Caring - Innovating - Transforming

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

Phones: +91-120-4303500
Fax : +91-120-2587123
Email: rsystems.india@rsystems.com
www.rsystems.com
Regd.Off.: B-104A, Greater Kailash-I, New Delhi - 110 048

REF: SECT/05/2017/08 MAY 04, 2017

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

Dear Sir/ Madam,

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 May 04, 2017 commenced at 10:45 A.M. and concluded at 12:50 P.M. has inter alia approved the following:

1. Audited standalone financial results of the Company for the quarter ended March 31, 2017.

2. Unaudited consolidated financial results of the Company for the quarter ended March 31, 2017.

3. Allotment of 82,500 equity shares of Re. 1/- each at the price of Rs. 12.07 per share pursuant to the exercise of the stock options granted to the employees of the Company & its subsidiaries under R Systems International Limited Employee Stock Option Scheme 2007.

4. Scheme of Arrangement under Section 230 & other applicable provisions of the Companies Act, 2013 between R Systems International Limited and its Shareholders and Creditors.

Please find attached herewith the following:

1. Audited standalone financial results for the quarter ended March 31, 2017 in the format prescribed under Regulations 33 of Listing Regulations along with the report of the auditors thereon.

R SYSTEMS INTERNATIONAL LTD.

2. Unaudited consolidated financial results for the quarter ended March 31, 2017 in the format prescribed under Regulations 33 of Listing Regulations along with the Limited Review Report of the auditors thereon.

3. Copy of the press release to be issued for declaration of the financial results for the quarter ended March 31, 2017.

4. Extract of the financial results which will be published in the newspapers as per the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

5. Disclosure as required under Regulation 30 of the Listing Regulations.

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 Ended March 31, 2017

(Rs. in lakhs, except per share data)

S.No.	Particulars	Three Months Ended			Year Ended
		31.03.2017	31.12.2016	31.03.2016	31.12.2016
	(Refer notes)	(Audited)	(Audited) Refer Note 6	(Audited)	(Audited)
1	**Income from operations**				
(a)	Income from operations	6,499.39	6,883.18	6,387.25	26,317.69
(b)	Other operating income	306.36	161.35	146.60	606.95
	Total income from operations	**6,805.75**	**7,044.53**	**6,533.85**	**26,924.64**
2	**Expenses**				
(a)	Employee benefits expense	4,609.64	4,549.23	3,863.09	16,631.78
(b)	Depreciation and amortisation expense	174.68	172.00	174.34	693.03
(c)	Travelling and conveyance	391.99	305.25	446.20	1,451.65
(d)	Communication costs	117.55	141.04	110.66	538.36
(e)	Legal and professional expenses (including subcontract expenses)	75.68	193.62	93.32	582.18
(f)	Provision for doubtful debts and advances (net)	30.56	-	-	-
(g)	Other expenses	522.63	508.44	456.80	1,946.45
	Total expenses	**5,922.73**	**5,869.58**	**5,144.41**	**21,843.45**
3	**Profit from operations before other income, finance costs and exceptional items (1-2)**	**883.02**	**1,174.95**	**1,389.44**	**5,081.19**
4	Other income	140.50	208.45	135.60	629.72
5	**Profit from ordinary activities before finance costs and exceptional items (3+4)**	**1,023.52**	**1,383.40**	**1,525.04**	**5,710.91**
6	Finance costs	29.96	7.70	6.85	36.84
7	**Profit from ordinary activities after finance costs but before exceptional items (5-6)**	**993.56**	**1,375.70**	**1,518.19**	**5,674.07**
8	Exceptional items (refer note 3)	-	463.47	-	463.47
9	**Profit from ordinary activities before tax (7+8)**	**993.56**	**1,839.17**	**1,518.19**	**6,137.54**
10	**Tax expense**				
	Current tax [refer note 3 (c) and 4]	377.86	635.56	557.38	2,249.44
	MAT credit (related to earlier years)	-	(151.27)	-	(151.27)
	Deferred tax charge / (credit)	17.41	3.45	(11.00)	(82.01)
	Total tax expense	**395.27**	**487.74**	**546.38**	**2,016.16**
11	**Net profit from ordinary activities after tax (9-10)**	**598.29**	**1,351.43**	**971.81**	**4,121.38**
12	Extraordinary items (net of tax expense)	-	-	-	-
13	**Net profit for the period / year (11-12)**	**598.29**	**1,351.43**	**971.81**	**4,121.38**
14	Paid - up equity share capital (Face value Re. 1/- each) (refer note 5)	1,231.31	1,231.31	1,261.31	1,231.31
15	Reserves excluding Revaluation Reserves as at December 31, 2016				20,803.21
16.i	**Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)**				
	(a) Basic	0.48	1.07	0.77	3.26
	(b) Diluted	0.48	1.07	0.77	3.25
16.ii	**Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)**				
	(a) Basic	0.48	1.07	0.77	3.26
	(b) Diluted	0.48	1.07	0.77	3.25

See accompanying notes to the financial results.

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

CERTIFIED TRUE COPY

For R Systems International Ltd.

