



## R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579  
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]  
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India – 201 307

Phones: +91-120-4303500  
Fax: +91-120-4082699

Email : [rsil@rsystems.com](mailto:rsil@rsystems.com)  
[www.rsystems.com](http://www.rsystems.com)

Regd. Off.: GF-1-A, 6, Devika Tower,  
Nehru Place, New Delhi- 110019

Ref: SECT/05/2023/03

Date: May 10, 2023

<b>To,</b> <b>National Stock Exchange of India Ltd.</b> Exchange Plaza Plot No. C/1, G Block Bandra – Kurla Complex Bandra (E), Mumbai – 400 051 Fax No.: 2659 8237-38 <b>Ref: NSE Symbol – RSYSTEMS</b>	<b>To,</b> <b>BSE Limited</b> Corporate Relationship Dept. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001. Fax No. 2272 2037/2039/ 2041/ 20 61 <b>Ref: Company Code No. 532735</b>
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Dear Sir/ Madam,

**Sub: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Change in composition of the Board**

In continuation to our letter dated May 05, 2023 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we would like to inform you that the Board of Directors in their meeting held on May 10, 2023 commenced at 06:10 P.M. and concluded at 7:40 P.M. has inter-alia transacted the following businesses:

1. Take on record the completion of acquisition of shares by BCP Asia II Topco II Pte. Ltd. (“Acquirer”) from the existing promoter and members of the promoter group (“Sellers”).
2. Approve the appointment of Mr. Amit Dalmia (DIN: 05313886), Mr. Mukesh Mehta (DIN: 08319159) and Mr. Animesh Agrawal (DIN: 08538625), as Non-Executive Directors of the Company with effect from May 10, 2023.
3. Take on record the resignation of Dr. Satinder Singh Rekhi from the position of Managing Director & Chief Executive Officer of the Company with effect from May 10, 2023 (close of business hours).
4. Take on record the resignation of Lt. Gen. Baldev Singh (Retd.) and Mr. Avirag Jain from the position of Directors of the Company with effect from May 10, 2023 (close of business hours). However, both of them will continue to be in the employment of the Company.
5. Approved the Reconstitution of the Committee(s) of the Board of Directors.

The revised composition of the board of directors of the Company is as below:

Sl. No.	Name of Director	Designation
1	Mrs. Ruchica Gupta	Non-Executive Independent Director
2	Mr. Kapil Dhameja	Non-Executive Independent Director
3	Mr. Aditya Wadhwa	Non-Executive Independent Director



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4	Mr. Amit Dalmia	Additional Director	Non-Executive
5	Mr. Mukesh Mehta	Additional Director	Non-Executive
6	Mr. Animesh Agrawal	Additional Director	Non-Executive

The revised composition of the committee(s) of the board of directors of the Company is as below:

S. No.	Name of the member	Designation in the Committee
<b>Audit Committee</b>		
1	Mrs. Ruchica Gupta, Non-Executive & Independent Director	Chairperson
2	Mr. Kapil Dhameja, Non-Executive & Independent Director	Member
3	Mr. Amit Dalmia, Non-Executive Director	Member
<b>Stakeholders Relationship Committee</b>		
1	Mr. Amit Dalmia, Non-Executive Director	Chairperson
2	Mr. Kapil Dhameja, Non-Executive & Independent Director	Member
3	Mr. Animesh Agrawal, Non-Executive Director	Member
<b>Nomination, Remuneration &amp; Compensation Committee</b>		
1	Mrs. Ruchica Gupta, Non-Executive & Independent Director	Chairperson
2	Mr. Kapil Dhameja, Non-Executive & Independent Director	Member
3	Mr. Mukesh Mehta, Non-Executive Director	Member
<b>Corporate Social Responsibility Committee</b>		
1	Mr. Amit Dalmia, Non-Executive Director	Chairman
2	Mr. Kapil Dhameja, Non-Executive & Independent Director	Member
3	Mr. Animesh Agrawal, Non-Executive Director	Member
<b>Risk Management Committee</b>		
1	Mr. Amit Dalmia, Non-Executive Director	Chairman
2	Mr. Kapil Dhameja, Non-Executive & Independent Director	Member
3	Mr. Animesh Agrawal, Non-Executive Director	Member



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The brief details of the newly appointed Directors is enclosed as Annexure-A.

We request you to take the above on record.

