R.S. Software (India) Limited
CIN: L72200WB1987PLC043375
E-mail Id: rscorp@rssoftware.co.in

November 16, 2026

Bombay Stock Exchange Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001
Kind Attn: General Manager
Compliance & Legal Regulatory

Company Code: 517447

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
Kind Attn: The Vice President
Listing & Compliance

Company Code: RSSOFTWARE

Dear Sirs,

Ref: ISIN: INE165B01029 – Ordinary Shares
Re: Holding of Postal Ballot

We refer to the Company's letter dated 3rd November 2026 on the subject matter.

We have completed despatch of Postal Ballot Notice today, i.e., on 16th November 2026 to the Shareholders of the Company whose names appeared in the Register of Members as on 12th November 2026 and who have registered their e-mail addresses with their respective Depository Participants (DPs) and / or with the Company / RTA.

We are now submitting the Notice of Postal Ballot along with the procedure of Remote E-voting in compliance with the Regulation 30 (Disclosure of Events or Information) and Regulation 44 (Voting by Shareholders) of SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,
For R S Software (India) Ltd
Vijendra Kumar Surana Digitally signed by Vijendra Kumar Surana Date: 2026.11.16 14:11:23 +05'30'
Vijendra Kumar Surana
CFO & Company Secretary

Encl: **As above**

R S SOFTWARE (INDIA) LTD.
CIN-L27100WB1979PLC032200
Regd. Office: A-2, 234/3A, ACHARYA JAGADISH CHANDRA BOSE ROAD KOLKATA-700020
Phone: +91 33 2287 5746/ 2281 0106, Fax: +91 33 2287 6256
Website: www.rssoftware.com; E-mail-VijendraS@rssoftware.co.in

NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Shareholder(s),

Notice is hereby given to the Members of R S Software (India) Limited (the "Company") pursuant to Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent relevant circulars, including General Circular No. 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs (collectively, the "MCA Circulars"), Secretarial Standard–2 on General Meetings ("SS-2"), Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), each as amended from time to time, that the Special Resolution set out below is proposed to be passed by postal ballot through remote electronic voting ("remote e-voting") only.

ITEM NO. 1: APPOINTMENT OF MR. BO MIKAEL LANGSETH NILSSON (DIN: 12003184) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY — SPECIAL RESOLUTION

The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons for the proposed Special Resolution, together with the director's particulars under Regulation 36(3) of the Listing Regulations and SS-2, forms part of this Postal Ballot Notice ("Notice").

In accordance with the MCA Circulars, voting on the proposed resolution shall take place only through remote e-voting. The Notice is being sent electronically to eligible Members whose e-mail addresses are registered with the Company, its Registrar and Share Transfer Agent ("RTA") or the Depository Participants / Depositories. Physical copies of the Notice, postal ballot forms and prepaid business reply envelopes are not being sent. Eligible Members whose e-mail addresses are not registered may follow the procedure in the Notes to receive the Notice and obtain access to e-voting.

The Board of Directors, at its meeting held on 28th October 2026, approved the postal ballot and appointed CS Mohan Ram Goenka (FCS No. 4515; C.P. No. 2551), Partner, MR & Associates, Practicing Company Secretaries, Kolkata, who has consented to act as the Scrutinizer to conduct the remote e-voting process in a fair and transparent manner.

The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide the remote e-voting facility. Members are requested to read the procedure and instructions set out in this Notice and communicate their assent (FOR) or dissent (AGAINST) through the CDSL e-voting system.

Members whose names appear in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as on Thursday, 12th November 2026 ("Cut-off Date") are entitled to vote. Voting rights shall be in proportion to the equity shares held in the paid-up equity share capital of the Company as on the Cut-off Date. Remote e-voting shall commence at 9:00 A.M. (IST) on Tuesday, 17th November 2026 and end at 5:00 P.M. (IST) on Wednesday, 16th December 2026. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

The CDSL e-voting module shall be disabled after the voting period closes. Once a Member confirms the vote on the resolution, the vote cannot subsequently be changed.

The resolution, if approved by the requisite majority, shall be deemed to have been passed on Wednesday, 16th December, 2026, being the last date of remote e-voting, as if it had been passed at a duly convened General Meeting of the Members.

The Scrutinizer will submit his report to the CFO & Company Secretary of the Company after completion of scrutiny of the postal ballots (through the e-voting process). The result shall be declared by 5:00 P.M. (IST) on or before Friday, 18th December 2026 at the Registered Office of the Company and through publication on the Company's website. The result and Scrutinizer's Report shall simultaneously be made available at https://www.rssoftware.com, on CDSL's website at https://www.evotingindia.com and on the notice board at the Registered Office and submitted to BSE Limited and National Stock Exchange of India Limited.

