

Name of the Listed Entity :		<b>R SYSTEMS INTERNATIONAL LIMITED</b>	
Scrip Code/ Name of the Scrip :		NSE	RSYSTEMS
		BSE	532735
Class of Security :		Equity Shares of Re. 1 /- each	
Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)		Reg. 31(1)(b)	
a. If under 31(1)(b) then indicate the report for date		<b>September 30, 2023</b>	
b. If under 31(1)(c) then indicate date of allotment/extinguishment		N/A	
<b>DECLARATION</b>			
<b>Sr. No.</b>	<b>Particular</b>	<b>Yes</b>	<b>No</b>
1	Whether the Listed Entity has issued any partly paid up shares?	-	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	-	No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	-	No
4	Whether the Listed Entity has any shares in locked-in?	-	No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	-	No <sup>Refer note 1</sup>
<p><i>Note-1:</i> BCP Asia II Holdco II Pte. Ltd. (Parent) and BCP Asia II Topco II Pte. Ltd. (the Promoter) have agreed to certain covenants in the nature of encumbrance in the facility agreement dated February 15, 2023 (Facility Agreement), in relation to an offshore facility availed by Promoter for inter alia financing consideration payable for acquisition of shares of R Systems International Limited (Company) by Promoter. Further, pursuant to the Facility Agreement, the Parent has created a pledge in favour of DB International Trust (Singapore) Limited (being the Security Agent) on its entire shareholding in the Promoter. It is further clarified that the Promoter has not created any pledge on the equity shares of the Company. The disclosure in terms of Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 was made on May 19, 2023 and May 30, 2023.</p>			

**Table I - Summary Statement holding of specified securities**

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered (refer note 1)		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class : Equity	Class : None	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	10	6,14,33,005	-	-	6,14,33,005	51.93	6,14,33,005	-	6,14,33,005	51.93	-	51.93	-	-	-	-	6,14,33,005
(B)	Public	28,583	5,68,70,440	-	-	5,68,70,440	48.07	5,68,70,440	-	5,68,70,440	48.07	-	48.07	-	-	-	N.A.	5,66,54,169
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	-
(C2)	Shares Held By Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	-
	<b>Total</b>	<b>28,593</b>	<b>11,83,03,445</b>	<b>-</b>	<b>-</b>	<b>11,83,03,445</b>	<b>100.00</b>	<b>11,83,03,445</b>	<b>-</b>	<b>11,83,03,445</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,80,87,174</b>
Note 1	BCP Asia II Holdco II Pte. Ltd. (Parent) and BCP Asia II Topco II Pte. Ltd. (the Promoter) have agreed to certain covenants in the nature of encumbrance in the facility agreement dated February 15, 2023 (Facility Agreement), in relation to an offshore facility availed by Promoter for inter alia financing consideration payable for acquisition of shares of R Systems International Limited (Company) by Promoter. Further, pursuant to the Facility Agreement, the Parent has created a pledge in favour of DB International Trust (Singapore) Limited (being the Security Agent) on its entire shareholding in the Promoter. It is further clarified that the Promoter has not created any pledge on the equity shares of the Company. The disclosure in terms of Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 was made on May 19, 2023 and May 30, 2023.																	
Note 2	The Significant Beneficial Owner (SBO) identified has redacted the passport details and has provided the following in the SBO declaration furnished to the Company pursuant to the Companies Act, 2013: Please note that the passport number of the SBO has been redacted from the form as it is sensitive personal information. In case the statutory authorities requires the passport number of the SBO in future, the passport number will be provided by SBO.																	

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered <sup>refer note 1</sup>		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of Total voting rights			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class : Equity	Class: None	Total								
(I)	(II)	(IV)	(V)	(VI)	(VII)	(VIII)= (V)+(VI)+(VII)	(IX) As a %	(X)				(XI)	(XII)= (VIII)+(XI) As a %	(XIII)		(XIV)		(XV)	
1	<b>Indian</b>																		
(a)	<b>Individuals / Hindu Undivided Family</b> <sup>refer note 2</sup>		3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Kuldeep Baldev Singh	Promoter Group	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Anita Behl	Promoter Group	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jagmohan Singh Walia	Promoter Group	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	<b>Central Government / State Government(s)</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	<b>Financial Institutions / Banks</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	<b>Any Other (Specify)</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Bodies Corporate</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A)(1)</b>		3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	<b>Foreign</b>																		
(a)	<b>Individuals (Non-Resident Individuals / Foreign Individuals)</b> <sup>refer note 2</sup>		5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sartaj Singh Rekhi	Promoter Group	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Ramneet Singh Rekhi	Promoter Group	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Satinder Singh Rekhi	Promoter	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Harpreet Rekhi	Promoter	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amrita Rekhi	Promoter Group	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	<b>Government</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	<b>Institutions</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	<b>Foreign Portfolio Investor</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	<b>Any Other-Foreign Boady Corporate</b> <sup>refer note 2</sup>		2	6,14,33,005	-	-	6,14,33,005	51.93	-	-	6,14,33,005	51.93	-	51.93	-	-	-	-	6,14,33,005
	BCP ASIA II TOPCO II PTE LTD	Promoter	1	6,14,33,005	-	-	6,14,33,005	51.93	6,14,33,005	-	6,14,33,005	51.93	-	51.93	-	-	-	-	6,14,33,005
	The Satinder and Harpreet Rekhi Family Trust (Trustee: Satinder Singh Rekhi & Harpreet Rekhi)	Promoter	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A)(2)</b>		2	6,14,33,005	-	-	6,14,33,005	51.93	-	-	6,14,33,005	51.93	-	51.93	-	-	-	-	6,14,33,005
	<b>Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)</b>		10	6,14,33,005	-	-	6,14,33,005	51.93	-	-	6,14,33,005	51.93	-	51.93	-	-	-	-	6,14,33,005

