



R. S. Software (India) Limited

(CIN : L72200WB1987PLC043375)

**Twenty Sixth Annual General Meeting
on Friday, July 18, 2014 at 11:30 a.m.**

at

RABINDRA TIRTHA

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



R. S. Software (India) Limited

(CIN : L72200WB1987PLC043375)

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

Phone Nos. : 033-2287 6254 / 6255 / 5746

Website : www.rssoftware.com

Notice to Members

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of R. S. Software (India) Limited will be held on Friday, July 18, 2014 at 11:30 a.m. at RABINDRATIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the 'Board') and Auditors thereon.
2. To declare a final dividend of Rs. 2.50 per equity share and to confirm interim dividends of Rs. 2.50 per equity share and Rs. 1.00 per equity share already paid for the year ended March 31, 2014.
3. To appoint a Director in place of Mr. Rajnit Rai Jain (holding DIN 00122942), who retires by rotation and, being eligible, seeks re-appointment.
4. To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof.

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

SPECIAL BUSINESS

5. To re-appoint Mr. Rajnit Rai Jain (holding DIN 00122942) as Chairman and Managing Director (CMD) and in this regard to consider and, if thought fit to pass, with or without modifications the following resolutions as a Special Resolution:

"Resolved that in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) the consent and approval of the Company be and is hereby granted to the re-appointment and the terms and revised remuneration of being provided to Mr. Rajnit Rai Jain (holding DIN 00122942) as Chairman and Managing Director (CMD) of the Company for a period of three years with effect from 1st October, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the , Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rajnit Rai Jain , subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration (subject to the approval of Nomination and Remuneration Committee) in the said draft Letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Rajnit Rai Jain shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter between the Company and Mr. Rajnit Rai Jain shall be suitably modified to give effect to such variation or increase as the case may be".

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Rajnit Rai Jain office as Chairman & Managing Director, the remuneration set out in the aforesaid draft Letter of appointment be paid or granted to Mr. Rajnit Rai Jain as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section 11 of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

"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."

6. Appointment of Mr. Shital Kumar Jain (holding DIN 00047474) as an Independent Director and in this regard to consider and, if thought fit to pass, with or without modifications the following resolutions as an Ordinary Resolution:
- "RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shital Kumar Jain (holding DIN 00047474), Director of the Company whose period of office is liable to determination by retirement of directors by rotation at this Annual General Meeting and who in accordance with the Companies Act, 2013 is required to be appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company to hold office up to March 31,2019, who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer 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."
7. Appointment of Mr. Rajasekhar Ramaraj (holding DIN 00090279) as an Independent Director and in this regard to consider and, if thought fit to pass, with or without modifications the following resolutions as an Ordinary Resolution:
- "RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rajasekhar Ramaraj (holding DIN 00090279), Director of the Company whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting and who in accordance with the Companies Act, 2013 is required to be appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company to hold office up to March 31,2019, who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer 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."
8. Appointment of Mr. Richard Nicholas Launder (holding DIN 03375772) as an Independent Director and in this regard to consider and, if thought fit to pass, with or without modifications the following resolutions as an Ordinary Resolution :
- "RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Richard Nicholas Launder (holding DIN 03375772), Director of the Company whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting and who in accordance with the Companies Act, 2013 is required to be appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company to hold office up to March 31,2019, who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer 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."
9. To approve the payment of remuneration to non-executive directors and in this regard 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 Sections 197,198 and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company (i.e. directors other than the Managing Director and / or the Whole-time Directors) be paid, remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof;
- "RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Human Resources, Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
234/3A, A.J.C. Bose Road
Kolkata – 700 020
April 16, 2014

By Order of the Board

Vijendra Surana
CFO & Company Secretary

NOTES:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF / HERSELF SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.



