



# MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@gmail.com / goenkamohan@gmail.com

## 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 January, 25, 2024. 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. February, 16th, 2024, were entitled to vote on the resolution proposed in the Notice of Postal Ballot dated January, 25, 2024, by remote e-voting.
4. In terms of the aforesaid Postal Ballot Notice dated January, 25, 2024, the e-voting period commenced on Wednesday, 21st February, 2024, at 9.00 A.M (IST) and ended on Thursday, 21st March, 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 Thursday, 21st March, 2024, 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), 125 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:**

To take approval of Material Related Party Transaction(s):

Particulars	No. of votes contained in				Percentage of Total Votes (%)
	E-Voting		Total		
	No.	Votes	No.	Votes	
Assent	106	678141	106	678141	96.86
Dissent	19	21981	19	21981	3.14
Total	125	700122	125	700122	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 25.01.2024 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: 2024.03.22  
12:32:03 +05'30'

[M R Goenka]  
Partner

C P No.: 2551

UDIN No.: F004515E003619709



Place: Kolkata  
Date: 22.03.2024

Countersigned by  
For R S Software (India)Limited

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