**R SYSTEMS INTERNATIONAL LIMITED**
Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2008 & ISO 27001:2005 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P. India-201307
Phones : +91-120-4303500 | Email : rsystems.india@rsystems.com | Regd. Off.: B-104A, Greater Kailash-1,
Fax : +91-120-2587123 | www.rsystems.com | New Delhi - 110 048

Caring - Innovating - Transforming

REF: SECT/10/2018/15 October 30, 2018

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

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 October 30, 2018 commenced at 06:00 P.M. and concluded at 07:30 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, 2018.

2. Approved the unaudited consolidated financial results of the Company for the quarter and nine months ended September 30, 2018.

3. Reappointment of Mr. Satinder Singh Rekhi as the Managing Director of the Company for a period of five years w.e.f. January 01, 2019;

4. Remuneration of Mr. Satinder Singh Rekhi as the Managing Director of the Company for a period of three years w.e.f. January 01, 2019;

5. The Notice for passing of resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 for seeking approval of the shareholders of the Company for reappointment and remuneration of Mr. Satinder Singh Rekhi as Managing Director of the Company; and

6. Appointment of Mr. Sanjay Grover, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot.

R SYSTEMS INTERNATIONAL LTD.

Please find enclosed herewith the following:

1. Audited standalone financial results for the quarter and nine months ended September 30, 2018 in the format prescribed under Regulations 33 of Listing Regulations along with the report of the auditors thereon.

2. Unaudited consolidated financial results for the quarter and nine months ended September 30, 2018 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, 2018.

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**

**Bhasker Dubey**
**(Company Secretary & Compliance Officer)**

R SYSTEMS INTERNATIONAL LTD.

**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, 2018**

**(Rs. in million, except per share data)**

| S.No. | Particulars | Three months ended | | | Nine months ended | | Year ended |
|---|---|---|---|---|---|---|---|
| | | 30.09.2018 | 30.06.2018 | 30.09.2017* | 30.09.2018 | 30.09.2017* | 31.12.2017* |
| | (Refer notes) | (Audited) | (Audited) | (Audited) | (Audited) | (Audited) | (Audited) |
| 1 | **Revenue** | | | | | | |
| (a) | Revenue from operations | 852.46 | 748.47 | 654.31 | 2,292.84 | 1,961.25 | 2,637.51 |
| (b) | Other income | 17.68 | 18.86 | 17.20 | 55.92 | 92.20 | 136.68 |
| | **Total revenue** | **870.14** | **767.33** | **671.51** | **2,348.76** | **2,053.45** | **2,774.19** |
| 2 | **Expenses** | | | | | | |
| (a) | Employee benefits expense | 558.26 | 524.81 | 467.57 | 1,590.18 | 1,400.99 | 1,868.37 |
| (b) | Finance costs | 0.50 | 0.65 | 0.59 | 1.80 | 3.73 | 3.24 |
| (c) | Depreciation and amortisation expense | 18.22 | 18.10 | 18.77 | 54.40 | 54.67 | 73.74 |
| (d) | Other expenses | 181.27 | 186.50 | 97.09 | 493.94 | 361.89 | 482.48 |
| | **Total expenses** | **758.25** | **730.06** | **584.02** | **2,140.32** | **1,821.28** | **2,427.83** |
| 3 | **Profit before tax** | **111.89** | **37.27** | **87.49** | **208.44** | **232.17** | **346.36** |
| 4 | **Tax expense** | | | | | | |
| (a) | Current tax | 33.57 | 13.06 | 20.79 | 68.68 | 91.30 | 127.57 |
| (b) | Deferred tax charge / (credit) | (17.82) | (14.11) | 6.39 | (42.01) | (7.92) | (13.16) |
| | **Total tax expense** | **15.75** | **(1.05)** | **27.18** | **26.67** | **83.38** | **114.41** |
| 5 | **Net profit for the period / year** | **96.14** | **38.32** | **60.31** | **181.77** | **148.79** | **231.95** |
| 6 | **Other comprehensive income/(loss)** | | | | | | |
| | *Items that will not be reclassified to profit or loss* | | | | | | |
| (a) | Remeasurements of the defined benefit plans | 3.22 | 4.82 | 3.74 | 7.36 | 5.09 | 12.29 |
| (b) | Deferred tax relating to remeasurements of the defined benefit plans | (1.12) | (1.69) | (1.29) | (2.57) | (1.76) | (4.25) |
| | **Total Other comprehensive income/(loss)** | **2.10** | **3.13** | **2.45** | **4.79** | **3.33** | **8.04** |
| 7 | **Total comprehensive income for the period / year (5+6)** | **98.24** | **41.45** | **62.76** | **186.56** | **152.12** | **239.99** |
| 8 | **Earnings per share (Face value of Re. 1/- each) (not annualised)** | | | | | | |
| (a) | Basic | 0.78 | 0.31 | 0.49 | 1.47 | 1.21 | 1.88 |
| (b) | Diluted | 0.78 | 0.31 | 0.49 | 1.47 | 1.21 | 1.88 |

* refer Note 2

See accompanying notes to the financial results

Deloitte Haskins & Sells LLP Chartered Accountants

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

**Notes:**

1 The financial results for the quarter and nine months ended September 30, 2018 were reviewed by the Audit Committee and have been approved by the Board of Directors at their meetings held on October 30, 2018.

2 An audit has been completed by the Statutory Auditors for the quarter and nine months ended September 30, 2018 and September 30, 2017, quarter ended June 30. 2018 and year ended December 31, 2017. There is no qualification in the Auditors' Report on these financial results.

Adjustments made to the previously issued comparative financial information to comply with Ind AS have been audited by the Statutory Auditors.

3 Transition to Indian Accounting standards (Ind AS):

Beginning January 01, 2018, the Company has for the first time adopted Indian Accounting Standards ('Ind AS') with a transition date of January 01, 2017. These financial results have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in terms of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5 July 2016. The adoption of Ind AS was carried out in accordance with Ind AS 101 which requires that all applicable Ind AS be applied consistently and retrospectively. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India (IGAAP), which was the previous GAAP. The resulting difference between the carrying amount of the assets and liabilities in the financial statements under both Ind AS and IGAAP as at the transition date has been recognized directly in equity at the transition date.

