

REF: SECT/11/2017/02

November 02, 2017

|                                                                                                                                                                                                      |                                                                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>To,<br/>The Managing Director<br/><b>National Stock Exchange of India Limited</b><br/>Exchange Plaza,<br/>Bandra Kurla Complex,<br/>Bandra – East, Mumbai – 400 051<br/>NSE Symbol - RSYSTEMS</p> | <p>To,<br/>The General Manager<br/><b>BSE Limited</b><br/>Department of Corporate Services,<br/>Rotunda Building, 1<sup>st</sup> Floor,<br/>Mumbai Samachar Marg, Fort,<br/>Mumbai - 400 001<br/>BSE Scrip Code - 532735</p> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir,

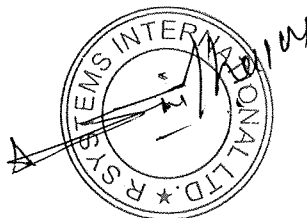
**SUB: CORPORATE DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR BUSINESS APPROVED AT THE BOARD MEETING**

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 at C-40, Sector-59, Noida (U.P.) - 201307 on November 02, 2017 commenced at 08:00 P.M. and concluded at 10:05 P.M. has inter alia transacted the following businesses:

1. Approved the audited standalone financial results of the Company for the quarter and nine months ended September 30, 2017.
2. Approved the unaudited consolidated financial results of the Company for the quarter and nine months ended September 30, 2017.
3. Approved the closure of New Zealand Branch Office of the Company.
4. Approved the setting up of a Branch Office of the Company in United Kingdom.
5. Considered and did not approve the Interim Dividend for the Financial Year 2017.

Please find enclosed herewith the following:

1. Audited standalone financial results for the quarter and nine months ended September 30, 2017 in the format prescribed under Regulations 33 of Listing Regulations along with the report of the auditors thereon.



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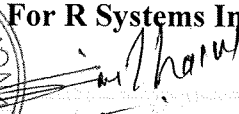
2. Unaudited consolidated financial results for the quarter and nine months ended September 30, 2017 in the format prescribed under Regulations 33 of Listing Regulations along with the Limited Review Report of the auditors thereon.
3. Copy of the press release to be issued for declaration of the financial results for the quarter and nine months ended September 30, 2017.
4. 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.

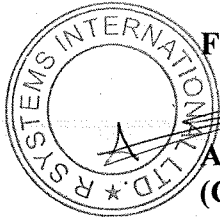
Thanking you.

Yours faithfully,

**For R Systems International Limited**

  
**Ashish Thakur**

**(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 Financial Results for the Quarter and Nine Months Ended September 30, 2017

| (Rs. in million, except per share data) |                                                                             |                    |               |               |                   |                 |                 |
|-----------------------------------------|-----------------------------------------------------------------------------|--------------------|---------------|---------------|-------------------|-----------------|-----------------|
| S.No.                                   | Particulars                                                                 | Three Months Ended |               |               | Nine Months Ended |                 | Year Ended      |
|                                         |                                                                             | 30.09.2017         | 30.06.2017    | 30.09.2016    | 30.09.2017        | 30.09.2016      | 31.12.2016      |
|                                         | (Refer notes)                                                               | (Audited)          | (Audited)     | (Audited)     | (Audited)         | (Audited)       | (Audited)       |
| <b>1</b>                                | <b>Revenue</b>                                                              |                    |               |               |                   |                 |                 |
| (a)                                     | Revenue from operations                                                     | 654.31             | 657.00        | 654.68        | 1,961.25          | 1,943.45        | 2,631.77        |
| (b)                                     | Other income                                                                | 16.26              | 29.46         | 38.03         | 90.41             | 88.87           | 123.67          |
|                                         | <b>Total revenue</b>                                                        | <b>670.57</b>      | <b>686.46</b> | <b>692.71</b> | <b>2,051.66</b>   | <b>2,032.32</b> | <b>2,755.44</b> |
| <b>2</b>                                | <b>Expenses</b>                                                             |                    |               |               |                   |                 |                 |
| (a)                                     | Employee benefits expense                                                   | 463.83             | 471.09        | 421.70        | 1,395.88          | 1,208.26        | 1,663.18        |
| (b)                                     | Operational and other expenses                                              | 95.94              | 149.38        | 107.11        | 359.16            | 339.21          | 451.87          |
| (c)                                     | Depreciation and amortisation expense                                       | 18.76              | 18.44         | 18.20         | 54.67             | 52.10           | 69.30           |
| (d)                                     | Finance costs                                                               | 1.49               | 1.16          | 1.54          | 5.65              | 2.91            | 3.68            |
|                                         | <b>Total expenses</b>                                                       | <b>580.02</b>      | <b>640.07</b> | <b>548.55</b> | <b>1,815.36</b>   | <b>1,602.48</b> | <b>2,188.03</b> |
| <b>3</b>                                | <b>Profit before tax and exceptional items</b>                              | <b>90.55</b>       | <b>46.39</b>  | <b>144.16</b> | <b>236.30</b>     | <b>429.84</b>   | <b>567.41</b>   |
| 4                                       | Exceptional items (refer note 3)                                            | -                  | -             | -             | -                 | -               | 46.35           |
| <b>5</b>                                | <b>Profit before tax</b>                                                    | <b>90.55</b>       | <b>46.39</b>  | <b>144.16</b> | <b>236.30</b>     | <b>429.84</b>   | <b>613.76</b>   |
| <b>6</b>                                | <b>Tax expense</b>                                                          |                    |               |               |                   |                 |                 |
| (a)                                     | Current tax [refer note 3(c) and 4]                                         | 20.73              | 32.60         | 52.15         | 91.12             | 161.39          | 224.95          |
| (b)                                     | MAT credit (related to earlier years)                                       | -                  | -             | -             | -                 | -               | (15.13)         |
| (c)                                     | Deferred tax charge / (credit)                                              | 7.06               | (15.14)       | (0.89)        | (6.34)            | (8.55)          | (8.20)          |
|                                         | <b>Total tax expense</b>                                                    | <b>27.79</b>       | <b>17.46</b>  | <b>51.26</b>  | <b>84.78</b>      | <b>152.84</b>   | <b>201.62</b>   |
| <b>7</b>                                | <b>Net profit for the period / year</b>                                     | <b>62.76</b>       | <b>28.93</b>  | <b>92.90</b>  | <b>151.52</b>     | <b>277.00</b>   | <b>412.14</b>   |
| <b>8</b>                                | <b>Earnings per share<br/>(Face value of Re. 1/- each) (not annualised)</b> |                    |               |               |                   |                 |                 |
| (a)                                     | Basic                                                                       | 0.51               | 0.23          | 0.73          | 1.22              | 2.18            | 3.26            |
| (b)                                     | Diluted                                                                     | 0.51               | 0.23          | 0.73          | 1.22              | 2.18            | 3.25            |

See accompanying notes to the financial results



For R Systems International Limited

Lt. Gen. Baldev Singh (Retd.)  
President & Senior Executive Director  
Director Identification No. 00006966

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For R Systems International Ltd.

*[Signature]*  
Company Secretary

**Notes:**

- 1 The results for the quarter and nine months ended September 30, 2017 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on November 02, 2017.
- 2 An audit has been completed by the Statutory Auditors for the quarter and nine months ended September 30, 2017 and quarter ended June 30, 2017. There is no modification in the Auditors' Report on these financial results.

The figures for the quarter and nine months ended September 30, 2016 and year ended December 31, 2016 were audited by erstwhile statutory auditor, M/s S.R.Batliboi & Associates LLP, Chartered Accountants.

- 3 '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. 783.90 million 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 to be redeemed over a period of 4 years, on the terms and conditions agreed in BTA and Debenture Subscription Agreement.

The Company had 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. 443.17 million (USD 7 million). The closing (as defined in the agreements) under the BTA and SPA occurred on July 07, 2015. The name of RSPTPL was changed to Indus Software Technologies Private Limited (ISPTPL) w.e.f August 19, 2015.

Subject to the satisfaction of certain conditions, BDC had also agreed to purchase the balance 7% equity shares for a consideration up to USD 1 million. During the year ended December 31, 2016, the Company had received the consideration for the sale of balance 7% share in ISPTPL. The gain on sale of aforesaid equity share amounting to Rs. 37.18 million is disclosed as 'Exceptional items' in the financial results for the year ended December 31, 2016.

(b) The Company had realised additional amount of Rs. 9.17 million towards the sale of Indus Business unit and disclosed as 'Exceptional items' in the financial results for the year ended December 31, 2016.

