



# payments at the speed of thought

RS Software puts it into action



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RS Software (India) Limited  
Annual report 2018-19

#### Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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**Digital payments**  
Reliable and Frictionless through  
innovation and ease of use





Deliver tomorrow today

The regulators globally led by the European regulator are mandating the creation of a dynamic, high speed and innovative payment ecosystem that is open, secure and democratizes the reach to ensure inclusiveness at all levels in the society. The market forces are at work to deliver tomorrow today. This works to our advantage as our economic MOAT is focused on delivering tomorrow today.



Relentless attitude

The only and only way to get to building an environment where payments happen at the speed of thought is to keep working at it with perseverance, commitment levels unheard of, and an achievement protocol that mandates relentless attitude. We have demonstrated time and again that we work with perseverance and total commitment.



Payments industry strong on growth and lot of work to be done

Despite a large continuing growth in digital payments, cash is still the king and 75% – 80% of the payments for personal consumer expenditure still happen in cash. Business-to-Business payments that are estimated at US\$120 trillion annually are dominantly made by cheques. This augurs well for us as we are ready to leverage the secular growth trend in digital payments.



# What combines hope, optimism and reality check

## ◆ Strengthening validated

Many tech companies in India and across the world today are facing the following:

- 1) Low or negative margins
- 2) Relative under performance
- 3) Over-reliance on a single product/ dominant client or legacy business

During the last 3 years RS Software has achieved success in eliminating single dominant client risk and has reinvented itself to move away from executing just legacy technologies business. It has achieved something that no company of the size of RS Software has, and that is the opportunity to build a national payment infrastructure for India. This has positioned India as a leader in digital payments, just like in late 1990s India leapfrogged in the telecom space, and democratized the reach of communication ease to its billion+ population. The Company has achieved success in several areas, foremost amongst which are leadership team building and an agile sales engine that is now ready to respond to dynamic developments in the markets. Turnarounds are a complex phenomenon. Companies in different cultures and different economic environments have had to adopt varying means to achieve success. RS Software is addressing behaviour and capability changes that will make us stronger and more resilient than ever before. However, all turnarounds are painstakingly slow the world over, but we are committed for the long haul.

## ◆ Opportunities continue to grow

As the world is going digital, the way we live and pay for what we need is going through major transformation, and hence the demand for digital payments. As an example, E-commerce is perhaps one of the most visible success stories of the digital age in every part of the world, including India. But even today E-commerce represents no more than 10%-12% of the US\$15 trillion retail industry globally. Clearly we have seen only the tip of the iceberg. Regulators are constantly bringing about changes to help achieve inclusion in digital payments, such that it spreads to all sections of the society. Faster payments/Real time payments are becoming more user friendly. Large global technology players like Apple, Amazon, Facebook, Google and the investor community in general is accelerating investments in digital payments. As a result, the growth in digital payments is now a secular trend, creating ongoing opportunities for companies like RS Software. There are approximately 400 billion electronic/digital payment transactions that happen today globally, and this is likely to reach 1000 Billion within the next 3 years. Research companies and leaders like McKinsey are observing that the pace of growth is higher than forecasted in several markets in the world. Research dollars are pouring into authentication methods to reduce fraud. Acceptance infrastructure needs to expand to accommodate the demand of consumers and businesses and that of governments. Later in this report we have included RS Software's approach and efforts in these two areas.

## ◆ Strategic clarity and coherence

The execution of the last three years at the Company has brought about significant learning which is bringing strategic clarity to our market facing direction in particular and coherence across all business functions. Companies that do three things together are better positioned for a sustainable course of high performance, and starting with FY2018-19 the Company continues to be focused on achieving this objective. First, they create clarity and coherence in their strategy, articulating the differentiating capabilities that they will need to win in the marketplace. Second, they put in place an optimized cost structure and approach to capital allocation, with continual investment in the capabilities critical to success, while proactively cutting costs in less-critical areas to fund these investments. Third, they build supportive organizations. They redesign their structures, incentives, decision rights, skill sets, and other organizational and cultural elements to more closely align their behaviour to their strategy, and to harness the collective actions of their people.

## ◆ Gamechangers

The Company has demonstrated success in building payment platforms that are gamechangers both for RS Software and for India as a country. Even as the Company is marching towards revenue level growth that it is capable of executing, there is a huge validation and reinforcement achieved in fulfilment excellence, which has strengthened the MOAT of the Company forever.



RS Software envisions a world where we can enable transactions that occur as fast as you think it. We want to make payments frictionless and seamless.



# What is strengthening our future



At RS Software we are engaged in strengthening our business around profitability and sustainability. The Company continues to demonstrate the principles of 'invest, perform and create', and during FY2018-19 we achieved consolidation in our efforts across the board to transition our strategy, which will now help to accelerate and expand our reach in the market.



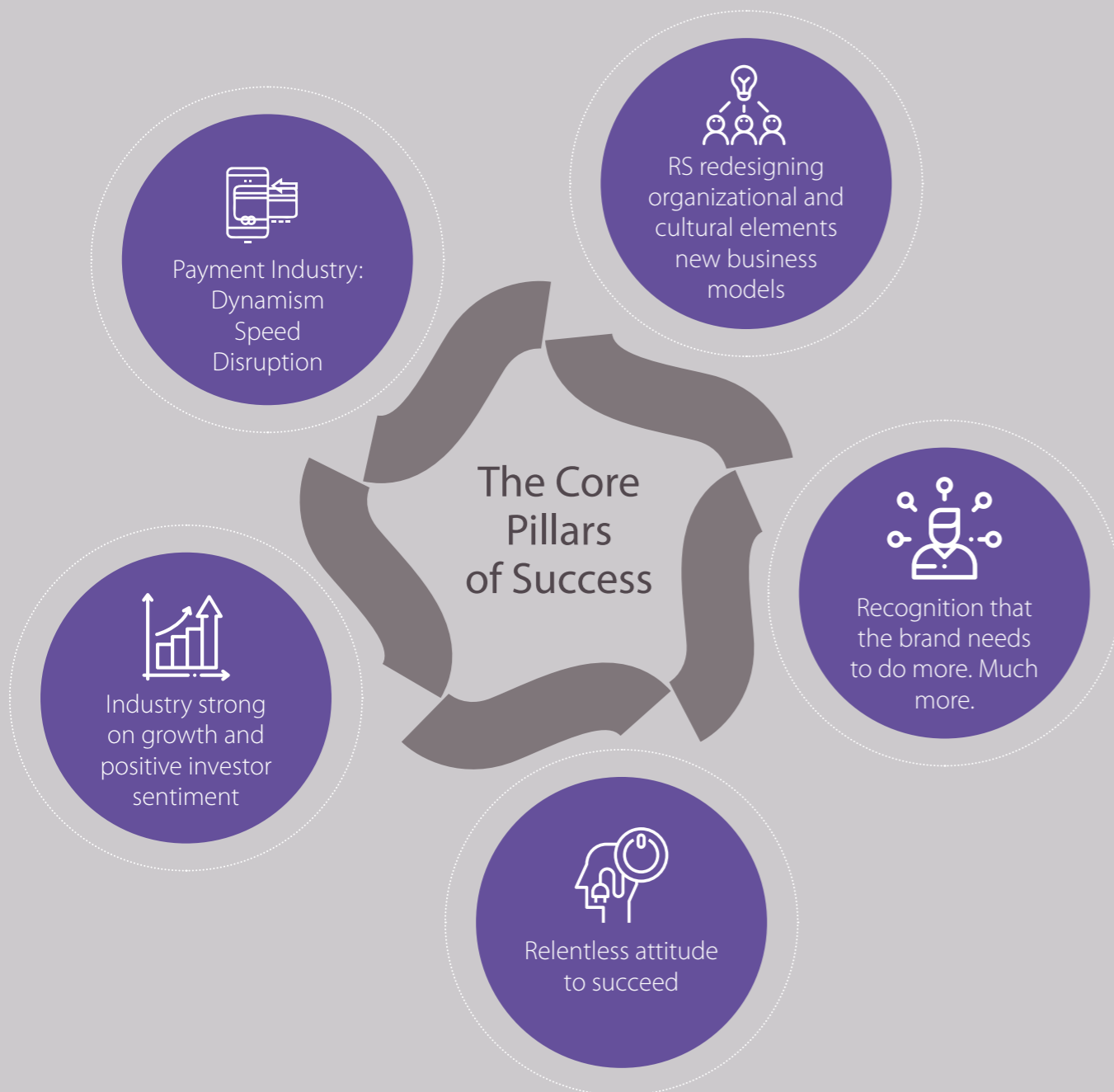
and industry SMEs, with the objective of benchmarking its technology architecture and feature functionalities to that of the best available in the industry. We have enhanced the integration of this platform with more financial institutions, and have implemented the learnings from the beta launch of this platform. This is a major progress towards the transition of our strategy.

◆ We are evolving new business models. Services and products produce a single revenue stream, while platforms – intermediaries that connect two or more distinct groups of users and enable their direct interaction – can generate many. Recognizing that 75% to 80% of the world, especially emerging economies, still pays in cash at merchant locations, there is need in the market for high quality acceptance infrastructure and platform play, which is what we are now ready for.

Greatness is not in where we stand, but in what direction we are moving. We must sail sometimes with the wind and sometimes against it—but sail we must, and not drift, nor lie at anchor.  
—Oliver Wendell Holmes

- ◆ We have strengthened significantly our abilities to recruit the best talent needed to achieve our goals and we now have our winning team in place.
- ◆ We have successfully reduced our cash losses by 16% and ensured each dollar of investment is measured for returns.
- ◆ We have enhanced the productivity of our sales and marketing engine by 30%.
- ◆ We have successfully reallocated costs away from general and administrative expenses, and have instituted high focus on managing employee costs effectively.
- ◆ The payments platform UPI that we have built for India has become the most

- successful icon for India's leadership in payments globally, and is now executing 800 million transactions a month. UPI is a game changer for the Indian payments space.
- ◆ We have successfully won the most coveted RFP globally to build the world's first Enterprise Fraud and Risk Management (EFRM) platform that covers 18 payment channels, with both cards and alternate payments on the same platform yet another factor that strengthens India's leadership in digital payments.
- ◆ We have successfully demonstrated our digital merchant acquiring platform Payabbhi to several global organizations



## Our brand communication and how it solidifies our market facing approach

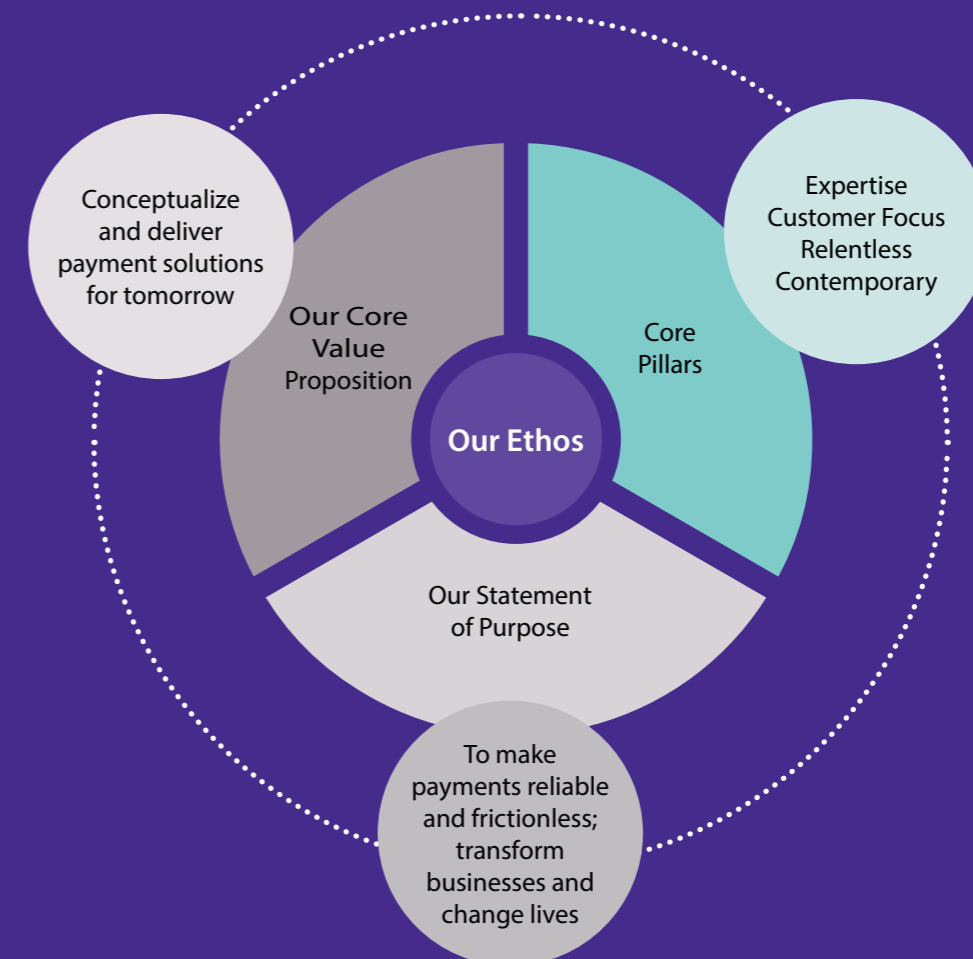
Brand equity has always mattered to companies. What has changed over the past decade, primarily as a result of digital communications, is a company's loss of control over information related to its brand and the democratization of influence. A company's senior management and traditional media sources no longer have exclusive or primary control over brand equity. In the last six months we have done significant brainstorming and have engaged with a world class marketing specialist team.

Our goal is to ensure that all our stakeholders benefit by knowing about our successes as they occur and the progress we are making in the transitioning of our company. More importantly, it helps us to bring coherence in our market facing strategy and help accelerate our revenue growth. As part of this direction, the Company while keeping its core strengths as an anchor, will now aim to communicate clearly and build itself as a brand that shows its full commitment and passion towards every aspect of this payment revolution, from products to platforms and beyond. This translates into a new *avatar* for RS Software.

We now have a new identity in the form of a new logo, visual expression and tone and manner, true to our core philosophy as a brand. This new identity aims at establishing ourselves in a unique and dominant position in this dynamic, high speed, and innovative payments revolution.



**Our logo** The logo is a delightful combination of *Thought meeting Action*. It strongly embodies the spirit of what RS stands for and captures the reality of today's payments industry. The ultimate expressions of a robust payments ecosystem and its future, is being frictionless, where payment solutions of tomorrow are built today, and where payments work at the speed of thought. And this expression very clearly captures the spirit that drives RS Software, and forms part of the new identity.



◆ Our Team

We now have a team in place that has the ethos, stamina, discipline and the grit to execute the core values of the organization, and successfully deliver on an accelerated growth phase, capitalising the large opportunities in the payments industry globally.

◆ Our Strategy

To leverage the revolutionary changes which are happening in the payments industry globally.

The new world of digital commerce needs a new revolutionary payments system, addressing the growing needs of the merchant and the consumer.

At a macro level, RS Software's strategy is to offer capabilities in payments infrastructure building at the national level and helping businesses to enable digital payments globally.

◆ Our Certifications

RS Software was appraised with the ISO 9001:2015 and ISO/IEC 27001:2013 Certifications.

◆ Our People

RS Software comprises some of the most experienced professionals and engineers in the global payments solutions sector. This competence has been reinforced through the recruitment, training and retention of professionals.

◆ Our Listing

RS Software is listed in Bombay Stock Exchange (BSE) (BSE: 517447) and National Stock Exchange (NSE) (NSE:RSSOFTWAREEQ).

