

To

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: UPDATES TO THE DISCLOSURE UNDER REGULATION 29 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) 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

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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 <sup>Refer Note 2</sup>		
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 (**)
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	1,17,02,623	9.892	9.892
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	1,17,02,623	9.892	9.892
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights-acquired/sold	-	-	-
g) Voting rights (VR) acquired/sold otherwise than by shares <sup>Refer Note 1</sup>	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	-	-	-
j) Total (f+g+h+i) <sup>Refer Note 1</sup>	94,39,612	7.979	7.979
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	22,63,011	1.913	1.913
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) <sup>Refer Note 1</sup>	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).	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/warrants 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. Ranmeet 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 continue 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			

**ANNEXURE I**

**LIST OF PERSONS ACTING IN CONCERT**

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

<b>S. No</b>	<b>Name of Shareholder</b>	<b>Category</b>
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**

**Date: April 21, 2023**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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	Satinder 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 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 (**)
<b>Before the acquisition/disposal under consideration, holding of :</b>			
a) Shares carrying voting rights	74,03,456	6.258	6.258
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	74,03,456	6.258	6.258
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights acquired/sold	-	-	-
g) Voting rights (VR) acquired/sold otherwise than by shares <sup>Refer Note 1</sup>	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	-	-	-
i) Shares encumbered / invoked/ released by the acquirer	-	-	-
j) Total (f+g+h+i) <sup>Refer Note 1</sup>	59,71,802	5.048	5.048
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	14,31,654	1.210	1.210
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) <sup>Refer Note 1</sup>	14,31,654	1.210	1.210
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)		
<p>(**) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.</p> <p><b>Note:</b></p> <p>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 &amp; Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.</p> <p>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.</p>			
<p align="center"></p> <p>Satinder Singh Rekhi Signature of the acquirer / seller / Authorised Signatory Place: Singapore Date: April 21, 2023</p>			

## ANNEXURE I

### 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: Satinder Singh Rekhi & Harpreet Rekhi)	Promoter

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

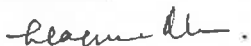


**Satinder Singh Rekhi**

**Place: Singapore**

**Date: April 21, 2023**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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	Harpreet 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 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 (**)
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	50,99,389	4.310	4.310
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	50,99,389	4.310	4.310
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights acquired/sold	-	-	-
g) Voting rights (VR) acquired/sold otherwise than by shares <sup>Refer Note 1</sup>	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	-	-	-
i) Shares encumbered / invoked/ released by the acquirer	-	-	-
j) Total (f+g+h+i) <sup>Refer Note 1</sup>	41,13,288	3.477	3.477
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	9,86,101	0.834	0.834
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) <sup>Refer Note 1</sup>	9,86,101	0.834	0.834
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)		
<p>(**) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.</p> <p>Note:</p> <p>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. Sarraj 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 &amp; Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.</p> <p>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.</p>			
<p align="center"></p> <p><b>Harpreet Rekhi</b> Signature of the acquirer / seller / Authorised Signatory</p> <p>Place: Singapore Date: April 21, 2023</p>			

ANNEXURE I

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: Satinder Singh Rekhi & Harpreet Rekhi)	Promoter

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




**Harpreet Rekhi**

**Place: Singapore**

**Date: April 21, 2023**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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	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 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 (**)
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	1,86,76,248	15.787	15.787
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	1,86,76,248	15.787	15.787
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights-acquired/sold	-	-	-
g) Voting rights (VR) acquired/sold otherwise than by shares <sup>Refer Note 1</sup>	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) <sup>Refer Note 1</sup>	1,50,64,702	12.734	12.734
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	36,11,546	3.053	3.053
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) <sup>Refer Note 1</sup>	36,11,546	3.053	3.053
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/warrants 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. Ranmeet 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 continue to be classified as Promoter and member of the Promoter Group of R Systems International Limited.			
 Sartaj Singh Rekhi Place: Singapore Date: April 21, 2023			



ANNEXURE I

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: Satinder Singh Rekhi & Harpreet Rekhi)	Promoter

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

Date: April 21, 2023

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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	Ramneet Singh Rekhi List of PAC is attached as Annexure-1		
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 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 (**)
<b>Before the acquisition/disposal under consideration, holding of :</b>			
a) Shares carrying voting rights	1,62,36,331	13.724	13.724
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	1,62,36,331	13.724	13.724
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights-acquired/sold	-	-	-
g) Voting rights (VR) acquired/sold otherwise than by shares <sup>Refer Note 1</sup>	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	-	-	-
i) Shares encumbered / invoked/ released by the acquirer	-	-	-
j) Total (f+g+h+i) <sup>Refer Note 1</sup>	1,30,96,608	11.070	11.070
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	31,39,723	2.654	2.654
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) <sup>Refer Note 1</sup>	31,39,723	2.654	2.654
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/warrants 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 continue to be classified as Promoter and member of the Promoter Group of R Systems International Limited.