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from IGAAP to Ind AS in accordance with Ind AS 101:
- total comprehensive income for the quarter and nine months ended September 30, 2017
- total comprehensive income for the year ended December 31, 2017

**(A) Total comprehensive income reconciliation**

**(Rs. In million)**

| **Particulars** | **Notes** | **Quarter ended September 30, 2017** | **Nine months ended September 30, 2017** | **Year ended December 31, 2017** |
|---|---|---|---|---|
| **Net profit for the period / year under IGAAP** | | **62.76** | **151.52** | **238.83** |
| (a) Effect of inclusion of Employees Welfare Trust | (i) | 0.14 | 0.36 | 0.48 |
| (b) Impact of fair valuation of investments in mutual funds | (ii) | 0.54 | 0.54 | 1.31 |
| (c) Impact of security deposits measured at amortised cost | (iii) | (0.03) | (0.10) | (0.14) |
| (d) Expected Credit Loss provision for trade receivables and other financial assets | (iv) | (0.02) | - | (0.04) |
| (e) Actuarial gain on employee defined benefit plan recognised in Other Comprehensive Income | (v) | (3.74) | (5.09) | (12.29) |
| (f) Other adjustments | | - | (0.02) | (0.03) |
| (g) Deferred tax impact on above adjustments | (vi) | 0.66 | 1.58 | 3.83 |
| **Net Profit for the period / year under Ind AS** | | **60.31** | **148.79** | **231.95** |
| (h) Other comprehensive income (net of tax) | (v) | 2.45 | 3.33 | 8.04 |
| **Total comprehensive income under Ind AS** | | **62.76** | **152.12** | **239.99** |

**(B) Explanation for reconciliation of total comprehensive income:**

(i) Under Ind AS, the financial statement of R Systems Employee Welfare Trust (ESOP Trust) have been included in the standalone financial statements of the Company as the trust was created for the benefit of the employees and administered by the Company.

(ii) Under IGAAP, investments in mutual funds were classified as current investments and were carried at lower of cost and fair value. Under the Ind AS, these investments are classified as at fair value through profit or loss (FVTPL) and measured at fair value. The resulting fair value changes have been recognised in the statement of profit and loss.

(iii) Under IGAAP, security deposits (both assets and liabilities) were accounted for at their undiscounted nominal values. Under Ind AS, these have been accounted for at amortised cost method by discounting the cash flows using effective interest rates. Consequently, the impact of aforesaid amortisation has been accounted for in the statement of profit and loss.

(iv) Under IGAAP, the entity determined provisions for impairment of trade receivables (provision for bad and doubtful debts) using incurred loss model. i.e. if they remained outstanding over the prescribed period. Under Ind AS, impairment allowance has been determined based on expected credit loss model (ECL) for trade receivables and other financial assets, which has resulted in additional provisions being accounted for in statement of profit and loss.

(v) Under IGAAP, actuarial gains and losses on defined benefit obligations and plan assets were recognised as employee benefits expense in the statement of profit and loss. Under Ind AS, such actuarial gains and losses are recognised under other comprehensive income. The related tax expense/income is also reclassified to other comprehensive income.

(vi) The various transitional adjustments have led to temporary tax differences, which the Company has accounted for as deferred tax adjustments. Deferred tax adjustments are recognised in correlation to the underlying transaction as either in profit and loss or other comprehensive income.

4 During the quarter ended June 30, 2018 and nine months ended September 30, 2018, the Company had issued 37,500 equity shares of Re. 1/- each pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.

During the nine months ended September 30, 2017 and year ended December 31, 2017, the Company had 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.

5 Refer to Annexure A for segment information.

6 Previous period's figures have been regrouped wherever applicable, to the extent possible, to conform to the current period presentation.

For and on behalf of the Board

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

Place : NOIDA
Date : October 30, 2018

Deloitte Haskins & Sells LLP
Chartered Accountants

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For R Systems International Ltd.

Company Secretary

Annexure A

**R SYSTEMS INTERNATIONAL LIMITED**

**Standalone Segment Information**

(Rs. in million)

| S.No. | Particulars | Three months ended | | | Nine months ended | | Year Ended |
|---|---|---|---|---|---|---|---|
| | | 30.09.2018 (Audited) | 30.06.2018 (Audited) | 30.09.2017* (Audited) | 30.09.2018 (Audited) | 30.09.2017* (Audited) | 31.12.2017* (Audited) |
| 1 | **Segment revenue** | | | | | | |
| | - Information technology services | 637.29 | 571.79 | 528.99 | 1,758.13 | 1,610.84 | 2,153.28 |
| | - Business process outsourcing services | 215.17 | 176.68 | 125.32 | 534.71 | 350.41 | 484.23 |
| | **Revenue from operations** | **852.46** | **748.47** | **654.31** | **2,292.84** | **1,961.25** | **2,637.51** |
| 2 | **Segment results before tax, interest and exceptional items** | | | | | | |
| | - Information technology services | 61.36 | 23.26 | 68.50 | 135.42 | 205.06 | 297.77 |
| | - Business process outsourcing services | 51.50 | 13.48 | 17.88 | 71.55 | 29.71 | 38.26 |
| | **Total** | **112.86** | **36.74** | **86.38** | **206.97** | **234.77** | **336.03** |
| | (i) Finance costs | (0.50) | (0.65) | (0.59) | (1.80) | (3.73) | (3.24) |
| | (ii) Interest income | 12.53 | 14.95 | 13.79 | 43.89 | 39.64 | 60.44 |
| | (iii) Other unallocable income | 5.16 | 3.88 | 2.25 | 11.59 | 5.67 | 8.15 |
| | (iv) Other unallocable expenses | (18.16) | (17.65) | (14.34) | (52.21) | (44.18) | (55.02) |
| | **Profit before tax** | **111.89** | **37.27** | **87.49** | **208.44** | **232.17** | **346.36** |

* refer Note 2

**Note:** Assets and liabilities of the Company are used interchangeably between segments and the Chief Operating Decision Maker (CODM) does not review assets and liabilities at reportable segment level. Accordingly, segment disclosure relating to assets and liabilities has not been provided as per Ind AS 108.

Deloitte Haskins & Sells LLP Chartered Accountants

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

**Deloitte Haskins & Sells LLP**

Chartered Accountants
7th Floor, Building 10, Tower B
DLF Cyber City Complex
DLF City Phase - II
Gurugram - 122 002
Haryana, India

Tel: +91 124 679 2000
Fax: +91 124 679 2012

## 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 month period ended September 30, 2018 ("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 Indian Accounting Standard 34 for "Interim Financial Reporting" ("Ind AS 34"), 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 Statements.

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.

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For R Systems International Ltd.
Company Secretary

Deloitte Haskins & Sells LLP
Chartered Accountants

**Deloitte**
**Haskins & Sells LLP**

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

   (i) 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

   (ii) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the quarter and nine month period ended September 30, 2018.

4. The previously issued comparative financial information of the Company for the quarter and nine month period ended September 30, 2017 and for the year ended December 31, 2017 included in this Statement has been prepared after adjusting the previously issued financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS. Adjustments made to the previously issued said comparative financial information to comply with Ind AS have been audited by us. Our report is not modified in respect of this matter.