(c) The consequent tax expense of above 'Exceptional items' amounting to Rs. 14.80 million for the year ended December 31, 2016, is included in the 'Current tax' in the financial results for the relevant period.

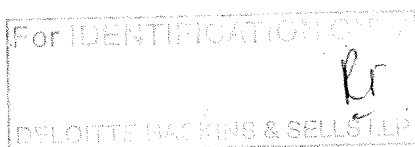
- 4 During the nine months ended September 30, 2017, the current tax includes Rs. 3.69 million pertaining to earlier period.
- 5 The Company had issued Public Announcement dated September 15, 2016, for buy-back of equity shares of face value of Re. 1/- each from its existing shareholders as on the record date September 30, 2016 on a proportionate basis through "Tender Offer" route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 at a price of Rs. 65/- per equity share, payable in cash for a total consideration not exceeding Rs. 195 million. Under the Buy-back offer, the Company had bought back 3 million equity shares for an aggregate amount of Rs. 195 million by utilising the Securities Premium Account to the extent of Rs. 192 million and General Reserve to the extent of Rs. 3 million. The Capital Redemption Reserve was created out of General Reserve for Rs. 3 million being the nominal value of equity shares bought back in terms of Section 68 of the Companies Act, 2013. The aforesaid buy-back was completed on November 29, 2016.
- 6 During the nine months ended September 30, 2017, the Company has issued 82,500 equity shares of Re. 1/- each pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
- 7 Refer Annexure A for segment wise standalone revenue, results, assets and liabilities.
- 8 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period / year presentation.

For and on behalf of the Board

Lt. Gen. Baldev Singh (Retd.)  
[President & Senior Executive Director]  
[DIN: 00006966]

Place : NOIDA

Date : November 02, 2017



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For R Systems International Ltd.

Company Secretary

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| R SYSTEMS INTERNATIONAL LIMITED                                   |                                                                   |                    |                 |                 |                   |                 | Annexure A       |
|-------------------------------------------------------------------|-------------------------------------------------------------------|--------------------|-----------------|-----------------|-------------------|-----------------|------------------|
| Segment Wise Standalone Revenue, Results , Assets and Liabilities |                                                                   |                    |                 |                 |                   |                 |                  |
|                                                                   |                                                                   |                    |                 |                 |                   |                 | (Rs. in million) |
| S.No.                                                             | Particulars                                                       | Three Months Ended |                 |                 | Nine Months Ended |                 | Year Ended       |
|                                                                   |                                                                   | 30.09.2017         | 30.06.2017      | 30.09.2016      | 30.09.2017        | 30.09.2016      | 31.12.2016       |
|                                                                   |                                                                   | (Audited)          | (Audited)       | (Audited)       | (Audited)         | (Audited)       | (Audited)        |
| 1                                                                 | <b>Segment revenue</b>                                            |                    |                 |                 |                   |                 |                  |
|                                                                   | - Information technology services                                 | 528.99             | 543.64          | 539.09          | 1,610.84          | 1,614.33        | 2,179.52         |
|                                                                   | - Business process outsourcing services                           | 125.32             | 113.36          | 115.59          | 350.41            | 329.12          | 452.25           |
|                                                                   | <b>Revenue from operations</b>                                    | <b>654.31</b>      | <b>657.00</b>   | <b>654.68</b>   | <b>1,961.25</b>   | <b>1,943.45</b> | <b>2,631.77</b>  |
| 2                                                                 | <b>Segment results before tax, interest and exceptional items</b> |                    |                 |                 |                   |                 |                  |
|                                                                   | - Information technology services                                 | 71.84              | 34.93           | 137.53          | 209.81            | 396.96          | 516.36           |
|                                                                   | - Business process outsourcing services                           | 18.43              | 12.38           | 7.69            | 30.52             | 36.77           | 48.84            |
|                                                                   | <b>Total</b>                                                      | <b>90.27</b>       | <b>47.31</b>    | <b>145.22</b>   | <b>240.33</b>     | <b>433.73</b>   | <b>565.20</b>    |
|                                                                   | (i) Interest expense                                              | (0.48)             | (0.62)          | (0.33)          | (3.37)            | (0.93)          | (1.34)           |
|                                                                   | (ii) Interest income                                              | 13.50              | 12.77           | 12.76           | 38.72             | 37.33           | 56.57            |
|                                                                   | (iii) Other unallocable income                                    | 1.60               | 1.60            | 1.60            | 4.80              | 4.80            | 6.40             |
|                                                                   | (iv) Exceptional Items (refer note 3)                             | -                  | -               | -               | -                 | -               | 46.35            |
|                                                                   | (v) Other unallocable expenses                                    | (14.34)            | (14.67)         | (15.09)         | (44.18)           | (45.09)         | (59.42)          |
|                                                                   | <b>Profit before tax</b>                                          | <b>90.55</b>       | <b>46.39</b>    | <b>144.16</b>   | <b>236.30</b>     | <b>429.84</b>   | <b>613.76</b>    |
| 3                                                                 | <b>Capital employed</b>                                           |                    |                 |                 |                   |                 |                  |
| a                                                                 | <b>Segment assets</b>                                             |                    |                 |                 |                   |                 |                  |
|                                                                   | - Information technology services                                 | 811.46             | 808.70          | 868.85          | 811.46            | 868.85          | 808.21           |
|                                                                   | - Business process outsourcing services                           | 219.07             | 196.88          | 110.11          | 219.07            | 110.11          | 187.69           |
|                                                                   | - Inter segment assets elimination                                | (85.86)            | (88.30)         | (67.19)         | (85.86)           | (67.19)         | (31.68)          |
|                                                                   | - Unallocated corporate assets                                    | 1,996.76           | 1,941.12        | 1,867.03        | 1,996.76          | 1,867.03        | 1,756.31         |
|                                                                   | <b>Total segment assets (A)</b>                                   | <b>2,941.43</b>    | <b>2,858.40</b> | <b>2,778.80</b> | <b>2,941.43</b>   | <b>2,778.80</b> | <b>2,720.53</b>  |
| b                                                                 | <b>Segment liabilities</b>                                        |                    |                 |                 |                   |                 |                  |
|                                                                   | - Information technology services                                 | 561.11             | 547.16          | 391.02          | 561.11            | 391.02          | 444.21           |
|                                                                   | - Business process outsourcing services                           | 53.55              | 48.75           | 113.84          | 53.55             | 113.84          | 49.87            |
|                                                                   | - Inter segment liabilities elimination                           | (85.86)            | (88.30)         | (67.19)         | (85.86)           | (67.19)         | (31.68)          |
|                                                                   | - Unallocated corporate liabilities                               | 54.55              | 55.98           | 78.79           | 54.55             | 78.79           | 54.68            |
|                                                                   | <b>Total segment liabilities (B)</b>                              | <b>583.35</b>      | <b>563.59</b>   | <b>516.46</b>   | <b>583.35</b>     | <b>516.46</b>   | <b>517.08</b>    |
|                                                                   | <b>Capital employed (A- B)</b>                                    | <b>2,358.08</b>    | <b>2,294.81</b> | <b>2,262.34</b> | <b>2,358.08</b>   | <b>2,262.34</b> | <b>2,203.45</b>  |



For R Systems International Limited

Lt. Gen. Baldev Singh (Retd.)  
President & Senior Executive Director  
Director Identification No. 00006966

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For R Systems International Ltd.

Company Secretary

## INDEPENDENT AUDITOR'S REPORT ON AUDIT OF INTERIM STANDALONE FINANCIAL RESULTS

### TO THE BOARD OF DIRECTORS OF R SYSTEMS INTERNATIONAL LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of **R SYSTEMS INTERNATIONAL LIMITED** ("the Company"), for the quarter and nine months ended September 30, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related interim condensed standalone financial statement which has been prepared in accordance with the recognition and measurement principles laid down in Accounting standard 25 for "Interim Financial Reporting" ("AS 25"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such interim condensed standalone financial statement.

2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:

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For R Systems International Ltd.

