General information about cor	npany
Scrip code	517447
NSE Symbol	RSSOFTWARE
MSEI Symbol	NOTLISTED
ISIN	INE165B01029
Name of the entity	R. S. SOFTWARE (INDIA) LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

		Aı	nexure I to b		Annexure I ed by listed entity on qu	arterly basis							
	I. Composition of Board of Directors												
	Disclosure of notes on composition of board of directors explanatory												
					Whether the listed entity has a	a Regular Chairperson	Yes						
					Whether Chairperson is	related to MD or CEO	Yes						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth					
1	Mr	Rajnit Rai Jain	ACLPJ1483B	00122942	Executive Director	Chairperson related to Promoter	CEO-MD	10-09- 1956					
2	Mr	Rajasekhar Ramaraj	AAFPR5454C	00090279	Non-Executive - Independent Director	Not Applicable	Shareholder Director	16-02- 1950					
3	Mrs	Sarita Jain	ANFPJ0990A	00206743	Non-Executive - Non Independent Director	Not Applicable		07-09- 1957					
4	Mr	Mr Richard Nicholas Launder AMTPL8709N 03375772 Non-Executive - Independent Director Not Applicable					Shareholder Director	22-12- 1949					
5	Mr Cedarampattu S Mohan DOEPM1515P 01308472 Non-Executive - Independent Director Not Applicable							01-12- 1968					
6	Mr	Peter Sweers	ZZZZZ9999Z	10366047	Non-Executive - Independent Director	Not Applicable		29-06- 1963					

		I. Composition of	Board of Directors							
	Disqualification of Directors under section 164 of the Companies Act, 2013									
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status					
1	No				Active					
2	No				Active					
3	No				Active					
4	No				Active					
5	No				Active					
6	No				Active					

					I.	Composi	tion of Boar	d of Directo	rs				
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Reappointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		02-12- 1987	02-12- 1987			1	0	2	0			
2	No		01-05- 2009	01-04- 2019		176	1	1	2	2			
3	No		20-01- 1988	20-01- 1988			1	0	0	0			
4	No		28-07- 2009	01-04- 2019		173	1	1	2	0			
5	No		01-02- 2023	26-03- 2023		13	1	1	0	0	_		_
6	No		21-10- 2023	14-01- 2024		5	1	1	0	0		Textual Information(1)	

	Text Block
Textual Information(1)	Foreign Director.

Au	dit Commit	tee Details					
		Whet	Regular Chairperson	Yes			
Sr DIN Name of Committee Members Category 1 of directors			Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00122942	Rajnit Rai Jain	Executive Director	Member	04-10-2008		
2	00090279	Rajasekhar Ramaraj	Non-Executive - Independent Director	Chairperson	01-04-2019		
3	03375772 Richard Nicholas Launder Non-Executive - Independent Director		Member	01-04-2019			

N	omination ar	nd remuneration commit	tee				
	Wł	nether the Nomination and	Yes				
Sı	Sr DIN Name of Committee Category 1 of directors Categ				Date of Appointment	Date of Cessation	Remarks
1	03375772	Richard Nicholas Launder	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00090279	Rajasekhar Ramaraj	Non-Executive - Independent Director	Member	22-04-2016		
3	Non-Evecutive - Independent		Member	10-11-2023			

Sta	keholders F	Relationship Committee					
		Whether the Stakeholders	Regular Chairperson	Yes			
				Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00090279	Rajasekhar Ramaraj	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00122942	00122942 Rajnit Rai Jain Executive Director		Member	22-08-1994		
3	03375772	Richard Nicholas Launder	hard Nicholas Non-Executive - Independent		25-04-2023		

Ris	Risk Management Committee								
		Whether the Risk Manage	Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks		

•	Co	rporate Soc	ial Responsibility Comm	ittee				
		Whet	her the Corporate Social R	Responsibility Committee has a R	Regular Chairperson	Yes		
-					Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
	1	00122942	Rajnit Rai Jain	Executive Director	Chairperson	10-06-2010		
1	2	00090279	Rajasekhar Ramaraj	Non-Executive - Independent Director	Member	10-06-2010		
1	3	01308472	Non-Evecutive - Independent		Member	25-01-2024		

