



**R S SOFTWARE (INDIA) LTD.**

CIN: L72200WB1987PLC043375

[www.rssoftware.com](http://www.rssoftware.com)

An ISO 9001:2015 and ISO 27001:2013 company



June 22, 2019

**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: Regulation 44 (3) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations 2015**

We are enclosing the Voting results in prescribed format pursuant to Regulation 44 (3) of the Securities and Exchange Board of India (List in g Obligations and Disclosure Requirement s) Regulations 2015 .

This is for your information and records please.

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*

- |                           |                                                                                                                                                                                                   |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Registered Office:</b> | ➤ R.S. Software (India) Ltd. A-2, FMC Fortuna, 234/3A, A.J.C. Bose Road, Kolkata 700020, India<br>Tel: 91 33 2287 5746, 91 33 2281 0106 Fax: 91 33 2287 6256                                      |
| <b>Computer Centers:</b>  | ➤ RS Tower, Block DN - 9, Sector - V, Salt Lake Electronics Complex, Kolkata 700091, India Tel: 91 33 6601 8899 Fax: 91 33 2367 4469                                                              |
| <b>US Offices:</b>        | ➤ 1900 McCarthy Boulevard, Suite #103, Milpitas CA 95035 Tel: 408 382 1200 Fax: 408 382 0083<br>➤ 555 North Point Center East, 4th floor, Alpharetta GA 30022 Tel: 678 366 5179 Fax: 678 366 5001 |
| <b>UK Office:</b>         | ➤ Suite 218, Orion House, 104 - 106 Cranbrook Road, Ilford, Essex IG1 4LZ Ph: 02086363996                                                                                                         |
| <b>Subsidiaries:</b>      | ➤ Responsive Solutions Inc., California, US<br>➤ R.S. Software (Asia) Pte. Limited, Singapore, Asia<br>➤ Paypermint Pvt. Limited                                                                  |

R S Software (India) Limited  
Record Date for Postal Ballot : 17th May, 2019

Total number of shareholders on record date : 24627

No. of Shareholders voted through e-voting or through physical ballot :

Promoters and Promoter Group : 2  
Public - Institution : 0  
Public - Non Institution : 90

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

Resolution No : 1 - Appointment of Mr. Shital Kumar Jain as a Non-executive and Independent Director of the Company after 31st March, 2019, who has already attained the age over 75 years

| 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                | 100.0000                                                    | 10402192                   | 0                        | 100.0000                                               | 0.0000                                               |
|                             | Poll                          | 10402192               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
|                             | Total                         | 10402192               | 10402192                | 100.0000                                                    | 10402192                   | 0                        | 100.0000                                               | 0.0000                                               |
| Public - Institutions       | E-Voting                      |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
|                             | Poll                          | 300981                 | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
|                             | Total                         | 300981                 | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
| Public-Non Institutions     | E-Voting                      |                        | 129837                  | 0.8653                                                      | 126182                     | 3655                     | 97.1849                                                | 2.8151                                               |
|                             | Poll                          | 15005145               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
|                             | Postal Ballot (if applicable) |                        | 22927                   | 0.1528                                                      | 16220                      | 6707                     | 70.7463                                                | 29.2537                                              |
|                             | Total                         | 15005145               | 152764                  | 1.0181                                                      | 142402                     | 10362                    | 93.2170                                                | 6.7830                                               |
| Total                       |                               | 25708318               | 10554956                | 41.0566                                                     | 10544594                   | 10362                    | 99.9018                                                | 0.0982                                               |

| Details of invalid votes |             |
|--------------------------|-------------|
| Category                 | No of Votes |



|                             |   |
|-----------------------------|---|
| Promoter and Promoter Group | 0 |
| Public Institutions         | 0 |
| Public Non Institutions     | 0 |



Resolution No : 2 - Appointment of Mr. Shital Kumar Jain (DIN 00047474) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 01, 2019 to 31st March, 2024

| 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                | 100.0000                                                    | 10402192                   | 0                        | 100.0000                                                 | 0.0000                                                 |
|                             | Poll                          | 10402192               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>10402192</b>        | <b>10402192</b>         | <b>100.0000</b>                                             | <b>10402192</b>            | <b>0</b>                 | <b>100.0000</b>                                          | <b>0.0000</b>                                          |
| Public - Institutions       | E-Voting                      |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Poll                          | 300981                 | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>300981</b>          | <b>0</b>                | <b>0.0000</b>                                               | <b>0</b>                   | <b>0</b>                 | <b>0.0000</b>                                            | <b>0.0000</b>                                          |
| Public -Non Institutions    | E-Voting                      |                        | 129537                  | 0.8633                                                      | 125882                     | 3655                     | 97.1784                                                  | 2.8216                                                 |
|                             | Poll                          | 15005145               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 22927                   | 0.1528                                                      | 16260                      | 6667                     | 70.9207                                                  | 29.0793                                                |
|                             | <b>Total</b>                  | <b>15005145</b>        | <b>152464</b>           | <b>1.0161</b>                                               | <b>142142</b>              | <b>10322</b>             | <b>93.2299</b>                                           | <b>6.7701</b>                                          |
| <b>Total</b>                |                               | <b>25708318</b>        | <b>10554656</b>         | <b>41.0554</b>                                              | <b>10544334</b>            | <b>10322</b>             | <b>99.9022</b>                                           | <b>0.0978</b>                                          |

| Details of invalid votes    |             |
|-----------------------------|-------------|
| Category                    | No of Votes |
| Promoter and Promoter Group | 0           |
| Public Institutions         | 0           |
| Public Non Institutions     | 0           |



Resolution No : 3 - Appointment of Mr. Rajasekhar Ramaraj (DIN 00090279) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 01, 2019 to 31st March, 2024

| 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                | 100.0000                                                    | 10402192                   | 0                        | 100.0000                                                 | 0.0000                                                 |
|                             | Poll                          | 10402192               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>10402192</b>        | <b>10402192</b>         | <b>100.0000</b>                                             | <b>10402192</b>            | <b>0</b>                 | <b>100.0000</b>                                          | <b>0.0000</b>                                          |
| Public - Institutions       | E-Voting                      |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Poll                          | 300981                 | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>300981</b>          | <b>0</b>                | <b>0.0000</b>                                               | <b>0</b>                   | <b>0</b>                 | <b>0.0000</b>                                            | <b>0.0000</b>                                          |
| Public-Non Institutions     | E-Voting                      |                        | 129837                  | 0.8653                                                      | 126182                     | 3655                     | 97.1849                                                  | 2.8151                                                 |
|                             | Poll                          | 15005145               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 22927                   | 0.1528                                                      | 16260                      | 6667                     | 70.9207                                                  | 29.0793                                                |
|                             | <b>Total</b>                  | <b>15005145</b>        | <b>152764</b>           | <b>1.0181</b>                                               | <b>142442</b>              | <b>10322</b>             | <b>93.2432</b>                                           | <b>6.7568</b>                                          |
| <b>Total</b>                |                               | <b>25708318</b>        | <b>10554956</b>         | <b>41.0566</b>                                              | <b>10544634</b>            | <b>10322</b>             | <b>99.9022</b>                                           | <b>0.0978</b>                                          |

| Details of invalid votes    |             |
|-----------------------------|-------------|
| Category                    | No of Votes |
| Promoter and Promoter Group | 0           |
| Public Institutions         | 0           |
| Public Non Institutions     | 0           |



Resolution No : 4 - Appointment of Mr. Richard Nicholas Launder (DIN 03375772) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 01, 2019 to 31st March, 2024

| 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                | 100.0000                                                    | 10402192                   | 0                        | 100.0000                                                 | 0.0000                                                 |
|                             | Poll                          | 10402192               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>10402192</b>        | <b>10402192</b>         | <b>100.0000</b>                                             | <b>10402192</b>            | <b>0</b>                 | <b>100.0000</b>                                          | <b>0.0000</b>                                          |
| Public - Institutions       | E-Voting                      |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Poll                          | 300981                 | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>300981</b>          | <b>0</b>                | <b>0.0000</b>                                               | <b>0</b>                   | <b>0</b>                 | <b>0.0000</b>                                            | <b>0.0000</b>                                          |
| Public -Non Institutions    | E-Voting                      |                        | 129837                  | 0.8653                                                      | 126182                     | 3655                     | 97.1849                                                  | 2.8151                                                 |
|                             | Poll                          | 15005145               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 22927                   | 0.1528                                                      | 16260                      | 6667                     | 70.9207                                                  | 29.0793                                                |
|                             | <b>Total</b>                  | <b>15005145</b>        | <b>152764</b>           | <b>1.0181</b>                                               | <b>142442</b>              | <b>10322</b>             | <b>93.2432</b>                                           | <b>6.7568</b>                                          |
| <b>Total</b>                |                               | <b>25708318</b>        | <b>10554956</b>         | <b>41.0566</b>                                              | <b>10544634</b>            | <b>10322</b>             | <b>99.9022</b>                                           | <b>0.0978</b>                                          |

| Details of invalid votes    |             |
|-----------------------------|-------------|
| Category                    | No of Votes |
| Promoter and Promoter Group | 0           |
| Public Institutions         | 0           |
| Public Non Institutions     | 0           |



Resolution No : 5 - Authorization to the Board for borrowing power under Section 180(1)(c) of the Companies Act, 2013

| 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                | 100.0000                                                    | 10402192                   | 0                        | 100.0000                                                 | 0.0000                                                 |
|                             | Poll                          | 10402192               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>10402192</b>        | <b>10402192</b>         | <b>100.0000</b>                                             | <b>10402192</b>            | <b>0</b>                 | <b>100.0000</b>                                          | <b>0.0000</b>                                          |
| Public - Institutions       | E-Voting                      |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Poll                          | 300981                 | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>300981</b>          | <b>0</b>                | <b>0.0000</b>                                               | <b>0</b>                   | <b>0</b>                 | <b>0.0000</b>                                            | <b>0.0000</b>                                          |
| Public-Non Institutions     | E-Voting                      |                        | 129537                  | 0.8633                                                      | 126067                     | 3470                     | 97.3212                                                  | 2.6788                                                 |
|                             | Poll                          | 15005145               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 22927                   | 0.1528                                                      | 16560                      | 6367                     | 72.2292                                                  | 27.7708                                                |
|                             | <b>Total</b>                  | <b>15005145</b>        | <b>152464</b>           | <b>1.0161</b>                                               | <b>142627</b>              | <b>9837</b>              | <b>93.5480</b>                                           | <b>6.4520</b>                                          |
| <b>Total</b>                |                               | <b>25708318</b>        | <b>10554656</b>         | <b>41.0554</b>                                              | <b>10544819</b>            | <b>9837</b>              | <b>99.9068</b>                                           | <b>0.0932</b>                                          |

| Details of invalid votes    |             |
|-----------------------------|-------------|
| Category                    | No of Votes |
| Promoter and Promoter Group | 0           |
| Public Institutions         | 0           |
| Public Non Institutions     | 0           |



Resolution No : 6 - Authorization to the Board under Section 180(1)(a) of the Companies Act, 2013 to create security, lien, charges and otherwise on the Asset(s) of the Company against the borrowings made by the Company

| 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                | 100.0000                                                    | 10402192                   | 0                        | 100.0000                                                 | 0.0000                                                 |
|                             | Poll                          | 10402192               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>10402192</b>        | <b>10402192</b>         | <b>100.0000</b>                                             | <b>10402192</b>            | <b>0</b>                 | <b>100.0000</b>                                          | <b>0.0000</b>                                          |
| Public - Institutions       | E-Voting                      |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Poll                          | 300981                 | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | <b>Total</b>                  | <b>300981</b>          | <b>0</b>                | <b>0.0000</b>                                               | <b>0</b>                   | <b>0</b>                 | <b>0.0000</b>                                            | <b>0.0000</b>                                          |
| Public-Non Institutions     | E-Voting                      |                        | 129837                  | 0.8653                                                      | 126067                     | 3770                     | 97.0964                                                  | 2.9036                                                 |
|                             | Poll                          | 15005145               | 0                       | 0.0000                                                      | 0                          | 0                        | 0.0000                                                   | 0.0000                                                 |
|                             | Postal Ballot (if applicable) |                        | 22927                   | 0.1528                                                      | 16560                      | 6367                     | 72.2292                                                  | 27.7708                                                |
|                             | <b>Total</b>                  | <b>15005145</b>        | <b>152764</b>           | <b>1.0181</b>                                               | <b>142627</b>              | <b>10137</b>             | <b>93.3643</b>                                           | <b>6.6357</b>                                          |
| <b>Total</b>                |                               | <b>25708318</b>        | <b>10554956</b>         | <b>41.0566</b>                                              | <b>10544819</b>            | <b>10137</b>             | <b>99.9040</b>                                           | <b>0.0960</b>                                          |

| Details of invalid votes    |             |
|-----------------------------|-------------|
| Category                    | No of Votes |
| Promoter and Promoter Group | 0           |
| Public Institutions         | 0           |
| Public Non Institutions     | 0           |