  
Company Secretary



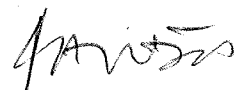
# Deloitte Haskins & Sells LLP

- a. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
- b. gives a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Company for the quarter and nine months ended September 30, 2017.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Place : NOIDA  
Date : November 02, 2017



  
**RASHIM TANDON**  
Partner  
(Membership No. 095540)

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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

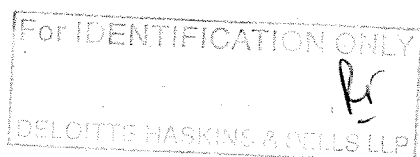
Tel : +91 120 4303500; Fax : +91 120 2587123

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

**Statement of Consolidated Unaudited Financial Results for the Quarter and Nine Months Ended September 30, 2017**

| (Rs. in million, except per share data) |                                                |                    |                 |                 |                   |                 |                 |
|-----------------------------------------|------------------------------------------------|--------------------|-----------------|-----------------|-------------------|-----------------|-----------------|
| S.No.                                   | Particulars                                    | Three Months Ended |                 |                 | Nine Months Ended |                 | Year Ended      |
|                                         |                                                | 30.09.2017         | 30.06.2017      | 30.09.2016      | 30.09.2017        | 30.09.2016      | 31.12.2016      |
|                                         | (Refer notes)                                  | (Unaudited)        | (Unaudited)     | (Unaudited)     | (Unaudited)       | (Unaudited)     | (Audited)       |
| <b>1</b>                                | <b>Revenue</b>                                 |                    |                 |                 |                   |                 |                 |
| (a)                                     | Revenue from operations                        | 1,448.91           | 1,479.24        | 1,441.13        | 4,371.13          | 4,348.35        | 5,882.37        |
| (b)                                     | Other income                                   | 15.60              | 32.84           | 39.68           | 102.54            | 73.53           | 127.07          |
|                                         | <b>Total revenue</b>                           | <b>1,464.51</b>    | <b>1,512.08</b> | <b>1,480.81</b> | <b>4,473.67</b>   | <b>4,421.88</b> | <b>6,009.44</b> |
| <b>2</b>                                | <b>Expenses</b>                                |                    |                 |                 |                   |                 |                 |
| (a)                                     | Employee benefits expense                      | 1,037.89           | 1,036.60        | 953.69          | 3,084.01          | 2,806.92        | 3,797.89        |
| (b)                                     | Operational and other expenses                 | 296.23             | 385.20          | 330.94          | 1,037.66          | 1,011.65        | 1,377.99        |
| (c)                                     | Depreciation and amortisation expense          | 30.07              | 30.39           | 29.83           | 88.89             | 86.17           | 115.12          |
| (d)                                     | Finance costs                                  | 2.81               | 2.24            | 2.58            | 9.06              | 6.23            | 7.92            |
|                                         | <b>Total expenses</b>                          | <b>1,367.00</b>    | <b>1,454.43</b> | <b>1,317.04</b> | <b>4,219.62</b>   | <b>3,910.97</b> | <b>5,298.92</b> |
| <b>3</b>                                | <b>Profit before tax and exceptional items</b> | <b>97.51</b>       | <b>57.65</b>    | <b>163.77</b>   | <b>254.05</b>     | <b>510.91</b>   | <b>710.52</b>   |
| 4                                       | Exceptional items (refer note 3)               | -                  | -               | -               | -                 | -               | 46.35           |
| <b>5</b>                                | <b>Profit before tax</b>                       | <b>97.51</b>       | <b>57.65</b>    | <b>163.77</b>   | <b>254.05</b>     | <b>510.91</b>   | <b>756.87</b>   |
| <b>6</b>                                | <b>Tax expense</b>                             |                    |                 |                 |                   |                 |                 |
| (a)                                     | Current tax [refer note 3(c) and 4]            | 30.23              | 28.79           | 55.08           | 104.98            | 170.28          | 244.03          |
| (b)                                     | MAT credit (related to earlier years)          | -                  | -               | -               | -                 | -               | (15.13)         |
| (c)                                     | Deferred tax charge / (credit)                 | 2.97               | (17.77)         | 1.02            | (14.49)           | (10.28)         | (8.91)          |
|                                         | <b>Total tax expense</b>                       | <b>33.20</b>       | <b>11.02</b>    | <b>56.10</b>    | <b>90.49</b>      | <b>160.00</b>   | <b>219.99</b>   |
| <b>7</b>                                | <b>Net profit for the period / year</b>        | <b>64.31</b>       | <b>46.63</b>    | <b>107.67</b>   | <b>163.56</b>     | <b>350.91</b>   | <b>536.88</b>   |
| <b>8</b>                                | <b>Earnings per share</b>                      |                    |                 |                 |                   |                 |                 |
|                                         | (Face value of Re. 1/- each) (not annualised)  |                    |                 |                 |                   |                 |                 |
| (a)                                     | Basic                                          | 0.52               | 0.38            | 0.85            | 1.32              | 2.77            | 4.24            |
| (b)                                     | Diluted                                        | 0.52               | 0.38            | 0.85            | 1.32              | 2.76            | 4.24            |

See accompanying notes to the financial results



For R Systems International Limited

*Ch Singh*  
Lt. Gen. Baldev Singh (Retd.)  
President & Senior Executive Director  
Director Identification No. 00006966

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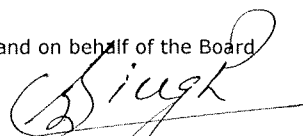
For R Systems International Ltd.

*Amal Kumar*  
Company Secretary

**Notes:**

- 1 The results for the quarter and nine months ended September 30, 2017 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on November 02, 2017.
- 2 The Limited Review as required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been completed by the Statutory Auditor for the quarter and nine months ended September 30, 2017 and quarter ended June 30, 2017. There is no modification in the Auditors' Report on these financial results.  
The figures for the quarter and nine months ended September 30, 2016 were reviewed and figures for the year ended December 31, 2016 were audited by erstwhile statutory auditor, M/s S.R. Batliboi & Associates LLP, Chartered Accountants.
- 3 '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. 783.90 million 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 to be redeemed over a period of 4 years, on the terms and conditions agreed in BTA and Debenture Subscription Agreement.  
The Company had 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. 443.17 million (USD 7 million). The closing (as defined in the agreements) under the BTA and SPA occurred on July 07, 2015. The name of RSPTPL was changed to Indus Software Technologies Private Limited (ISPTPL) w.e.f August 19, 2015.  
Subject to the satisfaction of certain conditions, BDC had also agreed to purchase the balance 7% equity shares for a consideration up to USD 1 million. During the year ended December 31, 2016, the Company had received the consideration for the sale of balance 7% share in ISPTPL. The gain on sale of aforesaid equity share amounting to Rs. 37.18 million is disclosed as 'Exceptional items' in the financial results for the year ended December 31, 2016.
  - (b) The Company had realised additional amount of Rs. 9.17 million towards the sale of Indus Business unit and disclosed as 'Exceptional items' in the financial results for the year ended December 31, 2016.
  - (c) The consequent tax expense of above 'Exceptional items' amounting to Rs. 14.80 million for the year ended December 31, 2016, is included in the 'Current tax' in the financial results for the relevant period.
- 4 During the nine months ended September 30, 2017, the current tax includes Rs. 3.69 million pertaining to earlier period.
- 5 On April 30, 2015, R Systems (Singapore) Pte. Limited, a wholly owned subsidiary of the Company, has acquired 100% share of IBIZ Consulting Pte. Ltd (Formerly known as 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. As at December 31, 2016, the management estimated the investment value at SGD 3.01 million and the goodwill arising on acquisition was SGD 3.71 million.  
During period ended September 30, 2017, the management, basis the conditions specified in the Share Purchase Agreement and subsequent amendment thereof has re-assessed the aforesaid investment value at SGD 2.87 million (Rs. 137.96 million) which represents the consideration assessed as probable to be paid over the period and the goodwill arising on acquisition is SGD 3.58 million (Rs 172.03 million).
- 6 The Company had issued Public Announcement dated September 15, 2016, for buy-back of equity shares of face value of Re. 1/- each from its existing shareholders as on the record date September 30, 2016 on a proportionate basis through "Tender Offer" route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 at a price of Rs. 65/- per equity share, payable in cash for a total consideration not exceeding Rs. 195 million. Under the Buy-back offer, the Company had bought back 3 million equity shares for an aggregate amount of Rs. 195 million by utilising the Securities Premium Account to the extent of Rs. 192 million and General Reserve to the extent of Rs. 3 million. The Capital Redemption Reserve was created out of General Reserve for Rs. 3 million being the nominal value of equity shares bought back in terms of Section 68 of the Companies Act, 2013. The aforesaid buy-back was completed on November 29, 2016.
- 7 During the nine months ended September 30, 2017, the Company has issued 82,500 equity shares of Re. 1/- each pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
- 8 Refer Annexure A for segment wise consolidated revenue, results, assets and liabilities.
- 9 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period / year presentation.