## Our customers



# Chairman's Overview



Amongst the most glaring realities in the world is that success is a journey and not a destination. This is because the goal post keeps moving, and in this move lies the foundation of continued ambition to transform and change to maximize the returns to all stakeholders of a business entity.

At RS Software, as we traverse this journey, there are several goals we have scored in these 3 years, and each of these goals have strengthened our ability to win in the market place. In the words of the Dalai Lama, it is worth remembering that the time of greatest gain in terms of wisdom and inner strength is often that of greatest difficulty. The history of the corporate world bears testimony to the fact that the organizations which continue to demonstrate small successes throughout their journey of transformation, and those who live with values of engaging with consistent reality checks are best able to inspire themselves with hope and optimism for maximum rewards for stakeholders the best. We have not only eliminated the highest risk to our long term leadership, we have most importantly architected our capabilities to participate in the secular growth trend of digital payments globally.

Change represents progress. In business or in life, for change to be effective, one must accept that its very nature is complex, multi-layered and time consuming. The process of change – transformation, turnarounds, call it what you will – is expensive. Companies don't have unlimited cash, investors do not have endless patience, managing communications (so critical to eventual success) is an extremely daunting task, and entrepreneurs need nerves of steel to stay alert, disciplined and be agile during the process. The truth is that companies are complex entities with lots of moving parts like highly imperfect human beings, where attention to details is constantly tested, and the mysterious luck factor is highly sought after. The entropy factor is huge. It's a control freak's nightmare.

That's why turnarounds, especially in business, are so hard. It isn't a science. It isn't even an art. In reality, it's a very complicated challenge, irrespective of the size of the organization. Perhaps the most

underestimated and least appreciated effort from outside or inside.

Examples abound of people and companies who once performed at the top of their game because they were zestful and adventurous, until they became complacent or they did not have the courage to take the more difficult path to strengthen their future. Take for example Yahoo when it was overpowered by Google, the Company responded with significant turnaround efforts. It has been several years of hard work and the Yahoo brand today is live and kicking. IBM which practically 'died' in mid 1990s, revived itself to become a leader in yet another offering, software and software services. Needless to say, both these organizations made progress but success was painstakingly slow.

The most effective way to manage change successfully is to create it. The river that goes to the sea undergoes several changes, including twists and turns during its journey. It flows slow and fast as per the situation. At RS Software, we were very clear when we began the journey of our strategic change in 2016, that we were embarking on a path that is going to be treacherous and painful. Several wins along the way have helped us to march forward with our head held high. While these successes may not be that obvious to those stakeholders who are not able to connect the dots leading to a stronger foundation, we know that the opportunity is boundless for us to grow and today we are better equipped than ever before.

#### Demonstrated success

Between April 2016 and April 2019, RS Software has achieved successful transition of its capabilities, strengthening its future significantly higher for mid to long term. We are now ready to help our clients achieve digital enablement. We are an API-first, Cloud-first, Mobile-first organization that coexists with

our capabilities to work with legacy technologies. Our conviction of this future is evidenced by our decision to make an investment exceeding ₹100 crores during the last three years, ensuring that we are best prepared to capitalize on the digital payment opportunities which are only increasing globally. Our customers are moving at a rapid pace to benefit from the accelerated move to embrace the digital technologies that are transforming the payments industry and bringing in newer and rewarding business models. Additional sources of growth come from redesigning business models, creating something innovative, and exploring disruptive services. We are creating new offerings and business models that are custom-designed to satisfy unmet needs more completely, quickly, and flexibly than before. This is now enabling us to build a sales pipeline that fuels growth far into the future.

Our investment in building API-first capabilities have resulted in us acquiring 30+ new clients, large and small. We have learnt hugely by executing what is known as the Silicon Valley mantra, "fail fast, learn fast and move towards your goals". We have tested our learning and demonstrated success with new clients – large and small. Importantly we have demonstrated repeat success in winning RFPs against global competition to build national level payment infrastructure. There are about 100 countries today that are at different stages of their roadmaps to make digital payments available to their citizens.

#### RS Software - The new avatar

While our core foundation and our MOAT is anchored in the depth of our experiences and existence of 27+ years, we have gained significantly from our learning over the last 3 years. We have revisited our direction and arrived at our new avatar. This will now establish us in a unique and dominant position, and we



It is not the strongest of the species that survives, nor the most intelligent that survives. It is the one that is the most adaptable to change. —Charles Darwin





work with full commitment and passion towards every aspect of this dynamic, high speed, and innovative payments revolution, from services - products - platforms and beyond. This is what we term as our enhanced three-pronged business model which will ensure that we deliver the highest returns to all our stakeholders.

We believe our enhanced redesigned business model with three-pronged approach, combined with the team we now have in place to leverage our MOAT will accelerate our reach in the market, which in turn translates to demonstrated success, leading to scalable opportunities. We are confident of earning the trust and faith of all our stakeholders. RS Software is absolutely committed to leave no stone

turned to make our growth strategy a great implementation success. Our leadership team and I are excited to bring all this to fruition. Strength and growth come only through continuous effort and struggle.

**The RS Software and UPI connect**

UPI's transaction volume has crossed the 800 million per month mark as it celebrated its 3rd anniversary post the launch in April 2016 – a remarkable success indeed. At RS Software, we take a moment to step back to reflect on the journey of us building UPI for Indian government owned NPCI, and enabling India's banks to connect to its rails. We believe that a faster payments infrastructure is not an end in itself; it is an opportunity for banks to deliver innovative

products and services in both consumer and corporate payments and accelerating digital commerce thereby transforming humanity. The success of UPI has made India a leader in digital payments globally.

Unlike in developed countries – US, UK or EU countries where electronic payments have evolved over the years from offline card based payments to online card payments, digital wallets and now real time payments. India has jumped ahead to an entirely new age of digital payments backed by a robust payments infrastructure. This is the best testimony to the success of our abilities to exclusively build India's digital payments infrastructure.

The RS Payments and Innovation Lab has innovated and built several products

and frameworks for enhancing the acceptance infrastructure in the digital payments economy. As the regulators globally push down the interchange cost for merchants for accepting digital payments and the wealth moves from the banks to merchants, so the opportunity is to enable merchants to spend some of that additional wealth on the value adds that payment aggregators can provide to them.

**Larger opportunities ahead**

The global payments industry is facing more disruptions than ever before, in its efforts to keep pace with the value creation needed to meet rising customer expectations. A wave of consolidation in the form of mergers and cross-border acquisitions are creating large payments players with market caps bigger than the largest banks. Just in the first 5 months of 2019, M&A activities amounting to US\$100 Billion are reshaping the industry. Powered by the digital revolution enabling a number of cashless payment instruments, large fintechs like Adyen and Stripe, and technology giants like Apple, Alibaba and Google are moving in to grab a piece of the market. According to McKinsey, the US\$2 trillion payments market is racing toward the US\$3 trillion mark primarily fuelled by the growth in APAC, especially China, followed by LATAM, Eastern Europe and Africa. McKinsey forecasts mobile commerce to reach 70% of global digital commerce sales by 2022. Cross-border E-commerce is poised for huge growth with the current trend of high-ticket transactions trending downwards to low-ticket casual online purchases. The growing adoption of ISO 20022 standards is also helping instant cross-border payments gain traction. Other consumer to business categories like international tuition or subscription payments are growing substantially. As new and redesigned business models pose competitive threats, it becomes

imperative for every player in this ecosystem to plan for transformation in order to survive and retain their positions.

All of this augurs well for our company. The ₹100+ crores that we have invested in re-skilling ourselves, and building new business models that enable a good mix of services and platform play have positioned us strategically to reach out to our customers in more than one way.

**Our economic moat**

A deliberate choice of operating only in the payments space, a sharp focus on our customers and a relentless attitude towards our work have helped us create a position of strength - as a domain expert. Our work ranges from creating solutions for VISA, the pioneer and a leader in the payments space, to building and operating one of the biggest payment platforms in the world – UPI. We deliver, full-spectrum, end-to-end, large scale and global projects because of our experience and expertise.

**Achievement protocol**

FY2018-19 performance is testimony to how in the most challenging times of the life cycle of our company's history, we have continued to work with total belief in ourselves, with absolute commitment to achieve the best returns for all our stakeholders.

**Strengthening validated :** There are several successes that the Company has achieved during the last three years. The dots are connecting together that reinforce our path to the future.

**Opportunities continue to grow :** Data from all sources validate the continuing and boundless growth opportunities in digital payments, and we have mapped our competencies against each of these growth areas. The large demand in acceptance infrastructure, and leading edge authentication technology have been detailed in this report.

**Strategic clarity and coherence:** We continue to learn from each of our actions executed since the launch of our strategy transition and this is helping to bring coherence between our market facing approach, and our fulfilment engine. Equally important is the recognition that the brand needs to do more. Much more.

**Gamechangers:** Our investment of ₹100 crores over the last 3 years have resulted in building capabilities for the digital payments world, which have been well tested while building payment platforms that are scalable globally.

The Company continues to demonstrate the principles of invest, perform and create, and during FY2018-19 achieved consolidation in its efforts across the board to transition its strategy, which will now help to accelerate and expand the reach in the market.

We envision a world where the brand enables transactions that occur as fast as you think it. The essential benefit of which is frictionless and seamless payments.

We are today even more confident of our future.

**Raj Jain**  
*Chairman & Managing Director*

# Board of Directors



**Raj Jain**  
Chairman and  
Managing Director

**Mr. Raj Jain** has pioneered the domain-focused model to provide technology solutions in the area of electronic/ digital payments. He is the founder CEO and CMD of RS software, a company that builds world class payment platforms which are highly reliable and available at high volumes and very secure. The Company has the distinction of building today the digital payment infrastructure at national level, and is transforming emerging markets like India.

Raj Jain was acknowledged by Ernst & Young as one of the top 20 Outstanding Entrepreneurs of the Year, and he speaks at various global forums and at universities. He is the past Chairman of NASSCOM, an industry association that has helped India to provide leadership in information technology and now enabling the global corporations to transform to digital technologies.

Raj Jain co-founded the fourth chapter in Silicon Valley of Young Presidents Organisation (YPO). YPO is a global network of chief executives that connects 24,000 peers and their families in more than 130 countries to learn, exchange ideas and address the challenges leaders face today. Altogether, YPO member run companies that employ 15 million people and generate US\$ 6 trillion in annual revenues.



**R. Ramaraj**  
Director

**R. Ramaraj** is an icon in his field. His last venture was Sify, where he was the co-founder and Chief Executive Officer. He was recognized as the 'Evangelist of the Year' at the India Internet World Convention in September 2000 and voted 'IT Person of the Year' in a CNET.com poll in India that same year.

In 2010, the Confederation of Indian Industry (CII) recognized him with a Life Time Achievement Award for nurturing the Spirit of Entrepreneurship and

inspiring and mentoring numerous entrepreneurs. He was the Senior Advisor at Sequoia Capital and is currently Senior Advisor at Elevar Equity. Mr. Ramaraj is the Chairman of Villgro Foundation, an incubator for social enterprises. He is also a Member of the Board of Governors of the Indian Institute of Management, Calcutta.

Mr. Ramaraj was a member of the Global Board of Trustees of TiE (The Indus Entrepreneurs) and the first Indian to be invited to serve on the Board of Directors of ICANN (Internet Corporation for Assigned Names and Numbers).

He holds a B.Tech. degree in Chemical Engineering from the University of Madras as well as an MBA from the Indian Institute of Management, Calcutta and a Ph.D. from SRM University.



**Shital Jain**  
Director

**Shital Jain** brings to our Board more than 31 years of experience with Citibank, one of the world's largest financial service providers. Mr. Jain's assignments

with Citibank involved work in Hong Kong, Taiwan, the Philippines, Thailand, and Canada. He played a lead role in establishing the consumer credit practice for Citibank in India.

Currently, he is also on the Board of PNB Housing. Mr. Jain is a Fulbright scholar, receiving his MBA from Indiana University, where he was elected to the Beta Gamma Society, whose membership includes the top 25% of MBAs in the US.



**Richard Launder**  
Director

**Richard Launder** has more than 30 years of experience in the payments industry with strengths in sales, marketing and operations. He is an expert in strategic selling, building effective sales teams

and marketing within diverse markets and cultures. As a Managing Director in Europe, Middle East and Africa for one of the largest software companies in the payments industry, Mr. Launder generated more than US\$130 million in revenue by developing a distribution model for the region based on acquisitions, direct operations, joint ventures, distributors and sales agents. His vast experience in payments application software is particularly relevant to RS Software's strategic direction.



**Sarita Jain**  
Director

**Sarita Jain** has been a Director on the RS Software Board since the Company's inception in 1989. In addition to

possessing exemplary administrative, communication and organisational skills, Mrs. Jain holds a degree in English Honors and a Masters degree in English from Delhi University and an associate degree in Mass Communication.

# Senior Executive Profiles



**Raj Jain**  
Chairman & Managing Director

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**Vijendra Surana**  
CFO and Company Secretary

Vijendra Surana, with 24 years of experience, has garnered expertise in Strategic, Corporate and Financial Planning while working in varied sectors

that includes Merchant Banking, Financial Services, Information Technology, Tea, Power, and International Trade.

At RS Software he has been engaged in Strategic Management, Corporate Planning and Financial Management, and is accountable for Strategic Initiatives, Reporting, Investor Relations, Budgetary Management, Due Diligence, Capital Structure, taxation, treasury functions, compliances and legal matters. Over the last ten years he has helped build comprehensive strategies and tactics based on the financial needs of the

organization. With diligent financial management through operational efficiencies & process improvement coupled with effective corporate governance, he has ensured business continuity for customers leading to significant improvement in the performance of the Company.

Vijendra is a B. Com (Hons) from St. Xavier's College Kolkata. A qualified MBA(ICFAI), he is an accredited Chartered Accountant (FCA), Company Secretary (ACS) and Cost & Management Accountant (ACMA).



**Milind Kamat**  
Chief Operating Officer

Milind Kamat spearheads the Strategy and all Business Operations of RS Software, as the Chief Operating Officer (COO). He brings in an exemplary career track record spanning more than 28 years, in both IT services business, and Payments platform business, in international and domestic geographies and roles.

Milind's experience in technology consulting and Payments across industries enables him to address business

challenges and provide long-term sustainable solutions leading to increased revenue, reduced costs and increased end customer satisfaction at his clients' businesses. Leading large scale businesses, setting up new growth engines and turning around businesses to deliver exponential growth and margins are his forte. He has played significant roles in delivering business results, primarily focused on strategic revenue growth, P&L and key business metrics across Enterprise Solutions, Payments industry, Application Development, and Maintenance, IT Infrastructure Services, and Business Process Outsourcing (BPO). In doing so, he has successfully handled large teams, driven exponential growth, and delivered excellence.

He has the ability to envision, build and drive growth and sales strategies

and execute plans, and has in-depth experience in client acquisition, increasing market and wallet share, managing large client account portfolios, and selection-to-deployment of IT solutions and services that involve clients, suppliers and advisory firms. Milind has also been responsible for IT governance, business service management, and enterprise transformation both at strategic and implementation levels. Some of his achievements have been in building a BPO business ground up worth a quarter billion dollars, setting up and winning large business deals in North America in excess of a billion dollars, building and managing a quarter billion dollar worth global account, and driving 20x revenue growth in 5 years for a Payments platform, thereby delivering excellence in sales and operations.



