



Investment Banking

November 16, 2022

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Re: Public Announcement to all the public shareholders of R Systems International Limited ("Target Company") with respect to the proposed offer ("Offer") for acquisition of up to 5,71,73,476 fully paid-up equity shares of face value of INR 1 (Indian Rupee One only) each representing 48.33% of the Voting Share Capital from all the public shareholders of the Target Company

Dear Sirs,

With respect to the captioned subject, an Offer is being made for acquisition of up to 5,71,73,476 fully paid-up equity shares of face value of INR 1 (Indian Rupee One only) each ("**Equity Shares**") representing 48.33% of the Voting Share Capital of Target Company from all the Public Shareholders of the Target Company at an Offer Price of INR 246/- (Indian Rupees Two Hundred Forty Six only) by BCP Asia II Topco II Pte. Ltd. ("**Acquirer**") along with Blackstone Capital Partners Asia II L.P. ("**PAC**"). Further, pursuant to this Offer and in accordance with Regulation 5A(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**"), the Acquirer and PAC expresses their intention in the Public Announcement to delist the Target Company in accordance with Regulation 5A of the SEBI (SAST) Regulations and the applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**SEBI Delisting Regulations**").

The Offer is being made to all the public shareholders in accordance with regulations 3(1), 4 and 5A of the SEBI (SAST) Regulations pursuant to the substantial acquisition of shares, voting rights and control over the Target Company by Acquirer in accordance with and subject to the terms of the share purchase agreement ("**SPA**") entered by Acquirer with the Sellers on November 16, 2022.

Accordingly, in terms of regulation 13 read along with regulation 14 of the SEBI (SAST) Regulations, we, Kotak Mahindra Capital Company Limited, are hereby submitting a copy of the public announcement dated November 16, 2022 ("**Public Announcement**").

The Public Announcement is also deemed to be an initial public announcement under the SEBI Delisting Regulations.

We request you to kindly disseminate the Public Announcement on your website.

All capitalized terms used but not defined here shall have the meanings ascribed to the same in the Public Announcement.

Yours Sincerely,

For **Kotak Mahindra Capital Company Limited**

Amit Joshi
Encl.: As above

Kotak Mahindra Capital Company Limited

CIN 67120MH1995PLC134050

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