

**Consolidated Scrutinizer's Report**

**[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of Twenty Eighth Annual General Meeting of the Equity shareholders of **R.S. Software (India) Ltd.**, held on Thursday, **21<sup>st</sup> day of July, 2016** at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156.

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), and Partner, MR & Associates, Company Secretaries, Kolkata, was duly appointed as a Scrutinizer by the Board of Directors of **R.S. Software (India) Ltd.** (the Company) for the purpose of scrutinizing the process of voting through Remote e-voting and voting at the Annual General Meeting venue through polling paper under the provisions of Section 108 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 voting through Remote e-voting and voting at the Annual General Meeting venue through polling paper for the resolutions proposed in the Notice of 28th Annual General Meeting of the Members of the Company dated 23.04.2016. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the Annual General Meeting venue through polling paper is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 28<sup>th</sup> AGM of the Company, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities.
3. In terms of the aforesaid Notice and as per the provisions of Section 108 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, the remote e-voting facility was kept open for three days and the voting period begins on July 18, 2016 at 9:00 A.M. and ends on July 20, 2016 at 5:00 P.M. and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by Central Depository Services (India) Limited (CDSL).
4. At the end of the remote e-voting period on July 20, 2016 at 5:00 P.M., the voting portal of the service provider was blocked forthwith.

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Our Office :

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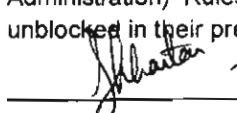
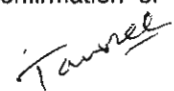
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5. The member of the Company as on "cut off" date i.e. **July 14, 2016** were entitled to vote on the resolutions proposed in the notice calling 28<sup>th</sup> AGM of the Company.
6. Immediately after the conclusion of the meeting the votes cast through remote e-voting were unblocked in the presence of Ms. Sneha Khaitan and Mrs. Tanvee Srivastava who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. They have signed below in confirmation of the votes being unblocked in their presence.
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7. At the 28th Annual General Meeting of the Company held on July 21, 2016, the Chairman at the end of discussions on the resolution(s) announced the voting through polling paper to facilitate the members present at the meeting who could not participate in the remote e-voting to record their votes.
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of Central Depository Services (India) Limited (CDSL), and based on such reports, it was observed that,

24 Members have cast their votes through remote e-voting;

48 Members have cast their votes at the Meeting out of which votes cast by 2 members were found invalid.

9. I have issued separate Scrutinizer's Report on the remote e-voting and voting through polling paper at the Annual General Meeting on the resolutions contained in the notice to the AGM. I submit herewith my consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting through polling paper at the Annual General Meeting are as under:

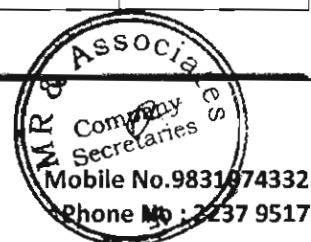
**Item No. 1**

**Adoption of Audited Financial statements (including Consolidated Financial Statement) of the Company for Financial Year ended March 31, 2016 and Report of the Board of Directors (the "Board") and Auditors thereon.**

**(Ordinary Resolution)**

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	23	11196210	46	3048	69	11199258	99.9999
Dissent	1	10	0	0	1	10	0.0001
Total	24	11196220	46	3048	70	11199268	100
Abstain / Invalid	0	0	2	12	--	--	--

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**Item No. 2**

Declaration of final dividend @20% i.e. Rs. 1 per equity share for the financial year ended March 31, 2016.

(Ordinary Resolution)

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	23	11196210	46	3048	69	11199258	99.9999
Dissent	1	10	0	0	1	10	0.0001
Total	24	11196220	46	3048	70	11199268	100
Abstain / Invalid	0	0	2	12	--	--	--

**Item No. 3**

Reappointment of Mr. Rajnit Rai Jain (holding DIN 00122942), who retires by rotation and being eligible seeks re-appointment.

(Ordinary Resolution)

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	22	11141800	46	3048	68	11144848	99.5141
Dissent	2	54420	0	0	2	54420	0.4859
Total	24	11196220	46	3048	70	11199268	100
Abstain / Invalid	0	0	2	12	--	--	--

**Item No. 4**

Reappointment of Chaturvedi and Company (Registration No. 302137E) as Statutory Auditors of the Company.

(Ordinary Resolution)

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	23	11196210	46	3048	69	11199258	99.9999
Dissent	1	10	0	0	1	10	0.0001
Total	24	11196220	46	3048	70	11199268	100
Abstain / Invalid	0	0	2	12	--	--	--

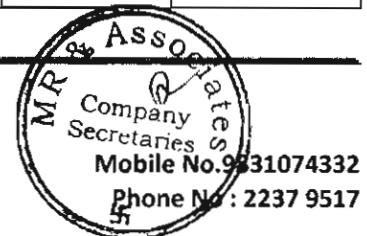
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**Item No. 5**

**Approval of Company's Employee Stock Option Scheme 2016 (ESOP Scheme 2016)**

**(Special Resolution)**


Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	21	11141740	46	3048	67	11144788	99.5135
Dissent	3	54480	0	0	3	54480	0.4865
Total	24	11196220	46	3048	70	11199268	100
Abstain / Invalid	0	0	2	12	--	--	--

Based on the aforesaid results, the resolution no.(s) 1 to 5 as contained in the Notice dated April 23, 2016 have been passed with the requisite majority.

All the relevant records relating to the e-voting and voting through polling paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours Faithfully,



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

Place: Kolkata  
Date: 22.07.2016



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