

**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<br>Non-Executive & Independent Director |
|  | Mr. Richard Nicholas<br>Lauder | Non-Executive & Independent Director             |
| 3.Risk Management Committee (if applicable)  | Not Applicable                 |  |
| 4.Stakeholders Relationship Committee        | Mr. Shital Kumar Jain          | Chairman<br>Non-Executive & Independent Director |
|  | Mr. Rajnit Rai Jain            | Executive Director                               |
| 5. Corporate Social Responsibility Committee | Mr. Rajnit Rai Jain            | Chairman<br>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-<br>Executive Director                  |
|  | Mr. Shital Kumar Jain          | Non Executive & Independent Director             |
|  | Mr. Rajasekhar Ramaraj         | Non-Executive & Independent Director             |
|  | Mr. Richard Nicholas<br>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<br>(Directors Present)<br>1. Mr. Rajnit Rai Jain<br>2. Mr. Shital Kumar Jain<br>3. Mr. Rajasekhar Ramaraj | 20.07.2016  | 86 Days   |
| <b>Nomination &amp; Remuneration Committee</b>              |   |   |   |
| 14.10.2016  | Yes<br>(Directors Present)<br>1. Mr. Rajnit Rai Jain<br>2. Mr. Shital Kumar Jain<br>3. Mr. Rajasekhar Ramaraj | 20.07.2016  | 85 Days   |
| <b>Stakeholders Relationship Committee</b>                  |   |   |   |
| 14.10.2016  | Yes<br>(Directors Present)<br>1. Mr. Shital Kumar Jain<br>2. Mr. Rajnit Rai Jain                              | 20.07.2016  | 85 Days   |

| <b>Executive Committee</b>  |   |  |         |
|---|---|--|---------|
| 14.10.2016  | Yes<br>(Directors Present)<br>1. Mr. Rajnit Rai Jain<br>2. Mr. Shital Kumar Jain<br>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> |   |  |         |
| Name & Designation  |   |  |         |
| Mr. Vijendra Surana<br>Compliance Officer,<br>CFO & Company Secretary<br>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.