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

Deloitte Haskins & Sells LLP
Chartered Accountants

**JITENDRA AGARWAL**
Partner
(Membership No. 87104)

Place: NOIDA
Date: October 30, 2018

CERTIFIED TRUE COPY

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, 2018**

(Rs. in million, except per share data)

| S.No. | Particulars | Three Months Ended | | | Nine Months Ended | | Year Ended |
|---|---|---|---|---|---|---|---|
| | | 30.09.2018 | 30.06.2018 | 30.09.2017* | 30.09.2018 | 30.09.2017* | 31.12.2017* |
| | (Refer notes) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| 1 | **Revenue** | | | | | | |
| (a) | Revenue from operations | 1,863.95 | 1,688.37 | 1,448.91 | 5,074.35 | 4,371.13 | 5,926.36 |
| (b) | Other income | 21.32 | 23.51 | 16.57 | 68.06 | 110.67 | 161.79 |
| | **Total revenue** | **1,885.27** | **1,711.88** | **1,465.48** | **5,142.41** | **4,481.80** | **6,088.15** |
| 2 | **Expenses** | | | | | | |
| (a) | Employee benefits expense | 1,225.28 | 1,124.38 | 1,041.64 | 3,464.90 | 3,089.12 | 4,173.15 |
| (b) | Finance costs | 0.71 | 0.63 | 0.64 | 2.06 | 3.84 | 3.57 |
| (c) | Depreciation and amortisation expense | 34.44 | 33.60 | 33.86 | 100.94 | 100.19 | 134.80 |
| (d) | Other expenses | 470.22 | 457.46 | 298.67 | 1,269.02 | 1,043.53 | 1,419.31 |
| | **Total expenses** | **1,730.65** | **1,616.07** | **1,374.81** | **4,836.92** | **4,236.68** | **5,730.83** |
| 3 | **Profit before tax** | **154.62** | **95.81** | **90.67** | **305.49** | **245.12** | **357.32** |
| 4 | **Tax expense** | | | | | | |
| (a) | Current tax | 45.59 | 17.76 | 30.29 | 88.13 | 105.16 | 144.05 |
| (b) | Deferred tax charge / (credit) | (16.66) | (11.38) | 2.32 | (36.28) | (16.07) | (15.95) |
| | **Total tax expense** | **28.93** | **6.38** | **32.61** | **51.85** | **89.09** | **128.10** |
| 5 | **Net profit for the period / year** | **125.69** | **89.43** | **58.06** | **253.64** | **156.03** | **229.22** |
| 6 | **Other comprehensive income/(loss)** | | | | | | |
| | *Items that will not be reclassified to profit or loss* | | | | | | |
| (a) | Remeasurements of the defined benefit plans | 3.23 | 4.82 | 3.74 | 7.36 | 5.08 | 12.29 |
| (b) | Deferred tax relating to remeasurements of the defined benefit plans | (1.13) | (1.68) | (1.29) | (2.57) | (1.76) | (4.25) |
| | *Items that will be reclassified to profit or loss* | | | | | | |
| (a) | Foreign Currency Translation reserve | 80.48 | 28.66 | 25.36 | 148.49 | 4.60 | (14.44) |
| | **Total Other comprehensive income/(loss)** | **82.58** | **31.79** | **27.81** | **153.28** | **7.92** | **(6.40)** |
| 7 | **Total comprehensive income for the period / year (5+6)** | **208.27** | **121.22** | **85.87** | **406.92** | **163.95** | **222.82** |
| 8 | **Profit attributable to** | | | | | | |
| | Equity shareholders to the company | 125.69 | 89.43 | 58.06 | 253.64 | 156.03 | 229.22 |
| | Non controlling interest | - | - | - | - | - | - |
| | | **125.69** | **89.43** | **58.06** | **253.64** | **156.03** | **229.22** |
| 9 | **Total comprehensive income attributable to** | | | | | | |
| | Equity shareholders to the company | 208.27 | 121.22 | 85.87 | 406.92 | 163.95 | 222.82 |
| | Non controlling interest | - | - | - | - | - | - |
| | | **208.27** | **121.22** | **85.87** | **406.92** | **163.95** | **222.82** |
| 10 | **Earnings per share (Face value of Re. 1/- each) (not annualised)** | | | | | | |
| (a) | Basic | 1.02 | 0.73 | 0.47 | 2.06 | 1.27 | 1.86 |
| (b) | Diluted | 1.02 | 0.73 | 0.47 | 2.06 | 1.27 | 1.86 |

* refer note 2

See accompanying notes to the financial results

Deloitte Haskins & Sells LLP Chartered Accountants

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

**Notes:**

1 The financial results for the quarter and nine months ended September 30, 2018 were reviewed by the Audit Committee and have been approved by the Board of Directors at their meetings held on October 30, 2018.

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, 2018 and September 30, 2017, quarter ended June 30, 2018 and audit for the year ended December 31, 2017. There is no qualification in the Auditors' Report on these financial results.

Adjustments made to the previously issued comparative financial information to comply with Ind AS have been reviewed by the Statutory Auditors.

3 Transition to Indian Accounting standards (Ind AS):

Beginning January 01, 2018, the Company has for the first time adopted Indian Accounting Standards ('Ind AS') with a transition date of January 01, 2017. These financial results have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in terms of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5 July 2016. The adoption of Ind AS was carried out in accordance with Ind AS 101 which requires that all applicable Ind AS be applied consistently and retrospectively. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India (IGAAP), which was the previous GAAP. The resulting difference between the carrying amount of the assets and liabilities in the financial statements under both Ind AS and IGAAP as at the transition date has been recognized directly in equity at the transition date.

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from IGAAP to Ind AS in accordance with Ind AS 101:
- total comprehensive income for the quarter and nine months ended September 30, 2017
- total comprehensive income for the year ended December 31, 2017

**(A) Total comprehensive income reconciliation**

**(Rs. In million)**

| **Particulars** | **Notes** | **Quarter ended September 30, 2017** | **Nine months ended September 30, 2017** | **Year ended December 31, 2017** |
|---|---|---|---|---|
| **Net Profit for the period / year under IGAAP** | | **64.31** | **163.56** | **244.81** |
| (a) Effect of inclusion of Employees Welfare Trust | (i) | 0.14 | 0.36 | 0.48 |
| (b) Impact of fair valuation of investments in mutual funds | (ii) | 0.54 | 0.54 | 1.31 |
| (c) Impact of security deposits measured at amortised cost | (iii) | (0.03) | (0.10) | (0.14) |
| (d) Expected Credit Loss provision for trade receivables and other financial assets | (iv) | (0.04) | 0.15 | 0.02 |
| (e) Actuarial gain on employee defined benefit plan recognised in Other Comprehensive Income | (v) | (3.74) | (5.09) | (12.29) |
| (f) Impact of amortization of intangible recognised on business combination | (vi) | (3.80) | (11.29) | (15.13) |
| (g) Impact of change in liability towards contingent consideration | (vii) | 0.02 | 6.34 | 6.36 |
| (i) Other adjustments | | - | (0.02) | (0.03) |
| (j) Deferred tax impact on above adjustments | (viii) | 0.66 | 1.58 | 3.83 |
| **Net Profit for the period / year under Ind AS** | | **58.06** | **156.03** | **229.22** |
| (h) Other comprehensive income (net of tax) | | 27.81 | 7.92 | (6.40) |
| **Total comprehensive income under Ind AS** | | **85.87** | **163.95** | **222.82** |

**(C) Explanation for reconciliation of total comprehensive income:**

(i) Under Ind AS, the financial statement of R Systems Employee Welfare Trust (ESOP Trust) have been included in the standalone financial statements of the Company as the trust was created for the benefit of the employees and administered by the Company.

