

SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and voting at the AGM venue through ballot paper)

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

To,

The Chairman of the 30th (Thirtieth) Annual General Meeting (AGM) of the Members of R.S. Software (India) Limited (CIN: L72200WB1987PLC043375), held on Friday, the 27th day of July, 2018 at 11.30 A.M at Rabindra tirtha, 33-1111, Major Arterial Road, 3rd Rotary, new town, Kolkata - 700156.

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & 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 process of voting through Remote e-voting and voting at the Annual General Meeting venue through ballot 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 with 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 for the resolutions proposed in the Notice of 30th Annual General Meeting of the Members of the Company dated April 19, 2018. 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 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 30th AGM of the Company, based on the report provided by provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.
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

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open from Tuesday, July 24, 2018 (9:00 a.m.) till Thursday, July 26, 2018 (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 Limited (CDSL).

4. The Members holding equity shares as on the "cut-off date" i.e. July 20, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 30th Annual General Meeting.
5. At the end of the remote e-voting period on Thursday, July 26, 2018 (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 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 July 27, 2018, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Sneha Khaitan and Ms. Tanvee who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
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 Limited (CDSL) i.e. <https://www.evotingindia.com/> and based on such reports,

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

5 Members have cast their votes through ballot paper at the AGM Venue.

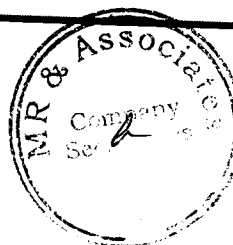
The brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper are as under:

Item No. 1 - Ordinary Resolution :

Adoption of –

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, and the report of the Directors ("the Board") and Auditors thereon.
- b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2018, and the report of Auditors thereon.

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Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	17	10522076	5	500	22	10522576	99.99
Dissent	2	1290	0	0	2	1290	0.01
Total	19	10523366	5	500	24	10523866	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 2 - Ordinary Resolution :

Appointment of a Director in place of Mr. Rajnit Rai Jain (holding DIN 00122942), who retires by rotation and being eligible, offers himself for reappointment as a Director.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	17	10522076	5	500	22	10522576	99.99
Dissent	2	1290	0	0	2	1290	0.01
Total	19	10523366	5	500	24	10523866	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 3 - Ordinary Resolution :

Re-appointment of M/s Deoki Bijay & co., chartered Accountants (Registration no. 313105e) as the Statutory Auditor of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	17	10522076	5	500	22	10522576	99.99
Dissent	2	1290	0	0	2	1290	0.01
Total	19	10523366	5	500	24	10523866	100.00
Abstain / Invalid	0	0	0	0	-	-	-

9. Based on the foregoing, the resolution no.(s) 1 to 3 shall be deemed to have been passed with requisite majority.

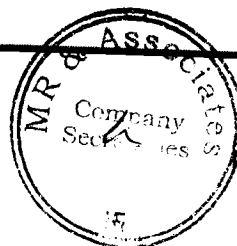
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MR & Associates

Company Secretaries

All the relevant records relating to the voting are 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,

For MR & Associates
Company Secretaries



M R Goenka
Partner
CP No: 2551



Date: July 27, 2018
Place: Kolkata

Countersigned by:-

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