

R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India - 201 307

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Email: rsystems.india@rsystems.com
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Regd.Off.: B-104A, Greater Kailash-I,
New Delhi - 110 048

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

REF: SECT/02/2016/03

FEBRUARY 06, 2016

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

Dear Sir,

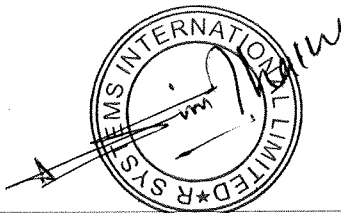
SUB: CORPORATE DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR BUSINESS APPROVED AT THE BOARD MEETING

This is with reference to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Uniform Listing Agreement entered into by R Systems International Limited (the "Company"). We wish to inform you as required in terms of Regulation 30, 33 and other applicable provisions of the Listing Regulations that the Board of Directors of R Systems International Limited at its meeting held on February 06, 2016 commenced at 06:00 P.M. and concluded at 09:45 P.M. has inter alia transacted the following businesses:

1. Approved the audited standalone financial results of the Company for the quarter and financial year ended December 31, 2015 (refer Note 09 of the Standalone Financial Results).
2. Approved the audited consolidated financial results of the Company for the quarter and financial year ended December 31, 2015 (refer Note 10 of the Consolidated Financial Results).
3. During the year ended December 31, 2015, the Company has paid three interim dividends aggregating to Rs. 3.95 per equity share (395%) (i.e. first interim dividend of Re. 0.40, second interim (Special) dividend of Rs. 3.30 and third interim dividend of Re. 0.25 on per equity share of face value of Re. 1/- each). The Board of Directors has not recommended any final dividend for the financial year 2015.

Please find attached herewith the following:

1. Audited standalone financial results for the quarter and financial year ended December 31, 2015 in the format prescribed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the report of the auditors thereon (refer Note 09 of the Standalone Financial Results).



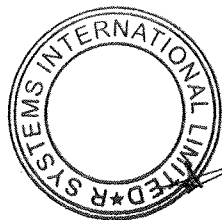
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2. Audited consolidated financial results for the quarter and financial year ended December 31, 2015) in the format prescribed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the report of the auditors thereon (refer Note 10 of the Consolidated Financial Results).
3. Duly signed Form A with respect to unqualified Audit Report to the Audited Financial Result (Standalone and Consolidated) for the year ended December 31, 2015, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Copy of the press release to be issued for the declaration of the financial results for the quarter and financial year ended December 31, 2015.
5. Extract of the financial results which will be published in the newspapers as per the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you.

Yours faithfully,



For R Systems International Limited

Ashish Thakur
Ashish Thakur

(Company Secretary & Compliance Officer)

R SYSTEMS INTERNATIONAL LIMITED

CIN : L74899DL1993PLC053579

Registered Office : B - 104A, Greater Kailash - I, New Delhi - 110 048

Tel : +91 120 4303500; Fax : +91 120 2587123

Website : www.rsystems.com; Email : rsystems.india@rsystems.com

Statement of Standalone Audited Results for the Quarter and Year Ended December 31, 2015

S.No.	Particulars (Refer notes)	Three Months Ended			Year Ended	
		31.12.2015	30.09.2015	31.12.2014	31.12.2015	31.12.2014
		(Audited) Refer Note 9	(Audited)	(Audited) Refer Note 9	(Audited)	(Audited)
1	Income from operations					
(a)	Income from operations	6,152.67	6,262.45	7,304.35	28,925.98	29,108.13
(b)	Other operating income	128.01	12.36	65.53	453.04	383.91
	Total income from operations	6,280.68	6,274.81	7,369.88	29,379.02	29,492.04
2	Expenses					
(a)	Employee benefits expense	3,843.46	3,749.27	4,667.60	17,346.10	17,814.32
(b)	Depreciation and amortisation expense (refer note 4)	181.27	186.79	174.55	958.12	672.40
(c)	Traveling and conveyance	435.97	507.69	597.64	2,386.40	2,362.97
(d)	Communication costs	114.85	145.23	149.68	554.88	556.57
(e)	Legal and professional expenses (including subcontract expenses)	199.88	170.16	201.24	860.53	625.78
(f)	Provision for doubtful debts and advances (net)	6.17	(3.00)	23.06	23.89	3.79
(g)	Other expenses	538.81	544.81	576.09	2,416.77	2,180.47
	Total expenses	5,320.41	5,300.95	6,389.86	24,546.69	24,216.30
3	Profit from operations before other income, finance costs and exceptional items (1-2)	960.27	973.86	980.02	4,832.33	5,275.74
4	Other income (refer note 7)	120.02	169.82	678.77	509.31	964.51
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	1,080.29	1,143.68	1,658.79	5,341.64	6,240.25
6	Finance costs	16.27	8.99	31.90	42.76	62.55
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	1,064.02	1,134.69	1,626.89	5,298.88	6,177.70
8	Exceptional items (refer note 5)	836.39	5,644.35	2,406.88	6,480.74	3,931.31
9	Profit from ordinary activities before tax (7+8)	1,900.41	6,779.04	4,033.77	11,779.62	10,109.01
10	Tax expense					
	Current tax [refer note 5 (f)]	(352.34)	1,750.55	948.63	2,628.20	2,475.32
	Deferred tax charge / (credit)	103.30	143.52	4.45	87.02	130.80
	Total tax expense	(249.04)	1,894.07	953.08	2,715.22	2,606.12
11	Net profit from ordinary activities after tax (9-10)	2,149.45	4,884.97	3,080.69	9,064.40	7,502.89
12	Extraordinary items (net of tax expense)	-	-	-	-	-
13	Net profit for the period / year (11-12)	2,149.45	4,884.97	3,080.69	9,064.40	7,502.89
14	Paid - up equity share capital (Face value Re. 1/- each) (refer note 6 and 8)	1,261.31	1,261.31	1,267.20	1,261.31	1,267.20
15	Reserves excluding Revaluation Reserves as at December 31, 2015 and December 31, 2014				18,575.93	16,241.02
16.i	Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)					
(a)	Basic	1.69	3.85	2.42	7.14	5.90
(b)	Diluted	1.69	3.85	2.42	7.14	5.90
16.ii	Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)					
(a)	Basic	1.69	3.85	2.42	7.14	5.90
(b)	Diluted	1.69	3.85	2.42	7.14	5.90

See accompanying notes to the financial results.

For R SYSTEMS INTERNATIONAL LTD.

R. Batliwala & Associates LLP, Gurgaon

for Identification

President & Senior Executive Director

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

Notes:

- 1 The results for the quarter and year ended December 31, 2015 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on February 06, 2016.
- 2 An audit has been completed by the Statutory Auditors for the quarter and year ended December 31, 2015 and December 31, 2014. There is no qualification in the Auditors' Report on these financial results.
- 3 During the year ended December 31, 2015, the Board of Directors had declared three interim dividends aggregating to Rs. 3.95 per equity share of face value of Re. 1/- each. These dividends were paid to the shareholders during the year ended December 31, 2015. The shareholder's assent for these interim dividends will be taken in forthcoming Annual General Meeting.
- 4 As at January 01, 2015, the Company, based on technical assessment, reassessed the useful life of tangible assets and accordingly changed the useful lives of certain assets resulting in incremental charge of depreciation. Accordingly, the depreciation charge for the quarter and year ended December 31, 2015 is higher by Rs. 65.91 lakhs and Rs. 322.49 lakhs respectively. The profit after tax for the quarter and year ended December 31, 2015 is lower by Rs. 43.10 lakhs and Rs. 211.52 lakhs respectively. Further, during the quarter ended March 31, 2015, the Company had transferred Rs. 124.55 lakhs (net of tax) to reserves based on the transitional provision under Schedule II of the Companies Act, 2013.
- 5 'Exceptional items':