(ii) Under IGAAP, investments in mutual funds were classified as current investments and were carried at lower of cost and fair value. Under the Ind AS, these investments are classified as at fair value through profit or loss (FVTPL) and measured at fair value. The resulting fair value changes have been recognised in the statement of profit and loss.

(iii) Under IGAAP, security deposits (both assets and liabilities) were accounted for at their undiscounted nominal values. Under Ind AS, these have been accounted for at amortised cost method by discounting the cash flows using effective interest rates. Consequently, the impact of aforesaid amortisation has been accounted for in the statement of profit and loss.

(iv) Under IGAAP, the entity determined provisions for impairment of trade receivables (provision for bad and doubtful debts) using incurred loss model. i.e. if they remained outstanding over the prescribed period. Under Ind AS, impairment allowance has been determined based on expected credit loss model (ECL) for trade receivables and other financial assets, which has resulted in additional provisions being accounted for in statement of profit and loss.

(v) Under IGAAP, actuarial gains and losses on defined benefit obligations and plan assets were recognised as employee benefits expense in the statement of profit and loss. Under Ind AS, such actuarial gains and losses are recognised under other comprehensive income. The related tax expense/income is also reclassified to other comprehensive income.

(vi) Under IGAAP, in case of business combinations, the difference between the net consideration and the value of net assets acquired was recognised as goodwill/capital reserve on consolidation. Under Ind AS, any intangible assets identified in a business combination is also required to be recognised at their respective fair values separately from goodwill arising out of business combination. Such separately identified intangible assets having finite life are amortised over their useful life.The impact of such amortization has been accounted for in statement of profit and loss.

(vii) Under IGAAP, in case of business combinations, a liability towards contingent consideration was recognised in the financial statements at undiscounted nominal value. Any subsequent change in such liability was adjusted in goodwill / capital reserve on consolidation. Under Ind AS, the liability towards contingent consideration are recorded at discounted values of expected cash outflows. Any changes in the fair value of such liability is accounted for in the Statement of Profit and Loss.

(viii) The various transitional adjustments have led to temporary tax differences, which the Company has accounted for as deferred tax adjustments. Deferred tax adjustments are recognised in correlation to the underlying transaction as either in profit and loss or other comprehensive income.

4 During the quarter ended June 30, 2018 and nine months ended September 30, 2018 , the Company had issued 37,500 equity shares of Re. 1/- each pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.

During the nine months ended September 30, 2017 and year ended December 31, 2017, the Company had 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.

5 Refer to Annexure A for consolidated segment information.

6 Previous period's figures have been regrouped wherever applicable, to the extent possible, to conform to the current period presentation.

For and on behalf of the Board

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

Place : NOIDA
Date : October 30, 2018

Deloitte Haskins & Sells LLP
Chartered Accountants

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For R Systems International Ltd.

Company Secretary

Annexure A

**R SYSTEMS INTERNATIONAL LIMITED**
**Consolidated Segment Information**

(Rs. in million)

| S.No. | Particulars | Three Months Ended | | | Nine Months Ended | | Year Ended |
|---|---|---|---|---|---|---|---|
| | | 30.09.2018 | 30.06.2018 | 30.09.2017* | 30.09.2018 | 30.09.2017* | 31.12.2017* |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| 1 | **Segment revenue** | | | | | | |
| | - Information technology services | 1,654.75 | 1,517.39 | 1,328.45 | 4,556.79 | 4,034.82 | 5,461.68 |
| | - Business process outsourcing services | 215.17 | 176.68 | 125.32 | 534.71 | 350.41 | 484.23 |
| | **Total** | **1,869.92** | **1,694.07** | **1,453.77** | **5,091.50** | **4,385.23** | **5,945.91** |
| | Less: Elimination of intersegment sales | 5.97 | 5.70 | 4.86 | 17.15 | 14.10 | 19.55 |
| | **Revenue from operations** | **1,863.95** | **1,688.37** | **1,448.91** | **5,074.35** | **4,371.13** | **5,926.36** |
| 2 | **Segment results before tax, interest and exceptional items** | | | | | | |
| | - Information technology services | 105.42 | 82.64 | 73.90 | 236.57 | 224.92 | 321.08 |
| | - Business process outsourcing services | 51.50 | 13.48 | 17.88 | 71.55 | 29.71 | 38.26 |
| | **Total** | **156.92** | **96.12** | **91.78** | **308.12** | **254.63** | **359.34** |
| | (i) Finance costs | (0.71) | (0.63) | (0.64) | (2.06) | (3.84) | (3.57) |
| | (ii) Interest income | 14.17 | 16.35 | 13.86 | 48.06 | 39.83 | 61.02 |
| | (iii) Other unallocable income | 5.14 | 3.88 | 2.25 | 11.58 | 5.67 | 8.15 |
| | (iv) Other unallocable expenses | (20.90) | (19.91) | (16.58) | (60.21) | (51.17) | (67.62) |
| | **Profit before tax** | **154.62** | **95.81** | **90.67** | **305.49** | **245.12** | **357.32** |

* refer note 2

**Note:** Assets and liabilities of the Company are used interchangeably between segments and the Chief Operating Decision Maker (CODM) does not review assets and liabilities at reportable segment level. Accordingly, segment disclosure relating to assets and liabilities has not been provided as per Ind AS 108.

Deloitte Haskins & Sells LLP
Chartered Accountants

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

**Deloitte Haskins & Sells LLP**

Chartered Accountants
7th Floor, Building 10, Tower B
DLF Cyber City Complex
DLF City Phase - II
Gurugram - 122 002
Haryana, India

Tel: +91 124 679 2000
Fax: +91 124 679 2012

## INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF CONSOLIDATED INTERIM FINANCIAL RESULTS

**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 month period ended September 30, 2018 ("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 Indian Accounting Standard 34 for "Interim Financial Reporting" ("Ind AS 34"), 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 entities listed in Annexure A.

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 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian 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, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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For R Systems International Ltd.

Company Secretary

Deloitte Haskins & Sells LLP Chartered Accountants

5. We did not review the interim financial information of 23 out of 26 subsidiaries included in the consolidated unaudited financial results, whose interim financial information reflect total revenues of Rs. 657.68 Million and Rs. 1843.30 Million for the quarter and nine month period ended September 30, 2018, total profit after tax of Rs. 54.66 Million and Rs. 72.75 Million for the quarter and nine month period ended September 30, 2018 and total comprehensive income of Rs. 113.32 Million and Rs. 173.02 Million for the quarter and nine month period ended September 30, 2018 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.

6. The interim financial results of 25 subsidiaries have been prepared under accounting principles generally accepted in their respective countries. The Holding Company's Management has converted the financial 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 month period ended September 30, 2018 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 matter.

7. The previously issued comparative financial information of the Group for the quarter and nine month period ended September 30, 2017 and for the year ended December 31, 2017 included in this Statement has been prepared after adjusting the previously issued financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS. Adjustments made to the previously issued said comparative financial information to comply with Ind AS have been reviewed by us. Our report is not modified in respect of this matter.

