

R SYSTEMS INTERNATIONAL LIMITED

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

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

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

REF: SECT/10/2016/25

October 26, 2016

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

Dear Sir,

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

This is with reference to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Uniform Listing Agreement entered into by R Systems International Limited (the "Company"). We wish to inform you as required in terms of Regulation 30, 33 and other applicable provisions of the Listing Regulations that the Board of Directors of R Systems International Limited at its meeting held at C-40, Sector-59, Noida (U.P.) - 201307 on October 26, 2016 commenced at 11:00 A.M. and concluded at 01:10 P.M. has inter alia approved the following:

1. Audited standalone financial results for the quarter and nine months ended September 30, 2016.
2. Unaudited consolidated financial results for the quarter and nine months ended September 30, 2016.

Please find attached herewith the following:

1. Audited standalone financial results for the quarter and nine months ended September 30, 2016 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, 2016 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, 2016.



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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 Results for the Quarter and Nine Month Ended September 30, 2016

(Rs. in lakhs, except per share data)							
S.No.	Particulars	Three Months Ended			Nine Month Ended		Year Ended
		30.09.2016	30.06.2016	30.09.2015	30.09.2016	30.09.2015	31.12.2015
	(Refer notes)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
1	Income from operations						
(a)	Income from operations	6,546.78	6,500.48	6,262.45	19,434.51	22,773.31	28,925.98
(b)	Other operating income	236.81	86.82	12.36	467.41	325.03	453.04
	Total income from operations	6,783.59	6,587.30	6,274.81	19,901.92	23,098.34	29,379.02
2	Expenses						
(a)	Employee benefits expense	4,216.98	4,002.49	3,749.27	12,082.56	13,502.64	17,346.10
(b)	Depreciation and amortisation expense	182.03	164.66	186.79	521.03	776.85	958.12
(c)	Travelling and conveyance	345.70	354.49	507.69	1,146.39	1,950.42	2,386.40
(d)	Communication costs	140.65	146.01	145.23	397.32	440.03	554.88
(e)	Legal and professional expenses (including subcontract expenses)	149.72	145.52	170.16	388.56	660.65	860.53
(f)	Provision for doubtful debts and advances (net)	(50.61)	75.24	(3.00)	21.81	17.72	23.89
(g)	Other expenses	485.62	495.60	544.81	1,438.02	1,877.98	2,416.77
	Total expenses	5,470.09	5,384.01	5,300.95	15,995.69	19,226.29	24,546.69
3	Profit from operations before other income, finance costs and exceptional items (1-2)	1,313.50	1,203.29	973.86	3,906.23	3,872.05	4,832.33
4	Other income	143.55	142.12	169.82	421.27	389.29	509.31
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	1,457.05	1,345.41	1,143.68	4,327.50	4,261.34	5,341.64
6	Finance costs	15.43	6.85	8.99	29.14	26.48	42.76
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	1,441.62	1,338.56	1,134.69	4,298.36	4,234.86	5,298.88
8	Exceptional items (refer note 3)	-	-	5,644.35	-	5,644.35	6,480.74
9	Profit from ordinary activities before tax (7+8)	1,441.62	1,338.56	6,779.04	4,298.36	9,879.21	11,779.62
10	Tax expense						
	Current tax expense [refer note 3 (e)]	521.50	535.00	1,750.55	1,613.88	2,980.54	2,628.20
	Deferred tax charge / (credit)	(8.92)	(65.55)	143.52	(85.47)	(16.28)	87.02
	Total tax expense	512.58	469.45	1,894.07	1,528.41	2,964.26	2,715.22
11	Net profit from ordinary activities after tax (9-10)	929.04	869.11	4,884.97	2,769.95	6,914.95	9,064.40
12	Extraordinary items (net of tax expense)	-	-	-	-	-	-
13	Net profit for the period / year (11-12)	929.04	869.11	4,884.97	2,769.95	6,914.95	9,064.40
14	Paid - up equity share capital (Face value Re. 1/- each)	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31
15	Reserves excluding Revaluation Reserves as at December 31, 2015						18,575.93
16.I	Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)						
(a)	Basic	0.73	0.69	3.85	2.18	5.44	7.14
(b)	Diluted	0.73	0.68	3.85	2.18	5.44	7.14
16.II	Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)						
(a)	Basic	0.73	0.69	3.85	2.18	5.44	7.14
(b)	Diluted	0.73	0.68	3.85	2.18	5.44	7.14

See accompanying notes to the financial results.

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

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For R Systems International Ltd.

[Signature]
Company Secretary

For R Systems International Limited

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

Notes:

- 1 The results for the quarter and nine months ended September 30, 2016 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on October 26, 2016.
- 2 An audit has been completed by the Statutory Auditors for the quarter and nine months ended September 30, 2016 and September 30, 2015, quarter ended June 30, 2016 and year ended December 31, 2015. There is no qualification in the Auditors' Report on these financial results.
- 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. 7,839.00 lakhs to be discharged by RSPTPL through issuance of 60,000,003 equity shares of Re. 1/- each at a premium of Rs. 6.227333 per share and 35,026 compulsorily redeemable debentures of Rs. 10,000 each to be redeemed over a period of 4 years, on the terms and conditions agreed in BTA and Debenture Subscription Agreement.

The Company also entered into 'Share Purchase Agreement' (SPA) with BD Capital Partners Ltd. ("BDC"), a Mauritius based company on June 27, 2015 to sell 93% of its equity share in RSPTPL to BDC for a consideration of Rs. 4,431.70 lakhs (USD 7 million). Subject to the satisfaction of certain conditions, BDC has also agreed to purchase the balance 7% equity shares for a consideration up to Rs. 666.15 lakhs (USD 1 million). These conditions though have been completed during the quarter ended March 31, 2016, the Company is yet to receive the consideration pending certain modalities. Accordingly, it has not recorded the sale of balance 7% equity shares. The closing (as defined in the agreements) under the BTA and SPA occurred on July 07, 2015.

The gain on sale of Indus Business Unit amounting to Rs. 5,357.13 lakhs (net of related expenses) and gain on sale of aforesaid equity share in RSPTPL amounting to Rs. 287.22 lakhs (net of related expenses) is disclosed as 'Exceptional items' in the financial results for the quarter and period ended September 30, 2015 and year ended December 31, 2015. The name of RSPTPL was changed to Indus Software Technologies Private Limited w.e.f August 19, 2015.

