

BCP Asia II Topco II Pte. Ltd.
77 Robinson Road, #13-00, Robinson 77, 068896, Singapore

Date: May 30, 2023

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 31 of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

1. This is in furtherance of our disclosure dated May 19, 2023 submitted by us under Regulation 31 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, as the holders of 6,11,29,969 equity shares of R Systems International Limited (“**R Systems**”) constituting 51.67% (fifty one point six seven percent) of the total issued and paid up share capital of R Systems as on the date of the disclosure, disclosed creation of an “encumbrance” (as defined in the SEBI SAST) over the shares of R Systems.
2. In addition to our shareholding in R Systems as specified in paragraph 1 above, we are now the holders of an additional 3,03,036 equity shares of R Systems, constituting 0.26% (zero point two six percent) of the total issued and paid up share capital of R Systems. The shares are listed on the Stock Exchanges.
3. Pursuant to a facility agreement dated February 15, 2023, entered into between, *inter alia*, BCP Asia II Topco II Pte. Ltd. and DB International Trust (Singapore) Limited (“**Facility Agreement**”), an “encumbrance” (as defined in the SEBI SAST) has been created over the additional shares of R Systems held by us as specified in paragraph 2 above, in addition to the existing “encumbrance” (as defined in the SEBI SAST) as disclosed pursuant to our earlier disclosure dated May 19, 2023. However, it is clarified that no pledge has been created on the shares of R Systems.
4. Please find enclosed herewith the relevant disclosure under Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 in the prescribed format.
5. We request you to take the above on record.

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Yours faithfully,

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



Authorized Signatory

Name: Chris Chan

Designation: Director

Encl: As above

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<u>Disclosure by the Promoter(s) (as mentioned below) to BSE Limited, National Stock Exchange of India Limited and to the TC (as mentioned below) for encumbrance of shares in terms of Regulation 31(1) and 31(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>	
Name of the Target Company (TC)	R Systems International Limited (“TC”)
Names of the stock exchanges where the shares of the target company are listed	BSE Limited National Stock Exchange of India Limited.
Date of reporting	May 30, 2023
Name of the promoter or PAC on whose shares encumbrance has been created	<p>BCP Asia II Topco II Pte. Ltd. (“Promoter”) is a wholly owned subsidiary of BCP Asia II Holdco II Pte. Ltd. (“Parent”).</p> <p>Parent does not directly hold any equity shares in TC. Promoter holds a total of 6,14,33,005 shares of TC amounting to 51.93% of the total paid up share capital of TC (out of which 3,03,036 shares of TC amounting to 0.26% of its total paid up share capital have been acquired on May 22, 2023^(###)).</p> <p>Parent and Promoter have agreed to certain covenants in the nature of encumbrance in the facility agreement dated February 15, 2023 (“Facility Agreement”), in relation to an offshore facility availed by Promoter for <i>inter alia</i> financing consideration payable for acquisition of shares of TC by Promoter pursuant to the Facility Agreement, share purchase agreement dated November 16, 2022, and composite offer (open, delisting and if applicable, exit offer) made by Promoter to shareholders of TC as per applicable law. Such covenants also apply to the additional 3,03,036 shares of TC amounting to 0.26% of its total paid up share capital which have been acquired by Promoter on May 22, 2023^(###).</p>

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		<p>Further, pursuant to the Facility Agreement and a Singapore debenture dated April 28, 2023 (“Singapore Debenture”), Parent has pledged its entire shareholding in Promoter for securing the offshore facility. The additional 3,03,036 shares of TC amounting to 0.26% of its total paid up share capital which have been acquired by Promoter on May 22, 2023^(##), have also been indirectly encumbered by virtue of this pledge.</p> <p>Promoter has not created any pledge on equity shares of TC.</p>									
Details of the creation of encumbrance:											
Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares [creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]]	
	Number [#]	% of total share capital [#]	Type of event (creation / release / invocation) (4)	Date of creation / release / invocation (5)	Type of encumbrance (pledge / non disposal undertaking / others)	Reasons for encumbrance**	Number [#]	% of share capital [#]	Name of entity whose shares are encumbered**	Number [#]	% of total share capital [#]

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BCP Asia II Topco II Pte. Ltd.	6,14,33,005	51.93%	6,11,29,969	51.67%	Creation	May 22, 2023 ^(##)	Please refer to the Note below.	Please refer to the Note below.	3,03,036	0.26%	DB International Trust (Singapore) Limited (as the Security Agent), on behalf of Bank Sinopac Co. Ltd., The Hongkong and Shanghai Banking Corporation Limited, GIFT City Branch, Investec Bank plc, Mashreqbank psc and Sumitomo Mitsui Banking Corporation Singapore Branch (as the Original Lenders)	6,14,33,005	51.93%
					Creation	May 22, 2023 ^(##)	Please refer to the Note below.		3,03,036	0.26%			

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Note: The Parent and Promoter have agreed to certain covenants in the Facility Agreement, wherein such covenants are in the nature of encumbrance, in relation to an offshore facility availed by the Promoter, for *inter alia* financing the consideration payable for the acquisition of shares of the TC by the Promoter pursuant to: (a) the Facility Agreement; (b) the share purchase agreement dated November 16, 2022; and (c) the composite offer (open offer, delisting offer and, if applicable, exit offer) made by the Promoter to the shareholders of the TC in accordance with applicable law, as set out more particularly in the Facility Agreement. Such covenants also apply to the additional 3,03,036 shares of TC amounting to 0.26% of its total paid up share capital which have been acquired by the Promoter on May 22, 2023 (##). To clarify, the Promoter has not created any pledge on the equity shares of the TC.

Further, Parent has *vide* the Singapore Debenture created a pledge on its entire shareholding in the Promoter for the purpose of providing security in relation to the aforesaid offshore facility. The equity shares of the TC are indirectly being encumbered by virtue of (i) the pledge of the entire shareholding in the Promoter by the Parent; and (ii) the Promoter holding 6,14,33,005 shares of the TC amounting to 51.93% of the total paid up share capital of the TC (out of which 3,03,036 shares of the TC amounting to 0.26% of its total paid up share capital have been acquired by the Promoter on May 22, 2023 (##)).

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.


** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

(#) Total share capital/ voting capital is taken as per the latest filing done by the Target Company to the relevant stock exchange in accordance with the provisions of its listing agreement the relevant stock exchange.

(##) Out of the additional 3,03,036 shares of TC acquired by the Promoter, a nominal number of 70 equity shares are in physical form. In relation to such shares, the Promoter is in possession of the share certificates, and the shares would be converted to dematerialized form and credited to the relevant demat account of the Promoter in due course.

Signature of the Authorized Signatory:

 Chris Chan

Place: Singapore

Date: May 30, 2023