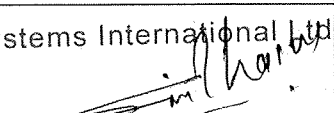
For and on behalf of the Board

  
Lt. Gen. Baldev Singh (Retd.)  
[President & Senior Executive Director]  
[DIN: 00006966]

Place : NOIDA  
Date : November 02, 2017

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For R Systems International Ltd.

  
Company Secretary



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| R SYSTEMS INTERNATIONAL LIMITED                                    |                                                                   |                    |                 |                 |                   |                 | Annexure A       |
|--------------------------------------------------------------------|-------------------------------------------------------------------|--------------------|-----------------|-----------------|-------------------|-----------------|------------------|
| Segment Wise Consolidated Revenue, Results, Assets and Liabilities |                                                                   |                    |                 |                 |                   |                 |                  |
| S.No.                                                              | Particulars                                                       | Three Months Ended |                 |                 | Nine Months Ended |                 | (Rs. in million) |
|                                                                    |                                                                   | 30.09.2017         | 30.06.2017      | 30.09.2016      | 30.09.2017        | 30.09.2016      | Year Ended       |
|                                                                    |                                                                   | (Unaudited)        | (Unaudited)     | (Unaudited)     | (Unaudited)       | (Unaudited)     | 31.12.2016       |
| 1                                                                  | <b>Segment revenue</b>                                            |                    |                 |                 |                   |                 |                  |
|                                                                    | - Information technology services                                 | 1,328.45           | 1,370.43        | 1,330.26        | 4,034.82          | 4,033.45        | 5,449.12         |
|                                                                    | - Business process outsourcing services                           | 125.32             | 113.36          | 115.59          | 350.41            | 329.12          | 452.25           |
|                                                                    | <b>Total</b>                                                      | <b>1,453.77</b>    | <b>1,483.79</b> | <b>1,445.85</b> | <b>4,385.23</b>   | <b>4,362.57</b> | <b>5,901.37</b>  |
|                                                                    | Less: Elimination of intersegment sales                           | 4.86               | 4.55            | 4.72            | 14.10             | 14.22           | 19.00            |
|                                                                    | <b>Revenue from operations</b>                                    | <b>1,448.91</b>    | <b>1,479.24</b> | <b>1,441.13</b> | <b>4,371.13</b>   | <b>4,348.35</b> | <b>5,882.37</b>  |
| 2                                                                  | <b>Segment results before tax, interest and exceptional items</b> |                    |                 |                 |                   |                 |                  |
|                                                                    | - Information technology services                                 | 81.03              | 48.51           | 159.75          | 234.48            | 485.95          | 677.48           |
|                                                                    | - Business process outsourcing services                           | 18.43              | 12.38           | 7.69            | 30.52             | 36.78           | 48.84            |
|                                                                    | <b>Total</b>                                                      | <b>99.46</b>       | <b>60.89</b>    | <b>167.44</b>   | <b>265.00</b>     | <b>522.73</b>   | <b>726.32</b>    |
|                                                                    | (i) Interest expense                                              | (0.53)             | (0.65)          | (0.33)          | (3.48)            | (0.95)          | (1.36)           |
|                                                                    | (ii) Interest income                                              | 13.57              | 12.84           | 12.82           | 38.91             | 37.49           | 56.81            |
|                                                                    | (iii) Other unallocable income                                    | 1.60               | 1.60            | 1.60            | 4.80              | 4.80            | 6.40             |
|                                                                    | (iv) Exceptional Items (refer note 3)                             | -                  | -               | -               | -                 | -               | 46.35            |
|                                                                    | (v) Other unallocable expenses                                    | (16.59)            | (17.03)         | (17.75)         | (51.18)           | (53.16)         | (77.65)          |
|                                                                    | <b>Profit before tax</b>                                          | <b>97.51</b>       | <b>57.65</b>    | <b>163.77</b>   | <b>254.05</b>     | <b>510.91</b>   | <b>756.87</b>    |
| 3                                                                  | <b>Capital employed</b>                                           |                    |                 |                 |                   |                 |                  |
| a                                                                  | <b>Segment assets</b>                                             |                    |                 |                 |                   |                 |                  |
|                                                                    | - Information technology services                                 | 2,199.22           | 2,185.68        | 2,160.01        | 2,199.22          | 2,160.01        | 2,202.72         |
|                                                                    | - Business process outsourcing services                           | 365.86             | 343.67          | 256.90          | 365.86            | 256.90          | 334.48           |
|                                                                    | - Inter segment assets elimination                                | (87.71)            | (91.34)         | (68.76)         | (87.71)           | (68.76)         | (34.87)          |
|                                                                    | - Unallocated corporate assets                                    | 1,594.09           | 1,519.88        | 1,503.88        | 1,594.09          | 1,503.88        | 1,327.28         |
|                                                                    | <b>Total segment assets (A)</b>                                   | <b>4,071.46</b>    | <b>3,957.89</b> | <b>3,852.03</b> | <b>4,071.46</b>   | <b>3,852.03</b> | <b>3,829.61</b>  |
| b                                                                  | <b>Segment liabilities</b>                                        |                    |                 |                 |                   |                 |                  |
|                                                                    | - Information technology services                                 | 1,017.97           | 1,004.37        | 810.00          | 1,017.97          | 810.00          | 900.84           |
|                                                                    | - Business process outsourcing services                           | 53.55              | 48.75           | 113.84          | 53.55             | 113.84          | 49.87            |
|                                                                    | - Inter segment liabilities elimination                           | (87.71)            | (91.34)         | (68.76)         | (87.71)           | (68.76)         | (34.87)          |
|                                                                    | - Unallocated corporate liabilities                               | 114.69             | 127.69          | 182.69          | 114.69            | 182.69          | 134.04           |
|                                                                    | <b>Total segment liabilities (B)</b>                              | <b>1,098.50</b>    | <b>1,089.47</b> | <b>1,037.77</b> | <b>1,098.50</b>   | <b>1,037.77</b> | <b>1,049.88</b>  |
|                                                                    | <b>Capital employed (A- B)</b>                                    | <b>2,972.96</b>    | <b>2,868.42</b> | <b>2,814.26</b> | <b>2,972.96</b>   | <b>2,814.26</b> | <b>2,779.73</b>  |

For IDENTIFICATION ONLY  
DELOITTE HASKINS & SELLS LLP

For R Systems International Limited

Lt. Gen. Baldev Singh (Retd.)  
President & Senior Executive Director  
Director Identification No. 00006966

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For R Systems International Ltd.

Company Secretary

**INDEPENDENT AUDITOR'S REVIEW REPORT  
TO THE BOARD OF DIRECTORS OF  
R SYSTEMS INTERNATIONAL LIMITED**

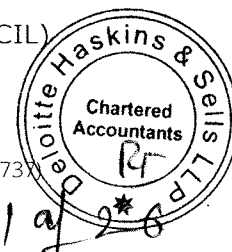
1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **R SYSTEMS INTERNATIONAL LIMITED** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the Quarter and Nine months ended September 30, 2017 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25 for "Interim Financial Reporting" ("AS 25"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement 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 Holding Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the results of the following entities:
  - a. R Systems International Limited (the Holding Company)
  - b. R Systems, Inc. (wholly owned subsidiary of the Holding Company)
  - c. R Systems Technologies Limited (wholly owned subsidiary of the Holding Company)
  - d. R SYS Technologies Ltd. (wholly owned subsidiary of the Holding Company)
  - e. Computaris International Limited ("CIL") (wholly owned subsidiary of the Holding Company) and results of its subsidiaries :
    - i. ICS Computaris International Srl (wholly owned subsidiary of CIL)
    - ii. Computaris Malaysia Sdn. Bhd. (wholly owned subsidiary of CIL)
    - iii. Computaris Polska sp z o.o. (wholly owned subsidiary of CIL)
    - iv. Computaris Romania SRL (wholly owned subsidiary of CIL)
    - v. Computaris USA, Inc. (wholly owned subsidiary of CIL)
    - vi. Computaris Philippines Pte. Ltd. Inc. (wholly owned subsidiary of CIL)

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For R Systems International Ltd.



