

Empowering Growth. Sharpening Focus.

Telecom & Digital Media

BFSI

Healthcare

Manufacturing & Logistics

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Safe Harbor:

Certain Statement in this report concerning our future growth prospects are forward looking statements, which involves a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding the success of our investments, risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, intense competition in IT and consulting services including those factors which may affect our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, industry segment concentration, our ability to manage our international marketing and sales operations, reduced demand for technology and consulting services in our key focus areas, disruptions in telecommunication networks or system failures, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts and product warranty, the success of the companies in which the Company has made strategic investments, withdrawal of governmental fiscal incentives, political instability and regional conflicts, legal restrictions on raising capital or acquiring companies outside India, and unauthorized use of our intellectual property and general economic conditions affecting our industry. The Company may, from time to time, make additional written and oral forward-looking statements and does not undertake to update any forward-looking statements that may be made from time to time by or on behalf of the Company.

Corporate Information

The Board of Directors

as on April 03, 2012

1. Mr. Satinder Singh Rekhi
(Chairman & Managing Director)
2. Lt. Gen. Baldev Singh (Retd.)
(President & Senior Executive Director)
3. Mr. Raj Swaminathan
(Director & Chief Operating Officer)
4. Mr. Raj Kumar Gogia
(Non Executive Independent Director)
5. Mr. Gurbax Singh Bhasin
(Non Executive Independent Director)
6. Mr. Suresh Paruthi
(Non Executive Independent Director)

Company Secretary and Compliance Officer

Mr. Vikash Kumar Tiwari

Committees of the Board of Directors

Audit Committee

1. Mr. Raj Kumar Gogia
(Chairman)
2. Mr. Gurbax Singh Bhasin
(Member)
3. Mr. Suresh Paruthi
(Member)

Shareholders / Investors Grievance Committee

1. Mr. Raj Kumar Gogia
(Chairman)
2. Mr. Suresh Paruthi
(Member)
3. Mr. Satinder Singh Rekhi
(Member)
4. Lt. Gen. Baldev Singh (Retd.)
(Member)

Remuneration Committee

1. Mr. Raj Kumar Gogia
(Chairman)
2. Mr. Gurbax Singh Bhasin
(Member)
3. Mr. Suresh Paruthi
(Member)

Compensation Committee

1. Mr. Raj Kumar Gogia
(Chairman)
2. Mr. Suresh Paruthi
(Member)
3. Lt. Gen. Baldev Singh (Retd.)
(Member)

Committee of Independent Directors for Open Offer

1. Mr. Raj Kumar Gogia
(Chairman)
2. Mr. Gurbax Singh Bhasin
(Member)
3. Mr. Suresh Paruthi
(Member)

Registered Office

B - 104A, Greater Kailash - I,
New Delhi - 110 048, India

Corporate Office

C - 40, Sector - 59,
Noida (U.P.) - 201 307, India

Statutory Auditors

S. R. Batliboi & Co.
Chartered Accountants
Golf View Corporate Tower - B,
Sector - 42, Sector Road,
Gurgaon - 122002, Haryana, India

Registrar & Share Transfer Agent

M/s Link Intime India Private Limited
A - 40, 2nd Floor,
Naraina Industrial Area, Phase - II,
Near Batra Banquet Hall,
New Delhi - 110 028

Bankers to the Company

1. State Bank of India
2. ICICI Bank Limited
3. HDFC Bank Limited
4. Axis Bank Limited
5. The Royal Bank of Scotland
6. Oriental Bank of Commerce

7. Vijaya Bank
8. State Bank of Bikaner & Jaipur
9. Canara Bank
10. California Bank & Trust, U.S.A.
11. State Bank of India, U. K.
12. Fortis Bank N.V., The Netherlands
13. Sumitomo Mitsui Banking Corporation (SMBC), Japan

Listed At

National Stock Exchange of India Limited
BSE Limited

Subsidiaries of R Systems International Limited

1. R Systems (Singapore) Pte Limited, Singapore
2. R Systems, Inc., U.S.A.
3. Indus Software, Inc., U.S.A.
4. ECnet Limited, Singapore
5. R Systems Solutions, Inc., U.S.A.
6. R Systems NV, Belgium
7. R Systems Europe B.V., The Netherlands
8. R Systems S.A.S., France
9. Computaris International Limited, U.K.
(became wholly owned subsidiary w.e.f. January 26, 2011)

Subsidiaries of ECnet Limited

10. ECnet (M) Sdn. Bhd., Malaysia
11. ECnet Inc., U.S.A.
12. ECnet (Hong Kong) Limited, Hong Kong
13. ECnet Systems (Thailand) Company Limited, Thailand
14. ECnet Kabushiki Kaisha, Japan
15. ECnet (Shanghai) Co. Ltd., People's Republic of China

Subsidiaries of Computaris International Limited

16. ICS Computaris International Srl, Moldova
17. Computaris Malaysia Sdn. Bhd., Malaysia
18. Computaris Polska sp z o.o., Poland
19. Computaris Romania SRL, Romania
20. Computaris USA, Inc. (formerly known as Computaris USA, LLC), U.S.A.
21. Computaris Limited, U.K.

Empowering growth. Sharpening focus.

Growth, for us, is not a goal; it is a process. It is that systemic evolution which enables us to scale new levels at every step of our journey, from year to year.

We began our journey of growth as an outsourced product development company which we define as Integrated Product Life Cycle Management (iPLM) Services. Thereafter, we had extended our offerings into business process outsource services and own product suite in BFSI, Manufacturing & Logistic verticals.

A year ago, we redefined our focus to align ourselves to the transforming needs of our existing and prospective clients in the ever evolving IT industry milieu. We developed our strategic focus further, to make it even more innovative as we steered our growth as a leading player in outsourced product development, business process outsource services and our own product suite. Our iPLM-led strategy across our own product suite and customer owned IP, covers and focuses around our chosen and specialised four verticals - Telecom & Digital Media, BFSI, Healthcare and Manufacturing &



Logistics. This helps us in delivering innovative and customised solutions in accordance with specific client needs under chosen industry verticals.

Having consolidated our realignment across verticals, we moved on, during 2011, to sharpen our focus across these businesses to enter into new collaborations and expand into new geographies. Acquisition of Computaris International Limited expanded our offerings in the telecom vertical and extended our footprints in Eastern Europe.

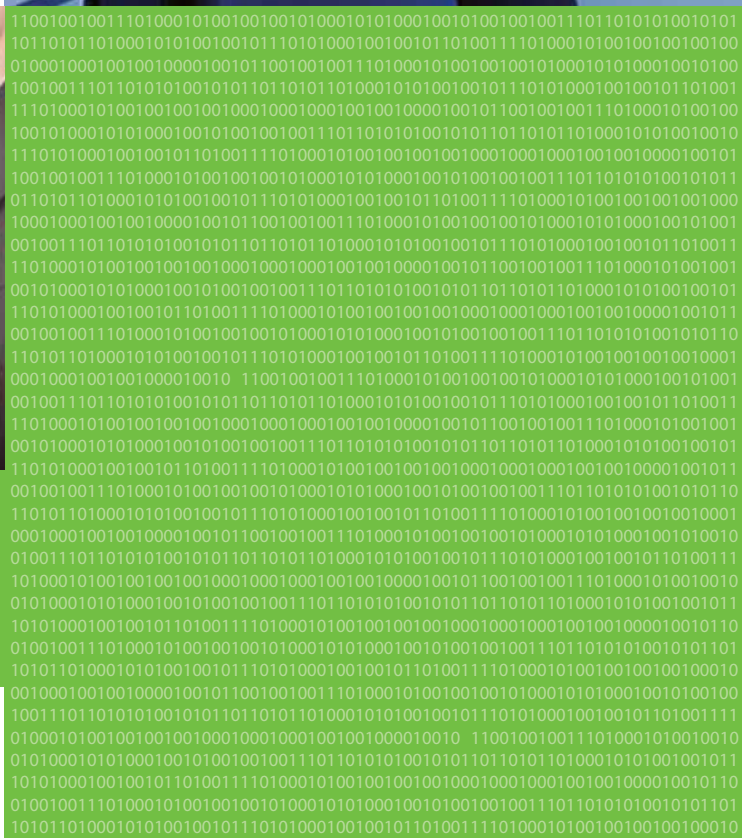
With this, and other vital initiatives, the year saw us grow into a more holistic organisation that was, on the one hand, enabling and empowering growth across business verticals. On the other, it witnessed our progress towards that ultimate scale of growth which is eventually leading to empowerment of not only our clients and business partners, but also our people and the communities we serve.

It is to that empowering growth, which is geared to positively transform the face of the nation, that we are dedicating this annual report.



Empowering growth through innovation

In this era of cut throat competition, innovation is the need of the hour, and the IT industry has always been and will always be characterised by innovation which is marked by thinking of new ways to revolutionise the world with new products or services. The companies that are able to recognise these trends in the society engage in launch of relevant and breakthrough products ahead of peers, and these are companies that will experience long-term success and create added value for their shareholders.



Innovation at R Systems is epitomised by its iLPM services and own product offerings, where domain experts with their deep domain knowledge and competency, along with insight for the said industry vertical, add significant value to the customers and work as an extended enterprise for them by delivering predictable tangible value. And through its innovative services and solutions, we have not only expanded our business verticals but also geographic footprints.

R Systems strives to empower growth by achieving a shared vision of performance that yields tangible returns in terms of innovation and increased efficiencies for our customers. And today, R Systems is seen as a valuable change partner for enterprises to drive transformation by providing innovative technology solutions that improve business outcomes.



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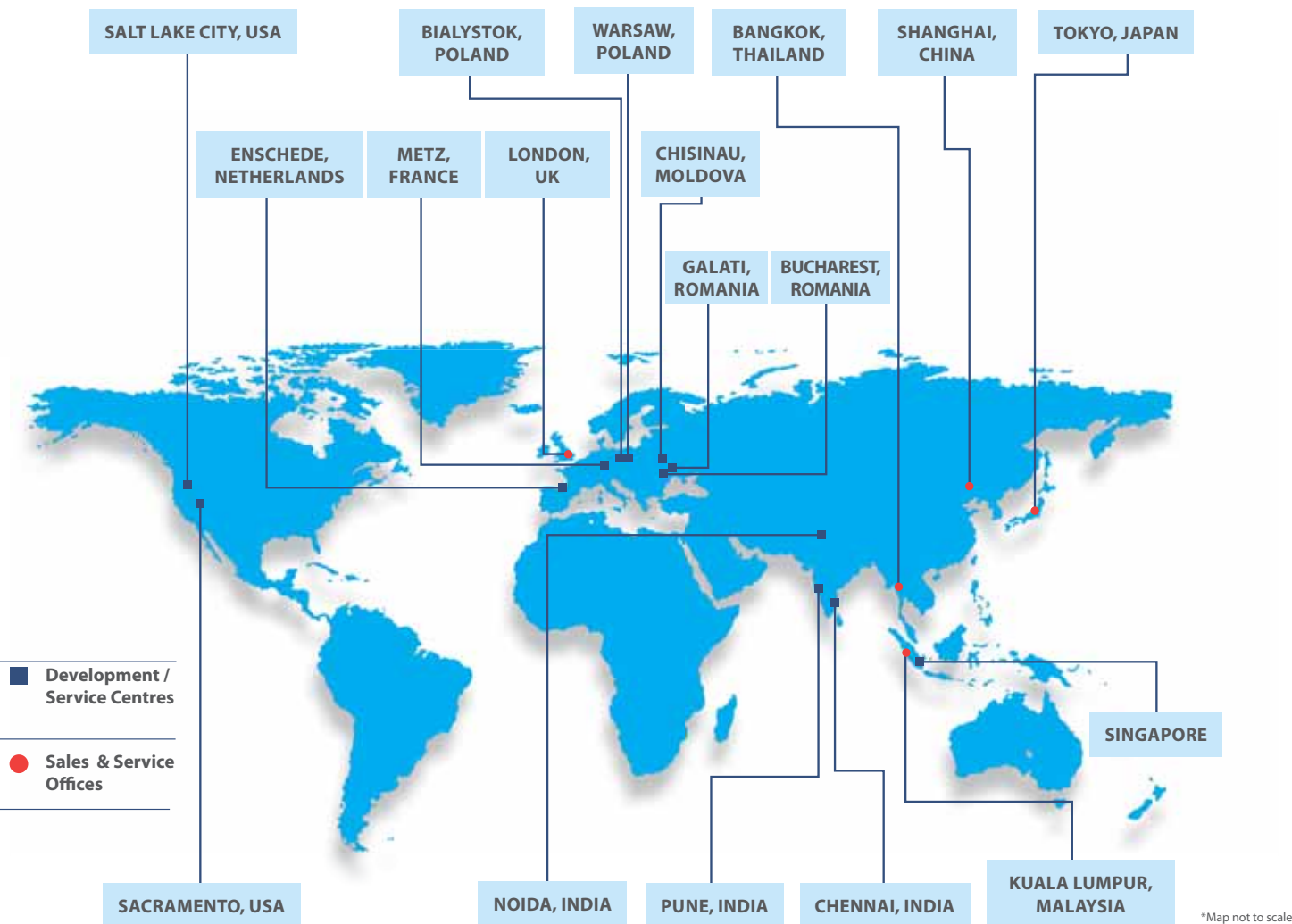


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A dynamic entity empowering growth



Overview

Founded in 1993, R Systems is a leading provider of Outsourced Product Development (OPD), business process outsource services and its own products in BFSI, Manufacturing & Logistic verticals. R Systems' rapidly growing customer list includes a variety of Fortune 1000, government and mid-sized organisations across a wide range of industry verticals including Banking and Finance, High Technology, Independent Software Vendors, Telecom and Digital Media, Government, Healthcare, Manufacturing and Logistic Industries.

R Systems maintains 13 development and service centres spread across Noida, Chennai and Pune in India; El Dorado Hills, California and Salt Lake City, Utah in USA; Singapore; Enschede in Netherlands; Metz in France; Bucharest and Galati in Romania; Warsaw and Bialystok in

Poland and Chisinau in Moldova. Using global delivery model, we serve customers in the US, Europe, South America, the Far East, the Middle East and Africa. Following the acquisition of Computaris, we have expanded our customer reach with offices in UK, Romania, Poland and Moldova.

R Systems stands amid the few pioneering companies across the globe that has built unparalleled capabilities. The Company has earned several notable global certifications and standards like SEI CMMI Level 5, ISO 27001:2005, ISO 9001:2008 & PCMM Level 5. The Company's continuing compliance with these standards demonstrates the strength of its processes and gives it a competitive edge in service and product offerings.

Vision



Building a growth-oriented, process-driven and people-centric organisation to provide innovative IT solutions and end-to-end software product support to the delight of our clients globally.

Mission

To meet the global demand for information technology with world class IT solutions while creating value for our customers and wealth for our employees and shareholders.

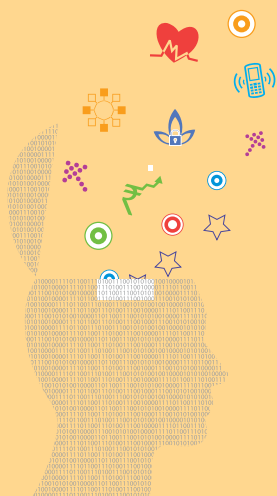
Values

- ▶ Customer and Business
- ▶ Focus
- ▶ Quality Orientation
- ▶ Respect for Individual
- ▶ Honesty and Integrity
- ▶ Fairness
- ▶ Team Effort
- ▶ Continuous Improvement and Innovation
- ▶ Security Consciousness





Milestones



1993

Incorporation of R Systems

2000

Opened new development
centre in Noida

2002

Acquisition of
Indus Software Private Limited

2003

Set up of
BPO operations in Noida



2009

- ▶ PCMM Level 5 Certification by KPMG
- ▶ Ranked 5th in "Exciting Emerging Companies to work for Survey 2008" by NASSCOM

