



# MR & Associates

COMPANY SECRETARIES

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## 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 Annual General Meeting (AGM) of the Members of R S SOFTWARE (INDIA) LIMITED (CIN: L72200WB1987PLC043375), held on Friday, the 12th day of August, 2022 at 11.30 A.M(IST) 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) revoting through remote e-voting (i.e., voting prior to AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during the AGM (process of e-voting at the venue of AGM through electronic voting system) on the resolutions contained in the notice dated April 22, 2022 ("Notice") issued in accordance with the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 5, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), which permitted convening the Annual General Meeting ("AGM"/ "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The AGM was convened on Friday, the 12th day of August, 2022 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 Annual General Meeting of the Members of the Company dated April 22, 2022. 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 AGM of the Company, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), 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.



3. The Members holding equity shares as on the "cut-off date" i.e. August 05, 2022 were entitled to vote on the resolutions proposed in the Notice calling the 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 and the Circulars issued by the Ministry of Corporate Affairs, the remote e-voting facility was kept open from Tuesday, 9<sup>th</sup> August, 2022 (9:00 A.M. IST) till Thursday, 11<sup>th</sup> August, 2022 (5.00 P.M. IST) and pursuant to MCA Circulars referred above, the Company had also provided venue e-voting facility to the shareholders present at the AGM through VC / OAVM 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 (India) 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 68 members have casted their votes through remote e-voting facility and 4 members had casted its votes through e-voting during the AGM. The brief analysis of the results of the voting through Remote e-voting facility and e-voting during the AGM, 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 :**

To consider and adopt

- a) The Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon;
- b) The Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2022 and the Report of the Auditors thereon.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	59	10846018	59	10846018	99.8955
Dissent	13	11344	13	11344	0.1045
Total	72	10857362	72	10857362	100.00
Abstain / Invalid	0	0	-	-	-



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

To appoint a 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 at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	59*	757010*	59	757010	98.6881
Dissent	12	10064	12	10064	1.3119
Total	71	767074	71	767074	100.00
Abstain / Invalid	0	0	-	-	-

\*Mr Rajnit Rai jain being interest in the said resolution, so his votes has been not taken into account.

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

To appoint M/S Chaturvedi & Company (Registration No. 302137E) as the Statutory Auditor of the Company and to fix their remuneration.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	58	10838855	58	10838855	99.8295
Dissent	14	18507	14	18507	0.1705
Total	72	10857362	72	10857362	100.00
Abstain / Invalid	0	0	-	-	-

**Item No. 4(a) – Special Resolution :**

To approve the Company's Employees Stock Option Scheme 2022 (ESOP Scheme 2022) to employees of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	58	10846012	58	10846012	99.8955
Dissent	14	11350	14	11350	0.1045
Total	72	10857362	72	10857362	100.00
Abstain / Invalid	0	0	-	-	-



**Item No. 4(b) – Special Resolution :**

To approve the Company's Employees Stock Option Scheme 2022 (ESOP Scheme 2022) to employees of the Subsidiary Companies working in India and abroad.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	57	10845372	57	10845372	99.8896
Dissent	15	11990	15	11990	0.1104
Total	72	10857362	72	10857362	100.00
Abstain / Invalid	0	0	-	-	-

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.

Place : Kolkata  
Date : 12.08.2022



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

Digitally signed by MOHAN RAM GOENKA  
DN: cn=MOHAN RAM GOENKA, o=MR & Associates, email=ram@mrassociates.com, serialNumber=7448465644888100002  
1217829  
Date: 2022.08.12 13:53:28 +05'30'

[M R Goenka]  
Partner  
C P No.: 2551

UDIN No.: F004515D000785526