



RS SOFTWARE(INDIA) LIMITED
An ISO 9001:2008, ISO 27001:2005 and SEI-PCMM Level 3 Company
Statement of Standalone Audited Financial Results for the Quarter Ended 31st Dec ' 2012

₹ in Lac

Particulars	Quarter Ended			9 Month Ended		Year ended
	Dec' 2012	Sep' 2012	Dec' 2011	Dec' 2012	Dec' 2011	March 31st 2012
1 Income from Operations						
a) Export Income	7,039	7,725	6,690	22,197	17,955	24,497
b) Domestic Income	21	27	54	108	165	217
Total Income from operation (net) (a+b)	7,060	7,752	6,744	22,305	18,119	24,714
2 Expenses						
a. Employee Cost	5,566	5,511	4,594	16,017	12,732	17,423
b. Depreciation & amortisation expense	90	89	91	258	304	418
c. Other Cost	545	882	1,037	2,824	2,722	3,593
d. Total Expenses (a+b+c)	6,201	6,482	5,722	19,099	15,758	21,434
3 Profit from Operation before Other Income, finance Income and Exceptional item. (1-2)	859	1,270	1,022	3,206	2,361	3,280
4 Other Income	206	57	32	367	33	96
5 Profit from ordinary activities before finance costs and exceptional items (3+4)	1,065	1,327	1,054	3,573	2,394	3,376
6 Finance Cost	16	25	12	66	28	44
7 Profit from ordinary activities after finance costs but before exceptional items (5-6)	1,049	1,302	1,042	3,507	2,366	3,332
8 Exceptional Item	-	-	-	-	-	-
9 Profit/ Loss from ordinary Activity before tax (7-8)	1,049	1,302	1,042	3,507	2,366	3,332
10 Tax Expenses						
- Current	209	330	275	842	561	656
- Deferred	(12)	24	3	(31)	(31)	(67)
11 Net Profit/ Loss from ordinary Activity after tax (9-10)	852	948	763	2,696	1,836	2,743
12 Extraordinary items (net of tax expenses ₹. NIL)	-	-	-	-	-	-
13 Net Profit/ Loss for the period	852	948	763	2,696	1,836	2,743
14 Paid-Up Equity Capital (Face value ₹ 10 each)	1,147	1,147	1,108	1,147	1,108	1,147
15 Reserves excluding revaluation reserves	9,673	8,255	5,755	9,673	5,755	7,191
16 Earnings per share (EPS)						
- Basic	7.43	8.27	6.93	23.51	16.65	24.81
- Diluted	6.82	7.74	6.97	21.59	16.41	24.43
A PARTICULARS OF SHAREHOLDING						
1 Public Shareholding						
- No. of Shares	77,66,070	77,66,070	77,77,884	77,66,070	77,77,884	77,76,070
- Percentage of Shareholding	67.73%	67.73%	70.53%	67.73%	70.53%	67.81%
2 Promoters and Promoter Group Shareholding :						
a) Pledged / Encumbered	-	-	-	-	-	-
- Number of Share	-	-	96,000	-	96,000	-
- Percentage of share (as a % of the total shareholding of Promoter and Promoter Group)	-	-	2.95%	-	2.95%	-
- Percentage of share (as a % of the total share Capital of the company)	-	-	0.87%	-	0.87%	-
b) Non-encumbered	-	-	-	-	-	-
- Number of Share	37,00,991	37,00,991	31,54,112	37,00,991	31,54,112	36,90,991
- Percentage of share (as a % of the total shareholding of Promoter and Promoter Group)	100.00%	100.00%	97.05%	100.00%	97.05%	100.00%
- Percentage of share (as a % of the total share Capital of the company)	32.27%	32.27%	28.60%	32.27%	28.60%	32.19%

Particulars	9 Month ended 31.12.2012
B Investor Complaints	
Pending at the beginning of the period	-
Received during the period	3
Disposal of during the period	3
Remaining unresolved at the end of the period	-

Notes :

(1) The above Audited Financial Results after review by the Audit Committee were taken on record by the Board of Directors at their meeting held on 8th Jan' 2013

(2) The Board of Director has declared Interim Dividend of 15% to the Equity Shareholder's of RS Software (India) Ltd.