(a) On July 11, 2014, the Company had incorporated a wholly owned subsidiary in India, namely, R Systems Products & Technologies Limited (which was later converted into R Systems Products & Technologies Private Limited ("RSPTPL") on May 28, 2015). The shareholders of the Company by passing special resolution through postal ballot on September 23, 2014 had accorded necessary approval for transfer of the Company's Indus Business Unit operated out of Pune and Chennai to RSPTPL. The Company had entered into 'Business Transfer Agreement' (BTA) with RSPTPL on June 27, 2015 for the aforesaid transfer on a going concern basis by way of slump sale, for consideration of Rs. 7,839.00 lakhs to be discharged by RSPTPL through issuance of 60,000,003 equity shares of Re. 1/- each at a premium of Rs. 6.227333 per share and 35,026 compulsorily redeemable debentures of Rs. 10,000 each, on the terms and conditions agreed in BTA. The Company also entered into 'Share Purchase Agreement' (SPA) with BD Capital Partners Ltd. ("BDC"), a Mauritius based company on June 27, 2015 to sell 93% of its equity share in RSPTPL to BDC for a consideration of Rs. 4,431.70 lakhs (USD 7 million). Subject to the satisfaction of certain conditions, BDC has also agreed to purchase the balance 7% equity shares for a consideration up to Rs. 661.55 lakhs (USD 1 million). These conditions are under evaluation and yet to be concluded as at the quarter and year ended December 31, 2015. The Company will continue to hold the compulsorily redeemable debentures having an aggregate face value of Rs. 3,502.60 lakhs in accordance with the terms of the BTA. The closing (as defined in the agreements) under the BTA and SPA occurred on July 07, 2015. The gain on sale of Indus Business Unit amounting to Rs. 5,357.13 lakhs (net of related expenses) and gain on sale of aforesaid equity share in RSPTPL amounting to Rs. 287.22 lakhs (net of related expenses) is disclosed as 'Exceptional items' in the financial results for the quarter ended September 30, 2015 and year ended December 31, 2015. The name of RSPTPL has been changed to Indus Software Technologies Private Limited w.e.f August 19, 2015. Accordingly, the aforesaid Indus Business Unit, being part of Information technology services and products segment, is considered as "Discontinuing Operations" till July 07, 2015. The revenue and expenses attributable to the said operations included in the financial results are as follows:

Particulars	(Rs. in lakhs)			
	Three Months Ended 30.09.2015 (01.07.15 to 07.07.15)	Three Months Ended 31.12.2014	Year Ended 31.12.15 (01.01.15 to 07.07.15)	Year Ended 31.12.14
Total income	225.12	2,208.20	5,764.71	8,413.41
Total expenses	217.23	2,111.61	4,931.89	7,188.35
Profit before tax	7.89	96.59	832.82	1,225.06
Total tax expense	2.73	32.83	267.14	416.40
Profit after tax	5.16	63.76	565.68	808.66

The amount of assets and liabilities attributable to the said operations are as follows:

Particulars	(Rs. in lakhs)	
	As at	
	07.07.2015	31.12.2014
Total assets	5,679.44	3,959.20
Total liabilities	3,253.72	1,922.43
Net assets	2,425.72	2,036.77

(b) On December 10, 2015, R Systems Solution Inc. (RSSI), a wholly owned subsidiary of the Company has been merged into R Systems Inc. (RSI), also a wholly owned subsidiary of the Company, as per the applicable laws of India and USA. Pursuant to aforesaid merger, the Company has received incremental 150 common stock of RSI against outstanding common and preferred (series A) stocks held in RSSI. Accordingly the Company has recorded receipt of incremental shares in RSI at Rs. 578.16 lakhs, being the fair value of investments given up. The Company in the earlier years had provided for permanent diminution in value of its investments in RSSI amounting to Rs. 1,726.76 lacs and was carrying these investments at Rs. 134.14 lakhs. Consequent to the above merger, the Company has written back such permanent diminution to the extent of available net assets of Rs. 578.16 lakhs and accordingly recorded Rs. 444.02 lakhs as gain under 'Exceptional items' for the quarter and year ended December 31, 2015.

(c) Rs. 126.09 lakhs for the quarter and year ended December 31, 2015 being the reversal of deferred payment compensation to the erstwhile shareholders of ECnet limited, Singapore after the expiry of relevant limitation period under applicable laws has been included under 'Exceptional items'.

(d) On November 27, 2014, the Company had completed the transfer of Europe BPO Business by way of sale of its 100% holding in R Systems Europe B.V., Netherlands and R Systems S.A.S., France, being wholly owned subsidiaries, to Customer Contact Management Group B.V. ("CCMG") a Europe based company by executing the Share Sale Agreement (the "SSA") along with other necessary documents for a sale consideration of Euro 4.70 million (Rs. 3,574.69 lakhs). Out of the sale consideration, Euro 0.35 million (Rs. 266.28 lakhs) had been placed in an escrow account in the Netherlands, the realisation of which was subject to certain conditions pursuant to the provision of the SSA. The profit on transfer amounting to Rs. 1,761.59 lakhs and Rs. 645.29 lakhs for R Systems Europe B.V., Netherlands and R Systems S.A.S., France respectively are disclosed as 'Exceptional items' in the quarter and year ended December 31, 2014 in the financial results.

Also, during the year ended December 31, 2014, the Company had reversed the provision considered in earlier period towards diminution in the value of investment amounting to Rs. 420.52 lakhs and Rs. 325.93 lakhs for R Systems Europe B.V., Netherlands and R Systems S.A.S., France respectively. These reversals are included in 'Exceptional items' in the financial results for the year ended December 31, 2014.

Further, during the quarter and year ended December 31, 2015, on the stipulated conditions under the SSA being completed, the Company has received Euro 0.35 million (Rs. 266.28 lakhs) which had been placed in an escrow account. The amount so received, has been included as profit on sale of aforesaid subsidiaries under the 'Exceptional items' in the financial results for the quarter and year ended December 31, 2015.

(e) The Board of Directors at its meeting held on July 07, 2014 had approved the offer of buy-back from Computaris International Limited (a wholly owned subsidiary) of 13,500 shares held by the Company in the said subsidiary at the rate of GBP 111.38 per share amounting to GBP 1.50 million. The aforesaid buy-back proceeds were received by the Company on September 17, 2014. Even after this buy back, Computaris International Limited continues to remain wholly owned subsidiary of the Company. The profit on the buy-back amounting to Rs. 777.98 lakhs is included in 'Exceptional items' in the financial results for the year ended December 31, 2014.

(f) The consequent tax expense/(benefit) of above 'Exceptional items' amounting to Rs. (696.17) lakhs for the quarter ended December 31, 2015, Rs. 1,326.35 lakhs for the quarter ended September 30, 2015 and Rs. 630.18 lakhs for the year ended December 31, 2015 and Rs. 457.19 lakhs for the quarter ended December 31, 2014 and Rs. 557.31 lakhs for year ended December 31, 2014, is included in the 'Current tax' in the financial results for the respective periods.

S.R. Battiboi & Associates LLP, Gurgaon

for Identification

For R SYSTEMS INTERNATIONAL LTD.

For R SYSTEMS INTERNATIONAL LTD.

President & Senior Executive Director

Company Secretary

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- 6 The Company had issued Public Announcement dated December 29, 2014, for buy-back of equity shares of face value of Re. 1/- each from the open market at a price not exceeding Rs. 100 per share for an aggregate amount not exceeding Rs. 600 lakhs. Under the Buy-back offer, the Company has bought back 678,155 equity shares, having nominal value of Rs. 6.78 lakhs, for an aggregate amount of Rs. 595.74 lakhs by utilising the Securities Premium Account to the extent of Rs. 588.96 lakhs and General Reserve, through creation of Capital Redemption Reserve in terms of Section 68 of the Companies Act, 2013, to the extent of aforesaid nominal value. The Company has closed the buy-back offer pursuant to approval by the Board of Directors of the Company at its meeting held on April 23, 2015.
- 7 During the year ended December 31, 2014, the Company had received Rs. 554.84 lakhs as dividend from R Systems Europe B.V., its wholly owned subsidiary in Netherlands. This dividend income is included in 'Other Income'.
- 8 During the year ended December 31, 2015, the Company has issued 90,000 equity shares of Re. 1/- each at an exercise price of Rs. 12.07 per share, pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
- 9 Figures for the quarter ended December 31, 2015 and December 31, 2014 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 relevant financial year.
- 10 Refer Annexure A for the standalone statement of assets & liabilities.
- 11 Refer Annexure B for segment wise standalone revenue, results and capital employed.
- 12 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period / year presentation.

Place : NOIDA

Date : February 06, 2016

For and on behalf of the Board

Lt. Gen. Baldev Singh (Retd.)

