

**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 relation to the composite offer by BCP Asia II Topco II Pte. Ltd. (“**Acquirer**”) and Blackstone Capital Partners Asia II L.P. (“**PAC**”) to acquire up to 5,71,73,476 (Five Crore Seventy One Lakh Seventy Three Thousand Four Hundred Seventy Six) fully paid-up equity shares of face value of INR 1/- (Indian Rupee One only) each (“**Equity Shares**”) of R Systems International Limited (the “**Target Company**”), representing 48.33% (Forty Eight Decimal Three Three percent) of the voting share capital of the Target Company in accordance with Regulation 3(1), 4 and 5A and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”) and the applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

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 the Acquirer and the existing promoter and members of the promoter group (“**Sellers**”) of the Target Company (“**Share Purchase Agreement**”), the Acquirer has acquired control of the Target Company on and from April 5, 2023 in accordance with Regulation 22 and other applicable provisions of the SEBI SAST Regulations and has consequently become the ‘promoter’ of the Company, as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Please find enclosed herewith the relevant disclosure under Regulation 18(6) of the SEBI SAST Regulations in the prescribed format.

We request you to take the above on record.

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



**Name:** Chris Chan  
**Designation:** Director

Encl: As above

**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”).<br><br>PAC: Blackstone Capital Partners Asia II L.P. (“PAC”).   |
| (iii) | Name of the persons/ entities who acquired shares in the TC  | Not applicable. The Acquirer and PAC have not acquired any shares in the Target Company.   |
| (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)<br><br>If no, provide<br><br>(a) Reasons for non-disclosure;<br><br>(b) Relationship of the entity with the Acquirer / PAC. | Not applicable. The Acquirer and PAC have not acquired any shares in the Target Company.<br><br>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        |
| <i>Please see Note I</i>                        | April 5, 2023       | Voting arrangement under the Share Purchase Agreement | (i) Dr. Satinder Singh Rekhi;<br>(ii) Harpreet Rekhi;<br>(iii) The Satinder and Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi and Harpreet Rekhi);<br>(iv) Sartaj Singh Rekhi;<br>(v) Ramneet Singh Rekhi;<br>(vi) Jagmohan Singh Walia; | Not applicable           | <i>Please see Note I</i>  | <i>Please see Note I</i> |

|  |  |  |   |  |     |  |
|--|--|--|---|--|-----|--|
|  |  |  | (vii) Anita Behl;<br>(viii) Kuldeep Baldev Singh; and<br>(ix) Amrita Rekhi;<br>(collectively, the “Sellers”). |  |     |  |
| Total shareholding of acquirer and PACs before the acquisition<br>(number as well as % of total share capital of TC) |  |  |   |  | Nil |  |
| TOTAL shareholding of acquirer and PACs after the acquisition<br>(Number as well as % of total share capital of TC)  |  |  |   |  | Nil |  |

*Note 1: As disclosed in the Draft Letter of Offer filed with SEBI on November 30, 2022 (as amended from time to time), the Acquirer was entitled to acquire control of the Target Company prior to the acquisition of shares. The Sellers are obliged to exercise their voting rights in the sale shares as per the Acquirer’s directions. The sale shares proposed to be acquired under the share purchase agreement range from a minimum of 4,93,08,876 equity shares representing 41.68% of the voting share capital of the Target Company up to a maximum of 6,11,29,969 equity shares representing 51.67% of the voting share capital of the Target Company. 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. This present disclosure is being made by way of abundant caution.*

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.**



**Name:** Chris Chan

**Designation:** Director