July 23, 2026

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 38th Annual General Meeting of the Company held on 23rd July 2026.**

This is to inform you that the 38th Annual General Meeting of the Company has been duly convened and held on Thursday, the 23rd day of July 2026 through VC/ OAVM. The meeting started at 11:30 AM and concluded at 1:29 PM.

In this regard, please find enclosed the following:

1. Scrutinizer Report on E-voting dated July 23, 2026, pursuant to Section 108 of the Companies Act, 2013.

2. The Gist of the Proceedings of the Annual General Meeting held on 23rd July 2026.

This is for your kind information and records.

Thanking you,

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

Vijendra Kumar Surana
Digitally signed by Vijendra Kumar Surana
Date: 2026.07.23 18:40:32 +05'30'

Vijendra Kumar Surana
CFO & Company Secretary

Encl.: **As above**

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, Illford,
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

CS

MR & Associates

COMPANY SECRETARIES
(Peer Reviewed Firm)

46, B. B. Ganguly Street, 406, Kolkata - 700 012
Tel No: 033 2237 9517 / 4007 7907
Email : mrasso1996@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 Thursday, the 23rd day of July, 2026 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 May 7, 2026 ("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 Thursday, the 23rd day of July, 2026 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 May 7, 2026. 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, 2026 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.

MR & Associates Company Secretaries

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 Monday, 20th July, 2026 (9:00 A.M. IST) till Wednesday, 22nd July, 2026 (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 88 members have cast their votes through remote e-voting facility and 15 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:

<u>Item No. 1- Ordinary Resolution:</u>

To consider and adopt

a) The Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2026, 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, 2026, 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	79	10972390	15	127077	94	11099467	99.89
Dissent	9	11839	0	0	9	11839	0.11
Total	88	10984229	15	127077	103	11111306	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 2 - Ordinary Resolution:

To appoint a director in place of Mr. Rajasekar Ramaraj (DIN 00090279), who retires by rotation and being eligible, seeks re-appointment.

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	75	10600190	15	127077	90	10727267	99.89
Dissent	10	11939	0	0	10	11939	0.11
Total	85	10612129	15	127077	100	10739206	100.00
Abstain / Invalid	2	362400	0	0	-	-	-

**Mr Rajasekar Ramaraj 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 Mr. Richard Nicholas Launder (DIN 03375772), who retires by rotation and being eligible, seeks reappointment.

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	77	10962590	15	127077	92	11089667	99.89
Dissent	10	11939	0	0	10	11939	0.11
Total	87	10974529	15	127077	102	11101606	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 4 – Special Resolution:

Re-appointment the Mr. Rajnit Rai Jain (DIN 00122942) as a Chief Executive Officer & Managing Director 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	75	403418	15	127077	90	530495	97.80
Dissent	10	11939	0	0	10	11939	2.20
Total	85	415357	15	127077	100	542434	100.00
Abstain / Invalid	2	10559172	0	0	-	-	-

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

MR & Associates Company Secretaries

8. 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 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

Mohan Ram Goenka
Digitally signed by Mohan Ram Goenka
Date: 2026.07.23 16:59:26 +05'30'

Place: Kolkata
Date: 23.07.2026

MR & Associates Company Secretaries

[M R Goenka]
Partner
C P No.: 2551
UDIN No.: F004515H000924852

For R S Software (India) Ltd

Vijendra Kumar Surana
CFO & Company Secretary

R. S. SOFTWARE INDIA LTD. KOLKATA

GIST OF PROCEEDINGS OF THE THIRTY EIGHTH ANNUAL GENERAL MEETING HELD ON THURSDAY 23RD JULY 2026 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM").

The Thirty Eighth Annual General Meeting (AGM) of the Members of R S Software (India) Limited was duly convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Thursday, 23rd July 2026. The meeting started at 11.30 A.M.

Mr. Rajasekar Ramaraj, Chairman of the Company, chaired the proceedings of the meeting.

The requisite quorum being present, the Chairman called the meeting to order. The Registers and other statutory documents as required under the Companies Act, 2013 and referred to in the Notice convening the AGM were made available electronically for inspection by the Members throughout the Meeting. Since the Meeting was held through VC/OAVM in compliance with the applicable MCA and SEBI Circulars, the facility for appointment of proxies was not available.

The Meeting was attended by Five (5) Directors, the Chief Financial Officer (CFO) & Company Secretary, the Statutory Auditor, the Secretarial Auditor, and the Scrutinizer appointed for scrutinizing the remote e-voting and e-voting during the AGM. The Meeting was attended by Seventy-Five (75) Members.