Company Secretary

For R Systems International Limited

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

Notes:

1 The results for the quarter ended March 31, 2017 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on May 04, 2017.

2 An audit has been completed by the Statutory Auditors for the quarter ended March 31, 2017, quarter ended March 31, 2016 and for the quarter and year ended December 31, 2016 (also refer note 6 below). 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 had also entered into 'Share Purchase Agreement' (SPA) with BD Capital Partners Ltd. ("BDC"), a Mauritius based company on June 27, 2015 to sell 93% of its equity share in RSPTPL to BDC for a consideration of Rs. 4,431.70 lakhs (USD 7 million). The closing (as defined in the agreements) under the BTA and SPA occurred on July 07, 2015. The name of RSPTPL was changed to Indus Software Technologies Private Limited (ISPTPL) w.e.f August 19, 2015.
Subject to the satisfaction of certain conditions, BDC had also agreed to purchase the balance 7% equity shares for a consideration up to USD 1 million. During the quarter ended December 31, 2016, the Company had received the consideration for the sale of balance 7% share in ISPTPL. The gain on sale of aforesaid equity share amounting to Rs. 371.74 lakhs is disclosed as 'Exceptional items' in the financial results for the quarter and year ended December 31, 2016.

(b) The Company, during the quarter ended December 31, 2016, had realised additional amount of Rs. 91.73 lakhs towards the sale of Indus Business unit and disclosed as 'Exceptional items' in the financial results for the quarter and year ended December 31, 2016.

(c) The consequent tax expense of above 'Exceptional items' amounting to Rs. 148.01 lakhs for the quarter and year ended December 31, 2016, is included in the 'Current tax' in the financial results for the relevant period.

4 During the quarter ended March 31, 2017, the current tax includes Rs. 36.86 lakhs pertaining to earlier period.

5 The Company had issued Public Announcement dated September 15, 2016, for buy-back of equity shares of face value of Re. 1/- each from its existing shareholders as on the record date September 30, 2016 on a proportionate basis through "Tender Offer" route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 at a price of Rs. 65/- per equity share, payable in cash for a total consideration not exceeding Rs. 1,950 lakhs. Under the Buy-back offer, the Company had bought back 30 lakhs equity shares for an aggregate amount of Rs. 1,950 lakhs by utilising the Securities Premium Account to the extent of Rs. 1,920 lakhs and General Reserve to the extent of Rs. 30 lakhs. The Capital Redemption Reserve was created out of General Reserve for Rs. 30 lakhs being the nominal value of equity shares bought back in terms of Section 68 of the Companies Act, 2013. The aforesaid buy-back was completed on November 29, 2016.

6 Figures for the quarter ended December 31, 2016 are equivalent to the difference between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the financial year.

7 Refer Annexure A for segment wise standalone revenue, results, assets and liabilities..

8 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period / year presentation.

For and on behalf of the Board

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

Place : NOIDA
Date : May 04, 2017

S.R. Batliboi & Associates LLP, Gurgaon

for identification

CERTIFIED TRUE COPY
For R Systems International Ltd.

Company Secretary

Annexure A

R SYSTEMS INTERNATIONAL LIMITED

Segment Wise Standalone Revenue, Results , Assets and Liabilities

(Rs. in lakhs)

S.No.	Particulars	Three Months Ended			Year Ended
		31.03.2017 (Audited)	31.12.2016 (Audited) Refer Note 6	31.03.2016 (Audited)	31.12.2016 (Audited)
1	**Segment revenue**				
	- Information technology services	5,382.12	5,651.81	5,348.95	21,795.15
	- Business process outsourcing services	1,117.27	1,231.37	1,038.30	4,522.54
	Income from operations	**6,499.39**	**6,883.18**	**6,387.25**	**26,317.69**
2	**Segment results before tax, interest and exceptional items**				
	- Information technology services	1,030.36	1,194.00	1,422.05	5,163.58
	- Business process outsourcing services	(2.85)	120.70	114.87	488.43
	Total	**1,027.51**	**1,314.70**	**1,536.92**	**5,652.01**
	(i) Interest expense	(22.73)	(4.08)	(2.91)	(13.41)
	(ii) Interest income	124.50	192.45	119.60	565.72
	(iii) Other unallocable income	16.00	16.00	16.00	64.00
	(iv) Exceptional Items (refer note 3)	-	463.47	-	463.47
	(v) Other unallocable expenses	(151.72)	(143.37)	(151.42)	(594.25)
	Profit before tax	**993.56**	**1,839.17**	**1,518.19**	**6,137.54**
3	**Capital employed**				
a	**Segment assets**				
	- Information technology services	8,256.12	8,082.11	7,373.15	8,082.11
	- Business process outsourcing services	1,876.77	1,876.88	1,407.87	1,876.88
	- Inter segment assets elimination	(239.47)	(316.75)	(78.22)	(316.75)
	- Unallocated corporate assets	18,420.24	17,563.06	16,934.33	17,563.06
	Total segment assets (A)	**28,313.66**	**27,205.30**	**25,637.13**	**27,205.30**
b	**Segment liabilities**				
	- Information technology services	4,963.75	4,442.00	3,842.74	4,442.00
	- Business process outsourcing services	511.15	498.69	411.43	498.69
	- Inter segment liabilities elimination	(239.47)	(316.75)	(78.22)	(316.75)
	- Unallocated corporate liabilities	435.91	546.84	652.14	546.84
	Total segment liabilities (B)	**5,671.34**	**5,170.78**	**4,828.09**	**5,170.78**
	Capital employed (A- B)	**22,642.32**	**22,034.52**	**20,809.04**	**22,034.52**

S.R. Batliboi & Associates LLP, Gurgaon

for identification

For R Systems International Limited

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

CERTIFIED TRUE COPY

For R Systems International Ltd.

Company Secretary

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

Golf View Corporate Tower - B
Sector-42, Sector Road
Gurgaon -122 002, Haryana, India

Tel : +91 124 464 4000
Fax: +91 124 464 4050

Auditor's Report on Quarterly Financial 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 March 31, 2017, 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 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(s). 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:

   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 March 31, 2017.

