

# R SYSTEMS INTERNATIONAL LIMITED

(CIN: L74899DL1993PLC053579)

Registered Office: GF-1-A, 6, Devika Tower, Nehru Place, New Delhi-110019, India.

Tel: +91-120-4303500; Email: rsil@rsystems.com; Website: www.rsystems.com

Offer for acquisition of up to 5,71,73,476 (Five Crore Seventy One Lakh Seventy Three Thousand Four Hundred Seventy Six) fully paid-up equity shares of face value of INR 1 (Indian Rupee one) each ("Equity Share") representing 48.33% (Forty Eight decimal Three Three percent) of the Voting Share Capital of R Systems International Limited ("Target Company"), from all the Public Shareholders of the Target Company by BCP Asia II Topco II Pte. Ltd. ("Acquirer") along with Blackstone Capital Partners Asia II L.P. ("PAC") ("Offer").

This post offer advertisement ("Post Offer Advertisement") is being issued by Kotak Mahindra Capital Company Limited, the manager to the Offer ("Manager" or "Manager to the Offer"), for and on behalf of the Acquirer along with PAC, in connection with the Offer made by the Acquirer along with the PAC, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations") and applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("SEBI Delisting Regulations"). This Post Offer Advertisement is in continuation to and should be read in conjunction with (a) the Public Announcement dated November 16, 2022 ("PA"); (b) the Detailed Public Statement that was published in all editions of 'Financial Express' (English), 'Jansatta' (Hindi) and the Mumbai edition of 'Navshakti' (Marathi) on November 23, 2022 ("DPS"); (c) the Corrigendum to the PA, DPS and the draft letter of offer which was published in the same newspapers as the DPS on March 22, 2023 ("Corrigendum"); (d) the letter offer dated April 10, 2023 ("LOF"); (e) pre-offer advertisement and corrigendum to the detailed public statement published in the same newspapers as the DPS on April 20, 2023 ("Pre-Offer Advertisement and Corrigendum"); and (f) public announcement that was published in the same newspapers as the DPS on May 10, 2023 ("Offer Status Public Announcement").

Capitalised terms used but not defined in this Post Offer Advertisement shall have the meaning assigned to such terms in the LOF and Offer Status Public Announcement

- Name of the Target Company:** R Systems International Limited
- Name of the Acquirer and PAC:** BCP Asia II Topco II Pte. Ltd. (Acquirer) along with Blackstone Capital Partners Asia II L.P. (PAC)
- Name of the Manager to the Offer:** Kotak Mahindra Capital Company Limited
- Name of the Registrar to the Offer:** Link Intime India Private Limited
- Offer Details:**
  - Date of Opening of the Tendering Period:** Friday, April 21, 2023
  - Date of Closure of the Tendering Period:** Monday, May 08, 2023
  - Date of Opening of the Withdrawal Window:** Thursday, May 11, 2023
  - Date of Closure of the Withdrawal Window:** Wednesday, May 17, 2023
- Date of Payment of Consideration:** May 22, 2023
- Details of Acquisition:**

S.No.	Particulars	Proposed in LOF <sup>(1)</sup>		Actuals <sup>(1)</sup>	
7.1	Offer Price	INR 262/- (Offer Price for delisting offer) INR 245/- (Base Price for Open Offer)		INR 245/- (as the delisting offer was unsuccessful)	
7.2	Aggregate number of Equity Shares tendered in the Offer	5,71,73,476 <sup>(2)</sup>		3,03,045 <sup>(3)</sup>	
7.3	Aggregate number of Equity Shares accepted in the Offer	5,71,73,476 <sup>(2)</sup>		3,03,036 <sup>(4)</sup>	
7.4	Size of the Offer (Number of Equity Shares multiplied by Base Price per Equity Share)	INR 1497,94,50,712/- <sup>(2)</sup>		INR 7,42,43,820/-	
7.5	Shareholding of the Acquirer and PAC before Agreements / Public Announcement • Number • % of Voting Share Capital	Nil (0.00%)		Nil (0.00%)	
7.6	Equity Shares Acquired by way of Agreements • Number • % of Voting Share Capital	6,11,29,969 (51.67%)		6,11,29,969 (51.67%)	
7.7	Equity Shares acquired by way of Open Offer • Number • % of Voting Equity Share Capital	5,71,73,476 <sup>(2)</sup> (48.33%)		3,03,036 (0.26%)	
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the Voting Share Capital	Nil <sup>(5)</sup> (0.00%)		Nil <sup>(5)</sup> (0.00%)	
7.9	Post offer shareholding of Acquirer and the PAC • Number • % of Voting Share Capital	11,83,03,445 <sup>(2)</sup> (100.00%)		6,14,33,005 (51.93%)	
7.10	Pre & Post offer shareholding of the Public • Number • % of Voting Share Capital	<b>Pre-Offer</b> 5,71,73,476 (48.33%)	<b>Post-Offer</b> Nil <sup>(2)</sup> (0.00%)	<b>Pre-Offer</b> 5,71,73,476 (48.33%)	<b>Post-Offer</b> 5,68,70,440 (48.07%)

**Notes:**

- Unless stated otherwise, all percentages have been calculated basis the Voting Share Capital.
- Assuming full acceptance in the Offer.
- The balance Equity Shares tendered in the Offer after the withdrawal by the Public Shareholders during the Withdrawal Window in accordance with Regulation 5A(5) of the Takeover Regulations.
- Out of the 3,03,045 Equity Shares tendered in the Offer, 9 Equity Shares were not accepted due to technical rejection.
- Excluding Equity Shares purchased under the underlying Share Purchase Agreement, as mentioned in point 7.6.

**8. Other information**

- The Acquirer (and its directors) along with PAC severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for compliance with the applicable obligations under the Takeover Regulations and the SEBI Delisting Regulations.
- A copy of this Post Offer Advertisement is expected to be available on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the registered office of the Target Company.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p><b>kotak</b><sup>®</sup> Investment Banking</p> <p><b>Kotak Mahindra Capital Company Limited</b> 27BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051</p> <p><b>Contact Person:</b> Mr. Ganesh Rane <b>Phone:</b> +91 22 4336 0128 <b>Fax:</b> +91 22 6713 2447 <b>Email:</b> rsystemsoffer@kotak.com <b>SEBI Registration Number:</b> INM000008704 <b>Validity Period:</b> Permanent Registration</p>	 <p><b>Link Intime India Private Limited</b> <b>CIN:</b> U67190MH1999PTC118368 <b>Address:</b> C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083</p> <p><b>Tel:</b> +91 810 811 4949 <b>Fax:</b> +91 (22) 4918 6195 <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Contact Person:</b> Mr. Sumeet Deshpande <b>Email ID:</b> <a href="mailto:rsystems.offer@linkintime.co.in">rsystems.offer@linkintime.co.in</a> <b>Investor grievance email ID:</b> <a href="mailto:rsystems.offer@linkintime.co.in">rsystems.offer@linkintime.co.in</a></p>

For and on behalf of the Acquirer  
Sd/-

For and on behalf of the PAC  
Sd/-

Authorized Signatory

Authorized Signatory

Date: May 26, 2023

Place: Singapore / New York