FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L72200WB1987PLC043375 **Pre-fill**
Global Location Number (GLN) of the company	
* Permanent Account Number (PAN) of the company	AABCR7813G
(ii) (a) Name of the company	R S SOFTWARE (INDIA) LTD.

(a) Registered office address

234 3A ACHARYA JAGADISH CHANDRA BOSE ROAD
KOLKATA
West Bengal
700020
India

(b) *e-mail ID of the company	VI**********CO.IN
(c) *Telephone number with STD code	03*******54
(d) Website	www.rssoftware.com
(iii) Date of Incorporation	02/12/1987

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (•) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Ltd	1
2	National Stock Exchange of India Ltd	1,024

(b) CIN of the Registrar and Transfer Agent U74140WB1994PTC062959 **Pre-fill**

Name of the Registrar and Transfer Agent

CB MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

P-22 BONDAL ROAD.
KOLKATA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held (•) Yes ( ) No

(a) If yes, date of AGM 10/07/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ( ) Yes (•) No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2 **Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RESPONSIVE SOLUTIONS INC		Subsidiary	100
2	PAYPERMINT PRIVATE LIMITED	U72900WB2016PTC217291	Subsidiary	80.3

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	40,000,000	25,708,318	25,708,318	25,708,318
Total amount of equity shares (in Rupees)	200,000,000	128,541,590	128,541,590	128,541,590

Number of classes 1

Class of Shares Equity share capital	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	40,000,000	25,708,318	25,708,318	25,708,318
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	200,000,000	128,541,590	128,541,590	128,541,590

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,500,000	0	0	0
Total amount of preference shares (in rupees)	250,000,000	0	0	0

Number of classes 1

Class of shares Preference share capital	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	2,500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	250,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	262,152	25,446,166	25708318	128,541,590	128,541,59	
Increase during the year	0	0	0	101,230	101,230	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Transfer to demat from physical				101,230	101,230	
Decrease during the year	0	0	0	101,230	101,230	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Transfer from demat to physical				101,230	101,230	
At the end of the year	262,152	25,446,166	25708318	128,541,590	128,541,59	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify NA				0	0	
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ◯ Yes ◯ No ◯ Not Applicable

Separate sheet attached for details of transfers ◯ Yes ◯ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 595,422,319.97

(ii) Net worth of the Company 589,123,586.84

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,456,832	40.67	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	10,456,832	40.67	0	0

Total number of shareholders (promoters) 2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1.	Individual/Hindu Undivided Family				
	(i) Indian	12,473,514	48.52	0	
	(ii) Non-resident Indian (NRI)	700,849	2.73	0	
	(iii) Foreign national (other than NRI)	48,400	0.19	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	2,816	0.01	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	512	0	0	
5.	Financial institutions	1,392	0.01	0	

6.	Foreign institutional investors	255,367	0.99	0	
7.	Mutual funds	2,304	0.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	599,098	2.33	0	
10.	Others Institutions Domestic, Direc	1,167,234	4.54	0	
	Total	15,251,486	59.33	0	0

Total number of shareholders (other than promoters) 21,846

Total number of shareholders (Promoters+Public/ Other than promoters) 21,848

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
POLUS GLOBAL FUND	ICICI BANK LTDSMS DEPT 1ST FLOC			250,000	0.97
ACADIAN EMERGING	MDEUTSCHE BANK AG, DB HOUSEH	A		4,325	0.02
MORGAN STANLEY AS	52/60 MGRD FORTBOMBAY 40000		IN	768	0
QUADRATURE CAPITA	JP Morgan Chase Bank N.A,India S			274	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	26,425	21,846
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	1	1	1	1	39.25	1.42

B. Non-Promoter	0	3	0	4	0	1.74
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	4	0	1.74
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	5	39.25	3.16

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAJNIT RAI JAIN	00122942	Managing Director	10,090,288	
RAJASEKAR RAMARA	00090279	Director	362,400	
SARITA JAIN	00206743	Director	366,544	
RICHARD NICHOLAS	03375772	Director	48,400	
CEDARAMPATTU SUE	01308472	Director	0	
PETER SWEERS	10366047	Director	0	
VIJENDRA KUMAR SU	AJIPS7882D	CFO	4	
VIJENDRA KUMAR SU	AJIPS7882D	Company Secretar	4	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PETER SWEERS	10366047	Additional director	21/10/2023	Appointment
PETER SWEERS	10366047	Director	21/10/2023	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/07/2023	21,848	98	40.66
Postal Ballot	14/01/2024	23,416	124	42.33
Postal Ballot	21/03/2024	22,570	125	2.72

B. BOARD MEETINGS

*Number of meetings held 4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/04/2023	5	5	100
2	25/07/2023	5	3	60
3	10/11/2023	6	5	83.33
4	25/01/2024	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held 16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	e25/04/2023	3	3	100
2	Audit Committ	e25/07/2023	3	3	100
3	Audit Committ	e10/11/2023	3	3	100
4	Audit Committ	e25/01/2024	3	3	100
5	Nomination an	24/04/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Nomination an	25/07/2023	3	3	100
7	Nomination an	09/11/2023	3	3	100
8	Nomination an	24/01/2024	3	3	100
9	Stakeholders r	24/04/2023	2	2	100
10	Stakeholders r	25/07/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 10/07/2024 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	RAJNIT RAI J/	4	4	100	15	15	100	Yes
2	RAJASEKAR	4	4	100	16	16	100	Yes
3	SARITA JAIN	4	3	75	0	0	0	Yes
4	RICHARD NIC	4	4	100	15	15	100	Yes
5	CEDARAMPA	4	3	75	5	4	80	Yes
6	PETER SWEE	2	1	50	2	1	50	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJNIT RAI JAIN	Managing Direct	13,062,000	0	0	0	13,062,000
	Total		13,062,000	0	0	0	13,062,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIJENDRA KUMAR	CFO & Company	11,366,000	0	0	0	11,366,000
	Total		11,366,000	0	0	0	11,366,000

Number of other directors whose remuneration details to be entered 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mrs. Sarita Jain	Director	0	0	0	120,000	120,000
2	Mr. Rajasekar Rama	Director	0	0	0	800,000	800,000
3	Mr. Richard Nichola	Director	0	0	0	760,000	760,000
4	Mr. Cedarampattu S	Director	0	0	0	360,000	360,000
5	Mr. Peter Sweers	Director	0	0	0	200,000	200,000
	Total		0	0	0	2,240,000	2,240,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◯ Yes ◉ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	Mohan Ram Goenka
Whether associate or fellow	◯ Associate ◉ Fellow
Certificate of practice number	2551

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 35 dated 30/04/2019 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director RAJASEKAR RAMARAJ Digitally signed by RAJASEKAR RAMARAJ Date: 2024.09.06 13:49:23 +05'30'

DIN of the director 0*0*0*7*

To be digitally signed by VIJENDRA KUMAR SURANA Digitally signed by VIJENDRA KUMAR SURANA Date: 2024.09.06 17:23:26 +05'30'

◉ Company Secretary

◯ Company secretary in practice

Membership number 1*5*9 Certificate of practice number

Attachments

List of attachments

1. List of share holders, debenture holders	Attach	RS_Committee Attendence_note_2023-24
2. Approval letter for extension of AGM;	Attach	
3. Copy of MGT-8;	Attach	
4. Optional Attachement(s), if any	Attach	

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company