[President & Senior Executive Director]

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

Standalone Statement of Assets & Liabilities

(Rs. in lakhs)

Particulars		As at Year Ended 31.12.2015	As at Year Ended 31.12.2014
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	1,261.31	1,267.20
	(b) Reserves and surplus	18,575.93	16,241.02
	Sub total - Shareholders' fund	19,837.24	17,508.22
2	Non-current liabilities		
	(a) Long-term borrowings	77.71	62.85
	(b) Other long-term liabilities	123.61	47.24
	(c) Long-term provisions	634.63	952.16
	Sub total - Non-current liabilities	835.95	1,062.25
3	Current liabilities		
	(a) Trade payables	1,734.32	2,390.95
	(b) Other current liabilities	1,400.97	5,367.30
	(c) Short-term provisions	1,171.93	3,040.01
	Sub total - Current liabilities	4,307.22	10,798.26
	TOTAL - EQUITY AND LIABILITIES	24,980.41	29,368.73
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets*	2,371.30	3,547.26
	(b) Non-current investments	11,627.54	7,229.25
	(c) Deferred tax assets (net)	354.56	382.99
	(d) Long-term loans and advances	463.16	577.65
	(e) Other non-current assets	511.56	508.40
	Sub total - Non-current assets	15,328.12	12,245.55
2	Current assets		
	(a) Current investments	1,180.09	180.00
	(b) Trade receivables	5,046.15	6,263.70
	(c) Cash and cash equivalents	2,113.80	9,414.28
	(d) Short-term loans and advances	932.41	685.78
	(e) Other current assets	379.84	579.42
	Sub total - Current assets	9,652.29	17,123.18
	TOTAL - ASSETS	24,980.41	29,368.73

* including fixed assets amounting to Rs. 551.32 lakhs pertaining to Discontinuing Operations as at December 31, 2014.

For R SYSTEMS INTERNATIONAL LTD.

S.R. Battiboi & Associates LLP, Gurgaon

for Identification

President & Senior Executive Director

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

Segment Wise Standalone Revenue, Results and Capital Employed

(Rs. in lakhs)

S.No.	Particulars	Three Months Ended			Year Ended	
		31.12.2015	30.09.2015	31.12.2014	31.12.2015	31.12.2014
		(Audited) Refer Note 9	(Audited)	(Audited) Refer Note 9	(Audited)	(Audited)
1	Segment revenue					
	- Information technology services and products	5,089.85	5,237.93	6,236.86	24,823.07	25,383.38
	- Business process outsourcing services	1,062.82	1,024.52	1,067.49	4,102.91	3,724.75
	Income from operations	6,152.67	6,262.45	7,304.35	28,925.98	29,108.13
2	Segment results before tax, interest and exceptional items					
	- Information technology services and products	961.37	962.74	821.45	4,882.88	5,137.34
	- Business process outsourcing services	96.63	146.66	269.00	487.33	662.40
	Total	1,058.00	1,109.40	1,090.45	5,370.21	5,799.74
	(i) Interest expense	(14.62)	(2.34)	(21.98)	(21.26)	(27.52)
	(ii) Interest income	104.02	155.03	123.91	460.77	399.62
	(iii) Dividend income (refer note 7)	-	-	554.84	-	554.84
	(iv) Other unallocable income	16.00	14.79	-	48.54	10.05
	(v) Exceptional Items (refer note 5)	836.39	5,644.35	2,406.88	6,480.74	3,931.31
	(vi) Other unallocable expenses	(99.38)	(142.19)	(120.33)	(559.38)	(559.03)
	Profit before tax	1,900.41	6,779.04	4,033.77	11,779.62	10,109.01
3	Capital employed					
	- Information technology services and products	3,358.42	3,911.70	6,156.25	3,358.42	6,156.25
	- Business process outsourcing services	890.14	(41.90)	(389.16)	890.14	(389.16)
	- Unallocated corporate	15,588.68	13,817.99	11,741.13	15,588.68	11,741.13
	Total capital employed	19,837.24	17,687.79	17,508.22	19,837.24	17,508.22

For R SYSTEMS INTERNATIONAL LTD.

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

President & Senior Executive Director.

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

Auditor's Report on Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
**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 December 31, 2015 and the financial results for the year ended December 31, 2015, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The quarterly financial results are the derived figures between the audited figures in respect of the year ended December 31, 2015 and the published year-to-date figures up to September 30, 2015, being the date of end of third quarter of the current financial year, which were audited by us. The financial results for the quarter ended December 31, 2015 have been prepared on the basis of financial results for the nine-month period ended September 30, 2015, the audited annual financial statements as at and for the year ended December 31, 2015, and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these financial results based on our audit of financial results for the nine-month period ended September 30, 2015, which was prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014, and other accounting principles generally accepted in India; our audit of the annual financial statements as at and for the year ended December 31, 2015; and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 misstatement. 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 as well as the year to date results:
 - i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in this regard; and
 - ii. give a true and fair view of the net profit and other financial information for the quarter ended December 31, 2015 and for the year ended December 31, 2015.

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary



4. Further, read with paragraph 1 above, we report that the figure for the quarter ended December 31, 2015 represent the derived figures between the audited figures in respect of the financial year ended December 31, 2015 and the published year-to-date figures up to September 30, 2015, being the date of the end of the third quarter of the current financial year, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

per **Yogender Seth**

Partner

Membership No.: 94524

Place

Noida

Date

Feb 6, 2016



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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

CIN : L74899DL1993PLC053579

Registered Office : B - 104A, Greater Kailash - I, New Delhi - 110 048

Tel : +91 120 4303500; Fax : +91 120 2587123

Website : www.rsystems.com; Email : rsystems.india@rsystems.com

Statement of Consolidated Audited Results for the Year ended December 31, 2015

(Rs. in lakhs, except per share data)

S.No	Particulars (Refer notes)	Three Months Ended			Year Ended	
		31.12.2015	30.09.2015	31.12.2014	31.12.2015	31.12.2014
		(Audited) Refer note 10	(Unaudited)	(Audited) Refer note 10	(Audited)	(Audited)
1	Income from operations					
(a)	Income from operations	14,578.44	14,300.90	16,304.82	60,503.19	64,849.59
(b)	Other operating income	233.03	60.81	47.48	469.53	487.05
	Total income from operations	14,811.47	14,361.71	16,352.30	60,972.72	65,336.64
2	Expenses					
(a)	Employee benefits expense	8,808.10	8,520.87	9,753.47	36,488.03	39,352.21
(b)	Depreciation and amortisation expense (refer note 4)	330.14	268.80	286.11	1,402.34	1,124.53
(c)	Traveling and conveyance	631.90	704.49	926.88	3,406.16	3,477.64
(d)	Communication costs	180.95	199.58	211.15	777.08	874.68
(e)	Legal and professional expenses (including subcontract expenses)	1,753.96	1,535.87	1,888.85	6,451.90	7,227.17
(f)	Provision for doubtful debts and advances (net)	12.92	(5.49)	-	82.15	-
(g)	Other expenses	1,658.32	1,628.20	1,269.43	6,062.67	4,850.88
	Total expenses	13,376.29	12,852.32	14,335.89	54,670.33	56,907.11
3	Profit from operations before other income, finance costs and exceptional items (1-2)	1,435.18	1,509.39	2,016.41	6,302.39	8,429.53
4	Other income	120.96	170.39	125.30	511.75	420.21
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	1,556.14	1,679.78	2,141.71	6,814.14	8,849.74
6	Finance costs	28.20	23.32	42.64	95.88	108.79
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	1,527.94	1,656.46	2,099.07	6,718.26	8,740.95
8	Exceptional items (refer note 5)	369.59	5,661.42	2,240.25	6,031.01	2,501.10
9	Profit from ordinary activities before tax (7+8)	1,897.53	7,317.88	4,339.32	12,749.27	11,242.05
10	Tax expense					
	Current tax [refer note 5 (g)]	(551.30)	1,977.61	1,154.82	2,900.75	3,252.89
	Deferred tax charge	119.82	140.70	21.16	65.54	175.78
	Total tax expense	(431.48)	2,118.31	1,175.98	2,966.29	3,428.67
11	Net profit from ordinary activities after tax (9-10)	2,329.01	5,199.57	3,163.34	9,782.98	7,813.38
12	Extraordinary items (net of tax expense)	-	-	-	-	-
13	Net profit for the period / year (11-12)	2,329.01	5,199.57	3,163.34	9,782.98	7,813.38
14	Share of profit / (loss) of associates	-	-	-	-	-
15	Minority Interest	-	-	-	-	-
16	Net profit after taxes, minority interest and share of profit / (loss) of associates (13+14-15)	2,329.01	5,199.57	3,163.34	9,782.98	7,813.38
17	Paid - up equity share capital (Face value Re. 1/- each) (refer note 6 and 9)	1,261.31	1,261.31	1,267.20	1,261.31	1,267.20
18	Reserves excluding Revaluation Reserves as at December 31, 2015 and December 31, 2014	-	-	-	23,024.34	20,043.32
19.i	Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)					
(a)	Basic	1.84	4.10	2.48	7.70	6.14
(b)	Diluted	1.84	4.10	2.48	7.70	6.14
19.ii	Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)					
(a)	Basic	1.84	4.10	2.48	7.70	6.14
(b)	Diluted	1.84	4.10	2.48	7.70	6.14

See accompanying notes to the financial results.

For R SYSTEMS INTERNATIONAL LTD.

