

**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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 www.rsystems.com

Regd. Off.: B-104A, Greater Kailash-I,  
 New Delhi - 110 048

**COMPLIANCE REPORT TO BE SUBMITTED ALONG WITH THE DRAFT SCHEME**

It is hereby certified that the draft scheme of arrangement involving R Systems International Limited and GM Solutions Private Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, Complied



*Ashish Thakur*  
 Ashish Thakur  
 Company Secretary & Compliance Officer

*Safinder Singh Rekhi*  
 Safinder Singh Rekhi  
 Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving R Systems International Limited and GM Solutions Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.



*Nand Sardana*  
 Nand Sardana  
 Chief Financial Officer  
 Date: September 22, 2017

*Satinder Singh Rekhi*  
 Satinder Singh Rekhi  
 Managing Director  
 Date: September 22, 2017

**CERTIFIED TRUE COPY**  
 For R Systems International Ltd.

*Ashish Thakur*  
 Company Secretary