

KIND ATTN: MS. SMITA DAVE

REF: SECT/04/2017/43

APRIL 13, 2017

To,

The General Manager
Department of Corporate Services
BSE Limited,
Rotunda Building, 1st Floor,
Mumbai Samachar Marg,
Mumbai - 400 001

Dear Sir/ Madam,

**SUB: RECONCILIATION OF SHARE CAPITAL AUDIT REPORT AND CERTIFICATE UNDER
REGULATION 40(9) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

This is with reference to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Uniform Listing Agreement entered into by R Systems International Limited. In this regard please find enclosed the following:

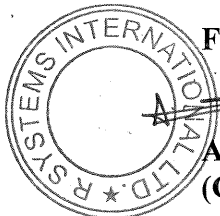
1. Reconciliation of Share Capital Audit Report from a practicing Company Secretary pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended March 31, 2017.
2. Certificate pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended March 31, 2017.

This is for your information and record.

Thanking you.
Yours faithfully,

For R Systems International Limited


Ashish Thakur
(Company Secretary & Compliance Officer)



RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
TO WHOMSOEVER IT MAY CONCERN

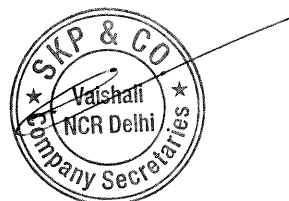
- | | |
|--|--|
| 1 For Quarter Ended | MARCH 31, 2017 |
| 2 ISIN | INE 411H01032 |
| 3 Face Value | Re. 1/- Per Share |
| 4 Name of the Company | R SYSTEMS INTERNATIONAL LIMITED |
| 5 Registered Office Address | B - 104A, GREATER KAILASH - I,
NEW DELHI - 110 048 |
| 6 Correspondence Address | C - 40, SECTOR - 59,
NOIDA (U.P.) 201 307 |
| 7 Telephone No. | 0120 - 430 3500 |
| Fax No. | 0120 - 258 7123 |
| 8 Email address | investors@rsystems.com |
| 9 Names of the Stock Exchanges where the Company's securities are listed : | 1 NATIONAL STOCK EXCHANGE OF INDIA LIMITED

2 BSE LIMITED |

- | | |
|--|--|
| 10 Issued Capital | |
| 11 Listed Capital (Exchange-wise)
<i>(as per Company records)</i> | |
| A. National Stock Exchange Of India Limited | |
| B. BSE Limited | |
| 12 Held in dematerialised form in CDSL | |
| 13 Held in dematerialised form in NSDL | |
| 14 Physical | |
| 15 Total No.of shares (12+13+14) | |

Number of shares	% of Total Issued Capital
123,870,425	100.00
123,870,425	100.00
123,870,425	100.00
123,870,425	100.00
4,729,678	3.82
118,152,039	95.38
988,708	0.80
123,870,425	100.00

- | | |
|---|---------------|
| 16 Reasons for difference if any, between (10&11) | No Difference |
| Reasons for difference if any, between (10&15) | No Difference |
| Reasons for difference if any, between (11&15) | No Difference |



17 Certifying the details of changes in share capital during the quarter under consideration as per Table below :

Particulars***	No. of shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	whether intimated to CDSL	whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
-	-	-	-	-	-	-

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, Any other (to specify).

18 Register of Members is updated (Yes / No)

If not, updated upto which date

YES
N/A

19 Reference of previous quarter with regards to excess dematerialised shares, if any.

NIL

20 Has the company resolved the matter mentioned in point no.19 above in the current quarter ? If not, reason why ?

NOT APPLICABLE

21 Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
Requests Confirmed after 21 Days	NIL	NIL	N/A
Requests Pending for more than 21 days	NIL	NIL	N/A

22 Name, Telephone & Fax No. of the Compliance Officer of the Company

Mr. Ashish Thakur
Tel : 0120 - 408 2633
Fax : 0120 - 408 2699

23 Name, Address, Tel. & Fax No., Regn. no. of the Auditor

Name	CS. Sundeep K. Parashar
	SKP & Co.
	Company Secretaries
Address	2F CS 03, Second Floor, Ansal Corporate Suites
	Ansal Plaza, Vaishali,
	Ghaziabad - 201010
Tel. & Fax No.	Phone : 0120 - 4119510
	9868038505, 9310238404/303/202
Regn. no. of the Auditor	M.No. : FCS 6136, C.P. No. : 6575

24 Appointment of common agency for share registry work. if yes (name & address)

Link Intime India Private Limited
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase - I, Near PVR Naraina,
New Delhi - 110 028

25 Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc.)

NIL

Place : Vaishali
Date : 13-04-2017

For SKP & Co.
Company Secretaries
(CS. Sundeep K. Parashar)
Prop.
Membership No. FCS 6136
Certificate of Practice No. 6575



CERTIFICATE PURSUANT TO REGULATION 40 (9) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED MARCH 31, 2017

TO WHOMSOEVER IT MAY CONCERN

I have examined all share transfer deeds, memorandum of transfers, registers, files and other documents relating to R Systems International Limited (hereinafter referred to as the "Company") maintained by M/s Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company pertaining to transfer, transmission of equity shares of the Company for the period from October 01, 2016 to March 31, 2017 for the purpose of issuing a certificate as per Regulation 40(9) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Uniform Listing Agreement entered into by the Company with Stock Exchanges and based on the information provided by the Registrar and Share Transfer Agent and Company, I hereby certify that the Company has delivered during half year ended March 31, 2017:

A) All Share certificate(s) relating to the share transfer deeds received during the period from October 01, 2016 to March 31, 2017 as entered in the memorandum of transfers have been issued within fifteen days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.

B) Any other information, if applicable..... *Not Applicable*

For SKP & Co.
Company Secretaries



(CS. Sundeep K. Parashar)

Prop.

Membership No. FCS 6136

Certificate of Practice No. 6575



Place: Vaishali

Date : 13-04-2017