



Vivek Surana & Associates
Practicing Company Secretaries

FORM NO.MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson of the Meeting
ERP Soft Systems Limited
10A Trankquill Nest Kamakoti Nagar,
3rd Main Road Pallikaranai,
Chennai,Kancheepuram-600100,
Tamil Nadu

Subject: 29th Annual General Meeting of Equity Shareholders of the Company held on Thursday, 28.09.2023 at 10.00 a.m. (IST) through video conference (VC) /Other Audio-Visual Means (OAVM).

Unit: ERP Soft Systems Limited (Scrip code:530909)

Dear Madam,

1. We, Vivek Surana & Associates, were appointed as Scrutinizer for the purpose of the scrutinizing e-voting process (e-voting) and electronic voting (e-voting) during Annual General Meeting pursuant to section 108 of Companies Act 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules 2014 and (Amendment Rules 2015) in respect of the below mentioned resolution(s), proposed at the 29th Annual General Meeting of Equity Shareholders of the Company held on Thursday, 28.09.2023 at 10.00 a.m. through Video conference, submit our report as under:
2. In compliance with the provisions of Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by e-voting) and electronic voting (e-voting) at the AGM by shareholders on the resolutions proposed in the Notice of the 29th Annual General Meeting of the Company. Our responsibility as a scrutiner is to ensure that the voting process both through e-voting and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent

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manner and render Consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to Chairperson on the resolutions, based on the reports generated from the electronic voting prior to the AGM (e-voting) and voting at AGM by electronic means (e-voting) system provided by CDSL.

3. In accordance with the Notice of 29th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules 2014, (Amendment Rules 2015) in Trinity Mirror (English) & Maalai Sudar (Tamil) on 06.09.2023, the e-voting opened at 9.00a.m. on 25.09.2023 and remained open up to 5.00 p.m. on 27.09.2023.
4. The equity shareholders holding shares as on 21.09.2023, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 29th Annual General Meeting of the Company.
5. After declaration of voting by the Chairperson, the shareholders present at the AGM through Video conference voted through e-voting facility provided by CDSL.
6. The e-voting results were unblocked on 28.09.2023 and the votes cast through e-voting at the AGM were unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL(www.evotingindia.com) which were scrutinised and reviewed, the votes were counted and results were prepared accordingly.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



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(a) Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss and cash flow statement (including the consolidated financial statements) for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
E-voting	10	18,67,402	99.9999
Electronic voting (e-voting at the AGM)	--	--	--
Total	10	18,67,402	99.9999

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
E-voting	1	1	0.0001
Electronic voting (e-voting at the AGM)	--	--	--
Total	1	1	0.0001



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(iii) Invalid Votes:

Number of Members Whose votes were declared invalid	Total Number of Votes cast by them
-	-

The above Ordinary Resolution as contained in the notice of 29th Annual General Meeting of the Company for the financial year 2023-24 dated 02.09.2023 has been passed with the requisite majority.

(b) **Resolution No.2:Ordinary Resolution**

To appoint a director in place of Mrs. D. Sarojanamma (DIN: 05208974) who retires by rotation and being eligible offers herself for re- appointment.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
E-voting	10	18,67,402	99.9999
Electronic voting (e-voting at the AGM)	--	--	--
Total	10	18,67,402	99.9999

(ii) Voted against the resolution:



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Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
e-voting	1	1	0.0001
Electronic voting (e-voting at the AGM)	--	--	--
Total	1	1	0.0001

(iii) Invalid Votes:

Number of Members Whose votes were declared invalid	Total Number of Votes cast by them
-	-

The above Ordinary Resolution as contained in the notice of 29th Annual General Meeting of the Company for the financial year 2023-24 dated 02.09.2023 has been passed with the requisite majority.

8. All the Electronic data and all other relevant records of voting were handed over to the Chairperson authorized by the Board for safe keeping.

For Vivek Surana & Associates

Place: Hyderabad
Date: 28.09.2023

Vivek Surana
Proprietor
M. No. A24531, CP No: 12901
UDIN: A024531E001108240
Peer Review Cer. No.: 1809/2022