



R.S. SOFTWARE (INDIA) LTD.

CIN: L72200WB1987PLC043375

www.rssoftware.com

An ISO 9001:2008, ISO 27001:2005 and SEI-PCMM Level 3 Company

July 11, 2015

The Vice President,
Listing Dept.,
National Stock Exchange Of India Ltd.,
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block,
Bandra- Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: The Scrutinizers' Reports on voting in respect of the businesses transacted at the Annual General Meeting (AGM) of the Company held on July 10, 2015.

Ref: Scrutinizer's Reports on remote e-voting, voting through physical ballot forms held at the AGM venue and consolidated voting report.

This is further to the Company's Notice to Members dated April 17, 2015 for the 27th Annual General Meeting of the Company held on yesterday, the 10th July, 2015, we are now enclosing the Scrutinizer's Reports, on voting through physical ballot held at the AGM venue, remote r-voting and consolidated voting report prepared by the Scrutinizer, Mr. Mohan Ram Goenka, a practicing Company Secretary.

This is for your information and records only.

Yours faithfully,
For R S Software (India) Ltd.

Vijendra Surana
CFO & Company Secretary

Encl.: As above

Global Leader in Providing Technology Solutions to the Electronic Payments Industry

- | | |
|---------------------------|---|
| Registered Office: | ➤ R.S. Software (India) Ltd. A-2, FMC Fortuna, 234/3A, A.J.C. Bose Road, Kolkata 700020, India
Tel: 91 33 2287 5746, 91 33 2281 0106 /07 /08 /09 Fax: 91 33 2287 6256 |
| Computer Centers: | ➤ RS Tower, Block DN - 9, Sector - V, Salt Lake Electronics Complex, Kolkata 700091, India Tel: 91 33 6601 8899 Fax: 91 33 2367 4469
➤ Plot J1 - 11, Block EP, Sector - V, Salt Lake Electronics Complex, Kolkata 700091 |
| US Offices: | ➤ 1900 McCarthy Boulevard, Suite #103, Milpitas CA 95035 Tel: 408 382 1200 Fax: 408 382 0083
➤ 555 North Point Center East, 4th floor, Alpharetta GA 30022 Tel: 678 366 5179 Fax: 678 366 5001 |
| UK Office: | ➤ The Lansdowne Building, 2 Lansdowne Road, Croydon CR9 2ER Tel: 208 263 6014 Fax: 208 263 6100 |
| Subsidiaries: | ➤ Responsive Solutions Inc., California, US
➤ R.S. Software (Asia) Pte. Limited, Singapore, Asia |

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Twenty Seventh Annual General Meeting of the Equity shareholders of **R S Software (India) Ltd.**, held on the **10th day of July, 2015** at **RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156.**

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **R S Software (India) Ltd.** (the Company) for the purpose of Scrutinizing the e-voting process (remote e-voting) and Voting through Ballot paper at the Annual General Meeting under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and Voting through Ballot paper at the Annual General Meeting on the resolutions contained in the notice of Twenty Seventh Annual General Meeting of the shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process (remote e-voting) and Voting through Ballot paper at the Annual General Meeting is restricted to make a Consolidated Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and voting done by way of ballot paper at the Annual General Meeting.
3. I have issued separate Scrutinizer's Report dated **10.07.2015** on the remote e-voting and voting through ballot paper at the Annual General Meeting on the resolutions contained in the notice to the AGM. I submit herewith my consolidated Scrutinizer's Report on the results of voting through electronic means (i.e., by remote e-voting) and voting through ballot paper at the Annual General Meeting as under:

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46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com

Mobile No.9831074332
Phone No : 2237 9517

For **R. S. SOFTWARE INDIA LTD.**


CFO & Company Secretary



Item No. of Notice	Particulars and Type of Resolution	Votes in favour of the resolution		Votes against the resolution		Invalid Votes No. of shares
		No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	
Item No. 1	Adoption of Financial statements for F.Y. ended 31.03.2015, Balance sheet and Report of Directors and Auditors thereon (Ordinary Resolution)	11227991	99.99 (approx.)	2	0.01 (approx.)	48948
Item No. 2	Declaration of final dividend and to confirm the interim dividends already paid during the year for the financial year ended March 31, 2015. (Ordinary Resolution)	11276919	99.99 (approx.)	2	0.01 (approx.)	20
Item No. 3	Reappointment of Mrs. Sarita Jain (holding DIN 00206743), who retires by rotation (Ordinary Resolution)	10001813	88.69 (approx.)	1275108	11.31 (approx.)	20
Item No. 4	Reappointment of Chaturvedi and Company (Registration No. 302137E) as Statutory Auditors (Ordinary Resolution)	11252693	99.79	24228	0.21 (approx.)	20

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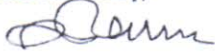
Mobile No.9831074332
 Phone No : 2237 9517

For R. S. SOFTWARE INDIA LTD.

[Signature]
 CFO & Company Secretary



Thanking You,
Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C. P. No: 2551

Place: Kolkata
Date: 10.07.2015



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For R. S. SOFTWARE INDIA LTD.


CFO & Company Secretary

Scrutinizer's Report (Remote e-voting)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Twenty Seventh Annual General Meeting of the Equity shareholders of **R S Software (India) Ltd.**, held on the **10th day of July, 2015** at **RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156.**

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **R S Software (India) Ltd.** (the Company) for the purpose of Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and and Clause 35B of the Listing Agreement.
 2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of Twenty Seventh Annual General Meeting of the shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process (remote e-voting) is restricted to make a Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means.
 3. In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the remote e-voting facility was kept open from **July 7, 2015 (9.00 A.M.)** and ends on **July 9, 2015 (5.00 P.M.)** and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on e-voting platform provided by CDSL.
- (I) The member of the Company as on "cut off" date (record date) i.e. **July 3, 2015** were entitled to vote on the resolutions. (Item No. 1 to 4 as set out in the notice of 27th AGM of the Company.)

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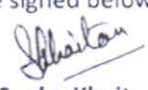
Phone No : 2237 9517

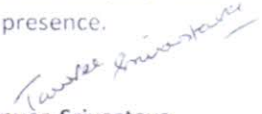
For **R. S. SOFTWARE INDIA LTD.**


CFO & Company Secretary



4. The votes cast were unblocked on 10.07.2015 in the presence of two witnesses Ms. Sneha Khaitan and Mrs. Tanvee Srivastava who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Ms. Sneha Khaitan


Mrs. Tanvee Srivastava

5. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such report generated, 30 members have cast their votes on the remote e-voting platform and the analysis of the results of the e-voting are as under:

Item No. 1 :-

Ordinary Resolution to receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2015, the Balance sheet as on that date, and the Reports of the Board of Directors ("the Board") and Auditors thereon

- (i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
29	11225985	100

- (ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
0	0	0

- (iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them (No. of shares)
1	48928

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For R. S. SOFTWARE INDIA LTD.


CFO & Company Secretary



Item No. 2:-

Ordinary Resolution to declare a final dividend @ 25% i.e. Rs.1.25 per equity share and to confirm the interim dividends for Rs. 1.00 per equity share, Rs.1.50 per equity share and Rs. 0.75 per equity share, already paid during the year for the financial year ended March 31, 2015.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
30	11274913	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
0	0	0

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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For R. S. SOFTWARE INDIA LTD.


CFO & Company Secretary

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Item No. 3 :-

Ordinary Resolution to appoint a Director in place of Mrs. Sarita Jain (holding DIN 00206743), who retires by rotation and being eligible, seeks re-appointment.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
15	9999807	88.69 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
15	1275106	11.31 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them (No. of shares)
NIL	NIL

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For R. S. SOFTWARE INDIA LTD.

CFO & Company Secretary

Item No. 4 :-

Ordinary Resolution to re-appointment Chaturvedi and Company (Registration No. 302137E) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
29	11250687	99.79 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
1	24226	0.21 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them (No. of shares)
NIL	NIL

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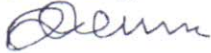
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For R. S. SOFTWARE INDIA LTD.

[Signature]
CFO & Company Secretary

Thanking You,
Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C. P. No: 2551

Place: Kolkata
Date: 10.07.2015



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For R. S. SOFTWARE INDIA LTD.


CFO & Company Secretary

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Scrutinizer's Report (Ballot Paper)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Twenty Seventh Annual General Meeting of the Equity shareholders of R S Software (India) Ltd., held on the 10th day of July, 2015 at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156.

Sub: Scrutinizer Report on the voting conducted by the Company through physical ballot forms received from the shareholders at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of R S Software (India) Ltd. (the Company) for the purpose of Scrutinizing the voting through ballot paper under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and and Clause 35B of the Listing Agreement.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through ballot paper on the resolutions contained in the notice of Twenty Seventh Annual General Meeting of the shareholders of the Company. My responsibility as a Scrutinizer for the voting through ballot paper process is to scrutinize the physical ballot forms received from the shareholders in respect of the resolutions passed at the Twenty Seventh Annual General Meeting of the shareholders of the Company and to make a Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above.
3. The member of the Company as on "cut off" date (record date) i.e. July 3, 2015 were entitled to vote on the resolutions. (Item No. 1 to 4 as set out in the notice of 27th AGM of the Company.)

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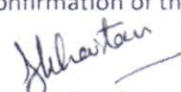
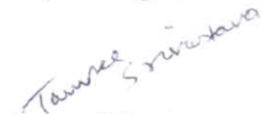
For R. S. SOFTWARE INDIA LTD.


CFO & Company Secretary



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4. At the venue of the Twenty Seventh AGM of the Company held on July 10, 2015, the facility of vote through Ballot Paper had been provided to facilitate those members present at the Meeting but could not participate in the remote e-voting to record their votes.
5. After voting at the AGM on July 10, 2015, was concluded, ballot box was kept for the purpose of casting votes were locked in my presence. Further, the votes cast were unblocked on 10.07.2015 in the presence of two witnesses Ms. Sneha Khaitan and Mrs. Tanvee Srivastava who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Ms. Sneha Khaitan
Mrs. Tanvee Srivastava

6. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were derived from the ballot forms received from the shareholders at the Annual General Meeting and based on such data, 33 members have casted their votes and the summary of results of the voting through ballot paper are as under:

Item No. 1 :-

Ordinary Resolution to receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2015, the Balance sheet as on that date, and the Reports of the Board of Directors ("the Board") and Auditors thereon

- (i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
30	2006	99.90 (approx.)

- (ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
1	2	0.10 (approx.)

- (iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them (No. of shares)
1	20

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For R. S. SOFTWARE INDIA LTD.


CFO & Company Secretary

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Item No. 2:-

Ordinary Resolution to declare a final dividend @ 25% i.e. Rs.1.25 per equity share and to confirm the interim dividends for Rs. 1.00 per equity share, Rs.1.50 per equity share and Rs. 0.75 per equity share, already paid during the year for the financial year ended March 31, 2015.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
30	2006	99.90 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
1	2	0.10 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them (No. of shares)
1	20

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For R. S. SOFTWARE INDIA LTD.


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Item No. 3 :-

Ordinary Resolution to appoint a Director in place of Mrs. Sarita Jain (holding DIN 00206743), who retires by rotation and being eligible, seeks re-appointment.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
30	2006	99.90 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
1	2	0.10 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them (No. of shares)
1	20

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Item No. 4 :-

Ordinary Resolution to re-appointment Chaturvedi and Company (Registration No. 302137E) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
30	2006	99.90 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares)	% of the Total Number of Valid Votes cast
1	2	0.10 (approx.)

(iii) Invalid Votes :

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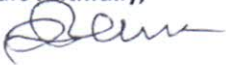
[Signature]
CFO & Company Secretary



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Thanking You,
Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C. P. No: 2551

Place: Kolkata
Date: 10.07.2015



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For R. S. SOFTWARE INDIA LTD.



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