Yours faithfully,

**For R Systems International Limited**

**(Company Secretary and Compliance Officer)**



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### Annexure-A

#### (i) Mr. Amit Dalmia

S. No.	Particulars	Details of change
1.	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	Appointment as Additional Non-Executive Director
2.	Date of appointment/ <del>cessation</del> (as applicable) & term of appointment	May 10, 2023
3.	Brief profile and nature of expertise in functional areas (in case of appointment)	<p>Amit Dalmia is Asia Head Portfolio Operations and Senior Managing Director in the Corporate Private Equity group of Blackstone.</p> <p>Mr. Dalmia has over 25 years of experience in leading businesses and creating value across multiple companies in diverse sectors. As part of Blackstone Private Equity (BX) leadership team in Asia, Amit is responsible for shaping Blackstone’s business strategy, fund-raise, execution of new investments, and steering strategic and operational improvements across portfolio companies to enhance business performance and effect business turnarounds. With the strong returns to our Limited Partners, BX India has been the best performing geography within the firm globally and one of the best-performing private equity firms in India.</p> <p>Mr. Dalmia received a B.Com. (Hons.) from St. Xavier’s College from the University of Kolkata, India. He is a Chartered Accountant (CA), Company Secretary (CS) and Cost Accountant (ICWA) and a three-time gold medalist for securing first-ranks in the country. He has undergone management training program with the Indian Institute of Management, Ahmedabad. Outside of work, he is a fitness enthusiast and has participated in Comrades (87 km uphill run in South Africa), multiple marathons and ultra-marathons.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Amit Dalmia, Mr. Mukesh Mehta and Mr. Animesh Agrawal are associated with Blackstone Group.



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		Apart from above, no director is related to other director.
5.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	<p>Currently, Mr. Amit Dalmia is Director in Mphasis Limited, a BSE and NSE listed entity.</p> <p>He holds the membership in following Committees of the board:</p> <ol style="list-style-type: none"><li>1. Audit Committee (Member);</li><li>2. ESOP Compensation Committee (Member);</li><li>3. Corporate Social Responsibility Committee (Member);</li><li>4. Treasury and Operations Committee (Member);</li><li>5. Stakeholders Relationship Committee (Member); and</li><li>6. Share Transfer Committee.</li></ol> <p>Apart from Mphasis Limited, Mr. Dalmia was also a director in S H Kelkar and Company Limited in the past last 3 years.</p>



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### (ii) Mr. Mukesh Mehta

S. No.	Particulars	Details
1.	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	Appointment as Additional Non-Executive Director
2.	Date of appointment/ <del>cessation</del> (as applicable) & term of appointment	May 10, 2023
3.	Brief profile and nature of expertise in functional areas (in case of appointment)	<p>Mr. Mukesh Mehta is a Senior Managing Director in the Private Equity Group of Blackstone Advisors India Private Limited (“Blackstone”) and is based in Mumbai. At Blackstone, he is involved in several transactions including acquisition of VFS Global, Busybees Logistics Solutions, Simplilearn Solutions, Piramal Glass Division, Aadhar Housing Finance and TaskUS.</p> <p>Before joining Blackstone, Mr. Mehta worked as an Associate Director with The Carlyle Group in their Private Equity division. Prior to Carlyle, he worked in the Investment Banking Division at Citigroup and the Assurance &amp; Business Advisory Group at Price Water House Coopers.</p> <p>Mr. Mehta is a Chartered Accountant, with a Master’s Degree in Commerce from Mumbai University. He has also completed CFA (AIMR-USA).</p>
4.	Disclosure of relationships between directors (in case of appointment of a director)	<p>Mr. Amit Dalmia, Mr. Mukesh Mehta and Mr. Animesh Agrawal are associated with Blackstone Group.</p> <p>Apart from above, no director is related to other director.</p>
5.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil



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### (iii) Mr. Animesh Agrawal

S. No.	Particulars	Details of change
1.	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	Appointment as Additional Non-Executive Director
2.	Date of appointment/ <del>cessation</del> (as applicable) & term of appointment	May 10, 2023
3.	Brief profile and nature of expertise in functional areas (in case of appointment)	Mr. Animesh Agrawal is a Principal in Blackstone's Private Equity Group. Since joining Blackstone in 2014, he has been involved in several of Blackstone's investments in India and South Asia, in the technology-enabled services and consumer derivative sectors. He currently serves as a Director of EPL Limited and PGP Glass. Previously, Mr. Animesh worked as a management consultant with McKinsey & Company. Mr. Animesh has received a Bachelor in Mechanical Engineering from Indian Institute of Technology Delhi. He holds an M.B.A. from the Stanford Graduate School of Business, where he was named a Siebel Scholar and an Arjay Miller Scholar.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Amit Dalmia, Mr. Mukesh Mehta and Mr. Animesh Agrawal are associated with Blackstone Group.  Apart from above, no director is related to other director.
5.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Mr. Animesh Agrawal is holding Directorship in EPL Limited, a BSE and NSE listed entity. He holds the membership in following Committees of the board of EPL Limited: <ol style="list-style-type: none"> <li>1. Stakeholder Relationship Committee (Chairman);</li> <li>2. Security Committee (Chairman);</li> <li>3. Audit Committee (Member);</li> <li>4. Corporate Social Responsibility Committee (Member); and</li> <li>5. Risk Management Committee (Member)</li> </ol> Apart from above, Mr. Animesh Agrawal does not held Directorship in the past in any other listed Company.