**Francis Albin**  
Senior Vice President and Head of Sales

Francis Albin's experience of 30 years lies in sales leadership, specializing in the Financial Services industry (Banking and Payments) around software, services and consulting, managing both direct and channel sales. His specific areas of expertise are robotics, customer service,

predictive and adaptive analytics, core processing and other back office operational software.

With proven success in aligning customer's business objectives and strategies with those of a broad virtual team, and fostering a partnership that consistently exceeds solutions and services revenue targets, Francis has the ability to manage the end to end buying cycle for radiation and net-new sales opportunities creating a compelling vision of how a broad solution offering (SaaS and software solutions) align with customer priorities. He works relentlessly and collaboratively with large virtual teams ensuring customers are delighted with, and realizes the value of those solutions.

Francis' execution strategies and his experience in integrating functional knowledge in areas of enterprise and business line strategy, global sales/market growth, channel development and operations management will drive results. Under his leadership, the team will find intelligent ways to exceed objectives with steady focus, aggressive implementation and commitment towards developing and executing strategic and tactical plans that maximize profits and growth. Francis brings to the table excellent skills towards building relationships and influencing sales with direct and indirect sales organizations in diverse cultural environments.

# Senior Executive Profiles



**Sumit Misra**  
Associate Vice-President

Sumit Misra has the distinction of serving major companies in the IT outsourcing industry working as an engineer, project lead and project manager. During a professional career that spans 28 years,

Sumit has helped leading companies in the payment industry determine technical strategies to build competencies that best fit the needs of their customers. He was actively involved in architecture design of large scale high performance national level systems like UPI, BBPS and has recently provided guidance to the architecture team of EFRM.

At RS Software, Mr. Misra strengthens and extends the Company's position as a leader in the payments industry by managing the RS School of Payments and the RS Payments Lab, enhancing our domain expertise by instituting best

practices in knowledge management. He is associated with premium institutes such as the Indian Statistical Institute and the Department of Computer Science and Engineering – Jadavpur University, and has academic research publications in the field of data science. He has actively participated in seminars and conferences at NASSCOM, IBAN, IEEE, IETE and has conducted sessions on payment systems across multiple locations in the U.S.

Sumit holds a Master's degree in Electronics and Telecommunication Engineering. He is a TOGAF 8.1 Certified Architect and a member of ACM.



**Sabyasachi Bhattacharyya**  
Vice President & Head – Delivery

Sabyasachi has 25+ years of rich experience in the industry, and is passionate about data and analytics, building teams specialized in cutting edge technologies and believes strongly

in creating customer delight through delivery excellence.

He has served top tier Indian and global multi-national organisations. He had been responsible for creating and growing the Oracle Analytics Capability team from zero to hundred+ at the India Delivery Centre for one of his previous organizations and was the Domain Lead for APAC. He has also led teams that conceptualized and delivered "BI in a Box" to go live from day 1 of rolling out operational systems at greenfield Telcos.

Sabyasachi has been a leading Subject Matter Expert in the BI Practice since late nineties, and rose through the ranks to lead a delivery organisation of 1400+ associates with annual revenue of USD 120 million for a large global Telecom customer. He has a track record of delivering happiness to customers globally, in North America, Australia, Europe, Africa and Asia.

Sabyasachi completed his graduation as well as post-graduation in Statistics from the Indian Statistical Institute (ISI), Kolkata. During his post-graduation, he specialized in Quantitative Economics.



**Pranjal Chakraborti**  
GM & Solution Lead  
– Digital & Fister Payments

Pranjal Chakraborti has 22+ years of experience in designing and delivering digital payment solutions for a global clientele. He brings in specialized experience in building Faster Payments

Platforms and high volume, high throughput digital payment platforms. His area of expertise includes core transaction processing that encompasses switching and authorization, clearing and settlement, dispute management, fraud and risk management.

In his current role, Pranjal is focused on building the in-country digital payment infrastructure, faster digital payments platforms and digital open banking solutions for different geographies. He also leads the development of different payment products and digital assets that include authorization switch and payment

gateway, merchant on-boarding and management, and 3DS test simulator to name a few.

Pranjal has executed the role of program and delivery manager for core transaction services with the world's largest payment network spanning over a decade across multiple geographies. He had spearheaded the implementation of India's faster payments platform – UPI and the national bill payment platform – BBPS which are the key constituents of Digital India stack catering to 1.2 billion Indians.



**Aniruddha Rai Chaudhuri**  
General Manager  
– Business Operations

Aniruddha Rai Chaudhuri is Head of Business Operations at RS Software, responsible for overseeing the physical

and digital infrastructure of the Company as well as Enterprise Resource Planning and MIS. He brings more than 23 years of experience driving operational efficiency through a high performance workplace and creating business value for clients in an IT outsourcing industry that continues to evolve. Mr. Chaudhuri is responsible for determining the current and future enterprise infrastructure needs, and oversees the design and implementation of information systems required to support them. With a focus on benchmarking

and developing best practices within the organization, his depth and range of experience encompasses business process efficiency, software development, project management, quality assurance, compliance, and people management.

Mr. Chaudhuri holds a Science degree and is a Certified Quality Analyst from QAI in the United States.

# The tailwinds

## – accelerating digital payments



According to McKinsey research the world has become more intricately connected than ever before. Back in 1990, the total value of global flows of goods, services, and finance amounted to US\$5 trillion, or 24% of world GDP. There were some 435 million international tourist arrivals, and the public Internet was in its infancy. Fast forward to 2014:

some US\$30 trillion worth of goods, services, and finance, equivalent to 39% of GDP, was exchanged across the world's borders. International tourist arrivals soared above 1.1 billion. And the Internet is now a global network instantly connecting billions of people and countless companies around the world. Flows of physical goods and finance were the hallmarks

of the 20th-century global economy, but today those flows have flattened or declined. Twenty-first-century globalization is increasingly defined by flows of data and information. This phenomenon now underpins virtually all cross-border transactions within traditional flows while simultaneously transmitting a valuable stream of ideas and innovation around the world. Digitization changes the economics of globalization in several ways. As digital platforms become global in scope, they are driving down the cost of cross-border communications and transactions, allowing businesses to connect with customers and suppliers in any country. Globalization was once for large multinational corporations, but platforms reduce the minimum scale needed to go global, enabling small business and entrepreneurs around the world to participate.

### ➔ Global payments industry

50 years ago, the U.S. led a global revolution with the creation of magnetic striped cards linked to bank accounts and lines of credit. These cards, and the corresponding terminals to read them, allowed a small plastic card to replace cash and checkbooks for billions of consumers and merchants and process trillions of transactions. These cards achieved such ubiquity in the developed western world that most consumers and international travelers take their presence for granted.

They have continued to grow, providing the backbone for E-commerce and new methods of digital payments. New methods to utilize card-based payments

accounts have grown. Devices can now turn smartphones into credit card processors (Square) and transactions can be securely transacted on-line (Paypal). However, the underlying payment networks in America remain a bank-based system.

Even when payment systems form outside the banking system, they quickly integrate. Despite some popular misconceptions, Visa is a technology and payments firm, not a bank (American Express, however became a bank during the financial crisis). Visa issues cards and provides the technological platform, but the actual cards are bank sponsored.

America has separated the business of banking from general commerce. Banks, from the top of their corporate structure (a bank or financial holding company) are generally prohibited from owning or operating a commercial enterprise. This is not the case in many other countries, notably Japan where companies like Mitsubishi are major banks and commercial enterprises. American banks are major players in the payment space, as that is one area where they can and do operate.



Interestingly, the provision of payments is something a commercial company can provide without providing banking services. The restrictions put in place by the separation of banking and commerce mostly define banking in terms of providing deposit accounts, making loans, and being a chartered bank. Historically, as banks were central in the business of payments, the American system has subtly assumed payments were on the banking side of the separation of banking and commerce, when that does not have to be the case.

Most of the consumer protection laws protecting payments are tied into the banking system. This made sense when these laws were passed, as banks were the providers of most payment services and were already highly regulated. Enforcement from both the government and private litigation were readily apparent as banks are not fly-by-night operations.

Three major developments have happened in the last 10 years in each of the three largest payment markets in the world, these have significant impact on the non-cash payments world for years to come, and herein lies the foundation for a secular growth trend in payments.

◆ USA: Fraud and risk management gained significant attention in the largest payment market in the world. America upgraded the card payment infrastructure to meet EMV compliance, making transactions at card present locations a lot safer, resulting in increased use of electronic payments. Interestingly, credit cards comprise more than 50% of this region's revenues and will continue to grow faster than any other product. The existing American payment system charges high fees and shares those fees between payment system providers (both banks and non-banks) and consumers. These fees, often called swipe fees, include a minimum amount (between 20 and 40 cents) plus an average 2 of percent of the transaction. But they can range as high as 4% on deluxe credit cards. In total, swipe fees generate about US\$80 billion a year. The system is deeply regressive.

Higher income consumers are offered more deluxe cards. Those cards carry greater swipe fees and also generate more rewards. Further because the rewards from the payment system are considered rebates and not income, they are passed to consumers on a tax-free basis. Thus, the pre-tax value of these rewards is even greater. For the typical high-end American who charges US\$80,000 a year on a deluxe credit card that provides 1.5% cash back, that is worth US\$1,200 of pre-tax income, or roughly US\$2,000 of post-tax income. Therefore, alternate payments, mobile payments and real time payments are gaining ground as well.

◆ China has brought about a major revolution, lead by Alibaba and Tencent, the two companies that have become synonymous with digital payments, digital wallets, QR codes, resulting in tech companies taking the business of payments away from the banks, creating an alternative payment ecosystem with different incentives between merchants, consumers, and payment system providers. This system creates new incentives that will realign existing business models and relationships between merchants, banks and technology providers.

◆ In India, the country with the largest growth potential in digital payments after China is going through a major transformation. Just 10 years ago a cheque would take 2 weeks to clear, and until recently 97% of retail payments happened in cash. Starting with 2016 India has built a faster payment system, Unified payment interface (UPI), and interbank money-transfer system. UPI has been rated the leadership faster payment system, which within 30 months of its public launch has achieved a record of 800 million transactions in a month, a feat not achieved by any such system in the world. Soon thereafter central bill payment network Bharat Bill Payment System (BBPS) has been launched, that enables the billion+ population of India to make bill payments digitally from anywhere, anytime. Early this year the Electronic fraud and Risk management (EFRM)

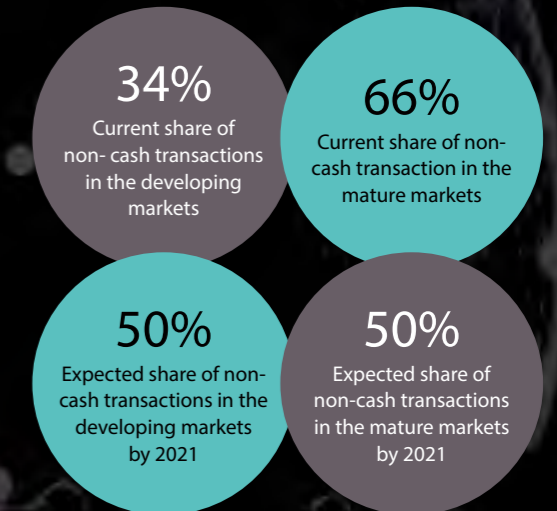
platform was launched, the first of its kind in the world that executes payments coming from 18 channels and includes both cards and account based payments. All these three platforms are catering to the billion people of India, just like the two companies Alibaba and Tencent built systems are catering to the billion people of China. But in this case only one company and that is RS Software has built each of these three platforms for India.

According to McKinsey, the US\$2 trillion payments market is racing toward the US\$3 trillion mark primarily fuelled by the growth in APAC, especially China, followed by LATAM, Eastern Europe and Africa. A stable interest rate regime and transaction growth has brought Western Europe back from nominal declines and this region is already seeing payment providers like Worldpay and Adyen and other firms fuelling the growth in this region. Post the financial crisis of 2008, the revenue growth in North America has now returned to normal and is expected to continue at a similar pace till 2022.

More than ever before, we find ourselves living in exciting times when it comes to the global payments and commerce industries. New technologies and innovation, both online and offline, are influencing the way we shop and pay. Consumers are starting to understand the advantage of using mobile devices for payments and M-commerce, while innovative start-ups and incumbent players are offering new opportunities for consumers, ensuring frictionless shopping and payment experiences. Add complex regulations and security aspects and you have the image of a complex and constantly evolving space.

The global payments industry is facing more disruptions than ever before, in its efforts to keep pace with the value creation needed to meet rising customer expectations. A wave of consolidation in the form of mergers and cross-border acquisitions are creating large payments players with market caps bigger than the largest banks. Powered by the digital revolution enabling a number of cashless payment forms, large fintechs like Adyen

#### Growing number of non-cash transactions in developing and mature markets



(Source: Capgemini, BNP Paribas)

and Wirecard, and technology giants like Apple, Alibaba and Google are moving in to grab a piece of the market. As new and redesigned business models pose competitive threats, it becomes imperative for every player in this ecosystem to plan for transformation in order to survive and retain their positions in the payments value chain.

The digital landscape is seeing the growing popularity of digital commerce and alternative payments. Mobile payments especially in-app payments and mobile wallets enabled by the proliferation of smartphone adoption is driving the enormous growth in digital commerce. McKinsey forecasts mobile commerce to reach 70% of global digital commerce sales by 2022. Cross-border E-commerce is poised for huge growth with the current trend of high-ticket transactions trending downwards to low-ticket casual online purchases. The growing adoption of ISO 20022 standards is also helping instant cross-border payments gain traction. Other C2B categories like international tuition or subscription payments are growing substantially.

Meanwhile Banks are continuing to face difficult choices as digital disruption from Challengers and Big Techs with huge customer reach are making it more and more difficult for them to retain clients and strengthen margins. Integration of Open banking/PSD2 regulation with real time payments and advanced analytics, leveraging user data to generate deep customer insights, improving operational efficiencies and developing new and innovative digital services are no longer optional for banks and they race to protect their turf. Open banking in turn is encouraging newer incumbents to adopt platform as a service (PaaS) to connect with other stakeholders for exchanging data and value.

Cyber-security is becoming a critical with the introduction of new payment methods as sophisticated attacks are keeping pace with the surge in activity, cross-border money movement, mobile

transactions, real-time payments and innovative payment methods such as biometric and blockchain payments. Financial institutions already under the pressure from new regulations and rising customer expectations experience crippling high-profile data breaches damaging their goodwill and reputation. To survive in this volatile environment, it is becoming critical for payment companies to invest in an enterprise-wide scalable and flexible fraud detection solution that stays ahead of criminal activity.

In this backdrop, Banks and Fintechs can work together with their individual strengths: Banks with their compliance platforms, network infrastructure, and rich customer data, and Fintechs with their technology prowess and innovative approaches to meeting customer expectations. Together these entities can form a power structure that can benefit all in the payments business as it continues to disrupt and grow.

The two much talked about regulations that are currently driving the European Union in payment industry are:

#### Payment Services Directive (PSD2)

PSD2 is the second Payment Services Directive, designed by the countries of the European Union. With the effort to make electronic payments simpler and secure across borders, the European Commission made a revised Payment Services Directive (EU became effective in January 2018) with the following objectives:

- ◆ More integrated and efficient European payments market.
- ◆ Improve field for payment service providers.
- ◆ To make payments safer and more secure.
- ◆ To secure the data of consumers.

#### General Data Protection Regulation (GDPR)

General Data Protection Regulation (GDPR) is the new regulation giving powers to individuals to control their data. This includes the right to demand that



companies tell them how their data is used, and to ask corporations to destroy their data, with the law known as “the right to be forgotten.”

