

August 12, 2022

**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

Dear Sir,

Sub: **AGM Proceedings & Scrutinizer's Report on 34<sup>th</sup> Annual General Meeting of the Company.**

This is to inform you that the 34<sup>th</sup> Annual General Meeting of the Company has been duly convened and held on Friday, the 12<sup>th</sup> day of August, 2022 through VC/ OAVM.

In this regard, please find enclosed the following:

1. Consolidated Scrutinizer Report dated August 12, 2022, pursuant to Section 108 of the Companies Act, 2013.
2. The Gist of the Proceedings of Annual General Meeting held on 12<sup>th</sup> August 2022.

This is for your kind information and records.

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



**Vijendra 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  
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 Friday, the 12th day of August, 2022 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 22, 2022 ("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 Friday, the 12th day of August, 2022 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 22, 2022. 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 National Securities Depository Limited (NSDL), 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. August 05, 2022 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 Tuesday, 9<sup>th</sup> August, 2022 (9:00 A.M. IST) till Thursday, 11<sup>th</sup> August, 2022 (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 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 68 members have casted their votes through remote e-voting facility and 4 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, 2022 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, 2022 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	59	10846018	59	10846018	99.8955
Dissent	13	11344	13	11344	0.1045
Total	72	10857362	72	10857362	100.00
Abstain / Invalid	0	0	-	-	-



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

To appoint a Director in place of Mr. Rajnit Rai Jain (holding DIN: 00122942), 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	59*	757010*	59	757010	98.6881
Dissent	12	10064	12	10064	1.3119
Total	71	767074	71	767074	100.00
Abstain / Invalid	0	0	-	-	-

\*Mr Rajnit Rai jain being interest in the said resolution, so his votes has been not taken into account.

**Item No. 3 - Ordinary Resolution :**

To appoint M/S Chaturvedi & Company (Registration No. 302137E) as the Statutory Auditor of the Company and to fix their remuneration.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	58	10838855	58	10838855	99.8295
Dissent	14	18507	14	18507	0.1705
Total	72	10857362	72	10857362	100.00
Abstain / Invalid	0	0	-	-	-

**Item No. 4(a) – Special Resolution :**

To approve the Company's Employees Stock Option Scheme 2022 (ESOP Scheme 2022) to employees of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	58	10846012	58	10846012	99.8955
Dissent	14	11350	14	11350	0.1045
Total	72	10857362	72	10857362	100.00
Abstain / Invalid	0	0	-	-	-





**R S SOFTWARE (INDIA) LIMITED****GIST OF PROCEEDINGS OF THE THIRTY FOURTH ANNUAL GENERAL MEETING HELD ON 12<sup>TH</sup> AUGUST THROUGH VC / OAVM.**

The Thirty Fourth 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 Friday, 12th August 2022. The meeting started at 11.30 A.M. and concluded at 12:21 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. 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 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 Tuesday, August 9, 2022 at 9.00 a.m. and ends on Thursday, August 11, 2022 at 5.00 p.m. in proportion to their shareholding as on the cut-off date August 5, 2022 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.

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

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**Subsidiaries:**

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

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 31<sup>st</sup> March 2022 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 the 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 34<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, 2022.
2. To appoint a Director in place of Mr. Rajnit Rai Jain (holding DIN 00122942), who retires by rotation and being eligible, seeks re- appointment.
3. To appoint M/s Chaturvedi & Company, Chartered Accountants (Registration No. 302137E) as the statutory Auditors of the Company for five consecutive years and to fix their remuneration.
- 4(a). To approve of the Company's Employees Stock Option Scheme 2022 (ESOP Scheme 2022) to employees of the Company.
- 4(b). To approve of the Company's Employees Stock Option Scheme 2022 (ESOP Scheme 2022) to employees of the Subsidiary Companies working in India and abroad.

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 upon completion of e-voting.

The e-voting facility was kept open for next 15 minutes to enable the members to cast their vote

The Meeting concluded at 12:21 P.M. with a vote of thanks to the Chairman.

Thanking you,

Yours Sincerely,

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

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

**Date:** 12<sup>th</sup> August 2022

**Place:** Kolkata