1. National Stock Exchange of India Ltd.

Exchange Plaza Plot No. C/1, G Block Bandra – Kurla Complex Bandra (E), Mumbai – 400 051 Fax No.: 2659 8237-38 2. BSE Limited

Corporate Relationship Dept.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001.
Fax No. 2272 2037/2039/ 2041/ 20 61

3. R Systems International Limited

GF-1-A, 6, Devika Tower Nehru Place New Delhi 110019

Dear Madam/ Sir,

Sub: <u>Updates To The Disclosure Under Regulation 29 Of The Securities And Exchange Board of India (Substantial Acquisition of Shares and Takeovers)</u>
Regulations, 2011 ("SEBI (SAST) Regulations").

This has reference to the Share Purchase Agreement dated November 16, 2022 executed amongst BCP Asia II Topco II Pte. Ltd. ("Acquirer") and the existing members of the promoter and promoter group ("Sellers") of R Systems International Limited ("Company"), as amended on March 21, 2023 ("Share Purchase Agreement"). Pursuant to the Share Purchase Agreement, the Sellers have transferred the control of the Company and its group companies to the Acquirer with effect from April 05, 2023 ("Control Grant Date"). Accordingly, on and from the Control Grant Date, as required under the Share Purchase Agreement:

- (A) The Sellers are obliged to vote all their shares held in the Company, as directed by the Acquirer;
- (B) the Acquirer has the right, and the Sellers are required to use all rights, powers, and facilities available to them to ensure that the Acquirer has the right, to direct the appointment or removal of any key employee of the Company and any group company(ies) of the Company;
- (C) the Acquirer has right, and the Sellers are required to use all rights, powers, and facilities available to them to ensure that the Acquirer has the right, to direct the appointment or removal of any person as a director of the Company and all group company(ies) of the Company; and;
- (D) the Acquirer's consent will be required for approval or amendment of any business plan / budget by the Company and any group company(ies) of the Company.

We had submitted a disclosure under Regulation 29(2) of the SEBI (SAST) Regulations in the prescribed format to the National Stock Exchange of India Limited, BSE Limited (collectively, the "Stock Exchanges") and the Company on April 5, 2023. Based on clarifications sought by the Stock Exchanges and as directed by the Stock Exchanges, please find enclosed same disclosure with the placement edits requested by the Stock Exchanges.

Please find enclosed herewith the relevant disclosure under Regulation 29(2) of the SEBI (SAST) Regulations in the prescribed format on behalf of Sellers.

We request you to take the above on record.

Yours faithfully,

For and on Behalf of Promoter and Promoter Group

Dr. Satinder Singh Rekhi Authorized Signatory Date: April 21, 2023

Encl: As above

Takeovers) Regular	10113, 2011			
Name of the Target Company (TC)	R SYSTEMS INTERNATIONAL LIMITED			
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	The Satinder and Harpreet Rekhi Family Trust List of PAC is attached as Annexure-I			
Whether the acquirer belongs to Promoter/Promoter group	Yes Refer Note 2			
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(1) National Stock Exchange of India Limited (NSE) (2) BSE Limited (BSE)			
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC				
Before the nequisition/disposal under consideration, holding of:				
a) Shares carrying voting rights	1,17,02,623	9.892	9.892	
b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others)	9	3		
c) Voting rights (VR) otherwise than by shares	*	*	9 8	
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	ra I	*	<b>.</b>	
e) Total (a+b+c+d)	1,17,02,623	9.892	9.892	
Details of acquisition/sale		74		
f) Shares carrying voting rights acquired/sold	< 8		2	
g) Voting rights (VR) aequired/sold otherwise than by shares Refer Note 1	94,39,612	7,979	7.979	
h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold				
i) Shares encumbered / invoked/ released by the acquirer i) Total (f+g+h+i) Refer Note 1	94,39,612	7,979	7.979	
After the acquisition/sale, holding of:		1013	1.913	
k) Shares carrying voting rights Refer Note I	22,63,011	1.913	1,913	
Shares encumbered with the acquirer     The shares encumbered with the acquirer     The shares encumbered with the acquirer     The shares encumbered with the acquirer	- 24		7 8	
n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition		0.		
o) Shares encumbered / invoked/ released by the acquirer	-			
p) Total (k+l+m+n+o) Refer Note t	22,63,011	1,913	1.913	
Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc),	dated November 16	t under the Share P i, 2022, as amended are purchase agreem ase Agreement").	by the amendmen	
Date of mequivation / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	On April 05, 2023			
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)			
Equity share capital / total voting capital of the TC after the said acquisition/sale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)			
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)			

