

February 20, 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: Holding of Postal Ballot

We refer to the Company's letter dated 8th February 2024 on the subject matter.

We have completed despatch of Postal Ballot Notice today, i.e., on 20th February 2024 to the Shareholders of the Company whose names appeared in the Register of Members as on 16th February 2024 and who have registered their e-mail addresses with their respective Depository Participants (DPs) and / or with the Company / RTA.

We are now enclosing the Notice of Postal Ballot along with the procedure of Remote E-voting for your kind information and records.

Thanking you,

Yours faithfully,

For R S Software (India) Ltd

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

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



R S SOFTWARE (INDIA) LTD.

CIN-L72200WB1987PLC043375

Regd. Office: 234 3A ACHARYA JAGADISH CHANDRA BOSE ROAD KOLKATA700020

Phone:91 33 6601 8899, Fax- 91 33 2367 4469

Website: www.rssoftware.com, E-mail-vijendraS@rssoftware.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

Dear Shareholder(s),

Notice is hereby given to the Members of R S Software (India) Ltd. ('the Company') pursuant to the relevant provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 20 and Rule 22 the Companies (Management and Administration) Rules, 2014 (including any statutory amendment, modification thereto or any re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars No.14/ 2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 read with the General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and any other circulars issued from time to time by MCA (collectively the 'MCA Circulars') and Notifications issued thereunder, to transact the special business as set out hereunder by passing Ordinary Resolution, as applicable, by means of Postal Ballot by voting through electronic means ('remote e-voting').

The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out the relevant material facts and the reason for the proposed Resolution is appended herewith for your consideration and forms part of this Notice.

The Board of Directors of your Company at its meeting held on 25th January 2024 has appointed CS Mohan Ram Goenka, (FCS No.: 4515 and CP No.: 2551), Partner M/s. M. R. & Associates, a firm of Practicing Company Secretaries, Kolkata, for conducting Postal Ballot through e-voting process in a fair and transparent manner and he had communicated his willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Shareholders whose email IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA'). If Shareholder's email ID is not

registered with the Company/Depositories/RTA, please follow the process provided in the notes to receive this Notice as well as login ID and password for participating in the remote e-Voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-Voting.

Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms and prepaid envelopes to the members of the Company and no physical ballot forms will be accepted.

Your Company is pleased to provide Electronic Voting (hereinafter referred to as "e-voting") facility to its members to cast their votes electronically and the shareholders can vote only through remote e-voting process. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out under the section "**General information and instructions relating to e-voting**" of this Notice.

The members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 16th February 2024 ("the cut-off date") shall be entitled to vote on the appended Resolutions. The e-voting period commences on Wednesday, 21st February 2024 at 09:00 a.m. IST and ends on Thursday, 21st March 2024 at 5:00 p.m. IST ("voting period"). A person who is not a member as on the aforesaid Cut-off date should treat this notice for information purpose only.

Upon expiry of the voting period, the e-voting module shall be disabled by CDSL. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company after completion of scrutiny of the postal ballots by e-voting. The results shall be declared by the Company Secretary on or before 23rd March 2024. The result would be displayed at the Registered Office of the Company and shall be made available on the Company's website www.rssoftware.com and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Depositories and RTA.

SPECIAL BUSINESS:

Item No. 1: To take approval of Material Related Party Transaction(s):

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with relevant rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable laws including any amendments, modifications, variations or re-enactments thereof as may be required and the Company's policy on Related Party Transactions and pursuant to the recommendation & approval of Audit Committee and subsequent approval of the Board, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and / or to carry out and / or to continue with material contract(s) / arrangement(s) / transaction(s) whether individually or taken together or series of transactions or otherwise) with Paypermint Private Limited, being a subsidiary and related party of the Company under Section 2(76) of the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or as fresh and independent transaction(s) or otherwise as detailed in table forming part of the Explanatory Statement annexed to this notice on such terms and conditions as detailed and as may be considered appropriate by the Board of Directors (including any authorized Committee thereof)."

"RESOLVED FURTHER THAT any Director of the Company or the company secretary be and is hereby jointly or severally authorized to perform and execute all such acts, deeds and things, with power to alter and vary the terms and conditions of such contracts/ arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit including delegation of such authority and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

For R S SOFTWARE (INDIA) LTD.

