



June 22 2019

The Asst. General Manager
Department of Corporate Services,
Bombay Stock Exchange Ltd.,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

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

- 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, Illford, Essex IG1 4LZ Ph. 02086363996
- Subsidiaries:** ▶ Responsive Solutions Inc., California. US
▶ R.S. Software (Asia) Pte. Limited, Singapore, Asia
▶ 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
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	10402192	100.0000	10402192	0	100.0000	0.0000
	Poll		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
Public - Institutions	E-Voting	300981	0	0.0000	0	0	0.0000	0.0000
	Poll		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
Public - Non Institutions	E-Voting	15005145	129537	0.8633	125882	3655	97.1784	2.8216
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		22927	0.1528	16260	6667	70.9207	29.0793
	Total		15005145	152464	1.0161	142142	10322	93.2299
Total		25708318	10554656	41.0554	10544334	10322	99.9022	0.0978

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

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
	Total		10402192	10402192	100.0000	10402192	0	100.0000
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
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
	Total		15005145	152764	1.0181	142442	10322	93.2432
Total		25708318	10554956	41.0566	10544634	10322	99.9022	0.0978

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

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
	Total		10402192	10402192	100.0000	10402192	0	100.0000
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
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
	Total		15005145	152764	1.0181	142627	10137	93.3643
Total		25708318	10554956	41.0566	10544819	10137	99.9040	0.0960

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

