

July 26, 2023

The General Manager
Department of Corporate Services,
Bombay Stock Exchange Ltd.,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Company Code: 517447

The Vice President
National Stock Exchange of India Limited,
Listing Compliance
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400061
Company Code: RSSOFTWARE

Dear Sirs,

Sub: AGM Proceedings & Scrutinizer's Report on 35th Annual General Meeting of the Company.

This is to inform you that the 35th Annual General Meeting of the Company has been duly convened and held on Wednesday, the 26th day of July, 2023 through VC/ OAVM.

In this regard, please find enclosed the following:

1. Scrutinizer Report dated July 26, 2023, pursuant to Section 108 of the Companies Act, 2013.
2. The Gist of the Proceedings of Annual General Meeting held on 26th July 2023.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For R S Software (India) Ltd.

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

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 #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



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

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 26th day of July, 2023 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) revoting 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 25, 2023 ("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 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 26th day of July, 2023 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 25, 2023. 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 19, 2023 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, 23th July, 2023 (9:00 A.M. IST) till Tuesday, 25th July, 2023 (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 two 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 75 members have casted their votes through remote e-voting facility and 5 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, 2023 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, 2023 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	68	10899215	68	10899215	99.9946
Dissent	7	584	7	584	0.0054
Total	75	10899799	75	10899799	100.00
Abstain / Invalid	-	-	-	-	-



Item No. 2 - Ordinary Resolution :

To appoint a Director in place of Mrs. Sarita Rai Jain (holding DIN: 00206743), 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	63	435156	63	435156	98.2367
Dissent	10	7811	10	7811	1.7633
Total	73	442967	73	442967	100.00
Abstain / Invalid	-	-	-	-	-

**Mrs Sarita Jain and her spouse Mr. Rajnit rai jain being interest in the said resolution, so their votes have not been taken into account.*

Item No. 3 – Special Resolution :

To re-appoint Mr. Rajnit Rai Jain (holding DIN: 00122942) as Chairman and Managing Director.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	64	441956	64	441956	99.7718
Dissent	9	1011	9	1011	0.2282
Total	73	442967	73	442967	100.00
Abstain / Invalid	-	-	-	-	-

**Mr. Rajnit Rain Jain and his spouse Mrs. Sarita Jain being interest in the said resolution, so their votes have not been taken into account.*

8. Based on the foregoing, the resolution no.(s) 1 to 3 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 Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Place : Kolkata
Date : 26.07.2023



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: 2023.07.26
18:25:14 +05'30'

[M R Goenka]
Partner

C P No.: 2551
UDIN No.: F004515E000682544

R S SOFTWARE (INDIA) LIMITED**PROCEEDINGS OF THE THIRTY-FIFTH ANNUAL GENERAL MEETING**

The Thirty Fifth 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, 26th July 2023. The meeting started at 11.30 A.M. and concluded at 12:38 P.M. (IST)

Mr. Rajnit Rai Jain, Chairman and Managing Director, 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 Four (4) 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 75 (Seventy-Five).

The Chairman read out the Chairman Speech.

The Chairman 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 23, 2023 at 9.00 a.m. and ends on Tuesday, July 25, 2023 at 5.00 p.m. in proportion to their shareholding as on the cut-off date July 19, 2023 and further, the facility to vote on resolutions through electronic voting system at the meeting was made available

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 #101,
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
Paypermint Pvt. Limited, India

to the members who participated in the meeting and had not cast their votes through remote e-voting.

With the consent of the shareholders, the Notice convening the AGM was taken as read. The Chairman also informed that the Statutory Auditor's Report and Secretarial Auditors Report for the Financial year ended 31st March 2023 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. The Chairman then, requested the Company Secretary to allow the registered Speakers to raise their queries / questions/ concerns if any, in respect of the business transacted at the Meeting.

The Company Secretary then invited the Speakers one by one to give their speeches virtually. Then clarifications were provided to the queries raised by the Speakers.

The Chairman 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 35th 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, 2023.
2. To appoint a director in place of Mrs. Sarita Rai Jain (DIN 00206743), who retires by rotation and being eligible, seeks re- appointment.
3. To re-appoint Mr. Rajnit Rai Jain (holding DIN: 00122942) as Chairman and Managing Director of the Company.

The Chairman 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 in the website of the Company.

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

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



The Meeting concluded at 12:38 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 vote.

Thanking you,

Yours Sincerely,

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

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

Date: 26th July 2023

Place: Kolkata