

R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579

[CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company]

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www.rsystems.com

Regd.Off.: B-104A, Greater Kailash-I,
New Delhi - 110 048

KIND ATTN : MR. HARI K / MR. ANEESH KUMAR

REF: SECT/04/2014/35

APRIL 27, 2014

To,
The Managing Director,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra - (E),
Mumbai - 400 051

Dear Sir,

**SUB: CORPORATE DISCLOSURE UNDER LISTING AGREEMENT FOR BUSINESS APPROVED
AT THE BOARD MEETING**

This is with reference to the Listing Agreement entered into by R Systems International Limited. We wish to inform you as required in terms of Clause 41 and other applicable provisions of the Listing Agreement that the Board of Directors of R Systems International Limited at its meeting held on April 27, 2014 has inter alia approved the following:

1. Audited standalone financial results for the quarter ended March 31, 2014.
2. Unaudited consolidated financial results for the quarter ended March 31, 2014.

Please find attached herewith the following:

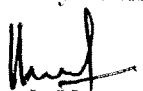
1. Audited standalone financial results for the quarter ended March 31, 2014 in the format prescribed under Clause 41 of Listing Agreement along with the report of the auditors thereon.
2. Unaudited consolidated financial results for the quarter ended March 31, 2014 in the format prescribed under Clause 41 of Listing Agreement along with the Limited Review Report of the auditors thereon.
3. Copy of the press release to be issued for declaration of the financial results for the quarter ended March 31, 2014.

This is for your information and record.

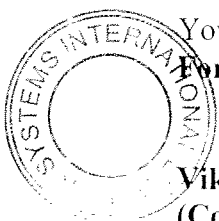
Thanking you.

Yours faithfully,

For R Systems International Limited


Vikash Kumar Tiwari

(Company Secretary & Compliance Officer)

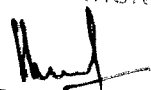


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R SYSTEMS INTERNATIONAL LIMITED					
Registered Office : B - 104A, Greater Kailash - I, New Delhi - 110 048					
Statement of Standalone Audited Results for the Quarter Ended March 31, 2014					
PART I		(Rs. in lakhs, except per share data)			
S.No.	Particulars	Three Months Ended			Year Ended
		31.03.2014	31.12.2013	31.03.2013	31.12.2013
	(Refer notes)	(Audited)	(Audited) Refer note 7	(Audited)	(Audited)
1	Income from operations				
(a)	Income from operations	6,907.35	7,368.80	5,777.72	26,980.34
(b)	Other operating income	135.26	8.35	11.26	31.82
	Total income from operations	7,042.61	7,377.15	5,788.98	27,012.16
2	Expenses				
(a)	Employee benefits expense	4,253.05	4,109.89	3,978.13	16,020.44
(b)	Depreciation and amortisation expense	155.36	124.63	112.31	478.08
(c)	Traveling and conveyance	566.54	529.63	524.84	2,170.73
(d)	Communication costs	127.61	134.09	115.93	506.54
(e)	Legal and professional expenses (including subcontract expenses)	128.74	141.28	193.78	558.52
(f)	Provision for doubtful debts and advances (net)	26.89	23.13	136.15	149.59
(g)	Other expenses	477.28	167.99	369.12	2,070.47
	Total expenses	5,735.47	5,230.64	5,428.26	21,954.37
3	Profit from operations before other income, finance costs and exceptional items (1-2)	1,307.14	2,146.51	360.72	5,057.79
4	Other income	109.52	95.67	108.46	385.05
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	1,416.66	2,242.18	469.18	5,442.84
6	Finance costs	8.51	8.69	6.60	27.97
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	1,408.15	2,233.49	462.58	5,414.87
8	Exceptional items	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	1,408.15	2,233.49	462.58	5,414.87
10	Tax expense				
	Current tax	302.87	755.61	186.00	1,908.74
	MAT credit (refer note 6)	-	-	(123.21)	(123.21)
	Deferred tax charge / (credit)	180.68	14.69	(31.52)	(25.88)
	Total tax expense	483.55	770.30	31.27	1,759.65
11	Net profit from ordinary activities after tax (9-10)	924.60	1,463.19	431.31	3,655.22
12	Extraordinary items (net of tax expense)	-	-	-	-
13	Net profit for the period / year (11-12)	924.60	1,463.19	431.31	3,655.22
14	Paid - up equity share capital (Face value Re. 1/- each) (refer note 4 and 5)	1,266.28	1,259.16	1,249.69	1,259.16
15	Reserves excluding Revaluation Reserves as at December 31, 2013				17,546.23
16.i	Earnings per share before extraordinary items and after considering sub-division (Face value of Re. 1/- each) (not annualised) (refer note 4)				
(a)	Basic	0.73	1.16	0.34	2.90
(b)	Diluted	0.73	1.16	0.34	2.90
16.ii	Earnings per share after extraordinary items and considering sub-division (Face value of Re. 1/- each) (not annualised) (refer note 4)				
(a)	Basic	0.73	1.16	0.34	2.90
(b)	Diluted	0.73	1.16	0.34	2.90
See accompanying notes to the financial results.					
PART II					
A	PARTICULARS OF SHAREHOLDING (refer note 4)				
1	Public Shareholding				
	- Number of shares (Face value Re. 1/- each)	63,006,905	62,237,620	61,291,120	62,237,620
	- Percentage of shareholding	49.47	49.14	48.76	49.14
2	Promoters and Promoter Group Shareholding				
(a)	Pledged / encumbered				
	- Number of shares (Face value Re. 1/- each)	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 (Face value Re. 1/- each)	64,360,275	64,416,960	64,416,960	64,416,960
	- 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)	50.53	50.86	51.24	50.86
Particulars		Three Months Ended			
		31.03.2014			
B	INVESTOR COMPLAINTS				
	Pending at the beginning of the quarter	NIL			
	Received during the quarter	4			
	Disposed off during the quarter	4			
	Remaining unresolved at the end of the quarter	NIL			

