

**SCRUTINIZER'S REPORT**

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

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 (the Company) for the purpose of Scrutinizing the Postal Ballot process under the provisions of Section 108 & 110 of the Companies Act, 2013 (the 2013 Act) and rules made thereunder as amended (including any statutory modification(s) or reenactment(s) thereof for the time being in force and including any circulars and notifications as issued from time to time) 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 of the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot by the shareholders on the resolution proposed in the Notice of the Postal Ballot. 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.
3. The Members holding equity shares as on the "cut-off date" i.e. September 21, 2021 were entitled to vote on the resolution proposed in the Notice of Postal Ballot.
4. In terms of the aforesaid Notice dated August 09, 2021, the e-voting period commenced on Tuesday, September 28, 2021 (09.00 a.m. IST) and ended on Wednesday, October 27, 2021 (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 Wednesday, October 27, 2021 (5.00 p.m. IST), the voting portal of CDSL was blocked forthwith.

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Phone No .2237 9517

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.evotingindia.com](https://www.evotingindia.com)).
7. My report on the results of the voting is based on the data downloaded from Central Depository Services (India) Limited (CDSL) in respect of the resolutions contained in the Notice of the Postal Ballot dated August 09, 2021.
8. Based on the results made available to me, 98 members have casted their votes through remote e-voting platform based on the data downloaded from Central Depository Services (India) Limited (CDSL) The brief analysis of the results of the voting through Remote e-voting, based on the report generated by CDSL are as under:

**Item No.1- Special Resolution:**

**APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY (IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

Particulars	No. of votes contained in				Percentage (%)
	E-Voting		Total		
	No.	Votes	No.	Votes	
Assent	67	10660078	67	10660078	99.70
Dissent	31	32133	31	32133	0.30
Total	98	10692211	98	10692211	100.00
Invalid / Abstain	-	-	-	-	-

**Item No.2- Special Resolution:**

**TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SCURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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# MR & Associates

Company Secretaries

Particulars	No. of votes contained in				Percentage (%)
	E-Voting		Total		
	No.	Votes	No.	Votes	
Assent	67	10658838	67	10658838	99.69
Dissent	31	33373	31	33373	0.31
Total	98	10692211	98	10692211	100.00
Invalid / Abstain	-	-	-	-	-

9. Based on the foregoing, I hereby certify that the Special Resolution as contained in the Postal Ballot Notice dated August 09, 2021 has been passed with requisite majority.

10. Register of Postal Ballot and all other 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.

Thanking You,

For MR & Associates

MOHAN  
RAM  
GOENKA

Mohan Ram Goenka

Practicing Company Secretary

Partner

C.P. No: 2551

October 28, 2021, Kolkata

UDIN: F004515C001308092



Countersigned by

Our Office :

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