

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,
The Chairman
R S Software (India) Limited
234/3A, Acharya Jagadish Chandra Bose Road,
Kolkata- 700020

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of R S Software (India) Limited (the Company) for the purpose of Scrutinizing the Postal Ballot process under the provisions of Section 108 & 110 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot by the shareholders on the resolution proposed in the Notice of the Postal Ballot. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolution proposed in the Notice of the Postal Ballot.
3. The Members holding equity shares as on the "cut-off date" i.e. May 17, 2019 were entitled to vote on the resolution proposed in the Notice of Postal Ballot.
4. In terms of the aforesaid Notice dated April 30, 2019, dispatched to the Shareholders by prescribed modes on May 23, 2019 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on May 24, 2019, the voting period commenced on May 23, 2019 (9.00 a.m. IST) and ended on June 21, 2019 (5.00 p.m. IST) for voting through physical postal ballot forms as well as

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for e-voting. The e-voting facility was provided by M/s. Central Depository Services (India) Limited. The votes were unblocked at around 05:10 P.M. on June 21, 2019 in the presence of 2 (two) witnesses, neither of whom are in the employment of the Company, and e-voting summary statement was downloaded from the e-voting website of CDSL ([https:// www.evotingindia.com](https://www.evotingindia.com)).

5. At the end of the e-voting period on June 21, 2019 (5.00 p.m. IST), the voting portal of CDSL was blocked forthwith.
6. The ballot papers received were scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents and the authorizations / power of attorney etc. lodged thereof. The votes were also scrutinized for the purpose of eliminating duplicate voting and the votes, if any, cast by a member(s) both through Postal Ballot Form and e-voting having been identified and votes cast through e-voting only were considered valid. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by C.B. Management Services (P) Ltd., the Registrar and Transfer Agents of the Company.
7. My report on the results of the voting is based on the data downloaded from Central Depository Services (India) Limited and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot as processed and provided by C.B. Management Services (P) Ltd.
8. I submit herewith my report on the results of e-voting and voting through physical postal ballot form as under:

Item No. 1 : Special Resolution:

Approval for Appointment of Mr. Shital Kumar Jain as a Non- Executive and Independent Director of the Company after 31st March, 2019

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	24	10528374	51	16220	75	10544594	99.90

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Dissent	6	3655	11	6707	17	10362	0.10
Total	30	10532029	62	22927	92	10554956	100.00
Abstain/ Invalid	0	0	0	0	-	-	-

Item No. 2 : Special Resolution:

Appointment of Mr. Shital Kumar Jain (DIN 00047474) as an Independent Director of the Company

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	23	10528074	52	16260	75	10544334	99.90
Dissent	6	3655	10	6667	16	10322	0.10
Total	29	10531729	62	22927	91	10554656	100.00
Abstain/ Invalid	0	0	0	0	-	-	-

Item No. 3 : Special Resolution:

Appointment of Mr. Rajasekhar Ramaraj (DIN 00090279) as an Independent Director of the Company

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	24	10528374	52	16260	76	10544634	99.90
Dissent	6	3655	10	6667	16	10322	0.10
Total	30	10532029	62	22927	92	10554956	100.00
Abstain/ Invalid	0	0	0	0	-	-	-

Item No. 4 : Special Resolution:

Appointment of Mr. Richard Nicholas Launder (DIN 00090279) as an Independent Director of the Company

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Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	24	10528374	52	16260	76	10544634	99.90
Dissent	6	3655	10	6667	16	10322	0.10
Total	30	10532029	62	22927	92	10554956	100.00
Abstain/ Invalid	0	0	0	0	-	-	-

Item No. 5 : Special Resolution:

Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	25	10528259	52	16560	77	10544819	99.90
Dissent	4	3470	10	6367	14	9837	0.10
Total	29	10531729	62	22927	91	10554656	100.00
Abstain/ Invalid	0	0	0	0	-	-	-

Item No. 6 : Special Resolution:

Approve the borrowing limit under Section 180(1)(a) of the Companies Act, 2013

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	25	10528259	52	16560	77	10544819	99.90
Dissent	5	3770	10	6367	15	10137	0.10
Total	30	10532029	62	22927	92	10554956	100.00
Abstain/ Invalid	0	0	0	0	-	-	-

9. Based on the foregoing, I hereby certify that the Special Resolution as contained in the Postal Ballot Notice has been passed with requisite majority.

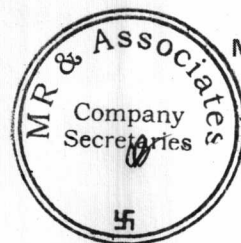
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10. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballot (physical) will remain in our custody until the Chairman considers, approved and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman or Company Secretary for preserving safely.

Thanking You,

For MR & Associates



Mohan Ram Goenka
Practicing Company Secretary
Partner
C.P. No: 2551

June 22, 2019, Kolkata

Countersigned by
For R S Software (India) Limited

Vijendra Kumar Surana
Company Secretary
Membership No. A11559

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