

**CONSOLIDATED SCRUTINIZER'S REPORT**

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

To,

The Chairman of Thirty Second Annual General Meeting (AGM) of the Members of R S Software (India) Limited (CIN: L72200WB1987PLC043375), held on Tuesday, the 11th day of August, 2020 at 11.30 A.M through Video Conferencing ("VC") /Other Audio Visual Means("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, 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 process of (i) remote e-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting at the venue of AGM through electronic voting system) on the resolutions contained in the notice dated June 24, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Thirty-second Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Tuesday, 11th August 2020 at 11:30 A.M. IST through VC / OAVM.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of 32<sup>nd</sup> Annual General Meeting of the Members of the Company dated June 24, 2020. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) 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 resolutions proposed in the Notice of the 32<sup>nd</sup> AGM of the Company, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.

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3. The Members holding equity shares as on the "cut-off date" i.e. August 4, 2020 were entitled to vote on the resolutions proposed in the Notice calling the 32<sup>nd</sup> Annual General Meeting.
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Saturday, August 8, 2020 (9:00 a.m.) till Monday, August 10, 2020 (5.00 p.m.) and pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by Central Depository Services Limited (CDSL).
5. After the closure of remote e-voting at the AGM, the report on voting done at the AGM electronically and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witness who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
7. Based on the results made available to me, 25 members have casted their votes through remote e-voting platform and 4 members have casted their votes through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the Annual General Meeting, based on the report generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:

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

Adoption of –

the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors (the 'Board') and Auditors thereon.

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Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	27	10881191	27	10881191	99.99
Dissent	2	1294	2	1294	0.01
Total	29	10882485	29	10882485	100
Abstain / Invalid	-	-	-	-	-

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

Appointment of Director in place of Mr. Rajnit Rai Jain\*\* (holding DIN 00122942), who retires by rotation and, being eligible, seeks re- appointment.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM**		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	25	424359	25	424359	99.70
Dissent	2	1294	2	1294	0.30
Total	27	425653	27	425653	100
Abstain / Invalid	-	-	-	-	-

\*\* The Votes casted by Mr Rajnit Rai jain and his relative has been excluded.

**Item No. 3 - Ordinary Resolution :**

Re-appointment of M/s. Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E) as the statutory Auditors of the Company for FY 20-21 and to fix their remuneration.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	25	10879876	25	10879876	99.98
Dissent	4	2609	4	2609	0.02
Total	29	10882485	29	10882485	100
Abstain / Invalid	-	-	-	-	-



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**Item No. 4 - Special Resolution :**

Re-appointment of Mr. Rajnit Rai Jain (holding DIN 00122942)\*\* as Chairman and Managing Director of the Company :

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM**		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	25	424359	25	424359	99.70
Dissent	2	1294	2	1294	0.30
Total	27	425653	27	425653	100
Abstain / Invalid	-	-	-	-	-

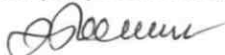
\*\* The Votes casted by Mr Rajnit Rai jain and his relative has been excluded.

8. Based on the foregoing, the resolution no.(s) 1 to 4 shall be deemed to have been passed with requisite majority.

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,

For MR & Associates  
Company Secretaries



M R Goenka  
Partner

CP No: 2551

UDIN No. F004515B000570630



Date: 11.08.2020

Place: Kolkata

Countersigned by:-

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