Members are requested to consider the resolution and the accompanying Explanatory Statement and record their assent or dissent through remote e-voting within the stipulated period.

Special Business:

ITEM NO. 1: APPOINTMENT OF MR. BO MIKAEL LANGSETH NILSSON (DIN: 12003184) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY — SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Bo Mikael Langseth Nilsson (DIN: 12003184), who was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from 28th October, 2026 under Section 161(1) of the Act, who is eligible for appointment, has consented to act as a Director, has submitted the requisite declaration of independence and in respect of whom a notice in writing under Section 160 of the Act proposing his candidature has been received, be and is hereby appointed as a Non-Executive Independent Director of the Company for the first term of five [5] consecutive years commencing from 28th October, 2026 up to 27th October 2031 (both days inclusive), and his office shall not be liable to retirement by rotation".

"RESOLVED FURTHER THAT the Board of Directors (including any duly authorised Committee thereof) and the CFO & Company Secretary be and are hereby severally authorised to issue the letter of appointment on the terms approved by the Members, complete the requisite filings, make the necessary disclosures and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

Registered Office:

"FMC FORTUNA", 1st Floor, A-2, 234/3A, A.J.C. Bose Road,

Kolkata – 700 020

Date: 28th October, 2026
Place: Kolkata
By Order of the Board
For R S Software (India) Limited

Sd/-

Vijendra Kumar Surana

CFO & Company Secretary
Membership No. 11559

Notes:

1. The Explanatory Statement under Sections 102 and 110 of the Act, explaining the material facts and reasons for the business, and the particulars required under Regulation 36(3) of the Listing Regulations and SS-2, are annexed to this Notice.
2. The Notice will be dispatched by e-mail on Monday, 16th November 2026 to Members whose names appear in the Register of Members / Register of Beneficial Owners as on Thursday, 12th November 2026 and whose e-mail addresses are registered with the Company / RTA / Depository Participants.
3. This postal ballot is being conducted through remote e-voting only under the MCA Circulars. No physical meeting is being convened. Accordingly, attendance slips, proxy forms and a route map do not accompany the Notice. Physical postal ballot forms will not be accepted.
4. The resolution, if approved by the requisite majority, shall be deemed to have been passed on Wednesday, 16th December 2026. The text of the resolution circulated for postal ballot cannot be amended or modified by Members.
5. The Notice is available on the Company's website at https://www.rssoftware.com, the websites of BSE Limited at https://www.bseindia.com and National Stock Exchange of India Limited at https://www.nseindia.com, and CDSL's website at https://www.evotingindia.com.

   The declared result, including the votes cast in favour and against, invalid votes, if any, and whether the resolution has been carried, together with the Scrutinizer's Report, shall also be displayed for at least three days at the Registered Office and the Head / Corporate Office, if situated elsewhere.
6. In case of joint holders, the Member whose name appears first in the Register of Members / Register of Beneficial Owners shall be entitled to vote, to the exclusion of the other joint holders.

7. Institutional / corporate Members and custodians shall upload or send the Board Resolution / authority letter authorising their representative to vote, together with the attested specimen signature of the authorised signatory, to the Scrutinizer at goenkamohan@gmail.com, with a copy to vijendras@rssoftware.co.in, in the manner described in the e-voting instructions.
8. Members are requested to notify changes in their address, e-mail address, mobile number, PAN and bank details to their Depository Participants for dematerialised holdings and to the RTA, MUFG Intime India Private Limited, Rasoi Court, 5th Floor, 20 Sir R N Mukherjee Road, Kolkata – 700001; e-mail: kolkata@in.mpms.mufg.com; telephone: 033-69066200, for physical holdings.
9. Members holding shares in physical form who have not registered their e-mail addresses may send a signed request stating their name, folio number, postal address and e-mail address, together with a scanned copy of the share certificate and self-attested PAN and address proof, to kolkata@in.mpms.mufg.com, with a copy to vijendras@rssoftware.co.in. Members holding shares in dematerialised form should register / update their e-mail address and mobile number with their respective Depository Participant. Eligible Members may contact the Company / CDSL for the Notice and access credentials; registration of an e-mail address does not alter eligibility fixed on the Cut-off Date.
10. Members holding shares in physical form may update their PAN and other KYC particulars with the RTA using the applicable SEBI-prescribed forms available at https://in.mpms.mufg.com. Members holding shares in dematerialised form should update these particulars with their Depository Participants.
11. The Scrutinizer shall unblock the votes after remote e-voting closes in the presence of at least two witnesses not in the employment of the Company and scrutinise the votes cast through the CDSL system. He shall submit his report to the Chairman or a person authorised by him in writing on or before Friday, 18th December 2026, so that the result can be declared in accordance with the schedule stated in this Notice.
12. The Company shall submit the voting results in the prescribed format and the Scrutinizer's Report to BSE Limited and National Stock Exchange of India Limited on or before Friday, 18th December, 2026, and in any event within two working days of the conclusion of remote e-voting under Regulation 44(3) of the Listing Regulations. The result shall be published on the Company and CDSL websites immediately upon declaration.
13. For e-voting queries, contact CDSL at helpdesk.evoting@cdslindia.com or toll-free number 1800 21 09911. Members may also contact Mr. Vijendra Kumar Surana, CFO & Company Secretary, at vijendras@rssoftware.co.in or telephone 033-22876254 / 6255 / 5746, or write to the Registered Office.