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

Deloitte Haskins & Sells LLP
Chartered Accountants

**JITENDRA AGARWAL**
Partner
(Membership No. 87104)

Place : NOIDA
Date : October 30, 2018

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For R Systems International Ltd.

Company Secretary

**Deloitte**
**Haskins & Sells LLP**

**Annexure A**

**List of Entities Consolidated**

1. R Systems International Limited (the Holding Company)

2. R Systems, Inc. (wholly owned subsidiary of the Holding Company)

3. R Systems Technologies Limited (wholly owned subsidiary of the Holding Company)

4. RSYS Technologies Ltd. (wholly owned subsidiary of the Holding Company)

5. 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)
   vii. Computaris Suisse Sarl (wholly owned subsidiary of CIL)

6. 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 :
      a. IBIZ Consulting Services Pte Ltd (wholly owned subsidiary of IBIZCS)
      b. IBIZ Consulting Services Sdn. Bhd. (wholly owned subsidiary of IBIZCS)
      c. PT. IBIZCS Indonesia (wholly owned subsidiary of IBIZCS)
      d. IBIZ Consulting Services India Private Limited (wholly owned subsidiary of IBIZCS)
      e. 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)

7. 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)

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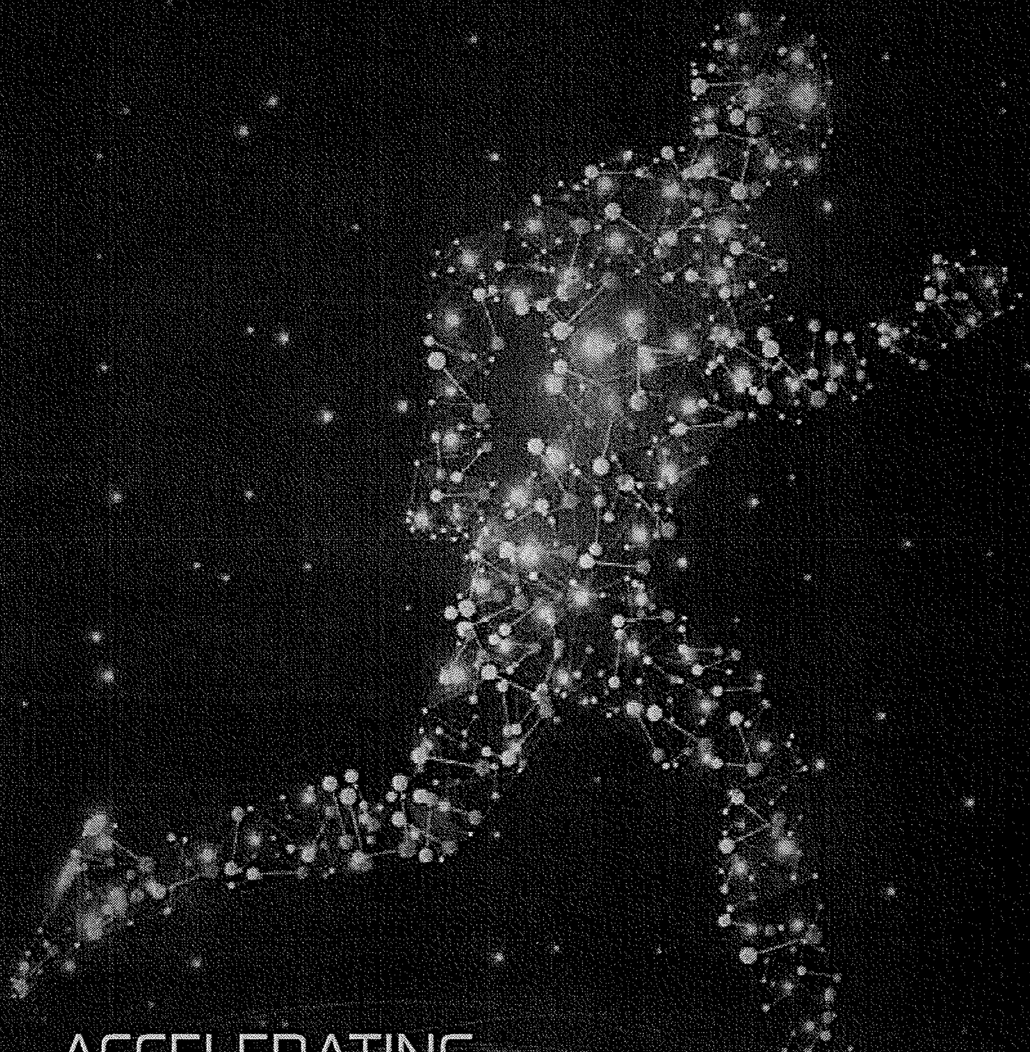
For R Systems International Ltd.

Company Secretary

Deloitte Haskins & Sells LLP
Chartered Accountants

Press Release Q3 2018

R SYSTEMS
Caring - Innovating - Transforming



# ACCELERATING DIGITAL TRANSFORMATION

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For R Systems International Ltd

Company Secretary

Page 14 of 26

# R Systems Reports Record Revenue in Q3 2018

**Q3 2018: Record Revenue: Rs. 186.4 Crores with 11% EBITDA**
**10% QoQ Revenue Growth**
**Added 120 plus Associates during the Quarter**

Noida, India – October 30, 2018

## Highlights

**Consolidated results for the quarter ended September 30, 2018**

- Consolidated revenue from operations for Q3 2018 was Rs. 186.39 crores (US$ 26.71 mn) compared to Rs. 144.89 crores (US$ 22.53 mn) in Q3 2017 and Rs. 168.84 crores (US$ 25.28 mn) in Q2 2018. QoQ increase 10.40% (5.69% in US$). YoY increase 28.64% (18.57% in US$).

- EBITDA for Q3 2018 was Rs. 20.57 crores (US$ 3.00 mn) compared to Rs. 10.93 crores (US$ 1.69 mn) in Q3 2017 and Rs. 12.03 crores (US$ 1.81 mn) in Q2 2018. Q3 2018 EBITDA as % of revenue was 11.03% as against 7.54% of Q3 2017.

- Net profit after taxes for Q3 2018 was Rs. 12.57 crores (US$ 1.83 mn) compared to Rs. 5.81 crores (US$ 0.89 mn) in Q3 2017 and Rs. 8.94 crores (US$ 1.35 mn) in Q2 2018.

## Others

- 8 key wins during the quarter.

- Associates as at September 30, 2018 were 2,711 compared to 2,589 as at June 30, 2018 and 2,363 as at September 30, 2017.

Rekhi Singh, Managing Director stated "We concluded an extremely good quarter with record quarterly revenue of Rs. 186 crores with 11% EBITDA. Quarterly revenue grew 10 % quarter on quarter driven by strong demand of product engineering services around digital technologies. Our Investment in new technologies has started yielding visible result." He added, "It is also encouraging to report double digit margins. This margins improvement is resulted from revenue growth from existing and new customers with discipline in execution as supported by rupee depreciation."