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

Particulars	(Rs. In lakhs)	
	Three Months Ended 30.09.2015 (01.07.15 to 07.07.15)	Year Ended 31.12.15 (01.01.15 to 07.07.15)
Total income	225.12	5,764.71
Total expenses	217.23	4,931.89
Profit before tax	7.89	832.82
Total tax expense	2.73	267.14
Profit after tax	5.16	565.68

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

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

(d) On November 27, 2014, the Company had completed the transfer of Europe BPO Business by way of sale of its 100% holding in R Systems Europe B.V., Netherlands and R Systems S.A.S., France, being wholly owned subsidiaries, by executing the Share Sale Agreement (the "SSA") along with other necessary documents for a sale consideration of Euro 4.70 million (Rs. 3,574.69 lakhs). Out of the sale consideration, Euro 0.35 million (Rs. 266.28 lakhs) was placed in an escrow account in the Netherlands, the realisation of which was subject to certain conditions pursuant to the provision of the SSA.

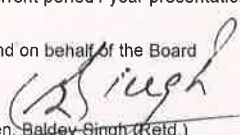
During the year ended December 31, 2015, on the stipulated conditions under the SSA being completed, the Company had received Euro 0.35 million (Rs. 266.28 lakhs) which was placed in an escrow account. The amount so received, has been included as profit on sale of aforesaid subsidiaries under the 'Exceptional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

(e) The consequent tax expense of above 'Exceptional items' amounting to Rs. 1,326.35 lakhs for the quarter and period ended September 30, 2015 and Rs. 630.18 lakhs for the year ended December 31, 2015, is included in the 'Current tax'.

- 4 The Board of Directors of the Company at its meeting held on September 14, 2016 has approved the buy-back of the Company's fully paid-up equity shares up to 3,000,000 of face value of Re. 1/- each from its existing shareholders 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 at a price of Rs. 65/- per equity share, payable in cash for a total consideration not exceeding Rs. 1,950 lakhs. Pursuant to above buy back offer, the Company has deposited Rs. 500 lakhs in an escrow account with a bank.
- 5 The Board of Directors of the Company by passing resolution through circulation on September 02, 2016 has approved the setting up of a new business unit in 'Special Economic Zone' (SEZ) measuring approx. 15,000 sq. ft. located at Greater Noida West (NCR). Subsequent to the quarter end, the Company has received approval from Department of Commerce, Ministry of Commerce & Industry, Government of India on October 19, 2016 for the aforesaid unit in SEZ.
- 6 Refer Annexure A for segment wise standalone revenue, results, assets and liabilities.
- 7 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period / year presentation.

Place : NOIDA
Date : October 26, 2016

For and on behalf of the Board


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

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

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For R Systems International Ltd.


Company Secretary

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R SYSTEMS INTERNATIONAL LIMITED
Segment Wise Standalone Revenue, Results , Assets and Liabilities

Annexure A

S.No.	Particulars	Three Months Ended			Nine Month Ended		(Rs. in lakhs)
		30.09.2016	30.06.2016	30.09.2015	30.09.2016	30.09.2015	Year Ended
		(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
1	Segment revenue						
	- Information technology services and products	5,390.94	5,403.45	5,237.93	16,143.34	19,733.22	24,823.07
	- Business process outsourcing services	1,155.84	1,097.03	1,024.52	3,291.17	3,040.09	4,102.91
	Income from operations	6,546.78	6,500.48	6,262.45	19,434.51	22,773.31	28,925.98
2	Segment results before tax, interest and exceptional items						
	- Information technology services and products	1,375.30	1,172.23	962.74	3,969.58	3,921.51	4,882.88
	- Business process outsourcing services	76.92	175.94	146.66	367.73	390.70	487.33
	Total	1,452.22	1,348.17	1,109.40	4,337.31	4,312.21	5,370.21
	(i) Interest expense	(3.33)	(3.09)	(2.35)	(9.33)	(6.64)	(21.26)
	(ii) Interest income	127.55	126.12	155.03	373.27	356.75	460.77
	(iii) Other unallocable income	16.00	16.00	14.80	48.00	32.54	48.54
	(iv) Exceptional Items (refer note 3)	-	-	5,644.35	-	5,644.35	6,480.74
	(v) Other unallocable expenses	(150.82)	(148.64)	(142.19)	(450.89)	(460.00)	(559.38)
	Profit before tax	1,441.62	1,338.56	6,779.04	4,298.36	9,879.21	11,779.62
3	Capital employed						
a	Segment assets						
	- Information technology services and products	8,688.52	8,271.44	7,841.31	8,688.52	7,841.31	7,506.33
	- Business process outsourcing services	1,101.11	1,182.99	1,085.07	1,101.11	1,085.07	1,534.27
	- Inter segment assets elimination	(671.93)	(522.13)	(784.63)	(671.93)	(784.63)	(248.61)
	- Unallocated corporate assets	18,670.28	17,774.00	15,647.11	18,670.28	15,647.11	16,188.42
	Total segment assets (A)	27,787.98	26,706.30	23,788.86	27,787.98	23,788.86	24,980.41
b	Segment liabilities						
	- Information technology services and products	3,910.26	3,819.85	3,929.61	3,910.26	3,929.61	4,081.61
	- Business process outsourcing services	1,138.43	916.27	1,126.97	1,138.43	1,126.97	644.13
	- Inter segment liabilities elimination	(671.93)	(522.13)	(784.63)	(671.93)	(784.63)	(248.61)
	- Unallocated corporate liabilities	787.86	807.71	1,829.12	787.86	1,829.12	666.04
	Total segment liabilities (B)	5,164.62	5,021.70	6,101.07	5,164.62	6,101.07	5,143.17
	Capital employed (A- B)	22,623.36	21,684.60	17,687.79	22,623.36	17,687.79	19,837.24

For R Systems International Limited

S. R. Batliboi & Associates LLP, Gurgaon

for Identification

(Signature)
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

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

To
Board of Directors of
R Systems International Limited,

1. We have audited the quarterly financial results of R Systems International Limited ("the Company") for the quarter ended September 30, 2016 and the year-to-date results for the period January 01, 2016 to September 30, 2016, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year-to-date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management and have been approved by the Board of Directors. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", specified under section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:
 - i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in this regard; and
 - ii. give a true and fair view of the net profit and other financial information for the quarter ended September 30, 2016 as well as the year to date results for the period from January 01, 2016 to September 30, 2016.