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

#### Note

1. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mr. Sartaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Mr. Jagmohan Singh Walia, Mrs. Anila Behl, Mrs. Kuldeep Baldev Singh, Mrs. Amrita Rekhi (Collectively referred as "Sellers.") and BCP Asia II Topco II Pte. Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement from Sellers will range from a minimum of 4,93,08,876 equity shares representing 41,68% of the voting share capital of the Company up to a maximum of 6,11,29,969 equity shares representing 51,67% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired under the Share Purchase Agreement will be determined upon the conclusion of the tendering period. As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the said Range i.e. 4,93,08,876 equity shares being the minimum number of shares that the Acquirer is bound to acquire from Sellers as per Terms & Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.

2. Till the completion of transfer of shares, Sellers will continute to be classified as Promoter and member of the Promoter Group of R Systems International Limited.

For The Satinder and Harpreet Rekhi Family Trust

Satinder Singh Rekhi

Signature of the acquirer / seller / Authorised Signatory

Place: Singapore Date: April 21, 2023

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Foreign Promoter
2	Mrs. Harpreet Rekhi	Foreign Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Foreign Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category
4	Mr. Sartaj Singh Rekhi	Member of Promter Group
5	Mr. Ramneet Singh Rekhi	Member of Promter Group
6	Mrs. Amrita Rekhi	Member of Promter Group
7	Mrs Kuldeep Baldev Singh	Member of Promter Group
8	Mrs Anita Behl	Member of Promter Group
9	Mr. Jagmohan Singh Walia	Member of Promter Group
10	Mr. Avirag Jain	Person Acting in Concert

For The Satinder and Harpreet Rekhi Family Trust

Satinder Singh Rekhi

Place: Singapore

**April 21, 2023** 

Date:

N. C.I. T G. (TO)	D CUCTENC INT	EDMATIONAL LIM	ITED
Name of the Target Company (TC)	R SYSTEMS INTERNATIONAL LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Satinder Singh Rekhi List of PAC is attached as Annexure-I		
Whether the acquirer belongs to Promoter/Promoter group	Yes Refer Note 2	Yes <sup>Refer Note 2</sup>	
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(1) National Stock (2) BSE Limited (	Exchange of India Li BSE)	imited (NSE)
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	74,03,456	6.258	6.25
b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others)	E	35	
c) Voting rights (VR) otherwise than by shares			37
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	5		
e) Total (a+b+c+d)	74,03,456	6,258	6,25
Details of acquisition/sale			
f) Shares carrying voting rights acquired/sold	*	*	
g) Voling rights (VR) acquired/sold otherwise than by shares Refer Note I	59,71,802	5,048	5,048
h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold	*	1 10 St	:#1
i) Shares encumbered / invoked/ released by the acquirer		-	
j) Total (f+g+h+i) Refer Note 1	59,71,802	5.048	5.048
After the acquisition/sale, holding of:	14,31,654	1,210	1,210
k) Shares carrying voting rights Refer Note I  ) Shares encumbered with the acquirer	14,31,034	1,210	1,21
m) VRs otherwise than by shares			
n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition	:*		
o) Shares encumbered / invoked/ released by the acquirer			
p) Total (k+ +m+n+o) Refer Note 1	14,31,654	1.210	
Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).	November 16, 202	2, as amended by the se agreement dated	urchase Agreement dated amendment agreement to March 21, 2023 ("Shar
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	On April 05, 2023		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 118,303,445/- ( 1/- each)		
Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)		
Total diluted share/voting capital of the TC after the said acquisition/sale.	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)		

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

#### Note:

1. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mr. Sartaj Singh Rekhi, Mrs. Ramneet Singh Rekhi, Mr. Jagmohan Singh Walia, Mrs. Anita Behl, Mrs. Kuldeep Baldev Singh, Mrs. Amita Rekhi (Collectively referred as "Sellers") and BCP Asia II Topco II Pte, Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement from Sellers will range from a minimum of 4,93,08,876 equity shares representing 41,68% of the voting share capital of the Company up to a maximum of 6,11,29,969 equity shares representing 51,67% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired by the Acquirer under the Share Purchase Agreement will be determined upon the conclusion of the tendering period, As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the sale shares is being made by way of abundant caution.