Ot	her Committ	ee				
Sr	DIN Number	Name of Committee members	Name of other committee Category 1 of directors		Category 2 of directors	Remarks
1	00122942 Rajnit Rai Jain Executive Committee		Executive Director	Chairperson		
2	00090279 Rajasekhar Ramaraj Executive Committ		Executive Committee	Non-Executive - Independent Director	Member	
3	03375772	Richard Nicholas Launder	Executive Committee	Non-Executive - Independent Director	Member	
4	01308472 Cedarampattu S Mohan		Executive Committee	Non-Executive - Independent Director	Member	
5	10366047 Peter Sweers		Executive Committee	Non-Executive - Independent Director	Member	

				Ann	exure 1						
_											
A	Annexure 1										
I	II. Meeting of Board of Directors										
Disclosure of notes on meeting of board of directors explanatory											
Date(s) of meeting (if any) in the previous quarter  Date(s) of meeting (if any) in the current quarter		Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*				
1	10-11-2023				Yes	6	5	3			
2		25-01-2024	75		Yes	6	6	4			

## **Annexure 1**

# IV. Meeting of Committees

		Disclos	sure of notes o	n meeting of	f committee:	s explanatory				
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-11-2023				Yes	3	3	2	2
2	Audit Committee	25-01-2024	75			Yes	3	3	2	2
3	Nomination and remuneration committee	09-11-2023				Yes	3	3	2	2
4	Nomination and remuneration committee	24-01-2024	75			Yes	3	3	2	2
5	Stakeholders Relationship Committee	09-11-2023				Yes	3	3	2	1
6	Stakeholders Relationship Committee	24-01-2024	75			Yes	3	3	2	1

	Annexure 1									
IV	IV. Meeting of Committees									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Other Committee	09-11-2023		Executive Committee		Yes	5	4	3	2
8	Other Committee	24-01-2024	75	Executive Committee		Yes	5	4	3	2

	Annexure 1							
V	V. Related Party Transactions							
Sı	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.					
1	Whether prior approval of audit committee obtained	Yes						
2	Whether shareholder approval obtained for material RPT	Yes						
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes						

	Annexure 1						
VI	VI. Affirmations						
Sr	Subject	Compliance status (Yes/No)					
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes					
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes					
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes					
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes					
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA					
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes					
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes					
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes					

	Annexure 1				
Sr	Subject	Compliance status			
1	Name of signatory	Vijendra Kumar Surana			
2	Designation	Company Secretary and Compliance Officer			

#### **Annexure II**

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

# I. Disclosure on website in terms of Listing Regulations

1. 1	disclosure on we	bsite in terms	or Listing Re	angrious and the same and the s	
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address	
1	Details of business	Yes		https://www.rssoftware.com/home/investors#investor_faq	
2	Terms and conditions of appointment of independent directors	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/Terms_and_Conditions_Appointment_Independent_Director.pdf	
3	Composition of various committees of board of directors	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/RS_Composition_Committees-of-the-Board.pdf	
4	Code of conduct of board of directors and senior management personnel	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/Code-of-Conduct-for-Directors-and-Senior-Management.pdf	
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/04/vigil_mechanism_policy-rssoftware.pdf	
6	Criteria of making payments to non-executive directors	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/Criteria-for-Payment-to-Non-Executive-Directors.pdf	
7	Policy on dealing with related party transactions	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2023/05/Related-Party-Transaction-Policy.pdf	
8	Policy for determining 'material' subsidiaries	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/Policy_on_determining_Material_Subsidiaries.pdf	
9	Details of familiarization programmes imparted to independent directors	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/Familiarization_Programme_Directors-21-22.pdf	
10	Email address for grievance redressal and other relevant	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/R-S-SOFTWARE_Deisgntd_Officials_InvstorGrievances.pdf	

	details		
11	Contact information of the designated officials of the listed entity	Yes	https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/R-S-SOFTWARE_Deisgntd_Officials_InvstorGrievances.pdf
12	Financial results	Yes	https://www.rssoftware.com/home/investors#investor_faq
13	Shareholding pattern	Yes	https://www.rssoftware.com/home/investors#investor_faq
14	Details of agreements entered into with the media companies and/or their associates	NA	

