



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number: L74899DL1993PLC053579

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Corporate Office: 3rd Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt. Ltd, Plot No. 21, Sector TechZone-IV, Greater Noida West, Gautam Buddha Nagar, Uttar Pradesh - 201306, India

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REF: SECT/08/2025/12

AUGUST 21, 2025

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

SUB: DISCLOSURE UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is with reference to the Regulation 30 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), we are pleased to inform you that, the Board of Directors in its meeting held on August 21, 2025, commenced at 06:04 P.M. and concluded at 06:37 P.M. has approved the acquisition of 100% (hundred per cent) equity shares of Novigo Solutions Private Limited, a company incorporated under the laws of India, and having a business of information technology services including digital and product engineering services (“**Novigo**”).

Press release issued by the Company and Novigo is enclosed as “**Annexure A**”.

Presentation on the acquisition of Novigo is enclosed as “**Annexure B**”.

The requisite details as required in terms of SEBI Circular no. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023 read with master circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed herewith as “**Annexure C**” and “**Annexure D**”.

Thanking you

Yours Faithfully,
For **R Systems International Limited**

Bhasker Dubey
(Company Secretary & Compliance Officer)



Blackstone portfolio company R Systems Acquires Novigo Solutions, Strengthening its Product Engineering and Full-Stack Agentic-AI Capabilities

Date: Aug 21, 2025

Place: Greater Noida, India; El Dorado Hills, CA

R Systems International Limited, a global leader in digital product engineering, today announced that it has entered into a definitive agreement to acquire Novigo Solutions, a specialist in low-code/no-code (LCNC) development and intelligent-automation services. The strategic acquisition creates a global digital product engineering services powerhouse with INR 20,600M (~\$240M) revenue and INR 3,800M (~\$45M) EBITDA, offering engineering, deployment, and management of enterprise-scale fleets of AI agents under a single, governed platform.

Novigo has been growing strongly and delivered 44% revenue CAGR over the last three years with 25% EBITDA margin and healthy free cash flow.

The upfront cash consideration for the transaction is INR 400 cr, with an additional stock consideration linked to future EBITDA achievement. The acquisition will be EPS accretive for R Systems since year 1.

This strategic move positions R Systems well to address the evolving market landscape, as enterprises reallocate IT budgets towards autonomous, compliance-ready AI workflows. The acquisition integrates R Systems' OptimaAI Suite with Novigo's UiPath Diamond-tier automation practice and Microsoft Copilot Centre of Excellence, positioning the combined entity as a leader uniquely equipped to design, orchestrate, and operate the intelligent enterprises of the future. The acquisition helps R Systems expand its offerings in the fast-growing Middle East region and gain delivery presence in Bangalore and Tier 2 cities (e.g. Mangalore).

Novigo's management team will continue to be a part of the combined platform and drive growth.

Nitesh Bansal, CEO & Managing Director, R Systems:

"This is a pivotal moment for R Systems, our clients, and our investors," said Nitesh Bansal, CEO of R Systems. "As enterprises move from pilots to production-grade AI agents which are governed by robust orchestration and compliance frameworks, the acquisition of Novigo Solutions acts as an accelerator in our journey to lead the Agentic AI revolution. By integrating Novigo's automation depth into our OptimaAI portfolio, we can now take customers from model engineering to autonomous execution under one roof. It's not just about adding scale; it is about adding synergistic, high-margin capabilities that translate into stronger outcomes for our clients. We are thrilled to welcome the highly talented Novigo team to the R Systems family."

Praveen Kalbhavi and Mohammed Hanif, CEO and CTO, Novigo Solutions:

“We have built a world-class practice in making businesses faster and smarter through low-code platforms and intelligent automation. Joining R Systems accelerates our mission to deploy agentic AI and automation tools at scale. Now, supercharged by R Systems’ OptimaAI Suite, our UiPath and Microsoft agentic workforce can be deployed to solve our clients’ most complex problems. Our high-quality talent across Mangalore, emerging as India’s Silicon Beach, and all our locations will complement the global engineering strengths of R Systems. We look forward to growing the business further with R Systems.”

This capability-led acquisition reinforces R Systems’ strategy of building a differentiated, high-growth digital product engineering firm. It provides a clear path to leadership in the Agentic AI market, offering a compelling value proposition for clients and partners focused on innovation.

Barclays acted as Novigo’s exclusive financial advisor. The acquisition is expected to close in the coming weeks, subject to customary closing conditions.

About R Systems

R Systems is a global product engineering and digital solutions provider. We combine complex engineering, Data & AI, cloud-native capabilities with deep domain understanding to design and build innovative products for Tech, SaaS platforms and enterprises across industry verticals. We leverage the power of Automation and Agentic AI to transform value chains to boost productivity and deliver differentiated customer experiences. With a culture of co-creation and an extensive partner ecosystem, we help customers navigate market shifts and drive sustained strategic growth.

