



A COMPANY FOCUSED ON ELECTRONIC PAYMENTS
RS SOFTWARE (INDIA) LIMITED
 (CIN: L72200WB1987PLC043375)

Registered Office: "FMC Fortuna", 1st Floor, A-2, 234/3A, A.J.C. Bose Road, A-2, 234/3A, A.J.C. Bose Road
 *Phone Nos.: 033 22876254 / 6255 / 5746, FAX No.: 033 22876256, Company's website: www.rssoftware.com

An ISO 9001:2008, ISO 27001:2005 and SEI-PCMM Level 3 Company
 Statement of Standalone Audited Financial Results for the Period Ended 31st Dec ' 2014

Particulars	Quarter Ended			9 Month ended Dec 31st		INR in Lacs
	Dec' 2014	Sep' 2014	Dec' 2013	2014	2013	Year ended March 31st 2014
1 Income from Operations						
a) Export Income	8,779	9,033	8,732	26,851	26,495	35,134
b) Domestic Income	17	18	13	46	42	54
Total Income from operation (net) (a+b)	8,796	9,051	8,745	26,897	26,537	35,188
2 Expenses						
a. Employee Cost	5,447	5,680	5,781	17,076	17,975	23,813
b. Depreciation & amortisation expense	119	142	176	439	387	547
c. Other Cost	1,029	991	1,003	2,880	2,985	3,992
d. Total Expenses (a+b+c)	6,595	6,813	6,960	20,395	21,347	28,352
3 Profit from Operation before Other Income, finance Income and Exceptional item. (1-2)	2,201	2,238	1,785	6,502	5,190	6,836
4 Other Income	263	187	171	694	470	711
5 Profit from ordinary activities before finance costs and exceptional items (3+4)	2,464	2,425	1,956	7,196	5,660	7,547
6 Finance Cost	7	7	17	28	70	86
7 Profit from ordinary activities after finance costs but before exceptional items (5-6)	2,457	2,418	1,939	7,168	5,590	7,461
8 Exceptional Item	-	-	-	-	-	-
9 Profit/ Loss from ordinary Activity before tax (7-8)	2,457	2,418	1,939	7,168	5,590	7,461
10 Tax Expenses						
- Current	741	746	633	2,216	2,106	2,336
- Deferred	15	10	(33)	7	(34)	7
11 Net Profit/ Loss from ordinary Activity after tax (9-10)	1,701	1,662	1,339	4,945	3,518	5,118
12 Extraordinary items (net of tax expenses ₹. NIL)	-	-	-	-	-	-
13 Net Profit/ Loss for the period	1,701	1,662	1,339	4,945	3,518	5,118
14 Paid-Up Equity Capital (Face value ₹ 10 each)	1,284	1,281	1,276	1,284	1,276	1,280
15 Reserves excluding revaluation reserves	19,222	17,725	14,343	19,222	14,343	15,301
16 Earnings per share (EPS)						
- Basic	13.28	12.98	10.90	38.60	28.62	41.08
- Diluted	13.26	12.93	10.85	38.56	28.51	40.93
A PARTICULARS OF SHAREHOLDING						
1 Public Shareholding						
- No. of Shares	79,26,880	78,82,455	79,01,058	79,26,880	79,01,058	78,74,955
- Percentage of Shareholding	61.74%	61.52%	61.93%	61.74%	61.93%	61.50%
2 Promoters and Promoter Group Shareholding :						
a) Pledged / Encumbered	-	-	-	-	-	-
- Number of Share	-	-	-	-	-	-
- Percentage of share (as a % of the total shareholding of Promoter and Promoter Group)	-	-	-	-	-	-
- Percentage of share (as a % of the total share Capital of the company)	-	-	-	-	-	-
b) Non-encumbered	-	-	-	-	-	-
- Number of Share	49,12,279	49,29,879	48,55,979	49,29,879	48,55,979	49,29,879
- Percentage of share (as a % of the total shareholding of Promoter and Promoter Group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of share (as a % of the total share Capital of the company)	38.26%	38.48%	38.07%	38.26%	38.07%	38.50%

Particulars	Quarter ended 31.12.2014
B Investor Complaints	
Pending at the beginning of the period	NIL
Received during the period	NIL
Disposal of during the period	NIL
Remaining unresolved at the end of the period	NIL

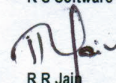
Notes :

- 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 16th Jan '2015
- The Board of Director has approved interim Dividend of 15 % to the Equity Shareholder's of RS Software (India) Ltd.