The Chairman welcomed the Members and delivered his address, highlighting, inter alia, the Company's financial and operational performance during the financial year 2025-26, business outlook, growth opportunities and future strategies. Thereafter, the Chairman 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 to all the Members from Monday, July 20, 2026 at 9.00 A.M. (IST) to Wednesday, July 22, 2026 at 5.00 P.M. (IST) in proportion to their shareholding as on the cut-off date, Thursday, July 16, 2026. Members who had participated in the AGM and had not cast their votes through remote e-voting were also provided the facility to cast their votes electronically during the Meeting.

With the permission of the Members, the Notice convening the AGM was taken as read. The Company Secretary further informed the Members that the Statutory Auditor's Report on the Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2026 did not have any qualifications, observations, or comments on financial transactions, which had any adverse effect on the functioning of the Company, therefore, accordingly, the Auditor's Report was taken as read.

The Company Secretary then invited the Members who had registered themselves as Speakers to express their views and seek clarifications on the business items set out in the Notice. The queries raised by the Speaker Members were suitably responded to by the Chairman and the management. .

The Company Secretary informed the Members that Mr. Mohan Ram Goenka, Practicing Company Secretary (Membership No. FCS 4515; C.P. No. 2551), Partner, MR & Associates, had been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting conducted during the AGM in a fair and transparent manner.

The following items of business as set out in the Notice convening the 38th Annual General Meeting were placed before the Members for their consideration and approval:

1. **Ordinary Resolution:** Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	**No. of votes contained in**						**Percentage (%)**
	Remote E-Voting		**E-voting on date of AGM**		**Total**		
	No.	**Votes**	**No.**	**Votes**	**No.**	**Votes**	
Assent	79	10972390	15	127077	94	11099467	99.89
Dissent	9	11839	0	0	9	11839	0.11
Total	88	10984229	15	127077	103	11111306	100.00
Abstain / Invalid	0	0	0	0	-	-	-

2. **Ordinary Resolution:** Appointment Mr. Rajasekar Ramaraj (DIN 00090279), who retires by rotation and being eligible, offers himself for 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	75	10600190	15	127077	90	10727267	99.89
Dissent	10	11939	0	0	10	11939	0.11
Total	85	10612129	15	127077	100	10739206	100.00
Abstain / Invalid	2	362400	0	0	-	-	-

**Mr. Rajasekar Ramaraj being interested in the said resolution, so his votes have not been taken into account.*

3. **Ordinary Resolution:** Appointment of Mr. Richard Nicholas Launder (DIN 03375772), who retires by rotation and being eligible, offers himself for 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	77	10962590	15	127077	92	11089667	99.89
Dissent	10	11939	0	0	10	11939	0.11
Total	87	10974529	15	127077	102	11101606	100.00
Abstain / Invalid	0	0	0	0	-	-	-

4. **Special Resolution:** Re-appointment of Mr. Rajnit Rai Jain (DIN: 00122942) as the Chief Executive Officer & Managing Director of the Company.

Particulars	**No. of votes contained in**						**Percentage (%)**
	Remote E-Voting		**E-voting on date of AGM**		**Total**		
	No.	**Votes**	**No.**	**Votes**	**No.**	**Votes**	
Assent	75	403418	15	127077	90	530495	97.80
Dissent	10	11939	0	0	10	11939	2.20
Total	85	415357	15	127077	100	542434	100.00
Abstain / Invalid	2	10559172	0	0	-	-	-

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

The Company Sectary then informed the Members that the results of consolidated e-voting results along with the Scrutinizer's Report would be submitted to the Stock Exchanges where the Company's Equity Shares are listed and would also be made available on the Company's website within the prescribed timelines.

The Chairman authorized the Company Secretary to declare the results of E-voting and complete all related formalities.

The Company Secretary thanked all the Members and Corporate Representatives for their participation, suggestions, comments, and announced the meeting concluded.

The Meeting concluded at 1:29 P.M. with a vote of thanks to the Chairman.

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

All the resolutions as set forth in the 38th AGM notice shall be deemed to have been passed on July 23, 2026, subject to receipt of the requisite majority of vote.

This is for your information and records.

Thanking you,

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

Vijendra Kumar Surana

Digitally signed by Vijendra Kumar Surana
Date: 2026.07.23 18:41:21 +05'30'

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

Date: July 23, 2026
Place: Kolkata