

SION INVESTMENT HOLDINGS PTE. LIMITED

(Company Registration No. 201502856Z)

Registered Office Address: 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619

June 19, 2023

CMS Info Systems Limited

T-151, Tower No. 10,
Railway Station Complex,
5th Floor, Sector-11,
CBD Belapur, Navi Mumbai,
Maharashtra, 4000614

BSE Limited

Listing Department

P.J. Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited

Listing Department

Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra,
Mumbai – 400 051

Dear Sir,

Sub: Disclosure under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find attached a disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours faithfully,

For and on behalf of **Sion Investment Holdings Pte. Limited**



Authorised signatory

Name: Giridhar Veera Raghavan

Designation: Director

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)		CMS Info Systems Limited												
Names of the stock exchanges where the shares of the target company are listed		BSE Limited and the National Stock Exchange of India Limited.												
Date of reporting		June 19, 2023												
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked		Sion Investment Holdings Pte. Limited												
Details of the creation of encumbrance:														
Name of the promoter (s) or PACs with whom*	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 ^(a)	Number	% of total share capital ^(a)	Type of encumbrance (pledge / lien / non-disposal undertaking / others)	Reasons for encumbrance**	Number	% of share capital ^(a)	Name of entity whose favour shares are encumbered***	Number	% of total share capital ^(a)			
Sion Investment Holdings Pte. Limited	9,30,11,975 ^(b)	60.24% ^(b)	9,30,11,975	60.24%	June 9, 2023 (Please refer to the Note below)	release (Please refer to the Note below)	release (Please refer to the Note below)	Please refer to the Note below.	Financing availed by Sion Investment Holdings Pte. Limited	21,240,000	13.75%	Madison Pacific Trust Limited acting as security agent for ING Bank N.V., Singapore	7,17,71,975	46.48%

Note: Sion Investment Holdings Pte. Limited (“**Promoter**”), a company incorporated under the laws of Singapore and the promoter of CMS Info Systems Limited (“**Target Company**”), holds 9,30,11,975 equity shares of the Target Company, representing 60.24% of the total share capital of the Target Company (the “**Target Shares**”). As disclosed on page 36 of the prospectus dated December 24, 2021, the Promoter had availed a facility of an aggregate amount of USD 60,000,000 from ING Bank N.V., Singapore Branch, and Siemens Bank GmbH Singapore Branch, pursuant to a facility agreement dated August 14, 2017 (“**Original Facility**”).

On February 17, 2022, the Promoter disclosed that it has entered into an additional facility agreement dated February 15, 2022 (“**Facility Agreement**”) to avail a facility for an aggregate amount of up to USD120,000,000 from ING Bank N.V., Singapore Branch, Investec Bank Plc, Standard Chartered Bank (Singapore) Limited and Siemens Bank GmbH Singapore Branch, as original lenders, which would be used for *inter-alia* the repayment of the Original Facility. In terms of the Facility Agreement, while there will be no direct pledge on the Target Shares, (a) the Promoter has *inter-alia* agreed to certain covenants which include non-creation of any encumbrance over the Target Shares, restrictions on selling the Target Shares during the continuance of an event of default as set out in the Facility Agreement, etc. (“**Covenants**”) and (b) the holding company of the Promoter has agreed to create a charge over the shares of the Promoter in favour of Madison Pacific Trust Limited as security agent (“**Indirect Charge**”). Further the Promoter had made a disclosure on March 7, 2022, pursuant to the drawdown under the Facility Agreement.

It should be noted that while there is no release of any encumbrance of equity shares of the Target Company, given that the entire share capital of the Promoter is subject to the charge as mentioned above, this disclosure is being made under Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by way of abundant caution to update the stock exchanges in relation to the sale of 21,240,000 equity shares by the Promoter and the subsequent reduction in the Indirect Charge to 7,17,71,975 equity shares representing 46.48% of the voting share capital of the Target Company. The Indirect Charge over the shares of the Promoter, as disclosed in our earlier disclosure under Regulation 31(1) dated March 7, 2022, remains unchanged.

For, Sion Investment Holdings Pte. Limited



Signature of the Authorized Signatory:

By: Giridhar Veera Raghavan

Place: Singapore

Date: 19 June 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.