



R.S. SOFTWARE (INDIA) LTD.

CIN: L72200WB1987PLC043375

www.rssoftware.com

July 22, 2017

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

The Asst. 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

Sub: **Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015**

Ref: **Voting results of 29th Annual General Meeting.**

This is to inform you that the 29th Annual General Meeting of the Company has been duly convened and held on Friday, the 21st day of July, 2017 at Rabindra - Okakura Bhawan, Paschimbanga Bangla Academy, 27A/1 DD Block, Salt Lake City, (Near City Centre I, Salt Lake), Kolkata - 700 064 .

In this regard, please find enclosed the following:

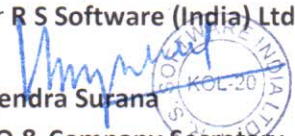
1. Voting results in prescribed format pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
2. Consolidated Scrutinizer report dated July 22, 2017 pursuant to Section 108 of the Companies Act, 2013 and Companies (management and administration) Rules, 2014 (as amended) on remote e-voting and voting at AGM with respect to resolution as mentioned in 29th AGM of the Company.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For **R S Software (India) Ltd.**


Vijendra Surana
CFO & Company Secretary
Membership No. 11559

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 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
➤ Premises No. 20/2, Old No. 5, Boo Begaum Sahib Street, Facing Kalimapuram, Annasalai, Chennai - 600002
➤ Plot No 460, H No 9/105/2/1, Laxmi Nagar Colony, Boduppal Ghatkesar Mandal, Hyderabad, Rangareddy, Telangana - 500092
- 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:** ➤ Suite 218, Orion House, 104 - 106 Cranbrook Road, Ilford, Essex IG1 4LZ Ph: 02086363996
- Subsidiaries:** ➤ Responsive Solutions Inc., California, US
➤ R.S. Software (Asia) Pte. Limited, Singapore, Asia

R S SOFTWARE (INDIA) LIMITED

Date of the AGM	21.07.2017
Total number of shareholders on record date	27094
No. of shareholders present in the meeting either in person or through proxy or through Video Conferencing	
Promoters and Promoter Group : Public :	2 188
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group : Public :	NIL NIL

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No : 1 - Adoption of Financial Statements for the year ended March 31, 2017

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		10402192	100.00	10402192	0	100.00	0.00
	Poll	10402192	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10402192	10402192	100.00	10402192	0	100.00	0.00
Public - Institutions	E-Voting		450512	59.21	450512	0	100.00	0.00
	Poll	760907	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	760907	450512	59.21	450512	0	100.00	0.00
Public -Non Institutions	E-Voting		120586	0.83	117486	3100	97.43	2.57
	Poll	14545219	4887	0.03	4829	58	98.81	1.19
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	14545219	125473	0.86	122315	3158	97.48	2.52
Total		25708318	10978177	42.70	10975019	3158	99.97	0.03



Resolution No : 2 - Re-appointment of Mrs. Sarita Jain (holding DIN 00206743) as Director

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10402192	10402192	100.00	10402192	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10402192	10402192	100.00	10402192	0	100.00	0.00
Public - Institutions	E-Voting	760907	0	0.00	0	0	0.00	0.00
	Poll	760907	450512	59.21	0	450512	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	760907	450512	59.21	0	450512	0.00	100.00
Public -Non Institutions	E-Voting		120586	0.83	117436	3150	97.39	2.61
	Poll	14545219	4887	0.03	4484	403	91.75	8.25
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	14545219	125473	0.86	121920	3553	97.17	2.83
Total		25708318	10978177	42.70	10524112	454065	95.86	4.14



Resolution No : 3 - Appointment of Auditors and to fix their remuneration

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10402192	10402192	100.00	10402192	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	10402192	10402192	100.00	10402192	0	100.00	0.00
Public - Institutions	E-Voting	760907	450512	59.21	450512	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	760907	450512	59.21	450512	0	100.00	0.00
Public - Non Institutions	E-Voting	14545219	120586	0.83	117386	3200	97.35	2.65
	Poll	0	4887	0.03	4842	45	99.08	0.92
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	14545219	125473	0.86	122228	3245	97.41	2.59
Total		25708318	10978177	42.70	10974932	3245	99.97	0.03



Resolution No : 4 - Re-appointment of Mr. Rajnit Rai Jain (holding DIN 00122942) as Chairman and Managing Director

Resolution required : (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		10402192	100.00	10402192	0	100.00	0.00
	Poll	10402192	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10402192	10402192	100.00	10402192	0	100.00	0.00
Public - Institutions	E-Voting		450512	59.21	450512	0	100.00	0.00
	Poll	760907	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	760907	450512	59.21	450512	0	100.00	0.00
Public-Non Institutions	E-Voting		120586	0.83	117336	3250	97.30	2.70
	Poll	14545219	4887	0.03	4844	43	99.12	0.88
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	14545219	125473	0.86	122180	3293	97.38	2.62
Total		25708318	10978177	42.70	10974884	3293	99.97	0.03

For R. S. SOFTWARE INDIA LTD.



CFO & Company Secretary

SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and voting at the Annual General Meeting venue through polling paper/ballot paper)

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

To,

The Chairman of the Twenty Ninth Annual General Meeting (AGM) of the Members of R.S. Software (India) Limited (CIN: L72200WB1987PLC043375), held on Friday, the 21st day of July, 2017 at Rabindra - Okakura Bhawan, Paschimanga Bangla Academy, 27A/1 DD Block, Salt Lake City, (Near City Centre I, Salt Lake), Kolkata - 700 064 at 11:30 A.M.

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), was duly appointed as a Scrutinizer by the Board of Directors of R.S. Software (India) Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling 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, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper for the resolutions proposed in the Notice of 29th Annual General Meeting of the Members of the Company dated April 19, 2017. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 29th AGM of the Company, based on the report provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

Our Office :

46, B. B. Ganguly Street, 4th Floor

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goenkamohan@gmail.com



Mobile No.9831074332

Phone No : 2237 9517

3. In terms of the aforesaid Notice and as per 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, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open for 3 (three) days from Tuesday, July 18, 2017 (09:00 a.m. IST) till Thursday, July 20, 2017 (5.00 p.m. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by Central Depository Services (India) Limited (CDSL).
4. The Members holding equity shares as on the "cut-off date" i.e. July 14, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 29th Annual General Meeting.
5. At the end of the remote e-voting period on Thursday, 20th July, 2017 (5:00 P.M.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper / polling paper for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on the 21st day of July, 2017 the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Smita Mondal and Ms. Sneha Khaitan who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. They have signed below in confirmation of the votes being unblocked in their presence.

Smita Mondal

Sneha Khaitan

8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com> and based on such reports,

20 Members have cast their votes through remote e-voting;

66 Members have cast their votes through ballot paper / polling paper

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The brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper are as under:

Item No. 1 - Ordinary Resolution :

Adoption of the Audited Financial Statement (including the consolidated financial statement) of the Company for the Financial Year ended March 31, 2017, and the report of the Board of Directors (the "Board") and Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	19	10970190	56	4829	75	10975019	99.97
Dissent	1	3100	10	58	11	3158	0.03
Total	20	10973290	66	4887	86	10978177	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 2 - Ordinary Resolution :

Re-appointment of M^{rs}. Sarita Jain (DIN: 00206743) as Director.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	16	10519628	62	4484	78	10524112	95.86
Dissent	4	453662	4	403	8	454065	4.14
Total	20	10973290	66	4887	86	10978177	100.00
Abstain / Invalid	0	0	0	0	-	-	-

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Item No. 3 - Ordinary Resolution :

Appointment of M/s. Deoki Bijay & Co., Chartered Accountants (Firm Registration No.313105E) as Statutory Auditor of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	18	10970090	60	4842	78	10974932	99.97
Dissent	2	3200	6	45	8	3245	0.03
Total	20	10973290	66	4887	86	10978177	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 4 - Special Resolution :

Re-appointment of Mr. Rajnit Rai Jain (DIN: 00122942) as Chairman and Managing Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	10970040	61	4844	78	10974884	99.97
Dissent	3	3250	5	43	8	3293	0.03
Total	20	10973290	66	4887	86	10978177	100.00
Abstain / Invalid	0	0	0	0	-	-	-

9. Based on the foregoing, the resolution no.(s) 1 to 4 shall be deemed to have been passed with the requisite majority.

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MR & Associates

Company Secretaries

All the relevant records relating to the voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,



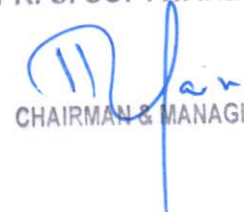
Mohan Ram Goenka
Practising Company Secretary
C.P. No: 2551

Date : July 22, 2017,
Place : Kolkata



Countersigned by:

For R. S. SOFTWARE INDIA LTD.



CHAIRMAN & MANAGING DIRECTOR

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