



R.S. SOFTWARE (INDIA) LTD.

CIN: L72200WB1987PLC043375

www.rssoftware.com

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

Registered Post

June 10, 2015

The 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,

We are submitting six copies of Notice to Members for the ensuing Annual General Meeting of the Company to be held on July 10, 2015 along with the e-voting instructions for the year 2014-15 for your information, reference and records.

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

- 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



R. S. Software (India) Limited

(CIN : L72200WB1987PLC043375)

**Twenty Seventh Annual General Meeting
on Friday, July 10, 2015 at 11:30 a.m.**

at

RABINDRA TIRTHA

**33-1111, Major Arterial Road, 3rd Rotary,
New Town, Kolkata – 700 156**

By Order of the Board

Vijendra Sutar
CFO & Company Secretary

Registered Office
33A, A.J.C. Bose Road
Kolkata – 700 020
April 17, 2015



R S SOFTWARE (INDIA) LIMITED

(CIN: L72200WB1987PLC043375)

Registered Office & Corporate Office: 'FMC FORTUNA' 1st Floor,
A-2, 234/3A, A.J.C. Bose Road,
Kolkata - 700 020

Phone Nos.: 033 22876254 / 6255 / 5746

FAX No.: 033 22876256

Company's website: www.rssoftware.com

Notice to Members

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of R. S. Software (India) Limited will be held on Friday, July 10, 2015 at 11:30 a.m. at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2015, the Balance Sheet as on that date, and the Reports of the Board of Directors (the 'Board') and Auditors thereon.
2. To declare a final dividend @ 25% i.e. Rs.1.25 per equity share and to confirm the interim dividends for Rs.1.00 per equity share, Rs.1.50 per equity share and Rs.0.75 per equity share, already paid during the year for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mrs. Sarita Jain (holding DIN 00206743), who retires by rotation and, being eligible, seeks re-appointment.
4. To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and in this connection to pass the following resolution as Ordinary Resolution :

“Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors Chaturvedi & Company (Registration No. 302137E) be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorized to fix at such remuneration as may be determined by the Audit Committee and as to be agreed upon between the Auditors and the Board of Directors of the Company”.

By Order of the Board

Registered Office:
234/3A, A.J.C. Bose Road
Kolkata – 700 020
April 17, 2015

Vijendra Surana
CFO & Company Secretary



NOTES:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND, TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other member or shareholder.

THE INSTRUMENT OF PROXY, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING.

- b. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- c. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience in future.
- d. The Register of Members and Transfer Books of the Company will remain closed from July 4, 2015 to July 10, 2015 (both days inclusive).
- e. Members who have not yet encashed their dividend warrant(s) issued by the Company since the financial year ended 2010-11 are requested to claim the amount of dividend from the Company or its Registrars and Share Transfer Agent immediately along with relevant Folio No. or DP ID and Client ID, for issuance of duplicate / revalidated dividend warrant(s).
- f. Subject to the provisions of Section 123 of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if approved at the meeting, will be paid within 30 days from the date of ANNUAL GENERAL MEETING:

(i) To those Members, holding shares in physical form, whose names appear on the Register of Members of the Company after giving effect to all valid request for transfers in physical form lodged on or before Friday, July 3, 2015 with the Company and / or its Registrar and Transfer Agent; and

(ii) In respect of shares held in electronic form, to all beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Friday, July 3, 2015.

- g. Members holding shares in physical form are requested to immediately notify change in their addresses, if any, to the Registrar and Transfer Agent of the Company, quoting their Folio Number (s) with a self-attested copy of address proof, i.e. Voter Identity Card, Electric / Telephone (BSNL) Bill or Driving License or Passport before July 3, 2015.
- h. In terms of Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 of Securities and Exchange Board of India for making cash payments to the investors Companies shall mandatorily print the bank account details of the investors on such payment instruments. Therefore the Members holding shares in physical form are requested to send to the Registrar and Transfer Agent of the Company, before July 3, 2015 the Bank Mandate (providing details of name and address of banker, branch, PIN code and particulars of the bank account) or changes therein, if not provided earlier, under the signature of the Sole /First holder quoting their Folio Numbers. This information will be printed on the dividend warrants. Members may also avail of the Electronic Clearing Services (ECS) mandate facility provided by the Company.
- i. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
- j. Members holding shares in dematerialized mode are requested to intimate the changes pertaining to their bank account details, NECS mandates, email addresses, nominations, change of addresses, change of names etc. if any, to their Depository Participant (DP) only before July 3, 2015. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.