2. Till the completion of transfer of shares, Sellers will continute to be classified as Promoter and member of the Promoter Group of R Systems International Limited.

Satinder Singh Rekhi

Signature of the acquirer / seller / Authorised Signatory

Place: Singapore Date: April 21, 2023

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Promoter
2	Mrs. Harpreet Rekhi	Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category
4	Mr. Sartaj Singh Rekhi	Member of Promter Group
5	Mr. Ramneet Singh Rekhi	Member of Promter Group
6	Mrs. Amrita Rekhi	Member of Promter Group
7	Mrs Kuldeep Baldev Singh	Member of Promter Group
8	Mrs Anita Behl	Member of Promter Group
9	Mr. Jagmohan Singh Walia	Member of Promter Group
10	Mr. Avirag Jain	Person Acting in Concert



Satinder Singh Rekhi

Place: Singapore

Name of the Target Company (TC)	R SYSTEMS INTE	RNATIONAL LIMIT	ED
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Harpreet Rekhi List of PAC is attached as Annexure-I		
Whether the acquirer belongs to Promoter/Promoter group	Yes Refer Note 2		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed		(1) National Stock Exchange of India Limited (NSE) (2) BSE Limited (BSE)	
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	50,99,389	4.310	4,310
b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others)		8	
c) Voting rights (VR) otherwise than by shares	2	7:	
<li>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)</li>	-	=	::e:
e) Total (a+b+c+d)	50,99,389	4.310	4.31
Details of acquisition/sale			
f) Shares carrying voting rights-nequired/sold		9	021
g) Voting rights (VR) acquired/sold otherwise than by shares Refer Note 1	41,13,288	3.477	3.477
h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold	92	25	/5:
i) Shares encumbered / invoked/ released by the acquirer	(5)	- 4	i i i
j) Total (f+g+h+i) Refer Note I	41,13,288	3,477	3,477
After the acquisition/sale, holding of:		:-	
k) Shares carrying voting rights Refer Note t	9,86,101	0.834	0.83
l) Shares encumbered with the acquirer			
m) VRs otherwise than by shares n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition		-	
o) Shares encumbered / invoked/ released by the acquirer			
p) Total (k+l+m+n+o) Refer Note 1	9,86,101	0.834	0.83
Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).	November 16, 2022	, as amended by the e agreement dated I	urchase Agreement date amendment agreement t March 21, 2023 ("Shar
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	On April 05, 2023		
Equity share capital / total voting capital of the TC before the said anquisition (sale	Rs. 118,303,445/- (D	vivided into 118,303,44	5 Equity shares of Re. 1/-
Equity share capital / total voting capital of the TC after the said acquisition /	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/each)		
sale	Literry		

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

Note:

1. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mr. Sariaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Mr. Jagmohan Singh Walia, Mrs. Anita Behl, Mrs. Kuldeep Baldev Singh, Mrs. Anrita Rekhi (Collectively referred as "Sellers.") and BCP Asia II Topco II Pte. Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement from Sellers will range from a minimum of 4,93,08,876 equity shares representing 41,68% of the voting share capital of the Company up to a maximum of 6,11,29,969 equity shares representing 51,67% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired by the Acquirer under the Share Purchase Agreement will be determined upon the conclusion of the tendering period. As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the said Range i.e. 4,93,08,876 equity shares being the minimum number of shares that the Acquirer is bound to acquire from Sellers as per Terms & Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.

Till the completion of transfer of shares, Sellers will continue to be classified as Promoter and member of the Promoter Group of R Systems International Limited.

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Harpreet Rekhi

Signature of the acquirer / seller / Authorised Signatory

Place: Singapore

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Promoter
2	Mrs. Harpreet Rekhi	Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category
4	Mr. Sartaj Singh Rekhi	Member of Promter Group
5	Mr. Ramneet Singh Rekhi	Member of Promter Group
6	Mrs. Amrita Rekhi	Member of Promter Group
7	Mrs Kuldeep Baldev Singh	Member of Promter Group
8	Mrs Anita Behl	Member of Promter Group
9	Mr. Jagmohan Singh Walia	Member of Promter Group
10	Mr. Avirag Jain	Person Acting in Concert