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

S.R. Batliboi & Co.LLP, Gurgaon

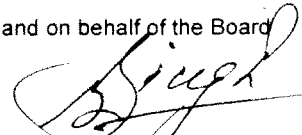
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Notes:

- 1 The results for the quarter ended March 31, 2014 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on April 27, 2014.
- 2 An audit has been completed by the Statutory Auditors for the quarter ended March 31, 2014, quarter ended March 31, 2013 and for the quarter and year ended December 31, 2013 (also refer note 7 below). There is no qualification in the Auditors' Report on these financial results.
- 3 The Board of Directors had recommended a final dividend of Re. 0.95 per equity share of face value of Re. 1/- each, equivalent to Rs. 9.50 per equity share of Rs. 10/- per share before the sub-division of equity shares (being 95% on the par value) (also refer note 4 below) at its meeting held on February 07, 2014, subject to the approval of the shareholders at the forthcoming Annual General Meeting. This is in addition to first and second interim dividend of Rs. 2.50 and Rs. 8.50 per equity share of face value of 10/- each declared during the year ended December 31, 2013 for which the confirmation will be taken in forthcoming Annual General Meeting.
- 4 Pursuant to the approval of the members accorded by passing necessary resolution through Postal Ballot on January 14, 2014, each equity share of face value of Rs. 10/- each of the Company was sub-divided into ten equity shares of face value of Re. 1/- each fully paid up. The sub-division has been given effect as per record date fixed by the Board of Directors i.e. February 28, 2014. Accordingly, the number of equity shares in Part II of the accompanying statement (including the previous period comparative numbers) has been stated based on face value of Re. 1/- each. Further, for the purpose of computing Earnings Per Share, the effect of sub-division had been considered in accordance with the requirements of Accounting Standard - 20 "Earnings Per Share" in all comparable periods.
- 5 During the quarter ended March 31, 2014, the Company has issued 712,600 equity shares of Re. 1/- each at an exercise price of Rs. 12.07 per share (post sub-division), pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
- 6 MAT Credit during the quarter ended March 31, 2013 and year ended December 31, 2013 pertains to prior periods.
- 7 Figures for the quarter ended December 31, 2013 are 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.
- 8 Refer Annexure A for segment wise standalone revenue, results and capital employed.
- 9 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period presentation.

For and on behalf of the Board



Lt. Gen. Baldev Singh (Retd.)

[President & Senior Executive Director]

Place : NOIDA

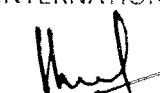
Date : April 27, 2014

S.R. Batliboi & Co.LLP, Gurgaon

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For R SYSTEMS INTERNATIONAL LTD.



Company Secretary

R SYSTEMS INTERNATIONAL LIMITED					Annexure A
Segment Wise Standalone Revenue, Results and Capital Employed					(Rs. in lakhs)
S.No.	Particulars	Three Months Ended			Year Ended
		31.03.2014	31.12.2013	31.03.2013	31.12.2013
		(Audited)	(Audited) Refer note 7	(Audited)	(Audited)
1	Segment revenue				
	- Information technology services and products	6,170.03	6,442.89	5,079.99	23,564.01
	- Business process outsourcing services	737.32	925.91	697.73	3,416.33
	Income from operations	6,907.35	7,368.80	5,777.72	26,980.34
2	Segment results before tax and interest				
	- Information technology services and products	1,448.22	2,010.35	464.39	4,903.89
	- Business process outsourcing services	(19.69)	267.07	12.52	629.94
	Total	1,428.53	2,277.42	476.91	5,533.83
	(i) Interest expense	(1.73)	(1.94)	(1.65)	(6.81)
	(ii) Interest income	109.52	95.67	108.46	385.05
	(iii) Other unallocable expenses	(128.17)	(137.66)	(121.14)	(497.20)
	Profit before tax	1,408.15	2,233.49	462.58	5,414.87
3	Capital employed				
	- Information technology services and products	15,529.88	15,610.27	14,795.91	15,610.27
	- Business process outsourcing services	(942.98)	(918.36)	(1,529.68)	(918.36)
	- Unallocated corporate	5,221.18	4,113.48	5,249.39	4,113.48
	Total capital employed	19,808.08	18,805.39	18,515.62	18,805.39