- f. R Systems (Singapore) Pte Limited ("RSS") (wholly owned subsidiary of the Holding Company) and results of its subsidiaries :
- i. IBIZ Consulting Pte. Ltd. ("IBIZCS") (formerly known as IBIZCS Group Pte Limited) (wholly owned subsidiary of RSS) and results of its subsidiaries :
- IBIZ Consulting Services Pte. Ltd (wholly owned subsidiary of IBIZCS)
  - IBIZ Consulting Services Sdn. Bhd. (wholly owned subsidiary of IBIZCS)
  - PT. IBIZCS Indonesia (wholly owned subsidiary of IBIZCS)
  - IBIZ Consulting Services India Private Limited (wholly owned subsidiary of IBIZCS)
  - IBIZ Consulting Services Limited ("IBIZ HK") (wholly owned subsidiary of IBIZCS) and results of its subsidiary :
    - IBIZ Consulting Services (Shanghai) Co., Ltd (wholly owned subsidiary of IBIZ HK)
- g. ECnet Limited ("ECNET") (subsidiary of the Holding Company) and results of its subsidiaries:
- i. ECnet (M) Sdn Bhd (wholly owned subsidiary of ECNET)
- ii. ECnet, Inc. (wholly owned subsidiary of ECNET)
- iii. ECnet (Hong Kong) Ltd. (wholly owned subsidiary of ECNET)
- iv. ECnet Systems (Thailand) Co. Ltd. (wholly owned subsidiary of ECNET)
- v. ECnet Kabushiki Kaisha (wholly owned subsidiary of ECNET)
- vi. ECnet (Shanghai) Co. Ltd. (wholly owned subsidiary of ECNET)
4. Based on our review conducted as stated above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We did not review the interim financial information of 22 out of 25 subsidiaries included in the consolidated unaudited financial results, whose interim financial information reflect total revenues of Rs. 538.37 Million and Rs. 1598.17 Million for the Quarter and Nine months ended September 30, 2017, respectively and total profit after tax of Rs. (12.40) Million and Rs. 9.39 Million for the Quarter and Nine months ended September 30, 2017, respectively as considered in the consolidated unaudited financial results. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Holding Company's Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors. Our report on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

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For R Systems International Ltd.

  
Company Secretary



# Deloitte Haskins & Sells LLP

6. The interim financial results of 24 subsidiaries have been prepared under generally accepted auditing standards applicable in their respective countries. The Holding Company's Management has converted the financials information of these subsidiaries, from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We reviewed the adjustments that were applied to prepare the unaudited consolidated financial results for the quarter and nine months ended September 30, 2017 made by the Holding Company's Management to convert the financials information of these subsidiaries, from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our report is not modified in respect of this matters.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

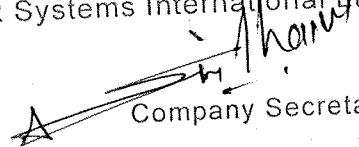
Place : NOIDA  
Date : November 02, 2017



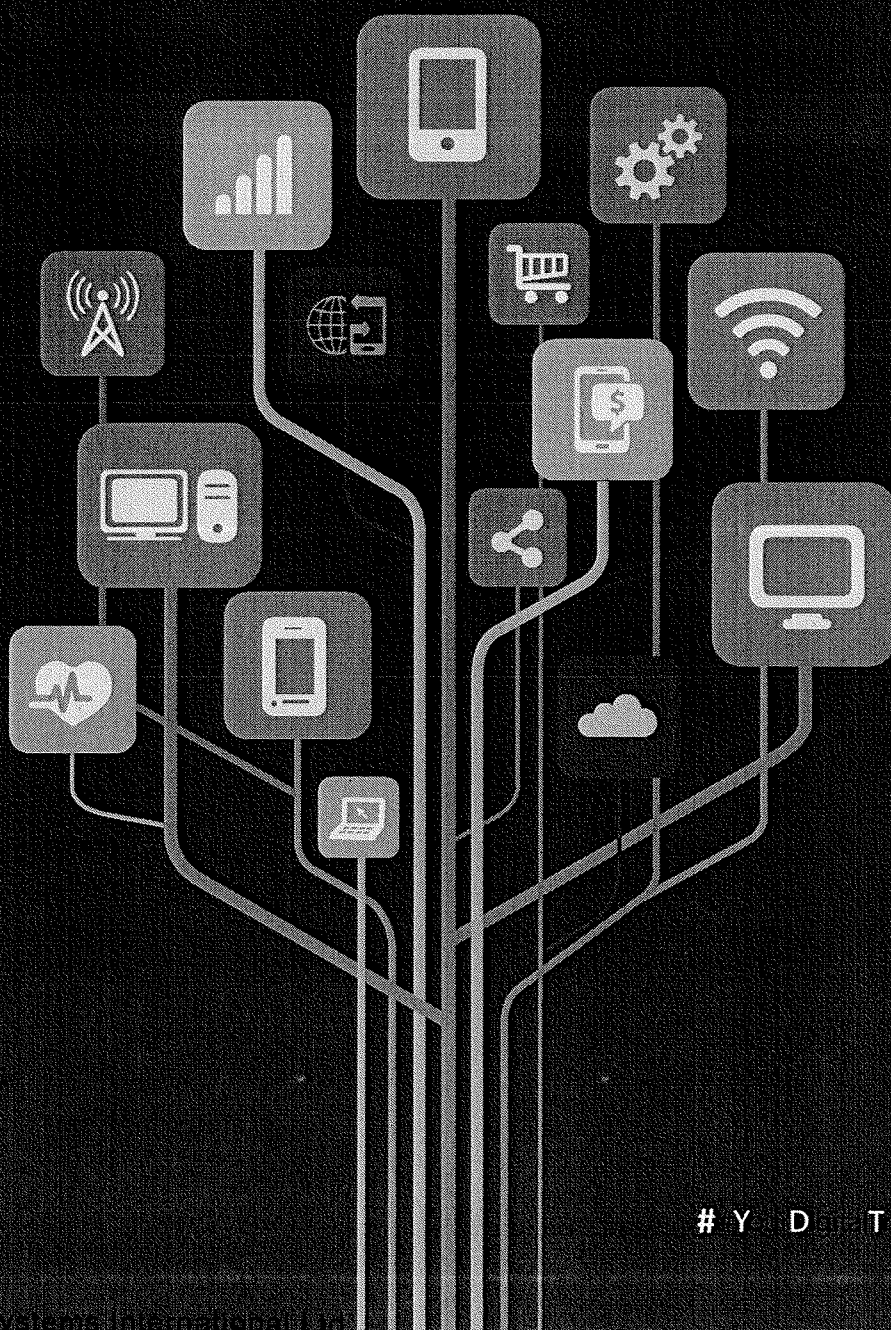
  
**RASHIM TANDON**  
Partner  
(Membership No. 095540)

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For R Systems International Ltd.

  
Company Secretary

YOUR DIGITAL  
TRANSFORMATION  
PARTNER



#YourDigitalTransformationPartner

For R Systems International Ltd.

*in/11/2017*  
A Company Secretary

Page 14 of 26



## **R Systems Announces Results for Q3 2017**

**Q3 2017: Revenue: Rs. 144.9 Crores, EBITDA: Rs. 11.3 Crores and Net Profit Rs. 6.4 Crores  
Strong Cash Balances of Rs 152 crores to Invest for Future Growth**

Noida, India – November 02, 2017

### **Highlights**

#### **Consolidated results for the quarter ended September 30, 2017**

- Consolidated revenue from operations for Q3 2017 was Rs. 144.89 crores (US\$ 22.53 mn) compared to Rs. 144.11 crores (US\$ 21.53 mn) in Q3 2016 and Rs. 147.92 crores (US\$ 22.91 mn) in Q2 2017. QoQ decrease 2.05% (1.65 % in US\$).
- EBITDA for Q3 2017 was Rs. 11.32 crores (US\$ 1.75 mn) compared to Rs. 15.94 crores (US\$ 2.38 mn) in Q3 2016 and Rs. 5.74 crores (US\$ 0.89 mn) in Q2 2017.
- Net profit after taxes for Q3 2017 was Rs. 6.43 crores (US\$ 0.99 mn) compared to Rs. 10.77 crores (US\$ 1.61 mn) in Q3 2016 and Rs. 4.66 crores (US\$ 0.72 mn) in Q2, 2017.

### **Others**

- 6 key wins during the quarter.
- Total associates as on September 30, 2017 were 2,363 compared to 2,372 at the end of June 30, 2017.

Rekhi Singh, Managing Director stated “We concluded the quarter with revenue of Rs. 145 crores and EBITDA of Rs. 11 crores. Although the margins have improved compared to last quarter but continue to remain muted due to strengthening of the INR, investment in new technologies and sales activities.”