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

per Yogender Seth
Partner
Membership No.: 94524

Place: Noida
Date: May 4, 2017

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 Ended March 31, 2017

(Rs. in lakhs, except per share data)

S.No.	Particulars	Three Months Ended			Year Ended
		31.03.2017	31.12.2016	31.03.2016	31.12.2016
	(Refer notes)	(Unaudited)	(Audited) Refer note 6	(Unudited)	(Audited)
1	**Income from operations**				
(a)	Income from operations	14,429.77	15,340.20	14,186.89	58,823.73
(b)	Other operating income	399.92	326.21	(6.82)	638.57
	Total income from operations	**14,829.69**	**15,666.41**	**14,180.07**	**59,462.30**
2	**Expenses**				
(a)	Employee benefits expense	10,071.86	9,909.74	9,136.19	37,978.92
(b)	Depreciation and amortisation expense	284.33	289.44	283.14	1,151.20
(c)	Travelling and conveyance	774.89	524.64	950.08	2,433.34
(d)	Communication costs	162.18	182.43	158.17	721.88
(e)	Legal and professional expenses (including subcontract expenses)	1,308.28	1,471.50	1,562.46	5,886.26
(f)	Provision for doubtful debts and advances (net)	16.68	-	-	-
(g)	Other expenses	1,323.65	1,484.74	946.61	4,738.37
	Total expenses	**13,941.87**	**13,862.49**	**13,036.65**	**52,909.97**
3	**Profit from operations before other income, finance costs and exceptional items (1-2)**	**887.82**	**1,803.92**	**1,143.42**	**6,552.33**
4	Other income	141.03	209.13	136.08	632.11
5	**Profit from ordinary activities before finance costs and exceptional items (3+4)**	**1,028.85**	**2,013.05**	**1,279.50**	**7,184.44**
6	Finance costs	39.99	16.83	17.60	79.17
7	**Profit from ordinary activities after finance costs but before exceptional items (5-6)**	**988.86**	**1,996.22**	**1,261.90**	**7,105.27**
8	Exceptional items (refer note 3)	-	463.47	-	463.47
9	**Profit from ordinary activities before tax (7+8)**	**988.86**	**2,459.69**	**1,261.90**	**7,568.74**
10	**Tax expense**				
	Current tax [refer note 3 (c) and 4]	459.59	737.51	536.44	2,440.27
	MAT credit (related to earlier years)	-	(151.27)	-	(151.27)
	Deferred tax charge / (credit)	2.94	13.67	(38.23)	(89.10)
	Total tax expense	**462.53**	**599.91**	**498.21**	**2,199.90**
11	**Net profit from ordinary activities after tax (9-10)**	**526.33**	**1,859.78**	**763.69**	**5,368.84**
12	Extraordinary items (net of tax expense)	-	-	-	-
13	**Net profit for the period / year (11-12)**	**526.33**	**1,859.78**	**763.69**	**5,368.84**
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)**	**526.33**	**1,859.78**	**763.69**	**5,368.84**
17	Paid - up equity share capital (Face value Re. 1/- each) (refer note 5)	1,231.31	1,231.31	1,261.31	1,231.31
18	Reserves excluding Revaluation Reserves as at December 31, 2016				26,565.99
19.i	**Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)**				
	(a) Basic	0.42	1.48	0.60	4.24
	(b) Diluted	0.42	1.48	0.60	4.24
19.ii	**Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)**				
	(a) Basic	0.42	1.48	0.60	4.24
	(b) Diluted	0.42	1.48	0.60	4.24

See accompanying notes to the financial results.

S.R. Batliboi & Associates LLP, Gurgaon

for identification
CERTIFIED TRUE COPY
For R Systems International Ltd.
Company Secretary

For R Systems International Limited

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

Notes:

1 The results for the quarter ended March 31, 2017 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on May 04, 2017.

2 The Limited Review as required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been completed by the Statutory Auditor for the quarter ended March 31, 2017 and March 31, 2016 and audit for the quarter and year ended December 31, 2016 (also refer note 6 below). 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 had also entered into 'Share Purchase Agreement' (SPA) with BD Capital Partners Ltd. ("BDC"), a Mauritius based company on June 27, 2015 to sell 93% of its equity share in RSPTPL to BDC for a consideration of Rs. 4,431.70 lakhs (USD 7 million). The closing (as defined in the agreements) under the BTA and SPA occurred on July 07, 2015. The name of RSPTPL was changed to Indus Software Technologies Private Limited (ISPTPL) w.e.f August 19, 2015.

Subject to the satisfaction of certain conditions, BDC had also agreed to purchase the balance 7% equity shares for a consideration up to USD 1 million. During the quarter ended December 31, 2016, the Company had received the consideration for the sale of balance 7% share in ISPTPL. The gain on sale of aforesaid equity share amounting to Rs. 371.74 lakhs is disclosed as 'Exceptional items' in the financial results for the quarter and year ended December 31, 2016.

(b) The Company, during the quarter ended December 31, 2016, had realised additional amount of Rs. 91.73 lakhs towards the sale of Indus Business unit and disclosed as 'Exceptional items' in the financial results for the quarter and year ended December 31, 2016.

(c) The consequent tax expense of above 'Exceptional items' amounting to Rs. 148.01 lakhs for the quarter and year ended December 31, 2016, is included in the 'Current tax' in the financial results for the relevant period.

