December 31 , 2014

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: Outcome of voting through Postal Ballot & E-voting for Subdivision of Face value of Equity Shares of the Company.

Ref: Postal Ballot, E-voting and Combined Results

This is further to the Company's Notice of Postal Ballot dated November 7, 2014 for Subdivision of face value of Equity Shares of the Company, we are now enclosing the Scrutinizer's Reports of Postal Ballot, E-voting and Combined Report prepared by Mr. Mohan Ram Goenka, Practising 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

Scrutinizer's Report (Postal Ballot)

[Pursuant to rule Section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration)Rules, 2014]

To,

The Chairman / Board of Directors of **R S Software (India) Limited,** a Company incorportaed under the Companies Act 1956 and having its registered office at **"FMC Fortuna", 1st Floor, A-2, 234/3A, A.J.C. Bose Road, Kolkata – 700 020.**

Sub: Scrutinizer Report on the Postal Ballot conducted by the Company pursuant to the provisions of 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration)Rules, 2014 to pass the item on the Agenda as contained in the notice dated 07.11.2014

Dear Sir,

1. I Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of **R S Software (India) Limited** (the Company) In its meeting held on November 7, 2014 as a Scrutinizer for the purpose of Scrutinizing the postal ballot process and ascertaining the requisite majority on ballot voting carried out as per the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration)Rules, 2014 (Rules) 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 postal ballot means on the proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the forms received from the shareholders by casting of their votes through postal ballot.

3. All the duly completed postal ballot form as received by the Scrutinizer upto the close of business hours upto **6:00 P.M.** on **27th December, 2014,** being the last date fixed for receipt of postal ballot forms were considered for scrutiny.

4. The member of the Company as on **"cut off" date i.e. 14th November, 2014** were entitled to vote on the resolutions and the Company had completed the dispatch of postal ballot notice on **26th November 2014**.

5. The votes cast were unblocked on 29.12.2014 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal 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 **Ms.Smita Mondal**

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 postal ballot forms and based on such data, the summary of results of the postal ballot voting are as under:

Item No. 1 :-

Summary of the Postal Ballots received for Resolution No. 1

Resolution No.	1
Purpose of Resolution	Sub-division of One Equity Share of the Company of Face Value of Rs 10/- each to 2 Equity Shares of Rs. 5/- each.
Type of Resolution	Special Resolution

Particulars	**No. of Postal Ballot Forms**	**No. of Shares**
Total Postal Ballots received	145	47955
Less: Invalid Postal Ballots	16	4603
Net Valid Postal Ballots	129	43352
Postal Ballot with assent for the resolution	126	43278
Postal Ballot with dissent for the resolution	3	74
Percentage of voters / shares in favour	97.67	99.83
Percentage of voters / shares Against	2.33	0.17

Item No. 2 :-

Summary of the Postal Ballots received for Resolution No. 2

Resolution No.	2
Purpose of Resolution	**Re-classification of Authorised Share Capital and Consequent Alteration of Memorandum of Association**
Type of Resolution	Special Resolution

Particulars	**No. of Postal Ballot Forms**	**No. of Shares**
Total Postal Ballots received	145	47955
Less: Invalid Postal Ballots	16	4603
Net Valid Postal Ballots	129	43352
Postal Ballot with assent for the resolution	122	43264
Postal Ballot with dissent for the resolution	7	88
Percentage of voters / shares in favour	94.57	99.80
Percentage of voters / shares Against	5.43	0.20

Thanking You,

Yours Faithfully,

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

Place: Kolkata
Date: 30.12.2014

Our Office :
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E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com

Mobile No.9831074332
Phone No : 2237 9517

Scrutinizer's Report (e-voting)

[Pursuant to rule Section 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration)Rules, 2014]

To,

The Chairman / Board of Directors of **R S Software (India) Limited,** a Company incorportaed under the Companies Act 1956 and having its registered office at **"FMC Fortuna", 1st Floor, A-2, 234/3A, A.J.C. Bose Road, Kolkata – 700 020.**

Sub: Scrutinizer Report on the e-voting conducted by the Company pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration)Rules, 2014 to pass the item on the Agenda as contained in the notice dated 07.11.2014

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of **R S Software (India) Limited**. (the Company) in its meeting held on November 7, 2014 as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration)Rules, 2014 (Rules) on the Resolution to be passed through postal ballot.

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 proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.

3. In terms of the aforesaid Notice, the e-voting period was opened for thirty days from 9:30 A.M on **November 28, 2014** to 6:00 P.M on **December 27, 2014** and members were requested to cast their votes electronically convening their assent or dissent in respect of the special resolution on e-voting platform provided by CDSL.

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Phone No : 2237 9517

4. The member of the Company as on **"cut off" date i.e. 14th November, 2014** were entitled to vote on the resolutions and the Company had completed the dispatch of postal ballot notice on **26th November 2014**.

5. The votes cast were unblocked on 29.12.2014 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Khaitan

Ms. Sneha Khaitan

Smita Mondal.

Ms. Smita Mondal

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 generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such report generated, 80 members have cast their votes on the E-voting platform and the analysis of the results of the e-voting are depicted as under:

Item No. 1 :-

Analysis of Result – 1

Resolution No.	1
Purpose of Resolution	Sub-division of One Equity Share of the Company of Face Value of Rs 10/- each to 2 Equity Shares of Rs. 5/- each.
Type of Resolution	Special Resolution

Particulars	**No. of e-votes**	**No. of votes contained in e-votes**	**Percentage of total**
Received	80	5421897	100%
Assent	77	5421093	99.99% (approx.)
Dissent	3	804	0.01% (approx.)
Abstain	0	0	0%
Total	**80**	**5421897**	**100%**

Item No. 2 :-

Analysis of Result – 2

Resolution No.	2
Purpose of Resolution	**Re-classification of Authorised Share Capital and Consequent Alteration of Memorandum of Association**
Type of Resolution	**Special Resolution**

Particulars	**No. of e-votes**	**No. of votes contained in e-votes**	**Percentage of total**
Received	80	5421897	100%
Assent	78	5421132	99.99% (approx.)
Dissent	2	765	0.01% (approx.)
Abstain	0	0	0%
Total	**80**	**5421897**	**100%**

Thanking You,

Yours Faithfully,

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

Place: Kolkata
Date: 30.12.2014

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MR & Associates
Company Secretaries

Scrutinizer's Report

Combined Report on e-voting and postal ballot

To,

The Chairman / Board of Directors of **R S Software (India) Limited,** a Company incorportaed under the Companies Act 1956 and having its registered office at **"FMC Fortuna", 1st Floor, A-2, 234/3A, A.J.C. Bose Road, Kolkata – 700 020.**

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) Limited**. (the Company) in its meeting held on November 7, 2014 as a Scrutinizer for the purpose of Scrutinizing the e-voting process and postal ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 and 22 of the Companies (Management and Administration)Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the proposed Resolutions to be passed through postal ballot.

1. 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 postal ballot on the proposed resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to making 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 CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and duly completed Postal Ballot Form(s) as received upto the close of business hours on 27th December, 2014, being the last date fixed for receipt of postal ballot forms were considered for scrutiny.

2. I have issued separate Scrutinizer's Report dated 30th December, 2014 on the e-voting and postal ballot on the proposed resolutions contained in the notice to the postal ballot. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of postal ballot as under:

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Item No. 1

Resolution No.	1
Purpose of Resolution	Sub-division of One Equity Share of the Company of Face Value of Rs 10/- each to 2 Equity Shares of Rs. 5/- each.
Type of Resolution	Special Resolution
Result	E-voting + Postal Ballot

Particulars	**No. of Shares (through E-voting)**	**No. of Shares (through Postal Ballot)**	**Total No. of Shares**	**% of Total Net Valid votes (in percentage)**
Total No. of votes received	5421897	47955	5469852	Not applicable
Less: No. of Invalid Votes	0	4603	4603	
Net Valid Votes	5421897	43352	5465249	
Votes with assent for the resolution	5421093	43278	5464371	99.9839 (approx.)
Votes with dissent for the resolution	804	74	878	0.0161 (approx.)

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Item No. 2

Resolution No.	2
Purpose of Resolution	Re-classification of Authorised Share Capital and Consequent Alteration of Memorandum of Association
Type of Resolution	Special Resolution
Result	E-voting + Postal Ballot

Particulars	**No. of Shares (through E-voting)**	**No. of Shares (through Postal Ballot)**	**Total No. of Shares**	**% of Total Net Valid votes (in percentage)**
Total No. of votes received	5421897	47955	5469852	Not applicable
Less: No. of Invalid Votes	0	4603	4603	
Net Valid Votes	5421897	43352	5465249	
Votes with assent for the resolution	5421132	43264	5464396	99.9844 (approx.)
Votes with dissent for the resolution	765	88	853	0.0156 (approx.)

Thanking You,

Yours Faithfully,

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

Place: Kolkata
Date: 30.12.2014

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