

XBRL Excel Utility	
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### 1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filling consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website ([www.listing.bseindia.com](http://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 system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

### 3. Index

1	Details of general information about company	<a href="#">General Info</a>
2	Composition of BOD	<a href="#">Annexure I - Composition of BOD</a>
3	Composition of Committee	<a href="#">Annexure I - Composition of Committee</a>
4	Meeting of BOD	<a href="#">Annexure I - Meeting of BOD</a>
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### 4. Import XBRL file

1. Now you can import and view previously generated XBRL files by clicking Import XBRL button on General information sheet.

### 5. Steps for Filing Corporate Governance Report

**I. Fill up the data:** Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

**II. Validating Sheets:** Click on the "**Validate**" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

**III. Validate All Sheets:** Click on the "**Home**" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

**IV. Generate XML :** Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

**V. Generate Report :** Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.

- 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.

**VI. Upload XML file to BSE Listing Center:** For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

### 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 generating XML.
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 unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

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### 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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter  
ended date only

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## Annexure I

Annexure I to be submitted by listed entity on qu

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

[Add Notes](#)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	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
----	-----------------	----------------------	-----	-----	-------------------------	-------------------------	-------------------------	---------------	---	------------------------------------

[Add](#)[Delete](#)

1	Mr	Rajnit Rai Jain	ACLPJ1483B	00122942	Executive Director	Chairperson related to Promoter	CEO-MD	10-09-1956	NA	
2	Mr	Shital Kumar Jain	AAAPJ4388G	00047474	Non-Executive - Independent Director	Not Applicable		12-09-1939	Yes	22-06-2019
3	Mr	Rajasekhar Ramaraj	AAFPR5454C	00090279	Non-Executive - Independent Director	Not Applicable	Shareholder Director	16-02-1950	No	
4	Mrs	Sarita Jain	ANFPJ0990A	00206743	Non-Executive - Non Independent Director	Not Applicable		07-09-1957	No	
5	Mr	Richard Nicholas Launder	AMTPL8709N	03375772	Non-Executive - Independent Director	Not Applicable	Shareholder Director	22-12-1949	No	
6	Mr	Lakshmanan Narayan	ACIPL4664P	01582059	Non-Executive - Independent Director	Not Applicable		19-04-1972	No	

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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)	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
02-12-1987				1	0	2	0		
04-12-2006	01-04-2019		184	1	1	2	1		
01-05-2009	01-04-2019		155	1	1	2	1		
20-01-1988				1	0	0	0		
28-07-2009	01-04-2019		152	1	1	1	0		
24-09-2020			18	1	1	0	0		

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Disclosure of notes on composition of committees explanatory

[Add Notes](#)

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 September 30, 2021.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2021 to September 30,2021

**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	Date of Cessation	Remarks
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	Date of Cessation	Remarks
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		
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****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	Date of Cessation	Remarks

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		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
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

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	Date of Cessation	Remarks
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	Remarks
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	01582059	Lakshmanan Narayan	Executive Committee	Non-Executive - Independent Director	Member	
6						
7						
8						
9						
10						

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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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
<a href="#">Add</a> <a href="#">Delete</a>						
1	08-11-2021			Yes	6	4
2	02-02-2022	85		Yes	6	4

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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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
<a href="#">Add</a> <a href="#">Delete</a>								
1	Audit Committee	08-11-2021				Yes	4	3
2	Audit Committee	02-02-2022	85			Yes	3	2
3	Nomination and remuneration committee	08-11-2021				Yes	4	3
4	Nomination and remuneration committee	02-02-2022				Yes	2	1
5	Stakeholders Relationship Committee	08-11-2021				Yes	3	2
6	Stakeholders Relationship Committee	02-02-2022				Yes	2	1
7	Other Committee	08-11-2021		Executive Committee		Yes	5	4
8	Other Committee	02-02-2022		Executive Committee		Yes	3	2

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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			<input type="button" value="Add Notes"/>
Disclosure of notes of material transaction with related party			<input type="button" value="Add Notes"/>

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Sr	Item	Compliance status (Yes/No/NA)	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	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	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.rssoftware.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.rssoftware.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.rssoftware.com
21	Materiality Policy as per Regulation 30	Yes		www.rssoftware.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.rssoftware.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

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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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Vijendra Surana
2	Designation	Company Secretary and Compliance Officer

## 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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				<a href="#">Add Notes</a>

## Annexure II

1	Name of signatory	Vijendra Surana
2	Designation	Company Secretary and Compliance Officer

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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		<a href="#">Add Notes</a>

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### Annexure II

1	Name of signatory	Vijendra Surana
2	Designation	Company Secretary and Compliance Officer

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Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	<a href="#">Add Notes</a>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(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</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them		0 0.00	0.00
Promoter Group or any other entity controlled by them		0 0.00	0.00
Directors (including relatives) or any other entity controlled by them		0 0.00	0.00
KMPs or any other entity controlled by them		0 0.00	0.00
<b>(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</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them		0 0.00	0.00
Promoter Group or any other entity controlled by them		0 0.00	0.00
Directors (including relatives) or any other entity controlled by them		0 0.00	0.00
KMPs or any other entity controlled by them		0 0.00	0.00
<b>(D) Additional Information</b>			<a href="#">Add Notes</a>
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to		No	<a href="#">Add Notes</a>
Name	Vijendra Surana		
Designation	CFO		
Place	Kolkata		
Date	07-04-2022		

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### Signatory Details

Name of signatory	Vijendra Surana
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	07-04-2022

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