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. N.A.

**Note.1** BCP Asia II Holdco II Pte. Ltd. (Parent) and BCP Asia II Topco II Pte. Ltd. (the Promoter) have agreed to certain covenants in the nature of encumbrance in the facility agreement dated February 15, 2023 (Facility Agreement), in relation to an offshore facility availed by Promoter for inter alia financing consideration payable for acquisition of shares of R Systems International Limited (Company) by Promoter. Further, pursuant to the Facility Agreement, the Parent has created a pledge in favour of DB International Trust (Singapore) Limited (being the Security Agent) on its entire shareholding in the Promoter. It is further clarified that the Promoter has not created any pledge on the equity shares of the Company. The disclosure in terms of Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 was made on May 19, 2023 and May 30, 2023.

**Note 2** We have intimated to the Stock Exchanges vide our letter dated April 05, 2023 about the change in control of R Systems International Limited (Company) to BCP Asia II Topco II Pte. Ltd. (Acquirer). Further, as per our intimation dated May 10, 2023, it was informed to the Stock Exchanges that pursuant to the Share Purchase Agreement dated November 16, 2022, as amended on March 21, 2023 (Share Purchase Agreement), the Acquirer had acquired 61,129,969 Equity Shares, representing 51.67% of the paid up Share Capital of the Company from (i) Dr. Satinder Singh Rekhi, (ii) Mrs. Harpreet Rekhi, (iii) The Satinder and Harpreet Rekhi Family Trust, (iv) Mr. Sartaj Singh Rekhi, (v) Mr. Ramneet Singh Rekhi, (vi) Mr. Jagmohan Singh Walia, (vii) Mrs. Amrita Rekhi, (viii) Mrs. Kuldeep Baldev Singh and (ix) Mrs. Anita Behl (Outgoing Promoter & Promoter Group). Consequent to the change in control and completion of transfer of shares, the Acquirer had become the Promoter of the Company. In addition, the Acquirer had acquired 303,036 Equity Shares, from public shareholders, under the Composite Offer. The shareholding of the Acquirer post the acquisition under the SPA and Composite Offer is 61,433,005, representing 51.93% of the paid up share capital of the Company. On June 16, 2023, the Company had submitted an application to the Stock Exchanges, seeking approval for reclassification of Outgoing Promoter & Promoter Group as Public under Regulation 31A(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which is under process with the stock exchanges. Pursuant to acquisition of shares by Acquirer and the Letter of Offer dated April 10, 2023, the Acquirer has become the Promoter of the Company and the Outgoing Promoter and Promoter Group have ceased to be the Promoter of the Company.



**Table-III A - Details of the shareholders acting as persons in Concert (PAC) including their Shareholding (No. and %):**

<b>Sr. No.</b>	<b>Name of Shareholder</b>	<b>Name of Shareholder acting as PAC</b>	<b>No. of Shares of PAC</b>	<b>Percentage</b>
Nil				

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
									No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held(b)		
									Class eg: X	Class eg: y									Total
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)	
1	Custodian/DR Holder		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	<b>Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>NA</b>	<b>NA</b>	<b>0</b>

Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No.	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)					Date of Creation/ acquisition of significant beneficial interest (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN/ Passport No. in case of a foreign national	Nationality	Whether by virtue of:					
							Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	Chung Kwan Ting Geoffrey	-	United Kingdom	BCP Asia II Topco II Pte. Ltd	AAKCB5176H	Singapore	51.93	-	-	-	-	10-May-23

\* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows for the same SBO shall be inserted accordingly for each of the categories.

**Table VI - Statement showing foreign ownership limits**

	<b>Board approved limits</b>	<b>Limits utilized</b>
<b>As on shareholding date</b>	100%	53.18%
<b>As on the end of previous 1st quarter</b>	100%	53.19%
<b>As on the end of previous 2nd quarter</b>	100%	28.76%
<b>As on the end of previous 3rd quarter</b>	100%	29.30%
<b>As on the end of previous 4th quarter</b>	100%	29.33%

Notes :-

1) "Approved Limits (%)" means sectoral / statutory cap prescribed by Government / Regulatory Authorities.

2) Details of Foreign ownership means foreign ownership / investments as specified in Rule 2(s) of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, made under the Foreign Exchange Management Act, 1999.