

July 11, 2024

The Asst. General Manager
Department of Corporate Services,
Bombay Stock Exchange Ltd.,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Company Code: 517447

The Asst. Vice President,
Listing Dept.,
National Stock Exchange Of India Ltd.,
Exchange Plaza, 5th Floor, Plot No. C/1,
G- Block, Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Company Code: RSSOFTWARE

Dear Sirs,

Sub: **AGM Proceedings & Scrutinizer's Report on 36th Annual General Meeting of the Company held on 10th July 2024.**

This is to inform you that the 36th Annual General Meeting of the Company has been duly convened and held on Wednesday, the 10th day of July 2024 through VC/ OAVM.

In this regard, please find enclosed the following:

1. Scrutinizer Report dated July 10, 2024, pursuant to Section 108 of the Companies Act, 2013.
2. The Gist of the Proceedings of Annual General Meeting held on 10th July 2024.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For R S Software (India) Limited

Vijendra Kumar Surana
CFO & Company Secretary

Encl.: **As above**

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 #101,
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

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Tel: 678 366 5179 | Fax: 678 366 5001

UK Office

Suite 218, Orion House,
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Essex IG1 4LZ | Ph: 02086363996

Subsidiaries:

Responsive Solutions Inc., California, US
Paypermint Pvt. Limited, India



MR & Associates

COMPANY SECRETARIES
(Peer Reviewed Firm)

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

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@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 10th day of July, 2024 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 18, 2024 ("Notice") issued in accordance with the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 5, 2022 and Sept 25, 2023 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), 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 10th day of July, 2024 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 18, 2024. 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 03, 2024 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, 7th July, 2024 (9:00 A.M. IST) till Tuesday, 9th July, 2024 (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 2 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 51 members have cast their votes through remote e-voting facility and 11 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, 2024, 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, 2024, and the Report of the Auditors thereon.

| Particulars | No. of votes contained in Remote E-Voting & E-voting at AGM | | Total | | |
|-------------------|---|----------|-------|----------|----------------|
| | No. | Votes | No. | Votes | Percentage (%) |
| Assent | 56 | 11242953 | 56 | 11242953 | 99.9957 |
| Dissent | 6 | 487 | 6 | 487 | 0.0043 |
| Total | 62 | 11243440 | 62 | 11243440 | 100 |
| Abstain / Invalid | - | - | - | - | - |



Item No. 2 - Ordinary Resolution:

To appoint a director in place of Mr. Richard Nicholas Launder (DIN 03375772), who retires by rotation and being eligible, seeks re-appointment.

| Particulars | No. of votes contained in Remote E-Voting & E-voting at AGM | | Total | | |
|-------------------|---|----------|-------|----------|----------------|
| | No. | Votes | No. | Votes | Percentage (%) |
| Assent | 57 | 11242954 | 57 | 11242954 | 99.9957 |
| Dissent | 5 | 486 | 5 | 486 | 0.0043 |
| Total | 62 | 11243440 | 62 | 11243440 | 100 |
| Abstain / Invalid | - | - | - | - | - |

Item No. 3 – Ordinary Resolution:

To appoint a director in place of Mr. Rajasekar Ramaraj (DIN 00090279), who retires by rotation and being eligible, seeks reappointment.

| Particulars | No. of votes contained in Remote E-Voting & E-voting at AGM | | Total | | |
|-------------------|---|----------|-------|----------|----------------|
| | No. | Votes | No. | Votes | Percentage (%) |
| Assent | 55 | 10880554 | 55 | 10880554 | 99.9955 |
| Dissent | 5 | 486 | 5 | 486 | 0.0045 |
| Total | 60 | 10881040 | 60 | 10881040 | 100 |
| Abstain / Invalid | 2 | 362400 | - | - | - |

*Mr. Rajasekar Ramaraj being interested in the said resolution, so his votes have not been taken into account.

Item No. 4 – Special Resolution:

To approve the continuation of Mr. Richard Nicholas Launder (DIN: 03375772) as a Non-Executive Director of the company:

| Particulars | No. of votes contained in Remote E-Voting & E-voting at AGM | | Total | | |
|-------------------|---|----------|-------|----------|----------------|
| | No. | Votes | No. | Votes | Percentage (%) |
| Assent | 57 | 11242954 | 57 | 11242954 | 99.9957 |
| Dissent | 5 | 486 | 5 | 486 | 0.0043 |
| Total | 62 | 11243440 | 62 | 11243440 | 100 |
| Abstain / Invalid | - | - | - | - | - |

Item No. 5 – Special Resolution :