On behalf of the Board of Directors of
R S Software (India) Limited

R R Jain
(Chairman & Managing Director)

Registered Office :
234/3A, A.J.C. Bose Road,
Kolkata - 700 020

DATED: Jan 8th , 2013.



Reporting of Segment Wise Revenue, Results and Capital Employed under Clause 41 of the Listing Agreement

₹ in Lac

Particulars	Quarter Ended			9 Month Ended		Year ended
	Dec' 2012	Sep' 2012	Dec' 2011	Dec' 2012	Dec' 2011	March 31st 2012
1. Segment Revenue (net sale / income from each segment should be disclosed						
a. Segment - A (USA)	6,649	7,281	6,101	20,955	16,566	22,627
b. Segment - B (ROW)	411	471	643	1,350	1,553	2,087
Total	7,060	7,752	6,744	22,305	18,119	24,714
Other Income						
Segment - B (ROW)	206	57	31	367	32	96
Total	7,266	7,809	6,775	22,672	18,152	24,810
Less : Inter - segment revenue	-	-	-	-	-	-
Net Revenue from Operations	7,266	7,809	6,775	22,672	18,152	24,810
2. Segment Results Profit/(Loss) before Tax & Interest from each segment						
a. Segment - A (USA)	1,310	1,323	1,215	4,068	2,962	4,269
b. Segment - B (ROW)	178	328	213	627	410	593
Total	1,489	1,651	1,428	4,695	3,372	4,862
Less : Interest	16	25	12	66	28	44
Less : Depreciation	90	89	91	258	304	418
Less : Unallocable Selling , General & Administrative Expenses	334	235	283	864	674	1,068
Profit before tax	1,049	1,302	1,042	3,507	2,366	3,332

Note :

(1) Assets used in the Company's business are not capable of being specifically identified with any separate segments, consequently is not practicable to provide segmented disclosures in relation to total assets and liabilities with any reasonable degree of accuracy.

Registered Office :
234/3A, A.J.C. Bose Road,
Kolkata - 700 020

DATED: Jan 8th , 2013.

On behalf of the Board of Directors of
R S Software (India) Limited

R R Jain
(Chairman & Managing Director)



RS SOFTWARE (INDIA) LIMITED
 An ISO 9001:2008, ISO 27001:2005 and SEI-PCMM Level 3 Company
 Statement of Audited Consolidated Financial Results for the Quarter Ended 31st Dec ' 2012

