

R SYSTEMS INTERNATIONAL LIMITED
Registered Office : B - 104A, Greater Kailash - I, New Delhi - 110 048
Statement of Standalone Audited Results for the Quarter Ended March 31, 2013

PART I		(Rs. in lakhs, except per share data)			
		Three Months Ended			Year Ended
		31.03.2013	31.12.2012	31.03.2012	31.12.2012
S.No.	Particulars	(Audited)	(Audited)	(Audited)	(Audited)
	(Refer notes below)				
1	Income from operations				
(a)	Income from operations	5,777.72	5,790.71	5,299.64	22,892.73
(b)	Other operating income	11.26	4.50	5.10	20.88
	Total income from operations	5,788.98	5,795.21	5,304.74	22,913.61
2	Expenses				
(a)	Employee benefits expense	3,994.27	3,928.77	3,653.45	15,031.11
(b)	Depreciation and amortisation expense	112.31	130.82	208.78	624.01
(c)	Traveling and conveyance	514.24	506.55	367.14	1,863.53
(d)	Communication costs	105.11	102.44	112.36	424.87
(e)	Legal and professional expenses (including subcontract expenses)	193.78	93.75	123.41	483.86
(f)	Provision for doubtful debts and advances (net)	136.15	(24.26)	209.13	106.77
(g)	Other expenses	372.40	414.39	185.26	1,680.78
	Total expenses	5,428.26	5,152.46	4,859.53	20,214.93
3	Profit from operations before other income, finance costs and exceptional items (1-2)	360.72	642.75	445.21	2,698.68
4	Other income	108.46	109.04	113.05	401.27
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	469.18	751.79	558.26	3,099.95
6	Finance costs	6.60	6.71	10.12	27.34
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	462.58	745.08	548.14	3,072.61
8	Exceptional items	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	462.58	745.08	548.14	3,072.61
10	Tax expense				
	Current tax	186.00	264.82	266.20	954.02
	MAT credit (refer note 9 below)	(123.21)	-	-	-
	Deferred tax charge / (credit)	(31.52)	(26.00)	(109.05)	65.82
	Total tax expense	31.27	238.82	157.15	1,019.84
11	Net profit from ordinary activities after tax (9-10)	431.31	506.26	390.99	2,052.77
12	Extraordinary items (net of tax expense)	-	-	-	-
13	Net profit for the period / year (11-12)	431.31	506.26	390.99	2,052.77
14	Paid - up equity share capital (Face value Rs. 10/- each) (refer note 7 below)	1,249.69	1,244.68	1,234.02	1,244.68
15	Reserves excluding Revaluation Reserves as at December 31, 2012	-	-	-	16,779.16
16.i	Earnings per share before extraordinary items (par value of Rs. 10/- each) (not annualised)				
(a)	Basic	3.44	4.05	3.17	16.50
(b)	Diluted	3.44	4.05	3.17	16.50
16.ii	Earnings per share after extraordinary items (par value of Rs. 10/- each) (not annualised)				
(a)	Basic	3.44	4.05	3.17	16.50
(b)	Diluted	3.44	4.05	3.17	16.50

See accompanying notes to the financial results.

PART II					
A	PARTICULARS OF SHAREHOLDING				
1	Public Shareholding				
	- Number of shares	6,129,112	6,146,127	6,273,125	6,146,127
	- Percentage of shareholding	48.76	49.09	50.53	49.09
2	Promoters and Promoter Group Shareholding				
(a)	Pledged / encumbered				
	- Number of shares	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total share capital of the Company)	Nil	Nil	Nil	Nil
(b)	Non-encumbered				
	- Number of shares	6,441,696	6,374,581	6,140,981	6,374,581
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the Company)	51.24	50.91	49.47	50.91

	Particulars	Three Months Ended
		31.03.2013
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	1
	Disposed off during the quarter	1
	Remaining unresolved at the end of the quarter	Nil