President & Senior Executive Director

S.R. Batlibori & Associates LLP, Gurgaon

for Identification

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

Notes:

- The results for the quarter and year ended December 31, 2015 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on February 06, 2016.
- An audit has been completed by the Statutory Auditors for the year ended December 31, 2015 and December 31, 2014. There is no qualification in the Auditors' Report on these financial results.
- During the year ended December 31, 2015, the Board of Directors had declared three interim dividends aggregating to Rs. 3.95 per equity share of face value of Re. 1/- each. These dividends were paid to the shareholders during the year ended December 31, 2015. The shareholder's assent for these interim dividends will be taken in forthcoming Annual General Meeting.
- As at January 01, 2015, the Company, based on technical assessment, reassessed the useful life of tangible assets and accordingly changed the useful lives of certain assets resulting in incremental charge of depreciation. Accordingly, the depreciation charge for the quarter and year ended December 31, 2015 is higher by Rs. 65.91 lakhs and Rs. 322.49 lakhs respectively. The profit after tax for the quarter and year ended December 31, 2015 is lower by Rs. 43.10 lakhs and Rs. 211.52 lakhs respectively. Further, during the quarter ended March 31, 2015, the Company had transferred Rs. 124.55 lakhs (net of tax) to reserves based on the transitional provision under Schedule II of the Companies Act, 2013.

5 'Exceptional items':

(a) On July 11, 2014, the Company had incorporated a wholly owned subsidiary in India, namely, R Systems Products & Technologies Limited (which was later converted into R Systems Products & Technologies Private Limited ("RSPTPL") on May 28, 2015). The shareholders of the Company by passing special resolution through postal ballot on September 23, 2014 had accorded necessary approval for transfer of the Company's Indus Business Unit operated out of Pune and Chennai to RSPTPL.

The Company had entered into 'Business Transfer Agreement' (BTA) with RSPTPL on June 27, 2015 for the aforesaid transfer on a going concern basis by way of slump sale, for consideration of Rs. 7,839.00 lakhs to be discharged by RSPTPL through issuance of 60,000,003 equity shares of Re. 1/- each at a premium of Rs. 6.227333 per share and 35,026 compulsorily redeemable debentures of Rs. 10,000 each, on the terms and conditions agreed in BTA.

The Company also entered into 'Share Purchase Agreement' (SPA) with BD Capital Partners Ltd. ("BDC"), a Mauritius based company on June 27, 2015 to sell 93% of its equity share in RSPTPL to BDC for a consideration of Rs. 4,431.70 lakhs (USD 7 million). Subject to the satisfaction of certain conditions, BDC has also agreed to purchase the balance 7% equity shares for a consideration up to Rs. 661.55 lakhs (USD 1 million). These conditions are under evaluation and yet to be concluded as at the quarter and year ended December 31, 2015. The Company will continue to hold the compulsorily redeemable debentures having an aggregate face value of Rs. 3,502.60 lakhs in accordance with the terms of the BTA. The closing (as defined in the agreements) under the BTA and SPA occurred on July 07, 2015.

The gain on sale of Indus Business Unit including the gain on sale of aforesaid equity share in RSPTPL, amounting to Rs. 5,661.42 lakhs (net of related expenses) is disclosed as 'Exceptional items' in the financial results for the quarter ended September 30, 2015 and year ended December 31, 2015. The name of RSPTPL has been changed to Indus Software Technologies Private Limited w.e.f August 19, 2015.

Accordingly, the aforesaid Indus Business Unit, being part of Information technology services and products segment, is considered as "Discontinuing Operations" till July 07, 2015. The revenue and expenses attributable to the said operations included in the financial results are as follows:

Particulars	(Rs. in lakhs)			
	Three Months Ended 30.09.2015 (01.07.15 to 07.07.15)	Three Months Ended 31.12.2014	Year Ended 31.12.15 (01.01.15 to 07.07.15)	Year Ended 31.12.14
Total income	225.12	2,208.20	5,764.71	8,413.41
Total expenses	217.23	2,111.61	4,931.89	7,188.35
Profit before tax	7.89	96.59	832.82	1,225.06
Total tax expense	2.73	32.83	267.14	416.40
Profit after tax	5.16	63.76	565.68	808.66

The amount of assets and liabilities attributable to the said operations are as follows:

Particulars	(Rs. in lakhs)	
	As at 07.07.2015	31.12.2014
Total assets	5,679.44	3,959.20
Total liabilities	3,253.72	1,922.43
Net assets	2,425.72	2,036.77

(b) On December 10, 2015, R Systems Solution Inc. (RSSI), a wholly owned subsidiary of the Company has been merged into R Systems Inc. (RSI), also a wholly owned subsidiary of the Company, as per the applicable laws of India and USA. Pursuant to aforesaid merger, the Company has received incremental 150 common stock of RSI against outstanding common and preferred (series A) stocks held in RSSI.

Due to aforesaid merger, the Company has released currency translation reserve of RSSI amounting to Rs. 96.81 lakhs to the foreign exchange fluctuation which is disclosed as 'Exceptional items' in the financial results for the quarter and year ended December 31, 2015.

(c) Rs. 126.09 lakhs for the quarter and year ended December 31, 2015 being the reversal of deferred payment compensation to the erstwhile shareholders of ECnet limited, Singapore after the expiry of relevant limitation period under applicable laws has been included under 'Exceptional items'.

(d) On November 27, 2014, the Company had completed the transfer of Europe BPO Business by way of sale of its 100% holding in R Systems Europe B.V., Netherlands and R Systems S.A.S., France, being wholly owned subsidiaries, to Customer Contact Management Group B.V. ("CCMG") a Europe based company by executing the Share Sale Agreement (the "SSA") along with other necessary documents for a sale consideration of Euro 4.70 million (Rs. 3,574.69 lakhs). Out of the sale consideration, Euro 0.35 million (Rs. 266.28 lakhs) had been placed in an escrow account in the Netherlands, the realisation of which was subject to certain conditions pursuant to the provision of the SSA. The profit on aforesaid transfer of subsidiaries amounting to Rs. 2,240.25 lakhs is disclosed as 'Exceptional items' in the financial results for the quarter and year ended December 31, 2014.

Further, during the quarter and year ended December 31, 2015, on the stipulated conditions under the SSA being completed, the Company has received Euro 0.35 million (Rs. 266.28 lakhs) which had been placed in an escrow account. The amount so received, has been included as profit on sale of aforesaid subsidiaries under the 'Exceptional items' in the financial results for the quarter and year ended December 31, 2015.

(e) The Board of Directors at its meeting held on July 07, 2014 had approved the offer of buy-back from Computaris International Limited (a wholly owned subsidiary) of 13,500 shares held by the Company in the said subsidiary at the rate of GBP 111.38 per share amounting to GBP 1.50 million. The aforesaid buy-back proceeds were received by the Company on September 17, 2014. Even after this buy back, Computaris International Limited continues to remain wholly owned subsidiary of the Company.

On account of this buy-back, the Company had released proportionate currency translation reserve amounting to Rs. 260.85 lakhs to the foreign exchange fluctuation which is disclosed as 'Exceptional items' in the financial results for the year ended December 31, 2014.

(f) ECnet Limited, a subsidiary of the Company has recorded an impairment loss amounting to Rs. 119.59 lakhs related to the certain intangible assets acquired in earlier years which is included under 'Exceptional items' for the quarter and year ended December 31, 2015.

(g) The consequent tax expense / (benefit) of above 'Exceptional items' amounting to Rs. (696.17) lakhs for the quarter ended December 31, 2015, Rs. 1,326.35 lakhs for the quarter ended September 30, 2015 and Rs. 630.18 lakhs for the year ended December 31, 2015 and Rs. 457.19 lakhs for the quarter ended December 31, 2014 and Rs. 557.31 lakhs for year ended December 31, 2014, is included in the 'Current tax' in the financial results for the respective periods.

For R SYSTEMS INTERNATIONAL LTD.

R. Balliboi & Associates LLP, Gurgaon

for Identification

President & Senior Executive Director

For R SYSTEMS INTERNATIONAL LTD.

