



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identification Number: L74899DL1993PLC053579
Registered Office : GF-1-A, 6, Devika Tower, Nehru Place, New Delhi- 110019
Tel: +91 (120) 430-3500; Website : www.rsystems.com

Recommendations of the Committee of Independent Directors ("**IDC**") formed by the Board of R Systems International Limited ("**Company**") under Regulation 26(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**") and Regulation 28 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("**SEBI Delisting Regulations**") in relation to the delisting cum open offer ("**Composite Offer**") to the Public Shareholders of the Company made by BCP Asia II Topco II Pte. Ltd. ("**Acquirer**") along with Blackstone Capital Partners Asia II L.P. ("**PAC**").

1.	Date	April 13, 2023
2.	Name of the Target Company (TC)	R Systems International Limited
3.	Details of the Offer pertaining to TC	<p>Composite Offer is being made by the Acquirer and PAC to the Public Shareholders of the Company to acquire up to 5,71,73,476 (Five Crore Seventy One Lakh Seventy Three Thousand Four Hundred Seventy Six) Equity Shares of the Company, representing up to 48.33% (Forty Eight decimal three three percent) of the Voting Share Capital ("Offer Shares") at the price of INR 262/- (Indian Rupees Two Hundred Sixty Two only) per Offer Share ("Offer Price"), subject to the terms and conditions mentioned in the Public Announcement, the Detailed Public Statement, the Corrigendum and the Letter of Offer in accordance with Regulations 3(1), 4 and 5A and other applicable provisions of the SEBI (SAST) Regulations and the SEBI Delisting Regulations. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer will be INR 14,97,94,50,712/- (Indian Rupees One Thousand Four Hundred and Ninety Seven Crore Ninety Four Lakh Fifty Thousand Seven Hundred Twelve only) ("Composite Offer Consideration").</p> <p>The Composite Offer is a fixed price delisting offer at INR 262/- (Indian Rupees Two Hundred Sixty Two only) per Equity Share. The Offer is made in accordance with Regulation 5A of the SEBI (SAST) Regulations and therefore, the delisting price will not be determined by the reverse book building process as per the SEBI Delisting Regulations.</p> <p>If the delisting offer is not successful, the Acquirer and PAC shall provide a withdrawal window in accordance with the Regulation 5A(5) of the SEBI (SAST) Regulations and then complete the open offer by acquiring up to 3,07,58,896 (Three Crore Seven Lakh Fifty Eight Thousand Eight Hundred Ninety Six) Equity Shares representing 26.00% (Twenty Six percent) of the voting share capital of the Company at the Base Price of INR 245/- (Indian Rupees Two Hundred Forty Five only) per Equity Share in accordance with Regulation 7(1) and other applicable provisions of the SEBI (SAST) Regulations.</p> <p>Public Announcement dated November 16, 2022 ("PA"), Detailed Public Statement dated November 22, 2022 ("DPS"), the Draft Letter of Offer dated November 30, 2022 ("DLOF"), the Corrigendum to the PA, DPS and DLOF dated March 21, 2023 ("Corrigendum") and Letter of Offer dated April 10, 2023 ("LOF") have been issued by Kotak Mahindra Capital Company Limited, the Manager to the Composite Offer on behalf of the Acquirer and the PAC.</p>
4.	Name(s) of the acquirer and PAC with the acquirer	Acquirer: BCP Asia II Topco II Pte. Ltd. PAC: Blackstone Capital Partners Asia II L.P.
5.	Name of the Manager to the offer	Kotak Mahindra Capital Company Limited 27BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 4336 0128, Fax: +91 22 6713 2447 Email: rsystemsoffer@kotak.com Contact person: Mr. Ganesh Rane SEBI Registration Number: INM000008704
6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Mrs. Ruchica Gupta - Chairperson and Member; Mr. Kapil Dhameja - Member; and Mr. Aditya Wadhwa - Member
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	<p>All the members of the IDC are Independent and Non-Executive Directors of the Company. None of the Non-Executive Independent Director of the Company holds equity share in the Company. None of the members of the IDC have any contract / relationship with the Company except as mentioned below:</p> <ol style="list-style-type: none"> Mrs. Ruchica Gupta is a Non-Executive Independent Director of the Company. She is the Chairperson of the Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Compensation Committee. She is also a member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Mr. Kapil Dhameja is a Non-Executive Independent Director of the Company. He is the Chairman of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee. He is also a member of the Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Compensation Committee. Mr. Aditya Wadhwa is a Non-Executive Independent Director of the Company. He is the member of Audit Committee, Nomination & Remuneration Committee and Compensation Committee. <p>Apart from the sitting fees paid for attending the Board and Committee(s) meeting, the Company has no other pecuniary relationship with any of its Non-Executive Independent Director.</p>
