



R. S. Software (India) Limited

(CIN : L72200WB1987PLC043375)

Registered Office:

234/3A, ACHARYA JAGADISH CHANDRA BOSE ROAD, KOLKATA - 700020

Tel.: 033 22876254 / 6255 / 5746, Fax:033 22876256

NOTICE OF POSTAL BALLOT, 2019

R S SOFTWARE (INDIA) LTD.

CIN: **L72200WB1987PLC043375**

Registered Office: 234/3A, ACHARYA JAGADISH CHANDRA BOSE ROAD, KOLKATA - 700020
Tel.: 033 22876254 / 6255 / 5746, Fax:033 22876256, E-mail: vijendras@rssoftware.co.in,
Website: www.rssoftware.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members through Postal Ballot/electronic voting (e-voting).

The Board of Directors of the Company, at its meeting held on April 30, 2019, appointed CS Mohan Ram Goenka, (FCS No. 4515, CP No. 2551), Partner, M R & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts relating to the resolution mentioned in this Postal Ballot Notice is attached along with a Postal Ballot Form.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions indicated in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer Mr. Mohan Ram Goenka, Practising Company Secretary, on or before 5.00 p.m. IST on Friday, 21st June, 2019. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received after 5.00 p.m. IST on Friday, 21st June, 2019 will strictly be treated as if a reply from such Member has not been received and will be treated as cancelled.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any other authorized person of the Company. The results of the Postal Ballot will be announced by Chairman or any other authorized person of the Company on or before Sunday, 23rd June, 2019 at the Registered Office of the Company at 4:00 p.m. IST. The said results would be displayed at the Registered Office as well as Corporate Office of the Company, and would also be intimated to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, www.rssoftware.com and on the website of Central Depository services Limited, www.evotingindia.com.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on Friday, 21st June, 2019, viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

Registered office:

234/3A, Acharya Jagadish Chandra
Bose Road,
Kolkata - 700020

By Order of the Board of Directors
For **R S Software (India) Limited**

Dated : April 30th, 2019
Place : Kolkata

Vijendra Surana
CFO & Company Secretary
Membership NO. 11559

SPECIAL BUSINESS:**1. APPROVAL FOR APPOINTMENT OF MR. SHITAL KUMAR JAIN AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY AFTER 31ST MARCH, 2019:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment, modification, variation or re-enactment thereof for the time being in force), the appointment / continuation of directorship of Mr. Shital Kumar Jain (DIN: 00022609), who has attained the age over 75 years, as a Non-Executive Director of the Company, be and is hereby approved, who shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

2. Appointment of Mr. Shital Kumar Jain (DIN 00047474) as an Independent Director of the Company

To consider and, if thought fit, with or without modification(s) to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Shital Kumar Jain (holding DIN: 00047474) as an Independent Director, who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024, and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

3. Appointment of Mr. Rajasekhar Ramaraj (DIN 00090279) as an Independent Director of the Company.

To consider and, if thought fit, with or without modification(s) to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Rajasekhar Ramaraj (holding DIN: 00090279) as an Independent Director, who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024, and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

4. Appointment of Mr. Richard Nicholas Launder (DIN 03375772) as an Independent Director of the Company.

To consider and, if thought fit, with or without modification(s) to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Richard Nicholas Launder (holding DIN: 03375772) as an Independent Director, who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024, and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

5. Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, with or without modification(s) to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the

time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" to borrow any sum or sums of money, from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed by a sum of Rs. 50 Crores (Rupees Fifty Crores only) or equivalent amount in any other foreign currency over and above the aggregate of the Paid-up Share Capital and Free Reserves of the Company".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution".

6. Approve the limits under Section 180 (1) (a) of the Companies Act, 2013

To consider and if thought fit, with or without modification(s) to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to create such charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company, on its movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions and any Lending Agencies or bodies/ Security Trustees/ Agents, for the purpose of securing any borrowing, loans and/or advances already obtained or that may be obtained, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders shall not exceed the aggregate of the Paid-up Share Capital and Free Reserves of the Company".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution".