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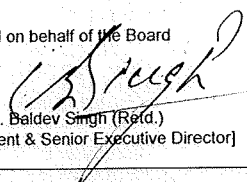
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Company Secretary

- 6 The Company had issued Public Announcement dated December 29, 2014, for buy-back of equity shares of face value of Re. 1/- each from the open market at a price not exceeding Rs. 100 per share for an aggregate amount not exceeding Rs. 600 lakhs. Under the Buy-back offer, the Company has bought back 678,155 equity shares, having nominal value of Rs. 6.78 lakhs, for an aggregate amount of Rs. 595.74 lakhs by utilising the Securities Premium Account to the extent of Rs. 588.96 lakhs and General Reserve, through creation of Capital Redemption Reserve in terms of Section 68 of the Companies Act, 2013, to the extent of aforesaid nominal value. The Company has closed the buy-back offer pursuant to approval by the Board of Directors of the Company at its meeting held on April 23, 2015.
- 7 On April 30, 2015, R Systems (Singapore) Pte. Limited, a wholly owned subsidiary of the Company, has acquired 100% share of IBIZCS Group Pte. Ltd, Singapore (IBIZ) for maximum consideration of SGD 7.50 million including the earn-outs over the next three years on fulfilment of certain conditions by the erstwhile shareholder of IBIZ. IBIZ is a Microsoft Gold-certified partner specialized in Microsoft Business Management Solution suites, including Enterprise Resource Planning (ERP), Customer Relationship Management (CRM), Point of Sales (POS), Mobility, Business Intelligence (BI) and Portals having subsidiaries in Singapore, Malaysia, Indonesia, India, Hong Kong and China. Basis the conditions specified in the Share Purchase Agreement and subsequent amendment thereof, the management has assessed the investment value at SGD 3.37 million (Rs. 1,577.10 lakhs) which represents the consideration assessed as probable to be paid over the period and consequently the goodwill arising on acquisition is SGD 4.24 million (Rs. 1,984.75 lakhs). The above stated consolidated results includes the consolidated results of IBIZ and its subsidiaries from the date of its acquisition.
- 8 On August 07, 2015, Computaris International Limited, a UK subsidiary of the Company, has entered into an Assets Purchase Agreement (APA) for acquisition of certain customer contracts and related intellectual property rights from the subsidiary of a leading European telecommunication company for a maximum consideration of Euro 0.70 million on fulfilment of certain conditions. The aforesaid Assets purchase was completed on October 1, 2015. The management has assessed Euro 0.58 mn (Rs. 404.15 Lakhs) as the estimated purchase price for the aforesaid assets acquired basis the conditions specified in APA and accordingly recorded as intangible assets.
- 9 During the year ended December 31, 2015, the Company has issued 90,000 equity shares of Re. 1/- each at an exercise price of Rs. 12.07 per share, pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
- 10 Figures for the quarter ended December 31, 2015 and December 31, 2014 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 relevant financial year which were subjected to quarterly limited review by the statutory auditors.
- 11 Refer Annexure A for the consolidated statement of assets and liabilities.
- 12 Refer Annexure B for segment wise consolidated revenue, results and capital employed.
- 13 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period / year presentation.

Place : NOIDA
Date : February 06, 2016

For and on behalf of the Board


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

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

Consolidated Statement of Assets and Liabilities

(Rs. in lakhs)

Particulars		As at Year Ended 31.12.2015	As at Year Ended 31.12.2014
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
(a)	Share capital	1,261.31	1,267.20
(b)	Reserves and surplus	23,024.34	20,043.32
	Sub total - Shareholders' fund	24,285.65	21,310.52
2	Minority interest		
3	Non-current liabilities		
(a)	Long-term borrowings	77.71	62.85
(b)	Deferred tax liabilities (net)	-	6.62
(c)	Other long-term liabilities	1,006.07	49.95
(d)	Long-term provisions	634.63	952.16
	Sub total - Non-current liabilities	1,718.41	1,071.58
4	Current liabilities		
(a)	Trade payables	4,853.85	5,088.88
(b)	Other current liabilities	3,034.26	5,902.48
(c)	Short-term provisions	1,660.29	3,927.31
	Sub total - Current liabilities	9,548.40	14,918.67
	TOTAL - EQUITY AND LIABILITIES	35,552.46	37,300.77
B	ASSETS		
1	Non-current assets		
(a)	Fixed assets *	3,201.94	4,158.15
(b)	Goodwill on consolidation	4,779.72	2,802.04
(c)	Non-current investments	2,904.47	0.25
(d)	Deferred tax assets (net)	370.34	382.98
(e)	Long-term loans and advances	632.70	688.41
(f)	Other non-current assets	744.84	585.72
	Sub total - Non-current assets	12,634.01	8,617.55
2	Current assets		
(a)	Current investments	1,180.09	180.00
(b)	Trade receivables	10,463.12	12,507.65
(c)	Cash and cash equivalents	8,514.67	13,638.35
(d)	Short-term loans and advances	1,437.54	1,185.75
(e)	Other current assets	1,323.03	1,171.47
	Sub total - Current assets	22,918.45	28,683.22
	TOTAL - ASSETS	35,552.46	37,300.77

* including fixed assets amounting to Rs. 551.32 lakhs pertaining to Discontinuing Operations as at December 31, 2014.

For R SYSTEMS INTERNATIONAL LTD.

S.K. Batliboi & Associates LLP, Gurgaon

for Identification

President & Senior Executive Director

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

Segment Wise Consolidated Revenue, Results and Capital Employed

(Rs. in lakhs)

S.No.	Particulars	Three Months Ended			Year Ended	
		31.12.2015	30.09.2015	31.12.2014	31.12.2015	31.12.2014
		(Audited) Refer note 10	(Unaudited)	(Audited) Refer note 10	(Audited)	(Audited)
1	Segment revenue					
	- Information technology services and products	13,507.28	13,250.80	13,530.94	55,642.74	52,985.91
	- Business process outsourcing services	1,117.85	1,096.17	2,818.22	5,041.88	12,047.89
	Total	14,625.13	14,346.97	16,349.16	60,684.62	65,033.80
	Less: Elimination of intersegment sales	46.69	46.07	44.34	181.43	184.21
	Income from operations	14,578.44	14,300.90	16,304.82	60,503.19	64,849.59
2	Segment results before tax, interest and exceptional items					
	- Information technology services and products	1,501.73	1,604.09	1,720.76	6,768.49	7,640.38
	- Business process outsourcing services	101.44	68.44	474.49	188.89	1,435.08
	Total	1,603.17	1,672.53	2,195.25	6,957.38	9,075.46
	(i) Interest expense	(15.03)	(2.96)	(22.43)	(22.94)	(31.43)
	(ii) Interest income	104.96	155.60	125.30	463.21	410.16
	(iii) Other unallocable income	16.00	14.79	-	48.54	10.05
	(iv) Exceptional items (refer note 5)	369.59	5,661.42	2,240.25	6,031.01	2,501.10
	(v) Other unallocable expenses	(181.16)	(183.50)	(199.05)	(727.93)	(723.29)
	Profit before tax	1,897.53	7,317.88	4,339.32	12,749.27	11,242.05
3	Capital employed					
	- Information technology services and products	11,131.04	10,705.35	12,387.56	11,131.04	12,387.56
	- Business process outsourcing services	2,358.06	1,979.68	1,916.88	2,358.06	1,916.88
	- Unallocated corporate	10,796.55	9,335.07	7,006.08	10,796.55	7,006.08
	Total capital employed	24,285.65	22,020.10	21,310.52	24,285.65	21,310.52

For R SYSTEMS INTERNATIONAL LTD.

S.R. Battiboi & Associates LLP, Gurgaon

for Identification

President & Senior Executive Director

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

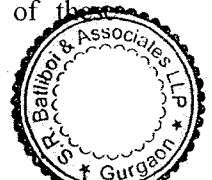
Auditor's Report on Quarterly Consolidated Financial Results and Consolidated Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
Board of Directors
R Systems International Limited

1. We have audited the quarterly consolidated financial results of R Systems International Limited for the quarter ended December 31, 2015 and the consolidated financial results for the year ended December 31, 2015, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The quarterly consolidated financial results are the derived figures between the audited figures in respect of the year ended December 31, 2015 and the published year to date figures up to September 30, 2015, being the date of end of third quarter of the current financial year, which were subject to limited review. The consolidated financial results for the quarter ended December 31, 2015 have been prepared on the basis of the consolidated financial results for the nine-month period ended September 30, 2015, the audited annual consolidated financial statements as at and for the year ended December 31, 2015, and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these consolidated financial results based on our review of the consolidated financial results for the nine-month period ended September 30, 2015 which was prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", specified under section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India; our audit of the annual consolidated financial statements as at and for the year ended December 31, 2015; and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 misstatement(s). 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. We did not audit the financial statements of twenty four subsidiaries included in the consolidated quarterly financial results and consolidated year ended results, whose consolidated financial statements reflect total assets of Rs. 19,518.63 lakhs as at quarter and year ended December 31, 2015; as well as the total revenue of Rs. 8,645.87 lakhs for the quarter ended December 31, 2015 and Rs. 32,547.61 lakhs for the year ended December 31, 2015. The financial statements of these subsidiaries have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the Company's management. The financial statements and information of these subsidiaries have been prepared in accordance with accounting principles generally accepted in their respective countries and have been audited by other auditors who have submitted their audit reports, prepared under generally accepted auditing standards of their respective countries, to the shareholder of the respective entities. The Company's management has converted the financial statements and information of these

For R SYSTEMS INTERNATIONAL LTD.