The growth in revenues generated by the global payments sector is witnessing growth due to two major factors- alternative payment systems and digital E-commerce. Global E-commerce volume stood at >US\$3 trillion in 2017 and could more than double by 2022. This growth has drawn increasing global private investment in fin tech. Between 2013 and 2017, investors allocated >US\$130 billion for fin-tech, led by blockchain companies, including US\$40 billion through 1,800 deals in 2017.

(Source: McKinsey)

#### Emerging technologies

- ◆ **Artificial Intelligence (AI):** This encompasses Learning, Reasoning and Self-Correction as machine simulates human brain to take decisions. Offering increased security, the usage of Artificial Intelligence has taken the digital payments ecosystem to the next level. It is believed that the integration of payment applications with AI will transform the digital landscape dramatically. RS has deployed AI in building scoring engine

that works on twin constructs of rules and machine learned models for a fraud and risk management platform, as part of an in-country payment infrastructure, leveraging the RS IntelliEdge™ asset.

◆ **Machine Learning (ML):** “Machine learning is an application of artificial intelligence (AI) that provides systems the ability to automatically learn and improve from experience without being explicitly programmed” (source: ExpertSystems). ML improves the system performance of the digital payment systems in detecting anomalies, providing intuitive options to end-users for cross-sell and up-sell, etc. and is expected to value add significantly in the digital payments ecosystem. RS has deployed ML in automatically updating the models based on labelled information that comes as feedback. The models are used for scoring in the aforesaid fraud and risk management platform.

◆ **Deep Learning (DL):** “Deep Learning is part of a broader family of machine learning methods based on artificial neural networks” (source: Wikipedia). DL is expected to improve the efficiency of multiple areas of the digital payment systems including user experience, fraud and risk management, AML, product marketing, real-time targeted offers and much more. RS has deployed DL in implementing Deep Feature Synthesis in order to arrive at the right set of Principal Components to use for building the models to score the different types of payment transactions in the implementation of aforesaid fraud and risk management platform.

◆ **Blockchain:** There were >17.53 million bitcoins in circulation with a total market value of ~US\$63 billion in February 2019, strengthening the global digital payments industry. RS has initiated technology exploration in Blockchain which is primarily used in developing Cryptocurrency solutions.

◆ **Tokenization:** Tokenization is one of the most modern approaches in the payment industry providing users with security, convenience and flexibility. Based on its 50+ person years of experience in

developing Tokenization solutions for Networks and Acquiring Processors, RS has developed its own module as part of the RS iFinSwitch™ asset for Acquirer-end tokenization which enables merchants to store consumer credentials on the Acquirer’s platform thereby enhancing security and user experience. Also, leveraging its knowledge of Network tokenization, RS has consulted multiple large Networks to implement their respective Tokenization solutions.

◆ **3DS2 – Risk Based Authentication:** EMVCo has published advanced 3DS protocol to enhance the security in ‘card not present’ transactions with minimum friction. Almost all the large Networks are encouraging the merchants, through the Acquirers, to adopt this new protocol to reduce their risks of chargebacks due to fraudulent transactions, thereby also nudging the Issuers to enable the same. RS has developed a sandbox and a testing platform RS Test2Pay™ (3DS2) which helps every stakeholder in the Payment ecosystem to get their platforms and applications 3DS2 compliant.

◆ **Application programming interface (APIs):** This comprises a set of rules and specifications that interface between systems across different participants in the Payment ecosystem and digital devices. RS has implemented API based and API-first assets of its own – Payabbhi®, RS MerchantEdge™, RS iFinSwitch™ and RS IntelliEdge™, and large scale API based in-country payment infrastructure (UPI, BBPS and EFRM).

◆ **Omni-channel payments:** There is a growing need from Processors to have a single view of the merchants which is enabled through a single merchant management platform to cover all payment services for both transaction types (card present and card not present) and all payment methods (over and above cards). RS has implemented a platform for a US Processor leveraging RS digital asset RS MerchantEdge™ that provides a single uniform view of the merchant across all channels.

◆ **PoS platforms:** Use of PoS (points-of-sale) machines is rapidly growing as public and private companies prefer cashless payments. PoS machines are cheaper and simpler to use over ATMs, which require large investments. RS has developed PoS applications, to begin with on Ingenico terminals, for front-end processing in the US, and which will interface with RS’ digital asset RS iFinSwitch™ to handle ‘card present’ transactions for, both, MST (magnetic stripe) and EMV (chip-based card). The same is planned for Verifone PoS terminals.

◆ **Near-field communication:** Near-field communication has gained popularity thanks to IoT-enabled technologies facilitating payment processes. This secure two-way exchange between electronic devices enables consumers to perform contactless transactions, access digital content and connect electronic devices with a single tap. As stated above, RS’ digital assets can handle contactless payment transactions.

◆ **Transit payments:** In 2019, large scale issuance of contactless cards for common transport-metros, tolls, local rail networks payments are likely to sweep the market.

◆ **Wearable devices:** The innovation of wearable devices catalyzed by IoT has been a significant development in the payments industry. The number of payments via wearables is anticipated to account for 30% of all transactions by 2020.

(Source: Tech.EconomicTimes.Indiatimes, Capgemini, NFC Forum)

## ➔ Indian payments industry

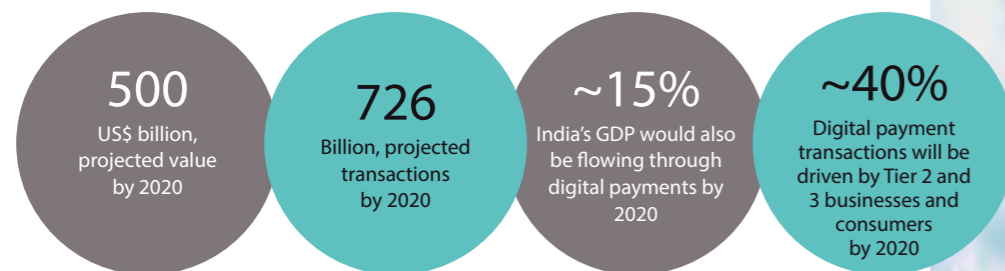
The Indian payments sector is transforming from a cash-centric one to a modern environment. RS Software over the past 3 years has built the backbone of India's world class digital payment infrastructure. Digital payments are gaining momentum due to the growth of E-commerce companies, e-wallets and banking apps. These companies offer attractive deals and cashbacks to consumers in exchange for the use of virtual payment channels. To expand reach, e-wallets are being encouraged for use in offline PoS transactions in shopping malls, supermarkets, grocery stores, restaurants and petrol stations, these transactions expected to become a major contributor to the domestic digital payments industry.

Given this background, the Indian digital payments industry is projected to reach US\$500 billion by 2020, accounting for ~15% of the country's GDP. More than ~80% of the existing customers prefer digital payments over alternative non-cash payment methods like cheques or

demand drafts. Digital platforms, which are now most frequently used for online shopping, payment of utility bills and movie tickets by Indian users, is expected to be dominated by micro-transactions (< ₹100), projected at >~50% of all person-to-merchant transactions.

The growth of the digital payments industry will be led by the increase in the number of digital/mobile wallet users. Mobile wallets are projected to reach a value of US\$4.4 billion by 2020, growing at a CAGR of 148%. Growth of the industry could be catalysed by the ever-growing smartphone and internet penetration (India has the third largest internet user base in the world with > 300 million users), rise of non-banking payment institutions, progressive government initiatives (UPI, Aadhar-linked electronic payments, better digital infrastructure) and increasing awareness among the consumers. (Source: IBEF, Google and Boston Consulting Group, Capgemini's World Payment Report)

### India's digital payments sector in numbers



(Source: Google and Boston Consulting Group, Capgemini, Business Standard)



## ➔ Real-time payments

Real-time payments comprise electronically-enabled payment solutions available 24x7x365. These are used by banks and merchants to match their services with emerging customer expectations. The global real-time payments market is projected to reach US\$39.02 billion by 2025, growing at a CAGR of 29.3%. The growth of this market could be catalysed by the increasing penetration of smartphones and internet, coupled with an increasing need for fast payment solutions within enterprises of all sizes.

The global adoption of 'fast-payment' or 'real-time payment' systems generated traction in the early 2000s due to its availability for low-value transactions. South Korea's electronic banking system became the first one to launch fast-payments in 2001, followed by Chinese Taipei, Iceland, Malaysia and South Africa. United Kingdom was the first developed economy to embrace faster payments systems in 2008. China and India adopted real-time payment systems in 2010 through IBPS and IMPS respectively, and a significant number of countries have joined since.

India's real-time platform was rated the best global payments innovation by Fidelity National Information Services, beating payment services from countries like US and China. IMPS is the fastest growing immediate payment system, clocking >2.8 million transactions in 2018 compared to 2 million transactions in 2017. (Source: Medici, Grand View Research, Business Today, FIS)



# Acceptance infrastructure and Platforms

## Overview of the industry

The top ten global acquirers accounted for nearly 60% of transactions in 2017, up from 48% just five years earlier. Two-thirds of acquiring growth is projected to come from digital channels (versus physical point of sale) through 2022. Just in the first five months of 2019, M&A activity amounting to US\$100B in the US have created consolidation of the top 4 acquiring processors globally. This is reshaping the industry which will result in further need for technology integration of diverse systems. This augurs well for companies like RS Software.

The payments landscape has evolved considerably in recent years and is still undergoing significant transformations, driven by five key factors. These factors have the ability to influence and shape a merchant's payments strategy for the future. Detailed research has been done in this area by Oliver Wyman group.

Transformative forces foundational to the evolution currently underway in payments



## → Arrival of New Entrants

Disruptive new providers are challenging the established industry structure and radically changing the payments ecosystem. Non-traditional players have drawn a significant amount of attention over the last few years, driven by a dramatic rise in private equity and venture capital funding. This has several implications for merchants, both positive and negative:

- ◆ There has been a proliferation of new customer-facing payment solutions introduced in the market – forcing merchants to critically analyze the preferences of their most valuable customers to inform investment priorities
- ◆ Partnerships with digital upstarts and innovators can help merchants get access to better and faster technology (such as real-time fraud detection and monitoring) which allow them to improve their back-office processes without building the capabilities in house
- ◆ New entrants may look to own customer relationships by delivering a 'marketplace' experience. Merchants that partner with these new entrants to streamline checkout, or to offer contextual commerce for instance, may end up having to forego a part of their customer ownership in the process.

## → Transformation of Payment Solutions

New technologies have enabled today's checkout processes to be increasingly invisible, having now been integrated seamlessly into consumers' lifestyles and purchasing habits. Innovative payments solutions now utilize mobile, cloud, Internet of Things (IoT), or even blockchain technology. Merchants can

recapture the payments experience to remain competitive and stay top-of-mind. Examples could include:

- ◆ Increasing app-based functionality and interoperability
- ◆ Investing in proprietary forms of payments and creating preference during shopping
- ◆ Provisioning payments forms such as proprietary cards automatically into digital wallets
- ◆ Strengthening loyalty programs, including seamless 'earning and burning' of rewards
- ◆ Adapting faster/real-time payment solutions
- ◆ Offering installment loans/POS financing to increase conversion of shoppers to customers

## → Evolving Customer Expectations

Successful adoption of new technologies or solutions requires exceptional value propositions for customers. A growing number of customers today expect to shop, pay, and send money anywhere, anytime, from any device – quickly and seamlessly. There has been explosive growth in E-commerce and M-commerce over the past five years.

These constantly evolving expectations drive innovation, and leading merchants will face increasing pressure to include value-added features such as loyalty and personalized interactions to strengthen customer relationships. And it's not just consumers who are demanding increased payments innovation. Businesses are also more demanding, prompting payments companies to strengthen the speed, security and transparency of their global solutions for B2B payments.

## → Structural Industry Shifts

The arrival of new players, products and infrastructures poses increasing regulatory challenges, since boundaries are constantly pushed by new entrants. The pace of change for rules and standards has increased in order to keep up with global innovation. For instance, while surcharging is banned in the UK beginning 2018, it is allowed and practiced in other geographies. Faster payments solutions are now coming to fruition in the U.S., although the providers, infrastructure and capabilities differ from other markets that also offer faster payments. As yet another example, regulatory changes in Europe under PSD2 now allow merchants to have expanded roles in a broader array of payments services.

Since it is difficult for technical specifications and regulations to be standardized across geographies, merchants will need to adapt their payments practices, or build unique payments strategies by region. Cross-border payments gain specific significance in such an operating environment, introducing not only an additional layer of complexity around fraud, compliance, and the number of payments providers, but also providing opportunities for increased revenues and diversification for global merchants.

## → Importance of Data

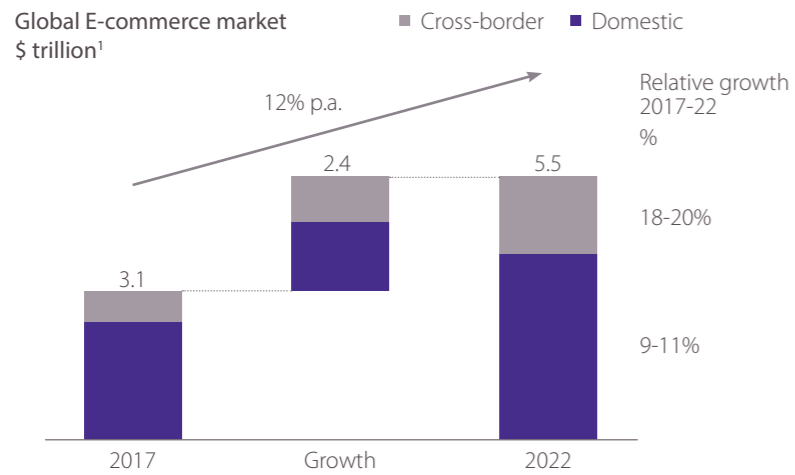
Customer data is integral to payments and is an invaluable source of information and ownership. Permissions and usage of data have become major battlegrounds. Innovative merchants as well as vendors are leveraging payments data to develop targeted marketing, risk management, fraud prevention, underwriting solutions such as POS financing, and more. Imagine knowing where your most loyal customers are making purchases when they aren't shopping with you. Merchants can use transaction data from their proprietary forms of payment to find out, and feed it directly into marketing engines. Many merchants however do not have robust enough tools and systems, or the right analytics, to be able to tap into this wealth of data.

Additionally, privacy concerns are increasingly important to customers and managing data comes with challenges of security and ethical use. Regulatory considerations around data and their degree of robustness vary across markets. As merchants continue to find new ways to gather data, there is a need to account for key considerations such as consent, portability/ sharing, personalization (to offer differentiated services) and security. Options of token vaults and the complexity of data retrieval and ownership (e.g., for processing refunds/ returns) must also be considered.

These five transformative forces are foundational to the evolution currently underway in payments

Digital payments and E-commerce, particularly cross-border, will continue to spearhead growth and give rise to new models such as subscription-based payments.

**Cross-border E-commerce growth will increase its share of a fast-growing global market.**



Source: McKinsey

Regulatory intervention and ecosystem consolidation is opening the global acquiring playing fields at the same time it imposes new constraints. Such governmental intervention in payments is proceeding at an accelerating pace, as evidenced by numerous open banking initiatives across the globe (notably via PSD2 in Europe). Mandates regarding security and customer privacy combined with new EU interchange limits drive investment needs while simultaneously reducing return on investment. China has begun to enact similar regulations while the outlook for US mandates are less clear, such interventions regarding privacy and access could become a global factor.

