

XBRL Excel Utility	
1.	Overview
2.	Before you begin
3.	Index
4.	Import XBRL file
5.	Steps for Filing Corporate Governance Report
6.	Fill up the data in excel utility

1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report. XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload on BSE e-filing Center Website (www.listing.bseindia.com) .

2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local drive.
4. Make sure that you have downloaded the Chrome Browser to view report generated from the utility.
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all reports can be generated fine. Please first go through Enable Macro - Manual attached with zip file.

3. Index

1	Details of general information about company
2	Composition of BOD
3	Composition of Committee
4	Meeting of BOD
5	Meeting of Committees
6	Related Party Transaction
7	Affirmation
8	Website
9	Annual Affirmation
10	Annual Affirmation Continue
11	Annexure III

12	Signatory Details
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4. Import XBRL file
1. Now you can import and view previously generated XBRL files by clicking Import XBRL I

5. Steps for Filing Corporate Governance Report
<p>I. Fill up the data: Navigate to each field of every section in the sheet to provide applic get reflected while filling data.)</p> <ul style="list-style-type: none"> - Use paste special command to paste data from other sheet.
<p>II. Validating Sheets: Click on the "Validate" button to ensure that the sheet has b furnished in proper format. If there are some errors on the sheet, excel utility will prompt</p>
<p>III. Validate All Sheets: Click on the "Home" button. And then click on "Validate All S been properly filled and validated successfully. If there are some errors on the sheet, ex and stop validation at the same time. After correction, once again follow the same proced</p> <p>Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.</p>
<p>IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless succ Now click on 'Generate XML" to generate XBRL/XML file.</p> <ul style="list-style-type: none"> - Save the XBRL/XML file in your desired folder in local system.
<p>V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Gene</p> <ul style="list-style-type: none"> - Save the HTML Report file in your desired folder in local system. - To view HTML Report open "Chrome Web Browser" . - To print report in PDF Format, Click on print button and save as PDF.
<p>VI. Upload XML file to BSE Listing Center: For uploading the XBRL/XML file gener Center and upload generated xml file. On Upload screen provide the required information the XML.</p>

6. Fill up the data in excel utility
1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for ger
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unle
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes



Balance Report

If generated XBRL/XML file to BSE Listing

As above.

Local system.

From Excel utility

For the functionalities of Excel Utility works

[General Info](#)

[Annexure I - Composition of BOD](#)

[Annexure I - Composition of Committee](#)

[Annexure I - Meeting of BOD](#)

[Annexure I - Meeting of Committees](#)

[Annexure I - Related Party Transaction](#)

[Annexure I - Affirmation](#)

[Annexure II - Website](#)

[Annexure II - Annual Affirmation](#)

[Annexure II -Annual Affirmation Continue](#)

[Annexure III](#)

[Signatory Details](#)

button on General information sheet.

table data in correct format. (Formats will

been properly filled and also data has been
you about the same.

sheet" button to ensure that all sheets has
cel utility will prompt you about the same
are to validate all sheets.

successful validation of all sheet is completed.

Generate Report" to generate html report.

ated through Utility, login to BSE Listing
and browse to select XML file and submit

generating XML.

as it is a mandatory field.

further for generating XML.

[Home](#)[Validate](#)[Import XML](#)

General information about company

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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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**Enter the quarter
ended date only**

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Disclosure of notes on composition of board of directors explanatory					
Whether the listed entity has a Regular Chairperson					
Whether Chairperson is related to MD or CEO					
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors
Add Delete					
1	Mr	Rajnit Rai Jain	ACLPJ1483B	00122942	Executive Director
2	Mr	Shital Kumar Jain	AAAPJ4388G	00047474	Non-Executive - Independent Director
3	Mr	Rajasekhar Ramaraj	AAFPR5454C	00090279	Non-Executive - Independent Director
4	Mrs	Sarita Jain	ANFPJ0990A	00206743	Non-Executive - Non Independent Director
5	Mr	Richard Nicholas Launder	AMTPL8709N	03375772	Non-Executive - Independent Director

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Annexure I

Annexure I to be submitted by listed entity on qua

I. Composition of Board of Directors

Add Notes				
Yes				
Yes				
Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution

Chairperson related to Promoter	CEO-MD	10-09-1956	NA	
Not Applicable		12-09-1939	Yes	22-06-2019
Not Applicable	Shareholder Director	16-02-1950	No	
Not Applicable		07-09-1957	No	
Not Applicable	Shareholder Director	22-12-1949	No	

arterly basis					

Initial Date of appointment	Date of Re-appointment	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 (Refer Regulation 17A(1) of Listing Regulations)
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02-12-1987				1	0
04-12-2006	01-04-2019		160	2	2
01-05-2009	01-04-2019		131	2	2
20-01-1988				1	0
28-07-2009	01-04-2019		128	1	1

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 for not providing PAN	Notes for not providing DIN
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2	0		
2	1		
2	1		
0	0		
1	0		

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[Home](#)[Validate](#)**Annexure 1****II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

[Add Notes](#)**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically****Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00122942	Rajnit Rai Jain	Executive Director	Member	04-10-2008
2	00047474	Shital Kumar Jain	Non-Executive - Independent Director	Member	30-07-2008
3	00090279	Rajasekhar Ramaraj	Non-Executive - Independent Director	Chairperson	01-04-2019
4	03375772	Richard Nicholas Launder	Non-Executive - Independent Director	Member	01-04-2019
5					
6					
7					
8					
9					
10					

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00122942	Rajnit Rai Jain	Executive Director	Member	23-01-2004
2	00047474	Shital Kumar Jain	Non-Executive - Independent Director	Member	23-01-2004
3	00090279	Rajasekhar Ramaraj	Non-Executive - Independent Director	Member	22-04-2016
4	03375772	Richard Nicholas Launder	Non-Executive - Independent Director	Chairperson	01-04-2019

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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee					
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00122942	Rajnit Rai Jain	Executive Director	Member	22-08-1994
2	00047474	Shital Kumar Jain	Non-Executive - Independent Director	Chairperson	03-10-2008
3	00090279	Rajasekhar Ramaraj	Non-Executive - Independent Director	Member	01-04-2019
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Risk Management Committee					
Whether the Risk Management Committee has a Regular Chairperson					No
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1					
2					
3					

4					
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee					
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00122942	Rajnit Rai Jain	Executive Director	Chairperson	10-06-2010
2	00047474	Shital Kumar Jain	Non-Executive - Independent Director	Member	10-06-2010
3	00090279	Rajasekhar Ramaraj	Non-Executive - Independent Director	Member	10-06-2010
4					
5					
6					
7					
8					
9					
10					

Other Committee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors
1	00122942	Rajnit Rai Jain	Executive Committee	Executive Director	Chairperson
2	00047474	Shital Kumar Jain	Executive Committee	Non-Executive - Independent Director	Member
3	00090279	Rajasekhar Ramaraj	Executive Committee	Non-Executive - Independent Director	Member

4	03375772	Richard Nicholas Launder	Executive Committee	Non-Executive - Independent Director	Member
5					
6					
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9					
10					

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For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto December 31, 2019.
3. Date of Cessation must be for the current quarter only, i.e. October 1,2019 to December 31,2019.

Date of Cessation	Remarks

Date of Cessation	Remarks

Date of Cessation	Remarks

Date of Cessation	Remarks

Date of Cessation	Remarks

Remarks

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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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Add Delete						
1	09-11-2019			Yes	3	2
2	22-01-2020	73		Yes	5	3

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* to be filled in only for the current quarter meetings

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Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Add Delete								
1	Audit Committee	09-11-2019				Yes	3	2
2	Audit Committee	22-01-2020	73			Yes	4	3
3	Nomination and remuneration committee	08-11-2019				Yes	3	2
4	Nomination and remuneration committee	21-01-2020	73			Yes	4	3
5	Stakeholders Relationship Committee	08-11-2019				Yes	2	1
6	Stakeholders Relationship Committee	21-01-2020	73			Yes	3	2
7	Other Committee	08-11-2019		Executive Committee		Yes	3	2
8	Other Committee	21-01-2020	73	Executive Committee		Yes	4	3

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* to be filled in only for the current quarter meetings

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Annexure 1			
V. Related Party Transactions			
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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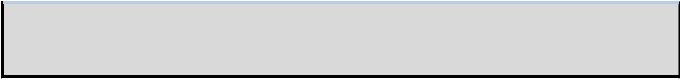
[Home](#)[Validate](#)**Annexure II to be submitted by listed entity at****I. Disclosure on v**