About Novigo

Novigo is a digital-native company with expertise in end-to-end IT solutions such as product engineering, low-code/no-code (LCNC) development and intelligent automation services. We enable enterprises across BFSI, Hi-Tech, Manufacturing, and Energy sectors to accelerate their digital transformation. Our solutions are powered by advanced engineering capabilities and a strong ecosystem of partners, including Microsoft, Snowflake, Databricks, UiPath and OutSystems. We are headquartered in Mangalore, increasingly recognized as India’s Silicon Beach, and have high-quality talent across all our locations.

www.rsystems.com

Media Contact Details

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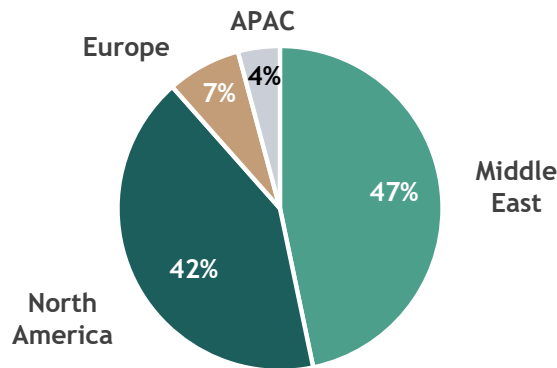


R Systems: Novigo Solutions Acquisition

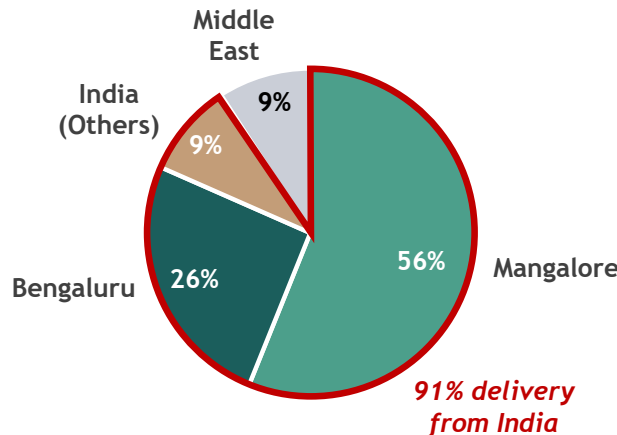
Novigo is focused on Product Engineering and AI & Automation offerings

Segment	Description	FY25 Financials (in INR million)
Product Engineering	<ul style="list-style-type: none"> End-to-end product development for customers' revenue generating software products: <ul style="list-style-type: none"> Design Development Maintenance App Migration / Modernization Managed Services CloudOps & DevOps 	Revenue 2,644 L3Y CAGR % (1) 43.8%
AI & Automation	<ul style="list-style-type: none"> Data Engineering & Warehousing Enterprise Automation Agentic AI, Machine Learning 	Adj. EBITDA 657 Adj. EBITDA Margin % 24.9%

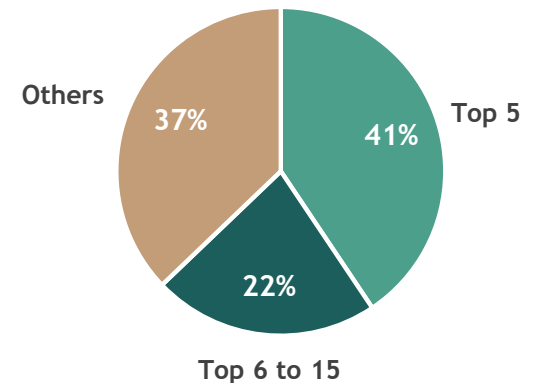
Revenue by End Customer Geo



Headcount by Delivery Geo



Customer Concentration



Note: For Novigo, FY is financial year ending March; unaudited numbers as per diligence findings. (1) L3Y CAGR means CAGR for FY22 – FY25.