4 During the quarter ended March 31, 2017, the current tax includes Rs. 36.86 lakhs pertaining to earlier period.

5 The Company had issued Public Announcement dated September 15, 2016, for buy-back of equity shares of face value of Re. 1/- each from its existing shareholders as on the record date September 30, 2016 on a proportionate basis through "Tender Offer" route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 at a price of Rs. 65/- per equity share, payable in cash for a total consideration not exceeding Rs. 1,950 lakhs. Under the Buy-back offer, the Company had bought back 30 lakhs equity shares for an aggregate amount of Rs. 1,950 lakhs by utilising the Securities Premium Account to the extent of Rs. 1,920 lakhs and General Reserve to the extent of Rs. 30 lakhs. The Capital Redemption Reserve was created out of General Reserve for Rs. 30 lakhs being the nominal value of equity shares bought back in terms of Section 68 of the Companies Act, 2013. The aforesaid buy-back was completed on November 29, 2016.

6 Figures for the quarter ended December 31, 2016 are equivalent to the difference between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the financial year which were subjected to quarterly limited review by the statutory auditors.

7 Refer Annexure A for segment wise consolidated revenue, results, assets and liabilities.

8 Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period / year presentation.

For and on behalf of the Board

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

Place : NOIDA
Date : May 04, 2017

S.R Batliboi & Associates LLP, Gurgaon

for identification

CERTIFIED TRUE COPY
For R Systems International Ltd.

Company Secretary

Annexure A

R SYSTEMS INTERNATIONAL LIMITED

Segment Wise Consolidated Revenue, Results, Assets and Liabilities

(Rs. in lakhs)

S.No.	Particulars	Three Months Ended			Year Ended
		31.03.2017 (Unaudited)	31.12.2016 (Audited) Refer note 6	31.03.2016 (Unudited)	31.12.2016 (Audited)
1	**Segment revenue**				
	- Information technology services	13,359.42	14,156.73	13,196.27	54,491.21
	- Business process outsourcing services	1,117.27	1,231.37	1,038.30	4,522.54
	Total	**14,476.69**	**15,388.10**	**14,234.57**	**59,013.75**
	Less: Elimination of intersegment sales	46.92	47.90	47.68	190.02
	Income from operations	**14,429.77**	**15,340.20**	**14,186.89**	**58,823.73**
2	**Segment results before tax, interest and exceptional items**				
	- Information technology services	1,049.35	1,915.32	1,194.07	6,774.81
	- Business process outsourcing services	(2.85)	120.70	114.87	488.43
	Total	**1,046.50**	**2,036.02**	**1,308.94**	**7,263.24**
	(i) Interest expense	(23.07)	(4.08)	(3.03)	(13.63)
	(ii) Interest income	125.03	193.13	120.08	568.11
	(iii) Other unallocable income	16.00	16.00	16.00	64.00
	(iv) Exceptional items (refer note 3)	-	463.47	-	463.47
	(v) Other unallocable expenses	(175.60)	(244.85)	(180.09)	(776.45)
	Profit before tax	**988.86**	**2,459.69**	**1,261.90**	**7,568.74**
3	**Capital employed**				
a	**Segment assets**				
	- Information technology services	21,744.82	22,027.20	19,666.82	22,027.20
	- Business process outsourcing services	3,344.69	3,344.80	2,875.79	3,344.80
	- Inter segment assets elimination	(269.98)	(348.70)	(109.39)	(348.70)
	- Unallocated corporate assets	14,004.19	13,272.82	13,732.17	13,272.82
	Total segment assets (A)	**38,823.72**	**38,296.12**	**36,165.39**	**38,296.12**
b	**Segment liabilities**				
	- Information technology services	9,407.43	8,944.39	8,382.90	8,944.39
	- Business process outsourcing services	511.15	498.69	411.43	498.69
	- Inter segment liabilities elimination	(269.98)	(348.70)	(109.39)	(348.70)
	- Unallocated corporate liabilities	1,346.83	1,404.44	2,012.71	1,404.44
	Total segment liabilities (B)	**10,995.43**	**10,498.82**	**10,697.65**	**10,498.82**
	Capital employed (A- B)	**27,828.29**	**27,797.30**	**25,467.74**	**27,797.30**

S.R. Batliboi & Associates LLP, Gurgaon

for Identification

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

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

Golf View Corporate Tower - B
Sector-42, Sector Road
Gurgaon -122 002, Haryana, India

Tel : +91 124 464 4000
Fax: +91 124 464 4050

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 of R Systems International Limited ('the Company') and its subsidiaries (together referred to as 'the Group'), for the quarter ended March 31, 2017 (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. 8,903.93 lakhs for the quarter ended March 31, 2017 and total assets of Rs. 20,378.67 lakhs as at March 31, 2017, included in the accompanying unaudited consolidated financial results relating to 24 subsidiaries, out of which 23 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 March 31, 2017, 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 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.

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For R Systems International Ltd.
Company Secretary

S.R. Batliboi & Associates LLP Gurgaon

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 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: Noida.
Date: May 4, 2017