Date: 25th January 2024
Place: Kolkata

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

NOTES:

(i) The Postal Ballot Notice ("Notice") is being sent to the Members, whose names appear in the Register of Members/ Register of Beneficial Owners as on Friday, 16th February 2024. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date and any person who is not a member as on that date should treat this Notice for information purposes only

(ii) Members / Shareholders, whose names appear in the Register of Members/ Register of Beneficial Owners as on 16th February 2024 will be entitled to vote by E-voting.

(iii) The Ordinary Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting, i.e., on Thursday, 21st March 2024.

(iv) The vote in this Postal Ballot cannot be exercised through proxy.

(v) Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.rssoftware.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of CB Management Services Private Limited at <https://www.cbmsl.com>

(vi) **Inspection of documents by Members:** All relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available electronically for inspection without any fees by the Members from the date of circulation of this notice up to the last date specified for e-voting. Members seeking to inspect such documents can send an email to the Company Secretary of the Company at vijendras@rssoftware.co.in.

(vii) **Go Green Initiative:** The Company is sending Notices for General Meetings, Financial Statements, etc., through e-mail to Members whose e-mail IDs are registered with the RTA/Depository Participants. However, it is noticed that there are Members who have not registered their e-mail IDs with the Company. Consequently, the Company is unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013, Members holding Shares in physical form, if any, are requested to register their e-mail IDs with the Company's Registrar and Share Transfer Agents (RTA), i.e., CB Management Services Private Limited and Members holding Shares in demat mode who have still not registered their e-mail IDs are requested to register their e-mail IDs with their respective Depository Participants (DPs). Members whose e-mail IDs have undergone any change or whose IDs require any correction, may kindly update the same with their respective DPs or the RTA, as stated above.

General information and instructions relating to e-voting:

- I. The voting period begins on Wednesday, 21st February 2024 at 09:00 a.m. IST and ends on Thursday, 21st March 2024 at 5:00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Friday, 16th February 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** :Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins 21st February 2024 at 09:00 a.m. IST and ends on 21st March 2024 at 5:00 p.m. IST. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off 16th February 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during

	<p>the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is

	<p>available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant R S Software (India) Ltd. on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at goenkamohan@gmail.com and to the Company at the email address at; vijendras@rssoftware.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY'S RTA/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the **Company/RTA at email id: rta@cbmsl.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Statement pursuant to Sections 102 of the Companies Act, 2013

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aims to ensure transparency in the transactions entered into by the Company with its related parties from time to time. The provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time states that no company shall enter transaction with a Related Party except with the consent

of the Board and members of the Company provided that nothing shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis. The transaction with the related parties as per the resolution as mentioned in Item no. 1 is at arm's length basis and in the ordinary course of business of the Company.

SEBI vide its notification has come up with SEBI (LODR) (Sixth Amendment) Regulations, 2021, in regard to dealings & transactions with Related Party, enhancing the scope of related party, related party transactions (RPTs), revision in threshold for 'materiality', concept of material modifications etc, and 'prior' approval of shareholders for all such material RPTs & subsequent material modifications and the same is effective from 01.04.2022 onwards. Pursuant to Regulation 23(2) of SEBI (LODR) Regulations, 2015 and amendments thereof, all related party transactions shall require prior approval of the audit committee. Pursuant to the aforesaid amendments in the regulation, the existing Policy on Related Party Transactions is hereby amended and the same is effective from 01.04.2022. Also, SEBI had laid down the information to be placed before Audit committee and shareholders for consideration of Related Party Transactions and disclosures thereon.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company entered into contracts or arrangements with its "Related Party" as mentioned in Resolution in Item No.1 in the ordinary course of its operations at arm's length basis. These transactions are estimated to exceed the specified limit in the future course of action detailed in the table forming part of this explanation which may likely exceed 10% of the Annual Turnover of the Company as per the last audited financial statements of the Company as well as the limits duly approved earlier by the Audit Committee and shareholders of the Company. Thus, this transaction can qualify under material related party transactions in future. Accordingly, approval of the shareholders of the Company is sought for material related party transactions entered or to be entered with related parties by passing an Ordinary Resolution.