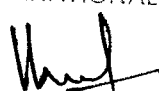


S.R. Batlibol & Co.LLP, Gurgaon

For Identification

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

Auditor's Report On Quarterly Financial Results of R Systems International Limited pursuant to the Clause 41 of the Listing Agreement**To****The Board of Directors of R Systems International Limited,**

1. We have audited the quarterly financial results of R Systems International Limited (the "Company") for the quarter ended March 31, 2014, attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results have been prepared on the basis of the interim condensed financial statements, which are the responsibility of the Company's management and have been approved by the Board of Directors. Our responsibility is to express an opinion on these financial results based on our audit of such interim condensed financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, notified under the Companies Act, 1956 read with General Circular 8/2014 dated 4 April 2014, issued by the Ministry of Corporate Affairs, other accounting principles generally accepted in India and the relevant requirements of Clause 41 of the Listing Agreement.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results:
 - i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
 - ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2014.
4. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For S.R. BATLIBOI & CO. LLP**ICAI Firm registration number: 301003E**

Chartered Accountants

per **Yogender Seth**

Partner

Membership No.: 94524

Place **Gurgaon**Date **Apr 12, 2014**

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For R SYSTEMS INTERNATIONAL LTD.

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Company Secretary

R SYSTEMS INTERNATIONAL LIMITED					
Registered Office : B - 104A, Greater Kailash - I, New Delhi - 110 048					
Statement of Consolidated Unaudited Results for the Quarter Ended March 31, 2014					
(Rs. in lakhs, except per share data)					
PART I					
S.No.	Particulars	Three Months Ended		Year Ended	
		31.03.2014	31.12.2013	31.03.2013	31.12.2013
	(Refer notes)	(Unaudited)	(Audited) Refer note 7	(Unaudited)	(Audited)
1	Income from operations				
(a)	Income from operations	15,628.55	16,555.09	12,486.29	59,605.42
(b)	Other operating income	338.71	9.59	27.98	68.03
	Total income from operations	15,965.26	16,564.68	12,514.27	59,673.45
2	Expenses				
(a)	Employee benefits expense	9,858.47	9,427.49	8,422.78	35,738.87
(b)	Depreciation and amortisation expense	269.90	281.74	213.14	1,017.07
(c)	Traveling and conveyance	938.09	811.43	927.90	3,459.44
(d)	Communication costs	218.01	211.45	198.48	835.66
(e)	Legal and professional expenses (including subcontract expenses)	1,617.99	1,744.91	1,191.33	5,982.97
(f)	Provision for doubtful debts and advances (net)	-	8.75	194.71	334.50
(g)	Other expenses	1,155.62	1,198.47	881.87	5,451.21
	Total expenses	14,058.08	13,684.24	12,030.21	52,819.52
3	Profit from operations before other income, finance costs and exceptional items (1-2)	1,907.18	2,880.44	484.06	6,853.93
4	Other income	113.81	101.08	112.51	403.46
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	2,020.99	2,981.52	596.57	7,257.39
6	Finance costs	20.64	22.22	17.29	74.84
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	2,000.35	2,959.30	579.28	7,182.55
8	Exceptional items	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	2,000.35	2,959.30	579.28	7,182.55
10	Tax expense				
	Current tax	406.23	760.17	205.51	2,048.20
	MAT credit (refer note 6)	-	-	(123.21)	(123.21)
	Deferred tax charge / (credit)	157.80	22.04	(22.57)	(12.31)
	Total tax expense	564.03	782.21	59.73	1,912.68
11	Net profit from ordinary activities after tax (9-10)	1,436.32	2,177.09	519.55	5,269.87
12	Extraordinary items (net of tax expense)	-	-	-	-
13	Net profit for the period / year (11-12)	1,436.32	2,177.09	519.55	5,269.87
14	Share of profit / (loss) of associates	-	-	-	-
15	Minority Interest	-	-	-	-
16	Net profit after taxes, minority interest and share of profit of associates (13+14-15)	1,436.32	2,177.09	519.55	5,269.87
17	Paid - up equity share capital (Face value Re. 1/- each) (refer note 4 and 5)	1,266.28	1,259.16	1,249.69	1,259.16
18	Reserves excluding Revaluation Reserves as at December 31, 2013	-	-	-	21,916.91
19.i	Earnings per share before extraordinary items and after considering sub-division (Face value of Re. 1/- each) (not annualised) (refer note 4)				
(a)	Basic	1.13	1.72	0.41	4.18
(b)	Diluted	1.13	1.72	0.41	4.18
19.ii	Earnings per share after extraordinary items and considering sub-division (Face value of Re. 1/- each) (not annualised) (refer note 4)				
(a)	Basic	1.13	1.72	0.41	4.18
(b)	Diluted	1.13	1.72	0.41	4.18
See accompanying notes to the financial results.					
PART II					
A	PARTICULARS OF SHAREHOLDING (refer note 4)				
1	Public Shareholding				
	- Number of shares (Face value Re. 1/- each)	63,006,905	62,237,620	61,291,120	62,237,620
	- Percentage of shareholding	49.47	49.14	48.76	49.14
2	Promoters and Promoter Group Shareholding				
(a)	Pledged / encumbered				
	- Number of shares (Face value Re. 1/- each)	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 (Face value Re. 1/- each)	64,360,275	64,416,960	64,416,960	64,416,960
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	100.00	100.00	100.00	100
	- Percentage of shares (as a % of the total share capital of the Company)	50.53	50.86	51.24	50.86
B	INVESTOR COMPLAINTS				
	Pending at the beginning of the quarter	Nil			
	Received during the quarter	4			
	Disposed off during the quarter	4			
	Remaining unresolved at the end of the quarter	Nil			