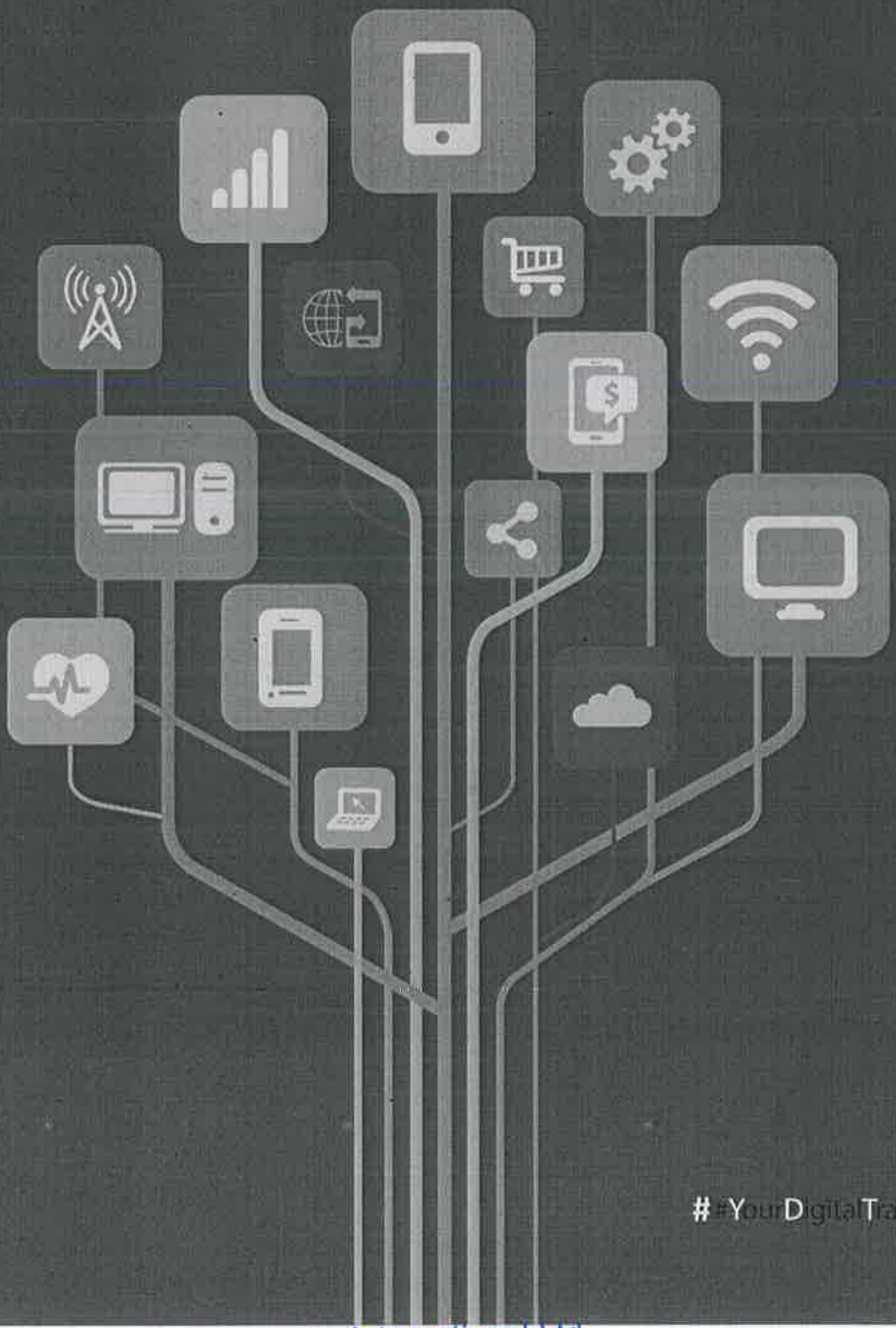
S.R. Batliboi & Associates LLP * Gurgaon *

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For R Systems International Ltd.
Company Secretary

R SYSTEMS
Caring - Innovating - Transforming

Press Release Q1-2017

YOUR DIGITAL TRANSFORMATION PARTNER



#YourDigitalTransformationPartner

For R Systems International Ltd.

Company Secretary

R Systems Announces Results for Q1 2017

Q1 2017: Revenue: Rs. 144.3 Crores, EBITDA: Rs.7.6 Crores and Net Profit Rs. 5.3 Crores
Focusing Digital Transformation Through Software Engineering

Noida, India – May 04, 2017

Highlights

Consolidated results for the quarter ended March 31, 2017

- Consolidated revenue from operations for Q1 2017 was Rs. 144.30 crores (US$ 21.56 mn) compared to Rs. 141.87 crores (US$ 21.02 mn) in Q1 2016 and Rs. 153.40 crores (US$ 22.75 mn) in Q4 2016.
- EBITDA for Q1 2017 was Rs. 7.57 crores (US$ 1.13 mn) compared to Rs. 13.31 crores (US$ 1.97 mn) in Q1 2016 and Rs. 19.69 crores (US$ 2.92 mn) in Q4 2016.
- Net profit after taxes for Q1 2017 was Rs. 5.26 crores (US$ 0.79 mn) compared to Rs. 7.64 crores (US$ 1.13 mn) in Q1 2016 and Rs. 18.60 crores (US$ 2.76 mn) in Q4, 2016. Net profit after taxes for Q4 2016 includes exceptional profit of Rs. 3.16 crores (US$ 0.47 mn).

Others

- Added 5 key customers during the quarter.
- Total associates as on March 31, 2017 were 2,356 compared to 2,319 at the end of December 31, 2016.

Rekhi Singh, Managing Director stated "We concluded the quarter with revenues of Rs. 144 crores and net profit of Rs. 5.3 crores. Historically Q1 tends to be a soft quarter where clients are still in the process of releasing their IT budgets and on the other hand salary raises and visa costs kicks in. Accordingly, Q1 2017 margins were impacted which is further deepened by appreciation of rupee and investment in sales and marketing."

He added, "We are witnessing a good traction towards our product engineering offerings where we partner with customers in their digital transformation. We continue to intensify our investment in digital capabilities and expanding our sales and marketing bandwidth especially in the area of digital marketing. Our balance sheet continues to be strong with cash and bank balance of Rs. 126 crores and net worth of Rs. 278 crores."

Avirag Jain, CTO said "Leveraging our product engineering capabilities, we started 5 new engagements during the quarter wherein we are addressing key business challenges of our customers by building agile and scalable software solution using newer technologies."