For S.R. BATLIBOI & ASSOCIATES LLP
ICAI Firm Registration Number: 101049W/E300004
Chartered Accountants


per Yogender Seth
Partner
Membership No.: 94524
Place: Gurgaon
Date: October 26, 2016

**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 Results for the Quarter and Nine Month Ended September 30, 2016

S.No.	Particulars	(Rs. in lakhs, except per share data)					
		Three Months Ended			Nine Month Ended		Year Ended
		30.09.2016	30.06.2016	30.09.2015	30.09.2016	30.09.2015	31.12.2015
	(Refer notes)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income from operations						
(a)	Income from operations	14,411.31	14,885.33	14,300.90	43,483.53	45,924.75	60,503.19
(b)	Other operating income	200.73	130.78	60.81	412.81	236.50	469.53
	Total income from operations	14,612.04	15,016.11	14,361.71	43,896.34	46,161.25	60,972.72
2	Expenses						
(a)	Employee benefits expense	9,536.93	9,396.06	8,520.87	28,069.18	27,679.93	36,488.03
(b)	Depreciation and amortisation expense	298.32	280.29	268.80	861.76	1,072.20	1,402.34
(c)	Travelling and conveyance	559.34	399.28	704.49	1,908.70	2,774.26	3,406.16
(d)	Communication costs	189.74	191.54	199.58	539.45	596.13	777.08
(e)	Legal and professional expenses (including subcontract expenses)	1,474.68	1,377.62	1,535.87	4,414.76	4,697.94	6,451.90
(f)	Provision for doubtful debts and advances (net)	(51.93)	64.27	(5.49)	100.45	69.23	82.15
(g)	Other expenses	1,085.67	1,221.35	1,628.20	3,253.63	4,404.35	6,062.67
	Total expenses	13,092.75	12,930.41	12,852.32	39,147.93	41,294.04	54,670.33
3	Profit from operations before other income, finance costs and exceptional items (1-2)	1,519.29	2,085.70	1,509.39	4,748.41	4,867.21	6,302.39
4	Other income	144.18	142.73	170.39	422.98	390.79	511.75
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	1,663.47	2,228.43	1,679.78	5,171.39	5,258.00	6,814.14
6	Finance costs	25.82	18.93	23.32	62.34	67.68	95.88
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	1,637.65	2,209.50	1,656.46	5,109.05	5,190.32	6,718.26
8	Exceptional items (refer note 3)	-	-	5,661.42	-	5,661.42	6,031.01
9	Profit from ordinary activities before tax (7+8)	1,637.65	2,209.50	7,317.88	5,109.05	10,851.74	12,749.27
10	Tax expense						
	Current tax expense [refer note 3 (f)]	550.78	615.55	1,977.61	1,702.76	3,452.06	2,900.75
	Deferred tax charge / (credit)	10.16	(74.70)	140.70	(102.77)	(54.28)	65.54
	Total tax expense	560.94	540.85	2,118.31	1,599.99	3,397.78	2,966.29
11	Net profit from ordinary activities after tax (9-10)	1,076.71	1,668.65	5,199.57	3,509.06	7,453.96	9,782.98
12	Extraordinary items (net of tax expense)	-	-	-	-	-	-
13	Net profit for the period / year (11-12)	1,076.71	1,668.65	5,199.57	3,509.06	7,453.96	9,782.98
14	Share of profit / (loss) of associates	-	-	-	-	-	-
15	Minority Interest	-	-	-	-	-	-
16	Net profit after taxes, minority interest and share of profit / (loss) of associates (13+14-15)	1,076.71	1,668.65	5,199.57	3,509.06	7,453.96	9,782.98
17	Paid - up equity share capital (Face value Re. 1/- each)	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31
18	Reserves excluding Revaluation Reserves as at December 31, 2015						23,024.34
19.i	Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)						
(a)	Basic	0.85	1.32	4.10	2.77	5.87	7.70
(b)	Diluted	0.85	1.31	4.10	2.76	5.87	7.70
19.ii	Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)						
(a)	Basic	0.85	1.32	4.10	2.77	5.87	7.70
(b)	Diluted	0.85	1.31	4.10	2.76	5.87	7.70

See accompanying notes to the financial results.

S.R. Batlibol & Associates LLP, Gurgaon

for Identification

For R Systems International Limited

CERTIFIED TRUE COPY

For R Systems International Ltd.

Company Secretary

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

Notes:

- The results for the quarter and nine months ended September 30, 2016 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on October 26, 2016.
- 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, 2016 and September 30, 2015, quarter ended June 30, 2016 and audit for the year ended December 31, 2015. There is no qualification in the Auditors' Report on these financial results.
- 'Exceptional items':
(a) On July 11, 2014, the Company had incorporated a wholly owned subsidiary in India, namely, R Systems Products & Technologies Limited (which was later converted into R Systems Products & Technologies Private Limited ("RSPTPL") on May 28, 2015). The shareholders of the Company by passing special resolution through postal ballot on September 23, 2014 had accorded necessary approval for transfer of the Company's Indus Business Unit operated out of Pune and Chennai to RSPTPL. The Company had entered into 'Business Transfer Agreement' (BTA) with RSPTPL on June 27, 2015 for the aforesaid transfer on a going concern basis by way of slump sale, for consideration of Rs. 7,839.00 lakhs to be discharged by RSPTPL through issuance of 60,000,003 equity shares of Re. 1/- each at a premium of Rs. 6.227333 per share and 35,026 compulsorily redeemable debentures of Rs. 10,000 each to be redeemed over a period of 4 years, on the terms and conditions agreed in BTA and Debenture Subscription Agreement. The Company also entered into 'Share Purchase Agreement' (SPA) with BD Capital Partners Ltd. ("BDC"), a Mauritius based company on June 27, 2015 to sell 93% of its equity share in RSPTPL to BDC for a consideration of Rs. 4,431.70 lakhs (USD 7 million). Subject to the satisfaction of certain conditions, BDC has also agreed to purchase the balance 7% equity shares for a consideration up to Rs. 666.15 lakhs (USD 1 million). These conditions though have been completed during the quarter ended March 31, 2016, the Company is yet to receive the consideration pending certain modalities. Accordingly, it has not recorded the sale of balance 7% equity shares. The closing (as defined in the agreements) under the BTA and SPA occurred on July 07, 2015. The gain on sale of Indus Business Unit including the gain on sale of aforesaid equity share in RSPTPL, amounting to Rs. 5,661.42 lakhs (net of related expenses) is disclosed as 'Exceptional items' in the financial results for the quarter and period ended September 30, 2015 and year ended December 31, 2015. The name of RSPTPL was changed to Indus Software Technologies Private Limited w.e.f August 19, 2015. Accordingly, the aforesaid Indus Business Unit, being part of Information technology services and products segment, is considered as "Discontinuing Operations" till July 07, 2015. The revenue and expenses attributable to the said operations included in the financial results are as follows:

Particulars	(Rs. In lakhs)	
	Three Months Ended 30.09.2015 (01.07.15 to 07.07.15)	Year Ended 31.12.15 (01.01.15 to 07.07.15)
Total income	225.12	5,764.71
Total expenses	217.23	4,931.89
Profit before tax	7.89	832.82
Total tax expense	2.73	267.14
Profit after tax	5.16	565.68

- (b) On December 10, 2015, R Systems Solution Inc. (RSSI), a wholly owned subsidiary of the Company was merged into R Systems Inc. (RSI), also a wholly owned subsidiary of the Company, as per the applicable laws of India and USA. Pursuant to aforesaid merger, the Company had received incremental 150 common stock of RSI against outstanding common and preferred (series A) stocks held in RSSI. Due to aforesaid merger, the Company had released currency translation reserve of RSSI amounting to Rs. 96.81 lakhs to the foreign exchange fluctuation which is disclosed as 'Exceptional items' in the financial results for the year ended December 31, 2015.
- (c) Rs. 126.09 lakhs for the year ended December 31, 2015 being the reversal of deferred payment compensation to the erstwhile shareholders of ECnet limited, Singapore after the expiry of relevant limitation period under applicable laws, has been included under 'Exceptional items'.
- (d) On November 27, 2014, the Company had completed the transfer of Europe BPO Business by way of sale of its 100% holding in R Systems Europe B.V., Netherlands and R Systems S.A.S., France, being wholly owned subsidiaries, by executing the Share Sale Agreement (the "SSA") along with other necessary documents for a sale consideration of Euro 4.70 million (Rs. 3,574.69 lakhs). Out of the sale consideration, Euro 0.35 million (Rs. 266.28 lakhs) was placed in an escrow account in the Netherlands, the realisation of which was subject to certain conditions pursuant to the provision of the SSA. During the year ended December 31, 2015, on the stipulated conditions under the SSA being completed, the Company had received Euro 0.35 million (Rs. 266.28 lakhs) which was placed in an escrow account. The amount so received, has been included as profit on sale of aforesaid subsidiaries under the 'Exceptional items' in the financial results for the year ended December 31, 2015.
- (e) ECnet Limited, a subsidiary of the Company had recorded an impairment loss amounting to Rs. 119.59 lakhs related to the certain intangible assets acquired in earlier years which is included under 'Exceptional items' for the year ended December 31, 2015.
- (f) The consequent tax expense of above 'Exceptional items' amounting to Rs. 1,326.35 lakhs for the quarter and period ended September 30, 2015 and Rs. 630.18 lakhs for the year ended December 31, 2015, is included in the 'Current tax'.
- On April 30, 2015, R Systems (Singapore) Pte. Limited, a wholly owned subsidiary of the Company, has acquired 100% share of IBIZCS Group Pte. Ltd, Singapore (IBIZ) for maximum consideration of SGD 7.50 million including the earn-outs over the next three years on fulfillment of certain conditions by the erstwhile shareholder of IBIZ. As at December 31, 2015, basis the conditions specified in the Share Purchase Agreement and subsequent amendment thereof, the management assessed the investment value at SGD 3.37 million which represents the consideration assessed as probable to be paid over the period and consequently the goodwill arising on acquisition is SGD 4.24 million. As at June 30, 2016, the management has re-assessed the investment value at SGD 3.46 million (Rs. 1,688.76 lakhs) which represents the consideration assessed as probable to be paid over the period and the goodwill arising on acquisition is SGD 4.17 million (Rs. 2,034.69 lakhs).
- On August 07, 2015, Computaris International Limited, a UK subsidiary of the Company entered into an Assets Purchase Agreement (APA) for acquisition of certain customer contracts and related intellectual property rights from the subsidiary of a leading European telecommunication company for a maximum consideration of Euro 0.70 million on fulfillment of certain conditions. The aforesaid Assets purchase was completed on October 1, 2015. The management assessed Euro 0.57 mn (Rs. 425.11 Lakhs) as the estimated purchase price for the aforesaid assets acquired basis the conditions specified in APA and accordingly recorded as intangible assets. During the period ended September 30, 2016, the conditions as stipulated in APA have been fulfilled and the purchase consideration has been settled at Euro 0.57 mn (Rs. 425.11 Lakhs).
- The Board of Directors of the Company at its meeting held on September 14, 2016 has approved the buy-back of the Company's fully paid-up equity shares up to 3,000,000 of face value of Re. 1/- each from its existing shareholders 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 at a price of Rs. 65/- per equity share, payable in cash for a total consideration not exceeding Rs. 1,950 lakhs. Pursuant to above buy back offer, the Company has deposited Rs. 500 lakhs in an escrow account with a bank.
- The Board of Directors of the Company by passing resolution through circulation on September 02, 2016 has approved the setting up of a new business unit in 'Special Economic Zone' (SEZ) measuring approx. 15,000 sq. ft. located at Greater Noida West (NCR). Subsequent to the quarter end, the Company has received approval from Department of Commerce, Ministry of Commerce & Industry, Government of India on October 19, 2016 for the aforesaid unit in SEZ.
- Refer Annexure A for segment wise consolidated revenue, results, assets and liabilities.
- Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period / year presentation.

Place : NOIDA
Date : October 26, 2016

For and on behalf of the Board

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

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For R Systems International Ltd.