He added, “Overall business environment is encouraging with strong demand in newer technologies. We continue to expand our share in fast growing spends for these newer technologies around our chosen verticals. He further added, “We are having a strong balance sheet with net worth of Rs. 297 crores including cash and bank balance of Rs. 152 crores.”

Avirag Jain, Director & CTO said “We are continuing our focus on disciplined execution along with deepening our relationship with customers to deliver enhanced value proposition.” He added, “We continue to invest in research and innovation, and strengthening our offerings horizontally with cloud, analytics, mobility, IoT etc.

For R Systems International Ltd.

  
Company Secretary



### Key Operational Highlights

Established in 1993, R Systems is a leading global provider of IT and ITeS services and solutions. Product engineering continues to be an integral part of R Systems DNA. R Systems continuously endeavors to enhance customer experience right from the idea creation, product development, and product maintenance & support through integrated product lifecycle management (iPLM) services. The iPLM engagements are backed with strong engineering capabilities, facilitating the shift from a mere functional perspective to a holistic business process perspective of entire product life cycle. We partner with ISVs and businesses to create futuristic products using next-gen technologies.

R Systems leverage comprehensive range of ITeS services to a wide spectrum of clients for improving their organizational efficiencies. The key ITeS services include customer care, technical support, analytics services, and revenue and claims management. These are delivered in multiple languages through our global delivery model.

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. ECnet has also partnered with JDA to offer category management solution suite to retail customers. Headquartered in Singapore, ECnet's footprint spread across Malaysia, Thailand, China and Japan.

IBIZ is 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. IBIZ operates across Singapore, Malaysia, China, Indonesia, Hong Kong and India.

Our services and solutions span over five major verticals including Telecom & Digital Media, Banking & Finance, Healthcare, Manufacturing & Logistics, and Retail & E-commerce.

As a trusted digital transformation partner, we help organizations to embrace digitalization towards greater efficiency and streamlined operations. We have also expanded our capabilities horizontally with Analytics, Mobility, IoT and Cloud across the key verticals.

The brief of key wins during the quarter is listed below:

A UK based technology company that design and manufacture household appliances has engaged R Systems to provide customer interaction analytics services to analyse trends, predicting future events, prescribing effective remedies and monitoring results for its USA operations using Anagram, our proprietary data analytics framework.

A USA based company providing solutions to improve learning styles has engaged R Systems for development and enhancement of its core solution that enriches student and teacher interactions.

An emergent company in USA, providing interactive healthcare platform to connect different players in healthcare ecosystems, has engaged R Systems to build an application enabling users to access promotions and redeem their rewards points.

For R Systems International Ltd.

  
Company Secretary



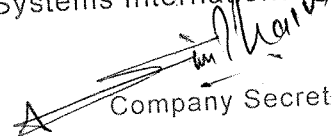
One of the leading logistics and Supply chain companies in Singapore has mandated ECnet to implement Infor CloudSuite Industrial ERP to integrate its various business processes to deliver financial visibility and operational excellence.

A Japanese company manufacturing and distributing oil seals and related products, has engaged IBIZ to implement Microsoft Dynamics ERP to automate and integrate its operations in Indonesia and Singapore.

#### **Liquidity and Shareholder Funds**

Cash and bank balances, including bank deposits and liquid funds as at September 30, 2017, were Rs. 151.81 crores compared to Rs. 125.90 crores as at September 30, 2016 and Rs. 135.09 crores as at June 30, 2017. Total shareholder funds as at September 30, 2017 were Rs. 297.29 crores compared to Rs. 281.43 crores as at September 30, 2016 and Rs. 286.84 crores as at June 30, 2017.

For R Systems International Ltd.

  
Company Secretary

**Financial Performance****Consolidated Profit & Loss Statement (Un-audited) for the Quarter Ended September 30, 2017**  
**(As per Indian GAAP)**

(Figures in mn, except per share data)

| Sr. No.  | Particulars                                            | Quarter Ended<br>September 30, |                 | Quarter Ended<br>June 30,<br>2017 |
|----------|--------------------------------------------------------|--------------------------------|-----------------|-----------------------------------|
|          |                                                        | 2017                           | 2016            |                                   |
| <b>1</b> | <b>Revenue</b>                                         |                                |                 |                                   |
| 1.1      | Revenue from operations                                | 1,448.91                       | 1,441.13        | 1,479.24                          |
| 1.2      | Other income                                           | 15.60                          | 39.68           | 32.84                             |
|          | <b>Total revenue</b>                                   | <b>1,464.51</b>                | <b>1,480.81</b> | <b>1,512.08</b>                   |
| <b>2</b> | <b>Expenditure</b>                                     |                                |                 |                                   |
| 2.1      | Employee benefits expense                              | 1,037.89                       | 953.69          | 1,036.60                          |
| 2.2      | Operational and other expenses                         | 296.23                         | 330.94          | 385.20                            |
| 2.3      | Depreciation and amortisation expense                  | 30.07                          | 29.83           | 30.39                             |
| 2.4      | Finance costs                                          | 2.81                           | 2.58            | 2.24                              |
|          | <b>Total expenditure</b>                               | <b>1,367.00</b>                | <b>1,317.04</b> | <b>1,454.43</b>                   |
| <b>3</b> | <b>Profit before tax</b>                               | <b>97.51</b>                   | <b>163.77</b>   | <b>57.65</b>                      |
| <b>4</b> | <b>Provision for tax</b>                               |                                |                 |                                   |
| 4.1      | Current tax                                            | 30.23                          | 55.08           | 28.79                             |
| 4.2      | Deferred tax charge / (credit)                         | 2.97                           | 1.02            | (17.77)                           |
|          | <b>Total tax expense</b>                               | <b>33.20</b>                   | <b>56.10</b>    | <b>11.02</b>                      |
| <b>5</b> | <b>Net profit after tax</b>                            | <b>64.31</b>                   | <b>107.67</b>   | <b>46.63</b>                      |
| <b>6</b> | <b>Earnings per share (Face value of Re. 1/- each)</b> |                                |                 |                                   |
| 6.1      | Basic                                                  | 0.52                           | 0.85            | 0.38                              |
| 6.2      | Diluted                                                | 0.52                           | 0.85            | 0.38                              |

For R Systems International Ltd.


  
Company Secretary



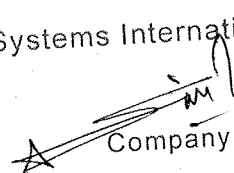
## Financial Performance

### Consolidated Profit & Loss Statement (Un-audited) for Nine Months Ended September 30, 2017 (As per Indian GAAP)

(Figures in mn, except per share data)

| Sr. No. | Particulars                                     | Nine Month Ended<br>September 30 |                 |
|---------|-------------------------------------------------|----------------------------------|-----------------|
|         |                                                 | 2017                             | 2016            |
| 1       | Revenue                                         |                                  |                 |
| 1.1     | Revenue from operations                         | 4,371.13                         | 4,348.35        |
| 1.2     | Other income                                    | 102.54                           | 73.53           |
|         | <b>Total revenue</b>                            | <b>4,473.67</b>                  | <b>4,421.88</b> |
| 2       | Expenditure                                     |                                  |                 |
| 2.1     | Employee benefits expense                       | 3,084.01                         | 2,806.92        |
| 2.2     | Operational and other expenses                  | 1,037.66                         | 1,011.65        |
| 2.3     | Depreciation and amortisation expense           | 88.89                            | 86.17           |
| 2.4     | Finance costs                                   | 9.06                             | 6.23            |
|         | <b>Total expenditure</b>                        | <b>4,219.62</b>                  | <b>3,910.97</b> |
| 3       | <b>Profit before tax</b>                        | <b>254.05</b>                    | <b>510.91</b>   |
| 4       | Provision for tax                               |                                  |                 |
| 4.1     | Current tax                                     | 104.98                           | 170.28          |
| 4.2     | Deferred tax charge / (credit)                  | (14.49)                          | (10.28)         |
|         | <b>Total tax expense</b>                        | <b>90.49</b>                     | <b>160.00</b>   |
| 5       | <b>Net profit after tax</b>                     | <b>163.56</b>                    | <b>350.91</b>   |
| 6       | Earnings per share (Face value of Re. 1/- each) |                                  |                 |
| 6.1     | Basic                                           | 1.32                             | 2.77            |
| 6.2     | Diluted                                         | 1.32                             | 2.76            |

For R Systems International Ltd.

