



G. S. Bhide & Associates

Company Secretaries

D-301, Surya Society, Charwada Road, G. I. D. C. Vapi-396 195, Gujarat
Mobile : +91 98255 06553, Email : gayatribhideandco@gmail.com

To
The Managing Director
M/s. Unisys Softwares & Holding Limited

Dear Sir,

Re : **Scrutinizers' Report**

I refer to my appointment as Scrutinizer made on May 29, 2014 pursuant to the authority granted by the Board of Directors of **M/s. Unisys Softwares & Holding Limited** to securitize the e-Voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rules there under for the 22nd Annual General Meeting of **M/s. Unisys Softwares & Holding Ltd.** to be held on 30th September 2014 at Kolkata.

I have carried out the work as Scrutinizer from the 23rd September 2014 at the close of working hours on September 25, 2014. In this regard, I would like to bring to your kind attention the following aspects –

1. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide e-voting facility and the detailed instructions on e-voting process was notified to the members in the notice dated May 29, 2014.
2. The e-voting period commenced on Tuesday 23rd September 2014 at 9.30 A.M. and concluded on Thursday, 25th September 2014 at 5.30 P.M.
3. I enclose Scrutinizers' Report along with the relevant listings.

For **G. S. BHIDE & ASSOCIATES**
Company Secretaries

GAYATRI BHIDE

Proprietor

ACS No. 31886, C.P. No. 11816



Place : Mumbai

Date : September 26, 2014



G. S. Bhide & Associates

Company Secretaries

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Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management & Administration) Rules, 2014]

To
The Managing Director
M/s. Unisys Softwares & Holding Ltd.

Dear Sir,

I, Gayatri S. Bhide, Proprietor of M/s. G. S. Bhide & Associates, Practicing Company Secretary, Vapi, Gujarat, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **M/s. Unisys Softwares & Holding Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of 22nd Annual General Meeting of the Company to be held on Tuesday, 30th September 2014, submit our Report as under :-

1. The e-voting period commenced on Tuesday 23rd September 2014 at 9.30 A.M. and concluded on Thursday, 25th September 2014 at 5.30 P.M. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL)
2. The Shareholders holding shares as on "relevant date" i.e. August 29, 2014 were entitled to vote on the proposed resolutions stated in the Notice of the Company.
3. The Votes were un-blocked on 25th September 2014 around 5.35 P.M. in the presence of two witnesses Ms. Sujata Arvind Phondekar and Mr. Aditya Vivek Ghanekar who are not in the employment of the Company.
4. The Result of e-voting along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of CDSL.

The Results of e-voting are as under –

A. Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2014.

Voted in favour of Resolution

No. of Members voted	No. of votes casted in	% of total number of
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electronically	favour of Resolution	valid votes cast
7	584744	100.00

Voted **against** of Resolution

No. of Members voted electronically	No. of votes casted against Resolution	% of total number of valid votes cast
Nil	Nil	0.00

Invalid votes

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	0

B. Resolution No. 2 – Ordinary Resolution

Re-appointment of Mr. Sushil Kr. Purohit as Non-Executive, Whole time Director of the Company

Voted **in favour** of Resolution

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
7	584744	100.00

Voted **against** of Resolution

No. of Members voted electronically	No. of votes casted against Resolution	% of total number of valid votes cast
Nil	Nil	0.00

Invalid votes

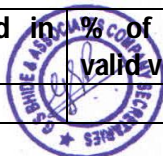
Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	0

C. Resolution No. 3 – Ordinary Resolution

Appointment of M/s. B. S. Kedia & Co. (FRN – 317159E), Chartered Accountants, Kolkata as Statutory Auditors of the Company up to conclusion of 27th Annual General Meeting (subject to ratification by the Members at every subsequent AGM)

Voted **in favour** of Resolution

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
7	584744	100.00



Voted **against** of Resolution

No. of Members voted electronically	No. of votes casted against Resolution	% of total number of valid votes cast
Nil	0	0.00

Invalid votes

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	0

D. **Resolution No. 4 – Ordinary Resolution**

Appointment of Mr. Ashok Bothra (DIN: 01734863) as Independent Director of the Company for the period of 5 Years commencing from 1st April 2014; not liable to retire by Rotation

Voted **in favour** of Resolution

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
7	584744	100.00

Voted **against** of Resolution

No. of Members voted electronically	No. of votes casted against Resolution	% of total number of valid votes cast
Nil	0	0.00

Invalid votes

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	Nil

E. **Resolution No. 5 – Ordinary Resolution**

Appointment of Mr. Johar Pal Singh (DIN: 00113986) as Independent Director of the Company for the period of 5 Years commencing from 1st April 2014; not liable to retire by Rotation.