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

Company Secretary

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R SYSTEMS INTERNATIONAL LIMITED						
Segment Wise Consolidated Revenue, Results, Assets and Liabilities						
(Rs. In lakhs)						
S.No.	Particulars	Three Months Ended			Nine Month Ended	
		30.09.2016	30.06.2016	30.09.2015	30.09.2016	30.09.2015
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
1	Segment revenue					
	- Information technology services and products	13,302.64	13,835.57	13,250.80	40,334.48	42,135.46
	- Business process outsourcing services	1,155.84	1,097.03	1,096.17	3,291.17	3,924.03
	Total	14,458.48	14,932.60	14,346.97	43,625.65	46,059.49
	Less: Elimination of intersegment sales	47.17	47.27	46.07	142.12	134.74
	Income from operations	14,411.31	14,885.33	14,300.90	43,483.53	45,924.75
2	Segment results before tax, interest and exceptional items					
	- Information technology services and products	1,597.48	2,067.94	1,604.09	4,859.49	5,266.76
	- Business process outsourcing services	76.92	175.94	68.44	367.73	87.45
	Total	1,674.40	2,243.88	1,672.53	5,227.22	5,354.21
	(i) Interest expense	(3.35)	(3.17)	(2.96)	(9.55)	(7.91)
	(ii) Interest income	128.17	126.73	155.60	374.98	358.25
	(iii) Other unallocable income	16.00	16.00	14.80	48.00	32.54
	(iv) Exceptional items (refer note 3)			5,661.42		5,661.42
	(v) Other unallocable expenses	(177.57)	(173.94)	(183.51)	(531.60)	(546.77)
	Profit before tax	1,637.65	2,209.50	7,317.88	5,109.05	10,851.74
3	Capital employed					
a	Segment assets					
	- Information technology services and products	21,600.07	21,223.92	19,089.74	21,600.07	19,089.74
	- Business process outsourcing services	2,569.03	2,650.91	3,367.12	2,569.03	3,367.12
	- Inter segment assets elimination	(687.60)	(553.90)	(869.31)	(687.60)	(869.31)
	- Unallocated corporate assets	15,038.82	14,655.88	13,754.10	15,038.82	13,754.10
	Total segment assets (A)	38,520.32	37,976.81	35,341.65	38,520.32	35,341.65
b	Segment liabilities					
	- Information technology services and products	8,100.01	8,051.29	8,384.39	8,100.01	8,384.39
	- Business process outsourcing services	1,138.43	916.27	1,387.44	1,138.43	1,387.44
	- Inter segment liabilities elimination	(687.60)	(553.90)	(869.31)	(687.60)	(869.31)
	- Unallocated corporate liabilities	1,826.91	2,297.77	4,419.03	1,826.91	4,419.03
	Total segment liabilities (B)	10,377.75	10,711.43	13,321.55	10,377.75	13,321.55
	Capital employed (A- B)	28,142.57	27,265.38	22,020.10	28,142.57	24,285.65

For R Systems International Limited


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

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

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For R Systems International Ltd.


Company Secretary

Limited Review Report**Review Report to****The Board of Directors of R Systems International Limited**

1. We have reviewed the accompanying statement of Unaudited Consolidated Results of R Systems Group comprising R Systems International Limited ('the Company') and its subsidiaries (together, 'the Group'), for the quarter ended September 30, 2016 and for the period ended January 01, 2016 to September 30, 2016 (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review of the unaudited consolidated financial results included in such Statement, which has been prepared by the management in accordance with the recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. We did not review total revenues of Rs. 8,256.25 lakhs for the quarter ended September 30, 2016 and total revenues of Rs. 24,953.68 lakhs for the period January 01, 2016 to September 30, 2016 and assets of Rs. 20,317.20 lakhs as at September 30, 2016, included in the accompanying unaudited consolidated financial results relating to 25 subsidiaries, out of which 24 are located outside India, and derived from the interim financial information of these subsidiaries which have been reviewed by other auditors. Such interim financial information and the review reports thereon have been furnished to us by the Company's management. The interim financial information of these subsidiaries has been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors who have submitted their review reports, prepared under generally accepted auditing standards applicable in their respective countries, to the Board of Directors of the respective subsidiaries. The 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 as of and for the quarter ended September 30, 2016 and for the period ended January 01, 2016 to September 30, 2016, made by the Company's management to convert the financial information of these subsidiaries from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our conclusion on the unaudited consolidated quarterly financial results, in so far as it relates to such subsidiaries, is based solely on the reports of the other auditors and our review of the conversion adjustments prepared by the management of the Company.
4. Based on our review conducted as above and on consideration of reports of other auditors, referred to in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required

CERTIFIED TRUE COPY**For R Systems International Ltd.**
Company Secretary

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

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.

For S.R. BATLIBOI & ASSOCIATES LLP

ICAI Firm registration number: 101049W/E300004

Chartered Accountants



per Yogender Seth

Partner

Membership No.: 94524

Place: Gurgaon

Date: October 26, 2016



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For R Systems International Ltd



Company Secretary



R Systems Announces Results for Q3 2016

**Q3 2016 Revenue: Rs. 144.1 Crores, QoQ decrease 3.2%.
5 Key Clients Added (2 with USD One Million plus Potential)
100 plus Associates Added over the Quarter to Cater to Growth**

Noida, India – October 26, 2016

Highlights

Consolidated results for the quarter ended September 30, 2016

- Consolidated revenue from operations for Q3, 2016 was Rs. 144.11 crores (US\$ 21.53 mn) compared to Rs. 143.01 crores (US\$ 21.93 mn) in Q3, 2015 and Rs. 148.85 crores (US\$ 22.25 mn) in Q2, 2016. QoQ decrease was 3.18%.
- EBITDA was Rs. 15.94 crores (US\$ 2.38 mn) compared to Rs. 16.97 crores (US\$ 2.60 mn) in Q3, 2015 and Rs. 22.19 crores (US\$ 3.31 mn) in Q2, 2016. QoQ decrease was 28.16%.
- Net profit after taxes was Rs. 10.77 crores (US\$ 1.61 mn) compared to Rs. 52.00 crores (US\$ 8.14 mn) in Q3, 2015 and Rs. 16.69 crores (US\$ 2.49 mn) in Q2, 2016. Net profit for Q3, 2015 includes exceptional profit of Rs. 43.35 crores (US\$ 6.82 mn) on divestment of Indus Business Division.

Others

- Added 135 associates during the quarter from 2,168 as at June 30, 2016 to 2,303 as at September 30, 2016.
- Setting up of a new business unit in Special Economic Zone at Greater Noida West (NCR).
- Buy-back from existing shareholders for an amount up to Rs. 19.50 crores on a proportionate basis through tender offer at a price of Rs. 65/- per share.

