



## **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

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Website : www.rssoftware.com

### **NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

**NOTICE** is hereby given to the Members of R S Software (India) Limited pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "said Rules") that the Company is seeking consent of its members for the resolution as set out in this notice in Item No. 1 and 2 are proposed to be passed by means of Postal Ballot as special business.

The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and reasons thereof along with the Postal Ballot Form are enclosed herewith for your consideration.

In compliance with Clause 35B of Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing Electronic Voting (hereinafter referred as "e-voting") facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of despatching the physical Postal Ballot form through post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

The e-voting facility is available at the link <https://www.evotingindia.com>. Please refer the instructions for e-voting printed overleaf of the postal ballot form for the process and manner in which e-voting is to be carried out.

The members opting to vote through physical Postal Ballot form are requested to carefully read the instructions printed overleaf the Postal Ballot form and return the Form duly completed in all respects so as to reach the Scrutinizer on or before the close of working hours i.e. 6:00 p.m. on 27th December 2014.

The Scrutinizer will submit his report to the CFO & Company Secretary of the Company after completion of the scrutiny of the Postal Ballots received in electronic and physical mode. The result of the voting by Postal Ballot will be announced by the CFO & Company Secretary at the registered office of the Company. The result of the Postal Ballot and the scrutinizer's report will be displayed at the address of the Company's Registered Office and posted on the Company's website at [www.rssoftware.com](http://www.rssoftware.com) and communicated to the Stock Exchanges within 2 (two) days of passing of the resolutions on December 31, 2014.

**PROPOSED RESOLUTIONS:**

**ITEM NO. 1**

**Sub-division of One Equity Share of the Company of Face Value of Rs 10/- each to 2 Equity Shares of Rs. 5/- each.**

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for subdivision of Face Value of the Equity Shares of the Company as a Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and as approved by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs. 10/- (Rupees Ten only) into 2(two) Equity Shares of Face value of Rs. 5/- (Rupee Five only) each as fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 20,00,00,000/- (Rupees Twenty Crore only) would comprise of 4,00,00,000 ( Four Crore only ) Equity Shares of Rs. 5/- (Rupee Five only) each with effect from the 'Record Date' to be determined by the Board for this purpose.

**RESOLVED FURTHER THAT** pursuant to the sub-division of Equity Shares of the Company each Equity Share of the Face value of Rs. 10/- (Rupees Ten only) as existing as on the 'Record Date' shall stand sub-divided into 2(two) Equity shares of the Face value of Rs. 5/- (Rupee Five only) each as fully paid-up, with effect from the 'Record Date'.

**RESOLVED FURTHER THAT** on sub-division, the 2 (two) Equity Shares of the Face value of Rs. 5/- (Rupee Five only) each be issued in lieu of 1(one) Equity Share of Rs. 10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

**RESOLVED FUTHER THAT** upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the 'Record Date' of sub-division and the Company may, without requiring the surrender of existing share certificate(s) directly issue and despatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications,

documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard."

**ITEM No. 2**

**Reclassification of Authorised Equity Share Capital and Consequent Alteration of Memorandum of Association.**

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for reclassification of authorised capital of the Company as a Special Resolution :

**"RESOLVED THAT** pursuant to Sections 13, 14, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorised Share Capital of the Company of Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 25, 00,000 [Twenty Five Lacs Only] Preference Shares of Rs. 100/- [Rs. One Hundred only] each be and is hereby reclassified to Rs. 45,00,00,000/- (Rupees Forty Five Crores only) comprising 4,00,00,000 (Four Crores Only) Equity Shares of Rs. 5/- (Rupees Five Only) each, and 25,00,000 (Twenty Five Lacs Only) Preference shares of Rs. 100/- [Rs. One Hundred Only] each."

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under :

"V. The Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Forty Five Crores Only) divided into 4,00,00,000 (Four Crores Only) Equity Shares of Rs. 5/- (Rupees Five Only) each, and 25,00,000 [Twenty Five Lacs Only] Preference Shares of Rs. 100/- [Rs. One Hundred Only] each with the power to increase or reduce the same in accordance with the provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

