

January 15, 2024

**Bombay Stock Exchange Limited**

First Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai 400 001

**Kind Attn: General Manager  
Compliance & Legal Regulatory**

**Company Code: 517447**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block Bandra-  
Kurla Complex  
Bandra (East), Mumbai 400 051

**Kind Attn: The Vice President  
Listing & Compliance**

**Company Code: RSSOFTWARE**

Dear Sirs,

**Ref: ISIN: INE165B01029 – Ordinary Shares**  
**Re: Scrutinizer's Report on Postal Ballot results.**

This is to inform you that the Company conducted Postal Ballot through Remote E-voting pursuant to Section 110 and other applicable provisions if any, of the Companies Act 2013 (the 2013 Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations.

The voting period started at 9:00 AM on 16<sup>th</sup> December 2023 and ended at 5:00 PM on 14<sup>th</sup> January 2024.

We are enclosing the Scrutinizer's Report dated January 15, 2024 containing the Postal Ballot Results pursuant to Section 108 & 110 of the Companies Act, 2013 (the 2013 Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, on remote e-voting with respect to the resolutions as mentioned in the Notice of Postal Ballot dated 10<sup>th</sup> November 2023.

An ISO 9001:2015 and ISO/IEC 27001:2013 company

**Corporate Office**

A-2, FMC Fortuna, 234/3A,  
A.J.C. Bose Road, Kolkata 700020, India.  
Board: +91 33 2287 5746 | +91 33 2281 0106  
Fax: +91 33 2287 6256

**Development Center**

RS Tower, Block DN-9, Saltlec Sector - V  
Salt Lake City, Kolkata 700091, India  
Board: +91 33 6601 8899  
Fax: +91 33 2367 4469

**UK Office**

Suite 218, Orion House,  
104 - 106 Cranbrook Road, Ilford,  
Essex IG1 4LZ | Ph: 02086363996

**US Office**

1900 McCarthy Boulevard, Suite #103,  
Milpitas, CA 95035 | Tel: 408 382 1200  
Fax: 408 382 0083

**US Office**

555 North Point Center East,  
4th floor, Alpharetta GA 30022  
Tel: 678 366 5179 | Fax: 678 366 5001

**Subsidiaries:**

Responsive Solutions Inc., California, US  
R.S. Software (Asia) Pte. Limited, Singapore, Asia  
Paypermint Pvt. Limited, India



This is for your kind information and records please.

Thanking you,

Yours faithfully,  
**For R S Software (India) Ltd**

**Vijendra Kumar Surana**  
**CFO & Company Secretary**

Encl: **As above**



# 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 November, 10, 2023. 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. Friday, 8th December, 2023, were entitled to vote on the resolution proposed in the Notice of Postal Ballot dated November, 10, 2023, by remote e-voting.
4. In terms of the aforesaid Postal Ballot Notice dated November, 10, 2023, the e-voting period commenced on Saturday, 16th December, 2023, at 9.00 A.M (IST) and ended on Sunday, 14th January, 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 Sunday, 14th January, 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), 124 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:**

**Appointment of Mr. Peter Sweers (DIN:10366047) as a Non-Executive Independent Director of the Company**

Particulars	No. of votes contained in				Percentage of Total Votes (%)
	E-Voting		Total		
	No.	Votes	No.	Votes	
<b>Assent</b>	107	10860847	107	10860847	99.81
<b>Dissent</b>	17	21120	17	21120	0.19
<b>Total</b>	124	10881967	124	10881967	100.00
<b>Invalid / Abstain</b>	0	0	-	-	-

9. Based on the foregoing, I hereby certify that the Resolution 1 as contained in the Postal Ballot Notice dated 10.11.2023 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: 2024.01.15 13:44:56 +05'30'

[M R Goenka]  
Partner

C P No.: 2551

UDIN No.: F004515E003215184

Place: Kolkata  
Date: 15.01.2024

Countersigned by  
For R S Software (India)Limited

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