

R.S. SOFTWARE (INDIA) LTD.

CIN: L72200WB1987PLC043375

www.rssoftware.com

An ISO 9001:2008, ISO 27001:2005 and SEI-PCMM Level 3 Company

July 7, 2014

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: Reports under Clause 35 of the Listing Agreements for the Quarter ended June 30, 2014.

We are submitting the reports under Clause 35 of the Listing Agreements for the quarter ended June 30, 2014.

Kindly acknowledge receipt of the above.

Thanking you,

Yours faithfully,

For R S Software (India) Limited

Vijendra Kumar Surana CFO & Company Secretary

Fncl.: 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 /07 /08 /09 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
- ➤ Plot J1 11, Block EP, Sector V, Salt Lake Electronics Complex, Kolkata 700091

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:

► The Lansdowne Building, 2 Lansdowne Road, Croydon CR9 2ER Tel: 208 263 6014 Fax: 208 263 6100

Subsidiaries:

Responsive Solutions Inc., California, US
 R.S. Software (Asia) Pte. Limited, Singapore, Asia

Introductory sub-table (I)(a)

WARE (INDIA) LIMITED		
No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
0	0.00.	0.00
0	0.00	0.00
0	0.00	0.00
No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
0	1 - 0.00	0.00
70975	100.00	0.55
70975	100.00	0.55
		As a % of total no. of shares of
No. of warrants	As a % of total no. of warrants	the company, assuming full conversion of warrants
No. of warrants		
	of warrants	conversion of warrants
	No. of outstanding securities 0 70975	No. of partly paid-up shares 0



		Statement		Shareholding F	attern				
Category	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares			Shares Pledged or otherwise encumbered	
=		~			As a percentage of(A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*10	
(A)	Shareholding of Promoter and Promoter Group ²	5					N.A	N.A	
1	Indian						11028	11.73	
(a)	Individuals/ Hindu Undivided Family	2	4929879	4020870	29.50	29.50			
(b)	Central Government/ State Government(s)	2	4929679	4929879	- 38.50	38.50			
(c)	Bodies Corporate								
(d)	Financial Institutions/ Banks								
(e)	Any Others(Specify)								
(e-i)									
(e-ii)									
	Sub Total(A)(1)	2	4929879	4929879	38.50	38.50	0	0.00	
2	Foreign			,					
(a)	Individuals (Non-Residents Individuals/								
	Foreign Individuals)								
(b)	Bodies Corporate								
(c)	Institutions	-	-					-	
(d) (e)	Qualified Foreign Investor Any Others(Specify)	70.5	+						
(e-i)	ruly others(openity)								
(e-ii)			100						
								2	
	Sub Total(A)(2)	(0	0	0.00	0.00	0	0.00	
8	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		40200	4020070	20.50	20.50			
			4929879	4929879	38.50	38.50	0	0.00	
(B)	Public shareholding						N.A	N.A	
1	Institutions								
(a)	Mutual Funds/ UTI		346382			2.71	-		
(b)	Financial Institutions Banks	-	11016	9920	0.09	0.09	-		
(c)	Central Government/ State Government(s)	1	2944	0	0.02	0.02	8		
(d)	Venture Capital Funds								
(e)	Insurance Companies		202050	280746	2.20	2.20	-		
(f) (g)	Foreign Institutional Investors Foreign Venture Capital Investors		7 292050	2,89746	2.28	2.28			
(h)	Qualified Foreign Investor								
(i)	Any Other (specify)								
(i-i)	Fi.								
(i-ii)		7				-			
	Sub-Total (B)(1)	2:	5 652392	631516	5.09	5.09	0	0.00	
	Sub-Total (B)(1)	2.	052572	031310	3.07	3.07	0	0.00	



