



## 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

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Email : [rsil@rsystems.com](mailto:rsil@rsystems.com)  
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Regd. Off.: GF-1-A, 6, Devika Tower,  
Nehru Place, New Delhi- 110019

REF: SECT/04/2023/01

DATE: APRIL 05, 2023

To

**National Stock Exchange of India Ltd.**

Exchange Plaza, Plot No. C/1, G Block  
Bandra – Kurla Complex  
Bandra (E), Mumbai – 400 051  
Fax No.: 2659 8237-38

**NSE Symbol – RSYSTEMS**

**BSE Limited**

Corporate Relationship Dept.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001.  
Fax No. 2272 2037/2039/ 2041/ 20 61

**Company Code No. 532735**

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 CONTROL**

We would like to inform you that pursuant to the Share Purchase Agreement dated November 16, 2022, as amended on March 21, 2023, executed amongst BCP Asia II Topco II Pte. Ltd. (“**Acquirer**”) and the existing promoter and members of the promoter group (“**Sellers**”) of R Systems International Limited, (“**Share Purchase Agreement**”), the Acquirer has acquired control of R Systems International Limited (the “**Company**”) on and from April 5, 2023 in accordance with Regulation 22 and other applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and has consequently become the ‘promoter’ of the Company, as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Company has received a letter from the Sellers and the Acquirer informing the Company about this change of control.

On and from April 5, 2023 and pursuant to the terms of the Share Purchase Agreement:

- (a) The Sellers are obliged to vote all their shares held in the Company, as directed by the Acquirer;
- (b) The Acquirer has the right, and the Sellers are required to use all rights, powers, and facilities available to them to ensure that the Acquirer has the right, to direct the appointment or removal of any key employee of the Company and any group company(ies) of the Company;
- (c) The Acquirer has right, and the Sellers are required to use all rights, powers, and facilities available to them to ensure that the Acquirer has the right, to direct the appointment or removal of any person as a director of the Company and all group company(ies) of the Company; and
- (d) The Acquirer’s consent will be required for approval or amendment of any business plan / budget by the Company and any group company(ies) of the Company.

We request you to take the above on record.

Yours faithfully,

**For R Systems International Limited**

**Bhasker Dubey**  
**(Company Secretary and Compliance Officer)**