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Harpreet Rekhi

Place: Singapore

Name of the Target Company (TC)	R SYSTEMS INTE	RNATIONAL LIMIT	ED
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Sartaj Singh Rekhi List of PAC is attached as Annexure-I		
Whether the acquirer belongs to Promoter/Promoter group	Yes <sup>Refer Note 2</sup>		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(1) National Stock I (2) BSE Limited (B	Exchange of India Lim SE)	ited (NSE)
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/disposal under consideration, holding of:		-	
a) Shares carrying voting rights	1,86,76,248	15.787	15.787
b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others)		2	F 1
c) Voting rights (VR) otherwise than by shares	£.€	¥2	
<li>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)</li>	8	•	*
e) Total (a+b+c+d)	1,86,76,248	15.787	15.787
Details of-acquisition/sale			
f) Shares carrying voting rights-aequired/sold			
g) Voting rights (VR) aequired/sold otherwise than by shares Refer Note 1	1,50,64,702	12.734	12.734
h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold			
i) Shares encumbered / invoked/ released by the acquirer			
j) Total (f+g+h+i) Refer Note 1	1,50,64,702	12.734	12,734
After the aequisition/sale, holding of:			
k) Shares carrying voting rights Refer Note1	36,11,546	3.053	3,053
I) Shares encumbered with the acquirer			
m) VRs otherwise than by shares  n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition			
o) Shares encumbered / invoked/ released by the acquirer	36,11,546	3,053	3,053
p) Total (k+l+m+n+0) Refer Note 1	30,11,340	3,033	3,033
Mode of aequisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).	November 16, 2022	as amended by the a	Purchase Agreement dated mendment agreement to the 21, 2023 ("Share Purchase
Date of aequisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	On April 05, 2023		
Equity share capital / total voting capital of the TC before the said aequisition / sale	Rs. 118,303,445/- (E	Pivided into 118,303,44	15 Equity shares of Re. 1/-
Equity share capital / total voting capital of the TC after the said aequisition / sale	Rs. 118,303,445/- (Deach)	ivided into 118,303,44	15 Equity shares of Re. 1/-
Total diluted share/voting capital of the TC after the said aequisition/sale.	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/-each)		

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

#### Note

1. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mr. Sartaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Mr. Jagmohan Singh Walia, Mrs. Anita Behl, Mrs. Kuldeep Baldev Singh, Mrs. Amrita Rekhi (Collectively referred as "Sellers.") and BCP Asia II Topco II Pte. Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement from Sellers will range from a minimum of 4,93,08,876 equity shares representing 41,68% of the voting share capital of the Company up to a maximum of 6,11,29,969 equity shares representing 51,67% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired by the Acquirer under the Share Purchase Agreement will be determined upon the conclusion of the tendering period. As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the said Range i.e. 4,93,08,876 equity shares being the minimum number of shares that the Acquirer is bound to acquire from Sellers as per Terms & Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.

2. Till the completion of transfer of shares, Sellers will continute to be classified as Promoter and member of the Promoter Group of R Systems International Limited.

Sur lle.

Sartaj Singh Rekhi Place: Singapore Date: April 21, 2023

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Promoter
2	Mrs. Harpreet Rekhi	Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category
4	Mr. Sartaj Singh Rekhi	Member of Promter Group
5	Mr. Ramneet Singh Rekhi	Member of Promter Group
6	Mrs. Amrita Rekhi	Member of Promter Group
7	Mrs Kuldeep Baldev Singh	Member of Promter Group
8	Mrs Anita Behl	Member of Promter Group
9	Mr. Jagmohan Singh Walia	Member of Promter Group
10	Mr. Avirag Jain	Person Acting in Concert

