



R.S. SOFTWARE (INDIA) LTD.

CIN: L72200WB1987PLC043375

www.rssoftware.com

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

July 13, 2015

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

Dear Sir,

Sub: **E-voting and physical ballot results for the Company's last Annual General Meeting as per Clause 35A of the Listing Agreements**

We are submitting the voting results as per Clause 35A of the Listing Agreements in respect of the businesses transacted at the Company's Annual General Meeting held on July 10, 2015.

This is for your information and records only.

Thanking you,

Yours faithfully,
For R S Software (India) Limited

Vijendra Surana
CFO & Company Secretary

Encl.: As above

Global Leader in Providing Technology Solutions to the Electronic Payments Industry

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|---------------------------|---|
| 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 |

Promoter and Promoter Group	9824558	9824558	100.00	9824558		0	100.00	0.00
Public - Institutional holders	1632051	1231979	75.49	1231979		0	100.00	0.00
Public -Others	14221709	171456	1.21	171454		2	99.99	0.01
Total (A+B)	25678318	11227993	43.73	11227991		2	99.99	0.01



Resolution No : 2 - Declaration of final dividend @25% and confirmation of interim dividends already paid during the yearfor the financial year ended March 31, 2015							
Resolution required (Ordinary)							
Promoter/Public	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
Mode of voting : (Remote e-voting)							
Promoter and Promoter Group	9824558	9824558	100.00	9824558	0	100.00	0.00
Public - Institutional holders	1632051	1280907	78.48	1280907	0	100.00	0.00
Public -Others	14221709	169448	1.19	169448	0	100.00	0.00
Total (A)	25678318	11274913	43.91	11274913	0	100.00	0.00
Mode of voting : (Ballot Form)							
Promoter and Promoter Group	9824558	0	0.00	0	0	0.00	0.00
Public - Institutional holders	1632051	0	0.00	0	0	0.00	0.00
Public -Others	14221709	2008	0.01	2006	2	99.90	0.10
Total (B)	25678318	2008	0.01	2006	2	99.90	0.10
Mode of voting (A+B) : Remote e-voting & Ballot (Consolidated)							
Promoter and Promoter Group	9824558	9824558	100.00	9824558	0	100.00	0.00
Public - Institutional holders	1632051	1280907	78.48	1280907	0	100.00	0.00
Public -Others	14221709	171456	1.21	171454	2	99.99	0.01
Total (A+B)	25678318	11276921	43.92	11276919	2	99.99	0.01


 DIRECTOR
 TATARE INDIA LTD.
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Resolution No : 3 - Re-appointment of Mrs. Sarita Jain (holding DIN 00206743) who retires by rotation Resolution required (Ordinary)							
Promoter/Public	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
Mode of voting : (Remote e-voting)							
Promoter and Promoter Group	9824558	9824558	100.00	9824558	0	100.00	0.00
Public - Institutional holders	1632051	1280907	78.48	5801	1275106	0.45	99.55
Public - Others	14221709	169448	1.19	169448	0	100.00	0.00
Total (A)	25678318	11274913	43.91	9999807	1275106	88.69	11.31
Mode of voting : (Ballot Form)							
Promoter and Promoter Group	9824558	0	0.00	0	0	0.00	0.00
Public - Institutional holders	1632051	0	0.00	0	0	0.00	0.00
Public - Others	14221709	2008	0.01	2006	2	99.90	0.10
Total (B)	25678318	2008	0.01	2006	2	99.90	0.10
Mode of voting (A+B) : Remote e-voting & Ballot (Consolidated)							
Promoter and Promoter Group	9824558	9824558	100.00	9824558	0	100.00	0.00
Public - Institutional holders	1632051	1280907	78.48	5801	1275106	0.45	99.55
Public - Others	14221709	171456	1.21	171454	2	100.00	0.00
Total (A+B)	25678318	11276921	43.92	10001813	1275108	88.69	11.31



M. S. Software India Pvt. Ltd.

Resolution No : 4 - Appointment of M/s Chaturvedi & Company (Registration no. 302137E) as Statutory Auditor and to fix their remuneration

Resolution required (Ordinary)									
Promoter/Public	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		
Mode of voting : (Remote e-voting)									
Promoter and Promoter Group	9824558	9824558	100.00	9824558	0	100.00	0.00		
Public - Institutional holders	1632051	1280907	78.48	1256681	24226	98.11	1.89		
Public -Others	14221709	169448	1.19	169448	0	100.00	0.00		
Total (A)	25678318	11274913	43.91	11250687	24226	99.79	0.21		
Mode of voting : (Ballot Form)									
Promoter and Promoter Group	9824558	0	0.00	0	0	0.00	0.00		
Public - Institutional holders	1632051	0	0.00	0	0	0.00	0.00		
Public -Others	14221709	2008	0.01	2006	2	99.90	0.10		
Total (B)	25678318	2008	0.01	2006	2	99.90	0.10		
Mode of voting (A+B) : Remote e-voting & Ballot (Consolidated)									
Promoter and Promoter Group	9824558	9824558	100.00	9824558	0	100.00	0.00		
Public - Institutional holders	1632051	1280907	78.48	1256681	24226	98.11	1.89		
Public -Others	14221709	171456	1.21	171454	2	100.00	0.00		
Total (A+B)	25678318	11276921	43.92	11252693	24228	99.79	0.21		

