

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **R. S. Software (India) Limited**
 2. Quarter ending - **31-Mar-2022**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat eg o r y (Ch air p e r s / Exe c u t i v e / N o n- Exe c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	Ini t i a l D a t e of A p p o i n t m e n t	Dat e of App o i n t m e n t	Dat e of c e s s a t i o n	T e n u r e	D a t e of B i r t h	Wh e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e of p a s s i n g s p e c i a l r e s o l u t i o n	N o. of D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t	No of I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No of m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	No of p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c	Me m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	Rem a r k s
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Mrs.	Sarita Jain	00206743	ANFPJ0990A	NED		20-Jan-1988	20-Jan-1988			07-Sept-1957	No		1	0	0	0		
Mr.	Richard Nicholas Lauder	0337572	AMTPL8709N	ID		28-Jul-2009	01-Apr-2019		155	22-Dec-1949	No		1	1	1	0	AC,NRC	
Mr.	Lakshmana Narayan	01582059	ACP8464P	ID		24-Sep-2020	24-Sep-2020		21	19-Apr-1972	No		1	1	0	0		

Company Remarks		
Whether Permanent chairperson appointed	Yes	
Whether Chairperson is related to MD or CEO	Yes	

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajnit Rai Jain	C,ED	Member	04-Oct-2008	
2	Shital Kumar Jain	ID	Member	30-Jul-2008	
3	Rajasekhar Ramaraj	ID	Chairperson	01-Apr-2019	
4	Richard Nicholas Lauder	ID	Member	01-Apr-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajnit Rai Jain	C,ED	Member	22-Aug-1994	
2	Shital Kumar Jain	ID	Chairperson	03-Oct-2008	
3	Rajasekhar Ramaraj	ID	Member	01-Apr-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajnit Rai Jain	C,ED	Member	23-Jan-2004	

2	Shital Kumar Jain	ID	Member	23-Jan-2004	
3	Rajasekhar Ramaraj	ID	Member	22-Apr-2016	
4	Richard Nicholas Lauder	ID	Chairperson	01-Apr-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
02-Feb-2022	22-Apr-2022	Yes	6	4
	22-Apr-2022	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	85

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	02-Feb-2022	22-Apr-2022	Yes	4	3
Nomination & Remuneration Committee	02-Feb-2022	21-Apr-2022	Yes	4	3
Stakeholders Relationship Committee	02-Feb-2022	21-Apr-2022	Yes	3	2

Company Remarks	
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Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85
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v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Vijendra Surana**

Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.rssoftware.com
Terms and conditions of appointment of	Yes		www.rssoftware.com
Composition of various committees of	Yes		www.rssoftware.com
Code of conduct of board of directors and	Yes		www.rssoftware.com
Details of establishment of vigil mechanism/	Yes		www.rssoftware.com
Criteria of making payments to non-	Yes		www.rssoftware.com
Policy on dealing with related party	Yes		www.rssoftware.com
Policy for determining 'material' subsidiaries	Yes		www.rssoftware.com
Details of familiarization programs imparted	Yes		www.rssoftware.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.rssoftware.com
Contact information of the designated	Yes		www.rssoftware.com
Financial results	Yes		www.rssoftware.com
Shareholding pattern	Yes		www.rssoftware.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.rssoftware.com
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Yes		www.rssoftware.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.rssoftware.com
Materiality Policy as per Regulation 30	Yes		www.rssoftware.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.rssoftware.com
II Annual Affirmations			

Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Vijendra Surana**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by</i>	0	0	0

<i>them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(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:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0

<i>KMPs or any other entity controlled by them</i>	0	0	0
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(D) If the Listed Entity would like to provide any other information the same may be indicated here

No such loans, guarantees, comfort letters or securities in connection with any loans are given by the company.

Affirmations	
<i>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 promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
Company Remarks in case of non-compliant status	

Name: Vijendra Surana
Designation: Chief Financial Officer
Place: Kolkata
Date: 07-Apr-2022