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

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

- c. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience in future.
- d. The Register of Members and Transfer Books of the Company will remain closed from July 9, 2014 to July 18, 2014 (both days inclusive).
- e. Members who have not yet encashed their dividend warrant(s) for the financial year ended 2010-11 onwards are requested to claim the amount of dividend from the Company or its Registrars and Share Transfer Agent immediately along with relevant Folio No. or DP ID and Client ID, for issuance of duplicate / revalidated dividend warrant(s).
- f. Subject to the provisions of Section 123 of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if declared at the meeting, will be paid after July 19, 2014 within 30 days from the date of ANNUAL GENERAL MEETING:
 - (i) To those Members, holding shares in physical form, whose names appear on the Register of Members of the Company after giving effect to all valid request for transfers in physical form lodged on or before Tuesday, July 8, 2014 with the Company and / or its Registrar and Transfer Agent; and
 - (ii) In respect of shares held in electronic form, to all beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Tuesday, July 8, 2014.
- g. Members holding shares in physical form are requested to immediately notify change in their addresses, if any, to the Registrar and Transfer Agent of the Company, quoting their Folio Number (s) with a self-attested copy of address proof, i.e. Voter Identity Card, Electric / Telephone (BSNL) Bill or Driving License or Passport before July 8, 2014.
- h. In terms of Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 of Securities and Exchange Board of India for making cash payments to the investors Companies shall mandatorily print the bank account details of the investors on such payment instruments. Therefore the Members holding shares in physical form are requested to send to the Registrar and Transfer Agent of the Company, before July 8, 2014 a Bank Mandate (providing details of name and address of banker, branch, PIN code and particulars of the bank account) or changes therein, if not provided earlier, under the signature of the Sole /First holder quoting their Folio Numbers. This information will be printed on the dividend warrants. Members may also avail of the Electronic Clearing Services (ECS) mandate facility provided by the Company.
- i. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
- j. Members holding shares in dematerialized mode are requested to intimate the changes pertaining to their bank account details, NECS mandates, email addresses, nominations, change of addresses, change of names etc. if any, to their Depository Participant (DP) only before July 8, 2014. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
- k. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.rssoftware.com
- l. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least ten days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
- m. All the documents referred to in the Notice will be available for inspection by the Members at the Registered / Corporate Office of the Company between 10.30 a.m. and 12.30 p.m. on all working days from the date hereof up-to the date of the Meeting.
- n. Shareholders holding shares in demat mode and desirous of receiving the Annual Report in physical form may visit the web page www.cbmsl.com/green.php to exercise their option. Likewise shareholders holding shares in physical mode are requested to visit the aforesaid web page to register their e-mail id and exercise their option accordingly.
- o. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17 / 2011 and 18 / 2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to the shareholders electronically as a part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by MCA, the documents like the Notice convening the General Meetings, Financial Statements, Directors' Report, and Auditor's Report etc. will be sent to the e-mail addresses as provided by the shareholders with their depositories.
- p. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website at www.rssoftware.com

q. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

l) The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Electronic Voting Sequence Number" (EVSN) – "140613011" along with COMPANY NAME from the drop down menu and click on "SUBMIT"
- (iv) 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 and then enter the Captcha Code as displayed and Click on Login.
- (v) 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.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares	For Members holding shares in Demat Form in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default value "RSSFT1987L" in the 'PAN' field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the "02/12/1987" in the "Date of Birth" details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution/Authority Letter in PDF format in the system together with attested specimen signature(s) of the duly authorised representative(s) for the scrutinizer to verify.

ll) In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- The e-voting period commences on July 12, 2014 (9:30 a.m.) and ends on July 14, 2014 (5:30 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically.
 - The voting rights of shareholders shall be in proportion to their shares in the paid up equity shares capital of the Company as on the cut-off date of June 6, 2014.
 - Shri Mohan Ram Goenka, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.
 - The Results shall be declared on or after the ANNUAL GENERAL MEETING of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rsssoftware.com and on the website of CDSL within two (2) days of passing of the resolutions at the ANNUAL GENERAL MEETING of the Company and communicated to the Stock Exchanges.
 - Members, who do not have any access to e-voting, may requisite a Physical Ballot Form from the Office of the Registrars & Share Transfer Agents of the Company. Members are required to fill the Physical Ballot Form and enclose it in a sealed envelope and send it to the Scrutinizer. Unsigned / wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer's decision on the validity of the form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other form. In the event of members cast votes through both the processes, the votes in the electronic system would be considered only. The Physical Ballot Form must be received by the Scrutinizer on or before July 14, 2014 (5:30 pm).

Registered Office:
234/3A, A.J.C. Bose Road
Kolkata – 700 020
April 16, 2014

By Order of the Board

Vijendra Surana
CFO & Company Secretary

EXPLANATORY STATEMENT TO THE ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 SET OUT IN THE ANNEXED NOTICE

ITEM NO. 5

The current tenure of Mr. Rajnit Rai Jain, Chairman & Managing Director (CMD) (holding DIN 00122942) who was re-appointed on 1st October, 2011 for a period of three years vide shareholders' approval in the Annual General Meeting held on 20th July, 2011 is due for renewal. The reappointment will fall due for renewal w.e.f. 1st October 2014 when Mr. Jain will be completing his three years Contract with the Company.

Having regard to the fact that the Company's achievement for the past couple of years in its operational matters has been highly satisfactory and there has been at the same time escalation in the remuneration package of the CMD's in identically placed positions in the Corporate Sector, it is proposed to re-appoint and increase the emoluments of the CMD for to next tenure of three years in the manner brought out in the tabular statement in the Notice. The growth and progress of the Company in the immediate preceding period has been possible due to the dynamic leadership of Mr. Rajnit Rai Jain. The revenue of the Company has been touched US\$ 63.70 million in 2013-14. The Company is now on a growth path and is bound to do better in the coming years. This has been rendered possible largely due to the top class professional and pioneering competencies displayed by the CMD and his devoted band of functionaries.

