www.rssoftware.com

An ISO 9001 2008, ISO/IEC 27001 2013 and SEI CMM Level 3 and PCMM level 4 Company

October 12, 2018

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: Secretarial Compliance Report of the Company as per Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 for the period ending September 30, 2018.

We are submitting the Secretarial Compliance Report of the Company duly audited and signed by a Company Secretary in whole time practice, in terms of Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 for the period ending September 30, 2018.

This is for your information and records please.

Thanking you,

Yours faithfully,

For R S Software (India) Limited

Vijendra Surana

CFO & Company Secretary

Encl.: 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 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

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:

Suite 218, Orion House, 104 - 106 Cranbrook Road, Illford, Essex IG1 4LZ
 Ph; 02086363996

Subsidiaries:

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

MOHAN RAM GOENKA M.Com,ACS,CFA,PGDFM,PGDPC. Company Secretaries 46,B.B.Ganguly Street Kolkata 700 012 Telephone: 2237 9517 Mobile No. 98310 74332 E.Mail: goenkamohan @ hotmail.com

CERTIFICATE UNDER REGULATION 40(9) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED SEPTEMBER 2018

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to *M/s. R.S.Software* (*India*) *limited* having its registered office at FMC Fortuna, 234/3A, AJC Bose Road, Kolkata 700 020, maintained by *M/s. CB Management Services Private Limited of P-22 Bondel Road, Kolkata 700 020, acting as the Registrar & Share Transfer Agent* (*RTA*) pertaining to transfer of Equity shares of the Company for the period from 1st April, 2018 to 30th September, 2018 for the purpose of issuing a Certificate as per Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as entered into by *M/s. R.S.Software* (*India*) *limited* with the Stock Exchanges and based on the information provided by the Company, I hereby certify that the Company has delivered during *half year ended on 30th September*, 2018:

A) Share/Debenture Certificate(s) relating to the transfer of Share/Debentures received during the period from *1st April*, 2018 to 30th September, 2018 as entered in the Memorandum of Transfers have been issued within fifteen/ thirty days (as applicable) of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgement of each excepting those rejected on technical grounds.

(Mohan Ram Goenka) Company Secretary C.P.No.2551

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Place : Kolkata Date : 10.10.2018