  
Company Secretary

**Financial Performance****Consolidated Profit & Loss Statement (Un-audited) for the Quarter Ended September 30, 2017**  
**(Contribution Analysis Format; Basis Indian GAAP)**

(Figures in mn)

| Particulars                   | Q3 2017  |        | Q3 2016  |        | Q2 2017  |        |
|-------------------------------|----------|--------|----------|--------|----------|--------|
|                               | INR      | US\$   | INR      | US\$   | INR      | US\$   |
| Revenues                      | 1,448.91 | 22.53  | 1,441.13 | 21.53  | 1,479.24 | 22.91  |
| Cost of revenues              | 1,016.13 | 15.80  | 949.80   | 14.19  | 1,026.48 | 15.90  |
| Gross margin                  | 432.78   | 6.73   | 491.33   | 7.34   | 452.76   | 7.01   |
|                               | 29.87%   |        | 34.09%   |        | 30.61%   |        |
| SG & A Expenses               | 319.58   | 4.98   | 331.89   | 4.96   | 395.38   | 6.12   |
|                               | 22.06%   |        | 23.03%   |        | 26.73%   |        |
| EBITDA                        | 113.20   | 1.75   | 159.44   | 2.38   | 57.38    | 0.89   |
|                               | 7.81%    |        | 11.06%   |        | 3.88%    |        |
| Depreciation and amortization | 30.07    | 0.47   | 29.83    | 0.44   | 30.39    | 0.47   |
| Income from operations        | 83.13    | 1.28   | 129.61   | 1.94   | 26.99    | 0.42   |
| Interest expense              | (0.53)   | (0.01) | (0.33)   | (0.01) | (0.65)   | (0.01) |
| Other income (net)            | 14.91    | 0.24   | 34.49    | 0.52   | 31.31    | 0.49   |
| Income before income tax      | 97.51    | 1.51   | 163.77   | 2.45   | 57.65    | 0.90   |
| Income tax expense            | 33.20    | 0.52   | 56.10    | 0.84   | 11.02    | 0.18   |
| Net earnings                  | 64.31    | 0.99   | 107.67   | 1.61   | 46.63    | 0.72   |

For R Systems International Ltd.


  
Company Secretary



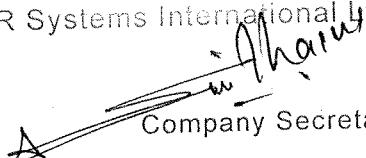
## Financial Performance

### Consolidated Profit & Loss Statement (Un-audited) for the Nine Months Ended September 30, 2017 (Contribution Analysis Format; Basis Indian GAAP)

(Figures in mn)

| Particulars                   | Jan to Sep 17 |        | Jan to Sep 16 |        |
|-------------------------------|---------------|--------|---------------|--------|
|                               | INR           | US\$   | INR           | US\$   |
| Revenue                       | 4,371.13      | 66.99  | 4,348.35      | 64.79  |
| Cost of revenue               | 3,050.79      | 46.76  | 2,834.11      | 42.23  |
| Gross margin                  | 1,320.34      | 20.23  | 1,514.24      | 22.56  |
|                               | 30.21%        |        | 34.82%        |        |
| SG & A                        |               |        |               |        |
| Expenses                      | 1,074.12      | 16.46  | 999.79        | 14.90  |
|                               | 24.57%        |        | 22.99%        |        |
| EBITDA                        | 246.22        | 3.77   | 514.45        | 7.66   |
|                               | 5.63%         |        | 11.83%        |        |
| Depreciation and amortization | 88.89         | 1.36   | 86.17         | 1.28   |
| Income from operations        | 157.33        | 2.41   | 428.28        | 6.38   |
| Interest expense              | (3.48)        | (0.05) | (0.95)        | (0.02) |
| Other income (net)            | 100.20        | 1.53   | 83.58         | 1.25   |
| Income before income tax      | 254.05        | 3.89   | 510.91        | 7.61   |
| Income tax expense            | 90.49         | 1.39   | 160.00        | 2.38   |
| Net earnings                  | 163.56        | 2.50   | 350.91        | 5.23   |

For R Systems International Ltd.


  
Company Secretary



## Financial Performance

### Consolidated Balance Sheet as at September 30, 2017 (As per Indian GAAP)

(Figures in mn)

| Particulars                     | As at           |                 |                 |
|---------------------------------|-----------------|-----------------|-----------------|
|                                 | Sep 30, 2017    | Sep 30, 2016    | Jun 30, 2017    |
|                                 | (Unaudited)     | (Unaudited)     | (Unaudited)     |
| <b>EQUITY &amp; LIABILITIES</b> |                 |                 |                 |
| <b>Shareholders' Funds</b>      |                 |                 |                 |
| Share capital                   | 123.21          | 126.13          | 123.21          |
| Reserves and Surplus            | 2,849.75        | 2,688.13        | 2,745.21        |
|                                 | <b>2,972.96</b> | <b>2,814.26</b> | <b>2,868.42</b> |
| <b>Minority interest</b>        | -               | -               | -               |
| <b>Non-current liabilities</b>  |                 |                 |                 |
| Long-term borrowings            | 16.62           | 7.67            | 17.27           |
| Deferred tax liabilities        | 0.34            | -               | 0.35            |
| Other long term liabilities     | 12.16           | 64.95           | 12.22           |
| Long-term provisions            | 94.54           | 79.77           | 95.27           |
|                                 | <b>123.66</b>   | <b>152.39</b>   | <b>125.11</b>   |
| <b>Current liabilities</b>      |                 |                 |                 |
| Trade payables                  | 409.58          | 414.43          | 379.73          |
| Other current liabilities       | 375.43          | 280.08          | 397.35          |
| Short-term provisions           | 189.83          | 190.87          | 187.28          |
|                                 | <b>974.84</b>   | <b>885.38</b>   | <b>964.36</b>   |
| <b>TOTAL</b>                    | <b>4,071.46</b> | <b>3,852.03</b> | <b>3,957.89</b> |
| <b>ASSETS</b>                   |                 |                 |                 |
| <b>Non-current assets</b>       |                 |                 |                 |
| Fixed assets                    | 330.31          | 326.37          | 338.20          |
| Goodwill on consolidation       | 470.93          | 491.91          | 453.37          |
| Non-current investments         | 112.73          | 201.77          | 200.67          |
| Deferred tax assets (net)       | 61.50           | 47.66           | 64.18           |
| Long-term loans and advances    | 110.98          | 81.57           | 84.46           |
| Other non-current assets        | 62.89           | 126.94          | 63.44           |
|                                 | <b>1,149.34</b> | <b>1,276.22</b> | <b>1,204.32</b> |
| <b>Current assets</b>           |                 |                 |                 |
| Current Investment              | 135.57          | 118.01          | 87.57           |
| Trade receivables               | 1,019.29        | 948.55          | 1,036.27        |
| Cash and bank balance           | 1,408.52        | 1,137.03        | 1,294.35        |
| Short-term loans and advances   | 161.31          | 184.58          | 171.60          |
| Other current assets            | 197.43          | 187.64          | 163.78          |
|                                 | <b>2,922.12</b> | <b>2,575.81</b> | <b>2,753.57</b> |
| <b>TOTAL</b>                    | <b>4,071.46</b> | <b>3,852.03</b> | <b>3,957.89</b> |

For R Systems International Ltd.

