

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: **Delayed Submission of Proceedings of General Meeting held on 10<sup>th</sup> July 2024**

We refer to the e-mail dated July 12, 2024, received from BSE Ltd on the subject matter.

As per the provisions of Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twelve hours from the occurrence of event or information.

In this regard we humbly submit that the 36<sup>th</sup> Annual General Meeting of the Company was held on 10<sup>th</sup> July 2024 through VC/OAVM and one same date we uploaded the Voting Results as per Regulation 44 (3) of SEBI (LODR) Regulations 2015 in the relevant websites of the Stock Exchanges, but the submission of the Proceedings of General Meeting as per the provisions of Regulation 30(6) not later than twelve hours from the closure of the Annual General Meeting was submitted on 11<sup>th</sup> July 2014 morning due to inadvertent omission /oversight by us.

We sincerely apologies for this and request you to kindly condone this inadvertent Omission.

Thanking you,

Yours faithfully,  
**For R S Software (India) Limited**

**Vijendra Kumar Surana**  
**CFO & Company Secretary**

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

**Corporate Office**

A-2, FMC Fortuna, 234/3A,  
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Board: +91 33 2287 5746 | +91 33 2281 0106  
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**Subsidiaries:**

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

**R S SOFTWARE (INDIA) LIMITED****GIST OF PROCEEDINGS OF THE THIRTY-SIXTH ANNUAL GENERAL MEETING HELD ON 10<sup>TH</sup> 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, 10<sup>th</sup> 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.

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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 31<sup>st</sup> 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 36<sup>th</sup> 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:** 10<sup>th</sup> July 2024

**Place:** Kolkata