

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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New Delhi - 110 048

REF: SECT/09/2017/06

SEPTEMBER 22, 2017

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

SUB: CORPORATE DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR BUSINESS APPROVED AT THE BOARD MEETING

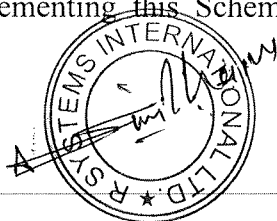
This is with reference to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Uniform Listing Agreement entered into by R Systems International Limited (the "Company"). We wish to inform you as required in terms of Regulation 30, and other applicable provisions of the Listing Regulations that the Board of Directors of R Systems International Limited ("R Systems") at its meeting held at C-40, Sector-59, Noida (U.P.) - 201307 on September 22, 2017 commenced at 6:15 P.M. and concluded at 7:35 P.M. has inter alia approved the Scheme of Amalgamation ("Scheme") under Section 230-232 and other applicable provisions of the Companies Act, 2013 between GM Solutions Private Limited ("GM Solutions") and R Systems International Limited and their respective shareholders and creditors.

GM Solutions holds 29,746,353 equity shares constituting about 24% of R Systems International Limited and is a part of promoter group of R Systems.

In consideration of the said amalgamation, in terms of the Scheme and based on the valuation report issued by CA Praveen Kuma Verma dated September 20, 2017 and fairness opinion dated September 21, 2017 provided by Corporate Professionals Capital Private Limited, category I Merchant Banker 29,746,353 (Two Crore Ninety Seven Lakhs Forty Six Thousand Three Hundred Fifty Three Only) fully paid up equity shares of the face value of Re. 1/- (Rupee One) each of R Systems to be issued and allotted to the Equity Shareholders of GM Solutions in the proportion of their respective equity shareholding in GM Solutions.

The equity shares of R Systems to be issued to the shareholders of GM Solutions pursuant to the Scheme shall be listed on the stock exchanges (subject to trading permission being granted by the stock exchanges) would be subject to approval of the National Company Law Tribunal, New Delhi Bench, SEBI and various statutory authorities, shareholders and lenders/creditors of each of the companies.

All costs, charges, taxes including duties, levies and all other expenses, if any, arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by



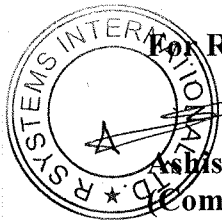
GM Solutions and / or its members. No cost, charges, taxes pertaining to the Scheme shall be borne by R Systems.

Please find enclosed disclosure as required under Regulation 30 of the Listing Regulations.

This is for your information and record.

Thanking you.

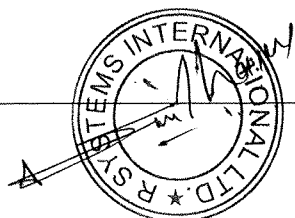
Yours faithfully,



For R Systems International Limited
Ashish Thakur
(Company Secretary & Compliance Officer)

DISCLOSURE REQUIRED PURSUANT TO REGULATION 30 AND SCHEDULE III OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH POINT 1.2 OF PARA A OF ANNEXURE I OF SEBI CIRCULAR NO. CIR/CFD/CMD/4/2015 DATED SEPTEMBER 09, 2015

1.	Name of the entity (ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	: i. Amalgamating Company: GM Solutions Pvt. Ltd. ("GM Solutions") ii. Amalgamated Company: R Systems International Ltd. ("R Systems") iii. GM Solutions holds 29,746,353 equity shares of face value of Re. 1/- each representing about 24 % of the paid up capital of R Systems. iv. Turnover/Total income of R Systems for the financial year ended December 31, 2016 is Rs. 275.54 crore (Standalone) v. Turnover/Total income of GM Solutions for the financial year ended March 31, 2017 is Rs. 3.10 crore. vi. Appointed date is January 01, 2018.
2.	Whether the transaction would fall within related party transaction? If yes, whether the same is done at "arm's length"	: Yes, the transaction would be on Arm's Length Basis. R Systems has obtained a valuation report from an independent Chartered Accountant which is confirmed by fairness opinion given by Category I Merchant Banker.
3.	Area of business of the entity(ies);	: R Systems is engaged in providing IT and BPO services. GM Solutions is engaged in providing IT & ITeS services.
4.	Rationale for amalgamation/ merger	: This Scheme of Amalgamation (hereinafter called 'Scheme') has been propounded under Sections 230-232 and other applicable provisions, if any of the Act (as defined hereinafter) for amalgamation of GM Solutions with R Systems. GM Solutions forms part of the promoter group of R Systems. It presently holds 29,746,353 equity shares constituting about 24% of total paid-up equity share capital of R Systems. Pursuant to the proposed amalgamation, individual shareholders of GM Solutions who are promoter and promoters group (and their relative) of R Systems ('Promoters') would directly hold the shares in R Systems which are currently held by GM Solutions in the same proportion as they hold through GM Solutions. This amalgamation would not only lead to simplification of the shareholding structure and reduction of shareholding tiers but also demonstrate the Promoter's direct commitment to and engagement with R Systems. It would also result in overall reduction in administrative, managerial and other expenditure and operational rationalization, organizational efficiency and optimum utilization of various resources. There would be no change in the Promoters shareholding of R Systems. The promoters would continue to hold the same percentage of shares in R Systems, pre and post the



			amalgamation of GM Solutions into R Systems. All costs, charges, taxes including duties, levies and all other expenses, if any, arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by GM Solutions and / or its members. No cost, charges, taxes pertaining to the Scheme shall be borne by R Systems. The Scheme also provides that Promoters shall indemnify R Systems and keep R Systems indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings etc. which may be made or instituted by any third party(ies) including governmental authorities on R Systems and are directly relatable to GM Solutions or which may devolve on R Systems on account of this amalgamation.
5.	in case of cash consideration – amount or otherwise share exchange ratio	:	The Consideration is in the form of issue of shares. The exchange ratio is based on the valuation report issued by independent valuer CA Praveen Kumar Verma, Chartered Accountant which is confirmed by the fairness opinion issued by Corporate Professionals Capital Private Limited, Category I Merchant Banker is as follows: 29,746,353 (Two Crore Ninety Seven Lakhs Forty Six Thousand Three Hundred Fifty Three Only) fully paid up equity shares of the face value of Re. 1/- (Rupee One) of R Systems to be issued and allotted to the Equity Shareholders of GM Solutions in the proportion of their respective equity shareholding in GM Solutions
6.	brief details of change in shareholding pattern (if any) of listed entity	:	There would not be any change in the shareholding pattern of R Systems post the Scheme, as the Promoters of R Systems would continue to hold the same number of shares post amalgamation.

