

R SYSTEMS INTERNATIONAL LIMITED

CIN: L74899DL1093PLC053579

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

Statement of Standalone Audited Results for the Quarter and Year Ended December 31, 2014

PART I		(Rs. in lakhs, except per share date)				
S.No.	Particulars (Refer notes)	Three Months Ended			Year Ended	
		31.12.2014 (Audited) Refer Note 12	30.09.2014 (Audited)	31.12.2013 (Audited) Refer Note 12	31.12.2014 (Audited)	31.12.2013 (Audited)
1	Income from operations					
(a)	Income from operations	7,304.35	7,780.67	7,368.60	29,106.13	26,980.34
(b)	Other operating income	66.53	116.34	8.35	383.81	31.82
	Total Income from operations	7,369.88	7,897.01	7,377.16	29,492.04	27,012.16
2	Expenses					
(a)	Employee benefits expense	4,687.60	4,470.45	4,109.89	17,814.32	16,020.44
(b)	Depreciation and amortisation expense	174.55	173.44	124.63	672.40	476.06
(c)	Travelling and conveyance	597.64	636.18	628.63	2,362.97	2,170.73
(d)	Communication costs	149.68	134.28	134.09	556.67	505.54
(e)	Legal and professional expenses (including subcontract expenses)	201.24	169.29	141.28	625.78	556.52
(f)	Provision for doubtful debts and advances (net)	23.06	(66.14)	23.13	3.79	149.59
(g)	Other expenses	595.77	605.17	167.99	2,200.15	2,070.47
	Total expenses	6,409.54	6,119.67	5,230.64	24,235.98	21,864.37
3	Profit from operations before other income, finance costs and exceptional items (1-2)	960.34	1,777.34	2,146.51	5,256.06	5,057.79
4	Other income (refer note 8)	678.77	74.78	95.87	964.51	385.05
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	1,639.11	1,852.12	2,242.18	6,220.57	5,442.84
6	Finance costs	12.22	16.49	8.89	42.87	27.97
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	1,626.89	1,835.63	2,233.49	6,177.70	5,414.87
8	Exceptional items (refer note 5 and 7)	2,406.88	1,524.44	-	3,931.31	-
9	Profit from ordinary activities before tax (7+8)	4,033.77	3,360.07	2,233.49	10,109.01	5,414.87
10	Tax expense					
	Current tax	948.63	739.41	756.81	2,475.32	1,908.74
	MAT credit (refer note 11)	-	-	-	-	(123.21)
	Deferred tax charge / (credit)	4.46	(20.24)	14.69	130.80	(25.88)
	Total tax expense	953.08	719.17	770.30	2,606.12	1,758.65
11	Net profit from ordinary activities after tax (9-10)	3,080.69	2,640.90	1,463.19	7,502.89	3,655.22
12	Extraordinary items (net of tax expense)	-	-	-	-	-
13	Net profit for the period / year (11-12)	3,080.69	2,640.90	1,463.19	7,502.89	3,655.22
14	Paid - up equity share capital (Face value Re. 1/- each) (refer note 9 and 10)	1,267.20	1,266.28	1,259.18	1,267.20	1,266.18
15	Reserves excluding Revaluation Reserves as at December 31, 2014 and December 31, 2013				16,241.02	17,546.23
16.i	Earnings per share before extraordinary items and after considering sub-division (Face value of Re. 1/- each) (not annualised) (refer note 9)					
(a)	Basic	2.42	2.07	1.16	5.90	2.90
(b)	Diluted	2.42	2.07	1.16	5.90	2.90
16.ii	Earnings per share after extraordinary items and considering sub-division (Face value of Re. 1/- each) (not annualised) (refer note 9)					
(a)	Basic	2.42	2.07	1.16	5.90	2.90
(b)	Diluted	2.42	2.07	1.16	5.90	2.90

See accompanying notes to the financial results.

PART II						
A	PARTICULARS OF SHAREHOLDING (refer note 9)					
1	Public Shareholding					
	- Number of shares (Face value Re. 1/- each)	62,998,174	62,938,383	62,237,620	62,998,174	62,237,620
	- Percentage of shareholding	49.43	49.41	49.14	49.43	49.14
2	Promoters and Promoter Group Shareholding					
(a)	Pledged / encumbered					
	- Number of shares (Face value Re. 1/- each)	Nil	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	Nil	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total share capital of the Company)	Nil	Nil	Nil	Nil	Nil
(b)	Non-encumbered					
	- Number of shares (Face value Re. 1/- each)	64,460,406	64,429,797	64,416,950	64,460,406	64,416,950
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	100.00	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the Company)	50.57	50.59	50.86	50.57	50.86

B	Particulars	Three Months Ended
		31.12.2014
	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	NIL
	Received during the quarter	8
	Disposed off during the quarter	8
	Remaining unresolved at the end of the quarter	NIL

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

For Identification

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Notes:

- The results for the quarter and year ended December 31, 2014 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on February 07, 2015.
- The Board of Directors at its meeting held on February 07, 2015 has recommended a final dividend of Re. 0.95/- per equity share of face value of Re. 1/- each. This is in addition to four interim dividends aggregating to Re. 4.90 per equity share of face value of Re. 1/- each declared during the year ended December 31, 2014. The shareholder's assent for final and interim dividends will be taken in forthcoming Annual General Meeting.
- An audit has been completed by the Statutory Auditors for the quarter and year ended December 31, 2014 and December 31, 2013. There is no qualification in the Auditors' Report on these financial results.
- On July 11, 2014, the Company incorporated a wholly owned subsidiary in India, namely, R Systems Products & Technologies Limited ("RSPTL"). The shareholders of the Company by passing special resolution through postal ballot on September 23, 2014 have accorded necessary approval for transfer of Indus IT Product and Service business operated out of Pune and Chennai centres to RSPTL to pursue opportunities for its further sale or disinvestment. The said transfer will be on a going concern basis by way of slump sale, for consideration of Rs. 7,639.00 lakhs to be discharged by RSPTL through issuance of equity / debenture / loan and / or any other securities, on the terms and conditions as may be agreed by the Board of Directors of the Company and RSPTL. Accordingly, the aforesaid Indus IT Product and Service business, being part of Information technology services and products segment, is considered as "Discontinuing Operations" for the purpose of the Standalone Audited Results of the Company. The revenue and expenses attributable to the said operations included in the financial results are as follows:

Particulars	(Rs. In lakhs)					
	Three Months Ended			Year Ended		
	31.12.2014	30.09.2014	31.12.2013	31.12.2014	31.12.2013	
Total income	2,208.20	2,360.21	2,004.71	8,413.41	7,291.33	
Total expenses	2,111.61	1,898.38	1,470.04	7,188.35	6,206.66	
Profit before tax	96.59	461.83	534.67	1,225.06	1,074.67	
Total tax expense	32.83	153.58	181.73	416.40	362.99	
Profit after tax	63.76	298.25	352.94	808.66	711.68	

The carrying amount of assets and liabilities attributable to the said operations included in the financial statements are as follows:

Particulars	(Rs. In lakhs)	
	As at Year End	
	31.12.2014	31.12.2013
Total assets	3,959.20	3,125.33
Total liabilities	1,922.43	1,447.46
Net assets	2,036.77	3,677.87

- The Board of Directors at its meeting held on July 07, 2014 had approved the offer of buy-back from Computaria International Limited (a wholly owned subsidiary) of 13,600 shares held by the Company in the said subsidiary at the rate of GBP 111.38 per share amounting to GBP 1.50 million. The aforesaid buy-back proceeds were received by the Company on September 17, 2014. Even after this buy back, Computaria International Limited continues to remain wholly owned subsidiary of the Company. The profit on the buy-back amounting to Rs. 777.99 lakhs is included in 'Exceptional Items' in the financial results for the quarter ended September 30, 2014.
- During the quarter ended December 31, 2014, the Company has received Rs. 554.84 lakhs as dividend from R Systems Europe B.V., its wholly owned subsidiary in Netherlands. This dividend income is included in 'Other Income'.
- On November 27, 2014, the Company has 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, to Customer Contact Management Group B.V. ("CCMG") a Europe based company by executing the Share Sale Agreement along with other necessary documents for a sale consideration of Euros 4.70 million (Rs. 3,574.99 lakhs). Out of the sale consideration, Euro 0.85 million (Rs. 266.28 lakhs) has been placed in an escrow account in the Netherlands pursuant to the provision of the Share Sale Agreement. The profit on transfer amounting to Rs. 1,761.58 lakhs and Rs. 645.29 lakhs for R Systems Europe B.V., Netherlands and R Systems S.A.S., France respectively are disclosed as 'Exceptional Items' in the current quarter in the financial results.
Also, during the quarter ended September 30, 2014 the Company had reversed the provision considered in earlier period towards diminution in the value of investment amounting to Rs. 420.52 lakhs and Rs. 325.93 lakhs for R Systems Europe B.V., Netherlands and R Systems S.A.S., France respectively. These reversals are included in 'Exceptional Items' in the financial results.
- The Board of Directors of the Company at its meeting held on December 20, 2014 has approved the buy-back of the Company's fully paid-up equity shares of face value of Re. 1/- each from its existing shareholders, other than those who are promoters, members of the promoter group and persons acting in concert, from the open market through stock exchange(s) for a total consideration not exceeding Rs. 600 lakhs and at a price not exceeding Rs. 100/- per share, payable in cash. Pursuant to above buy back offer, the Company has deposited an amount aggregating to Rs. 150 lakhs, being 25% of the maximum buy-back size as approved in the meeting, in an escrow account with a bank. This offer for buy back has opened on January 06, 2015 subsequent to the financial year ended December 31, 2014.
- Pursuant to the approval of the shareholders accorded by passing necessary resolution through Postal Ballot on January 14, 2014, each equity share of face value of Re. 10/- each of the Company was sub-divided into ten equity shares of face value of Re. 1/- each fully paid up. The sub-division was given effect as per record date fixed by the Board of Directors i.e. February 26, 2014. Accordingly, the number of equity shares in Part II of the accompanying statement (including the previous period comparative numbers) has been stated based on face value of Re. 1/- each. Further, for the purpose of computing Earnings Per Share, the effect of sub-division has been considered in accordance with the requirements of Accounting Standard - 20 'Earnings Per Share' in all comparable periods.
- During the year ended December 31, 2014, the Company has issued 804,000 equity shares of Re. 1/- each, of which 91,400 equity shares have been issued during the current quarter, pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
- MAT Credit during the year ended December 31, 2013 pertains to prior periods.
- Figures for the quarter ended December 31, 2014 and December 31, 2013 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 relevant financial year.
- Refer Annexure A for the standalone statement of assets & liabilities.
- Refer Annexure B for segment wise standalone revenue, results and capital employed.
- Previous periods' / 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)

Place : NOIDA

Date : February 07, 2015

S.R. Battiboi & Associates LLP, Gurgaon

For Identification

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

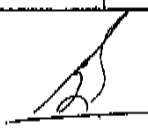
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Annexure A

R SYSTEMS INTERNATIONAL LIMITED
Standalone Statement of Assets & Liabilities

(Rs. In lakhs)


Particulars		As at Year End 31.12.2014	As at Year End 31.12.2013
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	1,207.20	1,259.16
	(b) Reserves and surplus	16,241.02	17,546.23
	Sub total - Shareholders' fund	17,508.22	18,805.39
2	Non-current liabilities		
	(a) Long-term borrowings	62.85	44.03
	(b) Other long-term liabilities	47.24	38.27
	(c) Long-term provisions	952.16	734.38
	Sub total - Non-current liabilities	1,062.25	816.68
3	Current liabilities		
	(a) Trade payables	2,390.95	1,653.54
	(b) Other current liabilities	5,367.30	1,132.70
	(c) Short-term provisions	3,040.01	3,103.97
	Sub total - Current liabilities	10,798.26	5,890.21
	TOTAL - EQUITY AND LIABILITIES	29,368.73	25,512.28
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	3,547.26	3,460.66
	(b) Non-current investments	7,229.25	7,936.08
	(c) Deferred tax assets (net)	382.99	513.79
	(d) Long-term loans and advances	577.65	686.09
	(e) Other non-current assets	508.40	797.10
	Sub total - Non-current assets	12,245.55	13,393.74
2	Current assets		
	(a) Current investments	180.00	100.00
	(b) Trade receivables	6,263.70	5,795.26
	(c) Cash and cash equivalents	9,414.28	4,415.58
	(d) Short-term loans and advances	665.78	678.64
	(e) Other current assets	579.42	1,129.06
	Sub total - Current assets	17,123.18	12,118.54
	TOTAL - ASSETS	29,368.73	25,512.28


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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

Annexure B

Segment Wise Standalone Revenue, Results and Capital Employed

(Rs. In lakhs)

S.No.	Particulars	Three Months Ended			Year Ended	
		31.12.2014	30.09.2014	31.12.2013	31.12.2014	31.12.2013
		(Audited) Refer Note 12	(Audited)	(Audited) Refer Note 12	(Audited)	(Audited)
1	Segment revenue					
	- Information technology services and products	6,236.86	6,754.59	6,442.89	25,383.36	23,564.01
	- Business process outsourcing services	1,067.49	1,026.06	925.91	3,724.75	3,418.33
	Income from operations	7,304.35	7,780.67	7,368.80	29,108.13	26,980.34
2	Segment results before tax and interest					
	- Information technology services and products	801.77	1,670.64	2,010.35	5,117.86	4,903.89
	- Business process outsourcing services	289.00	239.10	267.07	682.40	629.94
	Total	1,070.77	1,909.74	2,277.42	5,780.06	5,533.83
	(i) Interest expense	(2.30)	(1.85)	(1.94)	(7.64)	(6.81)
	(ii) Interest Income	123.91	74.78	95.67	399.62	365.05
	(iii) Dividend Income (refer note 6)	554.84	-	-	554.84	-
	(iv) Other unallocable income	-	-	-	10.05	-
	(v) Exceptional Items (refer note 5 and 7)	2,408.88	1,524.44	-	3,931.31	-
	(vi) Other unallocable expenses	(120.33)	(146.04)	(137.66)	(559.03)	(497.20)
	Profit before tax	4,033.77	3,361.07	2,233.49	10,109.01	8,414.87
3	Capital employed *					
	- Information technology services and products	6,156.25	7,132.21	7,808.36	6,156.25	7,808.36
	- Business process outsourcing services	(389.16)	(659.47)	(1,052.53)	(389.16)	(1,052.53)
	- Unallocated corporate	11,741.13	13,296.76	12,049.56	11,741.13	12,049.56
	Total capital employed	17,508.22	19,769.50	18,805.39	17,508.22	18,805.39

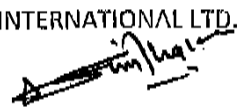
* As at December 31, 2014, the Company has re-classified the Investments aggregating to Rs 7,095.10 lakhs from information technology services and products and Rs 134.15 lakhs from business process outsourcing services to unallocated corporate and previous comparative numbers have been reclassified accordingly.

S.R. Batilbol & Associates LLP, Gurgaon

For Identification

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For R SYSTEMS INTERNATIONAL LTD.


 Company Secretary

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

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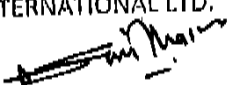
**Auditor's Report on Quarterly Financial Results and Year to Date Results of the
R Systems International Limited pursuant to the Clause 41 of the Listing Agreement**

To
**Board of Directors of
R Systems International Limited,**

1. We have audited the quarterly financial results of R Systems International Limited for the quarter ended December 31, 2014 and the year-to-date results for the period January 01, 2014 to December 31, 2014, attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. The quarterly financial results are the derived figures between the audited figures in respect of the year ended December 31, 2014 and the published year-to-date figures up to September 30, 2014, being the date of the end of third quarter of the current financial year, which were audited by us. The financial results for the quarter ended December 31, 2014 have been prepared on the basis of the financial results for the nine-month period ended September 30, 2014, the audited annual financial statements as at and for the year ended December 31, 2014, and the relevant requirements of clause 41 of the Listing Agreement and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these financial results based on our audit of the financial results for the nine-months period ended September 30, 2014, which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, specified under the Companies Act, 1956 (which are deemed to be applicable as per section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and read with General Circular 08/2014 dated 4 April 2014, issued by the Ministry of Corporate Affairs, and other accounting principles generally accepted in India; our audit of the annual financial statements as at and for the year ended December 31, 2014; and the relevant requirements of Clause 41 of the Listing Agreement.
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 as well as the year to date results:
 - i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
 - ii. give a true and fair view of the net profit and other financial information for the quarter ended December 31, 2014 as well as the year to date results for the period from January 01, 2014 to December 31, 2014.

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For R SYSTEMS INTERNATIONAL LTD.


 Company Secretary

S.R. Batliboi & Associates LLP, a Limited Liability Partnership with LLP Identity No. AAB-4295
 Regd. Office: 22, Camac Street, Block 'C', 3rd Floor, Kolkata 700 016



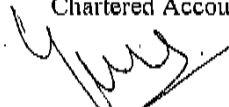
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S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

4. Further, read with paragraph 1 above, we report that the figure for the quarter ended December 21, 2014 represent the derived figures between the audited figures in respect of the financial year ended December 31, 2014 and the published year-to-date figures up to September 30, 2014, being the date of the end of the third quarter of the current financial year, as required under Clause 41(1)(d) of the Listing Agreement.
5. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For S.R. BATLIBOI & Associates LLP
 ICAI Firm registration number: 101049W
 Chartered Accountants



per ~~Yogender Seth~~
 Partner
 Membership No.: 94524

Place Mumbai
 Date: Feb 11, 2014

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For R SYSTEMS INTERNATIONAL LTD,


 Company Secretary

R SYSTEMS INTERNATIONAL LIMITED

CIN : L74899DL1993PLC053678

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

Statement of Consolidated Audited Results for the Year Ended December 31, 2014

PART I	S.No.	Particulars (Refer notes)	(Rs. in lakhs, except per share data)				
			Three Months Ended			Year Ended	
			31.12.2014 (Audited) Refer note 11	30.09.2014 (Unaudited)	31.12.2013 (Audited) Refer note 11	31.12.2014 (Audited)	31.12.2013 (Audited)
1	Income from operations						
(a)	Income from operations	16,304.82	16,851.47	16,556.09	64,849.59	59,605.42	
(b)	Other operating income	47.48	94.27	9.59	467.05	66.03	
	Total income from operations	16,352.30	16,945.74	16,564.68	65,316.64	59,671.45	
2	Expenses						
(a)	Employee benefits expense	9,763.47	9,946.75	9,427.49	39,362.21	35,738.67	
(b)	Depreciation and amortisation expense	296.11	284.85	281.74	1,124.53	1,017.07	
(c)	Traveling and conveyance	926.88	960.99	811.43	3,477.64	3,458.44	
(d)	Communication costs	211.15	223.12	211.45	874.69	835.66	
(e)	Legal and professional expenses (including subcontract expenses)	1,866.65	1,977.39	1,744.81	7,227.17	5,992.97	
(f)	Provision for doubtful debts and advances (net)	-	-	8.75	-	334.50	
(g)	Other expenses	1,269.11	1,156.20	1,196.47	4,870.57	6,451.21	
	Total expenses	14,365.67	14,461.27	13,664.24	58,626.80	52,818.52	
3	Profit from operations before other income, finance costs and exceptional items (1-2)	1,986.73	2,484.47	2,880.44	8,409.84	6,853.93	
4	Other income	126.30	77.34	101.08	420.21	403.46	
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	2,122.03	2,571.81	2,981.52	8,830.05	7,257.39	
6	Finance costs	22.96	26.69	22.22	99.10	74.84	
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	2,099.07	2,545.13	2,959.30	8,740.95	7,182.55	
8	Exceptional items (refer note 8 and 9)	2,240.25	260.85	-	2,501.10	-	
9	Profit from ordinary activities before tax (7+8)	4,339.32	2,805.98	2,959.30	11,242.05	7,182.55	
10	Tax expense						
	Current tax	1,154.82	980.08	760.17	3,262.89	2,048.20	
	MAT credit (refer note 10)	-	-	-	-	(123.21)	
	Deferred tax charge / (credit)	21.16	(5.10)	22.04	175.78	(12.31)	
	Total tax expense	1,176.98	984.98	782.21	3,428.67	1,912.66	
11	Net profit from ordinary activities after tax (9-10)	3,163.34	1,821.00	2,177.09	7,813.38	5,269.87	
12	Extraordinary items (net of tax expense)	-	-	-	-	-	
13	Net profit for the period / year (11-12)	3,163.34	1,821.00	2,177.09	7,813.38	5,269.87	
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)	3,163.34	1,821.00	2,177.09	7,813.38	5,269.87	
17	Paid - up equity share capital (Face value Re. 1/- each) (refer note 8 and 9)	1,267.20	1,266.26	1,266.16	1,267.20	1,269.16	
18	Reserves excluding Revaluation Reserves as at December 31, 2014 and December 31, 2013	-	-	-	20,043.32	21,918.91	
19.I	Earnings per share before extraordinary items and after considering sub-division (Face value of Re. 1/- each) (not annualised) (refer note 8)						
(a)	Basic	2.48	1.43	1.72	6.14	4.18	
(b)	Diluted	2.48	1.43	1.72	6.14	4.18	
19.II	Earnings per share after extraordinary items and considering sub-division (Face value of Re. 1/- each) (not annualised) (refer note 8)						
(a)	Basic	2.48	1.43	1.72	6.14	4.18	
(b)	Diluted	2.48	1.43	1.72	6.14	4.18	

See accompanying notes to the financial results.

PART II						
A	PARTICULARS OF SHAREHOLDING (refer note 8)					
1	Public Shareholding					
	- Number of shares (Face value Re. 1/- each)	62,999,174	62,938,383	62,237,620	62,999,174	62,237,620
	- Percentage of shareholding	49.43	49.41	49.14	49.43	49.14
2	Promoters and Promoter Group Shareholding					
(a)	Pledged / encumbered					
	- Number of shares (Face value Re. 1/- each)	Nil	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	Nil	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total share capital of the Company)	Nil	Nil	Nil	Nil	Nil
(b)	Non-encumbered					
	- Number of shares (Face value Re. 1/- each)	64,460,406	64,426,797	64,416,960	64,460,406	64,416,960
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	100.00	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the Company)	50.57	50.59	50.86	50.57	50.86

B	Particulars	Three Months Ended
		31.12.2014
	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	8
	Disposed off during the quarter	8
	Remaining unresolved at the end of the quarter	Nil

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For R SYSTEMS INTERNATIONAL LTD.

Company Secretary

S.R. Batlibol & Associates LLP, Gurgaon

For Identification

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Notes:

- 1 The results for the quarter and year ended December 31, 2014 were reviewed by the Audit Committee and have been approved by the Board of Directors at its meeting held on February 07, 2015.
- 2 The Board of Directors at its meeting held on February 07, 2015 has recommended a final dividend of Rs. 0.95/- per equity share of face value of Rs. 1/- each. This is in addition to four interim dividends aggregating to Rs. 4.90 per equity share of face value of Rs. 1/- each declared during the year ended December 31, 2014. The shareholder's assent for final and interim dividends will be taken in forthcoming Annual General Meeting.
- 3 An audit has been completed by the Statutory Auditors for the year ended December 31, 2014 and December 31, 2013. There is no qualification in the Auditors' Report on these financial results.
- 4 On July 11, 2014, the Company incorporated a wholly owned subsidiary in India, namely, R Systems Products & Technologies Limited ("RSPTL"). The shareholders of the Company by passing special resolution through postal ballot on September 23, 2014 have accorded necessary approval for transfer of Indus IT Product and Service business operated out of Pune and Chennai centres to RSPTL to pursue opportunities for its further sale or disinvestment. The said transfer will be on a going concern basis by way of slump sale, for consideration of Rs. 7,839.00 lakhs to be discharged by RSPTL through issuance of equity / debenture / loan and / or any other securities, on the terms and conditions as may be agreed by the Board of Directors of the Company and RSPTL. Further, the aforesaid transfer to the subsidiary will not affect the consolidated financial results of the Company.
- 5 The Board of Directors at its meeting held on July 07, 2014 had approved the offer of buy-back from Computaris International Limited (a wholly owned subsidiary) of 13,500 shares held by the Company in the said subsidiary at the rate of GBP 111.38 per share amounting to GBP 1.50 million. The aforesaid buy-back proceeds were received by the Company on September 17, 2014. Even after this buy back, Computaris International Limited continues to remain wholly owned subsidiary of the Company. On account of this buy-back, the Company has released proportionate currency translation reserve amounting to Rs. 260.85 lakhs to the foreign exchange fluctuation which is disclosed as 'Exceptional Items' in the financial results for the quarter ended September 30, 2014.
- 6 On November 27, 2014, the Company has 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, to Customer Contact Management Group B.V. ("CCMG") a Europe based company by executing the Share Sale Agreement along with other necessary documents for a sale consideration of Euros 4.70 million (Rs. 3,574.69 lakhs). Out of the sale consideration, Euro 0.35 million (Rs. 266.28 lakhs) has been placed in an escrow account in the Netherlands pursuant to the provision of the Share Sale Agreement. The profit on aforesaid transfer of subsidiaries amounting to Rs. 2,240.25 lakhs is disclosed as 'Exceptional Items' in the current quarter in the financial results.
- 7 The Board of Directors of the Company at its meeting held on December 20, 2014 has approved the buy-back of the Company's fully paid-up equity shares of face value of Rs. 1/- each from its existing shareholders, other than those who are promoters, members of the promoter group and persons acting in concert, from the open market through stock exchange(s) for a total consideration not exceeding Rs. 600 lakhs and at a price not exceeding Rs. 100/- per share, payable in cash. Pursuant to above buy back offer, the Company has deposited an amount aggregating to Rs. 150 lakhs, being 25% of the maximum buy-back size as approved in the meeting, in an escrow account with a bank. This offer for buy back has opened on January 06, 2015 subsequent to the financial year ended December 31, 2014.
- 8 Pursuant to the approval of the shareholders accorded by passing necessary resolution through Postal Ballot on January 14, 2014, each equity share of face value of Rs. 10/- each of the Company was sub-divided into ten equity shares of face value of Rs. 1/- each fully paid up. The sub-division was given effect as per record date fixed by the Board of Directors i.e. February 28, 2014. Accordingly, the number of equity shares in Part II of the accompanying statement (including the previous period comparative numbers) has been stated based on face value of Rs. 1/- each. Further, for the purpose of computing Earnings Per Share, the effect of sub-division has been considered in accordance with the requirements of Accounting Standard - 20 "Earnings Per Share" in all comparable periods.
- 9 During the year ended December 31, 2014, the Company has issued 804,000 equity shares of Rs. 1/- each, of which 91,400 equity shares have been issued during the current quarter, pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.
- 10 MAT Credit during the year ended December 31, 2013 pertains to prior periods.
- 11 Figures for the quarter ended December 31, 2014 and December 31, 2013 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 relevant financial year.
- 12 Refer Annexure A for the consolidated statement of assets and liabilities.
- 13 Refer Annexure B for segment wise consolidated revenue, results and capital employed.
- 14 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 : February 07, 2015

For and on behalf of the Board

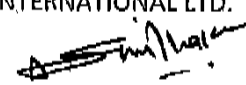

Lt. Gen. Baldev Singh (Retd.)
[President & Senior Executive Director]

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S.R. Batliboi & Associates LLP, Gurgaon

For R SYSTEMS INTERNATIONAL LTD.

For Identification


Company Secretary

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R SYSTEMS INTERNATIONAL LIMITED
Consolidated Statement of Assets and Liabilities

Annexure A

(Rs. in lakhs)

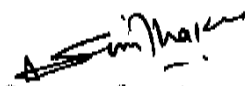
Particulars		As at Year End 31.12.2014	As at Year End 31.12.2013
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	1,267.20	1,259.18
	(b) Reserves and surplus	20,043.32	21,916.91
	Sub total - Shareholders' fund	21,310.52	23,176.07
2	Minority Interest		
3	Non-current liabilities		
	(a) Long-term borrowings	62.85	86.07
	(b) Deferred tax liabilities (net)	6.82	
	(c) Other long-term liabilities	49.95	43.79
	(d) Long-term provisions	952.16	734.38
	Sub total - Non-current liabilities	1,071.58	866.24
4	Current liabilities		
	(a) Trade payables	5,088.88	5,271.18
	(b) Other current liabilities	5,902.48	1,774.55
	(c) Short-term provisions	3,927.31	3,631.60
	Sub total - Current liabilities	14,918.67	10,677.23
	TOTAL - EQUITY AND LIABILITIES	37,300.77	34,719.54
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	4,158.15	4,828.98
	(b) Goodwill on consolidation	2,802.04	2,911.11
	(c) Non-current investments	0.25	0.25
	(d) Deferred tax assets (net)	362.98	553.49
	(e) Long-term loans and advances	688.41	843.61
	(f) Other non-current assets	565.72	962.33
	Sub total - Non-current assets	8,617.55	9,900.97
2	Current assets		
	(a) Current investments	180.00	100.00
	(b) Trade receivables	12,607.65	10,409.34
	(c) Cash and cash equivalents	13,638.35	10,145.36
	(d) Short-term loans and advances	1,165.75	1,501.63
	(e) Other current assets	1,171.47	2,662.35
	Sub total - Current assets	28,683.22	24,818.57
	TOTAL - ASSETS	37,300.77	34,719.54

S.R. Batlibol & Associates LL.P, Gurgaon

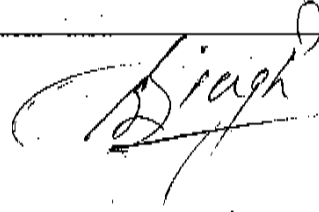
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For R SYSTEMS INTERNATIONAL LTD.


Company Secretary

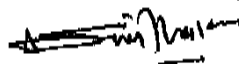
R SYSTEMS INTERNATIONAL LIMITED						Annexure B
Segment Wise Consolidated Revenue, Results and Capital Employed						(Rs. In lakhs)
S.No.	Particulars	Three Months Ended			Year Ended	
		31.12.2014	30.09.2014	31.12.2013	31.12.2014	31.12.2013
		(Audited) Refer note 11	(Unaudited)	(Audited) Refer note 11	(Audited)	(Audited)
1	Segment revenue					
	- Information technology services and products	13,530.94	13,720.63	13,431.77	52,985.91	48,396.68
	- Business process outsourcing services	2,618.22	3,174.33	3,174.77	12,047.89	11,443.06
	Total	16,349.16	16,894.96	16,606.54	65,033.80	59,839.74
	Less: Elimination of Intersegment sales	44.34	43.49	51.45	184.21	234.32
	Income from operations	16,304.82	16,851.47	16,555.09	64,849.59	59,605.42
2	Segment results before tax and Interest					
	- Information technology services and products	1,701.08	2,193.77	2,591.27	7,820.70	6,218.88
	- Business process outsourcing services	474.49	458.55	492.76	1,435.08	1,239.25
	Total	2,175.57	2,649.32	3,084.03	9,055.78	7,458.11
	(i) Interest expense	(2.75)	(2.55)	(3.77)	(11.75)	(12.34)
	(ii) Interest Income	125.30	77.34	101.08	410.16	403.46
	(iii) Other unallocable income	-	-	-	10.05	-
	(iv) Exceptional Items (refer note 5 and 6)	2,240.25	260.85	-	2,501.10	-
	(v) Other unallocable expenses	(198.05)	(178.98)	(222.04)	(723.29)	(666.68)
	Profit before tax	4,339.32	2,805.98	2,959.30	11,242.05	7,162.55
3	Capital employed *					
	- Information technology services and products	12,387.58	13,739.17	13,972.33	12,387.58	13,972.33
	- Business process outsourcing services	1,916.88	1,677.26	751.90	1,916.88	751.90
	- Unallocated corporate	7,006.08	8,413.38	8,461.84	7,006.08	8,461.84
	Total capital employed	21,310.52	23,729.81	23,178.07	21,310.52	23,178.07
<p>*As at December 31, 2014, the Company has re-classified the goodwill on consolidation and business acquisition aggregating to Rs 2,927.60 lakhs from information technology services and products to unallocated corporate and previous comparative numbers have been reclassified accordingly.</p>						



S.R. Batliboi & Associates LLP, Gurgaon

For Identification

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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

**Auditor's Report on Quarterly Consolidated Financial Results and Year to Date Consolidated
Financial Results of the Company Pursuant to the Clause 41 of the Listing Agreement**

To,
Board of Directors
R Systems International Limited

1. We have audited the quarterly consolidated financial results of R Systems International Limited for the quarter ended December 31, 2014 and the consolidated financial results for the year ended December 31, 2014, attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. The quarterly consolidated financial results are the derived figures between the audited figures in respect of the year ended December 31, 2014 and the published year-to-date figures up to September 30, 2014, being the date of the end of third quarter of the current financial year, which were subject to limited review. The consolidated financial results for the quarter ended December 31, 2014 have been prepared on the basis of the consolidated financial results for the nine-month period ended September 30, 2014, the audited annual consolidated financial statements as at and for the year ended December 31, 2014, and the relevant requirements of clause 41 of the Listing Agreement and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these consolidated financial results based on our review of the consolidated financial results for the nine-month period ended September 30, 2014, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, specified under the Companies Act, 1956 (which are deemed to be applicable as per section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and read with General Circular 08/2014, issued by the Ministry of Corporate Affairs, and other accounting principles generally accepted in India; our audit of the annual consolidated financial statements as at and for the year ended December 31, 2014; and the relevant requirements of Clause 41 of the Listing Agreement.
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 misstatements. 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. We did not audit the financial statements of twenty subsidiaries included in the consolidated quarterly financial results and consolidated financial results for the year, whose consolidated financial statements reflect total assets of Rs 12,737.39 lakhs as at quarter and year ended December 31, 2014; as well as the total revenue of Rs 9273.07lakhs for the quarter ended December 31, 2014 and Rs. 36858.10 lakhs for the year ended December 31, 2014. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the quarterly financial results and for the year results, to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

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For R SYSTEMS INTERNATIONAL LTD.

[Signature]
Company Secretary

S.R. Batliboi & Associates LLP, a Limited Liability Partnership with LLP Identity No. AAD-4295
Regd. Office : 22, Camac Street, Block 'C', 3rd Floor, Kolkata-700 016



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S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

4. In our opinion and to the best of our information and according to the explanations given to us these consolidated quarterly financial results as well as the consolidated year to date results:

(i) Include the quarterly financial results and year-to-date of the following entities:

- a) R Systems, Inc,
- b) Indus Software, Inc,
- c) R Systems Solutions, Inc,
- d) R. Systems Europe B.V, #.
- e) R Systems SAS, France, #
- f) Systemes R. International Ltee, Canada,
- g) R Systems (Singapore) Pte Limited,
- h) ECnet Limited, Singapore,
- i) ECnet (M) Sdn Bhd,
- j) ECnet Inc,
- k) ECnet (Hong Kong) Limited,
- l) ECnet Systems (Thailand) Co. Limited,
- m) ECnet Kabushiki Kaisha,
- n) ECnet (Shanghai) Co. Limited,
- o) Computaris International Limited,
- p) Computaris Polska sp z.o.o,
- q) ICS Computaris International SRL,
- r) Computaris Romania SRL,
- s) Computaris Malaysia Sdn. Bhd,
- t) Computaris USA, Inc,
- u) R Systems Product & Technologies Limited, India ##

sold on November 27, 2014

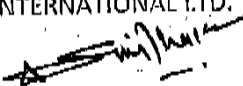
Incorporated on July 11, 2014

- (ii) have been presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (iii) give a true and fair view of the consolidated net profit and other financial information for the quarter ended December 31, 2014 and for the year ended December 31, 2014.

5. Further, read with paragraph 1 above, we report that the figures for the quarter ended December 31, 2014 represent the derived figures between the audited figures in respect of the financial year ended December, 2014 and the published year-to-date figures up to September 30, 2014, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Clause 41(i)(d) of the Listing Agreement.

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For R SYSTEMS INTERNATIONAL LTD.


 Company Secretary


S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- 6. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For S.R. BATLIBOI & ASSOCIATES LLP
 ICAI Firm registration number: 101049W
 Chartered Accountants



per Yogender Seth
 Partner
 Membership No.: 94524

Place: Noida
 Date: February 7, 2015

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For R SYSTEMS INTERNATIONAL LTD.



Company Secretary