Rekhi Singh, Managing Director stated “We are setting up a new SEZ unit in Greater Noida to cater to the business growth. However, the initial investment in new projects and delay in start of certain projects has impacted margins for the quarter.” He added, “Our balance sheet continues to be very strong with cash and bank balance of Rs. 126 crores and net worth of Rs. 281 crores.” He further added, “We continue to invest for future growth by building competencies around digital technologies and enhancing our sales and marketing bandwidth.”

Avirag Jain, CTO said “We started 5 key client engagements during the quarter and added 100 plus technical associates to serve these engagements along with strong sales pipeline. He added, “We continue to partner with our customers in addressing their key business challenges by building robust software products using digital technologies like analytics, mobility and cloud.”

For R Systems International Ltd.


Company Secretary



Key Operational Highlights for the Quarter

R Systems' core service offerings include Outsourced Product Engineering that are sold under our brand of iPLM (Integrated Product Life Cycle Management) IT and ITES services. Our iPLM IT Services are designed to help software product development companies accelerate their time-to-market, make customers more competitive, and increase product life spans. Our key ITES services include customer care and technical support, 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. Headquartered in Singapore, ECnet's global 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 five major verticals including Telecom & Digital Media, Banking & Finance, Healthcare, Manufacturing & Logistics, and Government Services. We have also expanded our capabilities horizontally with Analytics, Mobility and Cloud across the key verticals.

The quarter concluded with 5 key wins. The brief of these wins is listed below:

One of the leading global investment bank, offering mergers and acquisitions, financial restructuring and strategic consulting services, has engaged R Systems to revamp its cloud based CRM platform along with its integration with other legacy applications.

A leading Canadian technology solution and business process outsource provider dedicated to the automotive industry has engaged R Systems for enhancing & customizing the dealership management software to increase the effectiveness of automotive sales chain.

A USA based software product company building technology that will enable large organizations to make impact analysis of proposed business changes at the code level to the multiple applications in the enterprise, has mandated R Systems to design the architecture and framework for its new solution which will help developers to visualize the application components and architecture deployed over the network.

A US state health department has engaged R Systems USA subsidiary for a system study of its existing applications and upgrading these applications compatible with the new healthcare regulatory systems.

Singapore arm of one of the leading Japanese paint manufacturers, established in sectors like architectural, industrial and protective, has engaged our Singapore subsidiary ECnet Limited to upgrade its Infor Syteline ERP.

For R Systems International Ltd.


Company Secretary



Corporate and Other Matters

The Board of Directors of the Company at its meeting held on September 14, 2016 has approved the buy-back of the Company's fully paid-up equity shares up to 3,000,000 of face value of Re. 1/- each from its existing shareholders on a proportionate basis through "Tender Offer" at a price of Rs. 65/- per equity share, payable in cash for a total consideration not exceeding Rs. 19.50 crores.

The Board of Directors of the Company by passing resolution through circulation on September 02, 2016 has approved the setting up of a new business unit in 'Special Economic Zone' (SEZ) measuring approx. 15,000 sq. ft. located at Greater Noida West (NCR).

Liquidity and Shareholder Funds

Total Consolidated Cash and bank balance, including bank deposits as at September 30, 2016, was Rs. 125.90 crores compared to Rs. 92.22 crores as at September 30, 2015 and Rs. 115.68 crores as at June 30, 2016. Total shareholder funds as at September 30, 2016 were Rs. 281.43 crores compared to Rs. 220.20 crores as at September 30, 2015 and Rs. 272.65 crores as at June 30, 2016.

For R Systems International Ltd.


Company Secretary

Financial Performance

Consolidated Profit & Loss Statement (Un-audited) for the Quarter Ended September 30, 2016 (As per Indian GAAP)

(Figures in mn, except per share data)

Sr. No.	Particulars	Quarter Ended September 30,		Quarter Ended June 30, 2016
		2016	2015	
1	Income			
1.1	Income from operations	1,441.13	1,430.09	1,488.53
1.2	Other operating income	20.07	6.08	13.08
	Total	1,461.20	1,436.17	1,501.61
2	Expenditure			
2.1	Employee benefits expense	953.69	852.09	939.61
2.2	Depreciation and amortisation expense	29.83	26.88	28.03
2.3	Travelling and conveyance	55.93	70.45	39.93
2.4	Communication costs	18.97	19.96	19.15
2.5	Legal and professional expenses (including subcontracting expenses)	147.47	153.58	137.76
2.6	Provision for doubtful debts and advances (net)	(5.19)	(0.55)	6.43
2.7	Other expenditure	108.57	162.82	122.13
	Total expenditure	1,309.27	1,285.23	1,293.04
3	Profit from operations before other income and finance cost	151.93	150.94	208.57
4	Other income	14.42	17.04	14.27
5	Profit from operations before finance cost	166.35	167.98	222.84
6	Finance cost	2.58	2.33	1.89
7	Profit from operations before Exceptional Items	163.77	165.65	220.95
8	Exceptional Items	-	566.14	-
9	Profit before tax	163.77	731.79	220.95
10	Provision for tax			
10.1	Current tax expenses	55.08	197.76	61.56
10.2	Deferred tax charge / (credit)	1.02	14.07	(7.47)
	Total tax expense	56.10	211.83	54.09
11	Net profit after tax	107.67	519.96	166.86
12	Earnings per share (Face value of Re. 1/- each)			
12.1	Basic	0.85	4.10	1.32
12.2	Diluted	0.85	4.10	1.31

For R Systems International Ltd.



