

**R S SOFTWARE (INDIA) LTD.**

CIN: L72200WB1987PLC043375

Registered Office: 234/3A ACHARYA JAGADISH CHANDRA BOSE ROAD KOLKATA – 700020**Phone:** 033 22876254 / 6255 / 5746, **Fax:** 033 22876256**Email:** vijendraS@rssoftware.co.in; **Website:** www.rssoftware.com**POSTAL BALLOT FORM**

1. Name and Registered Address of the :
Sole / first named member

2. Name(s) of the joint-holders, if any :

3. Folio No. / DP ID* :
(* applicable only to members holding
Equity shares in dematerialized form)

4. Number of equity share(s) held :

I / we hereby exercise my / our vote(s) in respect of the following resolution(s) to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated April 30, 2019, issued by the Company, by conveying my / our assent or dissent to the said resolution by placing a tick mark (✓) in the appropriate box below :

Sr. No.	Description of Resolution	Number of equity shares held by me / us	I / We assent to the Resolution as circulated (FOR)	I / We dissent to the Resolution as circulated (AGAINST)
1.	Appointment of Mr. Shital Kumar Jain as a Non-Executive and Independent Director of the Company after 31 st March, 2019, who has already attained the age over 75 years.			
2.	Appointment of Mr. Shital Kumar Jain (DIN 00047474) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 01, 2019 to 31 st March 2024.			
3.	Appointment of Mr. Rajasekhar Ramaraj (DIN 00090279) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 01, 2019 to 31 st March 2024.			
4.	Appointment of Mr. Richard Nicholas Launder (DIN 03375772) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 01, 2019 to 31 st March 2024.			
5.	Authorization to the Board for borrowing power under Section 180(1) (c) of the Companies Act, 2013.			
6.	Authorization to the Board under Section 180 (1) (a) of the Companies Act, 2013 to create security, lien, charges and otherwise on the Asset(s) of the Company against the borrowings made by the Company.			

Place :

Date :

(Signature of the Shareholder)

Members opting to vote through e-voting instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link: www.evotingindia.com

Particulars for e-voting are as under:

ELECTRONIC VOTING PARTICULARS		
EVSN (E-Voting Sequence Number)	USER ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9.00 A.M. on Thursday, the 23 rd May, 2019	5.00 P.M. on Friday, the 21 st June, 2019

The voting will not be allowed beyond 5.00 p.m. (IST) on Friday, June 21, 2019 and the e-voting shall be disabled by Central Depository Services (India) Limited upon expiry of the aforesaid date and time.

INSTRUCTIONS

1. If a member exercises voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not to be sent to the Scrutinizer.
2. A member desirous for exercising vote by Physical Ballot may complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per “Information and Instructions relating to e-voting” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence by the next named-member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate box.
7. The vote(s) of a member will be considered invalid inter alia on any of the following grounds:
 - a) Postal Ballot Form other than one issued by the Company is used;
 - b) if the member’s signature does not tally;
 - c) if the member has put a tick mark (✓) in both the columns, that is, for “Assent” and also for “Dissent” exceed the total number of shares held;
 - d) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e) if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated;
 - g) any competent authority has given directions in writing to the company to freeze the voting rights of the member.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. (IST) on Friday, June 21, 2019. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received and Postal Ballot Form will be treated as cancelled.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on 17th May, 2019.
10. A member may request for a duplicate Postal Ballot Form, if so required, from the Company’s Registrars and Share Transfer Agent, C B Management Services (P) Limited, P-22, Bondel Road. Kolkata – 700019 (Tel. No. (033) 2280-6692/2282-3643/2287-0263/4011-6700; E-mail: rta@cbmsl.com). However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. (IST) on Friday, June 21, 2019.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.