



R S SOFTWARE (INDIA) LTD.

CIN: L72200WB1987PLC043375

www.rssoftware.com

An ISO 9001:2015 and ISO 27001:2013 company

July 26, 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: Voting results of 31st Annual General Meeting.

This is to inform you that the 31st Annual General Meeting of the Company has been duly convened and held on Friday, the 26th day of July, 2019 at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700 156 .

In this regard, please find enclosed the following:

1. Consolidated Scrutinizer report dated July 26, 2019 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 31st AGM of the Company.
2. The Proceedings of Annual General Meeting held on 26th July 2019.

This is for your kind information and records.

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

- 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
- 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
▶ Paypermint Pvt. Limited

SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and voting at the AGM venue through ballot paper)

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

To,

The Chairman of the 31st (Thirty First) Annual General Meeting (AGM) of the Members of R.S. Software (India) Limited (CIN: L72200WB1987PLC043375), held on Friday, the 26th day of July, 2019 at 11.30 A.M at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700156.

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & Associates, 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 Annual General Meeting venue 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, 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 with 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 for the resolutions proposed in the Notice of 31st Annual General Meeting of the Members of the Company dated April 30, 2019. 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 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

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- cast in "favour" or "against" on the resolutions proposed in the Notice of the 3^{1st} AGM of the Company, based on the report provided by provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.
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 from Tuesday, July 23, 2019 (9:00 a.m.) till Thursday, July 25, 2019 (5.00 p.m.) 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 Limited (CDSL).
 4. The Members holding equity shares as on the "cut-off date" i.e. July 19, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 31st Annual General Meeting.
 5. At the end of the remote e-voting period on Thursday, July 25, 2019 (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 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 July 26, 2019, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of two witness who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
 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 Limited (CDSL) i.e. <https://www.evotingindia.com/> and based on such reports,

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

9 Members have cast their votes through ballot paper at the AGM Venue.

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

Item No. 1 - Ordinary Resolution :

Adoption of –

the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors (the 'Board') and Auditors thereon.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	14	10519693	9	1297	23	10520990	99.99
Dissent	1	1280	0	0	1	1280	0.01
Total	15	10520973	9	1297	24	10522270	100
Abstain / Invalid	-	-	-	-	-	-	-

Item No. 2 - Ordinary Resolution :

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

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	14	10519693	9	1297	23	10520990	99.99
Dissent	1	1280	0	0	1	1280	0.01
Total	15	10520973	9	1297	24	10522270	100

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Abstain / Invalid	-	-	-	-	-	-	-
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Item No. 3 - Ordinary Resolution :

To ratify the appointment of M/s. Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E) as the statutory Auditors of the Company and to fix their remuneration.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	14	10519693	9	1297	23	10520990	99.99
Dissent	1	1280	0	0	1	1280	0.01
Total	15	10520973	9	1297	24	10522270	100
Abstain / Invalid	-	-	-	-	-	-	-

Item No. 4 - Special Resolution :

Approval of Company's Employees's Stock Option Scheme 2019 (ESOP Scheme 2019)

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	14	10519693	9	1297	23	10520990	99.99
Dissent	1	1280	0	0	1	1280	0.01
Total	15	10520973	9	1297	24	10522270	100
Abstain / Invalid	-	-	-	-	-	-	-

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MR & Associates

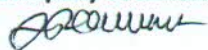
Company Secretaries

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

All the relevant records relating to the voting are 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,

For MR & Associates
Company Secretaries



M R Goenka
Partner
CP No: 2551



Date: 26.07.2019
Place: Kolkata

Countersigned by:-

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R S SOFTWARE (INDIA) LIMITED

GIST OF PROCEEDINGS OF THE THIRTIETH ANNUAL GENERAL MEETING

The Thirty First Annual General Meeting (AGM) of shareholders of R S Software (India) Limited had been duly convened at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700156 on Friday, 26th July 2018 at 11 : 30 AM

Mr. Rajnit Rai Jain, Chairman and Managing Director, chaired the proceedings of the meeting.

The requisite quorum being present, the Chairman called the meeting to order. The Quorum was present throughout the Meeting.

The Meeting was attended by all the Directors except one director, Chief Financial Officer (CFO) & Company, Secretary, Statutory Auditor (through its representative) and the Secretarial Auditor of the Company

The Chairman delivered his speech.

The Chairman further informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting.

The Chairman informed the members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), the Company had provided remote e-voting facilities on the resolutions placed at the AGM to all the members from 23th July, 2019 at 9:00 a.m. to 25th July, 2019 at 5:00 p.m. in proportion to their shareholding as on the cut-off date 19th July, 2019.

The Chairman also informed that the members and proxy holders present at the meeting, but have not cast their votes by availing the remote e-voting facility, can exercise their votes through Ballot Papers, which are distributed at the venue. The Company has appointed Mr. Mohan Ram Goenka, Practising Company Secretary, Kolkata (FCS No. 4515, CP No. 2551) as the Scrutinizer for the purpose of scrutinizing the electronic voting process (Remote e-voting as well as voting through Ballot paper) in a fair and transparent manner.



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He further informed that Mr. Mohan Ram Goenka along with Ms. Kriti Jain who is not in the employment of the Company and well versed with the polling system will carry out the voting process through Ballot papers. The Chairman authorized the Company secretary to declare the results of voting.

The Chairman invited the Members to raise questions and clarifications were provided to the queries raised by the members.

Thereafter, all the four resolutions required to be passed were proposed and seconded by the Members.

Based on the Consolidated Scrutinizer's Report dated July 26, 2019, following resolutions have been passed by the Members with requisite majority:

1. Adoption of the Audited Standalone and Consolidated Financial Statements for the Year ended March 31, 2019.
2. To appoint a Director in place of Mrs. Sarita Jain(holding DIN 00206743), who retires by rotation and, being eligible, seeks re- appointment.
3. To ratify the appointment of M/s. Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E) as the statutory Auditors of the Company and to fix their remuneration.
4. For approval of Company's Employees' Stock Option Scheme 2019.

The Chairman thanked all the members and proxy holders for their participation, suggestions, comments and announced the meeting concluded.

The Meeting concluded at 12:10 P.M. with a vote of thanks to the Chairman.

Thanking you,

Yours Sincerely,

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


Vijendra Surana
CFO & Company Secretary
(Membership No. 11559)

Date: 25th July 2019
Place: Kolkata