

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-2022**

i. Composition Of Board Of Director

Title (Mr. / Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive /	Sub Category	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1 A) of Listing Regulation	Date of passing special resolution	No. of Directorship in listed entities [in refer	No. of Independent Directorship in listed entities in this category	No. of memberships in Audit/ Stakeholder Committee(s) in listed	No. of posts of Chairperson in Audit / Stake	Membership in Committees of the Company	Remarks
------------------	----------------------	-----	-----	---	--------------	-----------------------------	---------------------	--------	---------------	---------------------------------------	--------------------------------	------------------------------	-----------------------------	----------------	---	------------------------------------	--	---	---	--	---	---------

In de pen den t/ N o mi ne	ati on s]	en ce to R eg ul ati on 17 A (1)]	en tit y [in ref er en ce to pr ov is o to re gu lat io n 17 A (1)]	thi s lis te d en tit y	e h o l d e r C o m m it t e e h e l d i n li st e d en ti ti e s i n c l u d i n	y

M r.	R a s e k h a r R a m a r a j	0 0 9 0 2 7 9	A A F P R 5 4 5 4 C	ID		0 1 - M a y - 2 0 0 9	0 1- A p r - 2 0 1 9		1 6 1	1 6- F e b - 1 9 5 0	N o				A c t i v e	N o		1	1	2	1	AC, SC, NR C	
M r s.	S a r i t a J a i n	0 0 2 0 6 7 4 3	A N F P J 0 9 9 0 A	N E D		2 0 - J a n - 1 9 8 8	2 0- J a n - 1 9 8 8			0 7- S e p - 1 9 5 7	N o				A c t i v e	N o		1	0	0	0		
M r.	R i c h a r d N i c h o l a s L a u n d e r	0 3 3 7 5 7 7 2	A M T P L 8 7 0 9 N	ID		2 8 - J u l - 2 0 0 9	0 1- A p r - 2 0 1 9		1 5 8	2 2- D e c - 1 9 4 9	N o				A c t i v e	N o		1	1	1	0	AC, NR C	

M	L	0	A	ID		2	2		2	1	N				A	N		1	1	0	0		
r.	ks	1	C			4	4-		4	9-	o				cti	o							
	h	5	I			-	Se			Apr				ve									
	m	8	P			S	p-			-													
	a	2	L			e	2			1													
	n	0	4			p	0			9													
	N	5	6			-	2			7													
	a	9	6			2	0			2													
	r		4			0	2																
	a		P			2	0																

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

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
----------------	----------------------------------	-----------------	---------------------------	----------------------------	--------------------------

Company Remarks	
Whether Regular chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</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 Launder	ID	Chairperson	01-Apr-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
22-Apr-2022	Yes	6	6	4
11-Aug-2022	Yes	6	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	110

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	22-Apr-2022	Yes	4	4	3	2
Audit Committee	11-Aug-2022	Yes	4	3	2	2
Nomination & Remuneration Committee	21-Apr-2022	Yes	4	4	3	2
Nomination & Remuneration Committee	11-Aug-2022	Yes	4	3	2	2
Stakeholders Relationship Committee	21-Apr-2022	Yes	3	3	2	1

Stakeholders Relationship Committee	11-Aug-2022	Yes	3	2	1	1
-------------------------------------	-------------	-----	---	---	---	---

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	110

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	
--	--

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 1000 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:

--

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

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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)	Not Applicable	

Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
--	--------------------------------------	-----	--

Note:

--

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

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>
13518824.65	0	0	0	13518824.65	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 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
--	---	---	---

(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

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

--

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	Company has given loan to its Subsidiary.

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