

BCP Asia II Topco II Pte. Ltd.

77 Robinson Road, #13-00, Robinson 77, 068896, Singapore

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. Board of Directors
R Systems International Limited
GF-1-A, 6, Devika Tower
Nehru Place
New Delhi 110019

Dear Madam / Sir,

Sub: Disclosure under Regulation 18(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is in continuation of the disclosure submitted by us under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST**”) in the prescribed format to the National Stock Exchange of India Limited and BSE Limited (collectively, the “**Stock Exchanges**”), wherein we had disclosed that BCP Asia II Topco II Pte. Ltd. (“**Acquirer**”) had acquired control of R Systems International Limited (“**Company**”) in accordance with Regulation 22 and other applicable provisions of the SEBI SAST, and the Acquirer has consequently become the ‘promoter’ of the Company, as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

We would like to inform you that pursuant to the Share Purchase Agreement dated November 16, 2022, as amended on March 21, 2023, executed amongst Acquirer and the existing promoter and members of the promoter group (“**Sellers**”) of Company, (“**Share Purchase Agreement**”), the Acquirer has acquired 6,11,29,969 (Six Crores Eleven Lakhs Twenty Nine Thousand Nine Hundred and Sixty Nine) equity shares of Company.

Please find enclosed herewith the relevant disclosure under Regulation 18(6) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 in the prescribed format.

We request you to take the above on record.

Yours faithfully,
For **BCP Asia II Topco II Pte. Ltd.**

Melanie Mei Lan Ng

Authorized Signatory
Name: ^{Melanie Mei Lan Ng}
Designation: Director

Encl: As above

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Disclosure by acquirer for shares/~~voting rights~~ acquired during the offer period under Regulation 18 (6) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

(i)	Name of the Target Company (TC)	R Systems International Limited (“TC” or “Target Company”)
(ii)	Name of the acquirers / PAC	Acquirer: BCP Asia II Topco II Pte. Ltd. (“Acquirer”). PAC: Blackstone Capital Partners Asia II L.P. (“PAC”).
(iii)	Name of the persons/ entities who acquired shares in the TC	Acquirer, i.e. BCP Asia II Topco II Pte. Ltd.
(iv)	Whether disclosure about the persons/ entities stated at (iii) was given in the detailed public announcement as either Acquirer or Persons acting in concert with Acquirer. (Yes/No) If no, provide (a) Reasons for non-disclosure; (b) Relationship of the entity with the Acquirer / PAC.	The details of the Acquirer and the PAC have been disclosed in the detailed public statement which was published on November 23, 2022 in Financial Express (All editions), Jansatta (All editions) and Navshakti (Mumbai edition).

Details of acquisition - for each person mentioned at (iii)

Number of Shares / Voting Rights Acquired (No.)	Date of Acquisition	Mode of Acquisition	Person from whom Shares / Voting Rights Acquired*	Purchase Price per Share	Shareholding of person who acquired the shares (% w.r.t. total share Capital/ voting capital of Target Company)	
					Before acquisition	After acquisition
6,11,29,969	May 10, 2023	Off Market pursuant to the Share Purchase Agreement	(i) Dr. Satinder Singh Rekhi; (ii) Harpreet Rekhi; (iii) The Satinder and Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi and Harpreet Rekhi); (iv) Sartaj Singh Rekhi; (v) Ramneet Singh Rekhi;	Acquirer has acquired (1) 2,86,80,145 Equity Shares at the price of INR 244/- per Equity Share; and (2) 3,24,49,824 Equity Shares at the price of INR 227/- per Equity	Nil ^{Note 1}	51.67% ^{Note 1}

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			(vi) Jagmohan Singh Walia; (vii) Anita Behl; (viii) Kuldeep Baldev Singh; and (ix) Amrita Rekhi; (collectively, the "Sellers").	Share, in aggregate representing 51.67% of the voting share capital		
Total shareholding of acquirer and PACs before the acquisition (number as well as % of total share capital of TC)				Nil ^{Note 1}		
Total shareholding of acquirer and PACs after the acquisition (Number as well as % of total share capital of TC)				51.67% ^{Note 1}		

***Note 1:** As disclosed in the disclosures made by the Acquirer on April 5, 2023, the Acquirer had acquired control of the Target Company under share purchase agreement dated November 16, 2022, as amended on March 21, 2023 ("**Share Purchase Agreement**"). Under the Share Purchase Agreement, the Sellers were obliged to exercise their voting rights in the sale shares as per the Acquirer's directions. Pursuant to the current acquisition, the Acquirer has acquired all the sale shares under the Share Purchase Agreement and does not own any separate voting rights in the Target Company.*

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For **BCP Asia II Topco II Pte. Ltd.**

Melanie Mei Lan Ng
Authorized Signatory

Name: Melanie Mei Lan Ng
Designation: Director