

R SYSTEMS INTERNATIONAL LIMITED
Registered Office : B - 104A, Greater Kailash - I, New Delhi - 110 048
Statement of Consolidated Unaudited Results for the Quarter Ended 31st March 2012

PART I		(Rs. in lakhs, except per share data)			
S. No.	Particulars (Refer notes below)	Three Months Ended		Year Ended	
		31.03.2012 (Unaudited)	31.12.2011 (Audited) Refer Note 3	31.03.2011 (Unaudited)	31.12.2011 (Audited)
1	Income from operations				
(a)	Income from operations	10,965.97	11,267.95	8,712.88	40,949.55
(b)	Other operating income	25.49	110.77	10.38	147.13
	Total income from operations	10,991.46	11,378.72	8,723.26	41,096.68
2	Expenses				
(a)	Employee benefits expense	7,588.64	7,148.96	6,024.60	26,228.30
(b)	Depreciation and amortisation expense	301.22	330.62	330.71	1,311.85
(c)	Traveling and conveyance	562.19	710.90	613.74	2,720.63
(d)	Communication costs	165.82	183.00	143.63	658.58
(e)	Legal and professional expenses	726.52	970.76	709.69	3,222.70
(f)	Provision for doubtful debts and advances (net)	189.06	219.83	209.86	579.24
(g)	Other expenses (refer note 7 below)	760.70	1,284.73	668.55	4,611.93
	Total expenses	10,294.15	10,848.80	8,700.78	39,333.23
3	Profit from operations before other income, finance costs and exceptional items (1-2)	697.31	529.92	22.48	1,763.45
4	Other income	117.39	125.53	69.83	409.30
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	814.70	655.45	92.31	2,172.75
6	Finance costs	54.52	15.10	22.98	80.84
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	760.18	640.35	69.33	2,091.91
8	Exceptional items	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	760.18	640.35	69.33	2,091.91
10	Tax expense				
	Current tax	310.26	336.75	78.69	928.00
	MAT credit (refer note 8 below)	-	(50.06)	(20.50)	(70.56)
	Deferred tax credit (refer note 9 below)	(91.68)	(190.22)	(129.81)	(416.78)
	Total tax expense / (credit)	218.58	96.47	(71.62)	440.66
11	Net profit from ordinary activities after tax (9-10)	541.60	543.88	140.95	1,651.25
12	Extraordinary items (net of tax expense)	-	-	-	-
13	Net profit for the period / year (11-12)	541.60	543.88	140.95	1,651.25
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)	541.60	543.88	140.95	1,651.25
17	Paid - up equity share capital (Face value Rs. 10/- each) (refer note 11 below)	1,234.02	1,224.30	1,224.30	1,224.30
18	Reserves excluding Revaluation Reserves as at December 31, 2011	-	-	-	18,634.01
19.i	Earnings per share before extraordinary items (not annualised)				
(a)	Basic	4.39	4.42	1.14	13.41
(b)	Diluted	4.39	4.37	1.13	13.26
19.ii	Earnings per share after extraordinary items (not annualised)				
(a)	Basic	4.39	4.42	1.14	13.41
(b)	Diluted	4.39	4.37	1.13	13.26

See accompanying notes to the financial results

PART II					
A	PARTICULARS OF SHAREHOLDING				
1	Public shareholding				
	- Number of shares	6,273,125	6,455,801	6,570,612	6,455,801
	- Percentage of shareholding	50.53	52.41	53.35	52.41
2	Promoters and Promoter Group Shareholding				
(a)	Pledged / encumbered				
	- Number of shares	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total share capital of the Company)	Nil	Nil	Nil	Nil
(b)	Non-encumbered				
	- Number of shares	6,140,981	5,861,085	5,746,274	5,861,085
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the Company)	49.47	47.59	46.65	47.59

		Three Months Ended
		31.03.2012
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	3
	Disposed off during the quarter	3
	Remaining unresolved at the end of the quarter	Nil

Notes:

- The results for the quarter ended March 31, 2012 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on April 27, 2012.
- The Limited Review as required under clause 41 of Listing Agreement has been completed by the Statutory Auditor for the quarter ended March 31, 2012 and March 31, 2011 and audit for the year ended December 31, 2011.
- The figures of the quarter ended December 31, 2011 are the balancing figures between audited figures in respect of the full financial year up to December 31, 2011 and the unaudited published year-to-date figures up to September 30, 2011, being the date of the end of the third quarter of the financial year.
- During the year ended December 31, 2011, the Company had acquired 100% shares of Computaris International Limited, UK (Computaris) on January 26, 2011 for a maximum consideration of GBP 9 million out of which GBP 4.25 million is the initial payout and balance is based on earn outs as well as fulfillment of certain condition by the erstwhile shareholders of Computaris over the next two years. As at December 31, 2011, the management assessed investment value at Rs 4,845.83 lakhs which represented consideration assessed as probable to be paid as on that date and accordingly recorded the goodwill on acquisition amounting to Rs. 2,701.01 lakhs.
During the quarter ended March 31, 2012, on fulfillment of certain conditions stipulated in the Share Purchase Agreement, the management has re-assessed and increased the investment value by Rs. 26.23 lakhs which represents the additional consideration assessed as probable to be paid over the period.
- During the year ended December 31, 2010, the Board of Directors of the Company and R Systems NV, Belgium (wholly owned subsidiary of the Company) had approved the liquidation of R Systems NV, Belgium subject to the required statutory and corporate approvals in India and Belgium. The Company is in the process of obtaining relevant regulatory approvals.
- During the year ended December 31, 2010, the Board of Directors had approved a scheme for corporate restructuring of its two subsidiaries based in Singapore viz ECnet Limited and R Systems (Singapore) Pte. Limited subject to applicable corporate and other regulatory approvals in India and Singapore. The proposed corporate restructuring involves conversion of loan by the Company to ECnet Limited into equity investment and thereafter amalgamation of both these subsidiaries. During the year ended December 31, 2011, the loan to ECnet Limited has been converted into equity investment and relevant regulatory approvals for the amalgamation of both the subsidiaries are in process.
- Other expenditure includes cost incurred Rs. 855.58 lakhs during the year ended December 31, 2011 for the third party hardware and software supplied by one of the subsidiary pursuant to the composite services contract.
- MAT Credit during the quarter and year ended December 31, 2011 includes Rs. 81.56 lakhs pertaining to earlier periods.
- Deferred tax credit for the year ended December 31, 2011 includes Rs 20.59 lakhs pertaining to earlier periods.
- The Board of Directors had recommended a dividend of Rs. 3.60 per share for the year ended December 31, 2011 at its meeting held on February 9, 2012 subject to the approval of the shareholders at the forthcoming Annual General Meeting.
- During the quarter ended March 31, 2012, the Company has allotted 97,220 equity share of Rs. 10 each pursuant to exercise of employee stock options plan under the R Systems International Limited Employee Stock Option Scheme 2007.
- Refer Annexure A for segment wise consolidated revenue, results and capital employed.
- Previous period's / year's figures have been regrouped / recasted wherever applicable, to the extent possible.

CERTIFIED TRUE COPY
For R SYSTEMS INTERNATIONAL LTD.

Place: NOIDA
Date: April 27, 2012

S.R. Batliboi & Co.

Company Secretary for Identification

For and on behalf of the Board

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

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Annexure A

R SYSTEMS INTERNATIONAL LIMITED					
SEGMENT WISE CONSOLIDATED REVENUE, RESULTS AND CAPITAL EMPLOYED					
(Rs. in lakhs)					
S.No.	Particulars	Three Months Ended			Year Ended
		31.03.2012	31.12.2011	31.03.2011	31.12.2011
		(Unaudited)	(Audited) Refer Note 3	(Unaudited)	(Audited)
1	Segment revenue				
	- Software development and customisation services	8,726.86	9,178.46	7,141.51	34,099.29
	- Business process outsourcing services	2,274.27	2,126.20	1,596.93	6,974.83
	Less: Elimination of intersegment sales	35.16	36.71	25.56	124.57
	Income from operations	10,965.97	11,267.95	8,712.88	40,949.55
2	Segment results before tax and interest				
	- Software development and customisation services	669.48	448.52	109.78	1,926.68
	- Business process outsourcing services	122.11	103.85	(5.33)	135.26
	Total	791.59	552.37	104.45	2,061.94
	(i) Interest expense	(1.70)	(1.52)	(1.78)	(6.69)
	(ii) Interest income	117.39	125.53	69.83	409.30
	(iii) Other unallocable income	5.10	110.77	10.38	147.13
	(iv) Other unallocable expenses	(152.20)	(146.80)	(113.55)	(519.77)
	Profit before tax	760.18	640.35	69.33	2,091.91
3	Capital employed				
	- Software development and customisation services	14,200.31	14,759.91	14,041.40	14,759.91
	- Business process outsourcing services	(1,291.37)	(1,914.62)	(2,022.04)	(1,914.62)
	- Unallocated corporate	7,548.95	7,013.02	6,192.73	7,013.02
	Total capital employed	20,457.89	19,858.31	18,212.09	19,858.31

S.R. Batliboi & Co.
For Identification

For R SYSTEMS INTERNATIONAL LTD.

President & Senior-Executive Director

CERTIFIED TRUE COPY

For R SYSTEMS INTERNATIONAL LTD.

Company Secretary