.	Name of the stock exchange where shares of the TC are listed	1. BSE Limited 2. National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	These shares are being acquired by GM Solutions Pvt. Ltd. (GM Solutions) pursuant to merger of GMU Infosoft Pvt. Ltd. (GMU Infosoft) and U Infosoft Pvt. Ltd. (U Infosoft) (both companies are subsidiaries of GM Solutions) into GM Solutions. GM Solutions, GMU Infosoft and U Infosoft have been classified as members of promoter group for more than 3 years in the shareholding pattern of R Systems.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(ii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes Yes, the disclosure was made within the specified timeline. 28 April, 2017	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
a.	Name of the transferor / seller	1. GMU Infosoft Private Limited 2. U Infosoft Private Limited	Yes
b.	Date of acquisition	08 May, 2017 [@]	Yes
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	1. GMU Infosoft- 9,646,784 2. U Infosoft – 9,838,419	Yes
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC**	15.72%	Yes
e.	Price at which shares are proposed to be acquired / actually acquired	Nil	Yes



8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total Share capital of TC ^s	No. of shares held	% w.r.t total share capital of TC ^s
	a	Each Acquirer / Transferee(*)				
		GM Solutions Private Limited	10,261,150	8.28%	29,746,353	24.00%
	b	Each Seller / Transferor				
		GMU Infosoft Private Limited	9,646,784	7.78%	-	-
		U Infosoft Private Limited	9,838,419	7.94%	-	-



For **GM Solutions Private Limited**

Kuldeep
Kuldeep Baldev Singh

(Director)

Date : May 10 2017

Place : NOIDA

(*) Shareholding of each entity shall be shown separately and then collectively in a group.

(**) This is 15.72% of the fully paid-up share capital and 15.71% of the diluted share capital of the Target Company as on May 08, 2017.

(^s) Based on the paid up share capital of the Target Company as on May 08, 2017.

([@]) Date of filing of the National Company Law Tribunal order dated April 24, 2017 with the Registrar of Companies.

Note:

- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.