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Company Secretary

subsidiaries from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We audited the adjustments that were applied to prepare the 2015 consolidated financial statements made by the Company's management to convert these subsidiaries financial statements and information from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. In our opinion, such adjustments have been properly applied. We did not audit the 2015 financial statements of these subsidiaries and, accordingly, our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the report(s) of such other auditors and the information provided by the Company's management. Our opinion is not qualified in respect of this matter.

4. In our opinion and to the best of our information and according to the explanations given to us these consolidated quarterly financial results as well as the consolidated year to date results:

(i) include the quarterly financial results and year-to-date results of the following entities:

- a) R Systems, Inc., USA
- b) R Systems Technologies Limited, USA (formerly known as Indus software, Inc.,)
- c) R Systems Solution, Inc., USA #
- d) Systèmes R. International Ltée, Canada
- e) R Systems Products & Technologies Ltd ##
- f) R Systems (Singapore) Pte Limited, Singapore
- g) IBIZCS Group Pte Ltd ###
- h) IBIZ Consulting Services Pte Ltd ###
- i) IBIZ Consulting Services Sdn. Bhd. ###
- j) PT. IBIZCS Indonesia###
- k) IBIZ Consultancy Services India Private Limited###
- l) IBIZ Consulting Service Limited (IBIZ HK) ###
- m) IBIZ Consulting Service Shanghai Co., Ltd###
- n) ECnet Limited, Singapore
- o) ECnet (M) Sdn Bhd
- p) ECnet Systems (Thailand) Co. Ltd.
- q) ECnet (Shanghai) Co. Ltd.
- r) ECnet (Hong Kong) Ltd.
- s) ECnet, Inc.
- t) ECnet Kabushiki Kaisha
- u) Computaris International Limited
- v) Computaris International Srl
- w) Computaris Malaysia Sdn. Bhd.
- x) Computaris Polska sp z o.o.
- y) Computaris Romania SRL
- z) Computaris USA, LLC

Merged into R System Inc., on December 10, 2015.

93% stake sold on July 7, 2015.

IBIZ group acquired on April 30, 2015.

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary



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- (ii) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in this regard; and
- (iii) give a true and fair view of the consolidated net profit and other financial information for the quarter ended December 31, 2015 as well as the consolidated year ended December 31, 2015.

5. Further, read with paragraph 1 above, we report that the figures for the quarter ended December 31, 2015 represent the derived figures between the audited figures in respect of the financial year ended December 31, 2015 and the published year-to-date figures up to September 30, 2015, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

per Yogender Seth

Partner

Membership No.: 94524

Place *Noida*
Date *Feb 6, 2016*



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For R SYSTEMS INTERNATIONAL LTD.

[Signature]
Company Secretary

FORM A

(FOR AUDIT REPORT WITH UNMODIFIED OPINION ALONG-WITH STANDALONE FINANCIAL RESULTS)

1.	Name of the Company:	R Systems International Limited
2.	Annual financial statements for the year ended	December 31, 2015
3.	Type of Audit observation	Un-modified
4.	Frequency of observation	Not Applicable
5.	To be signed by- ☐ CEO/Managing Director : Satinder Singh Rekhi ☐ CFO Nand Sardana ☐ Auditor of the company Yogender Seth (Partner, M/s. S. R. Batliboi & Associates LLP) (FIRM REGISTRATION No. -101049W) (MEMBERSHIP No. - 94524) ☐ Audit Committee Chairman Raj Kumar Gogia	

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

FORM A**(FOR AUDIT REPORT WITH UNMODIFIED OPINION ALONG-WITH CONSOLIDATED FINANCIAL RESULTS)**

1.	Name of the Company:	R Systems International Limited
2.	Annual financial statements for the year ended	December 31, 2015
3.	Type of Audit observation	Un-modified
4.	Frequency of observation	Not Applicable
5.	To be signed by- ☐ CEO/Managing Director : Satinder Singh Rekhi ☐ CFO Nand Sardana ☐ Auditor of the company Yogender Seth (Partner, M/s. S. R. Batliboi & Associates LLP) C FIRM REGISTRATION No. - 101049W) C MEMBERSHIP No. - 94524) ☐ Audit Committee Chairman Raj Kumar Gogia	

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary



R Systems Announces Results for Financial Year 2015

FY 2015: Revenue Rs. 605 Crores and Net Profit Rs. 98 Crores
Net Profit increased by 25 % over previous year from Rs.78 crores to Rs. 98 crores

Noida, India – February 06, 2016

Highlights

Consolidated results for FY ended December 31, 2015

- Consolidated revenue for FY 2015 was Rs. 605.03 crores (US\$ 94.32 mn.) as against Rs. 648.50 crores (US\$ 106.27 mn.) in FY 2014; YoY decrease of 6.7%.
- Earnings before interest, depreciation, taxes and allowances (“EBITDA”) for FY 2015 were Rs. 71.5 crores (US\$ 11.15 mn.) as against Rs. 90.05 crores (US\$ 14.76 mn.) in FY 2014; YoY decrease of 20.6 %.
- Net profit after taxes for FY 2015 was Rs. 97.83 crores (US\$15.25mn) as against Rs.78.13 crores (US\$ 12.8 mn) in FY 2014; YoY increase of 25.2 %.
- Net profit after tax for FY 2015 contains exceptional profit of Rs. 54.01 crores (US\$ 8.42 mn) including Rs 43.35 crores (US\$ 6.82 mn) on divestment of Indus Business Division as against Rs. 18.50 crores (US\$ 3.03) for FY 2014 which includes Rs. 16.89 crores (US\$ 2.77 mn) gain on sale of Europe BPO Business.
- Earnings per share (face value of Re. 1/- each) of Rs.7.70 for FY 2015 as against Rs. 6.14 in FY 2014.

Consolidated results for the quarter ended December 31, 2015

- Consolidated revenue from operations for Q4, 2015 was Rs.145.8 crores (US\$ 22.06 mn) compared to Rs. 163.05 crores (US\$ 26.31 mn) in Q4, 2014 and Rs. 143.01 crores (US\$ 21.93 mn) in Q3, 2015. QoQ increase was 1.94%.
- EBITDA was Rs.15.1 crores (US\$ 2.27 mn) compared to Rs. 22.08 crores (US\$ 3.56 mn) in Q4, 2014 and Rs. 16.97 crores (US\$ 2.60 mn) in Q3, 2015. QoQ decrease was 11.17%.
- Net profit after taxes was Rs. 23.3 crores (US\$ 3.52mn) compared to Rs. 31.63 crores (US\$ 5.14 mn) in Q4, 2014 and Rs. 52.00 crores (US\$ 8.14 mn) in Q3, 2015.
- Net profit after tax for Q4, 2015 includes Rs. 10.66 crores (US\$ 1.60 mn) as exceptional profit as against Rs. 16.89 crores (US\$ 2.77 mn) in Q4, 2014 and Rs. 43.35 crores (US\$ 6.82 mn) for Q3, 2015.

Others

- During the quarter, R Systems added 8 key customers.
- Total associates as on December 31, 2015 were 2,025 compared to 2,598 (1,895 excluding Indus Business Division) at the end of December 31, 2014 and 2,034 as at September 30, 2015.



Mr. Rekhi Singh, Managing Director emphasized, “Year 2015 was an year of transformation for R Systems where we realigned our focus towards core services by acquiring businesses in line with our strategy and divested from product business. The Company reported revenues of Rs. 605 crores with EBITDA of Rs. 71 crores. Discipline in execution coupled with strengthening of USD contributed positively to the overall 2015 performance despite cross currency challenges.” Mr. Rekhi further added, “We have a strong balance sheet with constant cash generation to scale investment in analytics and cloud for profitable growth. Year 2016 looks promising for the Company backed by strong sales funnel across different business verticals and geographies.”

Mr. Avirag Jain CTO, said, “During 2015, we strengthened our offerings by horizontal addition of analytics and cloud. We added marquee clients in all businesses and maintained utilization towards north of 75%.” He added, “Our customer and delivery focus approach have paid off encouragingly in terms of bringing innovation and value to clients by simplifying their operations.”

Key Operational Highlights for the Quarter

R Systems’ core service offerings include Outsourced Product Engineering that are 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 accelerate their time-to-market, make customers 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 through our global delivery model.

Further, R Systems’ Singapore subsidiary ECnet® addresses supply chain, warehousing and inventory management. ECnet also operates as Infor Gold-certified channel partner for reselling and implementing several enterprise solutions, including enterprise resource planning, warehouse management, corporate performance management, business intelligence etc.

R Systems’ recent acquisition, IBIZ, is a Microsoft Gold-certified partner and is specialized in deploying Microsoft business management solution suites, including enterprise resource planning, customer relationship management, point of sales, mobility, business intelligence and portals.