Sr	Item
1	Details of business
2	Terms and conditions of appointment of independent directors
3	Composition of various committees of board of directors
4	Code of conduct of board of directors and senior management personnel
5	Details of establishment of vigil mechanism/ Whistle Blower policy
6	Criteria of making payments to non-executive directors
7	Policy on dealing with related party transactions
8	Policy for determining 'material' subsidiaries
9	Details of familiarization programmes imparted to independent directors
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances
11	email address for grievance redressal and other relevant details
12	Financial results
13	Shareholding pattern
14	Details of agreements entered into with the media companies and/or their associates
15	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
16	New name and the old name of the listed entity
17	Advertisements as per regulation 47 (1)
18	Credit rating or revision in credit rating obtained
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year
20	Whether company has provided information under separate section on its website as per Regulation 46(2)
21	Materiality Policy as per Regulation 30
22	Dividend Distribution policy as per Regulation 43A (as applicable)
23	It is certified that these contents on the website of the listed entity are correct

24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]
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Add Notes



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Annexure 1

Affirmations

Subject

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

a. Audit Committee

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

b. Nomination & remuneration committee

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

c. Stakeholders relationship committee

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 500 listed entities)

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

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.

This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here:

ev

Annexure 1

Subject

Name of signatory

Designation

Compliance status (Yes/No)
Yes
Yes
Yes
Yes
NA
Yes
Yes
Yes
Add Notes

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Compliance status
Vijendra Surana Company Secretary and Compliance Officer

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II. Annual Affirmations	
Sr	Particulars
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'
2	Board composition
3	Meeting of Board of directors
4	Quorum of Board meeting
5	Review of Compliance Reports
6	Plans for orderly succession for appointments
7	Code of Conduct
8	Fees/compensation
9	Minimum Information
10	Compliance Certificate
11	Risk Assessment & Management
12	Performance Evaluation of Independent Directors
13	Recommendation of Board
14	Maximum number of Directorships
15	Composition of Audit Committee
16	Meeting of Audit Committee
17	Composition of nomination & remuneration committee
18	Quorum of Nomination and Remuneration Committee meeting
19	Meeting of Nomination and Remuneration Committee
20	Composition of Stakeholder Relationship Committee
21	Meeting of Stakeholders Relationship Committee
22	Composition and role of risk management committee
23	Meeting of Risk Management Committee
24	Vigil Mechanism
25	Policy for related party Transaction
26	Prior or Omnibus approval of Audit Committee for all related party transactions
27	Approval for material related party transactions
28	Disclosure of related party transactions on consolidated basis
29	Composition of Board of Directors of unlisted material Subsidiary

30	Other Corporate Governance requirements with respect to subsidiary of listed entity
31	Annual Secretarial Compliance Report
32	Alternate Director to Independent Director
33	Maximum Tenure
34	Meeting of independent directors
35	Familiarization of independent directors
36	Declaration from Independent Director
37	D & O Insurance for Independent Directors
38	Memberships in Committees
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel
40	Disclosure of Shareholding by Non-Executive Directors
41	Policy with respect to Obligations of directors and senior management
Any other information to be provided	

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1	Name of signatory
2	Designation

Annexure II

Regulation Number	Compliance status (Yes/No/NA)
16(1)(b) & 25(6)	Yes
17(1), 17(1A) & 17(1B)	Yes
17(2)	Yes
17(2A)	Yes
17(3)	Yes
17(4)	Yes
17(5)	Yes
17(6)	Yes
17(7)	Yes
17(8)	Yes
17(9)	NA
17(10)	Yes
17(11)	Yes
17A	Yes
18(1)	Yes
18(2)	Yes
19(1) & (2)	Yes
19(2A)	Yes
19(3A)	Yes
20(1), 20(2) & 20(2A)	Yes
20(3A)	Yes
21(1),(2),(3),(4)	NA
21(3A)	NA
22	Yes
23(1),(1A),(5),(6),(7) & (8)	Yes
23(2), (3)	Yes
23(4)	NA
23(9)	Yes
24(1)	Yes

24(2),(3),(4),(5) & (6)	Yes
24(A)	Yes
25(1)	Yes
25(2)	Yes
25(3) & (4)	Yes
25(7)	Yes
25(8) & (9)	Yes
25(10)	NA
26(1)	Yes
26(3)	Yes
26(4)	Yes
26(2) & 26(5)	Yes

Annexure II

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Annexure II	
III. Affirmations	
Sr	Particulars
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied
Any other information to be provided	

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Annexure II	
1	Name of signatory
2	Designation

Compliance status (Yes/No/NA)
Yes
Add Notes

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Vijendra Surana
Company Secretary and Compliance Officer

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Signatory Details

Name of signatory	Vijendra Surana
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	06-04-2020

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