Payments players must also transform from traditional processors to digital champions and offer omni-channel solutions supporting a full range of alternative payments methods.



**Global E-commerce Industry is driving Payment Gateways**

E-commerce has possibly been the most dramatic retail development in centuries. The option makes it possible to buy without stepping out of one's premises and paying for purchases without using cash.

The other advantages comprise the ability to examine a virtually unlimited

merchandise array compared to the limitations of a brick and mortar store, transact with speed and get products delivered home.

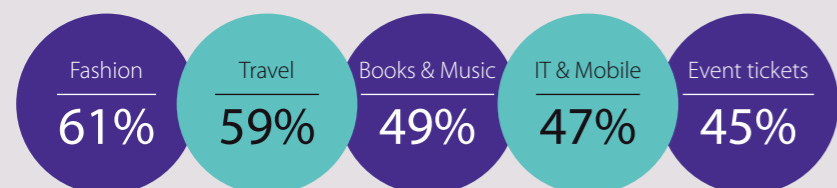
In 2018, global e-retail sales amounted to US\$2.8 trillion. It is likely to outperform brick-and-mortar retail off-take at some point in the not-too-distant future.

By 2019, global M-commerce transactions could exceed E-commerce transactions, establishing the mobile as not only the primary computing platform for the world's population, but also the leading digital commerce channel.

(Source: Euromonitor, Forbes, Statista, Digitalcommerce360)

**Top category purchasing**

**Global online consumers across categories by %, 2018**



(Source: Nielsen Report)

**Global E-commerce revolution**

<b>~2.304</b> US\$ trillion, global online consumer spending in 2017	<b>~2.86</b> US\$ trillion, global online consumer spending in 2018	<b>~6</b> US\$ trillion, global digital commerce sale by 2022
<b>&gt;17%</b> Growth in global B2C sales by 2022	<b>~10.2%</b> E-retail sales of all global retail sales, 2017	<b>51%</b> User penetration in 2019 as in February 2019
<b>58.5%</b> Projected user penetration by 2023	<b>~600</b> US\$ billion, global volume of the fashion segment (largest), 2019	<b>539.90</b> US\$, average revenue per user (ARPU), February 2019



## ➔ Payment gateways

Asia stands at the forefront of payments innovation particularly in the area of mobile commerce.

Asian consumers demand seamless ease and security in all aspects of their digital lives, but most of all when it comes to shopping and payments.

Payment methods vary widely between and within countries and across the spectrums of development from urban to rural. The result is that companies operating in Asia address a demanding payment landscape.

The outlook for E-commerce across Asia continues to be defined by extraordinary growth, with five-year compound annual growth rates projected at 21.3% in Malaysia, 20.2% in Vietnam, 18.6% in The Philippines and Indonesia.

Though E-commerce growth captures headlines, growth at the point of sale is helping redefine regional commerce. Taiwan's point of sale is set to grow at 10%, for example, trailing closely behind China's expected 11% point of sale growth. In China, the payments story has translated into the adoption of digital

wallets, popularity of Alipay and WeChat Pay and the familiarity of making app-based payments through mobile devices. The result is that E-wallet use accounts for nearly two-thirds of E-commerce transactions, leading to payments at points of sale representing more than a third of the present card market share.

India too holds out attractive potential in internet access and mobile phone penetration. Cash continues to be the primary payment method for point of sale purchases where e-wallets dominate online payments. As internet penetration

and the digital economy continue to grow, there will be room for ongoing shift of payment forms. India's E-commerce growth is projected at 21.2% CAGR for five years, widening the need for payment solutions.

### Complexities of payment methods

E-payments is often seen as a challenge for small businesses seeking to expand their operations.

While e-payments are increasingly embedded into consumers' digitally connected lifestyles, suppliers of payment services face a range of regulatory and trade barriers.

E-payment service suppliers face issues relating to payment safety and reliability, interoperability of bank and non-bank financial service providers, divergence between know your customer (KYC) and anti-money laundering processes, difficulty of licensing technologies, underdeveloped and inefficient

distribution channels, risk mitigation for infrastructure failures and inadequate infrastructure.

In the case of international bank transfers, isolated payment networks cause delays, transparency is limited and costs borne by the customer can often be high. On the demand side, cash-on-delivery remains popular in developing countries due to distrust, financial illiteracy, sociocultural factors and slow internet connections.

Many e-payment impediments that appear to arise on either the demand or the supply side are traceable to outdated or poorly structured regulatory frameworks – such as ill-adapted or poorly written consumer protection regulations, restrictions on the establishment and operation of non-bank payment providers, disproportionate KYC regulation, stringent reserve and currency requirements or skewed playing fields for participants in the payments system.

There is a growing premium on the need for payment gateways to address these challenges and deliver a seamless customer experience.

(Source: We forum)

### India Scenario

Interestingly, a large part of the activity in the digital payments space has been led by non-banks. Paytm, one of the leading mobile wallets in the country, claims to have acquired more than 5 million merchants using QR code, a technology which has gained significant prominence in developing countries like China. Digital giants like Google and Facebook offer seamless payment services leveraging UPI through Google Pay and WhatsApp Pay respectively. E-commerce companies like Flipkart also offer payments solutions through PhonePe. It is expected that the digital payments will evolve rapidly over the next few years, and non-cash spend will overtake cash spend by 2020.

### Future of Acquiring

Riding on the wave of digital disruption, the acquiring space is experiencing a dynamic transformation.

- Due to the increasing deployment of QR code technology, more than 10 million merchants will accept non-cash payments in the next couple of years.

- UPI, which enables instant payments from one bank account to another, is path-breaking, but there is friction in creation of the virtual payment address (VPA)-the alias which is used to transfer money on UPI.

- The digital payments landscape in India offer a variety of payment options BHIM-UPI, Bank specific UPI payment options: Bharat QR, UPI QR, Aadhaar based payments, viz. Aadhaar Pay, AEPS, Cards, wallets, mobile payments. To avoid the hassles of adding newer acquiring channels one-by-one, several players are introducing a common

consolidated solution (one-stop POS) that encapsulates the functionality of a majority of upcoming payment channels.

- Mobile and online technologies are revolutionizing consumer access to information and sparking demand for new services that can support multichannel commerce, big data analytics, enhanced loyalty programs, and targeted advertising

- A UPI based mobile app features an innovative new technology called audio QR that allows users to transfer money using sounds to pair two devices. Another example of innovation across acquiring is the adaptation of the legacy PoS system to accommodate newer modes of payments such as QR codes/UPI.

The changing environment due to this digital disruption as well as regulatory changes, may inflict short-term

difficulties on an acquirer's business model, but implementing the relevant changes will also lay the foundations for the digital acquirer of the future. Combined efforts are required from various stakeholders across the ecosystem to make the business a viable proposition and enhance the overall customer experience.

Inspite of significant progress in the building of India's acceptance infrastructure, cash is still king in India and there is a need to extend these facilities to cover a much larger part of the country. Equally important is the fact that today 90% of the acquirer processing in India is being done by legacy technology platforms. What is becoming imperative is that India will need to introduce world class digital merchant acquiring technology platforms, and this is where there is a significant gap in the market.

# RS Software changing business models



## Payabbhi – The world class digital merchant acquiring platform

Payabbhi is a full-spectrum digital merchant acquiring platform. With an API-first, Mobile-first approach, it serves as a full payment stack providing integrated Acceptance, Processing and Disbursement to deliver greater value. It accelerates Digital Commerce through out-of-the-box business applications enriched at a rapid pace through Innovation and Developer Community as co-creators.

### The platform surfaces a product portfolio as follows:

- ◆ **Payments** - One-stop gateway solution for accepting payments online anytime, anywhere across all digital channels – web, mobile and apps
- ◆ **Collect** - Digitize payments collection. Enable O2O (offline-to-online) in-store or allow merchants to collect payments even without a website/mobile app.
- ◆ **Outflow** - Outflow to facilitate the movement of money - e.g. marketplace models. This enables hassle-free fund disbursement to vendors as per the need of the business. Enable one-to-many or many-to-many disbursement models with transaction-level control to split and route via API

◆ **Invoice** - Digital Invoices hosted and paid via Payabbhi for both online and offline businesses

◆ **Subscriptions** - API-driven custom subscription models with flexible pricing plans and automated recurring payments plugged-in

The platform aims to accelerate digital commerce and financial inclusion in economies, through enriched out-of-the-box business applications, available at a rapid pace through innovation, collaboration and network effect.

### This objective would be realized through:

- ◆ Creation of an API-first, Mobile-first, Developer First platform ecosystem with full payment stack, providing integrated acceptance, processing and disbursement, architected to deliver greater value.
- ◆ Providing cutting-edge solutions for target industries/sectors in Digital Commerce and Digital payments eventually moving to an omni-channel solution
- ◆ Collaborative creation of a digital ecosystem to deliver network effect through surfacing multiple "Fintechs" through a single platform, through the combination of developer-level mashups and surfacing of producer products

◆ Expansion into select geographies and micro-markets to beyond India

Payabbhi is entering a very crowded market that has been typically price sensitive, especially with large enterprise merchants who control most of the volume. The Payabbhi platform is technologically superior compared to all the legacy competition, and we are now focused on defining differentiators vis-à-vis platforms that have launched in the last 3-4 years.

RS Software is now focussing on building the brand identity of the platform and will communicate the same to end-merchants and channels for awareness/recall/recognition and association with the core brand messaging. Thus, Marketing becomes very important in building the Payabbhi brand to yield awareness, recall and recognition. We will be arriving at a differentiated, compelling and marketable messaging based on our value proposition. Being associated with the right messaging and values will not only hasten the sales lifecycle, but will also increase the effectiveness.



## RS MerchantEdge™

*A Comprehensive Digital Platform for Merchant Management*

The globalization of the payments industry, growth of electronic payment methods and increasing regulatory complexity over the last two decades have increased the pressure faced by acquirers who must offer competitive terms to attract merchants while providing services to retain their loyalty. The RS MerchantEdge™ solution helps increase revenues and lower costs by increasing operational efficiencies and improving merchant retention rates.

### Go digital, go green. Embrace efficiency and accuracy with our scalable, secure, omnichannel merchant management platform

RS MerchantEdge™ simplifies the partner interactions of Independent Sales Organizations (ISOs) and Payment Service Providers through digitization to make the entire process more efficient and reduce time to board merchants. We

provide a complete ecosystem for the merchant management processes starting at merchant data collection, merchant data validation, processor on-boarding, merchant credential check, underwriting, equipment management and merchant analytics. The platform also comes with a white-label merchant portal where merchants can monitor their business vitals.

Merchant acquirers of any size can benefit from our RS MerchantEdge™ platform. Whether you are an Independent Sales Organization (ISO) or a large processor, RS MerchantEdge™ offers you a service based architecture for flexible, configurable, customizable workflows and rules to suit the business needs of merchants as they grow.

Available both on-premise and cloud-based, the cloud version takes the pain away from acquirers needing to use sensitive payments transaction data in order to gather more information and insights.



## RS iFinSwitch™

*The Race for Market Share*

With the rapidly changing payments ecosystem across the world, the need for faster payments at increased ROI has become the key differentiator for staying ahead in the competition. A payment gateway can significantly change the way payment service providers approach the marketplace by giving them the freedom to own the payment transactions, the ability to connect to multiple payment processors, and the flexibility to provide value added services to merchants in terms of reporting and analytics.

*RS iFinSwitch™ from RS Software*

RS iFinSwitch™ is a digital switching platform from RS Software. It is designed with all the basic features of an authorization switch supporting rule-based transaction orchestration, workflow management, routing, format adapters, time-out processing, assured transaction response, encryption management, logging and audit trails. Built using modular microservice based architecture, the multi-purpose platform can be used like a payment gateway, a front-end processor or a fully functional processing platform. Its API based communication ensures it can communicate with most modern devices using API based calls.

# Authentication Strategies

With rapid progress in digital commerce and digital payments, every regulator globally is mandating the availability of strong authentication. The EU regulator has legislation in place that mandates availability by September 2019. Large amount of investment dollars are pouring into this area, as the demand is increasing for world class payment authentication tools. The goal is to reduce fraud in digital payments.

Effective identity verification continues to be one of the greatest challenges facing business owners, payment providers, and card issuers.

At the same time online retail sales are now at multi-trillion dollar levels, and growing in double digits in many parts of the world. Instances of fraud in E-commerce and M-commerce are increasing at an even faster rates.

On one hand, there needs to be more security in online transactions. On the other hand, these security measures cannot impede the customer experience. Even a small disturbance to the customer experience can cause huge losses in sales.

While facing these challenges, here are the biggest trends going forward.



## Payment Authentication Trends

### 3D Secure 2 (3DS2)

The "3D" stands for the 3 domains of online payment:

- ◆ Issuer Domain (the bank issuing the card)
- ◆ Acquirer Domain (the merchant's bank)
- ◆ Interoperability Domain (the payment processor)

These domains are the backbone of the 3-Domain-Secure protocol. The original 3DS1 was among the first online verification measures. It uses simple but effective methods, such as static passwords to avoid fraud. It was released in 2000 and has enjoyed widespread popularity.

3DS2 is the second version of the 3D secure protocol. It comes with greater security, while addressing the shortcomings of its predecessor.

The 3DS2 protocol tackles cart abandonment and mobile inconveniences. This keeps customers from giving up on a payment due to frustration which was a massive problem with 3DS1.

Further, 3D Secure is the only protocol to offer liability shift from the merchant to the issuer in case of chargebacks. A chargeback occurs when a cardholder reports to their issuing bank that their credit card has been fraudulently used. Liability shift was available in 3DS1, and will continue to protect merchants against chargebacks in 3DS2.

Expect 3DS2 to become much more popular going forward.

### Behavioural Analytics

Behavioural analytics is already a popular tool for merchants. It allows merchants to learn to detect fraud by using a database of thousands of unique data points during return visits.

This data can be collected fairly easily. All it takes is an application.

The data can also be used to build user profiles for each customer. New or abnormal

behaviours can be automatically assessed based on how erratic the behaviour is.

Of course, it is impossible for anyone to behave the same way online all the time. There are many options for how behavioural analysis can be applied, and it is still work in progress. Going forward, behavioural analytics should improve and become more popular.

### Risk-Based Authentication

Risk-based authentication is being applied with big data and machine learning. The risk-based authentication process starts with massive volumes of information being collected. Machine learning helps analyze this data and use it to assign a "risk score" to every transaction.

The factors that are used to assess risk can vary. For example, a constantly changing IP address, or an abnormally large purchase.

Risk-based authentication solutions have proven to be very accurate. According to Mastercard some companies report a 90% reduction in fraud as a result.

### Static Passwords

Passwords are among the oldest methods of authentication in history. They remain very popular, and for good reason. They are simple and somewhat effective at deterring fraud.

The problem is that they are also fairly easy for cybercriminals to steal. 37% of customers report that they change passwords less than once a year.

On top of being ineffective at stopping fraud, static passwords also hinder the customer experience. They add more friction to the payment process, especially when a customer forgets their username or password.

As a method of security and customer experience, static passwords will continue to prove ineffective.

## Address Verification Systems (AVS)

Address verification is more a fraud prevention measure than an authentication tool. It allows merchants to compare the billing address and card address of the customer. Once the process is complete, the merchants can see how closely each address matches. The merchant can use the information gained using an AVS to decide whether to complete the transaction.