B 2	Non-institutions						N.A	N.A
(a)	Bodies Corporate	341	1303865	1293276	10.18	10.18		
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	12004	3626207	3283878	28.32	28.32		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. I lakh.	- 47	1612950	1597846	12.60	12.60		
(c)	Qualified Foreign Investor							
(d)	Any Other (specify)							
(d-i)	NRI	255	257695	238027	2.01	2.01		
(d-ii)	Foreign National	1	34200	0	0.27	0.27		
(d-iii)	OCB	1	1792	0	0.01	0.01		
(d-iv)	Clearing Member	320	385654	385654	3.01	3.01		
(d-v)	Trust	1	200	200	0.00	0.00		
	Sub-Total (B)(2)	12970	7222563	6798881	56.40	56.40	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	12995	7874955	7430397	61.50	61.50	0	0.00
	TOTAL (A)+(B)	12997	12804834	12360276	100.00	100.00	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group							
2	Public							
	Sub-Total (C)	0	0	0	0.00	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	12997	12804834	12360276	100,00	100.00	0	0.00



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of S	Shares held		Encumbered share	es (*)	Details of	f warrants		convertible rities	Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of
		Number of shares held	As a % of grand total (A) +(B) +(C	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	diluted share capital
(1)	(11)	(111)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Rajnit Rai Jain	4737807	37.00	()	0.00	0.00	0	0.00	0	0,00	36.80
2	Sarita Jain	192072	1.50	0	0.00	0.00	0	0.00	0	0.00	1,49
	TOTAL	4929879	38,50	0	0,00	0.00	0	0,00	0	0,00	38.29

^(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011



(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of
		Statement at para	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	warrants and convertible securities) as a % of diluted share capital
arclays Wealth Trustees India Private Limited	574320	4.49	0	0.00	0	0.00	4.46
olly khanna	486962	3.80	0	0.00	0	0.00	3.78
teliance Capital Trustee Co Ltd - Reliance Longterm Equity	331850	2.59	0	0.00	0	0.00	2.58
LG International Opportunities, L.P	177800	1.39	0	0.00	0	0.00	1.38
TOTAL	1570932	12.27	0	0.00	0	0.00	12.20
e	olly khanna eliance Capital Trustee Co Ltd - Reliance Longterm Equity and	Ally khanna 486962 Sliance Capital Trustee Co Ltd - Reliance Longterm Equity 331850 and G International Opportunities, L.P 177800	Illy khanna 486962 3.80 sliance Capital Trustee Co Ltd - Reliance Longterm Equity 331850 2.59 and G International Opportunities, L.P 177800 1.39	A solution and the second seco	the same class arclays Wealth Trustees India Private Limited 574320 4.49 0 0.00 ally khanna 486962 3.80 0 0.00 bliance Capital Trustee Co Ltd - Reliance Longterm Equity 331850 2.59 0 0.00 a.G. International Opportunities, L.P 177800 1.39 0 0.00	the same class arclays Wealth Trustees India Private Limited 574320 4.49 0 0.00 0 ally khanna 486962 3.80 0 0.00 0 bliance Capital Trustee Co Ltd - Reliance Longterm Equity and Company and Compan	the same class trelays Wealth Trustees India Private Limited 574320 4.49 0 0.00 0 0.00 0 0.00 Illy khanna 486962 3.80 0 0.00 0 0.00 0 0.00 Illiance Capital Trustee Co Ltd - Reliance Longterm Equity and an experimental Capital C



(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	r. No. Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them		Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of
			indicated in Statement at para (I)(a) above}	Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same	warrants and convertible securities) as a % of diluted share capital
1	NIL						class	
	-			-,~				
TOTAL		0	0.00	0	0.00	0	0.00	0.00



(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Promoter/ Promoter Group/ Public
1 .	Rajnit Rai Jain	1550000	12.10	Promoter
2		¥		
3			-	
4				
5				
6				
7				
8				
9				
	The manual state of the state o	155000	10.10	
	TOTAL	1550000	12.10	



(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	N.A	N.A		0.00
2				
3				
4				
5				
6	4		-	
7				
8				
9				
			N. C.	
TOTAL		0	0	0.00



(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	N.A	N.A		0.00
2				
3				
4	s			
5				
6				
7				
8			1.~	
9				
TOTAL			0	0.00

For R. S. SOFTWARE INDIA LTD.

CFO & Company Secretary