

**R S SOFTWARE (INDIA) LIMITED**

CIN: L72200WB1987PLC043375

Regd. Office : "FMC FORTUNA", 1st Floor,

A-2, 234/3A, A.J.C. Bose Road, Kolkata – 700 020

Tel.: +91-33-2287-6254/6255/5746, Fax: +91-33-2287-6256,

Website: www.rssoftware.com

**NOTICE**

Notice is hereby given to the Members of R S Software (India) Limited ("Company") that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules"), that the Company is seeking consent of its members for the following proposed special resolutions to be passed by means of Postal Ballot (which includes electronic voting) :

- (a) i. Resolution under section 61 of the Companies Act, 2013 to Sub-divide One Equity Share of the Company of Face Value of Rs 10/- each to 2 Equity Shares of Rs. 5/- each.
- ii. Resolution under section 13, 14, 61 and other applicable provisions of the Companies Act, 2013 Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.
- (b) The Company has on Wednesday, 26th November, 2014, duly completed:
  1. despatch of Postal Ballot Notice dated 26th November, 2014 alongwith the postal ballot form and a self-addressed postage pre-paid envelope to the Members whose email-id is not registered with the Company; and
  2. sending emails through Central Depository Services (India) Limited (CDSL), the Postal Ballot Notice along with the instructions for voting electronically to the members whose email id is registered with the Company;
- (c) Voting period commences on and from Friday, 28th November, 2014 at 9.30 a.m.
- (d) In case Members are voting by way of physical Postal Ballot form, the said form duly completed and signed should reach the Scrutinizer on or before the close of working hours i.e. within 6:00 pm on Saturday, 27th December, 2014. All postal ballot forms received after the said date and time will be treated as if reply from such Member has not been received.
- (e) In case the Members are voting electronically, they can cast their vote online till 6:00 p.m. on Saturday, 27th December, 2014 and e-voting will not be allowed beyond the said date and time.
- (f) Members who have not received Postal Ballot Notice and Postal Ballot Form may also send request for a duplicate by writing to the Company / Registrars & Transfer Agent.
- (g) In case of any grievances connected with the voting by postal ballot including voting by electronic means can be addressed to the Company Secretary at the registered office address of the Company or at the address of the Registrars & Transfer Agent of the Company M/s. C.B. Management Services (P) Ltd, Kolkata or through email sent at vijendras@rssoftware.co.in.
- (h) The Board of Directors of the company has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, Kolkata, as Scrutinizer to conduct the said E-voting and Postal Ballot processes in a fair and transparent manner. As required under clause 35B of Listing Agreement and Rule 22 of the Companies (Management and Administration) Rules, 2014, the company has engaged the service of the Central Depository Services (India) Limited (CDSL) to provide electronic voting facility to the members of the company.

The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on 14th November, 2014 and Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the said date.

Members who have received Postal Ballot Notice by email and who wish to vote through Physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Registrar & Transfer Agent M/s C B Management Services Private Limited, fill in the details and send the same to the Scrutinizer. Members can opt for only one mode of voting i.e. either by physical postal ballot form or by electronic mode. In case any Member casts vote through physical ballot as well as electronic mode, then voting done through electronic mode shall be considered and voting done by physical postal ballot will be treated as invalid.

By order of the Board  
For R S Software (India) Limited

Place : Kolkata

**Vijendra Surana**

Date : 26th November, 2014

CFO &amp; Company Secretary



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