These verification systems have a few problems. First, they only verify the address of the customer. If a fraudster has access to a victim's card, they will likely have access to their billing address as well. These systems are also unpopular outside the US, so they are a bad option for international transactions. AVS will continue to lack in effectiveness when compared to other measures.

## Biometric Authentication

Biometrics, mainly fingerprint authentication, is regarded as the most effective standalone authentication measure. Biometrics such as fingerprint and retina scans are easy to conduct from many smartphones. While they are not universally available to most customers, biometrics are an excellent authentication option.

Biometrics are seamless. They are fast and do not require any effort on the customer's part. They do not need to remember anything. It is also difficult to copy someone's biological features. The biometrics industry is expected to increase massively in the coming years. It is expected to be a US\$30 billion industry by 2021 and 93% of customers state a preference for biometric authentication.

## Multifactor Authentication

Multifactor authentication involves a multi-step process. One example is a knowledge check (security questions). Other options are single-use passwords sent to your mobile or email. Biometrics is another option that is often included.

This option offers a very high level of security at the cost of annoying the customer. 74% of businesses using multifactor authentication report complaints from their customers.

## Geolocation

Geolocation authentication involves using the location of the user's device to authenticate them. If the user's card is registered in one country but used in another, the transaction may be blocked by the issuer.

The growing popularity of international travel and VPNs present a challenge to geolocation. Geolocation also doesn't verify the actual user during the transaction. Despite these issues, geolocation is a generally non-intrusive and accurate fraud prevention tool.

## Conclusion

Due to high demand, there is now an increased supply of authentication tools. While they all have their pros and cons, they must each be considered on their own merits. There is a fine line that must be traversed between security and customer experience.

All things considered, the only technology that clearly meets the challenge is the 3DS2 protocol. It effectively incorporates all these aspects into one robust solution. It offers a high level of security without ruining the customer's experience.

To develop 3DS 2.0, industry leaders and payment networks collaborate to make advancements in new approaches to authenticate consumers and combat fraud. With 2.0, merchants can send numerous transaction attributes that the issuer can use to authenticate customers more accurately than before.

Authentication platform from RS Software

RS Test2Pay™

3DS 2.0

Using a proven set of processes, methodologies and state of the art security tools, RS Software builds on decades of work for leading brands to protect payment systems around the globe. We have had the unique experience of partnering with the world's largest payment network in their journey to implement 3DS 1.0. Extending this expertise, we have provided consultancy services for 3DS 2.0 implementation to one of the five leading payment networks in the U.S.

Leveraging our strengths, we have created a unique 3DS 2.0 Test Simulator platform based on this new standard, for payment processors to test their Access Control Servers (ACS). The platform tests different components of the entire 3DS 2.0 ecosystem such as ACS, Directory Server (DS), 3DS Requestor, and 3DS Client using the service virtualization technique. The platform comes with an integrated test management suite built for ease of testing. In addition to the testing platform, RS is also providing 3DS testing services to organizations that are implementing 3DS 2.0.

### Case Study

#### Business Challenge

Payment system provider in Japan needed to increase reliability for launching new payment solutions using 3DS2.0 protocol.

#### Technology Challenge

3DS2.0 being new at the time, there were no simulators and test tools in the market for ensuring EMVCo compliance.

#### Solution

- ◆ RS built an extensive web hosted, API based 3DS2 simulation platform that enables users to simulate any of the 3 domains of the 3DS2.0 protocol to test their system.
- ◆ The product is capable of generating multiple flavours of transactions, execute and simulate in-path components.
- ◆ The solution has been live for the customer and has improved their solution reliability while greatly lowering their risk.

# The Game-Changers

In a predominantly cash-payments country like India, where the penetration, usage and adoption of cards is also sub-optimal, Transformative Financial Inclusion (TFI) calls for alternate systems to formalize the economy.



TFI = f (the Need to include and be included, Regulations, Infrastructure, Adoption) where



Infrastructure = f (payment systems, enablers, acceptance points)



Adoption = f (convenience, perceived and realized benefits, trust)



## How Unified Payments Interface has helped create India's digital payments Quadrilateral

One of the dramatic ways in which India has transformed is in the way modern pays for purchases.

No longer through cash but through online; no longer through physical money as much through cards.

Unified Payments Interface, the country's online payments backbone, is one of the key game-changers for the Indian economy. From being known as a 'wallet killer', UPI has transformed to emerging as one of the fastest payment modes, transforming India's perception of the banking ecosystem and related technologies.

The Unified Payments Interface integrates multiple bank accounts into a single mobile-based application of any participating bank, ensuring seamless

fund routing and merchant payments. What makes this backbone remarkable is the growing traction that it is generating: 10x transactions in 2018 over 2017 and 8x increase in the number of transactions.

**The numbers:** Transaction success through UPI was ~87% in March 2019, compared to 78% in April 2018; declined transaction percentage fell to ~2% from more than ~3.5% in 2018; human errors reduced from more than ~18% in 2018 to ~10% in 2019.

This backbone is now being respected the world over as the model for a country that can graduate from a cash-based economy to a digital payments backbone in one stroke, creating the basis for a futuristic transaction environment. (Source: IBEF, Economic Times, Hindu Business Line)

### UPI transactions growth

Year	Amount transacted (₹ Cr)	Number of transactions (in cr)
2016 (August-December)	891	0.25
2017	56,670	42.67
2018	5,79,712	370.80

(Source: NPCI, Hindu Business Line)

Most importantly, the UPI platform achieved execution of 90 crore transactions in a month within 36 months of its public launch, and is on track to do 12-15 billion transactions in the next 12 months. This platform has been exclusively built and architected by RS Software.

## The RS Software and UPI connect

At RS Software, we take a moment to step back to reflect on our journey of building UPI for the Indian government owned NPCI, and enabling India's banks to connect to its rails. We believe that a faster payments infrastructure is not an end in itself; it is an opportunity for banks to deliver innovative products and services in both consumer and corporate payments, and thereby transforming humanity and accelerating digital commerce.

UPI is perhaps the first faster payments scheme that has end-users including consumers and merchants factored into the design. As the multi-trillion dollar retail industry transitions to digital commerce, systems like UPI make available secure and frictionless payments. It is a truly federated and open design unlike the closed systems of some of its predecessors. These aspects of UPI are the largest set of business architectural shifts from earlier generations of faster

payments and now Real Time Payments. Major payment networks Visa and Mastercard are committed to the principle of payments anytime, anywhere and recognize that UPI like systems will shape the digital financial services landscape globally. The quick adoption and the high probability that UPI is now on track to achieve a billion transactions a month since launch are the best testimony to the strengths of its architecture and design, and most importantly demonstrate scale and innovation at a pace not achieved anywhere else in the world.

UPI built the foundation in its architecture for the Fintechs to build and accelerate the use-cases for UPI and bring innovative commerce solutions to the market. This shift has ramifications on both the business and the technology, and is democratizing the reach of digital payments to billions of people at large. The literacy level of the target segment of

UPI is much skewed and that demanded for the system to have top priority in ensuring ease of use. The security aspect had to be designed such that it could work across the geography – from metros to urban and rural areas.

Technologically, UPI had to address India's population of 1.3 billion people with the capability to scale up considerably during festive seasons. What made it even more challenging was that the infrastructure had to be designed using commodity hardware and open source software to control costs. India is a bottom of the pyramid economy and it became necessary to select open source solutions that are fungible and this required novel workarounds to solve specific problems.

The UPI architecture was designed to take full advantage of the rapidly growing penetration of smartphones in India - hence it needed a mobile-first design. End-to-end security was implemented

by using mobile- SDKs which encrypted the sensitive payload right at the point of origin. However, key-management for such a solution also needed a unique design. To meet the requirements for horizontal and vertical scalability plus security, RS deployed non-blocking architecture, optimal routing of messages, took processing to the data rather than the other way round, used smart load-balancing technologies and built end-to-end security for messages. It is the API First principle that is enabling the support at multiple levels of business aggregation. While the investors are chasing the fintechs that are building the use-cases with UPI, the global leaders like Google, Facebook, Walmart, Tencent and Alibaba have integrated with UPI to go after the Indian consumer and Indian merchants.

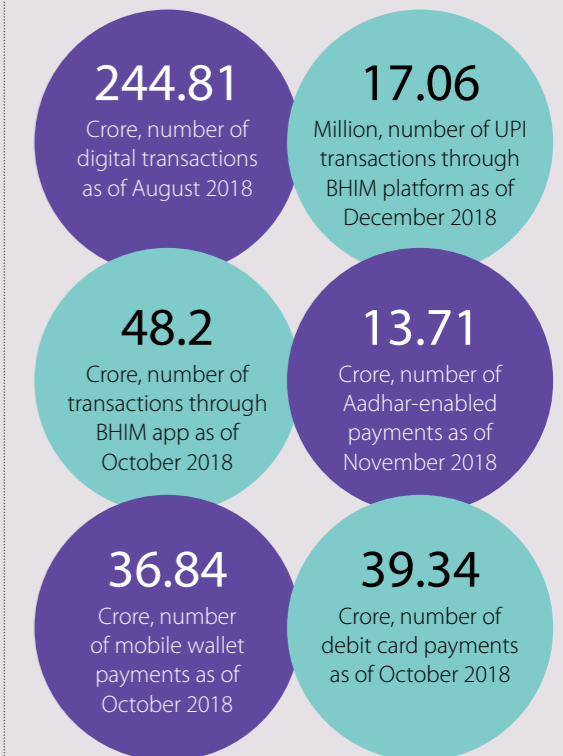
Having worked on open 4-party model payment systems globally, RS had the unique knowledge of architecting the solution that meets the requirements of high availability, high scalability, and end-to-end security, with the end-user in mind throughout the design. Building a true non-blocking micro service based architecture was where RS had deep expertise.

Since its launch in 2016, a number of use-cases have been implemented on UPI like P2P, P2M, wallet top-up, etc. The most impacting use-case to achieve the objective of financial

inclusion and transformation of the Indian society is bill payment. RS Software was chartered by the government of India to also build the centralized bill payment network –the Bharat Bill Payment System (BBPS). The BBPS platform was launched in 2017 and this has helped 100+ banks and several non-banking operating units (OUs) to integrate bill payments using UPI. This is enabling the cash payment focused consumer to experience the benefits of digital payments, and thereby creating multiplier value for fintechs to innovate and build so many more use-cases around faster payments.

Today, three years after its launch, new market-driven features continue to be released to support innovative products and services. Being an open federated platform, UPI itself is expected to evolve and provide support to new market driven business use-cases. The success of UPI in India is being observed by regulators globally, and this is now accelerating the move to real time payments, growth of digital commerce, and most importantly democratizing the reach of digital payments to billions of people who otherwise may have no access. To help accelerate digital payments, RS Software has developed a reference architecture framework which can be leveraged to build similar faster payment solutions at scale in order to reduce the time to market.

### Key numbers



(Source: Live Mint, PIB, Bloomberg)





## Bharat Bill Payment System (BBPS)



India has transformed in the way its digital payments infrastructure is enhancing every day consumer convenience. One of the primary spaces to tap in for accelerating the digital adoption is the Bill Payments industry. This was the next major program that RS Software worked on with NPCI.

The Bharat Bill Payment System is an initiative of the NPCI to provide a simpler and accessible bill payment service to customers for bill payments.

Customers can now pay bills (electricity, telecom, DTH, gas and water bills among others) through a single window from any Bharat Bill Payment System customer centre.

Bill-payers from remote areas are now empowered to pay utility bills while visiting a Bharat Bill Payment System centre by paying a nominal service fee.

Over ~90% of electricity utilities, telecom providers and DTH broadcasters are plugged into the Bharat Bill Payment System, opening up a new world.

They need not tie up individually with third-parties for collection. Once connected through Bharat Bill Payment System, every centre becomes a collection unit leading to cost-effectiveness. The RBI allowed five categories of billers in the Bharat Bill Payment System ecosystem comprising electricity, water, DTH, gas and telecom (post-paid).

Bharat Bill Payment System reported nearly 4.45 crore bill payment transactions a month. The NPCI plans to expand the bill payments network by enrolling agent institutions (money transfer agents, business correspondents, common service centres, cooperative banks) and providing assisted payment to the

population not having access to electronic platforms. BBPS awaits permission to expand category base (school and college fees, insurance, mutual funds, taxes and credit card payments) on the biller's side, indicating growth across the foreseeable future. (Source: Times of India)

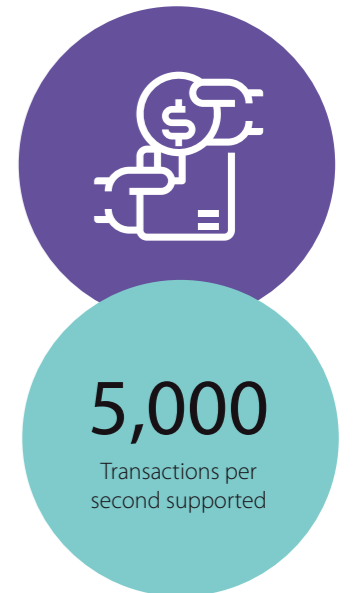
After implementing the country-level central Bill Payment infrastructure, RS Software partnered with multiple major Indian banks (such as SBI, ICICI, Canara Bank, IDBI and several more) to integrate them into this central Bill Payment infrastructure. This enabled the banks to participate in the digital bill payment ecosystem as BBPOUs (operating units) and separately as BBCOUs (customer operating units), thereby extending the adoption of the digital bill payment system.

## RS Software instrumental in transforming bill payments in India

As architect for the hugely successful Unified Payments Interface, RS Software was the obvious choice for building the BBPS platform that would attract all stakeholders of the billing ecosystem to utilize a common vestibule for bill payments through multiple channels (internet, mobile, PoS, mPOS, kiosk, ATM, bank, and agent) and diverse payment modes (cash, credit card, debit card, internet banking, prepaid card, UPI, wallets and other electronic methods).

RS Software used its subject matter expertise on billing systems to deliver the core engine of the BBPS platform for easy and efficient bill payments, supporting a throughput of 5,000 transactions per second. We have extensively used reusable components of the API based architecture

to achieve flexibility and faster time-to-market, enabling an increasing number of features on API instead of in batches. We have proactively enabled the Multilateral Net Settlement Batch mechanism as mandated by the Reserve Bank of India, and new features have been introduced for dispute management and complaint management. RS Software conceptualized and set up not only the platforms but the detailed infrastructure of the data centers with specifications required for rolling out the solution, testing, staging, deployment, high availability and DR environments which includes hardware, operating system, database, middleware, replication technologies/tools, version management tools, software licenses, support subscription etc.



## Enterprise Fraud & Risk Management System

A major disruption has kept the mavericks of the global payments industry preoccupied in recent times "digitalization". As research and analyst firm Gartner puts it - "Digitalization is the use of digital technologies to change a business model and provide new revenue and value-producing opportunities". A recent World Bank report summarized that cashless transactions are growing by 10% annually. Another source forecasts that the world would witness over one million digital transactions every minute by 2020. While these facts are truly encouraging, the digital payments era has also given rise to digital fraudsters and new ways of theft. A recent ThreatMetrix cybercrime report for H2 2018 shows that there were 244 million human-initiated attacks globally with India contributing the most. Another interesting data point is that there has been a 480% growth YoY in BOT attacks in APAC alone. While we need to make digital payments convenient for all, we also need to exercise caution through secure solutions. With caution comes friction, and hence there is a greater need to develop and implement secure, frictionless solutions.