The proposed transaction involves entering into an Agreement ("Agreement") with PAYPERMINT PRIVATE LIMITED (PPL), details of which have been presented to the shareholders for their consideration;

The Agreement aims to facilitate the assignment and enhancement of the PAYABBHI platform owned by PPL, thereby enabling the Company to expand its digital payment solutions in the global market. PAYABBHI is a payment platform developed and operated by PPL, specializing in providing payment aggregation services. The platform serves as a solution for digital payment processing, offering features such as real-time payments,

The Company has evaluated the PAYABBHI platform and determined that it aligns with the Company's strategic objectives, offering scalability and potential for global market penetration with further enhancements.

The terms of the Agreement have been thoroughly evaluated by the Board of Directors, and it has been determined that the transaction is in the best interest of the Company and its shareholders, being conducted at arm's length and in the ordinary course of business;

The key details as envisaged under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Boards and its Powers) Rules, 2014 including amendments thereto and Regulation 23 of SEBI Listing Regulations read with SEBI Circular Dated 22nd November, 2021 are as below:-

Sl. No.	Particulars	Details	Details
1.	Name of Related Party	PAYPERMINT PRIVATE LIMITED (PPL)	
2.	Name of Related Party (if any)	Mr. Rajnit Rai Jain- Promoter Mrs. Sarita Jain - Promoter	
3.	Nature of Relationship including nature of its concern or interest (financial or otherwise);	PPL is a Subsidiary of the Company.	
4.	Nature/Type and particulars of the Contract/Transaction	The proposed transaction involves entering into an Assignment Agreement ("Agreement") with PAYPERMINT PRIVATE LIMITED	
5.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which aims to facilitate the assignment and enhancement of the PAYABBHI platform owned by PAYPERMINT PRIVATE LIMITED, thereby enabling the Company to expand its digital payment solutions in the global market	

6.	Manner of determining price and other commercial terms, both included as part of contract and not considered as part of the contract	Arm's Length Price basis only.
7.	Tenure of the proposed transaction	This resolution approves a contract with multiple proposed future transaction with PAYPERMINT PRIVATE LIMITED, effective until the termination of the contract.
8.	Value of the proposed transaction	This resolution seeks prior approval from the shareholders before entering into the aforementioned Agreement. Given the potential for the value of the transaction to exceed the specified materiality threshold in the future, this approval is sought as a matter of abundant caution. It is proposed that the Company shall pay a fee of 20% to PPL on the sale of the First License by the Company, and 45% on each subsequent License sold by the Company, as consideration for the assignment and licensing of the PAYABBHI platform under this agreement. These fees will be payable by the Company to the PPL after receiving the license fee from its customers. The exact value of the fee payable by the company to PPL will depend on the Licensee fee receivable by the company from its clients, as the licensing fee payable to PPL shall be calculated on a percentage basis of the same.
9.	Whether in Ordinary Course of Business	Yes
10.	Whether at Arm's Length basis	Yes
11.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable.

	<p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	
12.	<p>Justification as to why the proposed RPT is in the interest of the listed entity</p>	<p>The Proposed contract will boost the business of the company. The agreement provides assurance of repetitive income through enhancement by the company, of the PAYABBHI platform owned by PPL. This enables the company to extend its digital payment solutions into the global market. It is pertinent to note that these transactions are conducted in the ordinary course of business of the Company and are negotiated at arm's length.</p>

13.	Any other information relevant or important for the members to take decision on the proposed resolution / Any other information that may be relevant	NIL
-----	--	-----

The Audit Committee and the Board of Directors have approved the proposed related party transaction which was placed before them in their meeting held on 25th January 2024. Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommended the resolution(s) at Item No. 1 of the Notice for approval of Members as an Ordinary Resolution in terms of the Act and the SEBI (LODR) Regulations, 2015.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 1 of the accompanying Notice, whether the entity is related party to the transaction or not.

None of the Independent Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution. In addition to the above, none of the Promoters of the Company holds any shareholding interest in Paypermint Private Limited except Mr. Rajnit Rai Jain.

By Order of the Board

For **R S SOFTWARE (INDIA) LTD.**

Date: 25th January 2024
Place: Kolkata

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