NOTES:

- The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolution is annexed hereto.
The relevant documents referred to in the Notice and accompanying Explanatory Statement are available for inspection by the Members of the Company at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. up-to 21st June, 2019
Brief resume of the Director proposed to be appointed/ re-appointed pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice. The Company is in receipt of relevant disclosures from the Director pertaining to his appointment/ re-appointment.
- The Postal Ballot Notice alongwith the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope. Members may note that this Notice will be available on the Company's website, www.rssoftware.com and on the website of Central Depository Services Limited (CDSL), www.evotingindia.com.
- Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 17th May, 2019 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only
- Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the weblink, www.evotingindia.com or from the Company's website, www.rssoftware.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Friday, 21st June, 2019.
- In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services Limited (CDSL), ("CDSL") to provide e-voting facility to its Members.
- During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered "INVALID".

8. The e-voting period commences on Thursday, 23rd May, 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Friday, 21st June, 2019. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e., Friday, 17th May, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.
9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to / contact with the Company's Registrars & Share Transfer Agents M/s. C.B. Management Services (P) Ltd. at P-22, Bondel Road, Kolkata 700019, West Bengal; Phone Nos: 033-2280/6692/6693/6694/40116700/11/16/18/23 ; Fax No.: 033-40116739.
11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
12. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
The resolutions, where assented to by the requisite majority of the shareholders by means of Postal Ballot (which shall also include the results of e-voting), will be deemed to have been duly passed at a general meeting convened in that behalf and the same shall be considered having been passed on Friday, 21st June, 2019 i.e. the last date of e-voting/ receipt of Postal Ballot Form.
13. 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, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL), for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

The voting period begins at 9:00 AM on 23rd May, 2019 and ends at 5:00 PM on 21st June, 2019. 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 17th May 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com. ↵

Click on Shareholders. ↵

Now Enter your User ID ↵

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company. ↵

Next enter the Image Verification as displayed and Click on Login. ↵

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. ↵

If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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 (iv).</p>

After entering these details appropriately, click on "SUBMIT" tab.

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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 a 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 linked in the login 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.

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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 and effective from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non Executive Director who has attained the age over 75 (seventy five) years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Shital Kumar Jain (DIN: 00047474), aged 79 (seventy nine) years, is a Non- Executive & Independent Director of the Company. At the 26th Annual General Meeting of the Company held on 18th July, 2014, the Members had approved the appointment of Mr. Jain as a Non –Executive & Independent Director of the Company for a period of 5 (five) years to hold office up to March 31, 2019. Since Mr.Jain has already attained the age over 75 (seventy five) years and therefore in view of the aforesaid notification, it is necessary to seek approval of the Members through Special Resolution for continuance of his directorship in the Company.

Brief resume of the director and Nature of his expertise in specific functional areas:

Mr. Jain is a Fulbright scholar, receiving his MBA from Indiana University, where he was elected to the Beta Gamma Society, whose membership includes the top-25% of MBAs in the US. Considering the rich experience and expertise of Mr.Jain and his valuable contribution towards the Company, the Nomination& Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 30th April, 2019 recommended the continuation of Mr. Jain's present tenure of appointment on the existing terms and conditions notwithstanding that he has attained the age over 75 (seventy five) years.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 30.04.2019 approved the continuance of Mr. Jain Non Executive&Independent Director, who has attained the age over 75 years, subject to the approval of shareholders.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard–2 on General Meetings, requisite particulars for Mr. Jain is set out in this Notice as Annexure A.

Except Mr. Jain, none of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

Item No. 2**Re-appointment of Mr. Shital Kumar Jain as an Independent Director of the Company.**

Mr. Shital Kumar Jain joined the Board of Directors (the "Board") of the Company on December 6, 2006. The Members of the Company at the 26th Annual General Meeting held on July 18, 2014 had approved the appointment of Mr. Shital Kumar Jain as an Independent Director for a first term up to March 31, 2019 pursuant to provisions of Section 149 (10) of the Companies Act, 2013.