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S.R. BATHOO & CO. CHARTERED ACCOUNTANTS

For R SYSTEMS INTERNATIONAL LTD.:

For Identification

Company Secretary

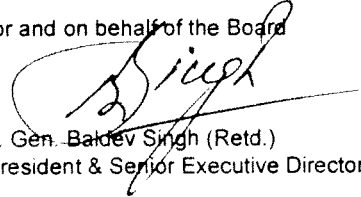
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Notes:

- 1 The results for the quarter ended March 31, 2014 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on April 27, 2014.
- 2 The Limited Review as required under clause 41 of Listing Agreement has been completed by the Statutory Auditor for the quarter ended March 31, 2014 and March 31, 2013 and audit for the quarter and year ended December 31, 2013 (also refer note 7 below). There is no qualification in the Auditors' Report on these financial results.
- 3 The Board of Directors had recommended a final dividend of Re. 0.95 per equity share of face value of Re. 1/- each, equivalent to Rs. 9.50 per equity share of Rs. 10/- per share before the sub-division of equity shares (being 95% on the par value) (also refer note 4 below) at its meeting held on February 07, 2014, subject to the approval of the shareholders at the forthcoming Annual General Meeting. This is in addition to first and second interim dividend of Rs. 2.50 and Rs. 8.50 per equity share of face value of 10/- each declared during the year ended December 31, 2013 for which the confirmation will be taken in forthcoming Annual General Meeting.
- 4 Pursuant to the approval of the members accorded by passing necessary resolution through Postal Ballot on January 14, 2014, each equity share of face value of Rs. 10/- each of the Company was sub-divided into ten equity shares of face value of Re. 1/- each fully paid up. The sub-division has been given effect as per record date fixed by the Board of Directors i.e. February 28, 2014. Accordingly, the number of equity shares in Part II of the accompanying statement (including the previous period comparative numbers) has been stated based on face value of Re. 1/- each. Further, for the purpose of computing Earnings Per Share, the effect of sub-division had been considered in accordance with the requirements of Accounting Standard - 20 "Earnings Per Share" in all comparable periods.
- 5 During the quarter ended March 31, 2014, the Company has issued 712,600 equity shares of Re. 1/- each at an exercise price of Rs. 12.07 per share (post sub-division), pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
- 6 MAT Credit during the quarter ended March 31, 2013 and year ended December 31, 2013 pertains to prior periods.
- 7 Figures for the quarter ended December 31, 2013 are 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.
- 8 Refer Annexure A for segment wise consolidated revenue, results and capital employed.
- 9 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period presentation.

Place : NOIDA
Date : April 27, 2014

For and on behalf of the Board


Lt. Gen. Baldev Singh (Retd.)
[President & Senior Executive Director]

S.R. Batliboi & Co.LLP, Gurgaon

For Identification

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

R SYSTEMS INTERNATIONAL LIMITED					Annexure A
Segment Wise Consolidated Revenue, Results and Capital Employed					(Rs. in lakhs)
S.No.	Particulars	Three Months Ended			Year Ended
		31.03.2014	31.12.2013	31.03.2013	31.12.2013
		(Unaudited)	(Audited) Refer note 7	(Unaudited)	(Audited)
1	Segment revenue				
	- Information technology services and products	12,620.56	13,431.77	10,042.57	48,396.68
	- Business process outsourcing services	3,059.39	3,174.77	2,481.81	11,443.06
	Less: Elimination of intersegment sales	53.40	51.45	38.09	234.32
	Income from operations	15,626.55	16,555.09	12,486.29	59,605.42
2	Segment results before tax and interest				
	- Information technology services and products	1,899.91	2,591.27	455.67	6,218.86
	- Business process outsourcing services	138.97	492.76	161.50	1,239.25
	Total	2,038.88	3,084.03	617.17	7,458.11
	(i) Interest expense	(4.22)	(3.77)	(2.99)	(12.34)
	(ii) Interest income	113.81	101.08	112.51	403.46
	(iii) Other unallocable expenses	(148.12)	(222.04)	(147.41)	(666.68)
	Profit before tax	2,000.35	2,959.30	579.28	7,182.55
3	Capital employed				
	- Information technology services and products	17,279.65	17,052.44	14,266.88	17,052.44
	- Business process outsourcing services	823.24	751.90	(533.70)	751.90
	- Unallocated corporate	6,237.15	5,371.73	5,850.58	5,371.73
	Total capital employed	24,340.04	23,176.07	19,583.76	23,176.07