Sartaj Singh Rekhi

Place: Singapore

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Name of the Target Company (TC)	RSYSTEM	S INTERNATIONAL L	INITED
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Ramneet Singh Rekhi List of PAC is attached as Annexure-I Yes Refer Note 2		ure-I
Whether the acquirer belongs to Promoter/Promoter group			
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(1) National Stock Exchange of India Limited (NSE) (2) BSE Limited (BSE)		mited (NSE)
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the nequisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	1,62,36,331	13.724	13.724
b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others)	-		
c) Voting rights (VR) otherwise than by shares			
<ul> <li>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)</li> </ul>	- 0		
e) Total (a+b+c+d)	1,62,36,331	13,724	13.724
Details of acquisition/sale			
f) Shares carrying voting rights-aequired/sold		(3	
g) Voting rights (VR) acquired sold otherwise than by shares Refer Note I	1,30,96,608	11.070	11,070
h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold	545 545	:22 	9
) Shares encumbered / invoked/ released by the acquirer			
) Total (f+y+h+i) Refer Note 1	1,30,96,608	11.070	11.070
After the acquisition/sale, holding of:			
k) Shares carrying voting rights Refer Note I	31,39,723	2.654	2.654
Shares encumbered with the acquirer			
m) VRs otherwise than by shares  i) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition			
o) Shares encumbered / invoked/ released by the acquirer	3.		
p) Total (k+l+m+n+o) <sup>Refer Note 1</sup>	31,39,723	2.654	2,654
Mode of aequisition / sale (e.g. open market / off market/ public issue / rights ssue / preferential allotment / inter-se transfer etc),	Voting arrangement und November 16, 2022, as a share purchase agreement Agreement").	mended by the amendr	nent agreement to the
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	On April 05, 2023		
Equity share capital / total voting capital of the TC before the said <del>acquisition</del> / tale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)		shares of Re. 1/- each)
Equity share capital / total voting capital of the TC after the said acquisition / tale	Rs. 118,303,445/- (Divided	into 118,303,445 Equity	shares of Re. 1/- each)
Fotal diluted share/voting capital of the TC after the said aequisition/sale,	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)		

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

#### Note

I. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mr. Sartaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Mr. Ramneet Singh Rekhi, Mr. Samida Behl, Mrs. Kuldeep Baldev Singh, Mrs. Amrita Rekhi (Collectively referred as "Sellers.") and BCP Asia II Topco II Pte. Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement, from Sellers will range from a minimum of 4,93,08,876 equity shares representing 4,68% of the voting share capital of the Company up to a maximum of 6,11,29,969 equity shares representing 51.67% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired by the Acquirer under the Share Purchase Agreement will be determined upon the conclusion of the tendering period. As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the said Range i.e. 4,93,08,876 equity shares being the minimum number of shares that the Acquirer is bound to acquire from Sellers as per Terms & Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.

2. Till the completion of transfer of shares, Sellers will continue to be classified as Promoter and member of the Promoter Group of R Systems International

Ranneet Nelshi

Ramneet Singh Rekhi

Signature of the acquirer / seller / Authorised Signatory

Place: California, USA

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Promoter
2	Mrs. Harpreet Rekhi	Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category
4	Mr. Sartaj Singh Rekhi	Member of Promter Group
5	Mr. Ramneet Singh Rekhi	Member of Promter Group
6	Mrs. Amrita Rekhi	Member of Promter Group
7	Mrs Kuldeep Baldev Singh	Member of Promter Group
8	Mrs Anita Behl	Member of Promter Group
9	Mr. Jagmohan Singh Walia	Member of Promter Group
10	Mr. Avirag Jain	Person Acting in Concert

Ramneet Singh Rekhi

Place: California, USA

Ranneet Nelshi

Name of the Target Company (TC)	D SYSTEMS INTE	RNATIONAL LIMIT	'ED
Name of the Target Company (TC)			ED
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Kuldeep Baldev Singh List of PAC is attached as Annexure-I		
Whether the acquirer belongs to Promoter/Promoter group	Yes Refer Note 2		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(1) National Stock Exchange of India Limited (NSE) (2) BSE Limited (BSE)		ited (NSE)
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the nequisition/disposal under consideration, holding of:			
a) Shares carrying voting rights	3,71,908	0.314	0.31
b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by shares	*	= =	
<li>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)</li>	263		*
e) Total (a+b+c+d)	3,71,908	0.314	0.31
Details of-aequisition/sale			
f) Shares carrying voting rights-acquired/sold	*	(€)	*
g) Voting rights (VR) acquired/sold otherwise than by shares Refer Note 1	2,99,990	0.254	0.254
<ul> <li>h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold</li> </ul>	5	16/	5
i) Shares encumbered / invoked/ released by the acquirer		16	
j) Total (f+g+h+i) Refer Note 1	2,99,990	0.254	0.254
After the acquisition/sale, holding of:	1		
k) Shares carrying voting rights Refer Note 1	71,918	0.061	0.06
Shares encumbered with the acquirer			
m) VRs otherwise than by shares n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition	:-		
o) Shares encumbered / invoked/ released by the acquirer	-		
p) Total (k+ +m+n+0) Refer Note 1	71,918	0.061	0.06
Mode of acquisition / sale (e.g., open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).	Voting arrangement under the Share Purchase Agreement dat November 16, 2022, as amended by the amendment agreement to a share purchase agreement dated March 21, 2023 ("Share Purcha Agreement").		mendment agreement to th
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	On April 05, 2023.		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 118,303,445/- (Deach)	ivided into 118,303,4	45 Equity shares of Re. 1/-
Equity share capital / total voting capital of the TC after the said acquisition /	Rs. 118,303,445/- (Deach)	ivided into 118,303,4	45 Equity shares of Re. 1/-
Total diluted share/voting capital of the TC after the said acquisition/sale.	Rs. 118,303,445/- (Deach)	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/-	

