R S SOFTWARE (INDIA) LTD.
CIN: L72200WB1987PLC043375
www.rssoftware.com
An ISO 9001:2015 and ISO 27001:2013 company

June 11, 2021

The Asst. Vice President,
Listing Dept.,
National Stock Exchange Of India Ltd.,
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block,
Bandra- Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

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, 2021.**

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, 2021.

This is for your kind information and records please.

Thanking you,

Yours faithfully,
For R S Software (India) Limited

R.S. SOFTWARE INDIA LTD. KOL-20

Vijendra Surana
CFO & Company Secretary

Encl.: **As above**

MR & Associates

Company Secretaries

46, B. B. Ganguly Street,

Kolkata-700012

Moblie No: 9831074332

Email :goenkamohan@gmail.com

SECRETARIAL COMPLIANCE REPORT
OF
R S SOFTWARE (INDIA) LTD.
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021
[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 dated 08/02/2019 issued by Securities and Exchange Board of India]

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

We 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, for the year ended on 31st March, 2021 ("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 for the review period**

MR & Associates Company Secretaries

Cont.2/

(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 for the review period**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **-Not Applicable for the review period**

(g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **-Not Applicable for the review period**

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

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

Based on the above examination, and considering the various relaxations granted, from time to time, by the Securities and Exchange Board of India, the Ministry of Corporate Affairs and other Regulatory authorities, in view of spread of COVID-19 pandemic, We hereby report that, as stated by the management, disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 had been delayed to COVID 19 pandemic situation and the disclosure of Related Party transactions required under Reg. 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 had been made from half year ended September 30, 2020 and also during the Review Period:

(a)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, subject to the following observations as specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NA	NA	NA

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c)The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

MR & Associates Company Secretaries

Cont.3/

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited and National Stock Exchange Limited	Delayed / Non-compliance with Reg. 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Notice issued by Stock Exchanges imposing fine	The Company had duly replied against the notice and made request to condone the delay and waiver of fine.

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Submission of Certificate simultaneously to Stock exchange as per Regulation 40 (10) - Transfer or transmission or transposition of securities	Delayed submission as per NSE report	As per Website of NSE, the same was submitted timely	As per Website of NSE, the same was submitted timely

For M R & Associates
Company Secretaries

MR & Associates Company Secretaries

Tanvee

[Tanvee]
Partner
ACS No.: A34974
C P No.: 13573
UDIN : A034974C000344041

Place : Kolkata
Date : 19.05.2021

Note: In view of the situation emerging out of the outbreak of second wave of COVID-19 Pandemic, physical documents, records & other papers of the Company for the year ended March 31st, 2021 required by us for our examination were obtained from the Company through electronic Mode only and verified to the extent possible.