## **Annexure II**

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations
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Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.rssoftware.com/home/investors#investor_faq
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.rssoftware.com/home/investors#investor_faq
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.rssoftware.com/home/investors#investor_faq
20	Secretarial Compliance Report	Yes		https://www.rssoftware.com/home/investors#investor_faq
21	Materiality Policy as per Regulation 30 (4)	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/POLICY_DETERMINATION_MATERIALITY-OF-EVENTS-OR-INFORMATION.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://rssoftware.com/rswordpress/wp-content/uploads/2022/09/List-of-Key-Managerial-Personnel-authorized-for-determining-Materiality-of-Event.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.rssoftware.com/home/investors#investor_faq
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.rssoftware.com/home/investors#investor_faq
	Confirmation that the above disclosures are in			

27	a separate section as specified in regulation 46(2)	Yes	https://www.rssoftware.com/home/investors#investor_faq
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.rssoftware.com/home/investors#investor_faq

	Annexure II								
II.	II. Annual Affirmations								
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.					
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes						
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes						
3	Meeting of Board of directors	17(2)	Yes						
4	Quorum of Board meeting	17(2A)	Yes						
5	Review of Compliance Reports	17(3)	Yes						
6	Plans for orderly succession for appointments	17(4)	Yes						
7	Code of Conduct	17(5)	Yes						
8	Fees/compensation	17(6)	Yes						
9	Minimum Information	17(7)	Yes						
10	Compliance Certificate	17(8)	Yes						

	Annexure II								
II.	II. Annual Affirmations								
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.					
11	Risk Assessment & Management	17(9)	NA						
12	Performance Evaluation of Independent Directors	17(10)	NA						
13	Recommendation of Board	17(11)	Yes						
14	Maximum number of Directorships	17A	Yes						
15	Composition of Audit Committee	18(1)	Yes						
16	Meeting of Audit Committee	18(2)	Yes						
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes						
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes						
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes						
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes						

	Annexure II					
II.	Annual Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.		
21	Role of Nomination and Remuneration Committee	19(4)	Yes			
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes			
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes			
24	Role of Stakeholders Relationship Committee	20(4)	Yes			
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA			
26	Meeting of Risk Management Committee	21(3A)	NA			
27	Quorum of Risk Management Committee meeting	21(3B)	NA			
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA			
29	Vigil Mechanism	22	Yes			
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes			

	Annexure II					
II.	Annual Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.		
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes			
32	Approval for material related party transactions	23(4)	Yes			
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes			
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes			
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes			
36	Alternate Director to Independent Director	25(1)	Yes			
37	Maximum Tenure	25(2)	Yes			
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes			
39	Meeting of independent directors	25(3) & (4)	Yes			
40	Familiarization of independent directors	25(7)	Yes			

	Annexure II					
II.	Annual Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.		
41	Declaration from Independent Director	25(8) & (9)	Yes			
42	Directors and Officers insurance	25(10)	NA			
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes			
44	Memberships in Committees	26(1)	Yes			
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes			
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes			
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes			
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA			
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes			
	Any other information to be provided - Add Notes					

	Annexure II	
1	Name of signatory	Vijendra Kumar Surana
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

	Annexure II	
1	Name of signatory	Vijendra Kumar Surana
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure				
Applicability of disclosure	Applicable			
Reason for Non Applicability	Textual Information(1)			
I. Disclosure of Loans/ guarantees/comfort letters /securit	ties etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed	d entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months		
Promoter or any other entity controlled by them	28282645.16	0		
Promoter Group or any other entity controlled by them	0	0		
Directors (including relatives) or any other entity controlled by them	0	0		
KMPs or any other entity controlled by them	0	0		
(B) Any guarantee / comfort letter (by whateve		sted entity d	irectly or	
indirectly, in connection with any loan(s) or an	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)	
Promoter or any other entity controlled by them	0	0	0	
Promoter Group or any other entity controlled by them	0	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	0	
KMPs or any other entity controlled by them	0	0	0	
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any				
entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	0	
Promoter Group or any other entity controlled by them	0	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	0	
KMPs or any other entity controlled by them	0	0	0	
(D) Additional Information			Textual Information(2)	
II. Affirmations				
Affirmations Compli Status		Compliance Status	Company Remarks	
mamotor(a) mromotor group director(a) (including their relatives) Iron managemal marcannal Vec			Textual Information(3)	

Name	Vijendra Kumar Surana	
Designation	CFO	
Place	Kolkata	
Date	10-04-2024	

	Details of Cyber security incidence		
	Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		
Number of cyber securi	Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event	

Signatory Details	
Name of signatory	Vijendra Kumar Surana
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	10-04-2024