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.

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

ECnet® addresses supply chain, warehousing and inventory management. ECnet also operates as Infor Gold-certified channel partner for reselling and implementing several enterprise solutions, including enterprise resource planning, warehouse management, corporate performance management, business intelligence etc. ECnet has signed a Master Alliance Agreement with JDA to offer category management solution suite to retail customers. 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 over five major verticals including Telecom & Digital Media, Banking & Finance, Healthcare, Manufacturing & Logistics, and Retail & E-commerce.

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

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

One of the leading telecom ISVs providing cloud based communication software to telcos has mandated our subsidiary Computaris, to redesign and align one of their core product with newer technologies.

A USA based non-profit organization that provides product and services to educational institution and management students around the world has engaged R Systems for developing and fueling their digital ecosystem.

An Indonesian bank offering banking products and services based on sharia principles has assigned R System to design and develop a mobile application on multiple platforms facilitating digital account opening along with delivering sales insight for optimizing their performance.

For R Systems International Ltd.

Company Secretary

A Singapore based high tech equipment manufacturer has mandated ECnet to roll out a robust ERP system for its manufacturing operations in Singapore and China. The system will integrate various business processes to deliver financial visibility and operational excellence.

A Singapore-based company providing security solutions and services across Asia has engaged IBIZ to implement a comprehensive ERP solution to automate their back end operations in Singapore, Malaysia, Vietnam, Philippines.

Liquidity and Shareholder Funds

Total Consolidated Cash and bank balance, including bank deposits as at March 31, 2017, was Rs. 126.35 crores compared to Rs. 98.96 crores as at March 31, 2016 and Rs. 119.97 crores as at December 31, 2016. Total shareholder funds as at March 31, 2017 were Rs. 278.28 crores compared to Rs. 254.68 crores as at March 31, 2016 and Rs. 277.97 crores as at December 31, 2016.

For R Systems International Ltd.

Company Secretary

Financial Performance

Consolidated Profit & Loss Statement for the Quarter Ended March 31, 2017

(As per Indian GAAP)

(Figures in mn, except per share data)

Sr. No.	Particulars	Quarter Ended March 31,		Quarter Ended December 31, 2016
		2017	2016	
1	**Income**			
1.1	Income from operations	1,442.98	1,418.69	1,534.02
1.2	Other operating income	39.99	(0.68)	32.62
	Total	**1,482.97**	**1,418.01**	**1,566.64**
2	**Expenditure**			
2.1	Employee benefits expense	1,007.18	913.62	990.97
2.2	Depreciation and amortisation expense	28.43	28.31	28.94
2.3	Travelling and conveyance	77.49	95.01	52.47
2.4	Communication costs	16.22	15.82	18.24
2.5	Legal and professional expenses (including subcontract expenses)	130.82	156.25	147.15
2.6	Provision for doubtful debts and advances (net)	1.67	-	-
2.7	Other expenditure	132.37	94.66	148.48
	Total expenditure	**1,394.18**	**1,303.67**	**1,386.25**
3	**Profit from operations before other income and finance cost**	**88.79**	**114.34**	**180.39**
4	Other income	14.10	13.61	20.91
5	**Profit from operations before finance cost**	**102.89**	**127.95**	**201.30**
6	Finance cost	4.00	1.76	1.68
7	**Profit before tax**	**98.89**	**126.19**	**199.62**
8	Exceptional items	-	-	46.35
9	**Profit before tax**	**98.89**	**126.19**	**245.97**
10	**Provision for tax**			
10.1	Current tax	45.96	53.64	73.75
10.2	MAT Credit entitlement	-	-	(15.13)
10.3	Deferred tax charge / (credit)	0.30	(3.82)	1.37
	Total tax expense	**46.26**	**49.82**	**59.99**
11	**Net profit after tax**	**52.63**	**76.37**	**185.98**
12	**Earnings per share (Face value of Re. 1/- each)**			
12.1	Basic	0.42	0.60	1.48
12.2	Diluted	0.42	0.60	1.48

For R Systems International Ltd.

Company Secretary

Financial Performance

Consolidated Profit & Loss Statement for the Quarter Ended March 31, 2017
(Contribution Analysis Format; Basis Indian GAAP)

(Figures in mn)

Particulars	Q1 2017		Q1 2016		Q4 2016	
	INR	US$	INR	US$	INR	US$
Revenues	**1,442.98**	**21.56**	**1,418.69**	**21.02**	**1,534.02**	**22.75**
Cost of revenues	1,008.17	15.06	935.88	13.87	998.17	14.80
Gross margin	**434.81**	**6.50**	**482.81**	**7.15**	**535.85**	**7.95**
	30.13%		*34.03%*		*34.93%*	
SG & A						
Expenses	359.16	5.37	349.74	5.18	339.00	5.03
	24.89%		*24.65%*		*22.10%*	
EBITDA	**75.65**	**1.13**	**133.07**	**1.97**	**196.85**	**2.92**
	5.24%		*9.38%*		*12.83%*	
Depreciation and amortization	28.43	0.42	28.31	0.42	28.94	0.42
Income from operations before exceptional items	**47.22**	**0.71**	**104.76**	**1.55**	**167.91**	**2.50**
Exceptional items	-	-	-	-	46.35	0.69
Income from operations	**47.22**	**0.71**	**104.76**	**1.55**	**214.26**	**3.19**
Interest expense	(2.31)	(0.03)	(0.31)	(0.00)	(0.41)	(0.01)
Other income (net)	53.98	0.80	21.74	0.32	32.12	0.47
Income before income tax	**98.89**	**1.48**	**126.19**	**1.87**	**245.97**	**3.65**
Income tax provision	46.26	0.69	49.82	0.74	59.99	0.89
Net earnings	**52.63**	**0.79**	**76.37**	**1.13**	**185.98**	**2.76**

For R Systems International Ltd.