Company Secretary

**Financial Performance****Consolidated Profit & Loss Statement (Un-audited) for the Nine Months Ended September 30, 2016 (As per Indian GAAP)**

(Figures in mn, except per share data)

Sr. No.	Particulars	Nine Month Ended September 30	
		2016	2015
1	Income		
1.1	Income from operations	4,348.35	4,592.48
1.2	Other operating income	41.28	23.65
	Total	4,389.63	4,616.13
2	Expenditure		
2.1	Employee benefits expense	2,806.92	2,767.99
2.2	Depreciation and amortisation expense	86.17	107.22
2.3	Travelling and conveyance	190.87	277.43
2.4	Communication costs	53.94	59.61
2.5	Legal and professional expenses (including subcontracting expenses)	441.48	469.79
2.6	Provision for doubtful debts and advances (net)	10.05	6.92
2.7	Other expenditure	325.36	440.44
	Total expenditure	3,914.79	4,129.40
3	Profit from operations before other income and finance cost	474.84	486.73
4	Other income	42.30	39.08
5	Profit from operations before finance cost	517.14	525.81
6	Finance cost	6.23	6.77
7	Profit from operations before Exceptional Items	510.91	519.04
8	Exceptional Items	-	566.14
9	Profit before tax	510.91	1,085.18
10	Provision for tax		
10.1	Current tax	170.28	345.21
10.2	Deferred tax credit	(10.28)	(5.43)
	Total tax expense	160.00	339.78
11	Net profit after tax	350.91	745.40
12	Earnings per share (Face value of Re. 1/- each)		
12.1	Basic	2.77	5.87
12.2	Diluted	2.76	5.87

For R Systems International Ltd.



Company Secretary

**Financial Performance****Consolidated Profit & Loss Statement (Un-audited) for the Quarter Ended September 30, 2016**
(Contribution Analysis Format; Basis Indian GAAP)

(Figures in mn)

Particulars	Q3 2016		Q3 2015		Q2 2016	
	INR	US\$	INR	US\$	INR	US\$
Revenues	1,441.13	21.53	1,430.09	21.93	1,488.53	22.25
Cost of revenues	949.80	14.19	929.06	14.25	948.43	14.18
Gross margin	491.33	7.34	501.03	7.68	540.10	8.07
	34.09%		35.03%		36.28%	
SG & A						
Expenses	331.89	4.96	331.33	5.08	318.16	4.76
	23.03%		23.17%		21.37%	
EBITDA	159.44	2.38	169.70	2.60	221.94	3.31
	11.06%		11.87%		14.91%	
Depreciation and amortization	29.83	0.44	26.88	0.41	28.03	0.42
Income from operations before exceptional items	129.61	1.94	142.82	2.19	193.91	2.89
Exceptional items	-	-	566.14	8.91	-	-
Income from operations	129.61	1.94	708.96	11.10	193.91	2.89
Interest expense	(0.33)	(0.01)	(0.29)	(0.01)	(0.32)	(0.01)
Other income (net)	34.49	0.52	23.12	0.36	27.36	0.42
Income before income tax	163.77	2.45	731.79	11.45	220.95	3.30
Income tax provision	56.10	0.84	211.83	3.31	54.09	0.81
Net earnings	107.67	1.61	519.96	8.14	166.86	2.49

For R Systems International Ltd.



Company Secretary

**Financial Performance****Consolidated Profit & Loss Statement (Un- audited) for the Nine Months Ended September 30, 2016 (Contribution Analysis Format; Basis Indian GAAP)**

(Figures in mn, except per share data)

Particulars	Jan to Sep 16		Jan to Sep 15	
	INR	US\$	INR	US\$
Revenue	4,348.35	64.79	4,592.48	72.26
Cost of revenue	2,834.11	42.23	2,982.26	46.92
Gross margin	1,514.24	22.56	1,610.22	25.34
	34.82%		35.06%	
SG & A Expenses	999.79	14.90	1,045.91	16.46
	22.99%		22.77%	
EBITDA	514.45	7.66	564.31	8.88
	11.83%		12.29%	
Depreciation and amortization	86.17	1.28	107.22	1.69
Income from operations before exceptional items	428.28	6.38	457.09	7.19
Exceptional items	-	-	566.14	8.91
Income from operations	428.28	6.38	1,023.23	16.10
Interest expense	(0.95)	(0.02)	(0.79)	(0.01)
Other income (net)	83.58	1.25	62.74	0.99
Income before income tax	510.91	7.61	1,085.18	17.08
Income tax provision	160.00	2.38	339.78	5.35
Net earnings	350.91	5.23	745.40	11.73

For R Systems International Ltd.


 Company Secretary

Consolidated Balance Sheet as at September 30, 2016 (As per Indian GAAP)

Particulars	(Rs. in mn)		
	As at		
	September 30, 2016 (Unaudited)	September 30, 2015 (Unaudited)	June 30, 2016 (Unaudited)
EQUITY & LIABILITIES			
Shareholders' Funds			
Share capital	126.13	126.13	126.13
Reserves and Surplus	2,688.13	2,075.88	2,600.41
Sub-Total Shareholder's Funds	2,814.26	2,202.01	2,726.54
Minority interest	-	-	-
Non-current liabilities			
Long-term borrowings	7.67	8.84	8.79
Other long term liabilities	64.95	161.88	65.19
Long-term provisions	79.77	67.79	75.65
Subtotal - Non-current liabilities	152.39	238.51	149.63
Current liabilities			
Trade payables	414.43	462.29	390.77
Other current liabilities	280.08	323.33	335.69
Short-term provisions	190.87	308.03	195.05
Subtotal- Current Liabilities	885.38	1,093.65	921.51
TOTAL - EQUITY AND LIABILITIES	3,852.03	3,534.17	3,797.68
ASSETS			
Non-current assets			
Fixed assets	326.37	304.00	312.31
Goodwill on consolidation	491.91	565.43	500.80
Non-current investments	201.77	290.82	289.72
Deferred tax assets (net)	47.66	49.01	48.65
Long-term loans and advances	81.57	60.42	63.43
Other non-current assets	126.94	70.09	76.96
Subtotal - Non- current assets	1,276.22	1,339.77	1,291.87
Current assets			
Current Investment	118.01	118.01	118.01
Trade receivables	948.55	887.35	1,025.67
Cash and bank balance	1,137.03	855.66	1,084.20
Short-term loans and advances	184.58	198.60	141.55
Other current assets	187.64	134.78	136.38
Subtotal - Current Assets	2,575.81	2,194.40	2,505.81
TOTAL - ASSETS	3,852.03	3,534.17	3,797.68

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

Profitability in Percentage	Quarter ended		
	Sep 30, 16	Sep 30, 15	June 30, 16
Revenues	100.00	100.00	100.00
Gross margin	34.09	35.03	36.28
SG & A	23.03	23.17	21.37
EBITDA	11.06	11.87	14.91
EBT	11.36	11.58 [#]	14.84
PAT	7.47	6.05 [#]	11.21

[#] excluding exceptional profit.

