

R S Software (India) Limited

AGM Proceedings

Result of the Electronic Voting and physical ballot on the ordinary and special businesses at the Annual General Meeting of the Company held on July 18, 2014.

On the basis of Scrutinizer's Report for the Electronic Voting and physical ballot dated July 18, 2014 of the Annual General Meeting held 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, the summary of which is mentioned hereunder, the Chairman announced the results of voting on July 18, 2014 that all the Resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 9 in the Notice of the 26th Annual General Meeting of the Company have been duly passed by the requisite majority.

Resolution Nos. as given in the notice of 26 th Annual General Meeting	Particulars of Vote Cast							Result Declared
		Electronic Voting*		Physical Ballot		Voting Result		
		Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%	
Ordinary Business								
1. Ordinary Resolution for adoption of financial statements for the year ended 31 st March, 2014	Votes cast in favour	5946250	100	NIL	NIL	5946250	100	Approved Unanimously
	Votes casts against	0	0	NIL	NIL	0	0	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
2. Ordinary Resolution to declare Dividend on Equity Shares	Votes cast in favour	5946250	100	NIL	NIL	5946250	100	Approved Unanimously
	Votes casts against	0	0	NIL	NIL	0	0	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
3. Ordinary Resolution to reappoint Mr. Rajnit Rai Jain, who retires by rotation	Votes cast in favour	5943789	99.96	NIL	NIL	5943789	99.96	Approved by requisite majority
	Votes casts against	2461	0.04	NIL	NIL	2461	0.04	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
4. Ordinary Resolution to appoint M/s Chaturvedi & Company as Statutory Auditors	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
Special Resolution								
5. Special Resolution to reappoint Mr. Rajnit Jain as	Votes cast in favour	5943789	99.96	NIL	NIL	5943789	99.96	Approved by requisite majority



R.S. SOFTWARE (INDIA) LTD.

Chairman and Managing Director (CMD)	Votes casts against	2461	0.04	NIL	NIL	2461	0.04	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
Ordinary Resolution								
6. Ordinary Resolution to appoint Mr. Shital Kumar Jain as an Independent Director	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
7. Ordinary Resolution to appoint Mr. Rajasekhar Ramaraj as an Independent Director	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
8. Ordinary Resolution to appoint Mr. Richard Nicholas Launder as an Independent Director	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-
Special Resolution								
9. Special Resolution to approve payment of remuneration to non executive directors	Votes cast in favour	5942789	99.94	NIL	NIL	5942789	99.94	Approved by requisite majority
	Votes casts against	3461	0.06	NIL	NIL	3461	0.06	-
	Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	-

**Note: In terms of the output received from the CDSL, The Number of "Not Voted" cases have been excluded from the above calculation.*



Mr. Rajnit Rai Jain
Chairman & Managing Director
R S Software (India) Limited
DIN 00122942

Kolkata
July 18, 2014

Scrutinizer's Report – Combined

To,

The Chairman of 26th Annual General Meeting of the members of **R S Software (India) Ltd.** (the Company) held on 18th July, 2014 at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156

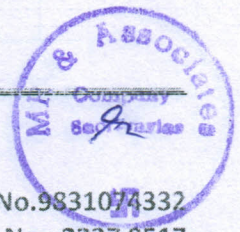
Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by
 - (i) The Board of Directors of R S Software (India) Limited. (the Company) as a Scrutiniser for the purpose of Scrutinising the e-voting process and physical ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 / 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the Resolutions contained in the notice to the 26th Annual General Meeting of the members of the Company held on 18th July, 2014 at 11:30 A.M today at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 26th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and physical ballot if any as received from the shareholders on the close of business hours (5:30 P.M.) on 14th July' 2014..
3. I have issued separate Scrutinizer's Report dated 18th July, 2014 on the e-voting and physical ballot on the resolution contained in the notice to the AGM. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of physical ballot as under:

Our Office :

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goenkamohan@gmail.com

Mobile No.9831074332
Phone No : 2237 9517



Item No. of Notice	Particulars and Type of Resolution	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
Item No. 1	Adoption of Audited Accounts (Ordinary Resolution)	5946250	100	0	0	NIL
Item No. 2	Declaration of Dividend on Equity Shares (Ordinary Resolution)	5946250	100	0	0	NIL
Item No. 3	Reappointment of Mr. Rajnit Rai Jain, who retires by rotation (Ordinary Resolution)	5943789	99.96	2461	0.04	NIL
Item No. 4	Appointment of M/s Chaturvedi & Company as Statutory Auditors (Ordinary Resolution)	5942789	99.94	3461	0.06	NIL
Item No. 5	Reappointment of Mr. Rajnit Jain as Chairman and Managing Director (Special Resolution)	5943789	99.96	2461	0.04	NIL
Item No. 6	Appointment of Mr. Shital Kumar Jain as an Independent Director (Ordinary Resolution)	5942789	99.94	3461	0.06	NIL
Item No. 7	Appointment of Mr. Rajasekhar Ramaraj as an Independent Director (Ordinary Resolution)	5942789	99.94	3461	0.06	NIL
Item No. 8	Appointment of Mr. Richard Nicholas Launder as an Independent Director (Ordinary Resolution)	5942789	99.94	3461	0.06	NIL

Our Office :

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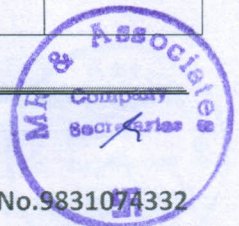
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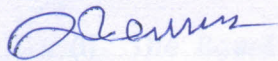
MR & Associates

Company Secretaries

Item No. 9	Approval of the payment of remuneration to non-executive directors (Special Resolution)	5942789	99.94	3461	0.06	NIL
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Thanking You,

Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551

Place: Kolkata

18th July, 2014

Our Office :
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