



R.S. SOFTWARE (INDIA) LTD.

CIN: L72200WB1987PLC043375

www.rssoftware.com

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

July 22, 2016

The Vice President,
Listing Dept.
National Stock Exchange Of India Ltd.,
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block,
Bandra- Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

**Sub: Report as per Regulation 44 (3) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Annual
General Meeting held on July 21, 2016.**

We are enclosing the Report as per Regulation 44 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Annual General Meeting of the Company held on July 21, 2016.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For R S Software (India) Ltd.

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
▶ Plot J1 - 11, Block EP, Sector - V, Salt Lake Electronics Complex, Kolkata 700091
▶ Premises No. 20/2, Old No. 5, Boo Begaum Sahib Street, Facing Kalimapuram, Annasalai, Chennai - 600002
▶ Plot No 460, H No 9/105/2/1, Laxmi Nagar Colony, Boduppal Ghatkesar Mandal, Hyderabad, Rangareddy, Telangana - 500092 |
| 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, Ilford, Essex IG1 4LZ Ph: 02086363996 |
| Subsidiaries: | ▶ Responsive Solutions Inc., California, US
▶ R.S. Software (Asia) Pte. Limited, Singapore, Asia |

R S SOFTWARE (INDIA) LIMITED

Date of the AGM	21.07.2016
Total number of shareholders on record date	27559
No. of shareholders present in the meeting either in person or through proxy or through Video Conferencing	
Promoters and Promoter Group :	1
Public :	220
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	
Public :	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No : 1 - Adoption of Financial Statements for the year ended March 31, 2016

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	10123192	10123192	100.00	10123192	0	100.00	0.00
			0	0.00	0	0	0.00	0.00
			0	0.00	0	0	0.00	0.00
		10123192	10123192	100.00	10123192	0	100.00	0.00
Public - Institutions	E-Voting Poll Postal Ballot (if applicable) Total	1223833	952897	77.86	952897	0	100.00	0.00
			0	0.00	0	0	0.00	0.00
			0	0.00	0	0	0.00	0.00
		1223833	952897	77.86	952897	0	100.00	0.00
Public -Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	14346293	120131	0.84	120121	10	99.99	0.01
			3048	0.02	3048	0	100.00	0.00
			0	0.00	0	0	0.00	0.00
		14346293	123179	0.86	123169	10	99.99	0.01
Total		25693318	11199268	43.59	11199258	10	100.00	0.00



Resolution No : 2 - Declaration of final Dividend for the financial year ended March 31, 2016

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		10123192	100.00	10123192	0	100.00	0.00
	Poll	10123192	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10123192	10123192	100.00	10123192	0	100.00	0.00
Public - Institutions	E-Voting		952897	77.86	952897	0	100.00	0.00
	Poll	1223833	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1223833	952897	77.86	952897	0	100.00	0.00
Public -Non Institutions	E-Voting		120131	0.84	120121	10	99.99	0.01
	Poll	14346293	3048	0.02	3048	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	14346293	123179	0.86	123169	10	99.99	0.01
Total		25693318	11199268	43.59	11199258	10	100.00	0.00



Resolution No : 3 - Re-appointment of Mr. Rajnit Rai Jain (DIN 00122942) as a Director

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10123192	10123192	100.00	10123192	0	100.00	0.00
	Poll	10123192	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10123192	10123192	100.00	10123192	0	100.00	0.00
Public - Institutions	E-Voting		952897	77.86	898487	54410	94.29	5.71
	Poll	1223833	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1223833	952897	77.86	898487	54410	94.29	5.71
Public - Non Institutions	E-Voting		120131	0.84	120121	10	99.99	0.01
	Poll	14346293	3048	0.02	3048	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	14346293	123179	0.86	123169	10	99.99	0.01
Total		25693318	11199268	43.59	11144848	54420	99.51	0.49



Resolution No : 4 - Appointment of Auditors and to fix their remuneration

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10123192	10123192	100.00	10123192	0	100.00	0.00
	Poll	10123192	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10123192	10123192	100.00	10123192	0	100.00	0.00
Public - Institutions	E-Voting	1223833	952897	77.86	952897	0	100.00	0.00
	Poll	1223833	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1223833	952897	77.86	952897	0	100.00	0.00
Public -Non Institutions	E-Voting	14346293	120131	0.84	120121	10	99.99	0.01
	Poll	14346293	3048	0.02	3048	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	14346293	123179	0.86	123169	10	99.99	0.01
Total		25693318	11199268	43.59	11199258	10	100.00	0.00



Resolution No : 5 - Approval of the Company's Stock Option Scheme 2016

Resolution required : (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10123192	10123192	100.00	10123192	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	10123192	10123192	100.00	10123192	0	100.00	0.00
Public - Institutions	E-Voting	1223833	952897	77.86	898487	54410	94.29	5.71
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	1223833	952897	77.86	898487	54410	94.29	5.71
Public -Non Institutions	E-Voting	14346293	120131	0.84	120061	70	99.94	0.06
	Poll	0	3048	0.02	3048	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	14346293	123179	0.86	123109	70	99.94	0.06
Total		25693318	11199268	43.59	11144788	54480	99.51	0.49

