ANNEXURE I

Format to be submitted by listed entity on quarterly basis

- R. S. Software (India) Limited - 31-Mar-2020 1. Name of Listed Entity

2. Quarter ending

i. **Composition Of Board Of Director**

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related	Whether Chairperson is Yes elated to MD or CEO													

ii. Composition of Committees

a. Audit Committee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	

1	Rajnit Rai Jain	C & ED	Member	04-Oct-2008
2	Shital Kumar Jain	ID	Member	30-Jul-2008
3	Rajasekhar Ramaraj	ID	Chairperson	01-Apr-2019
4	Richard Nicholas	ID	Member	01-Apr-2019
	Launder			

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rajnit Rai Jain	C & ED	Member	22-Aug-1994	
2	Shital Kumar Jain	ID	Chairperson	03-0ct-2008	
3	Rajasekhar Ramaraj	ID	Member	01-Apr-2019	

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

c. Risk Management Committee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	

Company Remarks	
Whether Permanent	No
chairperson appointed	

d. Nomination and Remuneration Committee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	
1	Rajnit Rai Jain	C & ED	Member	23-Jan-2004	
2	Shital Kumar Jain	ID	Member	23-Jan-2004	
3	Rajasekhar Ramaraj	ID	Member	22-Apr-2016	
4	Richard Nicholas	ID	Chairperson	01-Apr-2019	
	Launder				

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
09-Nov-2019	22-Jan-2020	Yes	5	3

Company Remarks	
Maximum gap between any	73
two consecutive (in number of	
days)	

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	09-Nov-2019	22-Jan-2020	Yes	4	3
Stakeholders	08-Nov-2019	21-Jan-2020	Yes	3	2
Relationship					
Committee					
Nomination &	08-Nov-2019	21-Jan-2020	Yes	4	3
Remuneration					
Committee					

Company Remarks	
Maximum gap between any	73
two consecutive (in number of	
days) [Only for Audit	
Committee]	

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related	
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party transactions and	
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VI. Affirmations

- 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
 - b. Nomination & remuneration committee Yes
 - c. Stakeholders relationship committee Yes
 - d. Risk management committee (applicable to the top 100 listed entities) Not applicable
- 3. 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
- 4. 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
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

F			

Name : Vijendra Surana

Designation : Company Secretary & Compliance Officer

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

ANNEXURE II

ltem	Complianc	Company Remark	Website
	e status		
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.rssoftware.com
Terms and conditions of appointment of	Yes		www.rssoftware.com
Composition of various committees of	Yes		www.rssoftware.com
Code of conduct of board of directors and	Yes		www.rssoftware.com
Details of establishment of vigil mechanism/	Yes		www.rssoftware.com
Criteria of making payments to non-	Yes		www.rssoftware.com
Policy on dealing with related party	Yes		www.rssoftware.com
Policy for determining 'material' subsidiaries	Yes		www.rssoftware.com
Details of familiarization programs imparted	Yes		www.rssoftware.com
Email address for grievance redressal and	Yes		www.rssoftware.com
other relevant details entity who are			
Contact information of the designated	Yes		www.rssoftware.com
Financial results	Yes		www.rssoftware.com
Shareholding pattern	Yes		www.rssoftware.com
Details of agreements entered into with the	Not		
media companies and/or their associates	Applicable		
	Yes		www.rssoftware.com
meet and presentations madeby the listed			
	Not		
Advertisements as per regulation 47 (1)	Yes		www.rssoftware.com
	Yes		www.rssoftware.com
Separate audited financial statements of	Yes		www.rssoftware.com
As per other regulations of the LODR:			
Whether company has provided information			www.rssoftware.com
under separate section on its website as	Yes		
per Regulation 46(2)			
	Yes		www.rssoftware.com
	Not		
It is certified that these contents on the II Annual Affirmations	Yes		www.rssoftware.com

Particulars	Regulation Number	Compl iance status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Not Applicable	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	

Policy for related party Transaction	23(1),(1A),(5),(6	Yes
Prior or Omnibus approval of Audit	23(2), (3)	Yes
Committee for all related party		
Approval for material related party	23(4)	Not Applicable
transactions		
Disclosure of related party transactions on	23(9)	Yes
consolidated basis		
Composition of Board of Directors of	24(1)	Yes
unlisted material Subsidiary		
Other Corporate Governance	24(2),(3),(4),(5)	Yes
requirements with respect to subsidiary of	& (6)	
Annual Secretarial Compliance Report		Yes
	24(A) 25(1)	
Alternate Director to Independent Director	25(1)	Yes
Marian Transport		
Maximum Tenure	25/2)	Yes
Manting of independent discrete	25(2)	
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent	25(10)	Not Applicable
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of	26(3)	
conduct from members of Board of		
Directors and Senior management		Yes
personnel		
Disclosure of Shareholding by Non-	26(4)	Yes
Executive Directors		
Policy with respect to Obligations of	26(2) & 26(5)	Yes
directors and senior management		

Other Information	

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Other Information

Name

Vijendra Surana Company Secretary & Compliance Officer Designation

ANNEXURE IV

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%symbol%	%companyName%	%quarterEnded%	

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months		Balance outstanding at the end of six months					
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promot er or any other entity controll ed by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	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			
Promoter Group or any other entity controlled by			

them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			

KMPs or any			
other entity			
controlled by			
them			
(D) If the Listed Entity w	ould like to provide any of	ther information the same	may be indicated here
Affirmations			
connection with any loan promoter group, director		given directly or indirectly by), key managerial personne	e called) or securities in the listed entity to promoter(s), I (including their relatives) or any
Company Remarks in			
case of non-			
compliant status			
Name:			
Designation: anx4Des	ignation		
Place:			
Date:			