Our services and solutions span five major verticals including Telecom & Digital Media, Banking & Finance, Healthcare, Manufacturing & Logistics, and Government Services.

The quarter concluded with 8 key wins with strong pipeline across business verticals and geographies. The brief of some significant wins are listed below:

A USA-based market leader in customer experience and contact centre solutions has selected R Systems to provide cloud computing services through globally renowned customer relationship management and business intelligence solutions.

A USA-based company pioneering in designing, developing and deploying comprehensive training support programs for health care professionals and patients impacting clinician decision making, patient self-management and adherence, has given R Systems the mandate for developing and customizing an interactive multilingual training portal to support patients and physicians.



A renowned telecom company in Austria has awarded a new project to our subsidiary Computaris to provide virtual private network (VPN) and multi SIM services for replacing its legacy system and integrating the new system with other surrounding systems.

A Singapore-based leading foam and rubber components manufacturer having operations in multiple countries in South-East Asia and China has engaged our Singapore subsidiary ECnet Limited to roll out Infor Syteline ERP system for its China operations after successful implementation in its Singapore, Malaysia and Thailand operations.

A Japan-based company providing injection moulding and machine tool automation systems engaged our subsidiary IBIZ to implement Microsoft Dynamics ERP system to automate its finance, sales, distribution and manufacturing operation across Singapore, Malaysia and Indonesia.

Liquidity and Shareholder Funds

Total Consolidated Cash and bank balance, including bank deposits and liquid debt funds, as on December 31, 2015, was Rs. 92.20 crores, compared to Rs. 109.82 crores as on December 31, 2014 and Rs. 92.22 crores as on September 30, 2015. Total shareholder funds as on December 31, 2015, were Rs. 242.86 crores compared to Rs. 213.11 crores as on December 31, 2014 and Rs. 220.20 crores, as on September 30, 2015.

For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

**Financial Performance****Consolidated Profit & Loss Statement for the Quarter Ended December 31, 2015****(As per Indian GAAP)**

(Figures in mn, except per share data)

Sr. No.	Particulars	Quarter Ended Dec 31		Quarter Ended Sep 30, 2015
		2015	2014	
1	Income			
1.1	Income from operations	1,457.84	1,630.48	1,430.09
1.2	Other operating income	23.30	4.75	6.08
	Total	1,481.14	1,635.23	1,436.17
2	Expenditure			
2.1	Employee benefits expense	880.81	975.35	852.09
2.2	Depreciation and amortisation expense	33.01	28.61	26.88
2.3	Traveling and conveyance	63.19	92.69	70.45
2.4	Communication costs	18.10	21.11	19.96
2.5	Legal and professional expenses (including subcontract expenses)	175.40	188.89	153.58
2.6	Provision for doubtful debts and advances (net)	1.29	-	(0.55)
2.7	Other expenditure	165.83	126.94	162.82
	Total expenditure	1,337.63	1,433.59	1,285.23
3	Profit from operations before other income and finance cost	143.51	201.64	150.94
4	Other income	12.10	12.53	17.04
5	Profit from operations before finance cost	155.61	214.17	167.98
6	Finance cost	2.82	4.26	2.33
7	Profit from ordinary activities before exceptional items	152.79	209.91	165.65
8	Exceptional items	36.96	224.02	566.14
9	Profit before tax	189.75	433.93	731.79
10	Provision for tax			
10.1	Current tax	(55.13)	115.48	197.76
10.2	Deferred tax charge	11.98	2.12	14.07
	Total tax expense	(43.15)	117.60	211.83
11	Net profit after tax	232.90	316.33	519.96
12	Earnings per share (Face value of Re. 1/- each)			
12.1	Basic	1.84	2.48	4.10
12.2	Diluted	1.84	2.48	4.10

For R SYSTEMS INTERNATIONAL LTD.



Company Secretary

**Financial Performance****Consolidated Profit & Loss Statement for the Year Ended December 31, 2015****(As per Indian GAAP)**

(Figures in mn, except per share data)

Sr. No.	Particulars	December 31	
		2015	2014
1	Income		
1.1	Income from operations	6,050.32	6,484.96
1.2	Other operating income	46.95	48.71
	Total	6,097.27	6,533.67
2	Expenditure		
2.1	Employee benefits expense	3,648.80	3,935.22
2.2	Depreciation and amortisation expense	140.23	112.45
2.3	Traveling and conveyance	340.62	347.76
2.4	Communication costs	77.71	87.47
2.5	Legal and professional expenses (including subcontract expenses)	645.19	722.72
2.6	Provision for doubtful debts and advances (net)	8.21	-
2.7	Other expenditure	606.27	485.09
	Total expenditure	5,467.03	5,690.71
3	Profit from operations before other income and finance cost	630.24	842.96
4	Other income	51.18	42.02
5	Profit from operations before finance cost	681.42	884.98
6	Finance cost	9.59	10.88
7	Profit from ordinary activities before exceptional items	671.83	874.10
8	Exceptional items	603.10	250.11
9	Profit before tax	1,274.93	1,124.21
10	Provision for tax		
10.1	Current tax	290.08	325.29
10.2	Deferred tax charge	6.55	17.58
	Total tax expense	296.63	342.87
11	Net profit after tax	978.30	781.34
12	Earnings per share (Face value of Re. 1/- each)		
12.1	Basic	7.70	6.14
12.2	Diluted	7.70	6.14

For R SYSTEMS INTERNATIONAL LTD.



Company Secretary

**Financial Performance****Consolidated Profit & Loss Statement for the Quarter Ended December 31, 2015****(Contribution Analysis Format; Basis Indian GAAP)**

(Figures in mn, except per share data)

Particulars	Q4 2015		Q4 2014		Q3 2015	
	INR	US\$	INR	US\$	INR	US\$
Revenues	1,457.84	22.06	1,630.48	26.31	1,430.09	21.93
Cost of revenues	975.76	14.78	1,049.73	16.94	929.06	14.25
Gross margin	482.08	7.28	580.75	9.37	501.03	7.68
	33.07%		35.62%		35.03%	
SG & A						
Expenses	331.33	5.01	359.90	5.81	331.33	5.08
	22.73%		22.07%		23.17%	
EBITDA	150.75	2.27	220.85	3.56	169.70	2.60
	10.34%		13.54%		11.87%	
Depreciation and amortization	33.01	0.50	28.61	0.46	26.88	0.41
Income from operations before exceptional items	117.74	1.77	192.24	3.10	142.82	2.19
Exceptional items	36.96	0.49	224.02	3.67	566.14	8.91
Income from operations	154.70	2.26	416.26	6.77	708.96	11.10
Interest expense	(0.35)	(0.01)	(0.27)	(0.01)	(0.29)	(0.01)
Other income (net)	35.40	0.54	17.94	0.29	23.12	0.36
Income before income tax	189.75	2.80	433.93	7.05	731.79	11.45
Income tax provision	(43.15)	(0.72)	117.60	1.91	211.83	3.31
Net earnings	232.90	3.52	316.33	5.14	519.96	8.14
Earnings per share (Face value of Re. 1/- each)						
Basic	1.84	0.03	2.48	0.04	4.10	0.07
Diluted	1.84	0.03	2.48	0.04	4.10	0.07

For R SYSTEMS INTERNATIONAL LTD.



Company Secretary



Financial Performance

Consolidated Profit & Loss Statement for the Year Ended December 31, 2015

(Contribution Analysis Format; Basis Indian GAAP)

(Figures in mn, except per share data)

Particulars	Jan to Dec 15		Jan to Dec 14	
	INR	US\$	INR	US\$
Revenue	6,050.32	94.32	6,484.96	106.27
Cost of revenue	3,958.02	61.70	4,132.43	67.72
Gross margin	2,092.30	32.62	2,352.53	38.55
SG & A Expenses	34.58%		36.28%	
	1,377.24	21.47	1,452.06	23.79
	22.76%		22.39%	
EBITDA	715.06	11.15	900.47	14.76
Depreciation and amortization	11.82%		13.89%	
	140.23	2.19	112.45	1.85
Income from operations before exceptional items	574.83	8.96	788.02	12.91
Exceptional items	603.10	9.40	250.11	4.10
Income from operations	1,177.93	18.36	1,038.13	17.01
Interest expense	(1.13)	(0.02)	(1.17)	(0.02)
Other income (net)	98.13	1.53	87.25	1.43
Income before income tax	1,274.93	19.87	1,124.21	18.42
Income tax provision	296.63	4.62	342.87	5.62
Net earnings	978.30	15.25	781.34	12.80
Earnings per share (Face value of Re. 1/- each)				
Basic	7.70	0.12	6.14	0.10
Diluted	7.70	0.12	6.14	0.10

