



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India – 201 307

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Nehru Place, New Delhi- 110019

REF: SECT/02/2023/04

February 13, 2023

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 NSE Symbol – RSYSTEMS	BSE Limited P. J. Towers, Dalal Street, Mumbai - 400001 BSE Scrip Code – 532735
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Dear Sir,

SUB: OUTCOME UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE BOARD MEETING HELD ON FEBRUARY 13, 2023

We wish to inform you as required in terms of Regulation 30, 33 and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the Board of Directors of R Systems International Limited (“Company”) at its meeting held on February 13, 2023, commenced at 11:45 A.M. and concluded at 01:15 P.M. has inter-alia transacted the following businesses:

1. Approved the audited financial results (standalone and consolidated) of the Company for the quarter and financial year ended December 31, 2022.
2. Approved the Director’s Report of the Company along with annexures thereto for the financial year ended December 31, 2022.

In this regards, please find attached herewith the following:

1. Audited financial results (Standalone and Consolidated) for the financial year ended December 31, 2022 in the format prescribed under Regulation 33 of the Listing Regulations along with the report of the auditors thereon.
2. Duly signed Declaration in respect of Audit Reports with unmodified opinion on Audited Financial Results (Standalone and Consolidated) for the financial year ended on December 31, 2022 as required under Regulation 33 of the Listing Regulations.
3. Copy of the press release, issued for the declaration of the financial results for the quarter and financial year ended December 31, 2022.
4. Extract of the financial results which will be published in the newspapers as per the applicable provisions of the Listing Regulations.

This is for your information and record.

Thanking you.
Yours faithfully,

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)

R SYSTEMS INTERNATIONAL LIMITED

CIN : L74899DL1993PLC053579

Registered Office : GF-1-A, 6, Devika Tower, Nehru Place, New Delhi- 110019

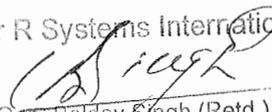
Tel : +91 120 4303500; Website : www.rsystems.com; Email : rsil@rsystems.com

Statement of Consolidated Audited Financial Results for the Year Ended December 31, 2022

S.No.	Particulars	(Rs. in million, except per share data)				
		Three months ended			Year ended	
		31.12.2022 (Unaudited) refer to Note 6	30.09.2022 (Unaudited)	31.12.2021 (Unaudited) refer to Note 6	31.12.2022 (Audited)	31.12.2021 (Audited)
1	Income					
(a)	Revenue from operations	3,995.05	3,982.39	3,286.46	15,158.31	11,556.39
(b)	Other income (refer to Note 3)	21.17	12.63	51.01	102.89	418.96
	Total income	4,016.22	3,995.02	3,337.47	15,261.20	11,975.35
2	Expenses					
(a)	Employee benefits expense	2,682.98	2,622.57	2,169.04	10,194.05	7,798.25
(b)	Finance costs	16.04	11.48	13.69	48.98	49.12
(c)	Depreciation and amortisation expense	97.89	87.21	79.61	349.78	276.93
(d)	Other expenses	739.37	819.14	666.89	2,966.82	2,150.33
	Total expenses	3,536.28	3,540.40	2,929.23	13,559.63	10,274.63
3	Profit before tax	479.94	454.62	408.24	1,701.57	1,700.72
4	Tax expense					
(a)	Current tax	108.88	97.86	99.76	387.19	327.63
(b)	Deferred tax credit	(42.75)	(11.14)	(19.45)	(82.43)	(41.27)
	Total tax expense	66.13	86.72	80.31	304.76	286.36
5	Net profit for the period / year	413.81	367.90	327.93	1,396.81	1,414.36
6	Other comprehensive income / (loss)					
	<i>Items that will not be reclassified to profit or loss</i>					
(a)	Re-measurements of the defined benefit plans	(6.65)	3.22	(1.84)	6.72	1.31
(b)	Deferred tax relating to re-measurements of the defined benefit plans	2.32	(1.12)	0.64	(2.35)	(0.42)
	<i>Items that will be reclassified to profit or loss</i>					
(a)	Foreign currency translation reserve	146.27	5.33	(1.16)	219.52	(33.08)
	Total Other comprehensive income / (loss)	141.94	7.43	(2.36)	223.89	(32.19)
7	Total comprehensive income for the period / year (5+6)	555.75	375.33	325.57	1,620.70	1,382.17
8	Profit attributable to					
	Equity shareholders of the company	413.81	367.90	327.93	1,396.81	1,414.36
	Non controlling interest	-	-	-	-	-
		413.81	367.90	327.93	1,396.81	1,414.36
9	Total comprehensive income attributable to					
	Equity shareholders of the company	555.75	375.33	325.57	1,620.70	1,382.17
	Non controlling interest	-	-	-	-	-
		555.75	375.33	325.57	1,620.70	1,382.17
10	Earnings per share (not annualised)					
	(Equity share of par value of Re. 1/- each)					
	Basic and diluted	3.50	3.11	2.77	11.81	11.85

See accompanying notes to the financial results

For R Systems International Limited


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

For Identification Only

Deloitte Haskins & Sells LLP

Notes:

- 1 The financial results for the quarter and year ended December 31, 2022 were reviewed by the Audit Committee and have been approved by the Board of Directors at their meeting held on February 13, 2023.
- 2 The Statutory Auditors have carried out audit for year ended December 31, 2022 and December 31, 2021 along with review for the quarter ended December 31, 2022, December 31, 2021, and September 30, 2022 (also refer to Note 6 below). The audit / review reports for the aforementioned results are not modified.
- 3 During the year ended December 31, 2020, the Company and its USA subsidiaries had obtained a forgivable loan of Rs. 224.04 million (USD 3.04 million) under Paycheck Protection Program (PPP) by Small Business Administration, United States of America ("SBA").

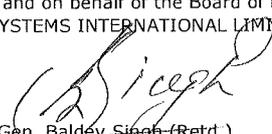
During the year ended December 31, 2021, the Company and its USA subsidiaries received the approval for forgiveness of the entire loan amount upon satisfaction of the underlying conditions. Consequently to the approval, the amount of forgivable loan was recognised as income and presented under the head "Other income".

- 4 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment received Presidential assent in September 2020 and was published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- 5 BCP Asia II Topco II Pte. Ltd. along with Blackstone Capital Partners Asia II L.P., private equity funds managed by Blackstone ("Blackstone") have signed definitive agreements ("Agreement") with the promoter and promoter group of R Systems International Limited ("R Systems") to purchase up to their entire stake i.e. 51.67% in R Systems on the terms and conditions set out in the Agreement including Blackstone to complete a conditional delisting cum open offer to acquire remaining stake from the public shareholders ("Transaction").

The Transaction is expected to be completed in the coming months, subject to necessary closing conditions and regulatory approvals.

- 6 Figures for the quarter ended December 31, 2022 and December 31, 2021 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 which were subjected to quarterly limited review by the Statutory Auditors.
- 7 The Consolidated Balance Sheet, Consolidated Statement of Cash Flows and Consolidated Segment Information are set out in Annexure A, Annexure B and Annexure C, respectively.

For and on behalf of the Board of Directors of
R SYSTEMS INTERNATIONAL LIMITED

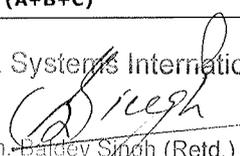

Lt. Gen. Baldev Singh (Retd.)
President & Senior Executive Director
DIN: 00006966

Place : NOIDA
Date : February 13, 2023



R SYSTEMS INTERNATIONAL LIMITED		Annexure A	
Consolidated Balance Sheet as at December 31, 2022		(Rs. in million)	
Particulars	As at	As at	
	December 31, 2022	December 31, 2021	
	(Audited)	(Audited)	
ASSETS			
A. Non-current assets			
(a) Property, plant and equipment	705.95	583.58	
(b) Capital work in progress	25.38	-	
(c) Investment property	17.43	18.90	
(d) Right-of-use assets	692.40	528.30	
(e) Goodwill	108.62	97.54	
(f) Other Intangible assets	31.39	39.19	
(g) Financial assets			
(i) Investments	0.03	0.03	
(ii) Other financial assets	65.57	88.64	
(h) Deferred tax assets (net)	219.87	174.08	
(i) Non-current tax assets (net)	53.46	22.59	
(j) Other non-current assets	108.91	12.78	
Total non-current assets (A)	2,029.01	1,565.63	
B. Current assets			
(a) Financial assets			
(i) Investments	138.65	132.25	
(ii) Trade receivables	2,570.88	1,779.76	
(iii) Cash and cash equivalents	2,062.30	2,043.68	
(iv) Bank balances other than cash and cash equivalents	242.90	235.99	
(v) Other financial assets	911.08	899.89	
(b) Other current assets	375.67	266.12	
Total current assets (B)	6,301.48	5,357.69	
Total assets (A+B)	8,330.49	6,923.32	
EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	118.31	118.31	
(b) Other equity	5,336.39	4,484.65	
(c) Non controlling interest	-	-	
Total equity (A)	5,454.70	4,602.96	
Liabilities			
B. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13.23	6.46	
(ii) Lease liabilities	666.11	480.83	
(iii) Other financial liabilities	8.76	3.45	
(b) Provisions	207.95	193.98	
Total non-current liabilities (B)	896.05	684.72	
C. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	7.21	4.15	
(ii) Lease liabilities	84.69	85.87	
(iii) Trade payables	-	-	
- total outstanding dues of micro enterprises and small enterprises	-	-	
- total outstanding dues of creditors other than micro enterprises and small enterprises	355.87	360.82	
(iv) Other financial liabilities	588.72	413.95	
(b) Other current liabilities	589.38	451.45	
(c) Provisions	303.70	253.95	
(d) Current tax liabilities (net)	50.17	65.45	
Total current liabilities (C)	1,979.74	1,635.64	
Total liabilities (B+C)	2,875.79	2,320.36	
Total equity and liabilities (A+B+C)	8,330.49	6,923.32	

For R Systems International Limited


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

For Identification Only

Deloitte Haskins & Sells LLP

Annexure B

R Systems International Limited
Consolidated Statement of Cash flows for the year ended December 31, 2022

(Rs. in million)

Particulars	Year ended	
	31.12.2022	31.12.2021
	(Audited)	(Audited)
A. Cash flows from operating activities		
Profit for the year	1,396.81	1,414.36
Adjustments for:		
Tax expense	304.76	286.36
Depreciation and amortisation expense	349.78	276.93
Provision / (Reversal) for doubtful debts (net)	50.84	(4.82)
Advance written off	1.03	-
Unrealised foreign exchange loss / (gain)	(22.40)	1.00
Unrealised loss / (gain) on derivative instruments	149.87	2.85
Interest income	(40.45)	(66.85)
Rental income from investment property	(6.72)	(6.72)
Net gain arising on financial assets measured at FVTPL	(6.40)	(4.23)
Loss / (Profit) on sale / disposal of property, plant and equipment (net)	(3.28)	2.18
Loss / (Profit) on cancellation of leases (net)	(0.20)	0.11
Forgiveness of PPP Loan (refer to Note 3)	-	(224.04)
Lease rent concession	(7.47)	(15.11)
Other fair value gain on contingent consideration	(25.79)	-
Interest expenses on fair value of contingent consideration	0.77	4.65
Interest expenses other	48.21	44.47
Operating profit before working capital changes	2,189.36	1,711.14
Movements in working capital :		
(Increase) / Decrease in trade receivables	(717.39)	(482.29)
(Increase) / Decrease in other assets	(344.96)	(321.22)
Increase / (Decrease) in provisions	62.18	50.92
Increase / (Decrease) in trade payables and other liabilities	169.55	193.91
Cash generated from operations	1,358.74	1,152.46
Direct taxes paid, net of refunds	(394.88)	(284.10)
Interest on income-tax refund	-	4.79
Net cash from operating activities (A)	963.86	873.15
B. Cash flows from / (used in) investing activities		
Purchase of property, plant and equipment	(348.36)	(278.96)
Purchase of intangible assets	(10.60)	(1.63)
Proceeds from sale of property, plant and equipment	5.91	3.01
Payment of contingent consideration to erstwhile shareholders of subsidiary	(27.46)	-
Amount paid for business acquisition in Thailand	-	(6.99)
Proceeds from / (Investment in) fixed deposits (net)	115.60	421.93
Interest received	44.48	67.81
Rental income from investment property	6.72	6.72
Net cash from / (used in) investing activities (B)	(213.71)	211.89
C. Cash flows used in financing activities		
Proceeds from borrowings	15.32	7.87
Repayment of borrowings	(5.49)	(5.37)
Proceeds from / (investment in) margin money deposits	14.84	(4.43)
Payment of lease liabilities	(118.54)	(107.01)
Interest paid	(1.16)	(2.77)
Interim dividend paid	(768.97)	(677.66)
Buy-Back of equity shares (including tax)	-	(369.80)
Net cash used in financing activities (C)	(864.00)	(1,159.17)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(113.85)	(74.13)
Add: Cash and cash equivalents at the beginning of the year	2,043.68	2,135.84
Add: Effect of exchange rate changes on cash and cash equivalents held in foreign currency	132.47	(18.03)
Cash and cash equivalents at the end of the year	2,062.30	2,043.68



For R Systems International Limited

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

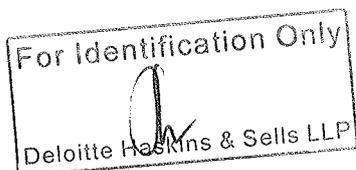
R SYSTEMS INTERNATIONAL LIMITED
Consolidated Segment Information

(Rs. in million)						
S.No.	Particulars	Three months ended			Year ended	
		31.12.2022	30.09.2022	31.12.2021	31.12.2022	31.12.2021
		(Unaudited) refer to Note 6	(Unaudited)	(Unaudited) refer to Note 6	(Audited)	(Audited)
1	Segment revenue					
	- Information technology services	3,617.56	3,688.36	3,059.91	13,997.18	10,753.43
	- Business process outsourcing services	391.74	307.59	232.88	1,208.29	827.97
	Total	4,009.30	3,995.95	3,292.79	15,205.47	11,581.40
	Less: Elimination of intersegment sales	14.25	13.56	6.33	47.16	25.01
	Revenue from operations	3,995.05	3,982.39	3,286.46	15,158.31	11,556.39
2	Segment results before tax, interest and exceptional items					
	- Information technology services	383.22	395.47	381.11	1,464.62	1,357.85
	- Business process outsourcing services	137.00	98.47	53.40	358.01	200.96
	Total	520.22	493.94	434.51	1,822.63	1,558.81
	(i) Finance costs	(16.04)	(11.48)	(13.69)	(48.98)	(49.12)
	(ii) Interest income	14.19	6.60	13.75	40.45	66.85
	(iii) Other unallocable income (refer to Note 3)	4.28	3.79	3.68	38.92	234.98
	(iv) Other unallocable expenses	(42.71)	(38.23)	(30.01)	(151.45)	(110.80)
	Profit before tax	479.94	454.62	408.24	1,701.57	1,700.72

Note: Assets and liabilities of the Company are used interchangeably between segments and the Chief Operating Decision Maker (CODM) does not review assets and liabilities at reportable segment level. Accordingly, segment disclosure relating to assets and liabilities has not been provided as per Ind AS 108.

For R Systems International Limited

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



INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL CONSOLIDATED FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF
R SYSTEMS INTERNATIONAL LIMITED

Opinion and Conclusion

We have (a) audited the Consolidated Financial Results for the year ended 31 December, 2022 and (b) reviewed the Consolidated Financial Results for the quarter ended 31 December, 2022 (refer 'Other Matters' section below), both included in the accompanying "Statement of Consolidated Financial Results for the Quarter and Year Ended 31 December, 2022 of **R Systems International Limited** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Consolidated Financial Results

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the audit reports of other auditors on separate financial statements of subsidiaries referred to in Other Matters section below, the Consolidated Financial Results for the year ended 31 December, 2022:

- (i) includes the results of the entities listed in Annexure A;
- (ii) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- (iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and consolidated total comprehensive income and other financial information of the Group for the year ended 31 December, 2022.



(b) Conclusion on Unaudited Consolidated Financial Results for the quarter ended 31 December, 2022

With respect to the Consolidated Financial Results for the quarter ended 31 December, 2022, based on our review conducted and procedures performed as stated in paragraph (b) of Auditor's Responsibilities section below and based on the consideration of the audit reports of the other auditors referred to in Other Matters section below, nothing has come to our attention that causes us to believe that the Consolidated Financial Results for the quarter ended 31 December, 2022, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

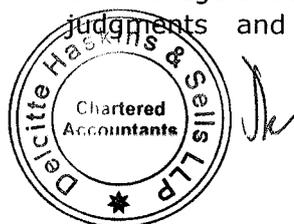
Basis for Opinion on the Audited Consolidated Financial Results for the year ended 31 December, 2022

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results for the year ended 31 December, 2022 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibilities for the Statement

This Statement, which includes the Consolidated Financial Results is the responsibility of the Parent's Board of Directors and has been approved by them for the issuance. The Consolidated Financial Results for the year ended 31 December, 2022, has been compiled from the related audited consolidated financial statements. This responsibility includes the preparation and presentation of the Consolidated Financial Results for the quarter and year ended 31 December, 2022 that give a true and fair view of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design,



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implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of this Consolidated Financial Results by the Directors of the Parent, as aforesaid. In preparing the Consolidated Financial Results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities

(a) Audit of the Consolidated Financial Results for the year ended 31 December, 2022

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results for the year ended 31 December, 2022 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Consolidated Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention



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in our auditor's report to the related disclosures in the Consolidated Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the Financial Results of the entities within the Group to express an opinion on the Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Consolidated Financial Results of which we are the independent auditors. For the other entities included in the Consolidated Financial Results, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Results.

We communicate with those charged with governance of the Parent and such other entities included in the Consolidated Financial Results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Consolidated Financial Results for the quarter ended 31 December, 2022

We conducted our review of the Consolidated Financial Results for the quarter ended 31 December, 2022 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 ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to



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obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

The Statement includes the results of the entities as listed under paragraph (a)(i) of Opinion and Conclusion section above.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

Other Matters

- The Statement includes the results for the Quarter ended 31 December, 2022 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our report is not modified in respect of this matter.
- We did not audit the financial statements of 23 subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs. 2,551.86 million as at 31 December, 2022, total revenues of Rs. 4,655.63 million for the year ended 31 December, 2022, total net profit after tax of Rs. 238.40 million the year ended 31 December, 2022, total comprehensive income of Rs. 242.10 million for the year ended 31 December, 2022 and net cash inflows of Rs. 20.04 million for the year ended 31 December, 2022, as considered in the Statement. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated under Auditor's Responsibilities section above.

Our report on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm's Registration Number: 117366W/W-100018)



Jitendra Agarwal

Partner

Membership Number: 87104

UDIN: 23087104BhYKvP2193

Place: Noida

Date: 13 February, 2023

Annexure A

List of entities consolidated

1. R Systems International Limited (the Parent)
2. R Systems, Inc. ("RSI") (wholly owned subsidiary of the Parent)
3. R Systems Technologies Limited (wholly owned subsidiary of the Parent)
4. RSYS Technologies Ltd. (wholly owned subsidiary of the Parent)
5. R Systems Computaris International Limited ("RCIL") (wholly owned subsidiary of the Parent) and results of its subsidiaries :
 - i. R Systems Computaris S.R.L. (wholly owned subsidiary of RCIL)
 - ii. R Systems Computaris Sdn. Bhd. (wholly owned subsidiary of RCIL)
 - iii. R Systems Computaris Poland Sp. Z O.O. (wholly owned subsidiary of RCIL)
 - iv. R Systems Computaris Europe S.R.L. (wholly owned subsidiary of RCIL)
 - v. R Systems Computaris Philippines Pte. Ltd. Inc. (wholly owned subsidiary of RCIL)
 - vi. R Systems Computaris Suisse Sàrl (wholly owned subsidiary of RCIL)
6. R Systems (Singapore) Pte Limited ("RSS") (wholly owned subsidiary of the Parent) and results of its subsidiaries :
 - i. R Systems IBIZCS Pte. Ltd. ("IBIZCS") (wholly owned subsidiary of RSS) and results of its subsidiaries :
 - a. IBIZ Consulting Services Pte Ltd (wholly owned subsidiary of IBIZCS)
 - b. R Systems IBIZCS Sdn. Bhd. (wholly owned subsidiary of IBIZCS)
 - c. PT. R Systems IBIZCS International (wholly owned subsidiary of IBIZCS)
 - d. IBIZ Consulting Services Limited ("IBIZ HK") (wholly owned subsidiary of IBIZCS) and results of its subsidiary :
 - o IBIZ Consulting Services Shanghai Co., Ltd (wholly owned subsidiary of IBIZ HK)
 - e. IBIZ Consulting (Thailand) Co. Ltd. (wholly owned subsidiary of IBIZCS)
7. R Systems Consulting Services Limited (formerly known as ECnet Limited) ("RSCSL") (subsidiary of the Parent) and results of its subsidiaries:
 - i. R Systems Consulting Services (M) Sdn. Bhd. (wholly owned subsidiary of RSCSL)
 - ii. R Systems Consulting Services (Hong Kong) Limited (wholly owned subsidiary of RSCSL)
 - iii. R Systems Consulting Services (Thailand) Co. Ltd. (wholly owned subsidiary of RSCSL)
 - iv. R Systems Consulting Services Kabushiki Kaisha (wholly owned subsidiary of RSCSL)
 - v. R Systems Consulting Services (Shanghai) Co., Ltd. (wholly owned subsidiary of RSCSL)
 - vi. R Systems Consulting Services Company Limited, Vietnam (wholly owned subsidiary of RSCSL) (incorporated on October 17, 2022)
8. IBIZ Consultancy Services India Private Limited (wholly owned subsidiary of the Parent) (under liquidation)



R SYSTEMS INTERNATIONAL LIMITED

CIN : L74899DL1993PLC053579

Registered Office : GF-1-A, 6, Devika Tower, Nehru Place, New Delhi- 110019

Tel : +91 120 4303500; Website : www.rsystems.com; Email : rsil@rsystems.com

Statement of Standalone Audited Financial Results for the Quarter and Year Ended December 31, 2022

(Rs. in million, except per share data)

S.No.	Particulars	Three months ended			Year ended	
		31.12.2022	30.09.2022	31.12.2021	31.12.2022	31.12.2021
		(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
1	Income					
(a)	Revenue from operations	2,178.20	2,172.71	1,684.28	8,138.90	5,775.01
(b)	Other income (refer to Note 3 and 4)	15.56	9.36	126.35	70.44	467.27
	Total income	2,193.76	2,182.07	1,810.63	8,209.34	6,242.28
2	Expenses					
(a)	Employee benefits expense	1,486.99	1,434.20	1,149.32	5,533.61	3,969.88
(b)	Finance costs	14.80	10.10	10.73	42.64	38.26
(c)	Depreciation and amortisation expense	57.24	48.14	42.05	195.83	146.49
(d)	Other expenses	246.53	336.05	216.81	1,096.77	728.72
	Total expenses	1,805.56	1,828.49	1,418.91	6,868.85	4,883.35
3	Profit before tax	388.20	353.58	391.72	1,340.49	1,358.93
4	Tax expense					
(a)	Current tax	75.77	71.99	64.80	296.55	245.27
(b)	Deferred tax credit	(27.47)	(14.67)	(5.36)	(83.17)	(43.81)
	Total tax expense	48.30	57.32	59.44	213.38	201.46
5	Net profit for the period / year	339.90	296.26	332.28	1,127.11	1,157.47
6	Other comprehensive income / (loss)					
	<i>Items that will not be reclassified to profit or loss</i>					
(a)	Re-measurements of the defined benefit plans	(6.65)	3.22	(1.84)	6.72	1.31
(b)	Deferred tax relating to re-measurements of the defined benefit plans	2.32	(1.12)	0.64	(2.35)	(0.42)
	<i>Items that will be reclassified to profit or loss</i>					
(a)	Foreign currency translation reserve	-	-	-	-	(0.18)
	Total Other comprehensive income / (loss)	(4.33)	2.10	(1.20)	4.37	0.71
7	Total comprehensive income for the period / year (5+6)	335.57	298.36	331.08	1,131.48	1,158.18
8	Earnings per share (not annualised)					
	(Equity share of par value of Re. 1/- each)					
	Basic and diluted	2.87	2.50	2.80	9.53	9.70

See accompanying notes to the financial results

For Identification Only

Deloitte Haskins & Sells LLP

For R Systems International Limited

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

Notes:

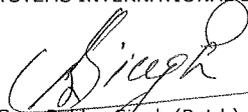
- 1 The financial results for the quarter and year ended December 31, 2022 were reviewed by the Audit Committee and have been approved by the Board of Directors at their meeting held on February 13, 2023.
- 2 The Statutory Auditors have carried out an audit for the quarter and year ended December 31, 2022 and December 31, 2021 and quarter ended September 30, 2022. The audit reports for the aforementioned results are not modified.
- 3 The Company has received dividend from its wholly owned subsidiary amounting to Rs. 3.40 million during the year ended December 31, 2022. The Company also received dividend from its wholly owned subsidiaries amounting to Rs. 238.88 million during the year ended December 31, 2021.

The aforesaid dividend is recorded under "Other Income".
- 4 During the year ended December 31, 2020, the Company had obtained a forgivable loan of Rs. 31.76 million (USD 431,700) under Paycheck Protection Program (PPP) by Small Business Administration, United States of America ("SBA").

During the year ended December 31, 2021, the Company received the approval for forgiveness of the entire loan amount upon satisfaction of the underlying conditions. Consequently to the approval, the amount of forgivable loan was recognised as income and presented under the head "Other income".
- 5 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment received Presidential assent in September 2020 and was published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- 6 BCP Asia II Topco II Pte. Ltd. along with Blackstone Capital Partners Asia II L.P., private equity funds managed by Blackstone ("Blackstone") have signed definitive agreements ("Agreement") with the promoter and promoter group of R Systems International Limited ("R Systems") to purchase up to their entire stake i.e. 51.67% in R Systems on the terms and conditions set out in the Agreement including Blackstone to complete a conditional delisting cum open offer to acquire remaining stake from the public shareholders ("Transaction").

The Transaction is expected to be completed in the coming months, subject to necessary closing conditions and regulatory approvals.
- 7 The Standalone Balance Sheet, Standalone Statement of Cash Flows and Standalone Segment Information are set out in Annexure A, Annexure B and Annexure C, respectively.

For and on behalf of the Board of Directors of
R SYSTEMS INTERNATIONAL LIMITED


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

Place : NOIDA

Date : February 13, 2023



R SYSTEMS INTERNATIONAL LIMITED		Annexure A
Standalone Balance Sheet as at December 31, 2022		
		(Rs. in million)
Particulars	As at December 31, 2022	As at December 31, 2021
	(Audited)	(Audited)
ASSETS		
A. Non-current assets		
(a) Property, plant and equipment	547.67	433.72
(b) Capital work in progress	25.06	-
(c) Investment property	17.43	18.90
(d) Right-of-use assets	539.68	329.74
(e) Intangible assets	9.11	2.08
(f) Financial assets		
(i) Investments	1,033.84	1,034.31
(ii) Other financial assets	33.41	48.95
(g) Deferred tax assets (net)	175.03	132.46
(h) Non-current tax assets (net)	27.81	10.57
(i) Other non-current assets	89.09	10.32
Total non-current assets (A)	2,498.13	2,021.05
B. Current assets		
(a) Financial assets		
(i) Investments	138.65	132.25
(ii) Trade receivables	1,178.70	839.18
(iii) Cash and cash equivalents	825.70	622.09
(iv) Bank balances other than cash and cash equivalents	4.66	235.99
(v) Other financial assets	759.21	755.94
(b) Other current assets	236.63	146.86
Total current assets (B)	3,143.55	2,732.31
Total assets (A+B)	5,641.68	4,753.36
EQUITY AND LIABILITIES		
A. Equity		
(a) Equity share capital	118.31	118.31
(b) Other equity	3,783.84	3,421.33
Total equity (A)	3,902.15	3,539.64
Liabilities		
B. Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	13.23	6.46
(ii) Lease liabilities	576.56	345.51
(iii) Other financial liabilities	8.76	3.45
(b) Provisions	207.95	193.98
Total non-current liabilities (B)	806.50	549.40
C. Current liabilities		
(a) Financial liabilities		
(i) Borrowings	7.21	4.15
(ii) Lease liabilities	13.24	14.40
(iii) Trade payables		
- total outstanding dues of micro enterprises and small enterprises		
- total outstanding dues of creditors other than micro enterprises and small enterprises	67.60	69.78
(iv) Other financial liabilities	447.26	255.27
(b) Other current liabilities	164.39	135.04
(c) Provisions	206.94	157.72
(d) Current tax liabilities (net)	26.39	27.96
Total current liabilities (C)	933.03	664.32
Total liabilities (B+C)	1,739.53	1,213.72
Total equity and liabilities (A+B+C)	5,641.68	4,753.36

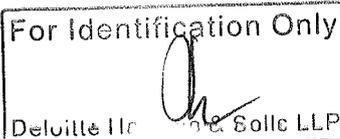
For Identification Only

Deloitte Haskins & Sells LLP

For R Systems International Limited

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

R SYSTEMS INTERNATIONAL LIMITED		Annexure B
Standalone Statement of Cash Flows for the year ended December 31, 2022		
(Rs. in million)		
Particulars	Year ended	
	31.12.2022	31.12.2021
	(Audited)	(Audited)
A. Cash flows from operating activities		
Profit for the year	1,127.11	1,157.47
Adjustments for:		
Tax expense	213.38	201.46
Depreciation and amortisation expense	195.83	146.49
Provision / (Reversal) for doubtful debts (net)	46.72	(0.04)
Unrealised foreign exchange loss / (gain)	(23.89)	5.29
Unrealised loss / (gain) on derivative instruments	149.87	2.85
Interest income	(34.96)	(64.29)
Rental income from investment property	(6.72)	(6.72)
Net gain arising on financial assets measured at FVTPL	(6.40)	(4.23)
Loss / (Profit) on sale/disposal of property, plant and equipment (net)	(1.13)	1.10
Profit on cancellation of leases	(0.20)	-
Forgiveness of PPP Loan (refer to Note 4)	-	(31.76)
Dividend received from subsidiaries (refer to Note 3)	(3.40)	(238.88)
Lease rent concession	(7.10)	(13.12)
Reversal of provision for diminution in value of investments	-	(10.78)
Gain on liquidation of subsidiary	(0.15)	-
Interest expenses	42.64	38.26
Operating profit before working capital changes	1,691.60	1,183.10
Movements in working capital :		
(Increase) / Decrease in trade receivables	(368.24)	(185.14)
(Increase) / Decrease in other assets	(348.42)	(255.02)
Increase / (Decrease) in provisions	69.92	49.10
Increase / (Decrease) in trade payables and other liabilities	102.83	24.76
Cash generated from operations	1,147.69	816.80
Direct taxes paid, net of refunds	(277.10)	(243.48)
Interest on income-tax refund	-	4.79
Net cash from operating activities (A)	870.59	578.11
B. Cash flows from / (used in) investing activities		
Purchase of property, plant and equipment	(281.52)	(191.51)
Purchase of intangible assets	(9.61)	(0.09)
Proceeds from sale of property, plant and equipment	2.91	2.54
Proceeds from subsidiary on voluntary liquidation	0.62	-
Proceeds from / (Investment in) fixed deposits with scheduled banks (net)	337.71	298.83
Interest received	40.55	64.17
Rental income from investment property	6.72	6.72
Dividend received from subsidiaries (refer to Note 3)	3.40	238.88
Net cash from / (used in) investing activities (B)	100.78	419.54
C. Cash flows used in financing activities		
Proceeds from borrowings	15.32	7.87
Repayment of borrowings	(5.49)	(5.37)
Proceeds from / (Investment in) margin money deposits	23.18	(3.88)
Payment of lease liabilities	(41.01)	(37.87)
Interest paid	(1.16)	(2.77)
Interim dividend paid	(768.97)	(677.66)
Buy-Back of equity shares (including tax)	-	(369.80)
Net cash used in financing activities (C)	(778.13)	(1,089.48)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	193.24	(91.83)
Add: Cash and cash equivalents at the beginning of the Year	622.09	715.48
Add: Effect of exchange rate changes on cash and cash equivalents held in foreign currency	10.37	(1.56)
Cash and cash equivalents at the end of the Year	825.70	622.09



For R Systems International Limited

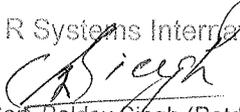
Lt. Gen. Baldev Singh (Retd.)
 President & Senior Executive Director
 Director Identification No. 00006966

R SYSTEMS INTERNATIONAL LIMITED						
Standalone Segment Information						
Annexure C						
(Rs. in million)						
S.No.	Particulars	Three months ended			Year ended	
		31.12.2022	30.09.2022	31.12.2021	31.12.2022	31.12.2021
		(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
1	Segment revenue					
	- Information technology services	1,786.46	1,865.12	1,451.40	6,930.61	4,947.04
	- Business process outsourcing services	391.74	307.59	232.88	1,208.29	827.97
	Revenue from operations	2,178.20	2,172.71	1,684.28	8,138.90	5,775.01
2	Segment results before tax, interest and exceptional items					
	- Information technology services	286.50	290.28	279.20	1,105.86	934.93
	- Business process outsourcing services	137.00	98.47	53.40	358.01	200.96
	Total	423.50	388.75	332.60	1,463.87	1,135.89
	(i) Finance costs	(14.80)	(10.10)	(10.73)	(42.64)	(38.26)
	(ii) Interest income	11.04	4.89	13.30	34.96	64.29
	(iii) Other unallocable income (refer to Note 3 and 4)	4.02	3.40	79.54	16.67	292.37
	(iv) Other unallocable expenses	(35.56)	(33.36)	(22.99)	(132.37)	(95.36)
	Profit before tax	388.20	353.58	391.72	1,340.49	1,358.93

Note: Assets and liabilities of the Company are used interchangeably between segments and the Chief Operating Decision Maker (CODM) does not review assets and liabilities at reportable segment level. Accordingly, segment disclosure relating to assets and liabilities has not been provided as per Ind AS 108.

For Identification Only

 Deloitte Haskins & Sells LLP

For R Systems International Limited

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

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF QUARTERLY AND ANNUAL STANDALONE FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF R SYSTEMS INTERNATIONAL LIMITED

Opinion

We have audited the accompanying Statement of Standalone Financial Results of **R Systems International Limited** ("the Company"), for the quarter and year ended 31 December, 2022 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- (ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the quarter and year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in Auditor's Responsibilities for Audit of the Standalone Financial Results for the quarter and year ended 31 December, 2022 section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the year ended 31 December, 2022 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.



Management's Responsibilities for the Statement

This Statements the responsibility of the Company's Board of Directors, and has been approved by them for the issuance. The Statement has been compiled from the related audited standalone financial statements for the year ended 31 December, 2022; Audited Standalone Financial Results for the quarter and nine months ended 30 September, 2022 and Audited Standalone Financial Results for the quarter and year ended 31 December, 2021. This responsibility includes the preparation and presentation of the Standalone Financial Results for the quarter and year ended 31 December, 2022 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for audit of the Standalone Financial Results for the quarter and year ended 31 December, 2022

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the quarter and year ended 31 December, 2022 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Standalone Financial Results.



Deloitte Haskins & Sells LLP

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Standalone Financial Results.

Materiality is the magnitude of misstatements in the Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.



Deloitte Haskins & Sells LLP

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration Number: 117366W/W-100018)



A handwritten signature in black ink that reads "Jitendra Agarwal".

Jitendra Agarwal
Partner
Membership Number: 87104
UDIN: 2387104BLYKVO4966

Place: Noida
Date: 13 February, 2023



R SYSTEMS INTERNATIONAL LIMITED

Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P., India – 201 307

Phones: +91-120-4303500
Fax: +91-120-4082699

Email : rsil@rsystems.com
www.rsystems.com

Regd. Off.: GF-1-A, 6, Devika Tower,
Nehru Place, New Delhi- 110019

Date: FEBRUARY 13, 2022

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 NSE Symbol – RSYSTEMS	BSE Limited P. J. Towers, Dalal Street, Mumbai - 400001 BSE Scrip Code – 532735
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Dear Sir,

SUB: DECLARATION IN RESPECT OF UNMODIFIED OPINION ON AUDITED FINANCIAL RESULTS FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31, 2022 UNDER SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is with reference to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). It is hereby declared that the Statutory Auditors of the Company i.e. M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (FRN - 117366W/W-100018), have issued audit report with unmodified opinion on Standalone and Consolidated Financial Results of the Company for the financial year ended December 31, 2022.

This is for your information and record.

Thanking you.

Yours faithfully,

For R Systems International Limited

Bhasker Dubey
(Company Secretary & Compliance Officer)



R Systems International Limited

NEXT-GEN DIGITAL EVOLUTION

Press Release Q4 & Year 2022

R Systems Reported Robust Revenue Growth of 31% Continues its Growth Journey

Noida, India – February 13, 2023

Highlights

Consolidated results for the FY ended December 31, 2022

- Revenue at Rs. 1,515.83 crores (US\$ 193.17 mn); YoY Growth 31.2%
- EBITDA at Rs. 208.29 crores (US\$ 26.54 mn) i.e.13.7% as against 14.0% during last year.
- Net profit after taxes at Rs. 139.68 crores (US\$ 17.80 mn).
- 32 key clients added during the year.
- Net addition of 385 associates during the year.

Consolidated results for the quarter ended December 31, 2022

- Revenue Rs. 399.51 crores (US\$ 48.66 mn); YoY Growth 21.6%.
- EBITDA Rs. 59.66 crores (US\$ 7.30 mn) i.e.14.9% as against 13.7% for Q4 2021.
- Net profit after taxes Rs. 41.38 crores (US\$ 5.07 mn).

Dr. Rekhi Singh, Managing Director and CEO said, "R Systems reported robust revenues growth during CY 2022 and surpassed the key revenue milestone of Rs. 1,500 crores. Revenue growth is on the back of good traction towards our product engineering and digital offerings, deepened relationship with existing customers along with decent deal flows. R Systems served 48 million dollars plus customers compared to 35 a year ago. CY 2022 EBIDTA margins were 13.7% compared to 14.0% last year. EBITDA margins were impacted by higher average salary and investment in sales and marketing as offset by better rate realization and exchange gains. We are committed for profitable growth through operational efficiencies, better price realisation & pyramid rationalisation."

Avirag Jain, CTO said, "We continued our growth journey during CY 2022 with addition of 32 key logos including 10 having potential to be million \$ accounts in a years' time. The Company added 385 net associates over the year. However, the utilization during CY 2022 was modest due to attrition challenges as we continued to maintain higher talent pool to fuel the growth momentum."



Key Operational Highlights

Established in 1993, R Systems is a leading provider of technology, artificial intelligence, analytics and knowledge services. We partner with customers to enable or elevate their digital transformation with our diversified digital offerings. Our technology offerings include product engineering, cloud enablement, QA testing, Internet of Things (IoT), and digital platforms and solutions. This includes solution offerings i.e. Microsoft, Infor, Blue Yonder and QlikView through our subsidiaries in South East Asia.

AI / Analytics services include advanced analytics, data monetization and modernization, machine learning / artificial intelligence, business analytics, intelligent automation and modern data management. R Systems' design services include UX engineering, visual design, mobile user experience and experience re-engineering. Our knowledge service offerings cover revenue cycle management, back office service, technical support, and customer care using multi-lingual capabilities and global delivery platform.

Our services and solutions span over five major business verticals i.e. Technology, Telecom, Healthcare & Life Science, Finance & Insurance and Retail & e-commerce. R Systems maintains eighteen development and service centres to serve customers in North America, Europe, and APAC.

The brief of few wins is listed below:

A global leader in IT security solutions has engaged R Systems as their digital transformation partner to provide product engineering services.

A US based healthcare technology solution provider has mandated R Systems to digitalize their core applications using latest technologies.

A Canada based organization providing roadside assistance, insurance and related services have engaged R Systems to enhance their customer interactions using machine learning models.

One of the leading Telco's ISV and our existing customer has mandated R Systems to develop a real time data audit tool to collect and reconcile data from various sources and take corrective actions.

A Singapore based leading wine distributor has awarded R Systems to upgrade their current Microsoft NAV application to Microsoft Dynamics Business Central and to implement LS Retail to automate its various business operations.



Liquidity and Shareholder Funds

Free cash balances as of December 31, 2022, were Rs. 268.08 crores compared to Rs. 277.45 crores as of December 31, 2021. Total shareholder funds as of December 31, 2022, were Rs. 545.47 crores compared to Rs. 460.30 crores as of December 31, 2021.

Corporate and Other Matters

BCP Asia II Topco II Pte. Ltd. along with Blackstone Capital Partners Asia II L.P., private equity funds managed by Blackstone (“Blackstone”) have signed definitive agreements (“Agreement”) with the promoter and promoter group of R Systems International Limited (“R Systems”) to purchase up to their entire stake i.e. 51.67% in R Systems on the terms and conditions set out in the Agreement including Blackstone to complete a conditional delisting cum open offer to acquire remaining stake from the public shareholders (“Transaction”).

The Transaction is expected to be completed in the coming months, subject to necessary closing conditions and regulatory approvals.

Financial Performance

Consolidated Profit & Loss Statement for the Quarter Ended December 31, 2022

(As per Ind AS)

(Rs. in mn, except per share data)

Sr. No.	Particulars	Quarter Ended December 31,		Quarter Ended September 30, 2022
		2022	2021	
1	Income			
(a)	Revenue from operations	3,995.05	3,286.46	3,982.39
(b)	Other income	21.17	51.01	12.63
	Total income	4,016.22	3,337.47	3,995.02
2	Expenses			
(a)	Employee benefits expense	2,682.98	2,169.04	2,622.57
(b)	Finance costs	16.04	13.69	11.48
(c)	Depreciation and amortisation expense	97.89	79.61	87.21
(d)	Other expenses	739.37	666.89	819.14
	Total expenses	3,536.28	2,929.23	3,540.40
3	Profit before tax	479.94	408.24	454.62
4	Tax expense			
(a)	Current tax	108.88	99.76	97.86
(b)	Deferred tax credit	(42.75)	(19.45)	(11.14)
	Total tax expense	66.13	80.31	86.72
5	Net profit for the period	413.81	327.93	367.90
6	Earnings per share (not annualised) (Equity share of par value of Re. 1/- each)			
	Basic and diluted	3.50	2.77	3.11

Financial Performance

Consolidated Profit & Loss Statement for the Year Ended December 31, 2022

(As per Ind AS)

(Rs. in mn, except per share data)

Sr. No.	Particulars	Year Ended December 31,	
		2022	2021
1	Income		
(a)	Revenue from operations	15,158.31	11,556.39
(b)	Other income	102.89	418.96
	Total income	15,261.20	11,975.35
2	Expenses		
(a)	Employee benefits expense	10,194.05	7,798.25
(b)	Finance costs	48.98	49.12
(c)	Depreciation and amortisation expense	349.78	276.93
(d)	Other expenses	2,966.82	2,150.33
	Total expenses	13,559.63	10,274.63
3	Profit before tax	1,701.57	1,700.72
4	Tax expense		
(a)	Current tax	387.19	327.63
(b)	Deferred tax credit	(82.43)	(41.27)
	Total tax expense	304.76	286.36
5	Net profit for the period	1,396.81	1,414.36
6	Earnings per share (Equity share of par value of Re. 1/- each)		
	Basic and diluted	11.81	11.85

Financial Performance

Consolidated Profit & Loss Statement for the Quarter Ended December 31, 2022 *(Contribution Analysis Format)*

(FIGURES IN MN)

Particulars	Q4 2022		Q4 2021		Q3 2022	
	INR	US\$	INR	US\$	INR	US\$
Revenues	3,995.05	48.66	3,286.46	44.01	3,982.39	50.08
Cost of revenues	2,582.59	31.45	2,143.49	28.71	2,533.76	31.83
Gross margin	1,412.46	17.21	1,142.97	15.30	1,448.63	18.25
	35.36%		34.78%		36.38%	
SG & A Expenses	815.84	9.91	691.94	9.26	869.59	10.94
	20.42%		21.05%		21.84%	
EBITDA	596.62	7.30	451.03	6.04	579.04	7.31
	14.93%		13.72%		14.54%	
Depreciation and amortization	97.89	1.20	79.61	1.07	87.21	1.10
EBIT	498.73	6.10	371.42	4.97	491.83	6.21
Interest expense	(16.04)	(0.20)	(13.69)	(0.18)	(11.48)	(0.14)
Other income (net)	(2.75)	(0.04)	50.51	0.66	(25.73)	(0.34)
Income before income tax	479.94	5.86	408.24	5.45	454.62	5.73
Income tax provision	66.13	0.79	80.31	1.08	86.72	1.09
Net earnings	413.81	5.07	327.93	4.37	367.90	4.64

Financial Performance

Consolidated Profit & Loss Statement for the Year Ended December 31, 2022 (Contribution Analysis Format)

(Figures in mn)

Particulars	Year 2022		Year 2021	
	INR	US\$	INR	US\$
Revenues	15,158.31	193.17	11,556.39	156.52
Cost of revenues	9,834.81	125.33	7,431.44	100.65
Gross margin	5,323.50	67.84	4,124.95	55.87
	35.12%		35.69%	
SG & A Expenses	3,240.55	41.30	2,510.39	34.00
	21.38%		21.72%	
EBITDA	2,082.95	26.54	1,614.56	21.87
	13.74%		13.97%	
Depreciation and amortization	349.78	4.46	276.93	3.75
EBIT	1,733.17	22.08	1,337.64	18.12
Interest expense	(48.98)	(0.62)	(49.12)	(0.66)
Other income (net)	17.38	0.22	412.20	5.58
Income before income tax	1,701.57	21.68	1,700.72	23.04
Income tax expense	304.76	3.88	286.36	3.88
Net earnings	1,396.81	17.80	1,414.36	19.16

Financial Performance

Consolidated Balance Sheet as at December 31, 2022 (As per Ind AS)

(Rs. in mn)

	Particulars	As at	
		December 31, 2022	December 31, 2021
	ASSETS		
A.	Non-current assets		
	(a) Property, plant and equipment	705.95	583.58
	(c) Capital work in progress	25.38	-
	(d) Investment property	17.43	18.90
	(b) Right-to-use assets	692.40	528.30
	(e) Goodwill	108.62	97.54
	(f) Other Intangible assets	31.39	39.19
	(g) Financial assets		
	(i) Investment	0.03	0.03
	(ii) Other financial assets	65.57	88.64
	(h) Deferred tax assets (net)	219.87	174.08
	(i) Non-current tax assets (net)	53.46	22.59
	(j) Other non-current assets	108.91	12.78
B.	Total non-current assets (A)	2,029.01	1,565.63
	Current assets		
	(a) Financial assets		
	(i) Investments	138.65	132.25
	(ii) Trade receivables	2,570.88	1,779.76
	(iii) Cash and cash equivalents	2,062.30	2,043.68
	(iv) Other bank balances	242.90	235.99
	(v) Other financial assets	911.08	899.89
	(b) Other current assets	375.67	266.12
	Total current assets (B)	6,301.48	5,357.69
	Total assets (A+B)	8,330.49	6,923.32
	EQUITY AND LIABILITIES		
A.	Equity		
	(a) Equity share capital	118.31	118.31
	(b) Other equity	5,336.39	4,484.65
	(c) Non controlling interest	-	-
	Total equity (A)	5,454.70	4,602.96
B.	Liabilities		
	Non-current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	13.23	6.46
	(ii) Lease liabilities	666.11	480.83
	(iii) Other financial liabilities	8.76	3.45
	(b) Provisions	207.95	193.98
	Total non-current liabilities (B)	896.05	684.72
C.	Current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	7.21	4.15
	(ii) Lease liabilities	84.69	85.87
	(iii) Trade payables		
	- total outstanding dues of micro enterprises and small enterprises	-	-
	- total outstanding dues of creditors other than micro enterprises and small enterprises	355.87	360.82
	(iv) Other financial liabilities	588.72	413.95
	(b) Other current liabilities	589.38	451.45
	(c) Provisions	303.70	253.95
	(d) Current tax liability (net)	50.17	65.45
	Total current liabilities (C)	1,979.74	1,635.64
	Total liabilities (B+C)	2,875.79	2,320.36
	Total equity and liabilities (A+B+C)	8,330.49	6,923.32

Consolidated Operational Data (Un-audited)

Profitability in Percentage	Quarter ended			Year ended	
	Dec 31, 2022	Dec 31, 2021	Sep 30, 2022	Dec 31, 2022	Dec 31, 2021
Revenues	100.00	100.00	100.00	100.00	100.00
Gross margin	35.36	34.78	36.38	35.12	35.69
SG & A	20.42	21.05	21.84	21.38	21.72
EBITDA	14.93	13.72	14.54	13.74	13.97
EBIT	12.48	11.30	12.35	11.43	11.57
EAT	10.36	9.98	9.24	9.21	12.24

Revenue from Top 10 Clients	Quarter ended			Year ended	
	Dec 31, 2022	Dec 31, 2021	Sep 30, 2022	Dec 31, 2022	Dec 31, 2021
Top 10 Clients	23.93%	22.65%	22.94%	22.81%	24.19%
Top 5 Clients	16.45%	15.05%	15.66%	15.25%	16.44%
Top 3 Clients	12.66%	11.12%	11.71%	11.59%	12.33%
Largest Client	6.87%	6.50%	6.42%	6.66%	7.14%

Revenues by Geographies	Quarter ended			Year ended	
	Dec 31, 2022	Dec 31, 2021	Sep 30, 2022	Dec 31, 2022	Dec 31, 2021
North America	75.15%	69.72%	75.60%	74.20%	68.86%
Europe	9.30%	12.98%	9.01%	10.39%	13.52%
South East Asia	13.03%	13.87%	12.76%	12.54%	14.55%
India	1.28%	2.55%	1.62%	1.88%	2.30%
Others	1.24%	0.88%	1.01%	0.99%	0.77%
Total	100.00%	100.00%	100.00%	100.00%	100.00%

Utilization (excluding trainees)	Quarter ended		
	Dec 31, 2022	Dec 31, 2021	Sep 30, 2022
Onsite	95.30%	96.64%	97.96%
Offshore	73.93%	74.87%	73.28%
Blended	76.98%	77.08%	76.88%

Utilization (including trainees)	Quarter ended		
	Dec 31, 2022	Dec 31, 2021	Sep 30, 2022
Onsite	95.30%	96.64%	97.96%
Offshore	73.18%	74.08%	72.47%
Blended	76.31%	76.35%	76.15%

Consolidated Operational Data (Un-audited)

Human resources	As at		
	Dec 31, 2022	Dec 31, 2021	Sep 30, 2022
Technical	3,874	3,548	3,899
Software services			
Onsite	558	537	563
Offshore	2,417	2,344	2,499
BPO			
Offshore	866	635	802
Trainees	33	32	35
Support	546	487	563
Total count	4,420	4,035	4,462

(Rs. in mn, except DSO)

Key Balance Sheet Data	As at	
	Dec 31, 2022	Dec 31, 2021
Receivable	2,570.88	1,779.76
Receivable in days (“DSO”)	52	50
Cash and bank balance #	2,680.79	2,774.47
Shareholders’ funds	5,454.70	4,602.96

excluding debt and like items.

Development/Service Centres Location	As on Dec 31, 2022	
	Covered areas in sq ft.	No. of seats
India		
Noida	202,220	3,165
Chennai	5,905	65
	208,125	3,230
North America		
Sacramento, CA	9,500	60
San Jose, CA	1,275	5
Ontario & Vancouver, Canada	1,734	16
	12,509	81
APAC		
Singapore	8,054	91
Malaysia	6,434	81
Thailand	1,534	13
Indonesia	2,571	58
China	1,675	13
	20,268	256
Europe		
Romania	23,659	177
Poland	11,143	93
Moldova	4,499	60
	39,301	330
Total	280,203	3,897



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 figures have been regrouped 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 Independent Software Vendors, Telecom, Healthcare & Life Science, Finance & Insurance and Retail & e-commerce. R Systems maintains eighteen development and service centres to serve customers in North America, Europe, and APAC.

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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R SYSTEMS INTERNATIONAL LIMITED

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Extract of Standalone and Consolidated Financial Results for the Quarter and Year Ended December 31, 2022

(Rs. in million, except per share data)

Particulars	Standalone Financial Results			Consolidated Financial Results		
	Three months ended		Year ended	Three months ended		Year ended
	31.12.2022	31.12.2021	31.12.2022	31.12.2022	31.12.2021	31.12.2022
	(Audited)	(Audited)	(Audited)	(Unaudited)	(Unaudited)	(Audited)
Revenue from operations	2,178.20	1,684.28	8,138.90	3,995.05	3,286.46	15,158.31
Profit before tax for the period*	388.20	391.72	1,340.49	479.94	408.24	1,701.57
Net profit after tax for the period*	339.90	332.28	1,127.11	413.81	327.93	1,396.81
Total comprehensive income for the period [comprising profit for the period (after tax) and other comprehensive income (after tax)]	335.57	331.08	1,131.48	555.75	325.57	1,620.70
Paid - up equity share capital (Par value of Re. 1/- each)	118.31	118.31	118.31	118.31	118.31	118.31
Reserves excluding Revaluation Reserve as at December 31, 2022 and December 31, 2021	3,783.84	3,421.33	3,783.84	5,336.39	4,484.65	5,336.39
Earnings per share (not annualised) (Equity share of par value of Re. 1/- each) Basic and diluted	2.87	2.80	9.53	3.50	2.77	11.81

* The Company does not have any exceptional and extraordinary item to report for the above periods.

Notes:

1. The financial results for the quarter and year ended December 31, 2022 were reviewed by the Audit Committee and have been approved by the Board of Directors at their meetings held on February 13, 2023.
2. 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 as amended. 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.

For and on behalf of the Board of Directors of
R SYSTEMS INTERNATIONAL LIMITEDLt. Gen. Baldev Singh (Retd.)
President & Senior Executive Director
DIN: 00006966

Place : NOIDA

Date : February 13, 2023