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

DATED: JANUARY 16th , 2015.

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



R R Jain
 (Chairman & Managing Director)



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

INR in Lacs

Particulars	Quarter Ended			9 Month ended Dec 31st		Year ended March 31st
	Dec' 2014	Sep' 2014	Dec' 2013	2014	2013	2014
1. Segment Revenue (net sale / income from each segment should be disclosed						
a. Segment - A (USA)	8,570	8,752	8,180	25,618	24,873	32,230
b. Segment - B (ROW)	227	299	565	1,279	1,664	2,958
Total	8,797	9,051	8,745	26,897	26,537	35,188
Other Income						
Segment - B (ROW)	263	187	171	694	470	711
Total	9,060	9,238	8,916	27,591	27,007	35,899
Less : Inter - segment revenue						
Net Revenue from Operations	9,060	9,238	8,916	27,591	27,007	35,899
2. Segment Results Profit/(Loss) before Tax & Interest from each segment						
a. Segment - A (USA)	2,687	2,670	2,378	7,607	6,802	8,250
b. Segment - B (ROW)	254	222	139	1,027	367	1,329
Total	2,941	2,892	2,517	8,634	7,169	9,579
Less : Interest	7	7	17	28	70	86
Less : Depreciation	119	142	176	439	387	547
Less : Unallocable Selling , General & Administrative Expenses	358	325	385	999	1,122	1,485
Profit before tax	2,457	2,418	1,939	7,168	5,590	7,461

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: JANUARY 16th , 2015.

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 . CHENNAI . KANPUR

60, BENTINCK STREET, KOLKATA-700 069

Phone : 2237-4060

2237-5408/5409/3534

Fax : 2225-3692

E-mail : hocalcutta@chaturvedico.com

AUDITORS REPORT ON THE QUARTERLY FINANCIAL RESULTS OF R S SOFTWARE (INDIA) LIMITED PURSUANT TO CLAUSE 41 OF THE LISTING AGREEMENT

To
Board of Directors of
M/s. R S Software (India) Limited

We have audited the accompanying quarterly financial results for the period from 1st October, 2014 to 31st December, 2014 and the year to date financial results of **R S Software India Limited** ("the Company") being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have not been audited by us.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of the quarterly and year to date financial results as per requirement of clause 41 on the basis of the interim financial statements in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued by the Institute of Chartered Accountants of India, as applicable and under the Companies (Accounting Standard) Rules 2006 which continue to apply under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the said financial statements that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the said financial results based on our audit of such interim financial statements. We conducted our audit in accordance with the Standards of Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the said financial results are free of material misstatement(s).

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the interim financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the interim financial statements whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the interim financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the



effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Management as well as evaluating the overall presentation of the interim financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion.

In our opinion and to the best of our information and according to the explanations given to us these financial results:

- (i) have been prepared and presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (ii) give a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information for the quarter ended 31st December, 2014 and the year to date results for the period from 1st April, 2014 to 31st December, 2014.

Report on Legal and Other Regulatory Requirements

We also report that we have, traced the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings and the number of shares as well as the percentage of the shares pledged/encumbered and the non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of clause 35 of the Listing Agreement from the details furnished by the Management/Registrars.

For **Chaturvedi & Company**
Chartered Accountants
(FRN 302137E)



nyoshi
(**Nilima Joshi**)
Partner
(M.N. 52122)

Place : Kolkata
Date : 16th January, 2015



A COMPANY FOCUSED ON ELECTRONIC PAYMENTS
RS SOFTWARE (INDIA) LIMITED
 (CIN: L72200WB1987PLC043375)

Registered Office: "FMC Fortuna", 1st Floor, A-2, 234/3A, A.J.C. Bose Road, A-2, 234/3A, A.J.C. Bose Road
 *Phone Nos.: 033 22876254 / 6265 / 5746, FAX No.: 033 22876256, Company's website: www.rssoftware.com

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

Statement of Consolidated Audited Financial Results for the Period Ended 31st Dec ' 2014