**Place : Kolkata**

**Date : November 7, 2014**

By the order of the Board

**Vijendra Surana**

*CFO & Company Secretary*

**Registered Office :**

**234/3A, A. J. C. Bose Road**

**Kolkata - 700 020**

**Notes :**

1. Statements for the proposed Special Resolutions under item nos. 1 and 2 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. In terms of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolutions contained in the postal ballot notice are sought by postal ballot/evoting. It is further brought to your notice that pursuant to Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of despatch of this notice shall be treated as the reply from the Member has not been received.
3. The Board of Directors at its meeting held on November 7, 2014 has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, Kolkata as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL) on November 14, 2014.
5. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through post.
6. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self - addressed postage pre-paid envelope. Since postage is already paid by the Company, the members need not to affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member will also be accepted.
7. The resolution(s) will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution(s).
8. A copy of the documents referred to in the Notice and accompanying Statement is open for inspection at the Registered Office of the Company between 10:30 am to 12:30 pm on all working days up -to Saturday, 27th December, 2014.
9. Members who have received Postal Ballot Notice by email and who wish to vote through Physical Postal Ballot Form can seek duplicate Postal Ballot Form from the office of the Registrar & Transfer Agents of the Company M/s C. B. Management Services (P) Ltd, Kolkata.
10. In respect of shares held by the Corporate and Institutional Members (Companies, Trusts, Societies etc.) the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Appropriate Authorization with the specimen signature of the Authorised Signatory (ies) duly attested.

**The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on November 28, 2014 at 9:30 am and ends on December 27, 2014 at 6:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on November 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) However, if you are a first time user follow the steps given below :

	<b>For Members holding shares in Demat Form and Physical Form</b>
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> <ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</li> </ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>● 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).</li> </ul>

- (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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user, it 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](mailto: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 of any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 :**

**ITEM NO. 1**

**Sub-division of One Equity Share of the Company of Face Value of Rs 10/- each to 2 Equity Shares of Rs. 5/- each.**

With a view to enhance the investor base of the company by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on November 7, 2014 has approved to sub-divide the nominal value of the equity share capital of the Company from Rs. 10/- per share to Rs. 5/- per share, subject to approval of members.

Accordingly, each paid up equity share of nominal value Rs. 10/- (Rupees Ten Only) each of the Company, existing on the Record Date as may be fixed by the Board of Directors, shall stand sub divided into 2 (two) Equity Shares of Nominal Value of Rs. 5/- (Rupees Five only) each.

The Record Date for the aforesaid Sub Division of the equity shares will be fixed after the approval of the shareholders is obtained. At present, the Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 2,00,00,000 (Two Crores only) Equity Shares of Rs. 10/- (Rupee Ten) each and 25,00,000 [Twenty Five Lacs Only] Preference Shares of Rs. 100/- [Rs. One Hundred Only] each. Pursuant to the sub-division of Face Value of Equity Shares of the Company each Equity Share of the Face value of Rs. 10/- (Rupees Ten only) as existing as on the 'Record Date' shall stand sub-divided into 2(two) Equity shares of the Face value of Rs. 5/- (Rupee Five only) each as fully paid-up, with effect from the 'Record Date'.

The Board of Directors recommends the passing of the Resolution by way of a Special Resolution as set out in Item No. 1 of the Notice.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours from 10:30 am to 12:30 pm till December 27, 2014.

None of the Directors / Key Managerial Personnel of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except and to the extent of their shareholdings, if any, in the Company.

**ITEM NO. 2**

**Reclassification of Authorised Equity Share Capital and Consequent Alteration of Memorandum of Association.**

The present authorised capital of the Company is Rs. 45,00,00,000/- [Rupees Forty Five Crores only] divided into 2,00,00,000 (Two Crores only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, and 25, 00,000 [Twenty Five Lacs only] Preference shares of Rs. 100/- [Rs. One Hundred only] each.

As per the provisions of Sections 13 and 14 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association only with the consent of Shareholders.

On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause.

The Company, in order to meet its long term Equity requirement for funding its growth, is required to reclassify its share capital. It is, therefore, deemed appropriate to re-classify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at item No. 2 of the accompanying Notice

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 10:30 am to 12:30 pm on any working day of the Company till December 27, 2014.

The Board of Directors recommends the passing of the Resolution by way of a Special Resolution as set out in Item No. 2 of the Notice.

None of the Directors / Key Managerial Personnel of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except and to the extent of their shareholdings, if any, in the Company.

**Place : Kolkata**

**Date : November 7, 2014**

**Registered Office :**

**234/3A, A. J. C. Bose Road**

**Kolkata - 700 020**

By the order of the Board

**Vijendra Surana**

*CFO & Company Secretary*