

**Corporate Governance Report as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015**

**1. R.S. Software (India) Ltd.**

**2. Quarter Ending: December 31, 2016**

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive /Non-Executive /independent /Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity [Refer regulation 25(1) of the 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/Stake holder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr.	Rajnit Rai Jain	PAN: ACLPJ148 3B & DIN: 00122942	Chairman-Executive Director	02.12.1987	-	1	2	-
Mr.	Shital Kumar Jain	PAN: AAAPJ438 8G & DIN: 00047474	Independent Director	04.12.2006	10 Years	3	2	2
Mr.	Rajasekhar Ramaraj	PAN: AAFPR545 4C & DIN: 00090279	Independent Director	01.05.2009	7 Years 7 months	4	5	2
Mrs.	Sarita Jain	PAN: ANFPJ099 0A & DIN: 00206743	Non-Independent Director	20.01.1988	29 Years	1	-	-
Mr.	Richard Nicholas Launder	PAN: AMTPL87 09N & DIN: 03375772	Independent Director	28.07.2009	7 Years 5 months	1	-	-
<b>II. Composition Of Committees</b>								
Name of Committee				Name of Committee members		Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &		
1.Audit Committee				Mr. Shital Kumar Jain		Chairman-Non Executive & Independent Director		

	Mr. Rajnit Rai Jain	Executive Director
	Mr. Rajasekhar Ramaraj	Non-Executive & Independent Director
2.Nomination & Remuneration Committee	Mr. Shital Kumar Jain	Non-Executive & Independent Director
	Mr. Rajnit Rai Jain	Executive Director
	Mr. Rajasekhar Ramaraj	Chairman Non-Executive & Independent Director
	Mr. Richard Nicholas Lauder	Non-Executive & Independent Director
3.Risk Management Committee (if applicable)	Not Applicable	
4.Stakeholders Relationship Committee	Mr. Shital Kumar Jain	Chairman Non-Executive & Independent Director
	Mr. Rajnit Rai Jain	Executive Director
5. Corporate Social Responsibility Committee	Mr. Rajnit Rai Jain	Chairman Executive Director
	Mr. Rajasekhar Ramaraj	Non-Executive & Independent Director
	Mr. Shital Kumar Jain	Non Executive & Independent Director
6.Executive Committee	Mr. Rajnit Rai Jain	Chairman- Executive Director
	Mr. Shital Kumar Jain	Non Executive & Independent Director
	Mr. Rajasekhar Ramaraj	Non-Executive & Independent Director
	Mr. Richard Nicholas Lauder	Non-Executive & Independent Director

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

### 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	Maximum gap between any two consecutive (in number of days)
20.07.2016	15.10.2016	86 Days

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether 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*
<b>Audit Committee</b>			
15.10.2016	Yes (Directors Present) 1. Mr. Rajnit Rai Jain 2. Mr. Shital Kumar Jain 3. Mr. Rajasekhar Ramaraj	20.07.2016	86 Days
<b>Nomination &amp; Remuneration Committee</b>			
14.10.2016	Yes (Directors Present) 1. Mr. Rajnit Rai Jain 2. Mr. Shital Kumar Jain 3. Mr. Rajasekhar Ramaraj	20.07.2016	85 Days
<b>Stakeholders Relationship Committee</b>			
14.10.2016	Yes (Directors Present) 1. Mr. Shital Kumar Jain 2. Mr. Rajnit Rai Jain	20.07.2016	85 Days

<b>Executive Committee</b>			
14.10.2016	Yes (Directors Present) 1. Mr. Rajnit Rai Jain 2. Mr. Shital Kumar Jain 3. Mr. Rajasekhar Ramaraj	20.07.2016	85 Days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance Status (Yes/No/NA) (refer note below )</b>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.	
<b>Note</b>			
1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.			
2 If status is “No” details of non-compliance may be given here.			
<b>Affirmations</b>			
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - <u>Yes</u></li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a) Audit Committee <u>Yes</u></li> <li>b) Nomination &amp; remuneration committee <u>Yes</u></li> <li>c) Stakeholders relationship committee <u>Yes</u></li> <li>d) Risk management committee (applicable to the top 100 listed entities) – <u>N.A.</u></li> </ol> </li> <li>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. <u>Yes</u></li> <li>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. <u>Yes</u></li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors – The report shall be placed in the forthcoming meeting of the Board of Directors</li> </ol>			
<b>Name &amp; Designation</b>			
Mr. Vijendra Surana Compliance Officer, CFO & Company Secretary Membership No. <u>11559</u>			

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.