S.R. Batlibel & Co.LLP, Gurgaon

For Identification

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

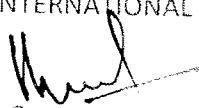
Limited Review Report

The Board of Directors
R Systems International Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of R Systems International Limited (the "Company") and its subsidiaries (together referred to as the "Group"), for the quarter ended March 31, 2014 being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This statement is the responsibility of the Company's management and has been approved by the Board of Directors and has been prepared by the management on the basis of separate financial results and other financial information regarding components. These financial results of Company's subsidiaries have been prepared in accordance with accounting policies generally accepted in their respective countries and have been reviewed by other auditors prepared under generally accepted auditing standards of their respective countries. The management has converted these financial results of the Company's subsidiaries to accounting principles generally accepted in India. Our responsibility is to issue a report on these financial results based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. In respect of unaudited quarterly consolidated financial results, we did not review the statements of unaudited financial results of its subsidiaries, whose unaudited quarterly financial results reflect total revenue and total assets as follows:
 - (i) in relation to R Systems, Inc., USA subsidiary, total revenues of Rs. 288,585,599 for the quarter ended March 31, 2014, and total assets of Rs. 299,677,185 as at March 31, 2014.
 - (ii) in relation to Indus Software, Inc., USA subsidiary, total revenues of Rs. Nil for the quarter ended March 31, 2014, and total assets of Rs. 714,374 as at March 31, 2014.
 - (iii) in relation to R Systems Solutions, Inc., USA subsidiary, total revenues of Rs. 84,423,203 for the quarter ended March 31, 2014, and total assets of Rs. 94,974,073 as at March 31, 2014.
 - (iv) in relation to ECnet Limited and its subsidiaries, Singapore subsidiary, total revenues of Rs. 84,048,303 for the quarter ended March 31, 2014, and total assets of Rs. 149,889,802 as at March 31, 2014.
 - (v) in relation to the R System (Singapore) Pte. Limited., Singapore subsidiary, total revenues of Rs. 53,142,286 for the quarter ended March 31, 2014, and total assets of Rs. 53,793,774 as at March 31, 2014.

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

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- (vi) in relation to R Systems S.A.S., France subsidiary, total revenues of Rs. 1,571,465 for the quarter ended March 31, 2014, and total assets of Rs. 15,490,466 as at March 31, 2014.
- (vii) in relation to R Systems Europe B.V., Netherlands subsidiary, total revenues of Rs. 148,376,037 for the quarter ended March 31, 2014, and total assets of Rs. 233,801,652 as at March 31, 2014.
- (viii) in relation to Computaris International Limited and its subsidiaries, U.K subsidiary, total revenues of Rs. 238,392,011 for the quarter ended March 31, 2014, and total assets of Rs. 623,328,751 as at March 31, 2014.
- (ix) in relation to Systemes R. International Ltee, Canada Subsidiary, total revenues of Rs. NIL for the quarter ended March 31, 2014, and total assets of Rs. 2,916,379 as at March 31, 2014.

The financial information of these subsidiaries have been prepared in accordance with accounting policies generally accepted in their respective countries and have been reviewed by other auditors who have submitted their review opinions, prepared under generally accepted auditing standards of their respective countries, to the Board of Directors of the respective companies, copies of which have been provided to us by the Company. The management has converted these financial results of the Company's subsidiaries to accounting principles generally accepted in India. Our opinion thus, insofar it relates to amounts included in respect of these subsidiaries, is based solely on the reports of the other auditors under the accounting policies generally accepted in respective countries and our review of the conversion process followed by management.

