

The Asst. General Manager

Bombay Stock Exchange Ltd.,

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, 2022.

For R S Software (India) Limited




Vijendra Surana
CFO & Company Secretary

: As above

Global Leader in Providing Technology Solutions to the Electronic Payments Industry

Registered Office:	➤ R.S. Software (India) Ltd, A-2, FMC Fortuna, 234/3A, A.J.C. Bose Road, Kolkata 700020, India Tel: 91 33 2297 5746; 91 33 2281 0106 Fax: 91 33 2297 3256
Computer Centers:	➤ RS Tower, Block Dh - B, Sector - V, Salt Lake Electronics Complex, Kolkata 700051, India Tel: 91 33 6601 8099 Fax: 91 33 7367 4469
US Offices:	➤ 1900 McCarthy Boulevard, Suite #103, Milpitas CA 95035 Tel: 408 362 1200 Fax: 408 362 0083 ➤ 555 North Point Center East, 4th floor, Alpharetta GA 30022 Tel: 678 366 5179 Fax: 678 366 5001
UK Office:	➤ Suite 218, Orion House, 104 - 106 Cranbrook Road, Ilford, Essex IG1 4LZ Ph: 02088363996
Subsidiaries:	➤ Responsive Solutions Inc., California, US ➤ R.S. Software (Asia) Pte. Limited, Singapore, Asia ➤ Paypermind Pvt. Limited



MR & Associates

COMPANY SECRETARIES

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

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SECRETARIAL COMPLIANCE REPORT

OF

R S SOFTWARE (INDIA) LTD.

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

**[Pursuant to SEBI 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, 2022 ("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) Regulations, 2014/ Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/ Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as applicable; - **Not Applicable as there was no reportable events during the Financial Year under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013/ Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as applicable; - **Not Applicable as there was no reportable events during the Financial Year under review.**
- (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
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 / Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as applicable - **Not Applicable as there was no reportable events during the Financial Year under review.**



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

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 delay made in the disclosure under Regulation 39(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for loss of share certificate intimated on 13.09.2021.

(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:

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)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Notice issued by Stock Exchanges imposing fine. The Company had paid penalty of Rs. 10,38,400/- to National Stock Exchange Limited.	BSE Limited had waived off the fine on the request made by the company. NSE had levied the penalty which company had paid off during the period under review.



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

For M R & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 720/2020

Place: Kolkata
Date: 22.04.2022



ICS Saheb Kheitan
Partner

ACS No. A34458

C P No. 14929

UDIN: A034458D000184575