



## S.V. KULKARNI AND ASSOCIATES

Practicing Company Secretaries

[F.C.S., CA Final, M. Com., D.T.L, Certified CSR Professional (ICSI)]

e-mail-acssagarvk@yahoo.com, acssagarvk@gmail.com

Contact No-9011376614, 8380056616

Add: (Flat No.-02, Ground Floor, Urvashi Apartment, Shrirang Chowk, Near Lotus Hospital,  
Off. Vidya Circle, Gangapur Road, Nashik-422003)

### REPORT OF SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the  
Companies (Management and Administration) Rules, 2014]*

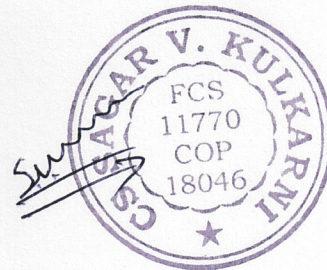
June 18, 2026

To,  
The Chairman  
ESDS SOFTWARE SOLUTION LIMITED  
(CIN: U72200MH2005PLC155433)  
Plot No. B-24 & 25, NICE AREA, M.I.D.C. SATPUR., NASIK,  
Maharashtra, India, 422007.

Dear Sir,

**Sub.: Result of the first (1<sup>st</sup>) Postal Ballot (FY 2026-27) conducted to obtain the approval of Shareholders of ESDS Software Solution Limited (the 'Company')**

I, Sagar Kulkarni, Proprietor of M/s. S. V. Kulkarni and Associates, Practicing Company Secretary (FCS:11770; CP:18046), Nashik (FRN: S2018MH640200), have been appointed as the Scrutinizer by the Board of Directors of **ESDS Software Solution Limited** (the 'Company') vide resolution dated May 13, 2026 for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108, 102 and 110 of Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No.14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, the General Circular No.22/2020 dated June 15, 2020, the General Circular No.33/2020 dated September 28, 2020, the General Circular No.39/2020 dated December 31, 2020, the General Circular No.10/2021 dated June 23, 2021, the General Circular No.20/2021 dated December 08, 2021, the General Circular No.03/2022 dated May 05, 2022, the General Circular No.11/2022 dated December 28, 2022, General Circular No.09/2023 dated September 25, 2023 and General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2023/167 dated October 7, 2023 issued by Securities and Exchange Board of India (SEBI) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) / amendments thereof for the time being in force and as amended from time to time, the Company seeks approval of the Members via Postal Ballot through remote e-voting process only (Voting through Electronic means) in connection with the passing of the resolution as mentioned in the Notice of Postal Ballot dated Tuesday, July 08, 2025:





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The result along with Scrutinizer's report will simultaneously be posted on the Company's website- [www.esds.co.in](http://www.esds.co.in) and website of MUFG Intime - <https://instavote.linkintime.co.in>. The voting results along with the Scrutinizer's Report will also be displayed at the Registered Office of the Company.

In terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in only electronic form to those shareholders whose email IDs were registered with the Depositories and MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("**Link**"/"**MUFG**" or "Registrar and Share Transfer Agent" or "RTA") and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA Circulars & SEBI circular mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Company through e-mail, wherever e-mail IDs were available.

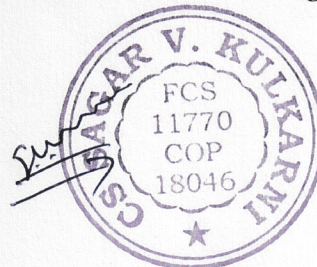
As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA circulars mentioned above, an advertisement was published by the Company in Business Standard (English) and Gavakari (Vernacular -Marathi) newspapers, on Tuesday, May 19, 2026, informing about dispatch of the Postal Ballot Notice by e-mail.

The Company and the RTA had uploaded the Notice together with the explanatory statement on their respective websites - [www.esds.co.in](http://www.esds.co.in) and <https://instavote.linkintime.co.in>. The Company had generated Event Number: 260255 on the portal of Instavote of MUFG for casting votes through e-voting mode.

The Shareholders holding the shares as on the "cut-off" date i.e., Friday, May 15, 2026, were entitled to vote on the proposed resolution through e-voting.

The remote e-voting period of thirty (30) days commenced on Wednesday, May 20, 2026 at 9.00 A.M. (IST) and ended on Thursday, June 18, 2026 at 5.00 P.M. (IST) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by MUFG for voting thereafter. All votes cast by e-voting received upto Thursday, June 18, 2026 at 5.00 P.M. (IST) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items being placed for approval of the shareholders through Postal Ballot by e-voting.