A. CDSL e-Voting System — Remote e-voting for Postal Ballot

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

Electronic Voting Sequence Number (EVSN): 261104004

The voting period begins at 9:00 A.M. (IST) on Tuesday, 17th November 2026 and ends at 5:00 P.M. (IST) on Wednesday, 16th December 2026. During this period, shareholders of the Company holding shares in physical or dematerialised form as on the Cut-off Date, Thursday, 12th November 2026, may cast their votes electronically. CDSL shall disable the e-voting module after the aforesaid closing date and time.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 read with Regulation 44 of the Listing Regulations, individual shareholders holding securities in dematerialised form may access remote e-voting through their demat accounts / depository / Depository Participant login, without separately registering with each e-voting service provider.

Step 1: Access through the CDSL / NSDL depository system for individual shareholders holding shares in dematerialised form

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method

Individual Shareholders holding securities in Demat mode with CDSL Depository

Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository

If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through the CDSL e-voting system for physical shareholders and non-individual shareholders holding shares in dematerialised form

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website www.evotingindia.com. Click on "Shareholders" module. Now enter your User ID; For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for R S Software (India) Limited to vote on the resolution set out in this Postal Ballot Notice.

On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution, and option NO implies that you dissent to the Resolution.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, non-individual shareholders who have voted from the individual tab and have not uploaded their authority documents in the CDSL system shall send the relevant Board Resolution / authority letter, together with the attested specimen signature of the authorised signatory, to the

Scrutinizer at goenkamohan@gmail.com and to the Company at vijendras@rssoftware.co.in for verification.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. Physical shareholders: Please provide your folio number, name, scanned share certificate (front and back), self-attested PAN and Aadhaar / applicable address proof by e-mail to the RTA at kolkata@in.mpms.mufg.com, with a copy to vijendras@rssoftware.co.in, to register your e-mail address and obtain voting access.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. Individual demat shareholders: Update your e-mail address and mobile number with your Depository Participant; these details are required to access remote e-voting through the depository system.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800 21 09911.

B. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- The draft letter of appointment, the consent and declarations furnished by Mr. Bo Mikael Langseth Nilsson, the notice received under Section 160 and the other documents referred to in this Notice and Explanatory Statement shall be available for inspection without fee during business hours at the Registered Office on working days, and electronically upon a request to vijendras@rssoftware.co.in, from the date of dispatch of this Notice until the close of remote e-voting. The request should state the Member's name and folio number / DP ID and Client ID.

C. GENERAL INFORMATION FOR SHAREHOLDERS

- Members holding shares in physical form should submit PAN / KYC updates to the RTA. Members holding dematerialised shares should submit updates to their Depository Participants.
- The facility of nomination is available to individual Members in accordance with applicable law. Members may contact their Depository Participant or RTA, as applicable, for the current prescribed forms and procedure.
- Members are requested to keep their e-mail address and mobile number updated with the Depository Participant / RTA so that electronic communications and voting access information can reach them promptly.

Statement pursuant to Section 102 of the Companies Act, 2013

In compliance with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the Special Resolution proposed in the Notice:

Item No. 1

Appointment of Mr. Bo Mikael Langseth Nilsson (DIN: 12003184) as a Non-Executive Independent Director

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on 28th October 2026 appointed Mr. Bo Mikael Langseth Nilsson (DIN: 12003184) as an Additional Director in the category of Non-Executive Independent Director with effect from that date, subject to approval of the Members. The Board also approved seeking Members' approval through postal ballot and recommends his appointment as a Non-Executive Independent Director for a first term of five [5] consecutive years commencing from 28th October 2026 up to 27th October 2031 (both days inclusive), and his office shall not be liable to retirement by rotation.

Mr. Bo Mikael Langseth Nilsson is a fintech entrepreneur and advisor with experience in payments, financial regulation, payment infrastructure, software-as-a-service and embedded banking. He founded November First A/S and served as its CEO from August 2011 to October 2024. His disclosed experience includes developing payment services and integration with enterprise and accounting systems, business development and execution of strategic transactions. He also served as a Board Member of Copenhagen Fintech from April 2021 to March 2025.

