



MR & Associates

COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman
R S Software (India) Limited
234 3A Acharya Jagadish Chandra Bose Road,
Kolkata- 700020

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of R S Software (India) Limited (herein after referred to as "the Company") for the purpose of Scrutinizing the postal ballot through e-voting process under the provisions of Sections 108 & 110 of the Companies Act, 2013 (herein after referred to as "the Act"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, and rules made thereunder as amended (including any statutory modification(s) or re enactment(s) thereof for the time being in force.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Act and Rules relating to Postal Ballot on the resolution proposed in the Notice of the Postal Ballot dated November, 10, 2023. My responsibility as a Scrutinizer 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 resolution proposed in the Notice of the Postal Ballot, 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.
3. The Members holding equity shares as on the "cut-off date" i.e. Friday, 8th December, 2023, were entitled to vote on the resolution proposed in the Notice of Postal Ballot dated November, 10, 2023, by remote e-voting.
4. In terms of the aforesaid Postal Ballot Notice dated November, 10, 2023, the e-voting period commenced on Saturday, 16th December, 2023, at 9.00 A.M (IST) and ended on Sunday, 14th January, 2024 at 5.00 P.M. (IST). for voting through remote e-voting. The e-voting facility was provided by Central Depository Services (India) Limited (CDSL).
5. At the end of the e-voting period on Sunday, 14th January, 2024 at 5.00 P.M. (IST), the voting portal of CDSL was blocked forthwith.
6. The votes were unblocked in the presence of 2 (two) witnesses, neither of whom are in the employment of the Company, and e-voting summary statement was downloaded from the e-voting website of CDSL (<https://www.cdslindia.com>).
7. My report on the results of the voting is based on the data downloaded from Central Depository Services (India) Limited (CDSL).



8. Based on data downloaded from Central Depository Services (India) Limited (CDSL), 124 members have casted their votes through remote e-voting platform. The brief analysis of the results of the voting through remote e-voting are as under:

ITEM NO. 1 - ORDINARY RESOLUTION:

Appointment of Mr. Peter Sweers (DIN:10366047) as a Non-Executive Independent Director of the Company

Particulars	No. of votes contained in				Percentage of Total Votes (%)
	E-Voting		Total		
	No.	Votes	No.	Votes	
Assent	107	10860847	107	10860847	99.81
Dissent	17	21120	17	21120	0.19
Total	124	10881967	124	10881967	100.00
Invalid / Abstain	0	0	-	-	-

9. Based on the foregoing, I hereby certify that the Resolution 1 as contained in the Postal Ballot Notice dated 10.11.2023 has been passed with requisite majority.
10. All relevant records of voting process given / provided / maintained in electronic mode in our custody until the Chairman considers, approved and signs the minutes of the Postal Ballot and the same shall be handed over / emailed thereafter to the Chairman or Company Secretary for preserving safely.

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 720/2020



MOHAN RAM GOENKA
Digitally signed by MOHAN RAM GOENKA
Date: 2024.01.15
13:44:06 +05'30'

[M R Goenka]
Partner

C P No.: 2551

UDIN No.: F004515E003215184

Place: Kolkata
Date: 15.01.2024

Countersigned by
For R S Software (India)Limited

Vijendra Kumar Surana
Company Secretary & CFO
Membership No. ACS- 11559