₹ in Lac

Particulars	Quarter Ended			9 Month Ended		Year ended
	Dec' 2012	Sep' 2012	Dec' 2011	Dec' 2012	Dec' 2011	March 31st
1 Income from Operations						
a) Export Income	7,735	8,347	7,181	24,088	19,192	26,186
b) Domestic Income	20	28	55	108	165	217
Total Income from operation (net) (a+b)	7,755	8,375	7,236	24,196	19,357	26,403
2 Expenses						
a. Employee Cost	5,785	6,028	4,992	17,520	13,740	18,789
b. Depreciation & amortisation expense	90	89	91	258	304	418
c. Other Cost	935	980	1,072	3,056	2,819	3,738
d. Total Expenses (a+b+c)	6,810	7,097	6,155	20,834	16,863	22,945
3 Profit from Operation before Other Income, finance Income and Exceptional item. (1-2)	945	1,278	1,081	3,362	2,494	3,458
4 Other Income	208	57	31	369	32	96
5 Profit from ordinary activities before finance costs and exceptional items (3+4)	1,153	1,335	1,112	3,731	2,526	3,554
6 Finance Cost	17	25	12	67	28	45
7 Profit from ordinary activities after finance costs but before exceptional items (5-6)	1,136	1,310	1,100	3,664	2,498	3,509
8 Exceptional Item	-	-	-	-	-	-
9 Profit/ Loss from ordinary Activity before tax (7-8)	1,136	1,310	1,100	3,664	2,498	3,509
10 Tax Expenses						
- Current	211	331	302	845	603	690
- Deferred	(12)	24	3	(31)	(31)	(67)
11 Net Profit/ Loss from ordinary Activity after tax (9-10)	937	955	795	2,850	1,926	2,886
12 Extraordinary items (net of tax expenses ₹. NIL)	-	-	-	-	-	-
13 Net Profit/ Loss for the period	937	955	795	2,850	1,926	2,886
14 Share of Profit / (loss) of associates	85	59	32	154	90	143
15 Net Profit / (Loss) after taxes and share of profit / (loss) of associates (13 - 14)	852	896	763	2,696	1,836	2,743
16 Paid-Up Equity Capital (Face value ₹ 10 each)	1,147	1,147	1,108	1,147	1,108	1,147
17 Reserves excluding revaluation reserves	10,280	8,772	5,997	10,280	5,997	7,607
18 Earnings per share (EPS)						
- Basic (Reported),	8.17	8.33	7.21	24.86	17.47	26.10
- Diluted	7.50	7.80	3.60	22.83	8.73	25.71
A PARTICULARS OF SHAREHOLDING						
1 Public Shareholding						
- No. of Shares	77,66,070	77,66,070	77,77,884	77,66,070	77,77,884	77,76,070
- Percentage of Shareholding	67.73%	67.73%	70.53%	67.73%	70.53%	67.81%
2 Promoters and Promoter Group Shareholding :						
a) Pledged / Encumbered						
- Number of Share	-	-	96,000	-	96,000	-
- Percentage of share (as a % of the total shareholding of Promoter and Promoter Group)	-	-	2.95%	-	2.95%	-
- Percentage of share (as a % of the total share Capital of the company)	-	-	0.87%	-	0.87%	-
b) Non-encumbered						
- Number of Share	37,00,991	37,00,991	31,54,112	37,00,991	31,54,112	36,90,991
- Percentage of share (as a % of the total shareholding of Promoter and Promoter Group)	100.00%	100.00%	97.05%	100.00%	97.05%	100.00%
- Percentage of share (as a % of the total share Capital of the company)	32.27%	32.27%	28.60%	32.27%	28.60%	32.19%

Particulars	9 Month ended 31.12.2012
B Investor Complaints	
Pending at the beginning of the quarter	-
Received during the quarter	3
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Remaining unresolved at the end of the quarter	-

- Notes :
- (1) The above Audited Financial Results after review by the Audit Committee were taken on record by the Board of Directors at their meeting held on 8th Jan ' 2013
- (2) The Board of Director has declared Interim Dividend of 15% to the Equity Shareholder's of RS Software (India) Ltd.

On behalf of the Board of Directors of
 R S Software (India) Limited

Registered Office :
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DATED: Jan 8th , 2013.


 R/R Jain
 (Chairman & Managing Director)



Reporting of Segment Wise Revenue, Results and Capital Employed under Clause 41 of the Listing Agreement

₹ in Lac

Particulars	Quarter Ended			9 Month Ended		Year ended
	Dec' 2012	Sep' 2012	Dec' 2011	Dec' 2012	Dec' 2011	March 31st 2012
1. Segment Revenue (net sale / income from each segment should be disclosed						
a. Segment - A (USA)	6,722	7,343	6,237	21,185	16,991	23,133
b. Segment - B (ROW)	1,033	1,032	999	3,011	2,366	3,271
Total	7,755	8,375	7,236	24,196	19,357	26,403
Other Income						
Segment - B (ROW)	208	57	31	369	32	96
Total	7,963	8,432	7,267	24,565	19,389	26,499
Less : Inter - segment revenue	-	-	-	-	-	-
Net Revenue from Operations	7,963	8,432	7,267	24,565	19,389	26,499
2. Segment Results Profit/(Loss) before Tax & Interest from each segment						
a. Segment - A (USA)	1,383	1,217	1,250	4,173	3,060	4,391
b. Segment - B (ROW)	194	440	235	680	443	649
Total	1,577	1,657	1,485	4,853	3,503	5,040
Less : Interest	17	25	12	67	28	45
Less : Depreciation	90	89	91	258	304	418
Less : Unallocable Selling , General & Administrative Expenses	334	233	282	864	673	1,067
Profit before tax	1,136	1,310	1,100	3,664	2,498	3,509

Note :

(1) Assets used in the Company's business are not capable of being specifically identified with any separate segments, consequently is not practicable to provide segmented disclosures in relation to total assets and liabilities with any reasonable degree of accuracy.