- Notes:**
- The results for the quarter ended March 31, 2013 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on April 27, 2013.
 - An audit has been completed by the Statutory Auditors for the quarter ended March 31, 2013, quarter ended March 31, 2012 and for the quarter and year ended December 31, 2012.
 - Figures for the quarter ended December 31, 2012 are audited and is also equivalent to the difference between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the financial year.
 - During the year ended December 31, 2011, the Company had acquired 100% shares of Computaris International Limited, UK (Computaris) on January 26, 2011 for a maximum consideration of GBP 9 million out of which GBP 4.25 million is the initial payout and balance is based on earn outs as well as fulfillment of certain condition by the erstwhile shareholders of Computaris over the next two years. As at December 31, 2011, the management assessed investment value at Rs 4,845.83 lakhs which represented consideration assessed as probable to be paid as on that date. As at December 31, 2012, the management has reassessed the investment value at Rs 4,390.22 lakhs basis the best estimates of final earn out amount payable to the erstwhile shareholders of Computaris. There is no change in management assessment as at March 31, 2013.
 - During the year ended December 31, 2010, the Board of Directors of the Company and R Systems NV, Belgium (wholly owned subsidiary of the Company) had approved the liquidation of R Systems NV, Belgium subject to the required statutory and corporate approvals in India and Belgium. As at March 31, 2013 the Company is in the process of obtaining relevant regulatory approvals.
 - During the year ended December 31, 2010, the Board of Directors had approved a scheme for corporate restructuring of its two subsidiaries based in Singapore viz ECnet Limited and R Systems (Singapore) Pte Limited involving conversion of loan by the Company to ECnet Limited into equity investment and thereafter amalgamation of both these subsidiaries. The loan by the Company to ECnet Limited was converted into equity investment in December 2011 and as at December 31, 2012, the Company was in process of applying for relevant corporate and regulatory approvals for the amalgamation of both the subsidiaries. The Board of Directors has further reassessed the synergies arising out of proposed amalgamation and approved modification of the scheme of corporate restructuring to convert the loans given by R Systems (Singapore) Pte. Limited to ECnet Limited amounting to Rs 1,214.59 lakhs (SGD 2.78 mn) into equity instead of merging both companies.
 - During the quarter ended March 31, 2013, the Company has issued 50,100 equity shares of Rs. 10 each at an exercise price of Rs. 120.70 per share, pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
 - The Board of Directors had recommended a final dividend of Rs. 7.50 per share for the year ended December 31, 2012, at its meeting held on February 09, 2013 subject to the approval of the shareholders at the forthcoming Annual General Meeting. This was in addition to a special interim dividend of Rs. 16/- per equity shares paid in June 2012, confirmation to which will be taken in forthcoming Annual General Meeting.
 - MAT Credit during the quarter ended March 31, 2013 includes credit amounting to Rs. 123.21 lakhs relating to prior periods.
 - Refer Annexure A for segment wise standalone revenue, results and capital employed.
 - Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period presentation.

S.R. Batliboi & Co. LLP, Gurgaon

Place: NOIDA
Date: April 27, 2013

CERTIFIED TRUE COPY for Identification

For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

For and on behalf of the Board,

Lt. Gen. Baldev Singh (Retd.)

[President & Senior Executive Director]

Page 3 of 18

R SYSTEMS INTERNATIONAL LIMITED
Segment Wise Standalone Revenue, Results and Capital Employed

(Rs. in lakhs)

S. No.	Particulars	Three Months Ended			Year Ended
		31.03.2013	31.12.2012	31.03.2012	31.12.2012
		(Audited)	(Audited)	(Audited)	(Audited)
1	Segment revenue				
	- Information technology services	5,079.99	4,993.19	4,554.30	19,904.51
	- Business process outsourcing services	697.73	797.52	745.34	2,988.22
	Income from operations	5,777.72	5,790.71	5,299.64	22,892.73
2	Segment results before tax and interest				
	- Information technology services	464.39	570.81	408.09	2,675.09
	- Business process outsourcing services	12.52	144.65	138.82	402.20
	Total	476.91	715.46	546.91	3,077.29
	(i) Interest expense	(1.65)	(1.61)	(1.61)	(6.81)
	(ii) Interest income	108.46	109.04	113.05	401.27
	(iii) Other unallocable expenses	(121.14)	(77.81)	(110.21)	(399.14)
	Profit before tax	462.58	745.08	548.14	3,072.61
3	Capital employed				
	- Information technology services	14,795.91	13,652.46	14,652.16	13,652.46
	- Business process outsourcing services	(1,529.68)	(1,538.38)	(1,784.48)	(1,538.38)
	- Unallocated corporate	5,249.39	5,909.76	6,772.20	5,909.76
	Total capital employed	18,515.62	18,023.84	19,639.88	18,023.84

S.R. Batliboi & Co. LLP, Gurgaon
for Identification

CERTIFIED TRUE COPY

For R SYSTEMS INTERNATIONAL LTD.


Company Secretary