The present tenure of Mr. Shital Kumar Jain as an Independent Director would expire on March 31, 2019 and as per the provisions of Section 149 of the Act and the Rules made thereunder and the Listing Regulations, an Independent Director can be re-appointed for a second term by passing a special resolution by the Company.

Based on the professional skill, knowledge, experience and the contributions made by Mr. Shital Kumar Jain, during his association with the Company and also on the basis of performance evaluation, the Board of the Directors of the Company has, on the recommendation of the Nomination and Remuneration Committee, considered it desirable that it shall be in the interest of the Company to continue to avail the services of Mr. Shital Kumar Jain, as an Independent Director of the Company.

Pursuant to Section 160(1) of the Companies Act, 2013 the Company has received a notice in writing from one of the Members of the Company signifying his candidature as a Director for a second term of five years.

Mr. Shital Kumar Jain has given his consent to be re-appointed as such directors and also the confirmation that he is not disqualified to act as Independent Director in terms of Section 164 of the Act. Besides, they have also provided a confirmation that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Shital Kumar Jain, fulfil the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and Regulation 25 of the Listing Regulations. Members may also note that all the aforesaid Independent Director is independent of the Management

It is therefore proposed to re-appoint Mr. Shital Kumar Jain as an Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years, commencing from April 01, 2019 to March 31, 2024, with a period of office not liable to determination by retirement by rotation.

The Board considers that the continued association of Mr. Shital Kumar Jain would be of immense benefit to the Company and is desirable to continue to avail his services as an Independent Director.

Mr. Shital Kumar Jain, neither holds any share in the Company nor related to any other Director on the Board of the Company. Further, he is independent of the Management of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Shital Kumar Jain are concerned or interested (financially or otherwise), in the proposed Special Resolution.

A copy of the draft letter for the appointment of Mr. Shital Kumar Jain as an Independent Director would be available for inspection at the registered office of the Company during on all working days except Saturdays and Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till last date of receipt of the Postal Ballot.

The Board recommends the Special Resolution as set out in item no. 2 of the Notice, for approval of the Members through Postal Ballot.

Item No. 3**Re-appointment of Mr. Rajasekhar Ramaraj as an Independent Director of the Company.**

Mr. Rajasekhar Ramaraj joined the Board of Directors (the "Board") of the Company on December 6, 2006. The Members of the Company at the 26th Annual General Meeting held on July 18, 2014 had approved the appointment of Mr. Rajasekhar Ramaraj as an Independent Director for a first term up to March 31, 2019 pursuant to provisions of Section 149 (10) of the Companies Act, 2013.

The present tenure of Mr. Rajasekhar Ramaraj as an Independent Director would expire on March 31, 2019 and as per the provisions of Section 149 of the Act and the Rules made thereunder and the Listing Regulations, an Independent Director can be re-appointed for a second term by passing a special resolution by the Company.

Based on the professional skill, knowledge, experience and the contributions made by Mr. Rajasekhar Ramaraj, during his association with the Company and also on the basis of performance evaluation, the Board of the Directors of the Company has, on the recommendation of the Nomination and Remuneration Committee, considered it desirable that it shall be in the interest of the Company to continue to avail the services of Mr. Rajasekhar Ramaraj, as an Independent Director of the Company.

Pursuant to Section 160(1) of the Companies Act, 2013 the Company has received a notice in writing from one of the Members of the Company signifying his candidature as a Director for a second term of five years.

Mr. Rajasekhar Ramaraj has given its consent to be re-appointed as such directors and also the confirmation that they are not disqualified to act as Independent Director in terms of Section 164 of the Act. Besides, they have also provided a confirmation that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Rajasekhar Ramaraj, fulfil the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and Regulation 25 of the Listing Regulations. Members may also note that all the aforesaid Independent Director is independent of the Management.