INR in Lacs

Particulars	Quarter Ended			9 Month ended Dec 31st		Year ended
	Dec' 2014	Sep' 2014	Dec' 2013	2014	2013	March 31st
1 Income from Operations						
a) Export Income	9,488	9,931	9,382	29,269	28,826	38,134
b) Domestic Income	18	16	13	46	42	54
Total Income from operation (net) (a+b)	9,506	9,947	9,395	29,315	28,868	38,188
2 Expenses						
a. Employee Cost	5,986	6,459	6,330	19,085	19,842	26,223
b. Depreciation & amortisation expense	119	142	176	439	387	548
c. Other Cost	1,137	1,025	1,044	3,089	3,176	4,316
d. Total Expenses (a+b+c)	7,242	7,626	7,550	22,614	23,405	31,087
3 Profit from Operation before Other Income, finance Income and Exceptional item. (1-2)	2,264	2,321	1,845	6,701	5,463	7,101
4 Other Income	263	193	193	700	478	733
5 Profit from ordinary activities before finance costs and exceptional items (3+4)	2,527	2,514	2,038	7,401	5,941	7,834
6 Finance Cost	7	6	18	29	72	88
7 Profit from ordinary activities after finance costs but before exceptional items (5-6)	2,520	2,508	2,020	7,373	5,869	7,746
8 Exceptional Item	-	-	-	-	-	-
9 Profit/ Loss from ordinary Activity before tax (7-8)	2,520	2,508	2,020	7,373	5,869	7,746
10 Tax Expenses						
- Current	743	746	653	2,218	2,126	2,381
- Deferred	15	10	(33)	7	(34)	7
11 Net Profit/ Loss from ordinary Activity after tax (9-10)	1,762	1,752	1,400	5,148	3,777	5,358
12 Extraordinary items (net of tax expenses ₹. NIL)	-	-	-	-	-	-
13 Net Profit/ Loss for the period	1,762	1,752	1,400	5,148	3,777	5,358
14 Share of Profit / (loss) of associates	61	90	61	203	259	240
15 Net Profit / (Loss) after taxes and share of profit / (loss) of associates	1,701	1,662	1,339	4,945	3,518	5,118
14 Paid-Up Equity Capital (Face value ₹ 10 each)	1,284	1,281	1,276	1,284	1,276	1,280
15 Reserves excluding revaluation reserves	20,451	18,889	15,385	20,451	15,385	16,302
16 Earnings per share (EPS)						
- Basic	13.75	13.69	11.39	40.19	30.73	43.01
- Diluted	13.74	13.63	11.35	40.15	30.61	42.85
A PARTICULARS OF SHAREHOLDING						
1 Public Shareholding						
- No. of Shares	79,26,880	78,82,455	79,01,058	79,26,880	79,01,058	78,74,955
- Percentage of Shareholding	61.74%	61.52%	61.93%	61.74%	61.93%	61.50%
2 Promoters and Promoter Group Shareholding :						
a) Pledged / Encumbered	-	-	-	-	-	-
- Number of Share	-	-	-	-	-	-
- Percentage of share (as a % of the total shareholding of Promoter and Promoter Group)	-	-	-	-	-	-
- Percentage of share (as a % of the total share Capital of the company)	-	-	-	-	-	-
b) Non-encumbered	-	-	-	-	-	-
- Number of Share	49,12,279	49,29,879	48,55,979	49,12,279	48,55,979	49,29,879
- Percentage of share (as a % of the total shareholding of Promoter and Promoter Group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of share (as a % of the total share Capital of the company)	38.26%	38.48%	38.07%	38.26%	38.07%	38.50%

Particulars	Quarter ended 31.12.2014
B Investor Complaints	
Pending at the beginning of the period	NIL
Received during the period	NIL
Disposal of during the period	NIL
Remaining unresolved at the end of the period	NIL

Notes :

- 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 16th Jan '2015.
- The Board of Director has approved interim Dividend of 15 % to the Equity Shareholder's of RS Software (India) Ltd.

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

DATED: JANUARY 16th, 2015.

