

**Scrutinizer's Report (Voting through Polling Paper)**

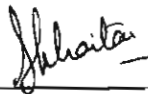
**[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]**

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 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 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 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.
3. 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.
4. 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.





Our Office :

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R. No.: 6, Kolkata 700012,

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Phone No : 2237 9517

5. 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.
  
6. Based on the report on results of voting by members through polling paper at the venue of Annual General meeting 46 Members have cast their votes at the Meeting out of which votes cast by 2 members were found invalid.

**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)**

- (i) **Voted in favour of the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
46	3048	100

- (ii) **Voted against the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
0	0	0

- (iii) **Invalid or abstained Votes :**

Number of members whose votes were declared invalid or abstained	Number of votes cast by them
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)

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
46	3048	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
0	0	0

(iii) Invalid or abstained Votes :

Number of members whose votes were declared invalid or abstained	Number of votes cast by them
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)

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
46	3048	100

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(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
0	0	0

(iii) Invalid or abstained Votes :

Number of members whose votes were declared invalid or abstained	Number of votes cast by them
2	12

**Item No. 4**

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

(Ordinary Resolution)

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
46	3048	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
0	0	0

(iii) Invalid or abstained Votes :

Number of members whose votes were declared invalid or abstained	Number of votes cast by them
2	12

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**Item No. 5**

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

**(Special Resolution)**

(i) **Voted in favour of the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
46	3048	100

(ii) **Voted against the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of Valid Votes cast
0	0	0

(iii) **Invalid or abstained Votes :**

Number of members whose votes were declared invalid or abstained	Number of votes cast by them
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 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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