4. Based on our review conducted as above and on consideration of reports of other auditors on the unaudited separate quarterly financial results and on the other financial information of the components, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25, Interim Financial Reporting [notified under the Companies Act, 1956 read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs] and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & CO. LLP

ICAI Firm registration number: 301003E

Chartered Accountants

per Yogender Seth

Partner

Membership No.: 94524

Place: Gurgaon

Date: April 29, 2014



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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary



R Systems Announces Results for Q1 2014

Q1 2014: Revenue: Rs 156.27 Crores, EBITDA: Rs 18.67 Crores and Net Profits: Rs 14.36 Crores

Noida, India – April 27, 2014

Highlights

Consolidated results for the quarter ended March 31, 2014

- Consolidated revenue from operations for Q1-14 was Rs. 156.27 crores (US\$ 25.31 mn) compared to Rs. 124.86 crores (US\$ 23.04 mn) in Q1, 2013 and Rs. 165.55 crores (US\$ 26.78 mn) in Q4, 2013. YoY increase was 25.15%.
- EBITDA was Rs. 18.67 crores (US\$ 3.03 mn) compared to Rs. 4.99 crores (US\$ 0.92 mn) in Q1, 2013 and Rs. 29.28 crores (US\$ 4.83 mn) in Q4, 2013. YoY increase was 273.76%.
- Net profit after taxes was Rs. 14.36 crores (US\$ 2.33 mn) compared to Rs. 5.20 crores (US\$ 0.96 mn) in Q1, 2013 and Rs. 21.77 crores (US\$ 3.61 mn) in Q4, 2013. YoY increase was 176.43%.

Mr. Rekhi Singh, Chairman and Managing Director stated “We concluded the quarter with revenues of Rs. 156 crores and net profit of Rs. 14 crores. Q1 2014 margins were mainly impacted by salary raises primarily at offshore centres and ramp up costs for new projects. Global economy is gathering momentum which will enhance spending for IT services and solutions. We are partnering with customers through our domain expertise in key business verticals to offer innovative and end to end services and solutions to maximize these opportunities.”

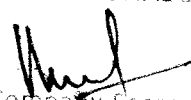
He further added, “Our Balance sheet continues to be very strong with cash and bank balance of Rs. 124 crores and net worth of Rs. 243 crores”

Mr. Raj Swaminathan Executive Director and COO said “We are continuing our focus on disciplined execution, strengthening sales & marketing efforts and processes and deepening our relationship with customers to create higher value proposition. We have recently released our comprehensive solution for Commercial Vehicles and Equipment Leasing for banks, NBFCs and leasing companies to expand our offerings.”

Key Operational Highlights for the Quarter

R Systems’ core service offerings include Outsourced Product Engineering, sold under our brand of iPLM (Integrated Product Life Cycle Management) IT and ITES services. Our iPLM IT Services are designed to help software product development companies to accelerate their time-to-market, make our customer more competitive and increase product life spans. Our key ITES services include customer care and technical support, managed services, NOC support, high-end quality process management and revenue and claims management. These are delivered in multiple languages using our global delivery model.

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary



R Systems products group consists of two units i.e., Indus® and ECnet®. Indus® addresses its target BFSI market with its flagship product LSI (Lending Solutions from Indus) and its variants for the telecom and insurance industry.

ECnet® addresses supply chain, warehousing and inventory management. Further, ECnet also operates as a channel partner for reselling and implementing several ERP products of one of the largest ERP vendors.

Our IT services and solutions span five major verticals which include Telecom and Digital Media, Banking and Finance, Healthcare Services, Manufacturing and Logistics, and Government Services. We serve customers worldwide using our global delivery model, 2500+ expert associates and multi-language support capability.

The quarter concluded with addition of 8 key customers. The brief of some significant wins are listed below:

One of the leading providers of interactive patient care and patient engagement solutions based in USA has engaged R Systems to re-architect its key product which empowers patients to participate in their care and leads to better outcomes.

One of the leading providers of self-service banking solutions such as web-enabled ATMs, deposit automation, customer preferences and targeted marketing has selected R Systems for development of next generation software products / solutions.

One of India's foremost system integrators has chosen to partner with R Systems to implement Indus Loan Originations Systems and the Corporate Loan Originations solution at a reputed public sector bank in India.

An international automobile company's captive finance arm has chosen R Systems flagship Lending Solutions product LSI "Loan Origination System", "Loan Management System", "Collections System" Common Reporting Services module (CRS), Commissions & Incentives (CNI), Dealer Funding (DF) and Stock Audit for its business in India.

The R&D division of one of the leading electronic product manufacturer worldwide has awarded R Systems' Singapore based subsidiary ECnet Limited software development projects related to effective energy management systems.

Liquidity and Shareholder Funds

Total Consolidated Cash and bank balance, including bank deposits and liquid debt funds, as at March 31, 2014 was Rs. 123.90 crores compared to Rs. 111.52 crores as on December 31, 2013. Total shareholder funds as on March 31, 2014 were Rs. 243.40 crores compared to Rs. 231.76 crores as on December 31, 2013.

