

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

Date: May 19, 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.**

We are the holders of 6,11,29,969 equity shares of R Systems International Limited (“**R Systems**”) constituting 51.67% (fifty one point sixty seven percent) of the total issued and paid up share capital of R Systems. The shares are listed on the BSE Ltd. and National Stock Exchange of India Limited.

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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011) has been created over the shares of R Systems. However, it is clarified that no pledge has been created on the shares of R Systems.

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.

We request you to take the above on record.

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 19, 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 6,11,29,969 shares of TC amounting to 51.67% of the total paid up share capital of TC.</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.</p> <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.</p>

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Promoter has not created any pledge on equity shares of TC.														
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 [#]	Number [#]	% of total share capital [#]	Type of event (creation / release / invocation / invocation [#])	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance**	Number [#]	% of share capital [#]	Name of entity in whose favour shares are encumbered**	Number [#]	% of total share capital [#]	
BCP Asia II Topco II Pte. Ltd.	6,11,29,969	51.67%	NIL	NIL	Creation	May 10, 2023	Please refer to the Note below.	Please refer to the Note below.	6,11,29,969	51.67%	DB International Trust (Singapore) Limited (as the Security Agent), on behalf of	6,11,29,969	51.67%	

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					Creation	May 10, 2023	Please refer to the Note below.		6,11,29,969	51.67%	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)		
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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. 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 6,11,29,969 shares of the TC amounting to 51.67 of the total paid up share capital of the TC.

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*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.

Signature of the Authorized Signatory:



Chris Chan

Place: Singapore

Date: May 19, 2023