

March 22, 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, 5th 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 21st February 2024 and ended at 5:00 PM on 21st March 2024.

We are enclosing the Scrutinizer's Report dated 22nd March 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 25th January 2024.

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

US Office

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

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

US Office

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

UK Office

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

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 January, 25, 2024. 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. February, 16th, 2024, were entitled to vote on the resolution proposed in the Notice of Postal Ballot dated January, 25, 2024, by remote e-voting.
4. In terms of the aforesaid Postal Ballot Notice dated January, 25, 2024, the e-voting period commenced on Wednesday, 21st February, 2024, at 9.00 A.M (IST) and ended on Thursday, 21st March, 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 Thursday, 21st March, 2024, 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), 125 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:

To take approval of Material Related Party Transaction(s):

Particulars	No. of votes contained in				Percentage of Total Votes (%)
	E-Voting		Total		
	No.	Votes	No.	Votes	
Assent	106	678141	106	678141	96.86
Dissent	19	21981	19	21981	3.14
Total	125	700122	125	700122	100.00
Invalid / Abstain	0	0	-	-	-

9. Based on the foregoing, I hereby certify that the Resolution 1 as contained in the Postal Ballot Notice dated 25.01.2024 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: 2024.03.22
12:32:03 +05'30'

[M R Goenka]
Partner

C P No.: 2551

UDIN No.: F004515E003619709



Place: Kolkata
Date: 22.03.2024

Countersigned by
For R S Software (India)Limited

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