For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

Consolidated Balance Sheet as at December 31, 2015 (As per Indian GAAP)

(Rs. in mn)

Particulars	As at		
	Dec 31, 2015	Dec 31, 2014	Sep 30, 2015
	(Audited)	(Audited)	(Unaudited)
EQUITY & LIABILITIES			
Shareholders' Funds			
Share capital	126.13	126.72	126.13
Reserves and Surplus	2,302.43	2,004.33	2,075.88
Sub-Total Shareholder's Funds	2,428.56	2,131.05	2,202.01
Minority interest	-	-	-
Non-current liabilities			
Long-term borrowings	7.77	6.29	8.84
Deferred tax liabilities	-	0.66	-
Other long term liabilities	100.61	4.99	161.88
Long-term provisions	63.46	95.22	67.79
Subtotal - Non-current liabilities	171.84	107.16	238.51
Current liabilities			
Trade payables	485.38	508.89	462.29
Other current liabilities	303.43	590.25	323.33
Short-term provisions	166.03	392.73	308.03
Subtotal- Current Liabilities	954.84	1,491.87	1,093.65
TOTAL - EQUITY AND LIABILITIES	3,555.24	3,730.08	3,534.17
ASSETS			
Non-current assets			
Fixed assets	320.19	415.82	304.00
Goodwill on consolidation	477.97	280.20	565.43
Non-current investments	290.45	0.03	290.82
Deferred tax assets (net)	37.03	38.30	49.01
Long-term loans and advances	63.27	68.84	60.42
Other non-current assets	74.49	58.57	70.09
Subtotal - Non- current assets	1,263.40	861.76	1,339.77
Current assets			
Current Investment	118.01	18.00	118.01
Trade receivables	1,046.31	1,250.77	887.35
Cash and bank balance	851.47	1,363.83	855.66
Short-term loans and advances	143.75	118.57	198.60
Other current assets	132.30	117.15	134.78
Subtotal - Current Assets	2,291.84	2,868.32	2,194.40
TOTAL - ASSETS	3,555.24	3,730.08	3,534.17

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

Profitability in Percentage	Quarter ended			Year Ended	
	Dec 31, 15	Dec 31, 14	Sep 30, 15	Dec 31, 15	Dec 31, 14
Revenues	100.00	100.00	100.00	100.00	100.00
Gross margin	33.07	35.62	35.03	34.58	36.28
SG & A	22.73	22.07	23.17	22.76	22.39
EBITDA	10.34	13.54	11.87	11.82	13.89
EBT	13.02	26.61	51.17	21.07	17.34
PAT	15.98	19.40	36.36	16.17	12.05

Revenue from Top 10 Clients	Quarter ended			Year Ended	
	Dec 31, 15	Dec 31, 14	Sep 30, 15	Dec 31, 15	Dec 31, 14
Top 10 Clients	33.89%	32.26%	34.35%	31.14%	31.73%
Top 5 Clients	22.22%	21.53%	21.95%	19.54%	19.93%
Top 3 Clients	16.13%	15.78%	15.34%	14.18%	14.56%
Largest Client	7.62%	6.67%	7.12%	6.81%	5.87%

Revenues by Geographies	Quarter ended			Year Ended	
	Dec 31, 15	Dec 31, 14	Sep 30, 15	Dec 31, 15	Dec 31, 14
USA	62.98%	55.68%	61.21%	57.98%	57.08%
Europe	12.02%	23.75%	13.82%	14.84%	23.38%
SEAC (South East Asia)	19.87%	8.70%	17.91%	16.86%	9.05%
India	1.85%	7.12%	2.28%	5.27%	6.37%
Others	3.28%	4.75%	4.78%	5.05%	4.12%
Total	100.00%	100.00%	100.00%	100.00%	100.00%

Utilization (excluding trainees)	Quarter ended		
	Dec 31, 15	Dec 31, 14	Sep 30, 15
Onsite	80.02%	78.58%	81.50%
Offshore	76.26%	73.72%	74.73%
Blended	77.05%	74.87%	76.15%

Utilization (including trainees)	Quarter ended		
	Dec 31, 15	Dec 31, 14	Sep 30, 15
Onsite	80.02%	78.58%	81.50%
Offshore	70.95%	68.75%	70.49%
Blended	72.76%	70.96%	72.69%

For R SYSTEMS INTERNATIONAL LTD.



Company Secretary



Consolidated Operational Data (Un-audited)

Human resources	As at		
	Dec 31, 15	Dec 31, 14 #	Sep 30, 15
Technical	1,727	2,245	1,748
Software services			
Onsite	319	318	326
Offshore	990	1,428	1,009
BPO			
Offshore	324	289	325
Onsite	-	82	9
Trainees	94	128	79
Support	298	353	286
Total count	2,025	2,598	2,034

Dec 31, 2014 head counts includes 703 (560 technical, 63 trainees and 80 support) associates pertaining to Indus Business Unit.

(Rs. in mn, except DSO)

Key Balance Sheet Data	As At		
	Dec 31, 15	Dec 31, 14	Sep 30, 15
Receivable	1,046.31	1,250.77	887.35
Receivable in days ("DSO")	49	51	43
Total cash and bank balance	921.95	1,098.24	922.24
Fixed assets	320.19	415.82	304.00
Shareholders' funds	2,428.56	2,131.05	2,202.01

Development/Service Centres Location	As on Dec 31, 2015	
	Covered areas in sq ft.	No. of seats
India		
Noida	76,980	1,432
Chennai	5,905	65
	82,885	1,497
USA		
Sacramento, CA	9,500	60
South East Asia		
Singapore	8,054	91
Malaysia	6,048	52
Thailand	592	6
Indonesia	1,109	12
	15,803	161
Europe		
Romania	14,090	126
Poland	7,908	65
Moldova	3,398	48
	25,396	239
Total	133,584	1,957

For R SYSTEMS INTERNATIONAL LTD.

[Signature]
Company Secretary



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. 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 fourteen development and service centres and using our global delivery model we serve customers in USA, Europe, South America, 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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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

CIN : L74899DL1993PLC053579

Registered Office : B - 104A, Greater Kailash - I, New Delhi - 110 048
Tel : +91 120 4303500; Fax : +91 120 2587123

Website : www.rsystems.com; Email : rsystems.india@rsystems.com

Extract of Standalone and Consolidated Results for the Quarter and Year Ended December 31, 2015

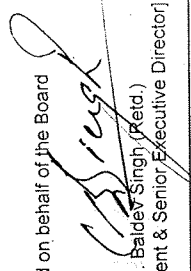
Particulars	Standalone Financial Results				Consolidated Financial Results			
	Three Months Ended		Year Ended		Three Months Ended		Year Ended	
	31.12.2015	30.09.2015	31.12.2014	31.12.2015	31.12.2015	30.09.2015	31.12.2014	31.12.2015
	(Audited) Refer Note 2	(Audited) Refer Note 2	(Audited) Refer Note 2	(Audited)	(Audited) Refer Note 3	(Unaudited)	(Audited) Refer Note 3	(Audited)
Total income from operations	6,280.68	6,274.81	7,369.88	29,379.02	14,811.47	14,361.71	16,352.30	60,972.72
Net profit from ordinary activities after tax	2,149.45	4,884.97	3,080.69	9,064.40	2,329.01	5,199.57	3,163.34	9,782.98
	2,149.45	4,884.97	3,080.69	9,064.40	2,329.01	5,199.57	3,163.34	9,782.98
Net profit for the period / year after tax (after Extraordinary items)								
Paid - up equity share capital (Face value Re. 1/- each)	1,261.31	1,261.31	1,267.20	1,261.31	1,261.31	1,261.31	1,267.20	1,261.31
Reserves excluding Revaluation Reserves as at December 31, 2015 and December 31, 2014				18,575.93				23,024.34
Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)	1.69	3.85	2.42	7.14	1.84	4.10	2.48	7.70
Basic	1.69	3.85	2.42	7.14	1.84	4.10	2.48	7.70
Diluted								
Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)	1.69	3.85	2.42	7.14	1.84	4.10	2.48	7.70
Basic	1.69	3.85	2.42	7.14	1.84	4.10	2.48	7.70
Diluted								

Notes:

- The above is an extract of the detailed format of Quarterly/Annual Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly/Annual Financial Results are available on the Stock Exchange websites i.e. www.bseindia.com and Company's website at www.rsystems.com.
- Figures for the quarter ended December 31, 2015 and December 31, 2014 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 relevant financial year.
- Figures for the quarter ended December 31, 2015 and December 31, 2014 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 relevant financial year which were subjected to quarterly limited review by the statutory auditors.

Place : NOIDA
Date : February 06, 2016

For and on behalf of the Board


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

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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary