

R S Software (India) Limited

AGM Proceedings

Result of the Electronic Voting and physical ballot on the ordinary and special businesses at the Annual General Meeting of the Company held on July 18, 2014.

On the basis of Scrutinizer's Report for the Electronic Voting and physical ballot dated July 18, 2014 of the Annual General Meeting held on Friday, July 18, 2014 at 11:30 A.M at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156, the summary of which is mentioned hereunder, the Chairman announced the results of voting on July 18, 2014 that all the Resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 9 in the Notice of the 26th Annual General Meeting of the Company have been duly passed by the requisite majority.

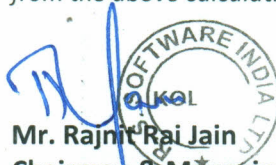
Resolution Nos. as given in the notice of 26 th Annual General Meeting	Particulars of Vote Cast							Result Declared
		Electronic Voting*		Physical Ballot		Voting Result		
		Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%	
Ordinary Business								
1. Ordinary Resolution for adoption of financial statements for the year ended 31 st March, 2014	Votes cast in favour	5946250	100	NIL	NIL	5946250	100	Approved Unanimously
	Votes casts against	0	0	NIL	NIL	0	0	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
2. Ordinary Resolution to declare Dividend on Equity Shares	Votes cast in favour	5946250	100	NIL	NIL	5946250	100	Approved Unanimously
	Votes casts against	0	0	NIL	NIL	0	0	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
3. Ordinary Resolution to reappoint Mr. Rajnit Rai Jain, who retires by rotation	Votes cast in favour	5943789	99.96	NIL	NIL	5943789	99.96	Approved by requisite majority
	Votes casts against	2461	0.04	NIL	NIL	2461	0.04	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
4. Ordinary Resolution to appoint M/s Chaturvedi & Company as Statutory Auditors	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
Special Resolution								
5. Special Resolution to reappoint Mr. Rajnit Jain as	Votes cast in favour	5943789	99.96	NIL	NIL	5943789	99.96	Approved by requisite majority



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Chairman and Managing Director (CMD)	Votes casts against	2461	0.04	NIL	NIL	2461	0.04	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
Ordinary Resolution								
6. Ordinary Resolution to appoint Mr. Shital Kumar Jain as an Independent Director	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
7. Ordinary Resolution to appoint Mr. Rajasekhar Ramaraj as an Independent Director	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
8. Ordinary Resolution to appoint Mr. Richard Nicholas Launder as an Independent Director	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
Special Resolution								
9. Special Resolution to approve payment of remuneration to non executive directors	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-

**Note: In terms of the output received from the CDSL, The Number of "Not Voted" cases have been excluded from the above calculation.*


Mr. Rajnit Rai Jain
 Chairman & Managing Director
 R S Software (India) Limited
 DIN 00122942

Kolkata
 July 18, 2014