R.S. Software (India) Limited
CIN: L72200WB1987PLC043375
E-mail Id: rscorp@rssoftware.co.in

May 28, 2025

The General Manager
Department of Corporate Services,
Bombay Stock Exchange Ltd.,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Company Code: 517447

The Vice President
National Stock Exchange of India Limited,
Listing Compliance
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400061
Company Code: RSSOFTWARE

Dear Sirs,

Sub: **Secretarial Compliance Report of the Company as per Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for the financial year ending March 31, 2025.**

We are submitting the Secretarial Compliance Report of the Company duly audited and signed by the Secretarial Auditor of the Company, in terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 for the financial year ending March 31, 2025.

Thanking you,

Yours faithfully,
For R S Software (India) Ltd.

VIJENDRA KUMAR SURANA
Digitally signed by VIJENDRA KUMAR SURANA
Date: 2025.05.28 17:18:17 +05'30'

Vijendra Kumar Surana
CFO & Company Secretary
(Membership No. 11559)

Encl: **As above**

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MR & Associates

COMPANY SECRETARIES

(Peer Reviewed Firm)

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrasso1996@gmail.com / goenkamohan@gmail.com

SECRETARIAL COMPLIANCE REPORT

OF

R S SOFTWARE (INDIA) LTD.

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2025

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,
The Members,
R S SOFTWARE (INDIA) LTD.
234 3A Acharya Jagadish Chandra Bose Road
Kolkata 700020
West Bengal

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s R S SOFTWARE (INDIA) LTD.** (hereinafter referred as 'the listed entity'), having its Registered Office at 234, 3A Acharya Jagadish Chandra Bose Road, Kolkata 700020. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, MR & Associates, a firm of Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by **M/s. R. S. SOFTWARE (INDIA) LTD** ("the listed entity")

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

MR & Associates Company Secretaries 卐

for the year ended on 31st March 2025 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable as there was no reportable events during the Financial Year under review.**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable as there was no reportable events during the Financial Year under review.**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable as there was no reportable events during the Financial Year under review.**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

(h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder;

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and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
As per **Annexure A**										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No.	Observations / Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ..... (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
As per **Annexure B**						

(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks of the Practicing Company Secretary
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	**Adoption and timely updating of the Policies:** • All applicable policies under SEBI Regulations are adopted with the	Yes	

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	approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated on time, as per the regulations/circulars/guidelines issued by SEBI		
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	Yes Yes Yes	The Company is generally compliant under regulation 46.
4.	**Disqualification of Director:** None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA Yes	The company does not have any material subsidiary company as on Financial Year ended 31.03.2025 as per the information provided by the management.
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	**Performance Evaluation:**	Yes	

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	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case of no prior approval, the listed entity shall provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	The listed entity has generally obtained prior approval of the Audit Committee for related party transactions. In instances where prior approval was not obtained, the transactions were subsequently ratified by the Audit Committee in accordance with the applicable provisions as per the information provided by the management.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	As per the information provided by the management all the material information under Regulation 30 were intimated to the stock exchange within time period. except as stated in **Annexure A.**
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	No action taken by SEBI or Stock Exchange(s) as confirmed by the Management
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance	NA	

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	with the provisions of the LODR Regulations by listed entities.		
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported elsewhere in this report.	Yes	No such additional non-compliance observed except as stated elsewhere in the report.

We further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

Assumptions & Limitation of scope and Review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records and also based on opinions furnished to us by the Company

4. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity. We have obtained the Management Representation about the compliance of regulations, wherever required. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March 31, 2025.

5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

6. This report pertains solely to the compliances and other applicable matters arising during the audit period from April 1, 2024, to March 31, 2025.

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 5598/2024

Place: Kolkata
Date: 28.05.2025

MR & Associates Company Secretaries

Tanvee

(Tanvee)
Partner
ACS No.: 34974
C P No: 13573
UDIN : A034974G000469650

Annexure- A

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, subject to the following observations as specified below in addition to the other mentioned points in the report: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (in Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity	Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delayed Compliance.	BSE & NSE	Cautionary Email	Delayed disclosure to the Stock Exchange(s) regarding the proceedings of the Annual General Meeting held on 10th July 2024, submitted beyond the 12-hour timeline as per Regulation 30(6)(ii).	-	During the period under review, delayed intimation was submitted to the Stock Exchange(s) regarding the proceedings of the Annual General Meeting held on 10th July 2024,	The company has furnished its response to the Stock Exchange and the exchange waived any action on the company thereof.	

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Annexure- B

(b)The listed entity had taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended....	Compliance Requirement (Regulations/circulars/ guidelines including	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	During the period under review the company has appointed requisite no. of directors after the appointment of Mr. Peter Sweers as the director of the company w.e.f. 21.10.2023.	31st March, 2024	The board of directors of the top 2000 listed entities shall comprise of not less than six directors under Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company did not have requisite number of minimum six directors on the Board after the demise of Mr. Shital Kumar Jain (DIN 00047474) NSE and BSE imposed fine of 82,600/- each for June 2024 quarter NSE and BSE imposed fine of 5,42,800/- each for September 2024 quarter	The Company has appointed requisite number of Directors on the Board with effect from 21st October 2023 and paid the requisite fine to both BSE & NSE for June quarter and paid BSE for September quarter and clarified to NSE for the December quarter (for the period up-to 20.10.2023) and prayed both the Stock Exchanges for the waiver of fine, un-freezing of the Promoters Shareholdings and for not taking any other action against the Company. The shareholding of the promoters has now been unfrozen.	The company had complied with the provisions, and it has appointed requisite no. of directors after the appointment of Mr. Peter Sweers as the director of the company w.e.f. 21.10.2023. The Company has duly complied with the said regulation for the financial year ended 2024-2025.

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				NSE Clarificatory vide E-mail dated 14.01.2024 for December quarter. (For the period up-to 20.10.2023)		
2.	The Company did not obtain In-principle approval of the Stock Exchanges prior to the grant of 8,05,001 ESOP Options to the eligible employees of the Company on 10th November 2023 under the Company's ESOP Scheme 2022 as per Reg 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	31st March, 2024	For listing of equity shares issued pursuant to ESOP, the company shall obtain In-principle approval of the recognized stock exchanges where it proposes to list the said shares prior to the grant of options to the eligible employees of the Company under Regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	The Company did not obtain In - principle approval of the Stock Exchanges prior to the grant of 8,05,001 ESOP Options to the eligible employees of the Company on 10th November 2023 under the Company's ESOP Scheme 2022. BSE &NSE issued Clarificatory and advisory	The Company has requested the Stock Exchanges for condonation of the Omission in Compliance of ESOP Scheme 2022. BSE vide their Letter DSC/IPO/JP/ESOP-IP/3184/2024-25 dated 28.05.2024 granted the In - principle approval for issue and allotment of max 20,00,000 equity shares under the scheme, condoning the omission with advisory notes. NSE issued an advisory letter NSE/LIST/39164 for the same on 28.05.2024, condoning the omission and granted In-principle approval for issue and allotment of max 20,00,000 equity shares under the scheme vide letter no. NSE/LIST/39164 dated 31.05.2024.	The Company has submitted a request to the Stock Exchanges seeking condonation for the inadvertent omission in compliance with the ESOP Scheme 2022. While the lapse is irreversible, the Company has assured that it will exercise utmost diligence and adopt all necessary precautions to ensure strict compliance in the future.

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