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

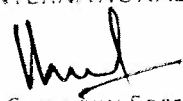
**Financial Performance****Consolidated Profit & Loss Statement (Un-audited) for the Quarter Ended March 31, 2014 (As per Indian GAAP)**

(Rs. in mn)

Sr. No.	Particulars	Quarter Ended March 31,		Quarter Ended December 31, 2013
		2014	2013	
1	Income			
1.1	Income from operations	1,562.65	1,248.63	1,655.51
1.2	Other operating income	33.87	2.80	0.96
	Total	1,596.52	1,251.43	1,656.47
2	Expenses			
2.1	Employee benefits expense	985.85	842.28	942.75
2.2	Depreciation and amortisation expense	26.99	21.31	28.17
2.3	Traveling and conveyance	93.81	92.79	81.14
2.4	Communication costs	21.80	19.85	21.15
2.5	Legal and professional expenses (including subcontract expenses)	161.80	119.13	174.49
2.6	Provision for doubtful debts and advances (net)	-	19.47	0.88
2.7	Other expenses	115.56	88.19	119.85
	Total expenses	1,405.81	1,203.02	1,368.43
3	Profit from operations before other income and finance cost	190.71	48.41	288.04
4	Other income	11.38	11.25	10.11
5	Profit from operations before finance cost	202.09	59.66	298.15
6	Finance cost	2.06	1.73	2.22
7	Profit before tax	200.03	57.93	295.93
8	Tax expense			
8.1	Current tax (net of MAT credit)	40.62	8.23	76.02
8.2	Deferred tax charge / (credit)	15.78	(2.26)	2.20
	Total tax expense	56.40	5.97	78.22
9	Net profit after tax	143.63	51.96	217.71

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For R SYSTEMS INTERNATIONAL LTD.


 Company Secretary

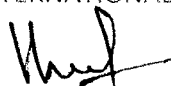
**Financial Performance****Consolidated Profit & Loss Statement (Un- audited) for the Quarter Ended March 31, 2014**
(Contribution Analysis Format; Basis Indian GAAP)

(Figures in mn)

Particulars	Q1 2014		Q1 2013		Q4 2013	
	INR	US\$	INR	US\$	INR	US\$
Revenues	1,562.65	25.31	1,248.63	23.04	1,655.51	26.78
Cost of revenues	1,014.07	16.42	847.99	15.65	1,006.46	16.23
Gross margin	548.58	8.89	400.64	7.39	649.05	10.55
	35.11%		32.09%		39.21%	
SG & A						
Expenses	361.89	5.86	350.69	6.47	356.23	5.72
	23.16%		28.09%		21.52%	
EBITDA	186.69	3.03	49.95	0.92	292.82	4.83
	11.95%		4.00%		17.69%	
Depreciation and amortization	26.99	0.44	21.31	0.39	28.17	0.46
Income from operations	159.70	2.59	28.64	0.53	264.65	4.37
Interest expense	(0.42)	(0.01)	(0.30)	(0.01)	(0.38)	(0.00)
Other income (net)	40.75	0.66	29.59	0.55	31.66	0.54
Income before income tax	200.03	3.24	57.93	1.07	295.93	4.91
Income tax provision	56.40	0.91	5.97	0.11	78.22	1.30
Net earnings	143.63	2.33	51.96	0.96	217.71	3.61

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For R SYSTEMS INTERNATIONAL LTD.


 Company Secretary



Consolidated Balance Sheet as at March 31, 2013 (As per Indian GAAP)

(Rs. in mn)

Particulars	As at		
	Mar 31, 2014	Mar 31, 2013	Dec 31, 2013
	(Unaudited)	(Unaudited)	(Audited)
EQUITY & LIABILITIES			
Shareholders' Funds			
Share capital	126.63	124.97	125.92
Reserves and Surplus	2,307.38	1,833.41	2,191.69
Sub-Total Shareholder's Funds	2,434.01	1,958.38	2,317.61
Minority interest	-	-	-
Non-current liabilities			
Long-term borrowings	7.24	9.30	8.80
Other long term liabilities	4.37	7.57	4.38
Long-term provisions	75.61	78.12	73.44
Subtotal - Non-current liabilities	87.22	94.99	86.62
Current liabilities			
Trade payables	465.15	407.45	514.62
Other current liabilities	333.95	231.78	177.45
Short-term provisions	307.11	286.08	375.65
Subtotal- Current Liabilities	1,106.21	925.31	1,067.72
TOTAL - EQUITY AND LIABILITIES	3,627.44	2,978.68	3,471.95
ASSETS			
Non-current assets			
Fixed assets	468.56	423.34	463.00
Goodwill on consolidation	283.84	254.33	291.11
Non-current investments	18.03	10.03	0.03
Deferred tax assets (net)	39.29	56.97	55.35
Long-term loans and advances	75.04	64.30	84.38
Other non-current assets	74.45	81.04	96.23
Subtotal - Non- current assets	959.21	890.01	990.10
Current assets			
Current Investment	10.00	-	10.00
Trade receivables	1,089.00	915.02	1,040.93
Cash and bank balance	1,137.65	790.35	1,014.54
Short-term loans and advances	167.78	145.39	150.15
Other current assets	263.80	237.91	266.23
Subtotal - Current Assets	2,668.23	2,088.67	2,481.85
TOTAL - ASSETS	3,627.44	2,978.68	3,471.95

