

Scrutinizer's Report – Combined

To,

The Chairman of 26th Annual General Meeting of the members of
R S Software (India) Ltd. (the Company) held on 18th July, 2014 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, have been appointed as a Scrutinizer by

(i) The Board of Directors of R S Software (India) Limited. (the Company) as a Scrutiniser for the purpose of Scrutinising the e-voting process and physical ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 / 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the Resolutions contained in the notice to the 26th Annual General Meeting of the members of the Company held on 18th July, 2014 at 11:30 A.M today at RABINDRA TIRTHA, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700 156.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 26th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and physical ballot if any as received from the shareholders on the close of business hours (5:30 P.M.) on 14th July' 2014..
3. I have issued separate Scrutinizer's Report dated 18th July, 2014 on the e-voting and physical ballot on the resolution contained in the notice to the AGM. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of physical ballot as under:

Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com

Mobile No. 9831074332

Phone No : 2237 9517



Item No. of Notice	Particulars and Type of Resolution	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
Item No. 1	Adoption of Audited Accounts (Ordinary Resolution)	5946250	100	0	0	NIL
Item No. 2	Declaration of Dividend on Equity Shares (Ordinary Resolution)	5946250	100	0	0	NIL
Item No. 3	Reappointment of Mr. Rajnit Rai Jain, who retires by rotation (Ordinary Resolution)	5943789	99.96	2461	0.04	NIL
Item No. 4	Appointment of M/s Chaturvedi & Company as Statutory Auditors (Ordinary Resolution)	5942789	99.94	3461	0.06	NIL
Item No. 5	Reappointment of Mr. Rajnit Jain as Chairman and Managing Director (Special Resolution)	5943789	99.96	2461	0.04	NIL
Item No. 6	Appointment of Mr. Shital Kumar Jain as an Independent Director (Ordinary Resolution)	5942789	99.94	3461	0.06	NIL
Item No. 7	Appointment of Mr. Rajasekhar Ramaraj as an Independent Director (Ordinary Resolution)	5942789	99.94	3461	0.06	NIL
Item No. 8	Appointment of Mr. Richard Nicholas Launder as an Independent Director (Ordinary Resolution)	5942789	99.94	3461	0.06	NIL

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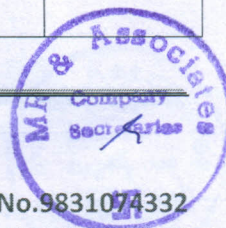
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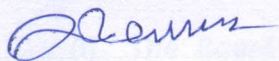
MR & Associates

Company Secretaries

Item No. 9	Approval of the payment of remuneration to non-executive directors (Special Resolution)	5942789	99.94	3461	0.06	NIL
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Thanking You,

Yours Faithfully,



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

Place: Kolkata

18th July, 2014

Our Office :

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