The growth is primarily driven by developing markets where the population has leapfrogged technology generations to adopt mobile and digital payment solutions over traditional banking and

payment solutions. India stands out as one such "developing market". This is acknowledged in the World Bank's Global Findex Report of 2017 which cites the exponential rise in mobile phone users in India, coupled with ever falling data rates as key factors in this regard. A Forbes India article from the same year estimates the cost of a bank transaction on Branch Banking to be in a range of ₹70 to ₹75 while it is around ₹15 to ₹16 on ATM, ₹2 or less on Online Banking and ₹1 or less on Mobile Banking. What this means is that digital payments translate to a win-win for both banks and their customers - the former saves on costs and can thus offer services at much cheaper rates to their customer.

Yet, the transformation to a cashless or even a less-cash Indian economy seems as distant as ever. One can gain some insight into the reasons behind the promise remaining unfulfilled from a video conference address made by Nandan Nilekani, chairman of the Committee on Digital Payments, Reserve Bank of India, to the 2019 India Forum of the PCI Standards Council on 13 March, 2019.

As Nandan summarized - India is still very far away from being a less-cash economy and security issues around digital payments system needed to be addressed to make the mode more

acceptable. He went on to detail - "I think increasing number of transactions, at the same time less security issues, less fraud issues, less disputes... could be what we need to see". What this translates to - the ability of players, regulators and frankly all stakeholders of the digital payments domain to effectively combat fraud - will decide the future of the industry.

Cross-channel relationships can be established provided there are one or more common data fields between the channels. Such relationships can be further combined with 3rd-party data (keeping within applicable regulatory framework) to build end-customer persona that can then be leveraged for up-selling and cross-selling.



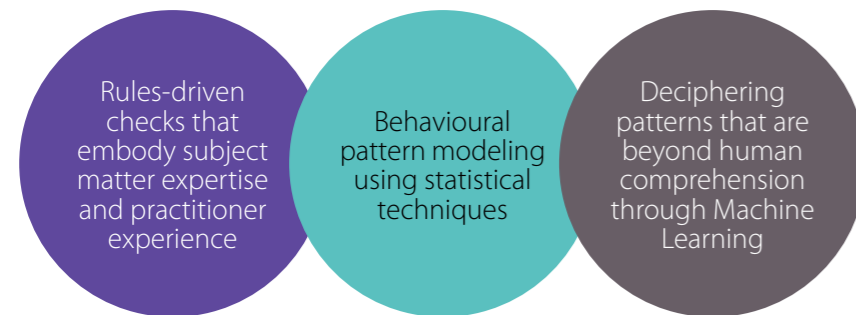
The digital payments era has given rise to digital fraudsters



## The EFRM - RS Software Story

An Enterprise Fraud and Risk Management system becomes the key to achieving real digital transformation of the payments culture of a country. RS Software has developed and implemented a country-level enterprise solution that is benchmarked at over 2500 TPS with a response time of 200 milliseconds (equal to half the time taken to blink an eye). For small-to-medium sized business, the response time improves to 15 milliseconds (this is less than 1/20th of the time taken to blink an eye).

EFRM is able to effectively combat digital payments fraud by employing the following techniques:



At a high level, EFRM delivers the following functionalities with the help of RS' digital asset, RS IntelliEdge™

◆ **Support for both streaming as well as batch mode operations** RS IntelliEdge™ can provide risk score for both real-time streaming transactions and offline transaction in batch mode

◆ **Support for multiple channels** RS IntelliEdge™ can provide risk score for transactions pertaining to ATM, POS, E-commerce, M-commerce, funds transfer (e.g. IMPS, ACH), mobile payments (e.g. UPI), toll collection (e.g. AETC) and Check imaging

◆ **Ability to handle standard and custom message formats** RS IntelliEdge™ internally utilizes a canonical object model which embodies all possible aspects of any financial transaction.

◆ **Support for AML and CPP use cases** In addition to risk scoring transactions, RS

IntelliEdge™ also supports visualizations that can prove crucial for identifying Anti Money Laundering and Common Points of Purchase use cases. RS IntelliEdge™ leverages the latest graph database technology for delivering this functionality

◆ **Rich visualization for summary metrics** RS IntelliEdge™ leverages the industry-leading Elasticsearch-Logstash-Kibana (ELK) technology stack for presenting rich visualizations related to summary metrics like high-score count for past N units of time across dimensions like acquirer/issuer-wise, region-wise, rule-wise

◆ **Robust Case Management capabilities** RS IntelliEdge™ provides mature case management capabilities that support alerts, queues, case workflow, auto-escalation/auto-closure, manual fraud tagging, case search, transaction search



◆ **Mature user and access management** RS IntelliEdge™ provides enhanced user and access management capabilities like role definition, user-to-role assignment, role-wise access restriction on display and report fields, 2-factor authentication for login, maker-checker approval workflow for user management

◆ **Comprehensive Rule Editor** As rules are a critical element of deterministic fraud prediction, RS IntelliEdge™ provides a rule editor that can be intuitively used by analysts and subject matter experts to define, test and deploy such rules

In an extremely proud moment, RS Software won the global bid for building an Enterprise Fraud & Risk Management (EFRM) Solution for the National Payments Corporation of India (NPCI), the technology arm of the Reserve Bank of India (RBI). The EFRM Solution is envisioned to secure all modes of digital payments in India without increasing the friction for these digital payments. This called for a solution which is capable of checking the riskiness/authenticity of a transaction within 200 milliseconds with over 2000 transactions pouring in per second. As of 21 June, 2019, almost 300 banks are on-boarded onto the EFRM system. The solution is expected to cater to all 18 digital channels by September 2019 and evaluate transactions of at least 12 billion per year.

Looking at the increasing digital volume in the country, we are in discussion with NPCI to scale the system to support double the transaction volume that it was initially planned for.



# Management Discussion and Analysis

## Operational Highlights FY2018-19

### ⊖ What were the principal initiatives by the Company during FY2018-19?

- ◆ CEO stepped into the business development team to assist in opening enterprise accounts through social connections/networks and warm leads
- ◆ COO brought onboard to build and drive the growth strategy for the organization
  - Sales engineers stepped up to execute multiple roles – Technical Sales + Account Management + Sales Engineering
  - Practice leaders stepped up/promoted for customer facing roles to strengthen the sales support process
  - Delivery made accountable for completing the sales cycle
  - HR team empowered to support an increasingly performance driven Corporate Culture
  - Marketing consultants hired to reposition and rebuild brand RS

### ⊖ What were the principal challenges faced at the start of FY2018-19?

- ◆ With CEO stepping in, it became imperative to change the composition of the sales team and the sales strategy
- ◆ Changing customer segment priorities meant a fresh start in several situations.
- ◆ Repositioning and Rebranding of RS Software in the US/International Market

### ⊖ What are the three principal trends influencing the sales function?

- ◆ Market trends (greater adoption of digital payments, faster payments, security – 3DS2.0, digitalization in Banks, newer payment platforms) – The key market trends continue to be digital transformation of enterprise accounts across the enterprise. Strategy development and execution are positioned within the business unit feeding into the overall enterprise strategy. The largest challenges with this approach are the lack of mapping common processes across the enterprise to receive

the maximum value from reuse and efficiency by leveraging data to provide an enhanced customer experience no matter if a consumer or a commercial account. This trend feeds into the need for an enhanced customer experience where the customer is provided offers, service and content that is relevant to their immediate need based on historical activity and real time interactions both with the provider as well as integrating social media and other external content and data. These two trends drive significant revenue, profitability and efficiency within the market segments RS is pursuing in the financial services payment segment.

- ◆ Client expectations – offerings, domain knowledge, services – Client expectations have transformed for their key suppliers based on their customers' needs and demands. Offerings need to be complete and employing easy to integrate APIs to aid time to market, integration and testing so investments being made see a return in the same fiscal year. Commodity providers

still have a place in the market providing low cost services that don't differentiate but still provide cost arbitrage that clients have become accustomed to receiving. The shift is looking for specific companies who possess domain expertise that can address very specific business challenges where the client is seeking advice, a point of view and a market perspective outside of their own experience and views to either validate a strategy or create a new approach. Clients will buy this service to fill gaps in their own knowledge and experience in existing or new markets. Managed services will continue to grow as clients see the value of outsourcing portions of the business they cannot staff or run effectively internally.

- ◆ Competition – offerings, focus areas – The main competition in the market are the existing offshore providers who have practices in financial services with sub-practices in banking and payments. Although these commodity providers have scale overall, they lack depth in the payments domain since there is little focus and a goal to pursue, capture and bill every opportunity at a client. As described above the client is looking for more specific focused expertise to assist them with payments challenges that are market and time sensitive as they are pressed to react in real time to FinTechs and their unrelenting release of new ideas that threaten to continue to take market share from the traditional payments providers.

### ⊖ What are the strengths of your sales function?

- ◆ Market coverage – RS is hiring enterprise sales directors to cover the top tier payment providers in banking, payment processing providers, ISOs/ISVs, payment gateways and the scheme networks.
- ◆ Payments knowledge – All of the sales directors and support team come from a payments background that has direct relevance to the RS target market, vertical offerings and horizontal offerings.

- ◆ Sales experience – All of the sales directors have a minimum of ten years' experience in payments services, software and solutions. As described above, all have experience directly related to the RS offerings, we are taking to market.

- ◆ Strengths of the sales function – We will have a team of five with sales support and domain expertise. We will also rely on support from the competency center in Kolkata for added business and technology support.

- ◆ Brand recall – RS is an unknown brand to the broad market. Much of the initial work to be done is evangelical education about RS as a company, our expertise and focus on payments and the offerings we bring to the market.

- ◆ Positioning of services – The sales team will focus on asset based and non-asset based offerings that leverage services from entry points like health checks, through implementation and customization of licensed assets to building bespoke applications fit for the purpose for clients at their request.

- ◆ Clarity of size of customers to be addressed - Top tier payment providers in banking, payment processing providers, ISOs/ISVs, payment gateways and the scheme networks.

- ◆ Clarity of geographies of presence – The sales team will focus on the markets in the United States and Canada, two of the largest payments markets in the world.

### ⊖ How did the Company transform or strengthen in FY2018-19? What is the percentage of revenues derived from repeat business from existing clients?

- ◆ Won the NPCI Global RFP for building a first of its kind Enterprise Fraud and Risk Management solution for India, triumphing over heavyweights in the Proof of Concept and Reverse Auction phases.

- ◆ Secured a 4-year service contract with Metabank to provide a Distributed Agile team, with an annualized run-rate of US\$1.0M.

- ◆ Brought two of the accounts on track through delivery persistence – GET, NTS, adapting with the changing customer expectations.

- ◆ Created a new global market offering for 3DS2 through RS Test2Pay™. The software was successfully delivered to NTT Data (Japan).

- ◆ Continued repeat business from the accounts Bill2Pay, Discover, NTS, GET, GovPay made possible by engaging customer relationship and excellent/timely delivery.

- ◆ Implemented a country level Fraud and Risk Management solution catering to cards and alternate payment channels with 282 Banks on-boarded as on 21 June 2019. The implementation will uniquely place RS in the largely unexplored fraud and risk management space currently dominated by only a few players.

### ⊖ Why are you optimistic about the sales function? What does the function expect to achieve in FY2019-20?

- ◆ Strengths – Clearly defined sales strategy and world-class marketing team in place to execute services-products-platforms market direction, as we start the FY2019-20.

- ◆ The sales team has defined goals for accounts, offerings, revenues and expansion. The team will focus solely on the targets identified and will move any non-core accounts to the staff augmentation group or a group not focused on enterprise level accounts.

- ◆ The COO has restructured and aligned his leadership team and is ready to execute the accelerated growth.

## Finance

RS Software has always been quick to respond to the business dynamics that keep changing. The finance team continues to foster a culture of cost optimization and compliance orientation to enhance transparency and maintain a stronger Balance Sheet.

### Challenges

- ◆ To continue making significant investments during the transition phase of the strategy while managing investor expectations
- ◆ To manage the cash flows that can effectively cope with investments aligned to the transition strategy

### Goals

- ◆ Maximize value for all stakeholders
- ◆ Foster a culture of financial discipline to emerge as partner-of-first-choice for all stakeholders

### Key measures undertaken in FY2018-19

- ◆ Enhancement of performance culture to boost operations
- ◆ Implementation of a sound budgetary control system improving cost and financial management
- ◆ Effective implementation of GST and Ind-AS regulations

### Initiatives in FY2018-19

- ◆ Strengthening of internal financial controls and aligning them with best-in-class standards
- ◆ Bringing in transparency to improve confidence of stakeholders

### Priorities for FY2019-20

- ◆ Target optimal utilisation of resources and infrastructure to meet long-term goals

- ◆ Generate higher revenues from products and platforms
- ◆ Ensure better cost and resource management

### Strengths

- ◆ The Company continues to draw support from the inherent strength of its Balance Sheet
- ◆ It has improved upon its receivables collection cycle thus giving impetus to working capital management
- ◆ The de-risking of client concentration has helped the Company expand its area of operations thus leading to a wider future market

## Growing the intellectual capital

As a corporate focused on the payments industry for over two decades, RS Software has made a name for itself across the payments value chain. Keeping immediate and long-term business objectives in mind, the Company has focused on building expertise, products and solutions across the value chain of the payments ecosystem. Over the years, RS Software has strengthened its domain knowledge through the pillars of the RS School of Payments, Knowledge Management Systems and the RS Payments Lab. Driven by an entrepreneurial mindset and willingness to embrace challenges, our competitiveness is driven by a rich and diverse pool of talent that is engaged in continuous learning.

### RS School of Payments

The RS School of Payments is a powerhouse of domain knowledge that has been acquired by playing a key role in the evolution of the payments industry. It maximizes productivity and minimizes learning curves on the back of a best-in-class Knowledge Management System that focuses on business functions, technologies and customized strategies. The RS School of Payments conducts courses covering the entire payment spectrum – from basic to advanced levels in niche areas. These advanced courses are crafted by industry and subject matter experts, and are attended

by our employees as well as our clients. The RS School of Payments is also involved in knowledge capture and dissemination across projects. It facilitates cross project knowledge sharing to enhance organizational knowledge capability. One of the top thought leaders of the global payments industry, the RS School of Payments is highly respected by its peers.

### RS Payments Lab

The RS Payments Lab plays a critical role in exploring proofs-of-concept and developing reference architectures in new technologies (mobile, analytics, test automation and tokenisation) well before the customer begins to use them. This empowers RS Software to propose solutions to customers that enhance productivity, reduce costs and reinforce quality, strengthening the customer's profitability and ensuring satisfaction. The Company has built an encompassing repository of sectoral knowledge comprising customer interactions, market research, expert opinions, research reports and webinars that are white-labeled and curated in a knowledge center supported by a search facility. The Company will continue developing its expertise while focusing on core processing areas like advanced payments and security, data management and analytics, and automation.

### New initiative FY2018-19

#### RS Payments Universe

The RS Payments Universe portal from the RS School of Payments has been conceived as a branding, knowledge management and collaboration platform for all payments enthusiasts be they RS employees, alumni, payments SMEs, customers, prospects or the general community as a whole. In addition to providing up-to-date information and trends on the payments domain, technology, regulation and related subjects through news alerts, videos, podcasts, blogs and a wiki, this unique portal aims to combine the features of popular social media platforms LinkedIn and Twitter by enabling both blogging as well as instant messaging, complete with hashtags for easy searching. The content for the portal would come from RSites as well as from external SMEs we are connected with, and would be enriched with news feeds and articles purchased from reputed sources. We also look forward to the participation of academia, advisors, and online/social media specialists to keep the site interactive and the content current at all times.

