Corporate Governance

General information about company	
Scrip Code	517447
NSE Symbol	RSSOFTWARE
MSEI Symbol	NOTLISTED
ISIN	INE165B01029
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	Quarterly
Date of Report	31-Dec-2024
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

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

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	Date disq
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	AMTPL8709N	03375772	Non-Executive - Non Independent Director	Not Applicable		22-Dec-1949	No			
5	Mr.	Cedarampattu S Mohan	DOEPM1515P	01308472	Non-Executive - Independent Director	Not Applicable		01-Dec-1968	No			
6	Mr.	Peter Sweers	ZZZZZ9999Z	10366047	Non-Executive - Independent Director	Not Applicable		29-Jun-1963	No			

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	

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	Cedarampattu 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 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	03375772	Richard Nicholas Launder	Non-Executive - Non Independent Director	Member	01-Apr-2019		
2	01308472	Cedarampattu 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 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	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

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	09-Jul-2024			true	6	5	2
2	29-Oct-2024	111		true	6	5	2
3	14-Dec-2024	45		true	6	3	1

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	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-Jul-2024				true	3	3	2	2
2	Audit Committee	29-Oct-2024	111			true	3	3	2	2
3	Nomination and remuneration committee	09-Jul-2024				true	3	3	2	2
4	Nomination and remuneration committee	28-Oct-2024	110			true	3	3	2	3
5	Stakeholders Relationship Committee	09-Jul-2024				true	4	4	1	1
6	Stakeholders Relationship Committee	28-Oct-2024	110			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 or 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)	NA
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