Under Section 161(1) of the Act, an Additional Director holds office up to the date of the next Annual General Meeting or the last date on which that meeting should have been held, whichever is earlier. Separately, Regulation 17(1C) requires shareholder approval at the next General Meeting or within three months from the date of appointment, whichever is earlier. Accordingly, this Special Resolution is being placed before Members through postal ballot for approval within the applicable period. The Company has received a notice under Section 160 of the Act proposing his candidature. The deposit requirement under that section is not applicable to appointment of an Independent Director.

The role requires experience in digital payments and financial technology, an understanding of the regulatory and risk environment, and independent judgement on strategy and governance. Mr. Bo Mikael Langseth Nilsson's payments entrepreneurship, payment-infrastructure and financial-regulation experience is relevant to these requirements and to the Company's payments business. The NRC has assessed the skills and capabilities required for the role and the manner in which he meets them. The Board considers his appointment to be in the interests of the Company.

Eligibility and independence

Mr. Bo Mikael Langseth Nilsson has furnished his consent to act as a Director in Form DIR-2, a declaration of non-disqualification under Section 164 in Form DIR-8 and a declaration that he satisfies the independence criteria under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He has confirmed that he is not debarred from holding office by any order of SEBI or any other authority.

Board opinion and terms of appointment

In the opinion of the Board, Mr. Bo Mikael Langseth Nilsson fulfils the conditions specified in the Act and the Rules and the Listing Regulations for appointment as an Independent Director and is independent of the management. He possesses the integrity, expertise and experience required for the role.

The proposed first term is five [5] consecutive years commencing from 28th October 2026 up to 27th October 2031 (both days inclusive). He shall perform the duties of an Independent Director under the Act, Schedule IV, the Listing Regulations and the letter of appointment and shall not be liable to retirement by rotation. The draft letter setting out the terms and conditions of appointment is available for inspection as stated in this Notice.

Remuneration

As a Non-Executive Independent Director, he shall be eligible for sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses incurred for participation in such meetings, in accordance with the applicable law and the Company's policy. Any commission or other remuneration shall be payable only under the requisite approvals and within applicable statutory limits. He shall not be entitled to stock options.

Pursuant to Regulation 25(2A) of the Listing Regulations, the Board recommends the Special Resolution at Item No. 1 for approval by the Members.

Except Mr. Bo Mikael Langseth Nilsson and his relatives, to the extent of their interest, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution. His relationship disclosures and shareholding particulars are set out in the annexure.

Registered Office:

"FMC FORTUNA", 1st Floor, A-2, 234/3A, A.J.C. Bose Road,

Kolkata – 700 020

Date: 28th October, 2026
Place: Kolkata

By Order of the Board
For R S Software (India) Limited

Sd/-

Vijendra Kumar Surana

CFO & Company Secretary
Membership No. 11559

DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard–2)

Particulars	Details
Name of Director	Mr. Bo Mikael Langseth Nilsson
Director Identification Number (DIN)	12003184
Date of birth and age	
Qualifications	Master's qualification in International Business Strategy, Copenhagen Business School; International Business Strategy studies at Louvain School of Management.
Date of first appointment on the Board	28th October, 2026
Terms and conditions of appointment	Non-Executive Independent Director for a first term of five [5] consecutive years commencing from 28th October 2026 up to 27th October 2031 (both days inclusive); not liable to retirement by rotation. Other terms are set out in the Explanatory Statement and draft letter of appointment.

Particulars	Details
Expertise in specific functional areas	Fintech entrepreneurship; digital payments; financial regulation; payment infrastructure; Software as a Service (SaaS); Banking as a Service (BaaS); embedded banking; integration of payment services with enterprise and accounting systems; business development and strategy.
Remuneration last drawn from the Company	Nil
Remuneration sought to be paid	Sitting fees and reimbursement of meeting-related expenses as per applicable law and policy.

Particulars	Details
Directorships held in other companies	Nil
Directorships held in other listed entities	Nil
Listed entities from which the Director has resigned during the preceding three years	Nil
Memberships / Chairmanships of Committees of the Boards of other companies	Nil
Memberships / Chairmanships of Committees of the Boards of other listed entities	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil

Shareholding in the Company, including shareholding as a beneficial owner	Nil
Number of Board meetings attended during the financial year	None

Registered Office:
"FMC FORTUNA", 1st Floor, A-2, 234/3A, A.J.C. Bose Road,
Kolkata – 700 020
Date: 28th October, 2026
Place: Kolkata

By Order of the Board
For R S Software (India) Limited
Sd/-
Vijendra Kumar Surana
CFO & Company Secretary
Membership No. 11559