



MR & Associates

COMPANY SECRETARIES

(Peer Reviewed Firm)

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

Tel No: 033 2237 9517 / 4007 7907

Email : mrasso1996@gmail.com / goenkamohan@gmail.com

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 Wednesday, the 23rd day of July, 2025 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) evoting 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 30, 2025 ("Notice") issued in accordance with circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time as stated in the notice 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 Wednesday, the 23rd day of July, 2025 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 30, 2025. 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 Central Depository Services (India) 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.
3. The Members holding equity shares as on the "cut-off date" i.e. July 16, 2025 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 Sunday, 20th July, 2025 (9:00 A.M. IST) till Tuesday, 22nd July, 2025 (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 witnesses 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 41 members have cast their votes through remote e-voting facility and 48 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, 2025, 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, 2025, and the Report of the Auditors thereon.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	72	10940369	8	167879	80	11108248	99.97
Dissent	9	3420	0	0	9	3420	0.03
Total	81	10943789	8	167879	89	11111668	100.00
Abstain / Invalid	0	0	0	0	-	-	-



Item No. 2 - Ordinary Resolution:

To appoint a director in place of Mr. Rajnit Rai Jain (DIN 00122942), who retires by rotation and being eligible, seeks re-appointment.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	71	793741	8	167879	79	961620	99.65
Dissent	9	3420	0	0	9	3420	0.35
Total	80	797161	8	167879	88	965040	100.00
Abstain / Invalid	1	10146628	0	0	-	-	-

*Mr. Rajnit Rai Jain being interested in the said resolution, so his votes have not been taken into account.

Item No. 3 – Ordinary Resolution:

To appoint a director in place of Mrs. Sarita Jain (DIN 00206743), who retires by rotation and being eligible, seeks reappointment.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	70	10573625	8	167879	78	10741504	99.97
Dissent	10	3620	0	0	10	3620	0.03
Total	80	10577245	8	167879	88	10745124	100.00
Abstain / Invalid	1	366544	0	0	-	-	-

*Mrs. Sarita Jain being interested in the said resolution, so her votes have not been taken into account.

Item No. 4 – Ordinary Resolution:

To appoint M/s MR & Associates (Firm Registration No: P2003WB008000) as the Secretarial Auditor of the company and to fix their remuneration.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	72	10940369	8	167879	80	11108248	99.97
Dissent	9	3420	0	0	9	3420	0.03
Total	81	10943789	8	167879	89	11111668	100.00
Abstain / Invalid	0	0	0	0	-	-	-



Item No. 5 – Special Resolution:

To approve of the Company's Employees Stock Option Scheme 2025 (ESOP Scheme 2025) to employees of the company.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	70	10937169	8	167879	78	11105048	99.94
Dissent	11	6620	0	0	11	6620	0.06
Total	81	10943789	8	167879	89	11111668	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 6 – Special Resolution:

To Approve of the Company's Employees Stock Option Scheme 2025 (ESOP Scheme 2025) to employees of the Subsidiary Companies working in India and abroad.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	69	10935350	8	167879	77	11103229	99.92
Dissent	12	8439	0	0	12	8439	0.08
Total	81	10943789	8	167879	89	11111668	100.00
Abstain / Invalid	0	0	0	0	-	-	-

8. Based on the foregoing, the resolution no.(s) 1 to 6 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 Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Place: Kolkata
Date: 23.07.2025



For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 5598/2024

Mohan
Ram
Goenka
Digitally signed by
Mohan Ram
Goenka
Date: 2025.07.23
16:55:05 +05'30'

[M R Goenka]
Partner

C P No.: 2551
UDIN No.: F004515G000846015