

**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-2019**

**i. Composition Of Board Of Director**

| T<br>i<br>t<br>l<br>e<br>(<br>M<br>r<br>/<br>M<br>s<br>) | Name<br>of<br>the<br>Dir<br>ect<br>or | D<br>I<br>N | P<br>A<br>N | Cat<br>ego<br>ry<br>(Ch<br>air<br>per<br>son<br>/<br>Exe<br>cutiv<br>e/<br>No<br>n-<br>Exec<br>utive/<br>Inde<br>pend<br>ent/<br>Nomi<br>nee) | S<br>u<br>b<br>C<br>a<br>t<br>e<br>g<br>o<br>r<br>y | Ini<br>tia<br>l<br>D<br>a<br>t<br>e<br>of<br>A<br>p<br>p<br>o<br>i<br>n<br>t<br>m<br>e<br>n<br>t | Dat<br>e<br>of<br>App<br>oi<br>nt<br>me<br>n<br>t | Dat<br>e<br>of<br>ces<br>sati<br>on | T<br>e<br>n<br>u<br>r<br>e | D<br>a<br>t<br>e<br>of<br>Bi<br>rt<br>h | Wh<br>eth<br>er<br>spe<br>cial<br>res<br>olut<br>ion<br>pas<br>sed<br>? | D<br>a<br>t<br>e<br>of<br>p<br>a<br>ss<br>in<br>g<br>s<br>p<br>e<br>ci<br>al<br>res<br>ol<br>uti<br>on | N<br>o.<br>of<br>Di<br>re<br>ct<br>or<br>s<br>hi<br>p<br>in<br>lis<br>ted<br>en<br>titi<br>es<br>in<br>clu<br>ding<br>this<br>lis<br>ted<br>en<br>t | No<br>of<br>Inde<br>pend<br>ent<br>Dire<br>ct<br>or<br>ship<br>in<br>lis<br>ted<br>entiti<br>es<br>in<br>clud<br>ing<br>this<br>lis<br>ted<br>en<br>tity | No<br>of<br>me<br>mb<br>ers<br>hips<br>in<br>Au<br>dit/<br>Sta<br>keh<br>old<br>er<br>Co<br>mm<br>itte<br>e(s)<br>in<br>clud<br>ing<br>this<br>lis<br>ted<br>en<br>tity | No<br>of<br>po<br>st<br>of<br>Ch<br>air<br>per<br>son<br>in<br>Au<br>dit/<br>St<br>ak<br>eh<br>old<br>er<br>Co<br>m<br>mit<br>tee<br>hel<br>d<br>in<br>lis<br>ted<br>en<br>titi<br>es<br>inc | Me<br>mbe<br>rshi<br>p<br>in<br>Co<br>mmi<br>tee<br>s<br>of<br>the<br>Co<br>mpa<br>ny | Rem<br>arks |
|--|---------------------------------------|-------------|-------------|---|---|--|---|-------------------------------------|----------------------------|---|---|--|---|--|---|--|---|-------------|
|--|---------------------------------------|-------------|-------------|---|---|--|---|-------------------------------------|----------------------------|---|---|--|---|--|---|--|---|-------------|



|       |                          |        |         |     |  |             |             |     |             |             |  |  |      |        |  |
|-------|--------------------------|--------|---------|-----|--|-------------|-------------|-----|-------------|-------------|--|--|------|--------|--|
| Mrs . | Sarita Jain              | 006743 | ANFPJOA | NED |  | 20-Jan-1988 | 20-Jan-1988 |     |             | 07-Sep-1957 |  |  | 1000 | NA     | Non-Executive Non-Independent Director |
| Mr.   | Richard Nicholas Launder | 037572 | AMTPLN  | ID  |  | 28-Jul-2009 | 01-Apr-2019 | 122 | 12-Dec-1949 |             |  |  | 1110 | AC,NRC | Non-Executive Independent Director     |

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

## ii. Composition of Committees

### a. Audit Committee

| Sr. No. | Name of the Director     | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|--------------------------|----------|------------------------|------------------|----------------|
| 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 Launder | 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> |
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|

|   |    |
|---|----|
| Company Remarks                         |    |
| Whether Permanent chairperson appointed | No |

**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<br>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 |
|---|---|-----------------------------------|-----------------------------|---|
| 30-Apr-2019   | 25-Jul-2019   | Yes                               | 3                           | 2                                       |

|   |    |
|---|----|
| 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                     | 30-Apr-2019  | 25-Jul-2019   | Yes  | 3                           | 2                                       |
| Stakeholders Relationship Committee | 29-Apr-2019  | 25-Jul-2019   | Yes  | 3                           | 2                                       |
| Nomination & Remuneration Committee | 30-Apr-2019  | 25-Jul-2019   | Yes  | 4                           | 3                                       |

|  |    |
|--|----|
| Company Remarks  |    |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 85 |

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 |  |
|--|--|

**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> |
|--|--------------------------------------|--------------------------|-----------------------|
| 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)                             | Yes                      |                       |
| 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)                                | Yes                      |                       |
| 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% |
|----------|---------------|----------------|

**(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>  |  |

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