He further added, "Our balance sheet continues to be strong with cash and bank balance of Rs. 190 crores and net worth of Rs. 302 crores."

Avirag Jain, Director and CTO said "This quarter witnessed strong revenue growth with robust utilization yielding a remarkable operating performance." He added, "Our sales funnel is also strong as we are getting good traction for digital technologies like cloud, analytics, mobility, IoT etc. We have also added more than 120 associates during this quarter to cater to growth."

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For R Systems International Ltd.

Company Secretary

**Key Operational Highlights**

Established in 1993, R Systems is a leading global provider of IT and ITeS solutions and services. As a trusted digital transformation partner, we help organizations to embrace digitalization towards greater efficiency and streamlined operations through our diversified offerings.

Product engineering continues to be an integral part of R Systems DNA. R Systems continuously endeavours 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 under the umbrella of Knowledge Services to a wide spectrum of clients for improving their organizational efficiencies. These services include speech analytics, revenue and claims management, customer care, and technical support. These services 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 seven major business verticals i.e. Telecom, Media & Entertainment, Retail & E-commerce, Banking & Finance, Manufacturing & Logistics, Technology, and Healthcare & Life Sciences. Further, R Systems have also expanded its capabilities horizontally with Analytics, Mobility, IoT, Artificial Intelligence, Robotic Process Automation and Cloud across business verticals.

The quarter concluded with 8 key wins. The brief of few wins is listed below:

Our existing customer, a leading European telecom operator, has engaged R Systems to deliver a new-gen digital right management solution to secure digital video content along with enhancing the user experiences.

A global provider of IP based video solutions has engaged R Systems for development and maintenance of its live mobile television broadcasting solutions.

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For R Systems International Ltd.

Company Secretary

A US based company providing mobile and cloud based software solutions for residential home services industry, has mandated R Systems to enhance their solution using leading cloud CRM along with business intelligence.

A Singapore based manufacturer of mechanical and automation precision components has engaged IBIZ to implement Microsoft Dynamics ERP System to address their operational challenges and improve visibility.

One of the leading integrated electronics manufacturing services provider in APAC region has engaged ECnet to implement scalable and responsive supply chain management solution to improve efficiency of their procurement process.

**Liquidity and Shareholder Funds**

Cash and bank balances, including bank deposits and liquid funds as at September 30, 2018, were Rs. 189.77 crores compared to Rs. 162.16 crores as at December 31, 2017. Total shareholder funds as at September 30, 2018 were Rs. 301.80 crores compared to Rs. 269.87 crores as at December 31, 2017.

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For R Systems International Ltd.

Company Secretary

# Financial Performance

**Consolidated Profit & Loss Statement (Un-audited) for the Quarter Ended September 30, 2018**
***(As per Indian GAAP)***

**(Figures in mn, except per share data)**

| Sr. No. | Particulars | Quarter Ended September 30, | | Quarter Ended June 30, 2018 |
|---|---|---|---|---|
| | | 2018 | 2017 | |
| 1 | **Revenue** | | | |
| (a) | Revenue from operations | 1,863.95 | 1,448.91 | 1,688.37 |
| (b) | Other income | 21.32 | 16.57 | 23.51 |
| | **Total revenue** | **1,885.27** | **1,465.48** | **1,711.88** |
| 2 | **Expenses** | | | |
| (a) | Employee benefits expense | 1,225.28 | 1,041.64 | 1,124.38 |
| (b) | Finance costs | 0.71 | 0.64 | 0.63 |
| (c) | Depreciation and amortisation expense | 34.44 | 33.86 | 33.60 |
| (d) | Other expenses | 470.22 | 298.67 | 457.46 |
| | **Total expenses** | **1,730.65** | **1,374.81** | **1,616.07** |
| 3 | **Profit before tax** | **154.62** | **90.67** | **95.81** |
| 4 | **Tax expense** | | | |
| (a) | Current tax | 45.59 | 30.29 | 17.76 |
| (b) | Deferred tax charge/(credit) | (16.66) | 2.32 | (11.38) |
| | **Total tax expense** | **28.93** | **32.61** | **6.38** |
| 5 | **Net profit for the period** | **125.69** | **58.06** | **89.43** |
| 6 | **Earnings per share (Face value of Re. 1/- each)** | | | |
| (a) | Basic | 1.02 | 0.47 | 0.73 |
| (b) | Diluted | 1.02 | 0.47 | 0.73 |

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For R Systems International Ltd.

Company Secretary

# Financial Performance

**Consolidated Profit & Loss Statement (Un-audited) for the Nine Months Ended September 30, 2018 (*As per Indian GAAP*)**

**(Figures in mn, except per share data)**

| Sr. No. | Particulars | Nine Months Ended September 30, | |
|---|---|---|---|
| | | 2018 | 2017 |
| 1 | **Revenue** | | |
| (a) | Revenue from operations | 5,074.35 | 4,371.13 |
| (b) | Other income | 68.06 | 110.67 |
| | **Total revenue** | **5,142.41** | **4,481.80** |
| 2 | **Expenses** | | |
| (a) | Employee benefits expense | 3,464.90 | 3,089.12 |
| (b) | Finance costs | 2.06 | 3.84 |
| (c) | Depreciation and amortisation expense | 100.94 | 100.19 |
| (d) | Other expenses | 1,269.02 | 1,043.53 |
| | **Total expenses** | **4,836.92** | **4,236.68** |
| 3 | **Profit before tax** | **305.49** | **245.12** |
| 4 | **Tax expense** | | |
| (a) | Current tax | 88.13 | 105.16 |
| (b) | Deferred tax charge/(credit) | (36.28) | (16.07) |
| | **Total tax expense** | **51.85** | **89.09** |
| 5 | **Net profit for the period** | **253.64** | **156.03** |
| 6 | **Earnings per share (Face value of Re. 1/- each)** | | |
| (a) | Basic | 2.06 | 1.27 |
| (b) | Diluted | 2.06 | 1.27 |

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For R Systems International Ltd.

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Company Secretary

# Financial Performance

**Consolidated Profit & Loss Statement (Un-audited) for the Quarter Ended September 30, 2018**
***(Contribution Analysis Format; Basis Indian GAAP)***

**(Figures in mn)**

| Particulars | Q3 2018 | | Q3 2017 | | Q2 2018 | |
|---|---|---|---|---|---|---|
| | INR | US$ | INR | US$ | INR | US$ |
| **Revenues** | **1,863.95** | **26.71** | **1,448.91** | **22.53** | **1,688.37** | **25.28** |
| Cost of revenues | 1,234.33 | 17.66 | 1,019.12 | 15.84 | 1,147.46 | 17.17 |
| **Gross margin** | **629.62** | **9.05** | **429.79** | **6.69** | **540.91** | **8.11** |
| | *33.78%* | | *29.66%* | | *32.04%* | |
| **SG & A** | | | | | | |
| Expenses | 423.94 | 6.05 | 320.50 | 5.00 | 420.64 | 6.30 |
| | *22.74%* | | *22.12%* | | *24.91%* | |
| **EBITDA** | **205.68** | **3.00** | **109.29** | **1.69** | **120.27** | **1.81** |
| | *11.03%* | | *7.54%* | | *7.12%* | |
| Depreciation and amortization | 34.44 | 0.49 | 33.86 | 0.53 | 33.60 | 0.50 |
| **Income from operations** | **171.24** | **2.51** | **75.43** | **1.16** | **86.67** | **1.31** |
| Interest expense | (0.71) | (0.01) | (0.64) | (0.01) | (0.63) | (0.01) |
| Other income (net) | (15.91) | (0.25) | 15.88 | 0.25 | 9.77 | 0.14 |
| **Income before income tax** | **154.62** | **2.25** | **90.67** | **1.40** | **95.81** | **1.44** |
| Income tax provision | 28.93 | 0.42 | 32.61 | 0.51 | 6.38 | 0.09 |
| **Net earnings** | **125.69** | **1.83** | **58.06** | **0.89** | **89.43** | **1.35** |

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For R Systems International Ltd.