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

**Consolidated Operational Data (Un-audited)**

Profitability in Percentage	Quarter ended		
	Mar 31, 14	Mar 31, 13	Dec 31, 13
Revenues	100.00	100.00	100.00
Gross margin	35.11	32.09	39.21
SG & A	23.16	28.09	21.52
EBITDA	11.95	4.00	17.69
EBT	12.80	4.64	17.88
PAT	9.19	4.16	13.15

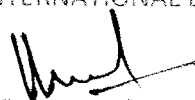
Revenue from Top 10 Clients	Quarter ended		
	Mar 31, 14	Mar 31, 13	Dec 31, 13
Top 10 Clients	33.94%	36.18%	35.74%
Top 5 Clients	20.29%	23.12%	20.35%
Top 3 Clients	13.75%	15.94%	13.32%
Largest Client	5.25%	5.73%	4.85%

Revenues by Geographies	Quarter ended		
	Mar 31, 14	Mar 31, 13	Dec 31, 13
USA	55.82%	55.49%	54.75%
Europe	26.23%	23.92%	27.34%
SEAC (South East Asia)	9.31%	10.77%	9.10%
India	5.29%	4.78%	5.85%
Others	3.35%	5.04%	2.96%
Total	100.00%	100.00%	100.00%

Utilization (excluding trainees)	Quarter ended		
	Mar 31, 14	Mar 31, 13	Dec 31, 13
Onsite	74.95%	71.00%	73.76%
Offshore	72.55%	67.81%	75.29%
Blended	73.13%	68.52%	74.92%

Utilization (including trainees)	Quarter ended		
	Mar 31, 14	Mar 31, 13	Dec 31, 13
Onsite	74.95%	71.00%	73.76%
Offshore	69.07%	63.41%	71.63%
Blended	70.43%	65.01%	72.13%

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Consolidated Operational Data (Un-audited)

Human resources	As at		
	Mar 31, 14	Mar 31, 13	Dec 31, 13
Technical	2,188	2,178	2,206
Software services			
Onsite	305	289	307
Offshore	1,366	1,339	1,351
BPO			
Offshore	244	299	261
Onsite	192	164	201
Trainees	81	87	86
Support	377	377	376
Total count	2,565	2,555	2,582

(Rs. in mn, except DSO)

Key Balance Sheet Data	As At		
	Mar 31, 14	Mar 31, 13	Dec 31, 13
Receivable	1,089.00	915.02	1,040.93
Receivable in days ("DSO")	52	64	52
Total cash and bank balance*	1,238.97	874.87	1,115.20
Fixed assets	468.56	423.34	463.00
Shareholders' funds	2,434.01	1,958.38	2,317.61

*Including investments in liquid debt funds and fixed deposits with banks

Development/Service Centres Location	As on March 31, 2014	
	Covered areas in sq ft	No. of seats
India		
Noida	76,980	1,428
Pune	25,190	436
Chennai	12,666	170
	114,836	2,034
USA		
Sacramento, CA	9,500	60
Salt Lake City, Utha	13,800	117
	23,300	177
South East Asia		
Singapore	7,125	42
Malaysia	3,822	39
Thailand	592	6
	11,539	87
Europe		
Netherlands	21,194	251
France	8,600	112
Romania	14,090	126
Poland	6,083	54
Moldova	3,398	46
	53,365	589
Total	203,040	2,887



Notes:

1. US\$ equivalent figures are derived by converting the Rupee figures using average rates for profit & loss items and closing rate for balance sheet items.
2. Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period presentation.

About R Systems International Limited

R Systems International Limited founded in 1993, is one of the leading provider of outsourced product development and customer support services. We help companies to accelerate the speed to market their products and services with a high degree of time and cost predictability by using our proprietary pSuite framework. Clients can choose services specific to their needs from R Systems iPLM suite of services. We help companies to build scalable, configurable and secure products and applications; and help our clients to support their customers worldwide for products and services using our global delivery model in 20 languages. R Systems rapidly growing customer list includes a variety of Fortune 1000, government and mid-sized organizations across a wide range of industry verticals including Banking and Finance, High Technology, Independent Software Vendors, Telecom and Digital Media, Government, HealthCare, Manufacturing and Logistic Industries. R Systems maintains thirteen development and service centres and using our global delivery model we serve customers in USA, Europe, South America, India, the Far East, the Middle East and Africa.

Safe Harbor:

Investors are cautioned that this presentation contains forward looking statements that involve risks and uncertainties. The Company undertakes no obligation publicly to update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Actual results, performance, or achievements could differ from those expressed or implied in such forward-looking statements.

For further information please contact:

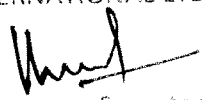
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Vikash Kumar Tiwari
Company Secretary & Compliance Officer
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Email: vikash.tiwari@rsystems.com

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary