



REF: SECT/05/2026/03

May 6, 2026

<b>To,</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 NSE Symbol – RSYSTEMS	<b>To,</b> <b>BSE Limited</b> P. J. Towers, Dalal Street, Mumbai - 400001 BSE Scrip Code – 532735 & 977286
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Dear Sir,

**SUB: DISCLOSURE UNDER REGULATION 30, 33 AND 52 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - OUTCOME OF THE BOARD MEETING HELD ON MAY, 2026**

We wish to inform you as required in terms of Regulation 30, 33 and 52 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Board of Directors of R Systems International Limited (“**Company**”) at its meeting held on May 6, 2026, commenced at 7:15 P.M. (IST) and concluded at 08:20 P.M. (IST) has, inter-alia, approved the following.

1. The Audited standalone financial results and unaudited consolidated financial results of the Company for the quarter ended March 31, 2026.
2. Allotment of 5,160,833 optionally convertible redeemable preference Shares (“**OCRPS**”) of face value of INR 1/- each to Mr. Kalpak Rajkumar Shah, Mr. Chirag Hemant Jog, Mr. Madhur Suresh Nawandar, Pranav Gangadhar Kulkarni, Mrs. Samata Rajkumar Shah and Mr. Hemant Waman Jog, shareholders of Velotio Technologies Private Limited as on the Record Date, in terms of the composite scheme of amalgamation of Velotio Technologies Private Limited and Scaleworx Technologies Private Limited with the Company approved by the Hon’ble National Company Law Tribunal, New Delhi, *vide* its Order dated April 16, 2026.

The OCRPS will remain unlisted and shall have terms and conditions as mentioned in the Articles of Association of the Company as mentioned in the Scheme.

3. Take note of the resignation of Mr. Bhasker Dubey as Company Secretary & Compliance Officer of the Company w.e.f. closing hours on May 6, 2026.
4. Appointment of Mr. Piyush Jain as Company Secretary & Compliance Officer of the Company w.e.f. May 7, 2026.

**R SYSTEMS INTERNATIONAL LIMITED**  
**Corporate Office**  
3<sup>rd</sup> Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt.  
Ltd, Plot No. 21, Sector TechZone-IV, Greater Noida  
West, Gautam Buddha Nagar, Uttar Pradesh - 201306,  
India

**Phone**  
+91-120-4303500  
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**Registered Office**  
GF-1-A, 6, Devika Tower,  
Nehru Place, New Delhi –  
110019, India  
**Corporate Identity Number**  
L74899DL1993PLC053579



5. Authorised Mr. Piyush Jain as Company Secretary & Compliance Officer of the Company as the person responsible for determining materiality of an event or information and for the purpose of making disclosures (“**Material Disclosures**”) to stock exchanges under SEBI Listing Regulations. Post this authorisation, the Key Managerial Personnel, responsible for determining the Material Disclosures to stock exchanges are as follows:

<b>Mr. Nitesh Bansal</b> Managing Director & Chief Executive Officer R Systems International Ltd. 3 <sup>rd</sup> Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt. Ltd, Plot No. 21, Sector TechZone- IV, Greater Noida West, Gautam Buddha Nagar, Uttar Pradesh - 201306, India Email- <a href="mailto:rsil@rsystems.com">rsil@rsystems.com</a> Phone- 0120- 4303500	<b>Mr. Nand Sardana</b> Chief Financial Officer R Systems International Ltd. 3 <sup>rd</sup> Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt. Ltd, Plot No. 21, Sector TechZone- IV, Greater Noida West, Gautam Buddha Nagar, Uttar Pradesh - 201306, India Email- <a href="mailto:rsil@rsystems.com">rsil@rsystems.com</a> Phone - 0120- 4303500	<b>Mr. Piyush Jain</b> Company Secretary & Compliance Officer R Systems International Ltd. 3 <sup>rd</sup> Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt. Ltd, Plot No. 21, Sector TechZone-IV, Greater Noida West, Gautam Buddha Nagar, Uttar Pradesh - 201306, India Email- <a href="mailto:rsil@rsystems.com">rsil@rsystems.com</a> Phone – 0120- 4303566
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In this regard, please find attached herewith the following:

1. Audited financial results (standalone and consolidated) for the quarter ended March 31, 2026, in the format prescribed under Regulation 33 and 52 of the SEBI Listing Regulations including the disclosure in accordance with Regulation 52(4) of SEBI Listing Regulations, along with the report of the auditors thereon.
2. Confirmation regarding non applicability of certificate of security cover as per Regulation 54 related to 9.75% listed, rated, unsecured, senior, redeemable, Non-Convertible Debentures.
3. The requisite details as required in terms of SEBI Listing Regulations, read with SEBI master circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated July 11, 2023 (updated as of January 30, 2026), as amended from time to time (“**SEBI Master Circular**”) with respect to allotment of OCRPS.
4. The requisite details as required under Regulation 30 of the SEBI Listing Regulations, read with SEBI Master Circular with respect to appointment of Company Secretary & Compliance Officer.

This is for your information and record.

Thanking you.

Yours faithfully,

**For R Systems International Limited**

**Nand Sardana**  
**Chief Financial Officer**

**R SYSTEMS INTERNATIONAL LIMITED**

**Corporate Office**

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

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**Registered Office**

GF-1-A, 6, Devika Tower,  
Nehru Place, New Delhi –  
110019, India

**Corporate Identity Number**

L74899DL1993PLC053579

**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 Unaudited Financial Results for the quarter ended March 31, 2026**

(Rs. in million, except per share data)

S.No.	Particulars	Three months ended			Year ended
		31.03.2026	31.12.2025	31.03.2025	31.12.2025
		(Unaudited)	(Unaudited) (refer to Note 8)	(Unaudited)	(Audited)
<b>1</b>	<b>Income</b>				
(a)	Revenue from operations	5,747.68	5,551.09	4,424.65	19,582.06
(b)	Other income (refer to Note 4)	201.51	29.84	22.79	536.12
	<b>Total income</b>	<b>5,949.19</b>	<b>5,580.93</b>	<b>4,447.44</b>	<b>20,118.18</b>
<b>2</b>	<b>Expenses</b>				
(a)	Employee benefits expense	3,597.49	3,543.97	2,985.48	12,872.69
(b)	Finance costs	95.91	68.19	14.90	141.74
(c)	Depreciation and amortisation expense	215.07	193.43	146.01	663.98
(d)	Other expenses	1,144.40	1,071.76	733.77	3,642.23
	<b>Total expenses</b>	<b>5,052.87</b>	<b>4,877.35</b>	<b>3,880.16</b>	<b>17,320.64</b>
<b>3</b>	<b>Profit before exceptional item and tax (1-2)</b>	<b>896.32</b>	<b>703.58</b>	<b>567.28</b>	<b>2,797.54</b>
<b>4</b>	<b>Exceptional Item</b>				
	Impact of New Labour Codes (refer to Note 5)	-	245.83	-	245.83
<b>5</b>	<b>Profit before tax (3-4)</b>	<b>896.32</b>	<b>457.75</b>	<b>567.28</b>	<b>2,551.71</b>
<b>6</b>	<b>Tax expense</b>				
(a)	Current tax	193.24	124.51	156.70	763.96
(b)	Deferred tax expense / (credit)	48.94	(30.84)	24.65	(74.21)
	<b>Total tax expense</b>	<b>242.18</b>	<b>93.67</b>	<b>181.35</b>	<b>689.75</b>
<b>7</b>	<b>Profit for the period / year (5-6)</b>	<b>654.14</b>	<b>364.08</b>	<b>385.93</b>	<b>1,861.96</b>
<b>8</b>	<b>Other comprehensive income / (loss)</b>				
	<b>Items that will not be reclassified subsequently to profit or loss</b>				
(a)	Re-measurements of the defined benefit plans	31.66	8.34	(9.22)	(10.40)
(b)	Tax relating to re-measurements of the defined benefit plans	(7.97)	(2.10)	2.52	2.82
	<b>Items that will be reclassified subsequently to profit or loss</b>				
(a)	Fair value changes on derivatives designated as cash flow hedge (refer to Note 6)	(180.42)	-	-	-
(b)	Tax relating to fair value changes on derivatives designated as cash flow hedge	45.41	-	-	-
(c)	Foreign currency translation reserve	149.90	44.35	31.92	273.63
	<b>Total other comprehensive income / (loss)</b>	<b>38.58</b>	<b>50.59</b>	<b>25.22</b>	<b>266.05</b>
<b>9</b>	<b>Total comprehensive income for the period / year (7+8)</b>	<b>692.72</b>	<b>414.67</b>	<b>411.15</b>	<b>2,128.01</b>
<b>10</b>	<b>Profit attributable to</b>				
	Equity shareholders of the company	654.14	364.08	385.93	1,861.96
	Non controlling interest	-	-	-	-
		<b>654.14</b>	<b>364.08</b>	<b>385.93</b>	<b>1,861.96</b>
<b>11</b>	<b>Total comprehensive income attributable to</b>				
	Equity shareholders of the company	692.72	414.67	411.15	2,128.01
	Non controlling interest	-	-	-	-
		<b>692.72</b>	<b>414.67</b>	<b>411.15</b>	<b>2,128.01</b>
<b>12</b>	<b>Paid-up equity share capital</b>	<b>118.48</b>	<b>118.40</b>	<b>118.38</b>	<b>118.40</b>
<b>13</b>	<b>Other equity (refer to Note 3)</b>				<b>10,204.83</b>
<b>14</b>	<b>Earnings per share (refer to Note 7 and Note 9) (Equity share of par value of Re. 1/- each)</b>				
(a)	Basic	5.52	3.08	3.26	15.73
(b)	Diluted	5.29	2.94	3.12	15.01

See accompanying notes to the financial results.

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

  
Nitesh Bansal  
Managing Director & Chief Executive Officer  
DIN: 10170738



**Notes:**

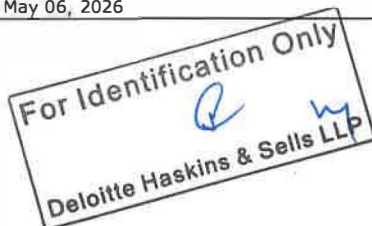
- 1 The financial results for the quarter ended March 31, 2026 have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ('Ind AS 34'). The above results were reviewed by the Audit Committee and have been approved by the Board of Directors at their meetings held on May 06, 2026. The statutory auditors have carried out a limited review and issued an unmodified report on the aforesaid results.
- 2 Additional disclosure as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in Annexure A.
- 3 Subsequent to the quarter ended March 31, 2026, the Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT"), vide its order dated April 16, 2026, sanctioned the Composite Scheme of Amalgamation of Velotio Technologies Private Limited ("Amalgamating Company 1"), Scaleworx Technologies Private Limited ("Amalgamating Company 2") with R Systems International Limited (the "Company") under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").  
  
The Company had filed the certified copy of the order issued by the Hon'ble National Company Law Tribunal, with the Registrar of Companies, Delhi and accordingly, the Scheme became effective from May 01, 2026. In terms of the Scheme, the Appointed Date for the amalgamation is April 01, 2024.  
  
Pursuant to the Scheme, the Board of Directors, at its meeting held on May 06, 2026, approved the allotment of 51,60,833 Optionally Convertible Redeemable Preference Shares ("OCRPS") of face value of Re. 1 each to the erstwhile shareholders of Amalgamating Company 1, for cancellation of OCRPS held in Amalgamating Company 1 which were valued at Rs. 2,407.00 million. The aforesaid amount has been disclosed under "Other Equity".
- 4 The transaction for sale of land, building and certain other assets located at Company's Noida office was concluded during the year ended December 31, 2025. Profit on sale of these assets amounting to Rs. 435.95 million is recorded under "Other Income" during the year ended December 31, 2025.
- 5 On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the "Labour Codes"), which consolidate multiple existing labour laws into a unified framework governing employment and post-employment benefits.  
  
During the quarter ended December 31, 2025, the Group companies in India had assessed the financial implications of these changes and, pursuant to such assessment, recognised an incremental obligation of Rs. 245.83 million on account of increase in employee benefit liabilities arising from past service. Considering the impact arising from enactment of the new legislation and its non-recurring nature, the said amount has been presented under Exceptional Items during the quarter and year ended December 31, 2025.  
  
The Group continues to monitor developments relating to the Labour Codes, including issuance of further rules, clarifications or amendments, and will evaluate and account for the impact, as applicable, in the periods in which such developments occur.
- 6 With effect from January 01, 2026, the Company has designated certain foreign currency forward contracts as cash flow hedges, having satisfied the hedge effectiveness assessment and formal documentation requirements in accordance with Ind AS 109 - Financial Instruments. Prior to such designation, these forward contracts were accounted for as derivatives measured at fair value through profit or loss.  
  
The effective portion of changes in the fair value of the designated hedging instruments amounting to Rs. 180.42 million (accumulated fair value loss) is recognised in Other Comprehensive Income and accumulated in the Cash Flow Hedge Reserve. Such accumulated amount will be reclassified to the Statement of Profit and Loss from the reserve in the same period or periods in which the hedged forecast transactions affect profit or loss.
- 7 During the quarter ended March 31, 2026, the Company has allotted 78,479 equity shares having par value of Re. 1 per share against exercise of 78,479 Restricted Stock Units under the R Systems International Limited Management Incentive Plan 2023.
- 8 Figures for the quarter ended December 31, 2025 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.
- 9 Earnings per share for the quarter ended March 31, 2026, December 31, 2025 and March 31, 2025, are not annualised.
- 10 The Consolidated Segment Information are set out in Annexure B.

**For and on behalf of the Board of Directors of  
R Systems International Limited**



Nitesh Bansal  
Managing Director & Chief Executive Officer  
DIN: 10170738

Place : Frisco, TX, USA  
Date : May 06, 2026



**R Systems International Limited**  
**Additional information pursuant to requirement of Regulation 52 (4) of the Securities and Exchange Board of India**  
**(Listing Obligation and Disclosure Requirements) Regulation, 2015**  
**(on consolidated basis)**

Particulars	Three months ended			Year ended
	31.03.2026	31.12.2025	31.03.2025	31.12.2025
	(Unaudited)	(Unaudited) (refer to Note 3 and Note 8)	(Unaudited) (refer to Note 3)	(Audited) (refer to Note 3)
(a) Debt equity ratio (times) Total debts (borrowing + lease liability) / Shareholders' equity	0.40	0.40	0.07	0.40
(b) Debt service coverage ratio (times) (not annualised) Earnings for debt service <sup>1</sup> / debt service <sup>2</sup>	6.59	6.75	14.08	9.20
(c) Interest service coverage ratio (times) (not annualised) Operating profit <sup>3</sup> / interest expenses	8.24	10.88	37.54	16.95
(d) Outstanding redeemable preference shares	NA	NA	NA	NA
(e) Capital Redemption Reserve (Rs. in million)	5.02	5.02	5.02	5.02
(f) Debenture redemption reserve	NA	NA	NA	NA
(g) Net worth (Rs. in million)	10,371.56	10,323.23	9,122.06	10,323.23
(h) Net profit for the period / year (Rs. in million)	654.14	364.08	385.93	1,861.96
(i) Earnings per share (Rs.) (refer to Note 7 and Note 9) (Equity share of par value of Re. 1/- each)				
- Basic	5.52	3.08	3.26	15.73
- Diluted	5.29	2.94	3.12	15.01
(j) Current ratio (times) Current assets / current liabilities	2.00	1.90	2.43	1.90
(k) Long term debt to working capital (times)  (Non-current borrowings + current maturity of non-current borrowings + Lease liabilities) / (Current assets - current liabilities excluding current maturity of non-current borrowings and lease liability)	0.80	0.86	0.17	0.86
(l) Bad debts to accounts receivable ratio (times) (not annualised) Bad debts written off / Average trade receivables	0.01	0.00	-	0.00
(m) Current liability ratio (times) Current liabilities / total liabilities	0.52	0.54	0.74	0.54
(n) Total debts to total assets ratio (times)  Borrowing + Lease liabilities (current + non-current) / Total assets	0.17	0.17	0.05	0.17
(o) Debtors' turnover ratio (times) (not annualised) Revenue from operations / average trade receivables	1.35	1.48	1.58	5.86
(p) Inventory turnover ratio	NA	NA	NA	NA
(q) Operating margin (%) Operating profit <sup>3</sup> / Revenue from operations	13.76%	13.37%	12.64%	12.27%
(r) Net profit margin (%) Net profit / Revenue from operations	11.38%	6.56%	8.72%	9.51%


**Notes:**

- 1 Earning for Debt Service = Net Profit for the period + Non-cash operating expenses
- 2 Debt service = Interest and lease payments + Scheduled principal repayments of term loans
- 3 Operating profit = Profit before tax + Finance costs - Other income

**For Identification Only**

  
**Deloitte Haskins & Sells LLP**

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

  
Nitesh Bansal  
Managing Director & Chief Executive Officer  
DIN: 10170738

**R Systems International Limited**  
**Consolidated Segment Information**


(Rs. in million)

S.No.	Particulars	Three months ended			Year ended
		31.03.2026	31.12.2025	31.03.2025	31.12.2025
		(Unaudited)	(Unaudited) (refer to Note 8)	(Unaudited)	(Audited)
<b>1</b>	<b>Segment revenue</b>				
	- Information technology services	5,208.13	5,025.30	3,948.08	17,559.93
	- Knowledge services	556.18	550.92	492.43	2,085.56
	<b>Total</b>	<b>5,764.31</b>	<b>5,576.22</b>	<b>4,440.51</b>	<b>19,645.49</b>
	Less: Elimination of intersegment sales	16.63	25.13	15.86	63.43
	<b>Revenue from operations</b>	<b>5,747.68</b>	<b>5,551.09</b>	<b>4,424.65</b>	<b>19,582.06</b>
<b>2</b>	<b>Segment results before tax, interest and exceptional items</b>				
	- Information technology services	841.72	549.51	472.21	1,904.53
	- Knowledge services	265.56	233.33	213.13	897.85
	<b>Total</b>	<b>1,107.28</b>	<b>782.84</b>	<b>685.34</b>	<b>2,802.38</b>
	(i) Finance costs	(95.91)	(68.19)	(14.90)	(141.74)
	(ii) Interest income	5.97	10.12	11.01	44.78
	(iii) Other unallocable income (refer to Note 4)	2.07	0.80	2.27	442.88
	(iv) Other unallocable expenses*	(123.09)	(267.82)	(116.44)	(596.59)
	<b>Profit before tax</b>	<b>896.32</b>	<b>457.75</b>	<b>567.28</b>	<b>2,551.71</b>

\* Other unallocable expenses include Rs. 245.83 million towards impact of New Labour Codes for the quarter and year ended December 31, 2025. (refer to Note 5)

**Note:** Assets and liabilities of the Group are used interchangeably between segments and the Chief Operating Decision Maker (CODM) does not review assets and liabilities at reportable segment level. Accordingly, in line with the requirements of Ind AS 108 - Operating Segments, disclosure relating to segment assets and liabilities has not been provided.

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

  
Nitesh Bansal  
Managing Director & Chief Executive Officer  
DIN: 10170738

**For Identification Only**  
  
Deloitte Haskins & Sells LLP

## INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS

### To The Board of Directors of R Systems International Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **R Systems International Limited** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended 31 March, 2026 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent'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 Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to 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.

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.

4. The Statement includes the results of the entities listed in Annexure A.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 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.



6. We did not review the interim financial information of 21 subsidiaries included in the consolidated unaudited financial results, whose interim financial information reflect, total revenues of Rs. 1,513.94 million for the quarter ended 31 March, 2026, total net profit after tax of Rs. 33.38 million for the quarter ended 31 March, 2026 and other comprehensive loss of Rs. 7.01 million for the quarter ended 31 March, 2026, as considered in the Statement. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management and our 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 in paragraph 3 above.

Certain of these subsidiaries are located outside India whose financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors under generally accepted auditing standards applicable in their respective countries. The Parent's management has converted the financial information of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Parent's management. Our conclusion in so far as it relates to such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and reviewed by us. Our conclusion on the Statement is not modified in respect of this matter.

The consolidated financial results include the unaudited financial information of 1 subsidiary which have not been reviewed by its auditor, whose financial information reflect, total revenues of Rs. 35.33 million for the quarter ended 31 March, 2026, total net profit after tax of Rs. 2.58 million for the quarter ended 31 March, 2026 and other comprehensive income of Rs. Nil for the quarter ended 31 March, 2026, as considered in the Statement. According to the information and explanations given to us by the Management, this interim financial information is not material to the Group.

Our conclusion on the Statement is not modified in respect of our reliance on the interim financial information certified by the Management.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



**Alka Chadha**  
Partner  
(Membership No. 93474)  
(UDIN: 26093474YVFLRP6506)



Place : Gurugram  
Date : May 06, 2026

**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)
6. R Systems Computaris S.R.L. (wholly owned subsidiary of RCIL)
7. R Systems Computaris Malaysia Sdn. Bhd. (wholly owned subsidiary of RCIL)
8. R Systems Computaris Poland Sp. Z O.O. (wholly owned subsidiary of RCIL)
9. R Systems Computaris Europe S.R.L. (wholly owned subsidiary of RCIL)
10. R Systems Computaris Philippines Pte. Ltd. Inc. (wholly owned subsidiary of RCIL)
11. R Systems Computaris Suisse Sàrl (wholly owned subsidiary of RCIL)
12. R Systems (Singapore) Pte Limited ("RSS") (wholly owned subsidiary of the Parent)
13. R Systems IBIZCS Pte. Ltd. ("IBIZCS") (wholly owned subsidiary of RSS)
14. R Systems IBIZCS Sdn. Bhd. (wholly owned subsidiary of IBIZCS)
15. PT R Systems IBIZCS International (wholly owned subsidiary of IBIZCS)
16. IBIZ Consulting Services Limited ("IBIZ HK") (wholly owned subsidiary of IBIZCS)
17. IBIZ Consulting Services (Shanghai) Co., Ltd. (wholly owned subsidiary of IBIZ HK)
18. IBIZ Consulting (Thailand) Co., Ltd. (wholly owned subsidiary of IBIZCS)
19. R Systems Consulting Services Limited ("RSCSL") (subsidiary of the Parent)
20. R Systems Consulting Services (M) Sdn. Bhd. (wholly owned subsidiary of RSCSL)
21. R Systems Consulting Services (Hong Kong) Limited (wholly owned subsidiary of RSCSL)
22. R Systems Consulting Services (Thailand) Co., Ltd. (wholly owned subsidiary of RSCSL)
23. R Systems Consulting Services Kabushiki Kaisha (wholly owned subsidiary of RSCSL)
24. R Systems Consulting Services (Shanghai) Co., Ltd. (wholly owned subsidiary of RSCSL)
25. R Systems Consulting Services Company Limited (wholly owned subsidiary of RSCSL)



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26. RSIL Mexico, S. de R.L. de C.V., United Mexican States (wholly owned subsidiary of the Parent)
27. Novigo Solutions Private Limited ("Novigo") (w.e.f 13 November, 2025) (subsidiary of the Parent)
28. Novigo Solutions Inc (w.e.f 13 November, 2025) (wholly owned subsidiary of Novigo)
29. Novigo Solutions Limited (w.e.f 13 November, 2025) (wholly owned subsidiary of Novigo)
30. Novigo for Information Technology (w.e.f 13 November, 2025) (wholly owned subsidiary of Novigo)
31. Novigo Solutions B.V. (w.e.f 13 November, 2025) (wholly owned subsidiary of Novigo)



**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

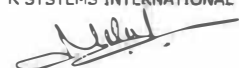
**Statement of Standalone Audited Financial Results for the quarter ended March 31, 2026**

(Rs. in million, except per share data)

S.No.	Particulars	Three months ended			Year ended
		31.03.2026	31.12.2025	31.03.2025	31.12.2025
		(Audited)	(Audited) (refer to Note 3)	(Audited) (refer to Note 3)	(Audited) (refer to Note 3)
<b>1</b>	<b>Income</b>				
(a)	Revenue from operations	3,203.41	3,386.60	2,770.77	12,282.19
(b)	Other income (refer to Note 4 and Note 5)	259.80	26.32	33.25	878.81
	<b>Total income</b>	<b>3,463.21</b>	<b>3,412.92</b>	<b>2,804.02</b>	<b>13,161.00</b>
<b>2</b>	<b>Expenses</b>				
(a)	Employee benefits expense	2,108.16	2,157.01	1,808.55	8,009.29
(b)	Finance costs	91.85	65.19	14.12	136.17
(c)	Depreciation and amortisation expense	132.00	131.59	113.73	495.58
(d)	Other expenses	342.72	515.05	370.54	1,698.98
	<b>Total expenses</b>	<b>2,674.73</b>	<b>2,868.84</b>	<b>2,306.94</b>	<b>10,340.02</b>
<b>3</b>	<b>Profit before exceptional item and tax (1-2)</b>	<b>788.48</b>	<b>544.08</b>	<b>497.08</b>	<b>2,820.98</b>
<b>4</b>	<b>Exceptional Item</b>				
	Impact of New Labour Codes (refer to Note 6)	-	244.49	-	244.49
<b>5</b>	<b>Profit before tax (3-4)</b>	<b>788.48</b>	<b>299.59</b>	<b>497.08</b>	<b>2,576.49</b>
<b>6</b>	<b>Tax expense</b>				
(a)	Current tax	126.20	80.60	138.77	647.77
(b)	Deferred tax expense / (credit)	33.36	(15.99)	13.60	(65.80)
	<b>Total tax expense</b>	<b>159.56</b>	<b>64.61</b>	<b>152.37</b>	<b>581.97</b>
<b>7</b>	<b>Profit for the period / year (5-6)</b>	<b>628.92</b>	<b>234.98</b>	<b>344.71</b>	<b>1,994.52</b>
<b>8</b>	<b>Other comprehensive income / (loss)</b>				
	<b>Items that will not be reclassified subsequently to profit or loss</b>				
(a)	Re-measurements of the defined benefit plans	31.68	4.69	(9.22)	(14.05)
(b)	Tax relating to re-measurements of the defined benefit plans	(7.97)	(1.17)	2.52	3.74
	<b>Items that will be reclassified subsequently to profit or loss</b>				
(a)	Fair value changes on derivatives designated as cash flow hedge (refer to Note 7)	(180.42)	-	-	-
(b)	Tax relating to fair value changes on derivatives designated as cash flow hedge	45.41	-	-	-
	<b>Total other comprehensive income / (loss)</b>	<b>(111.30)</b>	<b>3.52</b>	<b>(6.70)</b>	<b>(10.31)</b>
<b>9</b>	<b>Total comprehensive income for the period / year (7+8)</b>	<b>517.62</b>	<b>238.50</b>	<b>338.01</b>	<b>1,984.21</b>
<b>10</b>	<b>Paid-up equity share capital</b>	<b>118.48</b>	<b>118.40</b>	<b>118.38</b>	<b>118.40</b>
<b>11</b>	<b>Other equity (refer to Note 3)</b>				<b>8,885.82</b>
<b>12</b>	<b>Earnings per share (refer to Note 8 and Note 9) (Equity share of par value of Re. 1/- each)</b>				
(a)	Basic	5.31	1.98	2.91	16.85
(b)	Diluted	5.09	1.89	2.79	16.08

See accompanying notes to the financial results.

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

  
Nitesh Bansal  
Managing Director & Chief Executive Officer  
DIN: 10170738

**For Identification Only**

  
**Deloitte Haskins & Sells LLP**

**Notes:**

- 1 The financial results for the quarter ended March 31, 2026 have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ('Ind AS 34'). The above results were reviewed by the Audit Committee and have been approved by the Board of Directors at their meetings held on May 06, 2026. The statutory auditors have expressed an unmodified audit opinion on these results.
- 2 Additional disclosure as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in Annexure A.
- 3 Subsequent to the quarter ended March 31, 2026, the Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT"), vide its order dated April 16, 2026, sanctioned the Composite Scheme of Amalgamation of Velotio Technologies Private Limited ("Amalgamating Company 1"), Scaleworx Technologies Private Limited ("Amalgamating Company 2") with R Systems International Limited (the "Company") under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").  
  
The Company had filed the certified copy of the order issued by the Hon'ble National Company Law Tribunal, with the Registrar of Companies, Delhi and accordingly, the Scheme became effective from May 01, 2026. In terms of the Scheme, the Appointed Date for the amalgamation is April 01, 2024.  
  
The amalgamation has been accounted for in accordance with the pooling of interest method as prescribed under Appendix C - Business Combinations of Entities under Common Control of Ind AS 103, notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, the comparative financial information for all prior periods presented in these standalone financial results has been restated to give effect to the amalgamation from the beginning of the preceding reporting period.  
  
Pursuant to the Scheme, the Board of Directors, at its meeting held on May 06, 2026, approved the allotment of 51,60,833 Optionally Convertible Redeemable Preference Shares ("OCRPS") of face value of Re. 1 each to the erstwhile shareholders of Amalgamating Company 1, for cancellation of OCRPS held in Amalgamating Company 1 which were valued at Rs. 2,407.00 million. The aforesaid amount has been disclosed under "Other Equity".
- 4 During the quarter ended March 31, 2026 the Company has recognised dividend income from its subsidiaries amounting to Rs. 140.60 million. The Company had also received dividend from its subsidiaries amounting to Rs. 354.68 million during the year ended December 31, 2025.  
  
The aforesaid dividend is recorded under "Other Income".
- 5 The transaction for sale of land, building and certain other assets located at Company's Noida office was concluded during the year ended December 31, 2025. Profit on sale of these assets amounting to Rs. 435.95 million is recorded under "Other Income" during the year ended December 31, 2025.
- 6 On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the "Labour Codes"), which consolidate multiple existing labour laws into a unified framework governing employment and post-employment benefits.  
  
During the quarter ended December 31, 2025, the Company had assessed the financial implications of these changes and, pursuant to such assessment, recognised an incremental obligation of Rs. 244.49 million on account of increase in employee benefit liabilities arising from past service. Considering the impact arising from enactment of the new legislation and its non-recurring nature, the said amount was presented under Exceptional Items for the quarter and year ended December 31, 2025.  
  
The Company continues to monitor developments relating to the Labour Codes, including issuance of further rules, clarifications or amendments, and will evaluate and account for the impact, as applicable, in the periods in which such developments occur.
- 7 With effect from January 01, 2026, the Company has designated certain foreign currency forward contracts as cash flow hedges, having satisfied the hedge effectiveness assessment and formal documentation requirements in accordance with Ind AS 109 - Financial Instruments. Prior to such designation, these forward contracts were accounted for as derivatives measured at fair value through profit or loss.  
  
The effective portion of changes in the fair value of the designated hedging instruments amounting to Rs. 180.42 million (accumulated fair value loss) is recognised in Other Comprehensive Income and accumulated in the Cash Flow Hedge Reserve. Such accumulated amount will be reclassified to the Statement of Profit and Loss from the reserve in the same period or periods in which the hedged forecast transactions affect profit or loss.
- 8 During the quarter ended March 31, 2026, the Company has allotted 78,479 equity shares having par value of Re. 1 per share against exercise of 78,479 Restricted Stock Units under the R Systems International Limited Management Incentive Plan 2023.
- 9 Earnings per share for the quarter ended March 31, 2026, December 31, 2025 and March 31, 2025, are not annualised.
- 10 The Standalone Segment Information is set out in Annexure B.

**For and on behalf of the Board of Directors of  
R Systems International Limited**



Nitesh Bansal  
Managing Director & Chief Executive Officer  
DIN: 10170738

Place : Frisco, TX, USA  
Date : May 06, 2026




**R Systems International Limited**  
**Additional information pursuant to requirement of Regulation 52 (4) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015**  
**(on standalone basis)**

Particulars	Three months ended			Year ended
	31.03.2026	31.12.2025	31.03.2025	31.12.2025
	(Audited)	(Audited) (refer to Note 3)	(Audited) (refer to Note 3)	(Audited) (refer to Note 3)
(a) Debt equity ratio (times) Total debts (borrowing + lease liability) / Shareholders' equity	0.44	0.43	0.07	0.43
(b) Debt service coverage ratio (times) (not annualised) Earnings for debt service <sup>1</sup> / debt service <sup>2</sup>	7.91	6.46	22.55	13.27
(c) Interest service coverage ratio (times) (not annualised) Operating profit <sup>3</sup> / interest expenses	6.76	5.19	33.85	13.47
(d) Outstanding redeemable preference shares	NA	NA	NA	NA
(e) Capital redemption reserve (Rs. in million)	5.02	5.02	5.02	5.02
(f) Debenture redemption reserve	NA	NA	NA	NA
(g) Net worth (Rs. in million)	8,877.44	9,004.22	7,873.71	9,004.22
(h) Net profit for the period / year (Rs. in million)	628.92	234.98	344.71	1,994.52
(i) Earnings per share (Rs.) (refer to Note 8 and Note 9) (Equity share of par value of Re. 1/- each)				
- Basic	5.31	1.98	2.91	16.85
- Diluted	5.09	1.89	2.79	16.08
(j) Current ratio (times) Current assets / current liabilities	1.75	1.80	2.06	1.80
(k) Long term debt to working capital (times) (Non-current borrowings + current maturity of non-current borrowings + Lease liabilities) / (Current assets - current liabilities excluding current maturity of non-current borrowings and lease liability)	1.90	1.87	0.32	1.87
(l) Bad debts to accounts receivable ratio (times) (not annualised) Bad debts written off / Average trade receivables	0.02	-	-	-
(m) Current liability ratio (times) Current liabilities / total liabilities	0.37	0.36	0.65	0.36
(n) Total debts to total assets ratio (times) Borrowing + Lease liabilities (current + non- current) / Total assets	0.26	0.25	0.06	0.25
(o) Debtors' turnover ratio (times) (not annualised) Revenue from operations / average trade receivables	1.48	1.74	1.68	6.98
(p) Inventory turnover ratio	NA	NA	NA	NA
(q) Operating margin (%) Operating profit <sup>3</sup> / Revenue from operations	19.37%	9.99%	17.25%	14.93%
(r) Net profit margin (%) Net profit / Revenue from operations	19.63%	6.94%	12.44%	16.24%

**Notes:**

- 1 Earning for Debt Service = Net Profit for the period + Non-cash operating expenses
- 2 Debt service = Interest and lease payments + Scheduled principal repayments of term loans
- 3 Operating profit = Profit before tax + Finance costs - Other income

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

  
Nitesh Bansal  
Managing Director & Chief Executive Officer  
DIN: 10170738

**For Identification Only**

  
**Deloitte Haskins & Sells LLP**

**R Systems International Limited**  
**Standalone Segment Information**

(Rs. in million)


S.No.	Particulars	Three months ended			Year ended
		31.03.2026	31.12.2025	31.03.2025	31.12.2025
		(Audited)	(Audited) (refer to Note 3)	(Audited) (refer to Note 3)	(Audited) (refer to Note 3)
<b>1</b>	<b>Segment revenue</b>				
	- Information technology services	2,647.23	2,835.68	2,278.34	10,196.63
	- Knowledge services	556.18	550.92	492.43	2,085.56
	<b>Revenue from operations</b>	<b>3,203.41</b>	<b>3,386.60</b>	<b>2,770.77</b>	<b>12,282.19</b>
<b>2</b>	<b>Segment results before tax, interest and exceptional items</b>				
	- Information technology services	543.26	447.17	363.02	1,538.69
	- Knowledge services	265.56	233.33	213.13	897.85
	<b>Total</b>	<b>808.82</b>	<b>680.50</b>	<b>576.15</b>	<b>2,436.54</b>
	(i) Finance costs	(91.85)	(65.19)	(14.12)	(136.17)
	(ii) Interest income	4.66	9.38	9.41	40.42
	(iii) Other unallocable income (refer to Note 4 and Note 5)	143.19	0.79	2.56	797.57
	(iv) Other unallocable expenses*	(76.34)	(325.89)	(76.92)	(561.87)
	<b>Profit before tax</b>	<b>788.48</b>	<b>299.59</b>	<b>497.08</b>	<b>2,576.49</b>

\* Other unallocable expenses include Rs. 244.49 million towards impact of New Labour Codes for the quarter and year ended December 31, 2025. (refer to Note 6)

**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, in line with the requirements of Ind AS 108 - Operating Segments, disclosure relating to segment assets and liabilities has not been provided.

**For Identification Only**  
  
**Deloitte Haskins & Sells** 

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

  
Nitesh Bansal  
Managing Director & Chief Executive Officer  
DIN: 10170738

## INDEPENDENT AUDITOR'S REPORT ON AUDIT OF INTERIM STANDALONE FINANCIAL RESULTS (QUARTERLY)

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 ended 31 March, 2026 (the "Statement/Standalone Financial Results"), being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Results for the quarter ended 31 March, 2026:

- (i) is presented in accordance with the requirements of the Regulation 33 and Regulation 52 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 Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 ("Act"), read with relevant rules issued thereunder and other accounting principles generally accepted in India of the net profit and other comprehensive loss and other financial information of the Company for the quarter then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA"s) 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 ended 31 March, 2026 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 quarter ended 31 March, 2026 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 and Board of Directors' Responsibilities for the Statement

This Statement is 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 interim condensed standalone financial statements for the quarter ended 31 March, 2026. This responsibility includes the preparation and presentation of the Standalone Financial Results for the quarter ended 31 March, 2026 that give a true and fair view of the net profit and other comprehensive loss and other financial information in accordance with the recognition and measurement principles laid down in the Ind AS 34 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 and Regulation 52 of the LODR 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 is 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 is also responsible for overseeing the financial reporting process of the Company.

**Auditor's Responsibilities for audit of the Standalone Financial Results for the quarter ended 31 March, 2026**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the quarter ended 31 March, 2026 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 Standalone 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 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 and Regulation 52 of the LODR 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.

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



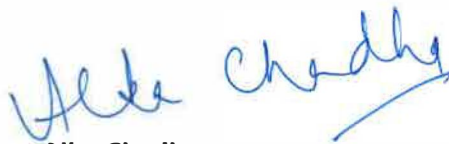
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work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Results.

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.

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 No. 117366W/W-100018)



**Alka Chadha**  
Partner  
(Membership No. 93474)  
(UDIN: 26093474RIWKSP7787)



Place: Gurugram  
Date: May 06, 2026



**Disclosure under Reg. 30 of SEBI Listing Regulations, read with SEBI Master Circular with respect to allotment of OCRPS**

S. no.	Terms	Particulars														
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Optionally Convertible Redeemable Preference Shares (“OCRPS”) of face value of INR 1/- each.														
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Allotment pursuant to composite scheme of amalgamation of Velotio Technologies Private Limited and Scaleworx Technologies Private Limited with R Systems International Limited (“Scheme”), as approved by the Hon’ble National Company Law Tribunal, New Delhi, <i>vide</i> its Order dated April 16, 2026.														
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Board of Directors has allotted 5,160,833 OCRPS of INR 1/- each.														
4.	Brief terms of the OCRPS	<table border="1"> <tbody> <tr> <td><b>Face Value</b></td> <td>INR 1/- per OCRPS</td> </tr> <tr> <td><b>OCRPS Term</b></td> <td>18 months from the Effective Date</td> </tr> <tr> <td><b>Conversion/ Redemption</b></td> <td>At end of OCRPS Term, OCRPS shall convert into equity shares of R Systems at 1:1 ratio, subject to applicable Vesting Factor (as defined in Annexure 1 of the Scheme).</td> </tr> <tr> <td><b>Vesting Factor</b></td> <td>Ranges from 0% to 100% depending on whether and when an Existing Shareholder becomes a 'Bad Leaver' (as defined in Annexure 1 of the Scheme).</td> </tr> <tr> <td><b>Dividend</b></td> <td>Non-cumulative, non-participating preferential dividend at 0.0001% p.a. on face value</td> </tr> <tr> <td><b>Nature</b></td> <td>Non-cumulative, optionally convertible and redeemable preference shares</td> </tr> <tr> <td><b>Listing</b></td> <td>Not to be listed on any Stock Exchange</td> </tr> </tbody> </table>	<b>Face Value</b>	INR 1/- per OCRPS	<b>OCRPS Term</b>	18 months from the Effective Date	<b>Conversion/ Redemption</b>	At end of OCRPS Term, OCRPS shall convert into equity shares of R Systems at 1:1 ratio, subject to applicable Vesting Factor (as defined in Annexure 1 of the Scheme).	<b>Vesting Factor</b>	Ranges from 0% to 100% depending on whether and when an Existing Shareholder becomes a 'Bad Leaver' (as defined in Annexure 1 of the Scheme).	<b>Dividend</b>	Non-cumulative, non-participating preferential dividend at 0.0001% p.a. on face value	<b>Nature</b>	Non-cumulative, optionally convertible and redeemable preference shares	<b>Listing</b>	Not to be listed on any Stock Exchange
<b>Face Value</b>	INR 1/- per OCRPS															
<b>OCRPS Term</b>	18 months from the Effective Date															
<b>Conversion/ Redemption</b>	At end of OCRPS Term, OCRPS shall convert into equity shares of R Systems at 1:1 ratio, subject to applicable Vesting Factor (as defined in Annexure 1 of the Scheme).															
<b>Vesting Factor</b>	Ranges from 0% to 100% depending on whether and when an Existing Shareholder becomes a 'Bad Leaver' (as defined in Annexure 1 of the Scheme).															
<b>Dividend</b>	Non-cumulative, non-participating preferential dividend at 0.0001% p.a. on face value															
<b>Nature</b>	Non-cumulative, optionally convertible and redeemable preference shares															
<b>Listing</b>	Not to be listed on any Stock Exchange															

**R SYSTEMS INTERNATIONAL LIMITED**

**Corporate Office**

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[rsil@rsystems.com](mailto:rsil@rsystems.com)

**Web**

[rsystems.com](http://rsystems.com)

**Registered Office**

GF-1-A, 6, Devika Tower, Nehru Place, New Delhi – 110019, India

**Corporate Identity Number**

L74899DL1993PLC053579



**Disclosure under Reg. 30 of SEBI Listing Regulations, read with SEBI Master Circular with respect to appointment of Company Secretary & Compliance Officer**

S. no.	Terms	Particulars
1.	reason for change viz. appointment, <del>re-appointment</del> , <del>resignation</del> , <del>removal</del> , <del>death or otherwise</del>	Appointment of Mr. Piyush Jain, as Company Secretary & Compliance Officer of the Company.
2.	date of appointment/ <del>re-appointment</del> / <del>cessation (as applicable)</del> & <del>term of appointment/re-appointment</del>	He will be appointed as the Company Secretary & Compliance Officer of the Company w.e.f. May 7, 2026.
3.	brief profile (in case of appointment)	<p>Mr. Piyush Jain is a qualified Company Secretary (Membership No. A44656) and a law graduate, with over a decade of experience in corporate laws, securities regulations, FEMA Regulations and strategic legal advisory. He is associated with the Company since 2019, where he serves in a senior role in the Compliance &amp; Secretarial function. Prior to this, he has worked with DLF Group, gaining exposure to corporate affairs in a large listed conglomerate environment.</p> <p>He has extensive experience in handling complex transactions, regulatory compliance and corporate governance matters for listed companies, including cross-border structures and multi-jurisdictional operations.</p>
4.	disclosure of relationships between directors (in case of appointment of a director)	Mr. Piyush Jain is not related to any of the director of the Company.

**R SYSTEMS INTERNATIONAL LIMITED**  
**Corporate Office**  
3<sup>rd</sup> Floor, Tower No. 1, IT/ITES SEZ of Artha Infratech Pvt. Ltd, Plot No. 21, Sector TechZone-IV, Greater Noida West, Gautam Buddha Nagar, Uttar Pradesh - 201306, India

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**Date: May 6, 2026**

**To,**

**BSE Limited**

P. J. Towers,  
Dalal Street,  
Mumbai - 400001  
BSE Scrip Code –977286

Dear Sir,

**REF: REGULATION 54 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - SECURITY COVER CERTIFICATE FOR PERIOD ENDED MARCH 31, 2026**

This is with reference to 9.75% listed, rated, unsecured, senior, redeemable, Non-Convertible Debentures (“Debenture”) issued by R Systems International on private placement basis, as detailed below:

<b>ISIN</b>	<b>Date of Allotment</b>	<b>Amount (in Rs.)</b>	<b>Secured/ Unsecured</b>
INE411H08011	November 11, 2025	Rs. 275 Crores	Unsecured

As the aforesaid Debentures are unsecured in nature, the provisions of Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the maintenance and disclosure of 100% security cover or such higher security cover as stipulated under the General Information Document / Key Information Document / Debenture Trust Deed, are not applicable to the Company.

This is for your information and record.

Thanking you.  
Yours faithfully,

**For R Systems International Limited**

Nand Sardana  
(Chief Financial Officer )

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