Company Secretary

# Financial Performance

**Consolidated Profit & Loss Statement (Un-audited) for the Nine Months Ended September 30, 2018** ***(Contribution Analysis Format; Basis Indian GAAP)***

**(Figures in mn)**

| Particulars | Jan to Sep 18 | | Jan to Sep 17 | |
|---|---|---|---|---|
| | INR | US$ | INR | US$ |
| **Revenue** | **5,074.35** | **75.63** | **4,371.13** | **66.99** |
| Cost of revenue | 3,441.48 | 51.29 | 3,054.86 | 46.82 |
| **Gross margin** | **1,632.87** | **24.34** | **1,316.27** | **20.17** |
| | 32.18% | | 30.11% | |
| **SG & A** | | | | |
| Expenses | 1,238.04 | 18.45 | 1,075.45 | 16.48 |
| | 24.40% | | 24.60% | |
| **EBITDA** | **394.83** | **5.89** | **240.82** | **3.69** |
| | 7.78% | | 5.51% | |
| Depreciation and amortization | 100.94 | 1.50 | 100.19 | 1.53 |
| **Income from operations** | **293.89** | **4.39** | **140.63** | **2.16** |
| Interest expense | (2.06) | (0.03) | (3.84) | (0.06) |
| Other income (net) | 13.66 | 0.20 | 108.33 | 1.66 |
| **Income before income tax** | **305.49** | **4.56** | **245.12** | **3.76** |
| Income tax provision | 51.85 | 0.77 | 89.09 | 1.37 |
| **Net earnings** | **253.64** | **3.79** | **156.03** | **2.39** |

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For R Systems International Ltd.

Company Secretary

# Financial Performance

## Consolidated Balance Sheet as at September 30, 2018 (As per Indian GAAP)

(Rs. in million)

| Particulars | As at | | |
|---|---|---|---|
| | September 30, 2018 | June 30, 2018 | December 31, 2017 |
| **ASSETS** | | | |
| **Non-current assets** | | | |
| (a) Property, plant and equipment | 311.51 | 309.08 | 300.38 |
| (b) Capital work in progress | 1.63 | 0.62 | 0.59 |
| (c) Investment property | 23.68 | 24.05 | 24.78 |
| (d) Goodwill | 93.07 | 88.19 | 84.05 |
| (e) Other Intangible assets | 36.00 | 41.99 | 52.82 |
| (f) Financial assets | | | |
| (i) Investment | 0.03 | 87.57 | 87.57 |
| (ii) Other financial assets | 79.54 | 78.06 | 84.79 |
| (g) Deferred tax assets (net) | 92.25 | 76.61 | 58.51 |
| (h) Non-current tax assets | 46.65 | 40.79 | 34.11 |
| (i) Other non-current assets | 27.45 | 27.62 | 12.56 |
| | **711.81** | **774.58** | **740.16** |
| **Current assets** | | | |
| (a) Financial assets | | | |
| (i) Investments | 195.78 | 279.89 | 136.88 |
| (ii) Trade receivables | 1,372.79 | 1,219.85 | 1,207.65 |
| (iii) Cash and cash equivalents | 805.13 | 823.38 | 923.90 |
| (iv) Other balances with banks | 734.55 | 373.28 | 581.60 |
| (v) Other financial assets | 335.59 | 360.92 | 194.61 |
| (b) Other current assets | 209.45 | 178.00 | 119.76 |
| | **3,653.29** | **3,235.32** | **3,164.40** |
| **Total assets** | **4,365.10** | **4,009.90** | **3,904.56** |
| | | | |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 123.25 | 123.25 | 123.21 |
| (b) Other equity | 2,894.75 | 2,686.20 | 2,575.53 |
| (c) Non Controlling Interest | - | - | - |
| **Total equity** | **3,018.00** | **2,809.45** | **2,698.74** |
| | | | |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 14.83 | 14.78 | 15.85 |
| (ii) Other financial liabilities | 2.77 | 2.53 | 2.23 |
| (b) Deferred tax liabilities (net) | - | - | 0.26 |
| (c) Provisions | 100.14 | 97.28 | 91.18 |
| (d) Other non-current liabilities | 0.01 | 0.01 | 0.29 |
| | **117.75** | **114.60** | **109.81** |
| **Current liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Trade payables | 347.06 | 315.35 | 338.92 |
| (ii) Other financial liabilities | 305.10 | 226.55 | 185.25 |
| (b) Provisions | 204.41 | 198.40 | 186.97 |
| (c) Other current liabilities | 372.78 | 345.55 | 384.87 |
| | **1,229.35** | **1,085.85** | **1,096.01** |
| | | | |
| **Total liabilities** | **1,347.10** | **1,200.45** | **1,205.82** |
| **Total equity and liabilities** | **4,365.10** | **4,009.90** | **3,904.56** |

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For R Systems International Ltd.

Dubey

Company Secretary

# Consolidated Operational Data (Un-audited)

| Profitability in Percentage | Quarter ended | | |
|---|---|---|---|
| | Sep 30, 18 | Sep 30, 17 | Jun 30, 18 |
| Revenues | 100.00 | 100.00 | 100.00 |
| Gross margin | 33.78 | 29.66 | 32.04 |
| SG & A | 22.74 | 22.12 | 24.91 |
| EBITDA | 11.03 | 7.54 | 7.12 |
| EBT | 8.30 | 6.26 | 5.67 |
| EAT | 6.74 | 4.01 | 5.30 |

| Revenue from Top 10 Clients | Quarter ended | | |
|---|---|---|---|
| | Sep 30, 18 | Sep 30, 17 | Jun 30, 18 |
| Top 10 Clients | 36.39% | 34.60% | 35.80% |
| Top 5 Clients | 23.98% | 22.43% | 24.07% |
| Top 3 Clients | 16.53% | 16.16% | 16.49% |
| Largest Client | 6.44% | 6.35% | 6.63% |

| Revenues by Geographies | Quarter ended | | |
|---|---|---|---|
| | Sep 30, 18 | Sep 30, 17 | Jun 30, 18 |
| USA | 60.16% | 55.73% | 58.40% |
| Europe | 16.93% | 20.10% | 17.53% |
| SEAC ( South East Asia ) | 18.38% | 19.27% | 18.81% |
| India | 1.52% | 1.91% | 1.73% |
| Others | 3.01% | 2.99% | 3.53% |
| **Total** | 100.00% | 100.00% | 100.00% |

| Utilization (excluding trainees) | Quarter ended | | |
|---|---|---|---|
| | Sep 30, 18 | Sep 30, 17 | Jun 30, 18 |
| Onsite | 97.16% | 98.20% | 95.43% |
| Offshore | 76.38% | 72.36% | 74.09% |
| Blended | 78.85% | 75.70% | 76.57% |

| Utilization (including trainees) | Quarter ended | | |
|---|---|---|---|
| | Sep 30, 18 | Sep 30, 17 | Jun 30, 18 |
| Onsite | 97.16% | 98.20% | 95.43% |
| Offshore | 74.79% | 70.28% | 72.42% |
| Blended | 77.39% | 73.80% | 75.05% |

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For R Systems International Ltd.

