

National Stock Exchange of India

Circular

Department: Capital Market Segment	
Download Ref No: NSE/CMTR/56380	Date: April 17, 2023
Circular Ref. No: 47/2023	

All Members

Takeover cum Delisting Offer for equity shares of R Systems International Limited

BCP Asia II Topco II Pte. Limited (Acquirer) along with Blackstone Capital Partners Asia II L.P. (PAC) have approached the Exchange for usage of web-based bidding platform for the upcoming takeover cum delisting offer for equity shares of R Systems International Limited. The offer shall be in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 and SEBI (Delisting of Equity Shares) Regulations, 2021 along with Tender Offer Scheme of Exchange as per NSE circular ref. no. NSE/CMTR/52776 dated June 29, 2022. The details of the live and mock session are as given below:

Live Bidding Details	
Issue Period	21-Apr-2023 to 08-May-2023 (Excluding 01-May-2023 and 05-May-2023)*
Bidding Time	9.15 a.m. to 3.30 p.m.
Custodial confirmation	9.15 a.m. to 3.30 p.m.
Custodial confirmation on Issue closure day	9.15 a.m. to 4.00 p.m.
Live URL for Members	https://eipo.nseindia.com
Security Parameters	Refer Annexure 1
Mock Bidding Details	
Issue Period	19-Apr-2023 to 20-Apr-2023
Bidding Time	10.00 a.m. to 5.00 p.m.
Custodial confirmation	10.00 a.m. to 5.00 p.m.
Mock URL for Members	https://uat-ipo.nseindia.com/eipo/bidux/login.jsp
Security Parameters	Refer Annexure 2

*Please note that the Tender offer window shall not be available on 01-May-2023 and 05-May-2023 on account of Maharashtra day and Buddha Pournima respectively.

All trading members of the capital market segment are eligible to participate in the Tender Offer Facility. Trading members already using the web-based IPO bidding platform can use their existing user ids for login into the 'Tender Offer Facility'.

For members who do not have access to the system, Exchange has enabled the admin terminal. Members will have to log in to the admin terminal and create branches and Users to participate in the bidding. The User id for login into the web-based IPO bidding platform would be Adminxxxxx (where xxxxx is the Member code).

In case the delisting offer is unsuccessful (on account of requisite number of shares not being validly tendered during the above-mentioned period) a withdrawal window will be provided to the shareholders who have tendered shares. The details of withdrawal window shall be informed via separate circular.

**For and on behalf of
National Stock Exchange of India Limited**

**Manjunath Gadiyar
Senior Manager**

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Annexure 1
Security parameters for Live

Security symbol	RSYSTEMS
Series	TO
Issue Period	21-Apr-2023 to 08-May-2023
Company Name	R Systems International Limited
Acquirer Name	BCP Asia II Topco II Pte. Limited (Acquirer) along with Blackstone Capital Partners Asia II L.P. (PAC)
Issue size	Upto 5,71,73,476 Equity Shares
Offer price	Rs. 262/-
Offer type	Takeover cum Delisting
Issue type	Fixed price
Face Value	Re. 1/-
Lot size	1 Equity shares
ISIN	INE411H01032
Merchant Banker	Kotak Mahindra Capital Company Limited
Registrar	Link Intime India Private Limited

Order modification (quantity) /cancellation shall not be permitted. In case the delisting offer is unsuccessful, a Withdrawal Window will be provided to the shareholders who have tendered shares and then Open Offer to acquire up to 3,07,58,896 shares of the Company (representing 26% stake) at a base price of Rs. 245/- per share will be completed. Shares which have been validly tendered in the above period of 21-Apr-2023 to 08-May-2023 but not been withdrawn during the withdrawal window shall be deemed to have been tendered in the Open Offer at base price of Rs. 245/-

Bidding categories

Sr. No	Investor Category	Status code
1	Foreign Institutional Investors	FII
2	Mutual Funds	MF
3	Insurance Company	IC
4	Banks & Financial Institutions	FI
5	Other QIBs	OTH
6	Bodies Corporate	CO
7	Individuals	IND
8	Other - Non Institutional Investors	NOH

Annexure 2**Security parameters for Mock**

For Members to get accustomed to the Takeover cum Delisting offer, the Exchange has provided mock bidding session followed by withdrawal window as per the below details. Only those bids entered during the below mentioned bidding period shall be allowed during the withdrawal window period.

Security symbol	MOCKRSYSTMS
Series	TO
Issue size	Upto 5,71,73,476 Equity Shares
Offer price	Rs. 262/-
Offer type	Takeover cum Delisting
Bidding Period	19-Apr-2023
Withdrawal Window Period	20-Apr-2023
Issue type	Fixed price
Face Value	Re. 1/-
Lot size	1 Equity share

Note - Early Pay in (EPI) details for clients on sample basis has been updated in the system. Members are requested to check the details under the Early Pay in tab before entering order in mock session.

Members are requested to participate actively during the mock session to avoid bidding related issues during the Live session.