

August 11, 2021

The Asst. General Manager

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

Dear Sir,

Sub: AGM Proceedings & Scrutinizer's Report on 33rd Annual General Meeting of the Company.

This is to inform you that the 33rd Annual General Meeting of the Company has been duly convened and held on Tuesday, the 10th day of August, 2021 through VC/ OAVM.

In this regard, please find enclosed the following:

1. Consolidated Scrutinizer Report dated August 11, 2021, pursuant to Section 108 of the Companies Act, 2013.
2. The Proceedings of Annual General Meeting held on 10th August 2021.

This is for your kind information and records.

Yours faithfully,

For R S Software (India) Limited

A handwritten signature in blue ink, appearing to read 'Vijendra Surana', with a horizontal line extending to the right.

Vijendra Surana
CFO & Company Secretary

Encl.: As above

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

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US Office

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Subsidiaries:

Responsive Solutions Inc., California, US
R.S. Software (Asia) Pte. Limited, Singapore, Asia
Paypermint Pvt. Limited, India

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 the 33rd (Thirty Third) Annual General Meeting (AGM) of the Members of R.S. Software (India) Limited (CIN: L72200WB1987PLC043375), held on Tuesday, the 10th day of August, 2021 at 5.30 P.M 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 M R & 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) remote e-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated May 19, 2021 ("Notice") issued in accordance with General Circular Nos. 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April, 2020, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Thirty-third Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Tuesday, 10th August 2021 at 5:30 P.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 33rd Annual General Meeting of the Members of the Company dated May 19, 2021. 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 33rd AGM of the Company, based on the report generated from the e-voting system provided by Central Depository Services 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.

Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com



Mobile No. 9831074332

Phone No : 2237 9517

3. The Members holding equity shares as on the "cut-off date" i.e. August 3, 2021 were entitled to vote on the resolutions proposed in the Notice calling the 33rd 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, the remote e-voting facility was kept open from Saturday, August 7, 2021 (9:00 a.m.) till Monday, August 9, 2021 (5.00 p.m.) and pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM 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 Limited (CDSL).
5. After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witness 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, 57 members have casted their votes through remote e-voting platform and 7 members have casted their votes through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the Annual General Meeting, 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, 2021 and the Reports of the Board of Directors (the 'Board') and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Report of Auditors thereon.

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Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	61	11075635	61	11075635	100.00
Dissent	3	5	3	5	0.00
Total	64	11075640	64	11075640	100.00
Abstain / Invalid	0	0	-	-	-

Item No. 2 - Ordinary Resolution :

To appoint a director in place of Mrs. Sarita 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 during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	58	10665432	58	10665432	99.59
Dissent	5	43664	5	43664	0.41
Total	63	10709096	63	10709096	100.00
*Abstain / Invalid	1	366544	1	366544	-

*Mrs. Sarita Jain, being interested in the capacity as appointee, so the votes had been taken into abstained.

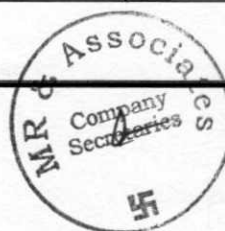
Item No. 3 - Ordinary Resolution :

To re-appoint M/s Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E) as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	59	11073837	59	11073837	99.98
Dissent	5	1803	5	1803	0.02
Total	64	11075640	64	11075640	100.00
Abstain / Invalid	0	0	-	-	-

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Mobile No.9831074332
Phone No : 2237 9517

Item No. 4 - Special Resolution :

To appoint Mr. Lakshmanan Narayan (DIN 01582059) as a Director of the Company.

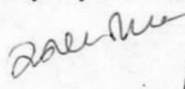
Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	60	11075489	60	11075489	100.00
Dissent	4	151	4	151	0.00
Total	64	11075640	64	11075640	100.00
Abstain / Invalid	0	0	-	-	-

9. Based on the foregoing, the resolution no.(s) 1 to 4 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.

Thanking You,

For MR & Associates
Company Secretaries


M R Goenka
Partner
CP No: 2551
UDIN No. F004515C000766496



Date: 11.08.2021
Place: Kolkata

Countersigned by:-

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R S SOFTWARE (INDIA) LIMITED**GIST OF PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING HELD ON AUGUST 10, 2021**

The Thirty Third 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 Tuesday, 10th August, 2021. The meeting started at 5.30 PM (IST) and concluded at 6:50 PM (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 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 attended the meeting was Sixty-Three (63).

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 Saturday, August 7, 2021 (9:00 a.m.) till Monday, August 9, 2021 (5.00 p.m.) in proportion to their shareholding as on the cut-off date 3rd August, 2021 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 cast their votes through remote e-voting.

The Chairman also informed that the Auditor's Report for the year ended 31st March, 2021 did not have any qualifications, observations, or comments on financial transactions, which had any adverse effect on the functioning of the Company. Therefore, in terms of Section 145 of the Companies Act, 2013, 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/ suggestions 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. Then clarifications were provided to the queries raised by the Speakers.

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

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

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Subsidiaries:

Responsive Solutions Inc., California, US
R.S. Software (Asia) Pte. Limited, Singapore, Asia
Paypermint Pvt. Limited, India

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 33rd 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, 2021.
2. To appoint a director in place of Mrs. Sarita Jain (holding DIN 00206743), who retires by rotation and being eligible, seeks re- appointment.
3. To re-appoint M/s. Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E) as the statutory Auditors of the Company and to fix their remuneration.
4. To appoint Mr. Lakshmanan Narayan (DIN 01582059) as a 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 on 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 6:50 PM with a Vote of Thanks to the Chair.

Thanking you,

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

A handwritten signature in blue ink, appearing to read "Vijendra Surana", with a horizontal line extending to the right.

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

Date: 10th August, 2021

Place: Kolkata