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My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by MUFG Intime India Private Limited

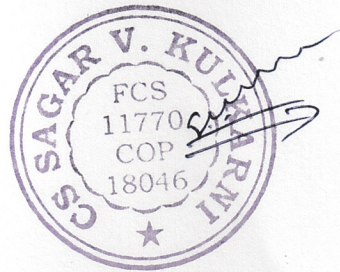
The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the resolutions are furnished in Annexure 1 to this report:

Thanking You,

Yours Faithfully,

**For S.V. KULKARNI AND ASSOCIATES  
PRACTICING COMPANY SECRETARIES  
FRN-S2018MH640200**

**CS SAGAR V. KULKARNI  
COMPANY SECRETARY  
FCS No.:-11770, C.P No.:- 18046  
UDIN:- F011770H000650639  
PRB- 26/12/2022**



Date: June 18, 2026

Place: Nashik

Counter signed

For **ESDS SOFTWARE SOLUTION LIMITED**

**Piyush Somani  
Managing Director  
DIN: 02357582**

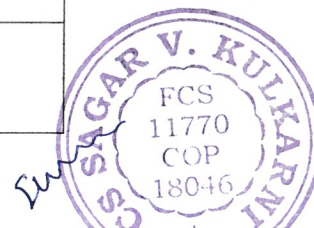


*Encl: Annexure-1*

**Annexure -1**  
**ESDS SOFTWARE SOLUTION LIMITED**  
**(CIN-U72200MH2005PLC155433)**  
**First (1<sup>st</sup>) Postal Ballot (FY 2026-27)**

**RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING**

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		TOTAL		%	Invalid Votes	
			No. of members Voted	No. of Valid votes cast	No. of members Voted	No. of Valid votes cast		Of total Valid votes	No. of Members whose votes were declared invalid
(1)	(2)	(3)	(4)	(5)	(8)	(9)	(10)	(11)	(12)
1	<b>SPECIAL BUSINESS:</b> Re-appointment of Mr. Thandankorai Ganapathy Dhandapani (DIN: 09239677) as an Independent Director of the Company for a second (2nd) term of five (5) consecutive years w.e.f. 28th July 2026 and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution	<b>Voted In Favour</b>	64	4,68,70,272	64	4,68,70,272	100	NIL	NIL
		<b>Voted Against</b>	1	21	1	21	100	NIL	NIL
		<b>Total</b>	<b>65</b>	<b>4,68,70,293</b>	<b>65</b>	<b>4,68,70,293</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>
2	<b>SPECIAL BUSINESS:</b> Re-appointment of Ms. Pamela Kumar (DIN: 07616165) as an Independent Director of the Company for a second (2nd) term of five (5) consecutive years w.e.f. 28th July 2026 and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution.	<b>Voted In Favour</b>	65	4,68,70,293	65	4,68,70,293	100	NIL	NIL
		<b>Voted Against</b>	0	0	0	0	0	NIL	NIL
		<b>Total</b>	<b>65</b>	<b>4,68,70,293</b>	<b>65</b>	<b>4,68,70,293</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>
3.	<b>SPECIAL BUSINESS:</b> To re-appoint Ms. Komal Piyush Somani (DIN: 08477154), Chief Human Resource Officer and Chief Marketing Officer, as a Whole-time Director of the Company for a period of five (5) years from 28th July, 2026 and the remuneration payable to her on her appointment and in this regard to consider and if thought fit, to pass the	<b>Voted In Favour</b>	65	6,13,530	65	6,13,530	100	NIL	NIL
		<b>Voted Against</b>	1	21	1	21	0.00	NIL	NIL
		<b>Total</b>	<b>65</b>	<b>6,13,551</b>	<b>65</b>	<b>6,13,551</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>

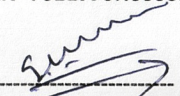


	following resolution as a Special Resolution.								
4	<b>SPECIAL BUSINESS:</b> To approve alteration of articles of association of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution.	<b>Voted In Favour</b>	65	4,68,70,293	65	4,68,70,293	100	NIL	NIL
		<b>Voted Against</b>	0	0	0	0	0	NIL	NIL
		<b>Total</b>	65	4,68,70,293	65	4,68,70,293	100	NIL	NIL
<p><b>Note:</b> Based on the aforesaid result, we report that, the aforesaid Special Resolutions at Item No.1 to 4, as contained in the Notice of Postal Ballot dated May 18, 2026 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.</p>									

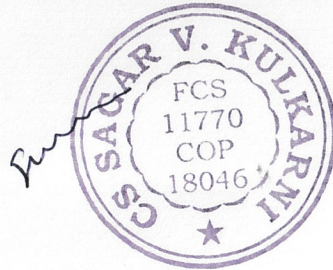
Note:- 1. This Annexure-1 referred to as Scrutinizer's Report dated 18<sup>th</sup> June, 2026 and forms part of that Report.

2. 5 (Five) folios holding in aggregate 46,256,742 Equity Shares of face value of Re.1/- each of the Company, abstained from voting in the resolution no.3 being interested in the said resolution.

For S.V. KULKARNI AND ASSOCIATES  
PRACTICING COMPANY SECRETARIES  
FRN- F011770H000650639

  
CS SAGAR V. KULKARNI  
COMPANY SECRETARY  
FCS No.:-11770, C.P No.:- 18046

UDIN:- F011770G003076141  
PRB- 2612/2022



Counter signed by  
ESDS SOFTWARE SOLUTION LIMITED

  
Piyush Somani  
Managing Director  
DIN: 02357582



Place- Nashik  
Date- 18.06.2026