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DATED: Jan 8th , 2013.

On behalf of the Board of Directors of
R S Software (India) Limited


R R Jain

(Chairman & Managing Director)



CHATURVEDI & COMPANY

CHARTERED ACCOUNTANTS
KOLKATA • MUMBAI • DELHI • CHENNA • KANPUR
60, BENTINCK STREET, KOLKATA-700 069

Phone : 2237-4060
2237-5408/5409/3534
Fax : 2225-3692
E-mail : hocalcutta@chaturvedico.com

To
The Directors
R. S. Software (India) Limited
Kolkata

1. We have audited the attached Balance Sheet of R. S. Software (India) Limited as at 31st December, 2012, the Statement of Profit & Loss for the nine months ended on that date together with notes on accounts, cash flow statement for the nine months ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of materials misstatement. An audit includes examining, on a test basis, evidence supporting to amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. We further draw attention that *Debtors, Creditors and some deposits are subject to confirmation.*

We report that :

- I. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- II. In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us.



- III. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
- IV. In our opinion the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report comply with the accounting standards (AS) referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- V. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required subject to Para 3 above, give a true and fair view in conformity with the accounting principles generally accepted in India.
- a) in the case of the Balance sheet of the state of affairs of the Company as at 31st December, 2012 and
- b) in the case of the Statement of Profit and Loss of the Profit for the nine months ended on that date.
- c) in case of the Cash Flow Statement of the cash flow for the nine months ended on that date.

Place : Kolkata
Date : **8th January, 2013**



For **Chaturvedi & Company**
Chartered Accountants

Yoshi
Nilima Joshi
Partner
Mr. No. 52122



CHATURVEDI & COMPANY

CHARTERED ACCOUNTANTS

KOLKATA • MUMBAI • DELHI • CHENNA • KANPUR

60, BENTINCK STREET, KOLKATA-700 069

Phone : 2237-4060

2237-5408/5409/3534

Fax : 2225-3692

E-mail : hocalcutta@chaturvedico.com

AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF R S SOFTWARE INDIA LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENT OF RS SOFTWARE INDIA LIMITED AND ITS SUBSIDIARIES RESPONSIVE SOLUTIONS INC. & R.S.SOFTWARE (ASIA) PTE. LIMITED

We have examined the attached Consolidated Balance Sheet of R S Software Ltd. and its subsidiary Responsive Solutions, Inc and R. S. Software (Asia) Pte. Ltd., as at 31st December, 2012, the Consolidated Statement of Profit & Loss and the Cash Flow Statement for the nine months then ended.

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting, framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of subsidiaries, whose financial statements reflect total assets(net) of Rs. 614.92 lacs as at 31st December, 2012 and total revenue of Rs.1893.18 lacs for the nine months then ended. These financial statements have been audited by other auditor whose report have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of the subsidiaries is based solely on the report of the other auditor.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21 and Consolidated Financial Statement prescribed by the Companies (Accounting Standards) Rules 2006 and on the basis of the separate audited financial statements of RS Software India Ltd., and its subsidiaries included in the consolidated financial statements.

On the basis of the information and explanation given to us and on the consideration of the separate audit reports on individual audited financial statement of RS Software India Ltd., and its aforesaid subsidiaries, we are of the opinion that :

- (a) The Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of R.S.Software India Ltd., and its subsidiaries as at 31st December, 2012.
- (b) The Consolidated Statement of Profit & Loss gives a true and fair view of the consolidated results of operations of RS Software India Ltd and its subsidiaries for the nine months then ended ; and
- (c) The Consolidated Cash Flow Statement given a true and fair view of the Cash flow of R S Software India Ltd., and its subsidiaries for the nine months then ended.

Place : Kolkata
Date : 8th January, 2013



For **Chaturvedi & Company**
Chartered Accountants
Reg. No. : **302137E**

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Nilima Joshi
(Partner)