

MADISON PACIFIC

A Tricor Company

28 February 2022

To,

1. Mr. Praveen Soni
The Company Secretary
and Compliance Officer
**CMS Info Systems
Limited**
T-151, Tower No. 10,
Railway Station
Complex, 5th Floor,
Sector-11, CBD Belapur,
Navi Mumbai,
Maharashtra - 400 614
2. **BSE Limited**
Phiroze Jeejeebhoy
Towers
Dalal Street
Mumbai- 400 001
3. **National Stock
Exchange of India
Limited**
Exchange Plaza, C-1,
Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Sub: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”)

Dear Sir,

Pursuant to Regulation 29(1) of SEBI SAST Regulations, we wish to inform you that we, **Madison Pacific Trust Limited** (acting in our capacity as agent and security agent for the lenders as more particularly described in the attached disclosure) has created a charge over 100% of the shares of Sion Investment Holdings Pte. Limited which holds 9,70,74,069 equity shares of the face value of Rs.10/- each carrying voting rights of **CMS Info Systems Limited**. This disclosure is in addition to the disclosures made under Regulation 29 (1) of the SEBI SAST Regulations on 17 February 2022.

In this connection, please find enclosed the disclosure as per Regulation 29(1) of the SEBI SAST Regulations.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Madison Pacific Trust Limited



(Authorized Signatory)

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	CMS Info Systems Limited			
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Madison Pacific Trust Limited acting as (i) the Agent and (ii) the Security Agent, for ING Bank N.V., Singapore Branch, Investec Bank Plc, Standard Chartered Bank (Singapore) Limited and Siemens Bank GmbH Singapore Branch as the original lenders and their such other new lenders that may become part of the financing facility per the Note below.			
Whether the acquirer belongs to Promoter/Promoter group	No			
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited			
Details of the acquisition as follows	Number	% w.r.t. share/voting wherever applicable(*)	total capital	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:				
a) Shares carrying voting rights				
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)				
c) Voting rights (VR) otherwise than by equity shares				
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil		Nil
e) Total (a+b+c+d)	Nil	Nil		Nil
Details of acquisition				
a) Shares carrying voting rights acquired	Nil	Nil		Nil

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b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	<p>Charge over 100% of the shares of Sion Investment Holdings Pte. Ltd. which holds 9,70,74,069 equity shares carrying voting rights of the TC</p> <p>Please refer to the Note below</p>	<p>Charge over 100% of the shares of Sion Investment Holdings Pte. Ltd. which holds 9,70,74,069 equity shares carrying voting rights of the TC aggregating to approximately 65.59% of the paid-up equity share capital carrying voting rights of the TC</p> <p>Please refer to the Note below</p>	<p>Charge over 100% of the shares of Sion Investment Holdings Pte. Ltd. which holds 9,70,74,069 equity shares carrying voting rights of the TC aggregating to approximately 65.59% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.</p> <p>Please refer to the Note below</p>

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<p>e) Total (a+b+c+/-d)</p>				
<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by equity shares</p>	<p>9,70,74,069 (Please refer to the Note below)</p>	<p>65.59% (Please refer to the Note below)</p>	<p>65.59% (Please refer to the Note below)</p>	<p>65.59% (Please refer to the Note below)</p>
	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>

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<p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p>	<p>Charge over 100% of the shares of Sion Investment Holdings Pte. Ltd. which holds 9,70,74,069 equity shares carrying voting rights of the TC.</p> <p>Please refer to the Note below</p>	<p>Charge over 100% of the shares of Sion Investment Holdings Pte. Ltd. which holds 9,70,74,069 equity shares carrying voting rights of the TC aggregating to approximately 65.59% of the paid-up equity share capital carrying voting rights of the TC</p> <p>Please refer to the Note below</p>	<p>Charge over 100% of the shares of Sion Investment Holdings Pte. Ltd. which holds 9,70,74,069 equity shares carrying voting rights of the TC aggregating to approximately 65.59% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.</p> <p>Please refer to the Note below</p>
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e) Total (a+b+c+d)	9,70,74,069 (Please refer to the Note below)	65.59% (Please refer to the Note below)	65.59% (Please refer to the Note below)
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Charge over 100% of the shares of Sion Investment Holdings Pte. Ltd. which holds 9,70,74,069 equity shares carrying voting rights of the TC; Please refer to the Note below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	NA		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	24 February 2022		
Equity share capital / total voting capital of the TC before the said acquisition	INR 148,00,00,000 comprising 14,80,00,000 equity shares of face value of INR 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition	INR 148,00,00,000 comprising 14,80,00,000 equity shares of face value of INR 10 each.		

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Total diluted share/voting capital of the TC after the said acquisition	INR 164,70,79,400 comprising 16,47,07,940 equity shares of face value of INR 10 each.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement i.e. as on December 31, 2021.

(**) 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. Sion Investment Holdings Pte Ltd, an entity incorporated in Singapore, holds, as on the date of this filing, 9,70,74,069 equity shares carrying voting rights of CMS Info Systems Limited (the “**Target Company**”), comprising approximately 65.59% of the equity share capital of the Target Company. Sion Investment Holdings Pte Ltd is classified as a promoter of the Target Company. The entire equity share capital of Sion Investment Holdings Pte Ltd is subject to a charge as described below.
2. Sion Investment Holdings Pte Ltd (the “**Borrower**”) proposes to avail a financing of up to USD 120,000,000 from ING Bank N.V., Singapore Branch, Investec Bank Plc, Standard Chartered Bank (Singapore) Limited and Siemens Bank GmbH Singapore Branch as the original lenders (and such original lenders together with any new lenders, collectively, the “**Lenders**”) pursuant to a facility agreement dated 15 February 2022 (the “**Facility Agreement**”).
3. In relation to such financing arrangement, the sole shareholder of the Borrower, Baring Private Equity Asia VI Holdings Pte. Limited (incorporated in Singapore) (the “**Parent**”) has created a charge over 100% of the shares of the Borrower on 24 February 2022 pursuant to a Parent Security Agreement dated 21 February 2022 in favour of Madison Pacific Trust Limited acting as the security agent (the “**Security Agent**”) for the Lenders under the Facility Agreement.
4. While the Facility Agreement does not create any direct pledge on the Target Shares, the Borrower has *inter-alia* agreed to certain covenants which include non-creation of any encumbrance over the Target Shares, restrictions on selling the Target Shares upon the occurrence of an event of default as set out in the Facility Agreement, etc. **These encumbrances have been separately disclosed by the Security Agent to the Target Company, BSE Limited and the National Stock Exchange of India Limited on 17 February 2022.**
5. **Under the terms of the Facility Agreement, the Borrower is permitted to freely acquire or dispose of shares in the Target Company. Any acquisition or disposal of any shares of the Target Company by the Borrower will result in an increase or**

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decrease, as the case may be, in the number of shares of the Target Company and the voting percentage of the Target Company, in each case, that is encumbered or indirectly charged in favour of Security Agent.

For and on behalf of Madison Pacific Trust Limited (as the Agent and the Security Agent)

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Place: HONG KONG
Date: 28 February 2022