

MADISON PACIFIC

A Tricor Company

17 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) have acquired, **by way of encumbrance, 9,70,74,069** equity shares of the face value of Rs.10/- each of **CMS Info Systems Limited**.

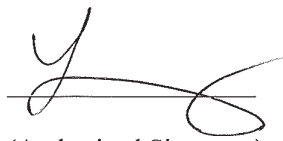
In this connection, please find enclosed the disclosure as per Regulation 29(1) of the SEBI SAST Regulations.

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 the (i) Agent and (ii) 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 share 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)				
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)	During the continuance of an 'Event of Default' as defined under the Facility Agreement, a non-disposal undertaking, and at all times, a negative lien by Sion Investment Holdings Pte. Ltd. over 9,70,74,069 equity shares carrying voting rights of the TC	During the continuance of an 'Event of Default' as defined under the Facility Agreement, a non-disposal undertaking, and at all times, a negative lien by Sion Investment Holdings Pte. Ltd. over 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	During the continuance of an 'Event of Default' as defined under the Facility Agreement, a non-disposal undertaking, and at all times, a negative lien by Sion Investment Holdings Pte. Ltd. over 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 Please refer to the Note below

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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)	
After the acquisition, holding of acquirer along with PACs of:					

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a)	Shares carrying voting rights	Nil	Nil	Nil
b)	VRs 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) after acquisition	Nil	Nil	Nil
d)	Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	During the continuance of an 'Event of Default' as defined under the Facility Agreement, a non-disposal Agreement, a non-disposal undertaking, and at all times, a negative lien by Sion Investment Holdings Pte. Ltd. over 9,70,74,069 equity shares carrying voting rights of the TC	During the continuance of an 'Event of Default' as defined under the Facility Agreement, a non-disposal undertaking, and at all times, a negative lien by Sion Investment Holdings Pte. Ltd. over 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	During the continuance of an 'Event of Default' as defined under the Facility Agreement, a non-disposal undertaking, and at all times, a negative lien by Sion Investment Holdings Pte. Ltd. over 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 Please refer to the Note below

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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.)	During the continuance of an 'Event of Default' as defined under the Facility Agreement, a non-disposal undertakings, and at all times, a negative lien by Sion Investment Holdings Pte. Ltd. over 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.	15 February 2022		

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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.
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 ("**Target Shares**"). Sion Investment Holdings Pte Ltd is classified as a promoter of the Target Company.
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**"). As a condition precedent to availing of the financing, under the terms of the Facility Agreement the Borrower is required to procure the creation of a charge over 100% of the shares of the Borrower held by Baring Private Equity Asia VI Holdings Pte. Limited (incorporated in Singapore) in favour of Madison Pacific Trust Limited acting as the security agent (the "**Security Agent**") for the Lenders under the Facility Agreement (the "**Barings Share Charge**"). The Barings Share Charge will come into effect upon release of the existing encumbrances created over the shares of the Borrower.
3. 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

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