It is therefore proposed to re-appoint Mr. Rajasekhar Ramaraj as an Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years, commencing from April 01, 2019 to March 31, 2024, with a period of office not liable to determination by retirement by rotation.

The Board considers that the continued association of Mr. Rajasekhar Ramaraj would be of immense benefit to the Company and is desirable to continue to avail his services as an Independent Director.

Mr. Rajasekhar Ramaraj is not related to any other Director on the Board of the Company and he is independent of the Management of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Rajasekhar Ramaraj are concerned or interested (financially or otherwise), in the proposed Special Resolution.

A copy of the draft letter for the appointment of Mr. Rajasekhar Ramaraj as an Independent Director would be available for inspection at the registered office of the Company during on all working days except Saturdays and Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till last date of receipt of the Postal Ballot.

The Board recommends the Special Resolution as set out in item no. 3 of the Notice, for approval of the Members through Postal Ballot.

Item No. 4

Re-appointment of Mr. Richard Nicholas Launder as an Independent Director of the Company.

Mr. Richard Nicholas Launder joined the Board of Directors (the "Board") of the Company on December 6, 2006. The Members of the Company at the 26th Annual General Meeting held on July 18, 2014 had approved the appointment of Mr. Richard Nicholas Launder as an Independent Director for a first term up to March 31, 2019 pursuant to provisions of Section 149 (10) of the Companies Act, 2013.

The present tenure of Mr. Richard Nicholas Launder as an Independent Director would expire on March 31, 2019 and as per the provisions of Section 149 of the Act and the Rules made thereunder and the Listing Regulations, an Independent Director can be re-appointed for a second term by passing a special resolution by the Company.

Based on the professional skill, knowledge, experience and the contributions made by Mr. Richard Nicholas Launder, during his association with the Company and also on the basis of performance evaluation, the Board of the Directors of the Company has, on the recommendation of the Nomination and Remuneration Committee, considered it desirable that it shall be in the interest of the Company to continue to avail the services of Mr. Richard Nicholas Launder, as an Independent Director of the Company.

Pursuant to Section 160(1) of the Companies Act, 2013 the Company has received a notice in writing from one of the Members of the Company signifying his candidature as a Director for a second term of five years.

Mr. Richard Nicholas Launder has given its consent to be re-appointed as such directors and also the confirmation that they are not disqualified to act as Independent Director in terms of Section 164 of the Act. Besides, they have also provided a confirmation that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Richard Nicholas Launder, fulfil the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and Regulation 25 of the Listing Regulations. Members may also note that all the aforesaid Independent Director is independent of the management.

It is therefore proposed to re-appoint Mr. Richard Nicholas Launder as an Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years, commencing from April 01, 2019 to March 31, 2024, with a period of office not liable to determination by retirement by rotation.

Mr. Richard Nicholas Launder fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

Mr. Richard Nicholas Launder is eligible and not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has consented to continue as an Independent Director of the Company. The Company has also received a declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations.

The Board considers that the continued association of Mr. Richard Nicholas Launder would be of immense benefit to the Company and is desirable to continue to avail his services as an Independent Director.

Mr. Richard Nicholas Launder is not related to any other Director on the Board of the Company and he is independent of the Management of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Richard Nicholas Launder are concerned or interested (financially or otherwise), in the proposed Special Resolution.

A copy of the draft letter for the appointment of Mr. Richard Nicholas Launder as an Independent Director would be available for inspection at the registered office of the Company during on all working days except Saturdays and Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till last date of receipt of the Postal Ballot.

The Board recommends the Special Resolution as set out in item no. 4 of the Notice, for approval of the Members through Postal Ballot.

Item No. 5

Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company.

In order to meet the increased requirements of funds in future, which may arise on account of long term working capital requirement, capital expenditure or the expansion plan / program of the Company, the Company may require to raise further loans / borrowings from financial institutions, banks and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, not at any time exceed by a sum of Rs. 50 Crores (Rupees Fifty Crores only) or equivalent amount in any other foreign currency over and above the aggregate of the Paid-up Share Capital and Free Reserves of the Company.

