

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

Date: May 12, 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 29(2) 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 BCP Asia II Topco II Pte. Ltd. (“**Acquirer**”) and the existing promoter and members of the promoter group (“**Sellers**”) of the 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 the Company.

Please find enclosed herewith the relevant disclosure under Regulation 29(2) 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,

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

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

*Melanie Mei Lan Ng*

**Authorized Signatory**

**Name:** Melanie Mei Lan Ng

**Designation:** Director

Encl: As above

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	R Systems International Limited (“TC” or “Target Company”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: BCP Asia II Topco II Pte. Ltd. (“Acquirer”). PAC: Blackstone Capital Partners Asia II L.P. (“PAC”).		
Whether the acquirer belongs to Promoter/Promoter group	Yes, the Acquirer is the promoter of the Target Company.		
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 / disposal as follows	Number	% w.r.t.total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Acquirer: 4,93,08,876 <sup>Note 1</sup>  PAC: Nil	Acquirer: 41.68% <sup>Note 1</sup>  PAC: Nil	Acquirer: 41.68% <sup>Note 1</sup>  PAC: Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
e) <b>Total (a+b+c+d)</b>	<b>4,93,08,876</b>	<b>41.68%</b>	<b>41.68%</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/ <del>sold</del>	Acquirer: 6,11,29,969  PAC: Nil	Acquirer: 51.67%  PAC: Nil	Acquirer: 51.67%  PAC: Nil
b) VRs <del>acquired</del> / <del>sold</del> otherwise than by shares	Acquirer: (-) 4,93,08,876 <sup>Note 1</sup>  PAC: Nil	Acquirer: (-) 41.68% <sup>Note 1</sup>  PAC: Nil	Acquirer: (-) 41.68% <sup>Note 1</sup>  PAC: Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to	Nil	Nil	Nil

receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold.			
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) <b>Total (a+b+c+/-d)</b>	<b>6,11,29,969</b>	<b>51.67%</b>	<b>51.67%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	Acquirer: 6,11,29,969  PAC: Nil	Acquirer: 51.67%  PAC: Nil	Acquirer: 51.67%  PAC: Nil
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
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) after acquisition	Nil	Nil	Nil
e) <b>Total (a+b+c+d)</b>	<b>6,11,29,969</b>	<b>51.67%</b>	<b>51.67%</b>
Mode of acquisition / sale (e.g. open market / off-market / <del>public issue / rights issue / preferential allotment / inter se transfer</del> etc).	Off market acquisition pursuant to the share purchase agreement dated November 16, 2022, as amended on March 21, 2023 (" <b>Share Purchase Agreement</b> ").		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	May 10, 2023		
Equity share capital / total voting capital of the TC before the said acquisition / sale	118,303,445 (eleven crores eighty-three lakh three thousand four hundred forty-five) equity shares of TC (as per the shareholding pattern as on March 31, 2023 disclosed by the TC).		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	118,303,445 (eleven crores eighty-three lakh three thousand four hundred forty-five) equity shares of TC (as per the shareholding pattern as on March 31, 2023 disclosed by the TC).		
Total diluted share/voting capital of the TC after the said acquisition	118,303,445 (eleven crores eighty-three lakh three thousand four hundred forty-five) equity shares of TC (as per the shareholding pattern as on March 31, 2023 disclosed by the TC).		

**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.*

(\*) 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.

(\*\*) 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.

**Signature of the Acquirer**

*Melanie Mei Lan Ng*

Place: Singapore

Date: May 12, 2023