

**SCRUTINIZER'S REPORT**

(Voting through Remote e-voting, and voting at the Annual General Meeting venue through polling paper/ballot paper)

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

To,

The Chairman of the Twenty Ninth Annual General Meeting (AGM) of the Members of R.S. Software (India) Limited (CIN: L72200WB1987PLC043375), held on Friday, the 21st day of July, 2017 at Rabindra - Okakura Bhawan, Paschimbanga Bangla Academy, 27A/1 DD Block, Salt Lake City, (Near City Centre I, Salt Lake), Kolkata - 700 064 at 11:30 A.M.

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), 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 process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / 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, as amended, 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 ballot paper / polling paper for the resolutions proposed in the Notice of 29th Annual General Meeting of the Members of the Company dated April 19, 2017. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper 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 resolutions proposed in the Notice of the 29th AGM of the Company, based on the report provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

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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, as amended, 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 3 (three) days from Tuesday, July 18, 2017 (09:00 a.m. IST) till Thursday, July 20, 2017 (5.00 p.m. IST) 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. The Members holding equity shares as on the "cut-off date" i.e. July 14, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 29th Annual General Meeting.
5. At the end of the remote e-voting period on Thursday, 20th July, 2017 (5:00 P.M.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper / polling paper for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on the 21<sup>st</sup> day of July, 2017 the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Smita Mondal and Ms. Sneha Khaitan who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. They have signed below in confirmation of the votes being unblocked in their presence.

Smita Mondal

Sneha Khaitan

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) i.e. <https://www.evotingindia.com> and based on such reports,

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

66 Members have cast their votes through ballot paper / polling paper

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The brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper are as under:

**Item No. 1 - Ordinary Resolution :**

Adoption of the Audited Financial Statement (including the consolidated financial statement) of the Company for the Financial Year ended March 31, 2017, and the report of the Board of Directors (the "Board") and Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	19	10970190	56	4829	75	10975019	99.97
Dissent	1	3100	10	58	11	3158	0.03
Total	20	10973290	66	4887	86	10978177	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 2 - Ordinary Resolution :**

Re-appointment of Mrs. Sarita Jain (DIN: 00206743) as Director.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	16	10519628	62	4484	78	10524112	95.86
Dissent	4	453662	4	403	8	454065	4.14
Total	20	10973290	66	4887	86	10978177	100.00
Abstain / Invalid	0	0	0	0	-	-	-

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**Item No. 3 - Ordinary Resolution :**

Appointment of M/s. Deoki Bijay & Co., Chartered Accountants (Firm Registration No.313105E) as Statutory Auditor of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	18	10970090	60	4842	78	10974932	99.97
Dissent	2	3200	6	45	8	3245	0.03
Total	20	10973290	66	4887	86	10978177	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 4 - Special Resolution :**

Re-appointment of Mr. Rajnit Rai Jain (DIN: 00122942) as Chairman and Managing Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	10970040	61	4844	78	10974884	99.97
Dissent	3	3250	5	43	8	3293	0.03
Total	20	10973290	66	4887	86	10978177	100.00
Abstain / Invalid	0	0	0	0	-	-	-

9. Based on the foregoing, the resolution no.(s) 1 to 4 shall be deemed to have been passed with the requisite majority.

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*MR & Associates*  
Company Secretaries

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All the relevant records relating to the voting 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 said AGM.

Thanking You,

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

Date : July 22, 2017,  
Place : Kolkata



Countersigned by:

For R. S. SOFTWARE INDIA LTD.

  
CHAIRMAN & MANAGING DIRECTOR

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