Revenue from Top 10 Clients	Quarter ended		
	Sep 30, 16	Sep 30, 15	June 30, 16
Top 10 Clients	32.95%	34.35%	31.74%
Top 5 Clients	20.96%	21.95%	19.89%
Top 3 Clients	14.61%	15.34%	13.87%
Largest Client	6.70%	7.12%	6.37%

Revenues by Geographies	Quarter ended		
	Sep 30, 16	Sep 30, 15	June 30, 16
USA	60.14%	61.21%	58.12%
Europe	18.21%	13.82%	18.03%
SEAC (South East Asia)	17.15%	17.91%	18.26%
India	1.68%	2.28%	1.69%
Others	2.82%	4.78%	3.90%
Total	100.00%	100.00%	100.00%

Utilization (excluding trainees)	Quarter ended		
	Sep 30, 16	Sep 30, 15	June 30, 16
Onsite	83.31%	81.50%	84.85%
Offshore	74.22%	74.73%	77.50%
Blended	75.74%	76.15%	78.82%

Utilization (including trainees)	Quarter ended		
	Sep 30, 16	Sep 30, 15	June 30, 16
Onsite	83.31%	81.50%	84.85%
Offshore	68.98%	70.49%	71.60%
Blended	71.24%	72.69%	73.83%

For R Systems International Ltd.

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Company Secretary

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Consolidated Operational Data (Un-audited)

Human resources	As at		
	Sep 30, 16	Sep 30, 15	June 30, 16
Technical	1,973	1,748	1,853
Software services			
Onsite	301	326	297
Offshore	1,165	1,009	1,111
BPO			
Offshore	396	325	336
Onsite	-	9	-
Trainees	111	79	109
Support	330	286	315
Total count	2,303	2,034	2,168

(Rs. in mn, except DSO)

Key Balance Sheet Data	As At		
	Sep 30, 16	Sep 30, 15	June 30, 16
Receivable	948.55	887.35	1,025.67
Receivable in days ("DSO")	53	43	53
Total cash and bank balance	1,258.99	922.24	1,156.81
Fixed assets	326.37	304.00	312.31
Shareholders' funds	2,814.26	2,202.01	2,726.54

Development/Service Centres Location	As on Sep 30, 2016	
	Covered areas in sq ft.	No. of seats
India		
Noida	78,679	1,530
Chennai	5,905	65
	84,584	1,595
USA		
Sacramento, CA	9,500	60
South East Asia		
Singapore	8,054	91
Malaysia	6,048	52
Thailand	592	6
Indonesia	1,109	12
	15,803	161
Europe		
Romania	14,090	126
Poland	7,908	65
Moldova	3,398	48
	25,396	239
Total	135,284	2,055

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 outsourced product development and business process outsourcing services. We help companies accelerate speed to market their products and services with a high degree of time and cost predictability by using our proprietary pSuite framework. Clients can choose services specific to their needs from R Systems iPLM suite of services. We help companies build scalable, configurable and secure products and applications; and help our clients to support their customers worldwide for products and services using our global delivery model. R Systems rapidly growing customer list includes a variety of Fortune 1000, government and mid-sized organizations across a wide range of industry verticals including Banking and Finance, Independent Software Vendors, Telecom and Digital Media, Government, Healthcare, and Manufacturing and Logistic Industries.. R Systems maintains fourteen 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
CIN : L74899DL1993PLC063579
Registered Office : B - 104A, Greater Kailash - I, New Delhi - 110 048
Tel : +91 120 4303500; Fax : +91 120 2587123
Website : www.rsystems.com; Email : rsystems.india@rsystems.com
Extract of Standalone and Consolidated Results for the Quarter and Nine Month Ended September 30, 2016

Particulars	Standalone Financial Results				Consolidated Financial Results						(Rs. in lakhs, except per share data)			
	Three Months Ended		Nine Month Ended		Year Ended	Three Months Ended		Nine Month Ended		Year Ended	Three Months Ended		Nine Month Ended	
	30.09.2016	30.06.2016	30.09.2015	30.09.2016	31.12.2015	30.09.2016	30.06.2016	30.09.2015	30.09.2016	31.12.2015	30.09.2016	30.06.2016	30.09.2015	31.12.2015
(Refer Note)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Total income from operations	6,783.59	6,587.30	6,274.81	19,901.92	29,379.02	14,612.04	15,016.11	14,361.71	43,886.34	46,161.25	60,972.72	60,972.72	60,972.72	60,972.72
Net profit from ordinary activities after tax	929.04	869.11	4,884.97	2,769.95	9,064.40	1,076.71	1,668.65	5,199.57	3,509.06	7,453.96	9,782.98	9,782.98	9,782.98	9,782.98
Net profit for the period / year after tax (after Extraordinary items)	929.04	869.11	4,884.97	2,769.95	9,064.40	1,076.71	1,668.65	5,199.57	3,509.06	7,453.96	9,782.98	9,782.98	9,782.98	9,782.98
Paid - up equity share capital (Face value Re. 1/- each)	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31	1,261.31
Reserves excluding Revaluation Reserves as at December 31, 2015					18,575.93									23,024.34
Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)														
Basic	0.73	0.69	3.85	2.18	7.14	0.85	1.32	4.10	2.77	5.87	7.70	7.70	7.70	7.70
Diluted	0.73	0.68	3.85	2.18	7.14	0.85	1.31	4.10	2.76	5.87	7.70	7.70	7.70	7.70
Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)														
Basic	0.73	0.69	3.85	2.18	7.14	0.85	1.32	4.10	2.77	5.87	7.70	7.70	7.70	7.70
Diluted	0.73	0.68	3.85	2.18	7.14	0.85	1.31	4.10	2.76	5.87	7.70	7.70	7.70	7.70

Note:

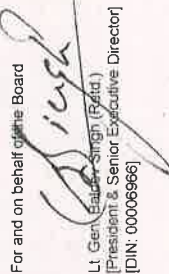
The above is an extract of the detailed format of Quarterly and Year to date Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly and Year to date Financial Results are available on the Stock Exchange websites i.e. www.bseindia.com and Company's website at www.rsystems.com

Place : NOIDA
Date : October 26, 2016

CERTIFIED TRUE COPY

For R Systems International Ltd.

Company Secretary

For and on behalf of the Board

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