Novigo is a highly accretive and synergistic acquisition

- 1 Adds capabilities in niche Software Product Engineering and Agentic AI domain**
- 2 Strong financial profile: Novigo has delivered 44% Revenue CAGR over last 3 years with 25% EBITDA margin and healthy free cash flow**
- 3 Creates a global leader in Product Engineering with INR 20,600M (~\$240M) revenue & INR 3,800M (~\$45M) EBITDA**
- 4 Attractive acquisition multiple; EPS accretive for R Systems starting year 1**
- 5 Significant revenue & cost synergies: Market expansion to Middle East & delivery expansion in southern India**
- 6 Novigo's management team will continue to be a part of the combined platform and drive growth**

Novigo strengthens R Systems' capabilities in Product Engineering and Agentic AI

Product Engineering Services

- Strengthens R Systems' digital product engineering services in Fin-Tech & Hi-Tech
- Enhances R Systems AI embedded product engineering capabilities across product lifecycle thereby accelerating time-to-market, enhancing product quality and delivering cost efficiency for customers

Agentic AI

- Adds capabilities in autonomous compliance-ready AI workflows
- R Systems' OptimaAI and its Agentic AI framework with Novigo's UiPath diamond Tier automation practice and Microsoft Copilot COE uniquely positions the combined entity to lead the Agentic AI offerings in the market

Novigo has delivered 44% Revenue CAGR over last 3 years with 25% EBITDA margin and healthy free cash flow

Parameter (in INR million)	FY25	FY22 - 25 CAGR
Revenue	2,644	43.8%
Adj. EBITDA	657	38.2%
<i>Adj. EBITDA Margin %</i>	<i>24.9%</i>	
<i>Adj. PAT</i>	<i>553</i>	<i>39.5%</i>
<i>Adj. PAT Margin %</i>	<i>20.9%</i>	
<i>Free Cash Flow ⁽¹⁾</i>	<i>441</i>	
<i>FCF / EBITDA %</i>	<i>67.0%</i>	

Note: For Novigo, FY is financial year ending March; unaudited numbers as per diligence findings. (1) Free Cash Flow is pre-tax.

Creates a global leader in Product Engineering with INR 20,600M (~\$240M) revenue & INR 3,800M (~\$45M) EBITDA

Financials (INR M) ⁽¹⁾	R Systems	Novigo	Combined Company
Revenue	17,975	2,644	20,619
L3Y CAGR % ⁽²⁾	14.7%	43.8%	17.3%
Gross Profit	6,603	1,095	7,698
Gross Margin %	36.7%	41.4%	37.3%
Adj. EBITDA	3,162	657	3,819
Adj. EBITDA Margin %	17.6%	24.9%	18.5%

Business Mix			
Delivery Footprint (Billable Employees)	Geography	Headcount	
	India	76%	India 91%
	Europe	8%	Middle East 9%
	APAC	13%	
Customer Geo	Geography	% revenue	
	North America	74%	Middle East 47%
	Europe	9%	North America 42%
	APAC	16%	Europe 7%
	Others	1%	APAC 4%

Deepens delivery presence in South India

Expands presence in Middle East and deepens presence in North America

Note: For Novigo, FY is financial year ending March; unaudited numbers as per diligence findings. (1) Financials for R Systems for LTM period as of June 30, 2025 unless mentioned otherwise and for Novigo as of FY25. (2) Last 3-year revenue CAGR. R Systems CAGR for CY21-CY24 and Novigo CAGR for FY22-FY25.

Attractive upfront valuation multiple; EPS accretive for R Systems since Year 1

Parameter (in INR million)

Upfront Cash Consideration	4,000
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FY25 Adj. EBITDA	657
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<i>Implied EBITDA Multiple</i>	<i>~6x</i>
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- Upfront cash consideration to be funded by debt & internal accruals
- Additional stock consideration linked to future EBITDA achievement: 8x of average of FY26 and FY27 EBITDA net of upfront cash consideration, ensuring continued alignment with Novigo's management team

Significant cross-sell ability with market expansion to Middle East and cost synergies with Mangalore delivery

Middle East Market Expansion

- Middle Eastern tech market (~\$25B+) is an underserved high-growth region growing at ~9-10% p.a. in USD terms
- Material revenue synergies
 - Middle East enterprises (47% of Novigo's revenue): Increase wallet share by leveraging R Systems' Cloud and Data & AI services
 - Leverage Novigo's low-code and automation capabilities for R Systems' clients globally

Cost-Advantaged Mangalore Delivery

- Expands R Systems' delivery presence in Bangalore & tier 2 cities (e.g., Mangalore) - hub for product engineering talent
- Material cost synergies
 - Lower cost delivery centers
 - Pyramid optimization

Novigo's management team will continue to be part of the combined platform and drive growth



Praveen Kalbhavi

- 30+ years of experience across Infosys as Head of Mangalore Center and Head of Delivery for Retail Europe practice for Infosys



Mohammed Hanif

- 20+ years of experience across Infosys, Accenture, Collabera



Mohammed Jarood

- 20+ years of experience across Infosys, Tata Elxsi, Collabera



Shihab Kalandar

- 20+ years of experience across Accenture, TCS



Disclosure under Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Details of acquisition – Novigo Solutions Private Limited