Company Secretary

Financial Performance

Consolidated Balance Sheet as at March 31, 2017 (As per Indian GAAP)

(Rs. in mn)

Particulars	As at		
	Mar 31, 2017 (Unaudited)	Mar 31, 2016 (Unaudited)	Dec 31, 2016 (Audited)
EQUITY & LIABILITIES			
Shareholders' Funds			
Share capital	123.13	126.13	123.13
Reserves and Surplus	2,659.70	2,420.64	2,656.60
Sub-Total Shareholder's Funds	**2,782.83**	**2,546.77**	**2,779.73**
Minority interest	-	-	-
Non-current liabilities			
Long-term borrowings	18.00	8.37	19.15
Deferred tax liabilities	-	0.25	-
Other long term liabilities	13.01	105.47	57.20
Long-term provisions	89.16	68.91	89.43
Subtotal - Non-current liabilities	**120.17**	**183.00**	**165.78**
Current liabilities			
Trade payables	385.87	448.59	438.94
Other current liabilities	415.27	276.89	270.26
Short-term provisions	178.23	161.29	174.90
Subtotal- Current Liabilities	**979.37**	**886.77**	**884.10**
TOTAL - EQUITY AND LIABILITIES	**3,882.37**	**3,616.54**	**3,829.61**
ASSETS			
Non-current assets			
Fixed assets	354.68	318.06	347.94
Goodwill on consolidation	440.83	501.03	452.21
Non-current investments	201.04	290.08	201.40
Deferred tax assets (net)	45.81	41.59	46.14
Long-term loans and advances	84.68	60.97	89.11
Other non-current assets	54.45	75.50	61.58
Subtotal - Non- current assets	**1,181.49**	**1,287.23**	**1,198.38**
Current assets			
Current Investment	87.57	118.01	87.57
Trade receivables	1,052.97	1,032.53	1,082.22
Cash and bank balance	1,209.59	918.42	1,143.24
Short-term loans and advances	208.55	140.87	151.58
Other current assets	142.20	119.48	166.62
Subtotal - Current Assets	**2,700.88**	**2,329.31**	**2,631.23**
TOTAL - ASSETS	**3,882.37**	**3,616.54**	**3,829.61**

For R Systems International Ltd.

Company Secretary

Consolidated Operational Data (Un-audited)

Profitability in Percentage	Quarter ended		
	Mar 31, 17	Mar 31, 16	Dec 31, 16
Revenues	100.00	100.00	100.00
Gross margin	30.13	34.03	34.93
SG & A	24.89	24.65	22.10
EBITDA	5.24	9.38	12.83
EBT #	6.85	8.89	13.01
PAT #	3.65	5.38	10.07

excluding exceptional profit in Q4-2016

Revenue from Top 10 Clients	Quarter ended		
	Mar 31, 17	Mar 31, 16	Dec 31, 16
Top 10 Clients	34.77%	34.14%	32.98%
Top 5 Clients	22.78%	21.57%	21.28%
Top 3 Clients	15.43%	15.27%	14.80%
Largest Client	5.79%	6.76%	6.84%

Revenues by Geographies	Quarter ended		
	Mar 31, 17	Mar 31, 16	Dec 31, 16
USA	58.35%	61.13%	57.47%
Europe	19.78%	17.06%	18.55%
SEAC (South East Asia)	18.28%	15.43%	19.70%
India	1.15%	1.76%	1.32%
Others	2.44%	4.62%	2.96%
Total	100.00%	100.00%	100.00%

Utilization (excluding trainees)	Quarter ended		
	Mar 31, 17	Mar 31, 16	Dec 31, 16
Onsite	97.84%	94.99%	96.65%
Offshore	70.90%	75.37%	75.72%
Blended	74.57%	78.51%	78.57%

Utilization (including trainees)	Quarter ended		
	Mar 31, 17	Mar 31, 16	Dec 31, 16
Onsite	97.84%	94.99%	96.65%
Offshore	66.56%	70.32%	70.90%
Blended	70.59%	74.05%	74.21%

For R Systems International Ltd.

Company Secretary

Consolidated Operational Data (Un-audited)

Human resources	As at		
	Mar 31, 17	Mar 31, 16	Dec 31, 16
Technical	**1,997**	**1,773**	**1,974**
Software services			
Onsite	244	260	241
Offshore	1,290	1,091	1,233
BPO			
Offshore	352	318	400
Trainees	111	104	100
Support	**359**	**299**	**345**
Total count	**2,356**	**2,072**	**2,319**

(Rs. in mn, except DSO)

Key Balance Sheet Data	As At		
	Mar 31, 17	Mar 31, 16	Dec 31, 16
Receivable	1,052.97	1,032.53	1,082.22
Receivable in days ("DSO")	52	55	49
Total cash and bank balance	1,263.52	989.58	1,199.70
Fixed assets	354.68	318.06	347.94
Shareholders' funds	2,782.83	2,546.77	2,779.73

Development/Service Centres Location	As on Mar 31, 2017	
	Covered areas in sq ft.	No. of seats
India		
Noida	93,679	1,785
Chennai	5,905	65
	99,584	1,850
USA		
Sacramento, CA	9,500	60
South East Asia		
Singapore	8,054	91
Malaysia	6,162	52
Thailand	592	6
Indonesia	1,109	12
	15,917	161
Europe		
Romania	15,489	153
Poland	9,239	81
Moldova	3,398	49
	28,126	283
Total	**153,127**	**2,354**

For R Systems International Ltd.

Company Secretary

Notes:

1. US$ equivalent figures are derived by converting the Rupee figures using average rates for profit & loss items and closing rate for balance sheet items.
2. Previous period's / year's figures have been regrouped / reclassified wherever applicable, to the extent possible, to conform to the current period presentation.

About R Systems International Limited

R Systems International Limited founded in 1993, is one of the leading providers of software product engineering and ITeS services and solutions. We partner with software product companies and businesses for their digital transformation by building scalable, configurable and secure products and applications using next-gen technologies and help our clients to support their customers worldwide for products and services using our global delivery model. R Systems rapidly growing customer list includes a variety of Fortune 1000, government and mid-sized organizations across a wide range of industry verticals including Banking and Finance, Independent Software Vendors, Telecom and Digital Media, Retail & E-commerce, Healthcare, and Manufacturing and Logistic Industries. R Systems maintains fifteen development and service centres to serve customers in USA, Europe and the Far East.

Safe Harbor:

Investors are cautioned that this presentation contains forward looking statements that involve risks and uncertainties. The Company undertakes no obligation publicly to update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Actual results, performance, or achievements could differ from those expressed or implied in such forward-looking statements.

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For R Systems International Ltd.

Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

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 Results for the Quarter Ended March 31, 2017

(Rs. in lakhs, except per share data)

Particulars	Standalone Financial Results				Consolidated Financial Results			
	Three Months Ended			Year Ended	Three Months Ended			Year Ended
	31.03.2017	31.12.2016	31.03.2016	31.12.2016	31.03.2017	31.12.2016	31.03.2016	31.12.2016
(Refer notes)	(Audited)	(Audited) Refer note 2	(Audited)	(Audited)	(Unaudited)	(Audited) Refer note 3	(Unudited)	(Audited)
Total income from operations	6,805.75	7,044.53	6,533.85	26,924.64	14,829.69	15,666.41	14,180.07	59,462.30
Net profit from ordinary activities after tax	598.29	1,351.43	971.81	4,121.38	526.33	1,859.78	763.69	5,368.84
Net profit for the period / year after tax (after Extraordinary Items)	598.29	1,351.43	971.81	4,121.38	526.33	1,859.78	763.69	5,368.84
Paid - up equity share capital (Face value Re. 1/- each)	1,231.31	1,231.31	1,261.31	1,231.31	1,231.31	1,231.31	1,261.31	1,231.31
Reserves excluding Revaluation Reserves as at December 31, 2016				20,803.21				26,565.99
Earnings per share before extraordinary items (Face value of Re. 1/- each) (not annualised)								
Basic	0.48	1.07	0.77	3.26	0.42	1.48	0.60	4.24
Diluted	0.48	1.07	0.77	3.25	0.42	1.48	0.60	4.24
Earnings per share after extraordinary items (Face value of Re. 1/- each) (not annualised)								
Basic	0.48	1.07	0.77	3.26	0.42	1.48	0.60	4.24
Diluted	0.48	1.07	0.77	3.25	0.42	1.48	0.60	4.24

Notes:

1. 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. 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.
2. Figures for the quarter ended December 31, 2016 are equivalent to the difference between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the financial year.
3. Figures for the quarter ended December 31, 2016 are equivalent to the difference between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the financial year which were subjected to quarterly limited review by the statutory auditors.

For and on behalf of the Board

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

CERTIFIED TRUE COPY

For R Systems International Ltd.

Company Secretary

Place : NOIDA
Date : May 04, 2017

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DISCLOSURE REQUIRED PURSUANT TO REGULATION 30 AND SCHEDULE III OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH POINT 1.5 OF PARA A OF ANNEXURE I OF SEBI CIRCULAR NO. CIR/CFD/CMD/4/2015 DATED SEPTEMBER 09, 2015

1.	Details and reasons for restructuring.	:	As on date, R Systems Employees Welfare Trust ("Trust") holds 738,980 equity shares of Re. 1/- each in R Systems International Limited ("R Systems" or "Company"). There are no ascertained employees or beneficiaries of this Trust since January 2006 till date who are eligible to get the Trust Fund including the shares in R Systems as held by Trust. Therefore, in order to reflect the correct and true capital structure of R Systems, it has become imperative for R Systems to re-align and re-organize its share capital structure by cancelling the shares held by the Trust following the process of capital reduction. Hence, the proposed scheme, as approved by Board of Directors of the Company, provides for re-organization and reduction of equity share capital of R Systems International Limited in accordance with Section 230 and other applicable provisions of the Companies Act, 2013 subject to approvals of relevant authorities, Shareholders and Creditors.
2.	Quantitative and/ or qualitative effect of restructuring.	:	The proposed capital reduction would not have any adverse effect on the interest of other shareholders and creditors of R Systems and there is no impact on the interest of the Company as well. Further, there is no payout to the Trust pursuant to the proposed capital reduction.
3.	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring.	:	No additional benefit is being derived by the promoter/promoter group/group companies from such proposed restructuring in the capacity of being promoter/promoter group/group companies of the Company. On account of cancellation of share capital, there would be a proportionate increase in shareholding percentage of each shareholder (i.e. Promoter and Public) in proportion of their existing shareholding.
4.	Brief details of change in shareholding pattern (if any) of all entities.	:	The shareholding percentage of all the Shareholders of the Company will be proportionately increased by the shares so cancelled.

R SYSTEMS INTERNATIONAL LTD.

For R Systems International Ltd.

Company Secretary