Corporate Governance

General information about company	
Scrip Code	517447
NSE Symbol	RSSOFTWARE
MSEI Symbol	NOTLISTED
ISIN	INE161B01029
Name of the entity	R. S. Software (India) Limited
Date of start of financial year	01-APR-2024
Date of end of financial year	31-MAR-2025
Reporting Quarter	Half Yearly
Date of Report	30-Sep-2024
Risk management committee	Applicable

Annexure I to be submitted by listed entity on quarterly basis

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson: Yes

Whether Chairperson is related to MD or CEO: No. | Disqualification of Directors under section 164 of the Companies Act

Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification
1	Mr.	Rajnit Rai Jain	ACLPJ1483B	00122942	Executive Director	Not Applicable	CEO-MD	10-Sep-1956	No			
2	Mr.	Rajasekhar Ramaraj	AAFPR5454C	00090279	Non-Executive - Non Independent Director	Chairperson		16-Feb-1950	No			
3	Mrs.	Sarita Jain	ANFPJ0990A	00206743	Non-Executive - Non Independent Director	Not Applicable		07-Sep-1957	No			
4	Mr.	Richard Nicholas Launder	AMTPL8789N	03375772	Non-Executive - Non Independent Director	Not Applicable		22-Dec-1949	No			
5	Mr.	Cedaramguttu S Mohan	DOEPM1151P	01308472	Non-Executive - Independent Director	Not Applicable		03-Dec-1968	No			
6	Mr.	Peter Sweers	ZZZZZ9999Z	10366047	Non-Executive - Independent Director	Not Applicable		29-Jan-1983	No			

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00090279	Rajasekhar Ramaraj	Non-Executive - Non Independent Director	Member	01-Apr-2019		
2	01308472	Cedaramguttu S Mohan	Non-Executive - Independent Director	Chairperson	01-Apr-2024		
3	10366047	Peter Sweers	Non-Executive - Independent Director	Member	01-Apr-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03375772	Richard Nicholas Launder	Non-Executive - Non Independent Director	Member	01-Apr-2019		
2	01308472	Cedaramguttu S Mohan	Non-Executive - Independent Director	Member	10-Nov-2023		
3	10366047	Peter Sweers	Non-Executive - Independent Director	Chairperson	01-Apr-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00090279	Rajasekhar Ramaraj	Non-Executive - Non Independent Director	Chairperson	01-Apr-2019		
2	00122942	Rajnit Rai Jain	Executive Director	Member	22-Aug-1994		
3	03375772	Richard Nicholas Launder	Non-Executive - Non Independent Director	Member	25-Apr-2023		
4	10366047	Peter Sweers	Non-Executive - Independent Director	Member	01-Apr-2024		

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*
1	18-Apr-2024			true	6	6	2
2	09-Jul-2024	81		true	6	5	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	18-Apr-2024				true	3	3	2	2
2	Audit Committee	09-Jul-2024	81			true	3	3	2	2
3	Nomination and remuneration committee	18-Apr-2024				true	3	3	2	2
4	Nomination and remuneration committee	09-Jul-2024	81			true	3	3	2	2
5	Stakeholders Relationship Committee	18-Apr-2024				true	4	4	1	1
6	Stakeholders Relationship Committee	09-Jul-2024	81			true	4	4	1	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions

Disclosure of notes of material transaction with related party

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents vs breaches or loss of data or documents during the quarter: No

Other details of cyber security incidence or breaches or loss of data event

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr	Date of the event	Brief details of the event

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Vijendra Kumar Surana
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	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)	0	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	0	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	0	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	0	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	0	
6	Submission of Annual Secretarial Compliance Report	24A(2)	0	
7	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	0	

Any other information to be provided

Annexure III

1	Name of signatory	Vijendra Kumar Surana
2	Designation	CFO

Additional Half yearly Disclosure

Applicability of disclosure	Applicable
Reason for Non Applicability	

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

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

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

(D) Additional Information

II. Affirmations

Affirmations	Compliance Status	Company Remarks
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), promotor 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.	Yes	Textual Information(2)
Name	Vijendra Kumar Surana	
Designation	CFO	
Place	Kolkata	
Date	03-Oct-2024	

Text Block

Textual Information(2)	All loans (other form of debts), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt s) given directly or indirectly by the listed entity.