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


 R R Jain
 (Chairman & Managing Director)



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

Particulars	Quarter Ended			9 Month ended Dec 31st		INR in Lacs
	Dec' 2014	Sep' 2014	Dec' 2013	2014	2013	Year ended March 31st
						2014
1. Segment Revenue (net sale / income from each segment should be disclosed						
a. Segment - A (USA)	9,280	9,650	8,298	28,036	25,190	32,587
b. Segment - B (ROW)	226	297	1,097	1,279	3,678	5,601
Total	9,506	9,947	9,395	29,315	28,868	38,188
Other Income						
Segment - B (ROW)	263	193	193	700	478	733
Total	9,769	10,140	9,588	30,015	29,346	38,921
Less : Inter - segment revenue						
Net Revenue from Operations	9,769	10,140	9,588	30,015	29,346	38,921
2. Segment Results Profit/(Loss) before Tax & Interest from each segment						
a. Segment - A (USA)	2,777	2,758	2,446	7,835	6,968	8,426
b. Segment - B (ROW)	254	224	152	1,032	482	1,441
Total	3,031	2,982	2,598	8,867	7,450	9,867
Less : Interest	7	6	18	29	72	88
Less : Depreciation	119	142	176	439	387	548
Less : Unallocable Selling , General & Administrative Expenses	385	326	384	1,026	1,122	1,485
Profit before tax	2,520	2,508	2,020	7,373	5,869	7,746

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.

The Board of Director has approved | On behalf of the Board of Directors of
R S Software (India) Limited

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

DATED: JANUARY 16th , 2015.

R R Jain
(Chairman & Managing Director)



CHATURVEDI & COMPANY

CHARTERED ACCOUNTANTS

KOLKATA . MUMBAI . DELHI . CHENNAI . KANPUR

60, BENTINCK STREET, KOLKATA-700 069

Phone : 2237-4060

2237-5408/5409/3534

Fax : 2225-3692

E-mail : hocalcutta@chaturvedico.com

AUDITORS REPORT ON THE CONSOLIDATED QUARTERLY FINANCIAL RESULTS OF R S SOFTWARE (INDIA) LIMITED PURSUANT TO CLAUSE 41 OF THE LISTING AGREEMENT

To
Board of Directors of
M/s. R S Software (India) Limited

We have audited the accompanying quarterly consolidated financial results for the quarter ended 31st December, 2014 and the consolidated year to date financial results for the period from 1st April, 2014 to 31st December, 2014 of **R S Software India Limited** ("the Company") and its subsidiaries Responsive Solutions Inc. and R.S. Software (Asia) Pte. Limited (the Company and its subsidiaries constitute "the group") being submitted by the company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have not been audited by us.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of the quarterly as well as the year to date financial results as per requirement of clause 41 on the basis of the consolidated interim financial statements in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued by the Institute of Chartered Accountants of India, as applicable and under the Companies (Accounting Standard) Rules 2006 which continue to apply under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the said financial statements that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the said financial results based on our audit of such interim financial statements. We conducted our audit in accordance with the Standards of Auditing issued by the Institute of Chartered Accountants of India. Those standards



require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the said financial results are free of material misstatement(s).

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the interim financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the interim financial statements whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the interim financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Management as well as evaluating the overall presentation of the interim financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion.

In our opinion and to the best of our information and according to the explanations given to us these consolidated quarterly and year to date financial results :

- I. Include the quarterly and year to date financial results of the following entities.
 - (a) Responsive Solutions Inc.
 - (b) R S Software (Asia) Pte. Limited

- II. have been prepared and presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and



III. give a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information for the quarter ended 31st December, 2014 as well as the consolidated year to date results for the period from 1st April, 2014 to 31st December, 2014.

Other matter

We did not audit the year to date financial statement and the quarterly financial statement for the period from 1st October, 2014 to 31st December, 2014 of M/s. Responsive Solutions Inc. and R.S. Software (Asia) Pte. Ltd. (the subsidiaries), included in the consolidated financial result whose interim financial statement reflect total asset (net) Rs. 1,237.41 Lacs as at 31.12.2014, total revenues of Rs. 2,418.24 Lacs and net cash flow amounting to Rs. 1,172.69 for the period ended on 31.12.2014 as considered in the consolidated financial results. These interim financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the quarterly financial results in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Report on Legal and Other Regulatory Requirements

We also report that we have, traced the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings and the number of shares as well as the percentage of the shares pledged/encumbered and the non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of clause 35 of the Listing Agreement from the details furnished by the Management/Registrars.

For **Chaturvedi & Company**
Chartered Accountants
(FRN 302137E)



nyoshi
(**Nilima Joshi**)
Partner⁷
(M.N. 52122)

Place : Kolkata
Date : 16th January, 2015