  
Company Secretary

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

| Profitability in Percentage | Quarter ended |            |            |
|-----------------------------|---------------|------------|------------|
|                             | Sep 30, 17    | Sep 30, 16 | Jun 30, 17 |
| Revenues                    | 100.00        | 100.00     | 100.00     |
| Gross margin                | 29.87         | 34.09      | 30.61      |
| SG & A                      | 22.06         | 23.03      | 26.73      |
| EBITDA                      | 7.81          | 11.06      | 3.88       |
| EBT                         | 6.73          | 11.36      | 3.90       |
| PAT                         | 4.44          | 7.47       | 3.15       |

| Revenue from Top 10 Clients | Quarter ended |            |            |
|-----------------------------|---------------|------------|------------|
|                             | Sep 30, 17    | Sep 30, 16 | Jun 30, 17 |
| Top 10 Clients              | 34.60%        | 32.95%     | 33.60%     |
| Top 5 Clients               | 22.43%        | 20.96%     | 21.95%     |
| Top 3 Clients               | 16.16%        | 14.61%     | 15.45%     |
| Largest Client              | 6.35%         | 6.70%      | 6.22%      |

| Revenues by Geographies  | Quarter ended  |                |                |
|--------------------------|----------------|----------------|----------------|
|                          | Sep 30, 17     | Sep 30, 16     | Jun 30, 17     |
| USA                      | 55.73%         | 60.14%         | 55.64%         |
| Europe                   | 20.10%         | 18.21%         | 19.12%         |
| SEAC ( South East Asia ) | 19.27%         | 17.15%         | 19.78%         |
| India                    | 1.91%          | 1.68%          | 1.84%          |
| Others                   | 2.99%          | 2.82%          | 3.62%          |
| <b>Total</b>             | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> |

| Utilization (excluding trainees) | Quarter ended |            |            |
|----------------------------------|---------------|------------|------------|
|                                  | Sep 30, 17    | Sep 30, 16 | Jun 30, 17 |
| Onsite                           | 98.20%        | 99.72%     | 96.79%     |
| Offshore                         | 72.36%        | 71.78%     | 72.40%     |
| Blended                          | 75.70%        | 75.74%     | 75.63%     |

| Utilization (including trainees) | Quarter ended |            |            |
|----------------------------------|---------------|------------|------------|
|                                  | Sep 30, 17    | Sep 30, 16 | Jun 30, 17 |
| Onsite                           | 98.20%        | 99.72%     | 96.79%     |
| Offshore                         | 70.28%        | 66.85%     | 69.63%     |
| Blended                          | 73.80%        | 71.24%     | 73.11%     |

For R Systems International Ltd.



## Consolidated Operational Data (Un-audited)

| Human resources          | As at        |              |              |
|--------------------------|--------------|--------------|--------------|
|                          | Sep 30, 17   | Sep 30, 16   | Jun 30, 17   |
| <b>Technical</b>         | 2,011        | 1,973        | 2,018        |
| <b>Software services</b> |              |              |              |
| Onsite                   | 274          | 266          | 285          |
| Offshore                 | 1,235        | 1,200        | 1,268        |
| <b>BPO</b>               |              |              |              |
| Offshore                 | 444          | 396          | 406          |
| Trainees                 | 58           | 111          | 59           |
| <b>Support</b>           | 352          | 330          | 354          |
| <b>Total count</b>       | <b>2,363</b> | <b>2,303</b> | <b>2,372</b> |

(Rs. in mn, except DSO)

| Key Balance Sheet Data       | As At      |            |            |
|------------------------------|------------|------------|------------|
|                              | Sep 30, 17 | Sep 30, 16 | Jun 30, 17 |
| Receivable                   | 1,019.29   | 948.55     | 1,036.27   |
| Receivable in days ("DSO")   | 49         | 53         | 48         |
| Total cash and bank balance* | 1,518.14   | 1,258.99   | 1,350.94   |
| Fixed assets                 | 330.31     | 326.37     | 338.20     |
| Shareholders' funds          | 2,972.96   | 2,814.26   | 2,868.42   |

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

| Development/Service Centres Location | As on Sep 30, 2017      |              |
|--------------------------------------|-------------------------|--------------|
|                                      | Covered areas in sq ft. | No. of seats |
| <b>India</b>                         |                         |              |
| Noida                                | 93,679                  | 1,792        |
| Chennai                              | 5,905                   | 65           |
|                                      | 99,584                  | 1,857        |
| <b>USA</b>                           |                         |              |
| Sacramento, CA                       | 9,500                   | 60           |
| <b>South East Asia</b>               |                         |              |
| Singapore                            | 8,054                   | 91           |
| Malaysia                             | 6,162                   | 52           |
| Thailand                             | 592                     | 6            |
| Indonesia                            | 1,109                   | 12           |
|                                      | 15,917                  | 161          |
| <b>Europe</b>                        |                         |              |
| Romania                              | 19,795                  | 184          |
| Poland                               | 8,141                   | 65           |
| Moldova                              | 3,398                   | 49           |
|                                      | 31,334                  | 298          |
| <b>Total</b>                         | <b>156,335</b>          | <b>2,376</b> |

For R Systems International Ltd.

  
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 providers of software product engineering and ITeS services and solutions. We partner with software product companies and businesses for their digital transformation by building scalable, configurable and secure products and applications using next-gen technologies 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, Independent Software Vendors, Telecom and Digital Media, Retail & E-commerce, Healthcare, and Manufacturing and Logistic Industries. R Systems maintains fifteen development and service centres to serve customers in USA, Europe and the Far East.

**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.

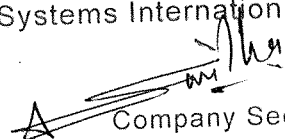
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For R Systems International Ltd.

  
Company Secretary

# **R SYSTEMS INTERNATIONAL LIMITED**

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 Tel : +91 120 4303500; Fax : +91 120 2587123  
 Website : www.rsyste.ms.com; Email : rsyste.ms.india@rsyste.ms.com

## **Extract of Standalone and Consolidated Financial Results for the Quarter and Nine Months Ended September 30, 2017**

| Particulars                                                          | Standalone Financial Results |                         |                         |                         |                         |                         | Consolidated Financial Results |                           |                           |                           |                           |                         |
|----------------------------------------------------------------------|------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|--------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|-------------------------|
|                                                                      | Three Months Ended           |                         | Nine Months Ended       |                         | Year Ended              |                         | Three Months Ended             |                           | Nine Months Ended         |                           | Year Ended                |                         |
|                                                                      | 30.09.2017<br>(Audited)      | 30.06.2017<br>(Audited) | 30.09.2016<br>(Audited) | 30.09.2017<br>(Audited) | 30.09.2016<br>(Audited) | 31.12.2016<br>(Audited) | 30.09.2017<br>(Unaudited)      | 30.06.2017<br>(Unaudited) | 30.09.2016<br>(Unaudited) | 30.09.2017<br>(Unaudited) | 30.09.2016<br>(Unaudited) | 31.12.2016<br>(Audited) |
| Revenue from operations                                              | 654.31                       | 657.00                  | 654.68                  | 1,961.25                | 1,943.45                | 2,631.77                | 1,448.91                       | 1,479.24                  | 1,441.13                  | 4,371.13                  | 4,348.35                  | 5,882.37                |
| Net profit before tax for the period/year*                           | 90.55                        | 46.39                   | 144.16                  | 236.30                  | 429.84                  | 613.76                  | 97.51                          | 57.65                     | 163.77                    | 254.05                    | 510.91                    | 756.87                  |
| Net profit after tax for the period/year*                            | 62.76                        | 28.93                   | 92.90                   | 151.52                  | 277.00                  | 412.14                  | 64.31                          | 46.63                     | 107.67                    | 163.56                    | 350.91                    | 536.88                  |
| Paid - up equity share capital (Face value Re. 1/- each)             | 123.21                       | 123.21                  | 126.13                  | 123.21                  | 126.13                  | 123.13                  | 123.21                         | 123.21                    | 126.13                    | 123.21                    | 126.13                    | 123.13                  |
| Reserves excluding Revaluation Reserves as at December 31, 2016      |                              |                         |                         |                         |                         | 2,080.32                |                                |                           |                           |                           |                           | 2,656.60                |
| Earnings per share (Face value of Re. 1/- each)<br>(not annualised)* |                              |                         |                         |                         |                         |                         |                                |                           |                           |                           |                           |                         |
| Basic                                                                | 0.51                         | 0.23                    | 0.73                    | 1.22                    | 2.18                    | 3.26                    | 0.52                           | 0.38                      | 0.85                      | 1.32                      | 2.77                      | 4.24                    |
| Diluted                                                              | 0.51                         | 0.23                    | 0.73                    | 1.22                    | 2.18                    | 3.25                    | 0.52                           | 0.38                      | 0.85                      | 1.32                      | 2.76                      | 4.24                    |

\* The Company does not have any extraordinary item to report for the above periods.

### **Notes:**

- The above financial results for the quarter and nine months ended September 30, 2017 were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on November 02, 2017.
- The above is an extract of the detailed format of Quarterly and Year to date Financial Results filed with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016. The full format of the Quarterly and Year to date Financial Results are available on the Stock Exchange websites i.e. www.bseindia.com, www.nseindia.com and Company's website at www.rsyste.ms.com.

Place : NOIDA  
 Date : November 02, 2017

For and on behalf of the Board  
  
 Lt. Gen. Baldev Singh (Retd.)  
 President & Senior Executive Director  
 (DIN: 00006966)

**CERTIFIED TRUE COPY**

For R Systems International Ltd.

  
 Company Secretary