R SYSTEMS INTERNATIONAL LIMITED
Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P. India-201307
Phones : +91-120-4303500 | Email : rsil@rsystems.com | Regd. Off.: GF-1-A, 6, Devika Tower,
Fax : +91-120-4082699 | www.rsystems.com | Nehru Place, New Delhi-110019

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

SUB: APPLICATION UNDER REGULATION 37 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 FOR THE PROPOSED SCHEME OF AMALGAMATION BETWEEN RIGHTMATCH HOLDINGS LIMITED AND R SYSTEMS INTERNATIONAL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

In connection with the above application, we hereby confirm that:

a) The proposed scheme of amalgamation to be presented to Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 (to the extent applicable)/ Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.

b) In the explanatory statement to be forwarded by R Systems International Limited (the "Company") to the shareholders u/s 230-232 and section 234, it shall disclose that:
   i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
   ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the Company.
   iii) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of SEBI ICDR Regulations, if applicable:
   iv) The Complaint report as per Annexure III.
   v) The observation letter issued by the stock exchange

c) The draft scheme of amalgamation together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on Company's website as per Website link given hereunder: https://www.rsystems.com.

d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

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e) The Company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.

f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation.

h) None of the promoters or directors of the Company involved in the scheme is a fugitive economic offender.

For **R Systems International Limited**

Bhasker Dubey
(Company Secretary & Compliance Officer)
Date: December 06, 2019
Place: NOIDA