- k. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least ten days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
 - l. All the documents referred to in the Notice will be available for inspection by the Members at the Registered / Corporate Office of the Company between 10.30 a.m. and 12.30 p.m. on all working days from the date hereof up-to the date of the Meeting.
 - m. Shareholders holding shares in demat mode and desirous of receiving the Annual Report in physical form may visit the web page www.cbmsl.com/green.php to exercise their option. Likewise shareholders holding shares in physical mode are requested to visit the aforesaid web page to register their e-mail id and exercise their option accordingly.
 - n. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17 / 2011 and 18 / 2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to the shareholders electronically as a part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by MCA, the documents like the Notice convening the General Meetings, Financial Statements, Directors' Report, and Auditor's Report etc. will be sent to the e-mail addresses as provided by the shareholders with their depositories.
 - o. The Annual Report 2014-15 is being sent through electronic mode only to the members whose e-mail address are registered with the Company/ Depository participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode. The Annual Report of the Company circulated to the Members of the Company, will also be made available on the Company's website at www.rssoftware.com.
 - p. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company.
 - q. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account No. (PAN) by every participant in Securities market. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Share Transfer Agents.
 - r. **E-voting:**
 - 1) In compliance with the provisions of Section 108 of the Companies(Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) amended Rules, 2015 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide the Members facility of voting by electronic means in respect of business to be transacted at the 27th Annual General Meeting (AGM) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) by using the electronic voting facility provided by Central Depository Services Limited (CDSL). The facility for voting through Ballot (Polling) paper shall be made available at the AGM and Members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through Polling Paper.
 - 2) Persons who have acquired shares and became Members after the dispatch of the Notice of the AGM but before the 'Cut-off Date' of July 3rd, 2015 may obtain their user ID and Password for e-voting and Company's Registrars & Transfer Agent, C.B. Management Services (P) Ltd, P-22, Bondel Road, Kolkata 700 019 (Ph. No. 033 – 4011 6700/11/18/23/28 Fax No. 91 – 033 – 4011 6739).
 - 3) The e-voting period commences on July 7, 2015 at 9.00 a.m. and ends on July 9, 2015 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on July 7, 2015 (9:00 a.m.) and ends on July 9, 2015 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 3, 2015 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for



voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meeting, who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- s. The e-voting period commences on July 7, 2015 (9:00 a.m.) and ends on July 9, 2015 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically.
- t. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of July 3, 2015.
- u. Shri Mohan Ram Goenka, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the General Meeting unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the CFO & Company Secretary of the Company.
- w. The Results shall be declared within 3 (three) days of conclusion of the ANNUAL GENERAL MEETING of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rssoftware.com and on the website of CDSL immediately after the result is declared by the CFO & Company Secretary and communicate to the Stock Exchanges.
- x. The Chairman shall at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer by use of physical Ballot Paper / Polling Paper for all those members who have not cast their votes earlier by remote e-voting.
- y. The Scrutinizer's decision on the validity of the Ballot Paper / Polling Paper form will be final.

By Order of the Board

Registered Office:
234/3A, A.J.C. Bose Road
Kolkata – 700 020
April 17, 2015

Vijendra Surana
CFO & Company Secretary



Proxy Form

Form No. MGT-11

R S SOFTWARE (INDIA) LIMITED

(CIN: L72200WB1987PLC043375)

Regd. Office: "FMC FORTUNA", 1st Floor, A-2,
234/3A A.J.C. Bose Road, Kolkata – 700 020.

I/We being the member(s) of shares of the above named company hereby appoint:

- 1) Name..... Address.....
Email ID..... Signature.....or failing him;
- 2) Name..... Address.....
Email ID..... Signature.....or failing him;
- 3) Name..... Address.....
Email ID..... Signature.....or failing him;

As my/our proxy to attend and vote for me / us and on my behalf at the Twenty Seventh Annual General Meeting of the company, to be held on 10th day of July, 2015 at 11:30 A.M. at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2015.
2. Ordinary Resolution to declare a final dividend @ 25% i.e. Rs.1.25 per equity share and to confirm the interim dividends for Rs.1.00 per equity share, Rs.1.50 per equity share and Rs.0.75 per equity share, already paid during the year for the financial year ended March 31, 2015.
3. Ordinary Resolution to appoint a Director in place of Mrs. Sarita Jain (holding DIN 00206743), who retires by rotation and, being eligible, seeks re-appointment.
4. Ordinary Resolution under Section 139, 142 and other applicable provisions of the Companies Act, 2013 for the appointment of M/s Chaturvedi & Company (Registration No. 302137E), Statutory Auditor of the Company and fixing their remuneration.

Signed this..... day of 2015.

Folio No. / DPID & Client Id.....

No. of shares held.....

Signature of the shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.