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General information about company

Scrip code	517447
Name of the entity	R S SOFTWARE (INDIA) LIMITED
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

Enter the quarter
ended date only

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Annexure I

Annexure I to be submitted by listed enti

I. Composition of Board of D

Disclosure of notes on composition of board of directors explanatory

[Add Notes](#)

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors
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[Add](#)[Delete](#)

1	Mr	Rajnit Rai Jain	ACLPJ1483B	00122942	Executive Director	Chairperson	CEO-MD
2	Mr	Shital Kumar Jain	AAAPJ4388G	00047474	Non-Executive - Independent Director	Not Applicable	
3	Mr	Rajasekhar Ramaraj	AAFPR5454C	00090279	Non-Executive - Independent Director	Not Applicable	Shareholder Director
4	Mrs	Sarita Jain	ANFPJ0990A	00206743	Non-Executive - Non Independent Director	Not Applicable	Shareholder Director
5	Mr	Richard Nicholas Launder	AMTPL8709N	03375772	Non-Executive - Independent Director	Not Applicable	Shareholder Director

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Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)	Notes
02-12-1987			1	2	0	
04-12-2006		124	2	2	2	
01-05-2009		95	3	3	1	
20-01-1988			1	0	0	
28-07-2009		92	1	0	0	

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Disclosure of notes on composition of committees explanatory

[Add Notes](#)

Is there any change in information of committees compare to previous quarter

Yes

Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
Add Delete Enter only one committee member name in one row					
1	Audit Committee	Mr. Shital Kumar Jain	Non-Executive - Non Independent Director	Chairperson	
2	Audit Committee	Mr. Rajnit Rai Jain	Executive Director	Member	
3	Audit Committee	Mr. Rajasekhar Ramaraj	Non-Executive - Independent Director	Member	
4	Nomination and remuneration committee	Mr. Rajasekhar Ramaraj	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	Mr. Shital Kumar Jain	Non-Executive - Non Independent Director	Member	
6	Nomination and remuneration committee	Mr. Rajnit Rai Jain	Executive Director	Member	
7	Nomination and remuneration committee	Mr. Richard Nicholas Launder	Non-Executive - Independent Director	Member	
8	Stakeholders Relationship Committee	Mr. Shital Kumar Jain	Non-Executive - Non Independent Director	Chairperson	
9	Stakeholders Relationship Committee	Mr. Rajnit Rai Jain	Executive Director	Member	
10	Other Committee	Mr. Rajnit Rai Jain	Executive Director	Chairperson	Executive Committee
11	Other Committee	Mr. Shital Kumar Jain	Non-Executive - Independent Director	Member	Executive Committee
12	Other Committee	Mr. Rajasekhar Ramaraj	Non-Executive - Independent Director	Member	Executive Committee
13	Other Committee	Mr. Richard Nicholas Launder	Non-Executive - Independent Director	Member	Executive Committee

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Annexure 1		
III. Meeting of Board of Directors		
Disclosure of notes on meeting of board of directors explanatory		Add Notes
Sr	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)
Add Delete		
1	12-12-2016	
2	18-01-2017	36

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Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
Add Delete							
1	Audit Committee	17-01-2017	Yes	Mr. Shital Kumar Jain	15-10-2016	93	
2	Audit Committee	17-01-2017	Yes	Mr. Rajnit Rai Jain	15-10-2016	93	
3	Audit Committee	17-01-2017	Yes	Mr. Rajasekhar Ramaraj	15-10-2016	93	
4	Nomination and remuneration committee	17-01-2017	Yes	Mr. Rajasekhar Ramaraj	14-10-2016	94	
5	Nomination and remuneration committee	17-01-2017	Yes	Mr. Shital Kumar Jain	14-10-2016	94	
6	Nomination and remuneration committee	17-01-2017	Yes	Mr. Rajnit Rai Jain	14-10-2016	94	
7	Nomination and remuneration committee	17-01-2017	Yes	Mr. Richard Nicholas Launder	14-10-2016	94	
8	Stakeholders Relationship Committee	17-01-2017	Yes	Mr. Shital Kumar Jain	14-10-2016	94	
9	Stakeholders Relationship Committee	17-01-2017	Yes	Mr. Rajnit Rai Jain	14-10-2016	94	
10	Other Committee	17-01-2017	Yes	Mr. Rajnit Rai Jain	14-10-2016	94	Executive Committee
11	Other Committee	17-01-2017	Yes	Mr. Shital Kumar Jain	14-10-2016	94	Executive Committee
12	Other Committee	17-01-2017	Yes	Mr. Rajasekhar Ramaraj	14-10-2016	94	Executive Committee
13	Other Committee	17-01-2017	Yes	Mr. Richard Nicholas Launder	14-10-2016	94	Executive Committee

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Sr	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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

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 100 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Sr	Item	Compliance status	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.rssoftware.com
2	Terms and conditions of appointment of independent directors	Yes		www.rssoftware.com
3	Composition of various committees of board of directors	Yes		www.rssoftware.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.rssoftware.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.rssoftware.com
6	Criteria of making payments to non-executive directors	Yes		www.rssoftware.com
7	Policy on dealing with related party transactions	Yes		www.rssoftware.com
8	Policy for determining 'material' subsidiaries	Yes		www.rssoftware.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.rssoftware.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.rssoftware.com
11	email address for grievance redressal and other relevant details	Yes		www.rssoftware.com
12	Financial results	Yes		www.rssoftware.com
13	Shareholding pattern	Yes		www.rssoftware.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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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.
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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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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		Add Notes

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Signatory Details	
Name of signatory	Vijendra Surana
Designation of person	Company Secretary
Place	Kolkata
Date	11-04-2017

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