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

#### Note:

1. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mr. Sartaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Mr. Jagmohan Singh Walia, Mrs. Anita Behl, Mrs. Kuldeep Baldev Singh, Mrs. Anita Rekhi (Collectively referred as "Sellers.") and BCP Asia II Topco II Pte. Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement from Sellers will range from a minimum of 4,93,08,876 equity shares representing 41,68% of the voting share capital of the Company up to a maximum of 6,11,29,969 equity shares representing 51,67% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired by the Acquirer under the Share Purchase Agreement will be determined upon the conclusion of the tendering period. As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the said Range i.e. 4,93,08,876 equity shares being the minimum number of shares that the Acquirer is bound to acquire from Sellers as per Terms & Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.

2. Till the completion of transfer of shares, Sellers will continue to be classified as Promoter and member of the Promoter Group of R Systems International Limited.

Kuldeep Baldev Singh

Signature of the nequirer / seller / Authorised Signatory

Place: NOIDA Date: April 21, 2023

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Promoter
2	Mrs. Harpreet Rekhi	Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category
4	Mr. Sartaj Singh Rekhi	Member of Promter Group
5	Mr. Ramneet Singh Rekhi	Member of Promter Group
6	Mrs. Amrita Rekhi	Member of Promter Group
7	Mrs Kuldeep Baldev Singh	Member of Promter Group
8	Mrs Anita Behl	Member of Promter Group
9	Mr. Jagmohan Singh Walia	Member of Promter Group
10	Mr. Avirag Jain	Person Acting in Concert

Kuldeep.

Kuldeep Baldev Singh

Place: NOIDA

Name of the Target Company (TC)	R SYSTEMS INTE	RNATIONAL LIMIT	ED
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the	Jagmohan Singh Walia		
acquirer	List of PAC is attached as Annexure-I		
Whether the acquirer belongs to Promoter/Promoter group	Yes <sup>Refer Note 2</sup>		(40)
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(1) National Stock Exchange of India Limited (NSE) (2) BSE Limited (BSE)		ited (NSE)
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.Ltotal share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	12,72,389	1.076	1.07
b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others)		-	
c) Voting rights (VR) otherwise than by shares	- 5	2	
<li>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)</li>	-	30	(#
e) Total (a+b+c+d)	12,72,389	1.076	1.07
Details of-nequisition/sale			
f) Shares carrying voting rights acquired/sold	-	7	T-2
g) Voting rights (VR) acquired/sold otherwise than by shares Refer Note 1	10,26,339	0.868	0.868
<ul> <li>h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold</li> </ul>	=1	-	
i) Shares encumbered / invoked/ released by the acquirer			
j) Total (f+g+h+i) Refer Note I	10,26,339	0.868	0.868
After the acquisition/sale, holding of:			
k) Shares carrying voting rights Refer Note 1	2,46,050	0.208	0.20
1) Shares encumbered with the acquirer			
m) VRs otherwise than by shares n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition	-		
o) Shares encumbered / invoked/ released by the acquirer	-		
p) Total (k+l+m+n+o) Refer Note 1	2,46,050	0.208	0.20
Mode of aequisition / sale (e.g., open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).	Voting arrangement under the Share Purchase Agreement dat November 16, 2022, as amended by the amendment agreement to t share purchase agreement dated March 21, 2023 ("Share Purcha Agreement").		
Date of aequisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	On April 05, 2023		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/-each)		
Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/-each)		
Total diluted share/voting capital of the TC after the said acquisition/sale.	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/each)		

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

#### Motor

1. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mr. Sartaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Mr. Jaymohan Singh Walia, Mrs. Anita Behl, Mrs. Kuldeep Baldev Singh, Mrs. Amrita Rekhi (Collectively referred as "Sellers.") and BCP Asia II Topco II Pte. Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement from Sellers will range from a minimum of 4,93,08,76 equity shares representing 41,68% of the voting share capital of the Company up to a maximum of 6,11,29,969 equity shares representing 51,67% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired by the Acquirer under the Share Purchase Agreement will be determined upon the conclusion of the tendering period. As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the said Range i.e. 4,93,08,876 equity shares being the minimum number of shares that the Acquirer is bound to acquire from Sellers as per Terms & Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.