Sl.No.	Particulars	Details
a)	Name of the target entity, details in brief such as size, turnover etc.;	<p>Novigo Solutions Private Limited (“Novigo”/ “Target”)</p> <p>The Turnover of the Target is INR 2,644.40 million in financial year (“FY”) 2024-2025*.</p> <p>Net worth of the Target is INR 1191.54 million as at March 31, 2025*.</p> <p>* based on provisional consolidated financial statement</p>
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	Not a Related Party Transaction.
c)	Industry to which the entity being acquired belongs;	Information technology services including digital and product engineering services
d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>This acquisition significantly strengthens R Systems’ digital product engineering capabilities in key domains such as FinTech and Hi-Tech. It further enhances our expertise in the Agentic AI space, uniquely positioning the combined entity to deliver AI-led intelligent automation at scale.</p> <p>Additionally, the acquisition will expand our presence in the fast-growing Middle East market, while expanding our delivery footprint in Mangalore, Kochi and Bengaluru, recognized hubs for world-class product engineering talent.</p>
e)	Brief details of any Governmental or regulatory approvals required for the acquisition;	No governmental or regulatory approval is required, except requirement to notify the General Authority for Competition, Kingdom of Saudi Arabia as per applicable laws.
f)	Indicative time period for completion of the acquisition;	Completion of the acquisition under the Share Purchase Agreement dated August 21, 2025

		entered into between <i>inter alia</i> Novigo and the Company (“ Share Purchase Agreement ”) is subject to the fulfilment of the conditions precedent as set out under the Share Purchase Agreement.
g)	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash consideration
h)	Cost of acquisition and/ or the price at which the shares are acquired;	<p>The total upfront consideration for 100% equity share capital of the Target shall be up to INR 400 crores.</p> <p>The existing shareholders of the Target also hold compulsory convertible preference shares (“CCPS”) of the Target and the Company may at a later stage, as may be approved by the Board, acquire such CCPS, subject to the terms and conditions set out in the shareholders agreement dated August 21, 2025, entered into between Novigo, Company and the other shareholders.</p>
i)	Percentage of shareholding/ control acquired and/ or number of shares acquired;	100% equity share capital.
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years’ turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Novigo was incorporated on December 25, 2013 as a private limited company under the Companies Act, 2013. Novigo is in the business of information technology services including digital and product engineering services.</p> <p>Novigo’s consolidated turnover for the past years has been as follows:</p> <p>a. FY 2022-2023: INR 1,017.17 million b. FY 2023-24: INR 1,990.49 million c. FY 2024-25: INR 2,644.40 million *</p> <p>* based on provisional consolidated financial statement</p>

Annexure D

Disclosure under Reg. 30 read with clause 5 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	<p>R Systems International Limited (“Company”) is party to the Shareholders’ Agreement dated August 21, 2025 (“SHA”).</p> <p>Following are the other parties to the SHA:</p> <ol style="list-style-type: none"> 1. Novigo Solutions Private Limited (“Novigo”/ “Target”) 2. Praveen Kumar Kalbhavi, compulsory convertible preference shares (“CCPS”) holder 3. Mohammed Hanif, CCPS holder 4. Shihab Mohammed Kalandar, CCPS holder 5. Mohammed Jarood Musthafa, CCPS holder <p>All the above CCPS holders (collectively, the “CCPS Holders”)</p>
2.	Purpose of entering into the agreement	This SHA delineates the roles and responsibilities of the CCPS Holders, Novigo and the Company.
3.	Shareholding, if any, in the entity with whom the agreement is executed	<p>Pursuant to the Share Purchase Agreement dated August 21, 2025, R Systems shall hold 100% (hundred percent) of the equity share capital of Novigo (“SPA”).</p> <p>Further, as on date, CCPS Holders along with their relatives hold 100% (hundred percent) CCPS in Novigo.</p>
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<ol style="list-style-type: none"> 1. The SHA records the intention of the parties to merge Novigo into the Company (“Desired Merger”) following completion of Novigo’s FY 2026-27 audit, subject to receipt of necessary shareholders, creditors and regulatory approvals. 2. The SHA also provides other options in the event the Desired Merger does not occur.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Parties are not related to each other at the time of execution of the SHA.
6.	Whether the transaction would fall within related party transactions? If yes,	Not applicable.

	whether the same is done at “arm’s length”	
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	<p>Under the Desired Merger Scheme or any other method, Novigo’s CCPS shall be exchanged for Company CCPS in accordance with an agreed swap ratio.</p> <p>The Company shall disclose the details upon approval of the Desired Merger Scheme or such other method, as the case may be.</p>
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not applicable.
9.	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>a) name of parties to the agreement;</p> <p>b) nature of the agreement;</p> <p>c) date of execution of the agreement;</p> <p>d) details of amendment and impact thereof or reasons of termination and impact thereof.</p>	Not applicable.