Company Secretary

# Consolidated Operational Data (Un-audited)

| Human resources | As at | | |
|---|---|---|---|
| | Sep 30, 18 | Sep 30, 17 | Jun 30, 18 |
| **Technical** | **2,352** | **2,011** | **2,233** |
| **Software services** | | | |
| Onsite | 359 | 274 | 319 |
| Offshore | 1,308 | 1,235 | 1,239 |
| **BPO** | | | |
| Offshore | 643 | 444 | 634 |
| Trainees | 42 | 58 | 41 |
| **Support** | **359** | **352** | **356** |
| **Total count** | **2,711** | **2,363** | **2,589** |

(Rs. in mn, except DSO)

| Key Balance Sheet Data | As At | |
|---|---|---|
| | Sep 30, 18 | Dec 31, 17 |
| Receivable | 1,372.79 | 1,207.65 |
| Receivable in days ("DSO") # | 63 | 60 |
| Total cash and bank balance | 1,897.75 | 1,621.63 |
| Fixed assets | 349.14 | 353.79 |
| Shareholders' funds | 3,018.00 | 2,698.74 |

# for the respective quarters

| Development/Service Centres Location | As on Sep 30, 2018 | |
|---|---|---|
| | Covered areas in sq ft. | No. of seats |
| **India** | | |
| Noida | 93,679 | 1,791 |
| Chennai | 5,905 | 65 |
| | 99,584 | 1,856 |
| **USA** | | |
| Sacramento, CA | 9,500 | 60 |
| **South East Asia** | | |
| Singapore | 8,054 | 91 |
| Malaysia | 6,434 | 81 |
| Thailand | 592 | 6 |
| Indonesia | 2,151 | 53 |
| | 17,231 | 231 |
| **Europe** | | |
| Romania | 19,795 | 184 |
| Poland | 8,141 | 65 |
| Moldova | 3,398 | 55 |
| | 31,334 | 304 |
| **Total** | **157,649** | **2,451** |

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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.

B Dubey

Company Secretary

# R SYSTEMS INTERNATIONAL LIMITED

**CIN : L74899DL1993PLC053579**

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

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

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

**Extract of Standalone and Consolidated Financial Results for the Quarter and Nine Months Ended September 30, 2018**

**(Rs. in million, except per share data)**

| Particulars | Standalone Financial Results (refer Note 4) | | | | | | Consolidated Financial Results (refer Note 5) | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Three months ended | | | Nine months ended | | Year Ended | Three months ended | | | Nine months ended | | Year Ended |
| | 30.09.2018 | 30.06.2018 | 30.09.2017 | 30.09.2018 | 30.09.2017 | 31.12.2017 | 30.09.2018 | 30.06.2018 | 30.09.2017 | 30.09.2018 | 30.09.2017 | 31.12.2017 |
| (Refer Notes) | (Audited) | (Audited) | (Audited) | (Audited) | (Audited) | (Audited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| Revenue from operations | 852.46 | 748.47 | 654.31 | 2,292.84 | 1,961.25 | 2,637.51 | 1,863.95 | 1,688.37 | 1,448.91 | 5,074.35 | 4,371.13 | 5,926.36 |
| Net profit before tax for the period/year* | 111.89 | 37.27 | 87.49 | 208.44 | 232.17 | 346.36 | 154.62 | 95.81 | 90.67 | 305.49 | 245.12 | 357.32 |
| Net profit after tax for the period/year* | 96.14 | 38.32 | 60.31 | 181.77 | 148.79 | 231.95 | 125.69 | 89.43 | 58.06 | 253.64 | 156.03 | 229.22 |
| Total comprehensive income for the period [comprising profit for the period (after tax) and other comprehensive income (after tax)] | 98.24 | 41.45 | 62.76 | 186.56 | 152.12 | 239.99 | 208.27 | 121.22 | 85.87 | 406.92 | 163.95 | 222.82 |
| Paid - up equity share capital (Face value Re. 1/- each) | 123.25 | 123.25 | 123.21 | 123.25 | 123.21 | 123.13 | 123.25 | 123.25 | 123.21 | 123.25 | 123.21 | 123.13 |
| Reserves (excluding Revaluation Reserves) as at December 31, 2017 | | | | | | 2,336.39 | | | | | | 2,575.53 |
| Earnings per share (Face value of Re. 1/- each) (not annualised)* | | | | | | | | | | | | |
| Basic | 0.78 | 0.31 | 0.49 | 1.47 | 1.21 | 1.88 | 1.02 | 0.73 | 0.47 | 2.06 | 1.27 | 1.86 |
| Diluted | 0.78 | 0.31 | 0.49 | 1.47 | 1.21 | 1.88 | 1.02 | 0.73 | 0.47 | 2.06 | 1.27 | 1.86 |

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

**Notes:**

1. The above financial results for the quarter and nine months ended September 30, 2018 were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on October 30, 2018.

2. The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulation 33 of 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 Financial Results are available on the Stock Exchange websites i.e. www.bseindia.com, www.nseindia.com and Company's website at www.rsystems.com.

3. Beginning January 01, 2018, the Company has for the first time adopted Indian Accounting Standards ('Ind AS') with a transition date of January 01, 2017. Refer the full format of the Quarterly Financial Results for impact on net profit and total comprehensive income.

4. An audit has been completed by the Statutory Auditors for the quarter and nine months ended September 30, 2018 and September 30, 2017, quarter ended June 30. 2018 and year ended December 31, 2017. There is no qualification in the Auditors' Report on these financial results. Adjustments made to the previously issued comparative financial information to comply with Ind AS have been audited by the Statutory Auditors.

5. 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, 2018 and September 30, 2017, quarter ended June 30, 2018 and audit for the year ended December 31, 2017. There is no qualification in the Auditors' Report on these financial results. Adjustments made to the previously issued comparative financial information to comply with Ind AS have been reviewed by the Statutory Auditors.

For and on behalf of the Board

Place : NOIDA
Date : October 30, 2018

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

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For R Systems International Ltd.

Company Secretary