 Till the completion of transfer of shares, Sellers will continue to be classified as Promoter and member of the Promoter Group of the R Systems International Limited.

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Jagmohan Singh Walia

Signature of the acquirer / seller / Authorised Signatory

Place: Delhi

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Promoter
2	Mrs. Harpreet Rekhi	Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category
4	Mr. Sartaj Singh Rekhi	Member of Promter Group
5	Mr. Ramneet Singh Rekhi	Member of Promter Group
6	Mrs. Amrita Rekhi	Member of Promter Group
7	Mrs Kuldeep Baldev Singh	Member of Promter Group
8	Mrs Anita Behl	Member of Promter Group
9	Mr. Jagmohan Singh Walia	Member of Promter Group
10	Mr. Avirag Jain	Person Acting in Concert

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Jagmohan Singh Walia

Place: Delhi

Anita Behl List of PAC is attac	RNATIONAL LIMIT	ED
List of PAC is attac	had as Annavura I	
	Anita Behl List of PAC is attached as Annexure-I	
Yes <sup>Refer Note 2</sup>		
	(1) National Stock Exchange of India Limited (NSE) (2) BSE Limited (BSE)	
Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
1		
3,67,525	0.311	0.311
(#)	3	
35/2		9
in Law	2	90 EM/
3,67,525	0.311	0,311
2	172	(ব)
2,96,454	0,251	0.251
in	\$ 1	=
:#7		
2,96,454	0.251	0.251
		. 14
71,071	0.060	0.060
in .		
		-
71,071	0.060	0.060
November 16, 2022, the share purchase	as amended by the ar	mendment agreement to
On April 05, 2023.		
Rs. 118,303,445/- (D 1/- each)	ivided into 118,303,44	15 Equity shares of Re.
Rs. 118,303,445/- (D 1/- each)	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re.	
Rs. 118_303.445/- /D	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)	
	in 3,67,525  in 3,67,525  2,96,454  2,96,454  71,071  Voting arrangemen November 16, 2022, the share purchase Purchase Agreemen On April 05, 2023.	Number   % w.r.t.total   share/voting capital   wherever applicable (*)

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

#### Note:

1. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mrs. Sartaj Singh Rekhi, Mrs. Ranneet Singh Rekhi, Mrs. Jagmohan Singh Walia, Mrs. Anita Behl, Mrs. Kuldeep Baldev Singh, Mrs. Amria Rekhi (Collectively referred as "Sellers.") and BCP Asia II Topco II Pte. Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement from Sellers will range from a minimum of 4,93,08,876 equity shares representing 41.68% of the voting share capital of the Company up to a maximum of 6,11,29,969 equity shares representing 51.67% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired by the Acquirer under the Share Purchase Agreement will be determined upon the conclusion of the tendering period. As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the said Range i.e. 4,93,08,876 equity shares being the minimum number of shares that He Acquirer is bound to acquire from Sellers as per Terms & Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.

2. Till the completion of transfer of shares, Sellers will continue to be classified as Promoter and member of the Promoter Group of R Systems International Limited.

Anila Bell

Anita Behl

Signature of the acquirer / seller / Authorised Signatory

Place: NOIDA

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Promoter
2	Mrs. Harpreet Rekhi	Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category
4	Mr. Sartaj Singh Rekhi	Member of Promter Group
5	Mr. Ramneet Singh Rekhi	Member of Promter Group
6	Mrs. Amrita Rekhi	Member of Promter Group
7	Mrs Kuldeep Baldev Singh	Member of Promter Group
8	Mrs Anita Behl	Member of Promter Group
9	Mr. Jagmohan Singh Walia	Member of Promter Group
10	Mr. Avirag Jain	Person Acting in Concert