Voted **in favour** of Resolution

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
7	584744	100.00

Voted **against** of Resolution

No. of Members voted	No. of votes casted	% of total number of





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electronically	against Resolution	valid votes cast
Nil	0	0.00

Invalid votes

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	Nil

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman & Managing Director considers, approves and signs the minutes of 22nd Annual General Meeting thereafter, the same shall be handed over to the Company Secretary for safe keeping.

For **G. S. BHIDE & ASSOCIATES**

Company Secretaries

GAYATRI BHIDE

Proprietor

ACS No. 31886, C.P. No. 11816



Place : Mumbai

Date : September 26, 2014

We are the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) in our presence at 5.35 P.M. on 25th September 2014 at the office of the Scrutinizer.

Sujata Arvind Phondekar

Add: 408, Bldg No. 2, Arunodaya CHS Ltd.

Behind Seven Hills Hospital

Marol Maroshi Road, Andheri East

Mumbai - 400059

Aditya Vivek Ghanekar

Room no. 5/6, Dwarka, Shastri Hall,

Nana Chowk, Grant Road West,

Mumbai - 400007



Scrutinizer Report – Combined

To
The Managing Director
M/s. Unisys Softwares & Holding Limited

Dear Sir,

I, Gayatri S. Bhide, Proprietor of M/s. G. S. Bhide & Associates, Company Secretary in Practice, have been appointed as Scrutinizer by

The Board of Directors of **M/s. Unisys Softwares & Holding Limited** (“the Company”) as a Scrutinizer for the purpose of scrutinizing the e-voting process and physical ballot process under the provision of section 108 and 110 of the Companies Act, 2013 (the Act) respectively read with Rule 20 / 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement on the Resolutions contained in the Notice to the 22nd Annual General Meeting of the Members of the Company held on Tuesday, 30th September 2014, at P-27, Princep Street, 3rd Floor, Kolkata-700 072 :-

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting on the resolutions contained in the notice to the 22nd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for the postal and physical ballot at the AGM is restricted to make Scrutinizer’s Report of the votes cast “For” or “Against” the resolutions stated above, based on the Reports generated from e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facility; and physical ballot, if any, as received from the Members at the close of business hours (5.30 P.M.) on 25th September 2014.

I have issued separate Scrutinizer’s report dated 26th Sept, 2014 on the e-voting on the resolutions contained in the Notice to the AGM. As requested by Management, I submit herewith my combined Report on the results of e-voting together with that of physical ballot as under:



Contd 2



G. S. Bhide & Associates


Company Secretaries

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Item No. of Notice	Votes in favour of resolution		Votes against the resolution		Invalid votes
	Nos.	% of Total No. of Valid Votes Casted In Favour	Nos.	% of Total No. of Valid Votes Cast Against	
Item no. 1 of the Notice (As an Ordinary Resolution)	68,11,463	100.00%	-	-	-
Item no. 2 of the Notice (As an Ordinary Resolution)	68,11,463	100.00%	-	-	-
Item no. 3 of the Notice (As an Ordinary Resolution)	68,11,463	100.00%	-	-	-
Item no. 4 of the Notice (As an Ordinary Resolution)	68,11,463	100.00%	-	-	-
Item no. 5 of the Notice (As an Ordinary Resolution)	68,11,463	100.00%	-	-	-
Item no. 6 of the Notice (As an Ordinary Resolution)	68,11,463	100.00%	-	-	-
Item no. 7 of the Notice (As an Ordinary Resolution)	68,11,463	100.00%	-	-	-
Item no. 8 of the Notice (As an Ordinary Resolution)	68,11,463	100.00%	-	-	-

For **G. S. BHIDE & ASSOCIATES**
Company Secretaries



GAYATRI BHIDE

Proprietor

ACS No. 31886, C.P. No. 11816



Place : Mumbai

Date : October 4, 2014