Accordingly, the Resolution Nos. 5 are proposed to obtain necessary consent of the Company in term of the provision of Sections 180(1)(c) of the Companies Act, 2013.

In view of the above, the Board of Directors recommends passing of resolutions under Item no. 5 as Special Resolutions.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolutions.

Item No. 6

Approve the limits under Section 180 (1) (a) of the Companies Act, 2013

The members of the Company had vide earlier resolution authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company's assets, both present and future to secure the repayment of monies borrowed by the Company.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages / charges / hypothecation in favour of the Lenders/Financial Institutions/Bodies Corporate/others, on all or any of its movable and immovable properties, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(a) of the Companies Act, 2013. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1)(a) of the Act for creation of charges/mortgages/ hypothecations for an amount not exceeding the aggregate of the Paid-up Share Capital and Free Reserves of the Company.

Accordingly, the Resolution Nos. 6 are proposed to obtain necessary consent of the Company in term of the provision of Sections 180(1)(a) of the Companies Act, 2013.

In view of the above, the Board of Directors recommends passing of resolutions under Item nos.6 as Special Resolutions.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolutions.

Registered office:
FMC FORTUNA, 1st Floor, A-2,
234/3A, Acharya Jagadish Chandra Bose Road,
Kolkata - 700020

By Order of the Board of Directors
For **RS Software (India) Limited**

Dated : 30th April, 2019
Place : Kolkata

Vijendra Surana
CFO & Company Secretary
Membership No. 11559

ANNEXURE A

**DETAILS OF DIRECTORS SEEKING CONTINUATION OF TENURE THROUGH POSTAL BALLOT
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standards]**

Name of the Director	Mr. Shital Kumar Jain (DIN: 00047474)	Mr. Rajasekhar Ramaraj (DIN: 00090279)	Mr. Richard Nicholas Launder (DIN:03375772)
Date of Birth	12.09.1939	16.02.1950	22.12.1949
Date of Appointment	19/02/2001 He has been appointed as Non-Executive and Independent Director of the Company for a period of 5 (five) consecutive years in AGM held on 18th July 2014 in accordance with the applicable provisions of the Companies Act, 2013.	01/05/2009 He has been appointed as Non-Executive and Independent Director of the Company for a period of 5 (five) consecutive years in AGM held on 18th July 2014 in accordance with the applicable provisions of the Companies Act, 2013.	28/07/2009 He has been appointed as Non-Executive and Independent Director of the Company for a period of 5 (five) consecutive years in AGM held on 18th July 2014 in accordance with the applicable provisions of the Companies Act, 2013.
Expertise in specific functional areas	Mr. Shital Kumar Jain has more than 31 years of experience with Citi Bank, one of the world's largest financial services providers. Mr. Jain's assignments with Citi Bank involved work in Hong Kong, Taiwan, the Philippines, Thailand and Canada. He played a lead role in establishing the consumer credit practice for Citi Bank in India. Currently, he is also on the Board of PNB Housing and Canara Rebeco.	Mr. Rajasekhar Ramaraj is an icon in his field. His last venture was Sify, where he was the Co-Founder and Chief Executive Officer. He was recognized as the 'Evangelist of the Year' at the India Internet World Convention in September 2000 and voted 'IT Person of the Year' in a CNET.com poll in India that same year. In 2010, The Confederation of Indian Industry (CII) recognized him with a Life Time Achievement Award for nurturing the Spirit of Entrepreneurship and inspiring and mentoring numerous entrepreneurs. Until recently he was the Senior Advisor at Sequoia Capital. He is currently Senior Advisor at Elevar Equity. He was a Member of the Board of Governors of the Indian Institute of Management, Calcutta 2010-2015. He is on the board of Olympic Gold Quest (OGQ) a Not for Profit organization and co-founder and director of Coaching Foundation of India, an organization that trains and certifies CEO Coaches. R. Ramaraj is the Chairman of Villgro Foundation, an Incubator for social enterprises and also a Director of the IIMC Innovation Park and the Chairman of the Investment Committee at IITM Incubation Centre.	Mr. Richard Nicholas Launder has more than 20 years of experience in the payments industry with strengths in sales, marketing and operations. His vast experience in payments application software is particularly relevant to R. S. Software's strategic direction. As a Managing Director in Europe, Middle East and Africa for one of the largest software companies in the Payments Industry, Mr. Launder generated more than US\$ 130 Million in revenue by developing a distribution model for the region based on acquisitions, direct operations, joint ventures, distributors and sales agents.