Amila Bell

Anita Behl

Place: NOIDA

Name of the Target Company (TC)	R SYSTEMS INTE	R SYSTEMS INTERNATIONAL LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Amrita Rekhi List of PAC is attached as Annexure-I			
Whether the acquirer belongs to Promoter/Promoter group	Yes Refer Note 2			
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(1) National Stock Exchange of India Limited (NSE) (2) BSE Limited (BSE)			
Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)	
Before the acquisition/disposal under consideration, holding of ;				
a) Shares carrying voting rights	100	0.000	0.000	
b) Shares in the nature of encumberance (pledge/ lien/ non-disposal undertaking/ others)	-			
c) Voting rights (VR) otherwise than by shares	-		5	
<li>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)</li>	-	5	~	
e) Total (a+b+c+d)	100	0.000	0.000	
Details of-nequisition/sale				
f) Shares carrying voting rights acquired/sold	F	120	958	
g) Voting rights (VR) nequired/sold otherwise than by shares Refer Note 1	81	0.000	0.000	
h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) acquired/sold	2	ă.		
i) Shares encumbered / invoked/ released by the acquirer	- 4		(#):	
j) Total (f+u+h+i) Refer Note 1	81	0.000	0.000	
After the aequisition/sale, holding of:		25		
k) Shares carrying voting rights Refer Note 1	19	0.000	0,000	
l) Shares encumbered with the acquirer		N.		
m) VRs otherwise than by shares  n) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition				
o) Shares encumbered / invoked/ released by the acquirer		104		
p) Total (k+l+m+n+o) Refer Note 1	19	0.000	0.000	
Mode of acquisition / sale (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer etc).	Voting arrangement under the Share Purchase Agreement dated November 16, 2022, as amended by the amendment agreement to the share purchase agreement dated March 21, 2023 ("Share Purchase Agreement").			
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	On April 05, 2023			
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/-each)			
Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/-each)			
Total diluted share/voting capital of the TC after the said acquisition/sale.	Rs. 118,303,445/- (Divided into 118,303,445 Equity shares of Re. 1/- each)			

(\*\*) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warants into equity shares of the TC.

#### Note

1. Pursuant to Share Purchase Agreement dated November 16, 2022 and addendum to Share Purchase Agreement dated March 21, 2023 ("SPA") executed between Dr. Satinder Singh Rekhi, Mrs. Harpreet Rekhi, The Satinder and Harpreet Rekhi Family Trust, Mr. Sartaj Singh Rekhi, Mr. Ramneet Singh Rekhi, Mr. Jagmohan Singh Walia, Mrs. Anita Behl, Mrs. Kuldeep Baldev Singh, Mrs. Amrita Rekhi (Collectively referred as "Sellers,") and BCP Asia II Topco II Pte. Ltd. ("Acquirer"), the Acquirer has waived the Minimum Tender Condition and has issued Notice to the Sellers for exercising its right to obtain Control of R Systems International Limited (the "Company") and its Group Companies ("Notice"). The Sellers have accepted the Notice and transferred the Control of the Company to the Acquirer w.e.f. April 05, 2023 ("Control Grant Date"). As per Share Purchase Agreement, the sale shares proposed to be acquired under the Share Purchase Agreement from Sellers will range from a minimum of 4,93,08,876 equity shares representing 41,68% of the voting share capital of the Company ("Range"). The exact number of sale shares that will be acquired by the Acquirer under the Share Purchase Agreement will be determined upon the conclusion of the tendering period. As and when the sale shares are acquired, a separate disclosure shall be made. Therefore, for reporting purpose, we have mentioned the proportionate number of shares/voting rights considering the lower side of the said Range i.e. 4,93,08,876 equity shares being the minimum number of abundant caution.

2. Till the completion of transfer of shares, Sellers will continue to be classified as Promoter and member of the Promoter Group of R Systems International

Clute America Rokhi

Signature of the acquirer / seller / Authorised Signatory

Place: Singapore

## LIST OF PERSONS ACTING IN CONCERT

S. No	Name of Shareholder	Category
1	Mr. Satinder Singh Rekhi	Promoter
2	Mrs. Harpreet Rekhi	Promoter
3	The Satinder and Harpreet Rekhi Family Trust (Trustee:	Promoter
	Satinder Singh Rekhi & Harpreet Rekhi)	

S. No	Name of Shareholder	Category	
4	Mr. Sartaj Singh Rekhi	Member of Promter Group	
5	Mr. Ramneet Singh Rekhi	Member of Promter Group	
6	Mrs. Amrita Rekhi	Member of Promter Group	
7	Mrs Kuldeep Baldev Singh	Member of Promter Group	
8	Mrs Anita Behl	Member of Promter Group	
9	Mr. Jagmohan Singh Walia	Member of Promter Group	
10	Mr. Avirag Jain	Person Acting in Concert	

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Amrita Rekhi

Place: Singapore