

**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 - **30-Sep-2018**

**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 ego ry (Ch air per son / Exe cutiv e/ No n- Exec utive/ Inde pend ent/ Nomi nee)	S u b C a t e g o r y	Ini tia l D a t e of A p p o i n t m e n t	Dat e of App oi nt me n t	Dat e of ces sati on	T e n u r e	D a t e of Bir th	Wh eth er spe cial res olut ion pas sed ?	D a t e of p a ss in g s p e ci al res ol uti on	N o. of Di re ct or s hi p in lis ted en titi es in clu din g thi s lis ted en t	No of Inde pend ent Dire ct or ship in lis ted entiti es inclu ding this lis ted entity	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) inclu ding this list ed enti ty	No of po st of Ch air per son in Au dit/ St ak eh old er Co m mit tee hel d in lis ted ent itie s inc	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Rem arks
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M r.	Raj nit Rai Jai n	0 0 1 2 2 9 4 4 2	A C L PJ 1 4 8 3 B	C & ED		02- Dec- 1987					0	1	2	0	AC,SC, NRC	Exec utive Dire ctor- Chai rma n	
M r.	Shi tal Ku ma r Jai n	0 0 0 4 7 4 4 4	A A A PJ 4 3 8 8 G	ID		04- Dec- 2006	1 4 2				0	2	2	2	AC,SC, NRC	Non- Exec utive Inde pend ent Dire ctor	
M r.	Raj ase kha r Ra ma raj	0 0 0 9 0 2 7 9	A A F P R 5 4 5 4 C	ID		01- May- 2009	1 1 3				0	1	1	0	AC,NR C	Non- Exec utive Inde pend ent Dire ctor	

M r s .	Sar ita Jai n	0 0 2 0 6 7 4 3	A N F P J 0 9 9 0 A	NED			20- Jan- 1988					0	1	0	0	NA	Non- Exec utive Non- Inde pend ent Dire ctor
M r.	Ric har d Nic hol as La un der	0 3 3 7 5 7 2	A M T P L 8 7 0 9 N	ID			28- Jul- 2009		1 1 0			0	1	0	0	NRC	Non- Exec utive Inde pend ent Dire ctor

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

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rajasekhar Ramaraj	ID	Member		
2	Rajnit Rai Jain	C & ED	Member		
3	Shital Kumar Jain	ID	Chairperson		

Company Remarks	
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Whether Permanent chairperson appointed	
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**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shital Kumar Jain	ID	Chairperson		
2	Rajnit Rai Jain	C & ED	Member		

Company Remarks	
Whether Permanent chairperson appointed	

**c. Risk Management Committee**

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

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rajasekhar Ramaraj	ID	Chairperson		
2	Shital Kumar Jain	ID	Member		
3	Rajnit Rai Jain	C & ED	Member		
4	Richard Nicholas Lauder	ID	Member		

Company Remarks	
Whether Permanent chairperson appointed	

**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
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19-Apr-2018	26-Jul-2018			
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Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

iv. **Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>
Stakeholders Relationship Committee	18-Apr-2018	26-Jul-2018	Yes		
Nomination & Remuneration Committee	18-Apr-2018	27-Jul-2018	Yes		
Audit Committee	19-Apr-2018	26-Jul-2018	Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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 III

### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
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Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	He could not attend the Annual General Meeting for ill-health.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)		
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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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**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<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>

**(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>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>



<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>			

**(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>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>
<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>			

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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<b>Affirmations</b>	
<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>	
<b>Company Remarks in case of non-compliant status</b>	

<b>Name:</b> <b>Designation:</b> anx4Designation <b>Place:</b> <b>Date:</b>
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