		He is a member of the Global Board of Trustees of TiE (The Indus Entrepreneurs) and the first Indian to be invited to serve on the Board of Directors of ICANN (Internet Corporation for Assigned Names and Numbers)	
Qualification	Mr. Jain is a Fulbright scholar, receiving his MBA from Indiana University, where he was elected to the Beta Gamma Society, whose membership includes the top-25% of the MBAs in the US.	Mr. Ramaraj holds a B.Tech. in Chemical Engineering from the University of Madras as well as an MBA from the Indian Institute of Management, Calcutta and a Ph.D. from SRM University.	Mr. Launder is an expert in strategic selling, building effective sales teams and marketing within diverse markets and cultures.
List of outside Directorships held	<ul style="list-style-type: none"> ➤ PNB Housing Finance Limited ➤ Canara Rebeco. 	<ul style="list-style-type: none"> ➤ Madura Micro Finance Limited ➤ Origa Lease Finance Private Limited ➤ Silvan Innovation Labs Private Limited ➤ iMerit Technology Services Private Limited ➤ Paypermint Private Limited ➤ Mape Advisory Group Private Limited ➤ Villgro Innovations Foundation ➤ Chennai Angels Network Association ➤ Foundation For Promotion Of Sports and Games ➤ IITM Incubation Cell 	NIL
Chairman/Member of the Committees of Board of Directors of the Company	<p>Chairman – Stakeholders Relationship Committee</p> <p>Member – Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee and Executive Committee</p>	<p>Chairman – Audit Committee.</p> <p>Member – Nomination and Remuneration Committee and Corporate Social Responsibility Committee and Executive Committee</p>	<p>Chairman – Nomination and Remuneration Committee.</p> <p>Member – Audit Committee and Executive Committee.</p>
Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	-	-	-
Shareholding in the Company	-	68,400 Equity Shares	48,400 Equity Shares
Relationship with other Directors, Managers and KMPs	-	-	-

No. of Board Meetings attended during Financial Year 2018-19 [out of 5 held]	2	4	3
Terms and conditions of Appointment or Re-appointment	Not liable to retire by rotation.	Not liable to retire by rotation.	Not liable to retire by rotation.
Details of Remuneration sought to be paid and the Remuneration last drawn	Rs. 4,00,000/- was paid as Sitting Fees for the Financial Year ended on 31st March, 2019. Mr. Jain shall be entitled to sitting fees for attending meetings of the Board and Committees thereof	Rs. 6,00,000/- was paid as Sitting Fees for the Financial Year ended on 31st March, 2019. Mr. Ramaraj shall be entitled to sitting fees for attending meetings of the Board and Committees thereof.	Rs. 4,80,000/- was paid as Sitting Fees for the Financial Year ended on 31st March, 2019. Mr. Launder shall be entitled to sitting fees for attending meetings of the Board and Committees thereof.

Registered office:

234/3A, Acharya Jagadish Chandra
Bose Road,
Kolkata - 700020

By Order of the Board of Directors
For **R S Software (India) Limited**

Dated : April 30th, 2019
Place : Kolkata

Vijendra Surana
CFO & Company Secretary
Membership NO. 11559