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC members have traded in the equity shares of the Company.
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the members of the IDC is a Director of the Acquirer or the PAC. The members of the IDC neither have any contracts or relationship with the Acquirer nor the PAC nor hold any equity shares or other securities of the Acquirer or the PAC.
10.	Trading in the Equity shares/other securities of the acquirer by IDC Members	None of the IDC Members have traded in equity shares / other securities of the Acquirer or the PAC during: <ol style="list-style-type: none"> the period of 12 months preceding the PA; or the period from the PA till the date of this recommendation.
11.	Recommendation on the Open offer Composite Offer, as to whether the offer is fair and reasonable	<p>After reviewing following documents:</p> <ol style="list-style-type: none"> Public Announcement dated November 16, 2022; Floor Pricing Certificate issued by M/s. S.V. Shah & Associates dated November 16, 2022; Detailed Public Statement dated November 22, 2022; Due Diligence Report issued by M/s. PI & Associates dated November 25, 2022; Outcome of Meeting of Board of Directors of the Company held on November 25, 2022; Draft Letter of Offer dated November 30, 2022; Postal Ballot Notice dated November 25, 2022 and Scrutinizer's Report dated January 02, 2023. Corrigendum to the PA, DPS and DLOF dated March 21, 2023; Letter of Offer dated April 10, 2023; <p>(Collectively referred as "Offer Documents")</p> <p>the IDC is of the opinion that the Composite Offer made to the public shareholders of the Company for the Offer Price of INR 262/- (Indian Rupees Two Hundred Sixty Two only) per Equity Shares and the Base Price of INR 245/- (Indian Rupees Two Hundred Forty Five only):</p> <ol style="list-style-type: none"> is in the interest of the Public Shareholders as it will provide all the Public Shareholders an opportunity to exit from the Company and providing immediate liquidity; is in accordance with applicable provisions of the SEBI (SAST) Regulations; is in accordance with applicable provisions of the SEBI Delisting Regulations; and appears to be fair and reasonable.
12.	Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	<p>Based on the review of the Offer Documents, the members of the IDC have considered the following reasons for making recommendations in paragraph 11 above:</p> <ol style="list-style-type: none"> The Offer Price of Rs. 262/- represents premium of 12.25% (Twelve decimal Two Five percent) and the Base Price of INR 245/- per Equity Share represent premium of 4.97% to the average of the closing price of the Equity Shares on NSE during the 6 (six) months period preceding the date of the Public Announcement; The Composite Offer is in the interest of the Public Shareholders as it will provide all the Public Shareholders an opportunity to exit from the Company and providing immediate liquidity; and In the event that the total shares validly tendered and accepted in the Offer are less than 38.33% of the Voting Share Capital and the delisting offer fails than the Public Shareholders of the Target Company shall have a right to withdraw any Equity Shares (including all the Equity Shares) tendered under the Offer within 5 Working Days from the date of announcement of failure of the Delisting Offer and the Acquirer and PAC shall complete the Open Offer by acquiring up to 26.00% of the Voting Share Capital of the Target Company at the Base Price of INR 245/- per Equity Share. <p>After reviewing the Offer Documents referred in paragraph 11 above, the IDC believe that the Composite Offer is in accordance with SEBI (SAST) Regulations, SEBI Delisting Regulations and to that extent, is fair and reasonable. The detailed reasoned recommendation is also available on the website of the Company i.e. www.rsystems.com. However, the shareholders should independently evaluate the offer, market performance of the Company's script and take informed decision.</p>
13.	Disclosure of the voting pattern	All 3 members of the IDC were present in the meeting and the recommendations were unanimously approved by the IDC members.
14.	Details of Independent Advisors, if any.	IDC has not appointed any Independent Advisor(s).
15.	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise and includes all the information required to be disclosed by the Company under the SEBI (SAST) Regulations and the SEBI Delisting Regulations.

Sd/-

Ruchica Gupta

Chairperson of Committee of Independent Directors

Place: New Delhi

Date: April 13, 2023