To approve the continuation of Mr. Rajasekar Ramaraj (DIN 00090279) as a Non-Executive Director of the company:



| Particulars | No. of votes contained in Remote E-Voting & E-voting at AGM | | Total | | |
|-------------------|--|-----------------|-----------|-----------------|----------------|
| | No. | Votes | No. | Votes | Percentage (%) |
| Assent | 55 | 10880554 | 55 | 10880554 | 99.9955 |
| Dissent | 5 | 486 | 5 | 486 | 0.0045 |
| Total | 60 | 10881040 | 60 | 10881040 | 100 |
| Abstain / Invalid | 2 | 362400 | - | - | - |

*Mr. Rajasekar Ramaraj being interested in the said resolution , so his votes have not been taken into account

8. Based on the foregoing, the resolution no.(s) 1 to 5 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: 10.07.2024



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: 2024.07.10
18:00:40 +05'30'

[M R Goenka]
Partner
C P No.: 2551

UDIN No.: F004515F000713971

R S SOFTWARE (INDIA) LIMITED**GIST OF PROCEEDINGS OF THE THIRTY-SIXTH ANNUAL GENERAL MEETING HELD ON 10TH JULY 2024 THROUGH VC/OAVM.**

The Thirty Sixth Annual General Meeting (AGM) of shareholders of R S Software (India) Limited had been duly convened through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") on Wednesday, 10th July 2024. The meeting started at 11.30 A.M. and concluded at 13:25 P.M. (IST)

Mr. Rajasekhar Ramaraj, Chairman, chaired the proceedings of the meeting.

The requisite quorum being present, the Chairman called the meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection online. Since there was no physical attendance of members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable.

The Meeting was attended by Five (5) Directors, the Chief Financial Officer (CFO) & Company, Secretary, the Statutory Auditor, the Secretarial Auditor of the Company, and the Scrutinizer to scrutinize the e-voting process. The number of Members attending the meeting was 66 (Sixty-six).

The Managing Director read out the Speech and requested the Company Secretary for carrying out further proceedings.

The Company Secretary informed the members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), the Company had provided remote e-voting facilities on the resolutions placed at the AGM to all the members from Sunday, July 07, 2024 at 9.00 a.m. and ends on Tuesday, July 09, 2024 at 5.00 p.m. in proportion to their shareholding as on the cut-off date July 03, 2024 and further, the facility to vote on resolutions through electronic voting system at the meeting was made available to the members who participated in the meeting and had not casted their votes through remote e-voting.

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

Corporate Office

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Essex IG1 4LZ | Ph: 02086363996

Subsidiaries:

Responsive Solutions Inc., California, US
Paypermint Pvt. Limited, India

With the consent of the shareholders, the Notice convening the AGM was taken as read. The Company Secretary informed that the Statutory Auditor's Report for the Financial year ended 31st March 2024 did not have any qualifications, observations, or comments on financial transactions, which had any adverse effect on the functioning of the Company, therefore, Auditor's Report was not required to be read out.

He then requested the registered Speakers to raise their queries / questions/ concerns if any, in respect of the business transacted at the Meeting and invited the Speakers one by one to give their speeches virtually.

Then the clarifications were provided to the queries raised by the Speakers.

The Company Secretary then requested the Company Secretary and the Scrutinizer to supervise the electronic voting at the AGM.

The Company had appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, Kolkata (FCS No. 4515, CP No. 2551) as the Scrutinizer for the purpose of scrutinizing the electronic voting process (Remote e-voting as well as voting at the venue of the Annual General Meeting electronically) in a fair and transparent manner.

The following items of business as set out in the Notice convening the 36th Annual General Meeting were commended for members consideration and approval:

1. Adoption of the Audited Standalone and Consolidated Financial Statements for the Year ended March 31, 2024.
2. To appoint a director in place of Mr. Richard Nicholas Launder (DIN 03375772), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint a director in place of Mr. Rajasekar Ramaraj (DIN 00090279), who retires by rotation and being eligible, seeks reappointment.
4. To approve the continuation of Mr. Richard Nicholas Launder (DIN: 03375772) as a Non-Executive Director of the company.
5. To approve the continuation of Mr. Rajasekar Ramaraj (DIN 00090279) as a Non-Executive Director of the company.

The Company Secretary then informed the members that the results of e-voting would be disseminated to the Stock Exchanges where the Company's Equity Shares are listed, and it would also be uploaded on the website of the Company.

The Chairman authorized the Company Secretary of the Company to declare the results of E-voting.

The Company Secretary then thanked all the members and corporate representatives for their participation, suggestions, comments, and announced the meeting concluded.



The Meeting concluded at 13:25 P.M. with a vote of thanks to the Chairman and the e-voting facility was kept open for next 15 minutes to enable the members to cast their votes.

Thanking you,

Yours Sincerely,

For **R. S. Software (India) Limited**



Vijendra Kumar Surana
CFO & Company Secretary
(Membership No. 11559)

Date: 10th July 2024

Place: Kolkata