Brief resume of Mr. Rajnit Rai Jain, in which they hold directorships nature of its expertise in specific functional areas, names of companies and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Further, the Board at its meeting held on April 16, 2014 has, subject to the approval of members, re-appointed Mr. Rajnit Rai Jain as Chairman and Managing Director (CMD), for a period of 3 (three) years from the expiry of his present term, which will expire on 1st October, 2014, at the remuneration recommended by the Remuneration & Nomination Committee of the Board and approved by the Board. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Rajnit Rai Jain as Chairman and Managing Director (CMD in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Rajnit Rai Jain as Chairman and Managing

The proposed new package for Mr. Rajat Rai Jain is still quite modest from the Competitive Industry Standard and is recommended by the Board.

Particulars	Remuneration (Rs.)
Basic	300000.00
Monthly Gross	450000.00
Annual Gross	5400000.00
Medical subject to production of bills limited to	3000000.00
PF @ 12% on Basic	432000.00
Gratuity @ 15 days salary for each completed year of service	173077.00
1% of Net Profit capped to a maximum of Rs. 34 lacs	3400000.00
Grand Total per Annum	1,00,05,077.00

Director (CMD) was under the impression that the proposed package for Mr. Rajat Rai Jain was quite modest from the Competitive Industry Standard and is recommended by the Board. The proposed new package for Mr. Rajat Rai Jain is still quite modest from the Competitive Industry Standard and is recommended by the Board.

The Board recommends the Special Resolutions set out at Item No. 5 of the Notice for approval by the shareholders. Save and except the above, none of the other Directors/Key Management Personnel of the Company / their relatives are, in any way, connected or interested, financially or otherwise, in these resolutions.

MEMORANDUM: The Board recommends the Special Resolutions set out at Item No. 5 of the Notice for approval by the shareholders. Save and except the above, none of the other Directors/Key Management Personnel of the Company / their relatives are, in any way, connected or interested, financially or otherwise, in these resolutions.

MEMORANDUM: The Board recommends the Special Resolutions set out at Item No. 5 of the Notice for approval by the shareholders. Save and except the above, none of the other Directors/Key Management Personnel of the Company / their relatives are, in any way, connected or interested, financially or otherwise, in these resolutions.

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Proxy Form

Form No. MGT-11



R S SOFTWARE (INDIA) LIMITED

(CIN: L72200WB1987PLC043375)

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

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

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

As my/our proxy to attend and vote for me/us and on my behalf at the Twenty Sixth Annual General Meeting of the company, to be held on 18th day of July, 2014 at 11:30 A.M. at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2014.
2. Ordinary Resolution to declare a final dividend of Rs. 2.50 per equity share and to confirm interim dividends of Rs. 2.50 per equity share and Rs. 1.00 per equity share already paid for the year ended March 31, 2014.
3. Ordinary Resolution to appoint a Director in place of Mr. Rajnit Rai Jain (holding DIN 00122942), who retires by rotation and, being eligible, seeks re-appointment.
4. Ordinary Resolution under Section 139 of the Companies Act, 2013 for the appointment of M/s Chaturvedi & Company (Registration No. 302137E), Statutory Auditor of the Company and fixing their remuneration.
5. Special Resolution as per Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 to re-appoint Mr. Rajnit Rai Jain (holding DIN 00122942) as Chairman and Managing Director (CMD) of the Company and to revise his remuneration with effect from October 1, 2014.
6. Ordinary Resolution for the appointment of Mr. Shital Kumar Jain (holding DIN 00047474) as Independent Director of the Company under the provisions of Sections 149, 152 of the Companies Act, 2013.
7. Ordinary Resolution for the appointment of Mr. Rajasekhar Ramaraj (holding DIN 00090279) as Independent Director of the Company under the provisions of Sections 149, 152 of the Companies Act, 2013.
8. Ordinary Resolution for the appointment of Mr. Richard Nicholas Launder (holding DIN 03375772) as Independent Director of the Company under the provisions of Sections 149, 152 of the Companies Act, 2013.
9. Special Resolution to approve the payment of remuneration to non-executive directors pursuant to Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

Signed this..... day of 2014.

Folio No. DPID & Client ID

No. of Shares held

Signature of the Shareholder

Signature of Proxy holder

Affix
Revenue
Stamp

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



R. S. SOFTWARE (INDIA) LTD.

(CIN: L72200WB1987PLC043375)

Registered Office: "FMC Fortuna", A-2, 234/3A, A J C Bose Road, Kolkata – 700 020

Attendance Slip

I hereby record my presence at the ANNUAL GENERAL MEETING at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156 at 11:30 am on Friday, July 18, 2014.

Name of the attending Member _____
(in block letters)

Folio No / DP ID & Client ID _____

Name of Proxy _____
(in block letters, to be filled in if the Proxy attends instead of the Member)

No. of shares held _____

*Member's/Proxy's Signature
*To be signed at the time of handing over this slip

This attendance slip duly filled in to be handed over at the entrance of the Meeting Hall