

July 23, 2025

**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 37th Annual General Meeting of the Company held on 23<sup>rd</sup> July 2025.**

This is to inform you that the 37th Annual General Meeting of the Company has been duly convened and held on Wednesday, the 23<sup>rd</sup> day of July 2025 through VC/ OAVM.

In this regard, please find enclosed the following:

1. Scrutinizer Report dated July 23, 2025, pursuant to Section 108 of the Companies Act, 2013.
2. The Gist of the Proceedings of the Annual General Meeting held on 23<sup>rd</sup> July 2025.

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

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**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 23<sup>rd</sup> day of July, 2025 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 30, 2025 ("Notice") issued in accordance with circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time as stated in the notice 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 23<sup>rd</sup> day of July, 2025 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 30, 2025. 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 16, 2025 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, 20<sup>th</sup> July, 2025 (9:00 A.M. IST) till Tuesday, 22<sup>nd</sup> July, 2025 (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 41 members have cast their votes through remote e-voting facility and 48 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, 2025, 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, 2025, and the Report of the Auditors thereon.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	72	10940369	8	167879	80	11108248	99.97
Dissent	9	3420	0	0	9	3420	0.03
<b>Total</b>	<b>81</b>	<b>10943789</b>	<b>8</b>	<b>167879</b>	<b>89</b>	<b>11111668</b>	<b>100.00</b>
Abstain / Invalid	0	0	0	0	-	-	-



**Item No. 2 - Ordinary Resolution:**

To appoint a director in place of Mr. Rajnit Rai Jain (DIN 00122942), who retires by rotation and being eligible, seeks re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	71	793741	8	167879	79	961620	99.65
Dissent	9	3420	0	0	9	3420	0.35
Total	80	797161	8	167879	88	965040	100.00
Abstain / Invalid	1	10146628	0	0	-	-	-

\*Mr. Rajnit Rai Jain being interested in the said resolution, so his votes have not been taken into account.

**Item No. 3 – Ordinary Resolution:**

To appoint a director in place of Mrs. Sarita Jain (DIN 00206743), who retires by rotation and being eligible, seeks reappointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	70	10573625	8	167879	78	10741504	99.97
Dissent	10	3620	0	0	10	3620	0.03
Total	80	10577245	8	167879	88	10745124	100.00
Abstain / Invalid	1	366544	0	0	-	-	-

\*Mrs. Sarita Jain being interested in the said resolution, so her votes have not been taken into account.

**Item No. 4 – Ordinary Resolution:**

To appoint M/s MR & Associates (Firm Registration No: P2003WB008000) as the Secretarial Auditor of the company and to fix their remuneration.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	72	10940369	8	167879	80	11108248	99.97
Dissent	9	3420	0	0	9	3420	0.03
Total	81	10943789	8	167879	89	11111668	100.00
Abstain / Invalid	0	0	0	0	-	-	-



**Item No. 5 – Special Resolution:**

To approve of the Company's Employees Stock Option Scheme 2025 (ESOP Scheme 2025) to employees of the company.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	70	10937169	8	167879	78	11105048	99.94
Dissent	11	6620	0	0	11	6620	0.06
<b>Total</b>	<b>81</b>	<b>10943789</b>	<b>8</b>	<b>167879</b>	<b>89</b>	<b>11111668</b>	<b>100.00</b>
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 6 – Special Resolution:**

To Approve of the Company's Employees Stock Option Scheme 2025 (ESOP Scheme 2025) to employees of the Subsidiary Companies working in India and abroad.

Particulars	No. of votes contained in						Percen- -tage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	69	10935350	8	167879	77	11103229	99.92
Dissent	12	8439	0	0	12	8439	0.08
<b>Total</b>	<b>81</b>	<b>10943789</b>	<b>8</b>	<b>167879</b>	<b>89</b>	<b>11111668</b>	<b>100.00</b>
Abstain / Invalid	0	0	0	0	-	-	-

8. Based on the foregoing, the resolution no.(s) 1 to 6 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.

**For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 5598/2024**

Place: Kolkata  
Date: 23.07.2025



Mohan  
Ram  
Goenka

Digitally signed by  
Mohan Ram  
Goenka  
Date: 2025.07.23  
16:55:05 +05'30'

**[M R Goenka]  
Partner**

**C P No.: 2551  
UDIN No.: F004515G000846015**

## **GIST OF PROCEEDINGS OF THE THIRTY SEVENTH ANNUAL GENERAL MEETING HELD ON 23<sup>RD</sup> JULY 2025 THROUGH VC/OAVM.**

The Thirty Seventh 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, 23<sup>rd</sup> July 2025. The meeting started at 11.30 A.M.

The Company Secretary informed that” the quorum of the meeting is present in accordance with the provisions of Article 68 of the Articles of Association and that it is exactly 11:30 a.m. Since the requisite quorum is present to declare the meeting open and announce:

“The Annual Report containing the Notice, Directors Report and Audited Financial Statements of the Company for the financial year ending 31<sup>st</sup> March 2025 along with Directors’ Report and Auditor’s Reports thereon along with relevant annexures have already been dispatched through e-mail to the Members.”

The Secretary requests the Chairman, to proceed with the Meeting”.

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 Six (6) 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).

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

### **Corporate Office**

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### **Subsidiaries:**

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

The Mr. Rajasekhar Ramaraj, the Chairman, read out the Speech and Mr. Rajnit Rai Jain, CEO & Managing Director addressed the Members of the Company which included highlights on business performance, growth opportunities, outlook, etc.

The Mr. Rajnit Rai Jain, CEO & Managing Director, requested the Company Secretary for carrying out further proceedings.

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 2025 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 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 20, 2025 at 9.00 a.m. to Tuesday, July 22, 2025 at 5.00 p.m. in proportion to their shareholding as on the cut-off date July 16, 2025 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.

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, Partner, MR & Associates as the Scrutinizer for the purpose of scrutinizing the electronic voting process (Remote e-voting as well as e-voting during the Annual General Meeting electronically) in a fair and transparent manner.

The following items of business as set out in the Notice convening the 37th 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, 2025.

2. To appoint a director in place of Mr. Rajnit Rai Jain (DIN 00122942), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint a director in place of Mrs. Sarita Jain (DIN 00206743), who retires by rotation and being eligible, seeks reappointment.
4. Appointment of Secretarial Auditor of the Company and fix their remuneration
5. To approve of the Company's Employees Stock Option Scheme 2025 (ESOP Scheme 2025) to employees of the Company
6. To approve of the Company's Employees Stock Option Scheme 2025 (ESOP Scheme 2025) to employees of the Subsidiary Companies working in India and abroad.

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 1:10 P.M. with a vote of thanks to the Chairman

The Chairman informed that the e-voting facility was enabled for the next 15 minutes after the conclusion of meeting for those members who have not yet casted their votes.

All the resolutions as set forth in the 37th AGM notice are deemed to be passed on July 23, 2025, subject to receipt of requisite majority.

This is for your information and records.

Thanking you,

Yours Sincerely,

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

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

**Date:** 23.07.2025

**Place:** Kolkata