*Ramneet Rekhi*

Ramneet Singh Rekhi  
Signature of the acquirer / seller / Authorised Signatory

Place: California, USA

Date: April 21, 2023

ANNEXURE I

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: Satinder Singh Rekhi & Harpreet Rekhi)	Promoter

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 Rekhi*

**Ramneet Singh Rekhi**

**Place: California, USA**

**Date: April 21, 2023**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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	Kuldeep Baldev Singh 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 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 (**)
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	3,71,908	0.314	0.314
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	3,71,908	0.314	0.314
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights-acquired/sold	-	-	-
g) Voting rights (VR) acquired/sold otherwise than by shares <sup>Refer Note 1</sup>	2,99,990	0.254	0.254
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) <sup>Refer Note 1</sup>	2,99,990	0.254	0.254
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	71,918	0.061	0.061
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) <sup>Refer Note 1</sup>	71,918	0.061	0.061
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)		
<p>(**) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.</p> <p>Note:</p> <p>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. Ranmeet 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 &amp; Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.</p> <p>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.</p>			
<p align="center"><i>Kuldeep</i></p> <p>Kuldeep Baldev Singh Signature of the acquirer / seller / Authorised Signatory Place: NOIDA Date: April 21, 2023</p>			

ANNEXURE I

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: Satinder Singh Rekhi & Harpreet Rekhi)	Promoter

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**

**Date: April 21, 2023**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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	Jagmohan Singh Walia 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 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 (**)
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	12,72,389	1.076	1.076
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	12,72,389	1.076	1.076
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights acquired/sold	-	-	-
g) Voting rights (VR) acquired/sold otherwise than by shares <sup>Refer Note 1</sup>	10,26,339	0.868	0.868
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) <sup>Refer Note 1</sup>	10,26,339	0.868	0.868
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	2,46,050	0.208	0.208
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) <sup>Refer Note 1</sup>	2,46,050	0.208	0.208
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/warrants 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 continue to be classified as Promoter and member of the Promoter Group of the R Systems International Limited.



**Jagmohan Singh Walia**  
Signature of the acquirer / seller / Authorised Signatory

Place: Delhi

Date: April 21, 2023

**ANNEXURE I**

**LIST OF PERSONS ACTING IN CONCERT**

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

<b>S. No</b>	<b>Name of Shareholder</b>	<b>Category</b>
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



**Jagmohan Singh Walia**

**Place: Delhi**

**Date: April 21, 2023**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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	Anita Behl 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 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 (**)
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	3,67,525	0.311	0.311
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	3,67,525	0.311	0.311
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights <del>acquired/sold</del>	-	-	-
g) Voting rights (VR) <del>acquired/sold</del> otherwise than by shares <sup>Refer Note 1</sup>	2,96,454	0.251	0.251
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) <del>acquired/sold</del>	-	-	-
i) Shares encumbered / invoked/ released by the acquirer	-	-	-
j) Total (f+g+h+i) <sup>Refer Note 1</sup>	2,96,454	0.251	0.251
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	71,071	0.060	0.060
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) <sup>Refer Note 1</sup>	71,071	0.060	0.060
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)		
<p>(**) Diluted share/Voting Capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.</p> <p>Note:</p> <p>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. Ranmeet 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 &amp; Condition mentioned in SPA. This present disclosure is being made by way of abundant caution.</p> <p>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.</p>			
<p align="center"><i>Anita Behl</i></p> <p>Anita Behl Signature of the acquirer / seller / Authorised Signatory Place: NOIDA Date: April 21, 2023</p>			



ANNEXURE I

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: Satinder Singh Rekhi & Harpreet Rekhi)	Promoter

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


Anita Behl

Anita Behl

Place: NOIDA

Date: April 21, 2023

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 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	Amrita 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 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 (**)
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	100	0.000	0.000
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	100	0.000	0.000
<b>Details of acquisition/sale</b>			
f) Shares carrying voting rights acquired/sold	-	-	-
g) Voting rights (VR) acquired/sold otherwise than by shares <sup>Refer Note 1</sup>	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	-	-	-
i) Shares encumbered / invoked/ released by the acquirer	-	-	-
j) Total (f+g+h+i) <sup>Refer Note 1</sup>	81	0.000	0.000
<b>After the acquisition/sale, holding of:</b>			
k) Shares carrying voting rights <sup>Refer Note 1</sup>	19	0.000	0.000
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) <sup>Refer Note 1</sup>	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/warrants 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 continue to be classified as Promoter and member of the Promoter Group of R Systems International Limited.			
 Amrita Rekhi Signature of the acquirer / seller / Authorised Signatory Place: Singapore Date: April 21, 2023			

ANNEXURE I

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: Satinder Singh Rekhi & Harpreet Rekhi)	Promoter

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



Amrita Rekhi

Place: Singapore

Date: April 21, 2023