The portal promises to be a powerful branding tool that positions RS as a leading expert and consultant in the Payments world.

## Sales & Marketing



RS Software has engaged a world class team of marketing specialists to embark on a journey of understanding ourselves better, to evolve a clear, distinct and impactful brand language and have in place a new identity. We believe that timely marketing intervention will unlock significant value for all stakeholders.

### Outlook for FY2019-20

◆ Establish the Company in a unique and dominant position in this dynamic, high speed, and innovative payments revolution.

◆ Build itself as a brand that shows its full commitment and passion towards every aspect of this payment revolution, from products to platforms and beyond.

◆ Have a new identity in the form of a new logo and visual expression

◆ Define all aspects of our core philosophy as a brand, including our Core Value Proposition, our Core Pillars, and our Statement of Purpose that drives our behavior

◆ Establish how we view ourselves as a team of passionate individuals with a hunger for creating value for all stakeholders

The Company has been investing in rebuilding its sales engine for the past 3 years and during FY2018-19 it has reviewed all its learnings of how we are succeeding in our customer facing strategy execution. As a result, sales process leadership has been totally revamped during the last quarter of FY2018-19 and we now have a plan that calls for total revitalization of our revenue acceleration.

## HR

### Criticality of a strong HR team for RS Software

RS Software is in the process of strengthening its business where it is refining its business strategy by focusing on delivering value-based Payment solutions for clients through our assets, platforms and expert knowledge in the Payments domain.

This has necessitated the need for change in how HR functions in RS, starting from Talent Acquisition and Talent Management, to building a performance driven Corporate Culture. In order to lead this initiative, a strong HR team which has the knowledge and understanding of business and people in such changing times is extremely critical for the success of the organization's goals.

### HR Strategy

- ◆ A well-structured and strong HR team, with well-defined HR processes
- ◆ Strong understanding of the organization and the Payments business
- ◆ HR strategy aligned to the organizational goals
- ◆ Hiring strategy directly derived from workforce plan with clearly defined skill-sets and timelines for fulfillment

- ◆ Training programs covering the entire payment spectrum from basic to specialized courses through the RS School of Payments to maximize productivity and learning rates
- ◆ Internship programs for fresh college graduates and grooming them so that the best talent can be inducted into the RS workforce

### Challenges

Major Challenges in FY2018-19:

- ◆ Retention of key talents who will play pivotal roles in implementing the Company's vision
- ◆ Skill realignment as per new business scenario
- Steps taken to address these challenges:*
- ◆ Defined career path for critical resources as per their aspirations, skills and competencies
- ◆ Open discussions with the Company's Leadership Team to address resource concerns
- ◆ Identified probable future clients and relevant skills required for fulfillment
- ◆ Training of available resources to ensure availability and deployment of quality talent as per business requirements
- ◆ Personpower rationalization to align skills of resources with the organization's needs

### Gender mix

Gender mix (FY2018-19)

Male : Female - 3.7 : 1

Gender mix (FY2013-14)

Male : Female - 3.3 : 1

### Outlook for FY2019-20

For the Company to achieve its organizational goals for the current fiscal, RS Software has plans to transform itself from an effort driven organization to an achievement oriented organization. This requires a cultural shift in the organization which is possible only through a well-executed change management initiative and warm/positive employee connect.

The Company understands that HR will play an important role to lead this initiative and build a productive and future ready organization. HR is expected to not only support the business but also add value to the way the Company does its business through proactive talent management and maximizing resource utilization.

## Q&B

The mission of Q&B process is to ensure that customer satisfaction is maintained at high levels by delivering high quality work, and benchmarking our processes to global levels.

- ◆ PA-DSS Assessment carried out for RS iFinSwitch™ and RS MerchantEdge™
- ◆ SSAE18 certification done for RS Software
- ◆ Project initiation support
- ◆ Identifying and mitigating risks
- ◆ Defining project governance and delivery plans
- ◆ Developing a thorough understanding of project dynamics by detecting points of failure and generating alarms
- ◆ Conducting periodic reviews of software delivery process
- ◆ Conducting weekly reviews of project reported metrics and customer status reports

- ◆ Reviewing products prior to delivery
- ◆ Conducting defect and root cause analyses
- ◆ Executing process improvement exercises
- ◆ Gauging customer satisfaction through independent surveys
- ◆ Enhancing the level of organizational automation
- ◆ Conducting metrical analysis and undertaking corrective and preventive actions
- ◆ Organising training sessions, workshops, planned and unplanned audits, quality weeks and other academic and non-academic seminars
- ◆ Carrying out routine audits of quality systems by third-parties
- ◆ Acquiring payment application data
- ◆ Security Standard certification for payment platforms

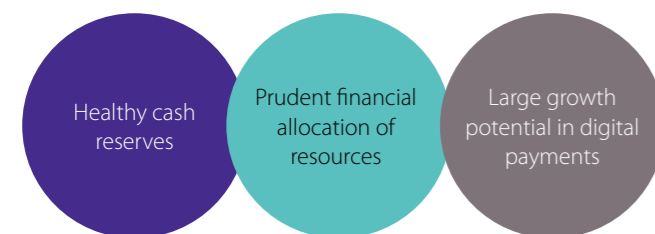
# The Company's Overview

RS Software has successfully evolved and maintained its business leadership over two decades in the area of electronic payments. From its inception we built a company that has a clear vision at each stage of its corporate journey, and a strategy and business plan to achieve the vision. We have had to navigate three major downturns in the market opportunities available to us, the most difficult being in year 2001 when the dot com bubble burst happened and the most impacting terrorist impact in America that brought a major shock to world-wide economies. The Company had significant debt and not enough revenue to even service the debt. But we were determined to come back and this is where our corporate values helped us to continue marching with our heads held high. "When the going gets tough, the tough get going". The greatest learning happens during adversity and those learnings strengthened our foundation hugely. Today we are in our third phase and we are a zero debt company. Our challenge today is the transitioning of our strategy. Services to products to platforms, and eliminating the most critical risk about dominant dependence on a single client. We have achieved the latter and are transforming the Company to achieve its strategic transition.

The Company possesses a strong solutions-oriented approach and a robust financial base (marked by zero debt). RS Software integrates knowledge management, innovation and specialized methodologies with focus on payments technologies to deliver the best-in-class services to a client list that includes the world's leading payments brands, and now launching payments platforms, and payments focused digital assets. It has built solutions for the introduction of mobile and contactless payments while mitigating the pain and cost associated with the legacy systems supporting them. It has been involved in setting up the technology for unique payment platforms like Unified Payments Interface and Bharat Bill Payment Solutions, an integration online platform for all bill payments in India.

Our proprietary methodology is based on the unique dynamics of the payments industry. We deliver a full range of services to our clients through our Global Execution Model which includes: RS School of Payments that maximizes productivity and minimizes learning curves; RS Payments Lab that focuses on innovation; RS Accelerators/Assets providing sustained engineering and RS Knowledge Management resulting in knowledge incubation.

We have three big positives to get us to our goal



## Our key achievements

Mission critical core payment systems for the world's largest card network

Transformative digital infrastructure - UPI that is transforming India

Building scalable integrated billing platforms for India that reaches out to billion+ people

Focus on Fraud & risk management, supported by strong authentication strategic competencies

Financial institutions, network providers, processors and software companies providing products and services to the payments industry need a partner who understands the complexities of that environment. Over its 25 years of building payments for the electronic payments domain, RS Software has kept its focus on availability, scalability and security while providing solutions in environments that support processing of billions of transactions annually.

## Implementation

To build things that customers want, a business needs to out-innovate its competitors—not just uncovering unmet customer needs to find profitable white spaces but also using technology to enter new markets or go to market in new ways. New sources of growth come from redesigning business models, creating something new, and exploring disruptive services. New business models don't have to be complex; they could involve tapping into new sales channels to reach different customers, for instance, or introducing new services to support an existing product.

## Strategy of RS Software

Our transitioned strategy calls for us to Invest, Perform, and Create. Investing in growth is what we started in April 2016 with the goal to get us effectively into the right opportunities. During the last three years we have utilized our strategic investments of ~ ₹100 crores

◆ The RS School of Payments has helped to build new technology capabilities by utilising our knowledge repositories built over the past 25 years, leveraged the silicon valley presence of the Company to acquire and learn the emerging digital technologies, and accelerated the reach to multiple industry SMEs to constantly add to the knowledge pool. We have tested all of our learning and demonstrated success with new clients, large and small businesses and importantly at a national level, while building India's digital payment infrastructure.

◆ The RS Payments and Innovation Lab has innovated and built several products and frameworks for enhancing the acceptance infrastructure in digital payments economy. As the regulators globally are pushing down the interchange, the cost for merchants for accepting digital payments is going south, and the wealth is moving from the banks to merchants, so the opportunity is to enable merchants to spend some of that additional wealth on the value adds that payment aggregators can provide to them. Processing engine is like the operating system, but by building business applications on top of that and that is where the opportunity is.

### Strategy Summary

As the secular growth trend in digital payments continues to strengthen itself, the economic MOAT of the Company reinforces itself and continues to advance and leverage our unique payments domain expertise and demonstrate how it delivers the highest value and lowest risk to clients

Choosing the right path to growth.

The plan now focuses on how our economic MOAT is enabling us to participate in each of the emerging opportunities

◆ Evolving new business models: Products produce a single revenue stream, while platforms—which we define as intermediaries that connect two or more distinct groups of users and enable their direct interaction—can generate many. Recognizing that 75% to 80% of the world, especially in emerging economies still pays in cash at merchant locations, there is need in the market for high quality acceptance infrastructure. The Company has built a world-class digital merchant acquiring platform to address this opportunity

Performing optimally in commercial functions is always work in progress, but by enhancing our leadership bandwidth that began in January 2019, our focus on transformation to achieve high performance is significantly high.

We are creating new offerings and business models that are custom-designed to satisfy unmet needs more completely, quickly, and flexibly than before. This is now enabling to build a pipeline that fuels growth far into the future.





Market Trends and how RS Software is equipped to meet each of these opportunities. This is where RS Software has made an investment of ₹100 Crore+ during the last 3 years, and re-architected its capabilities to be a leader in providing technology solutions and platforms as digital payments grow globally. This is the new three - prong business model, services-products-platforms.

### Key opportunities in the market

#	Trends	Opportunities	Frictionless	Secure	Faster
1	Mobile used for payment initiation and acceptance	<ul style="list-style-type: none"> <li>Need better FRM systems</li> <li>E2E security</li> <li>API based end point access</li> </ul>	Y	Y	
2	Digital Payments on rise demands platform upgrade for processors, needs support for API, ISO20022, PSD2, ...	<ul style="list-style-type: none"> <li>Platform upgrade in banks and processors</li> <li>Permissioned access to personal information for authentication (OAuth)</li> <li>Richer information in message to help straight through processing)</li> </ul>	Y	Y	
3	Adoption of 3DS2, for risk based authentication(RBA) and SRC (secured remote commerce) for interoperability	<ul style="list-style-type: none"> <li>EMVCo certified test platform provider for 3DS2</li> <li>Same platform upgraded to service SRC and other EMVCo specification verification</li> </ul>	Y	Y	
4	In-country Payments (enforced by federal data locality)	<ul style="list-style-type: none"> <li>Building in-country payment systems (like UPI)</li> <li>Building single platform deployed locally to serve both Cards and Bank Account sourced payments</li> </ul>	Y	Y	Y
5	Faster Payments	<ul style="list-style-type: none"> <li>Building faster payment systems (like UPI)</li> <li>Integrating banks to faster payment rails</li> </ul>	Y	Y	Y
6	Bank transformation	<ul style="list-style-type: none"> <li>Platform upgrade, security upgrade, API based access with one of the two strategies                             <ul style="list-style-type: none"> <li>Want to compete with PSPs, or</li> <li>Want to offer their services to PSPs</li> </ul> </li> <li>Ready to offer innovative settlements for quick availability of 'good funds' to merchants and goods/service providers</li> </ul>	Y	Y	Y
7	Network transformation	<ul style="list-style-type: none"> <li>Network leverage their ubiquitous presence and follow strategies like:                             <ul style="list-style-type: none"> <li>Offer the infrastructure for others to reuse</li> <li>Offer competing products (faster payments)</li> </ul> </li> </ul>	Y	Y	Y
8	Competency Development	Following are the areas where organizational competencies needs to be built		Y	Y
8a	Cloud Hosted services	<ul style="list-style-type: none"> <li>Preferred deployment are cloud</li> </ul>		Y	Y
8b	Distributed Ledger Technology (DLT)	<ul style="list-style-type: none"> <li>Option for faster settlement in trusted circle</li> </ul>	Y	Y	Y
8c	Data Analytics	<ul style="list-style-type: none"> <li>Transforming most of the business by leveraging AI/ML for prediction, classification, outlier detection, ...</li> </ul>		Y	Y
8d	Voice Based Commerce (Alexa)	<ul style="list-style-type: none"> <li>UX transformation to impact all commerce interaction in 2-3 years</li> </ul>	Y	Y	

### Service: Mobiles used for payment initiation and acceptance

In developing nations QR Code and Dynamic QR Code is helping adoption of electronic payments at brick-and-mortar stores by drastically reducing the cost of acceptance endpoint. It is frictionless and fast. A middleware is needed to orchestrate the multi-leg messages between network, banks/processor and consumer/merchant. It challenges security.

With the increase in the transaction landscape, integrity becomes important to safeguard the market and public trust. But, the only thing that might impede that effort, exposing the organization to serious risk or

damage is fraud and misconduct. Hence, the risk management needs boosting by having Fraud Risk Management (FRM) enabled at the edges.

#### Customers needing this service

Any bank/FI who wants to compete or co-operate with FinTechs for payment service leveraging mobile as the enabling device

#### RS Software's offerings:

- Understanding of the challenges for a middleware that connects Core Banking Solutions (CBS) to faster payment rails and

extends the APIs for mobile based payment initiation and acceptance

- Telescopic time-out does not work, hence the system needs work around; each option has its pros and cons. This is the key knowledge.

- Lost messages are typically reconciled end-of-day, however, a hold on account for large amount needs to be released much earlier.

- ◆ The risk management at the edge is a small subset of the technology RS is building for EFRM.

### Service: Digital payments on rise demands platform upgrade for processors

To participate in the ecosystem of digital commerce system, the need is very high for PSP/Banks/FIs to offer Digital Payments by providing APIs and to support message specifications that help interoperability.

#### Customers needing this service

Any PSP, Bank, FI who want to participate in the vibrant digital commerce ecosystem and is ready to open up the services through APIs

#### RS Software's offerings:

- With UPI, RS has successfully built the digital enablement layer for large payment infrastructure.

- ◆ RS was involved in drawing the roadmap of platform upgrade to support APIs for a large US processor

- ◆ RS is aware of using rich invoice related payment message to conduct straight-through-processing which makes payment fast and secure.

### Service: Adoption of 3D Secure 2 (3DS2) and Secure Remote Commerce (SRC)

Various security measures such as the Address Verification System (AVS) or the CVC verification used in some markets couldn't ensure credit and debit card payments the highest level of security fully. To address this problem, card networks implemented the first version of 3D Secure in 2001.

3D Secure 2 builds in an extra layer of fraud protection and ensures that the businesses only accept card payments from legitimate customers. In addition, authenticating a payment with 3D Secure changes the liability for chargebacks due to fraud from business to the customer's bank.

Networks like Visa and MasterCard are ready for 3DS2 from April 2019. MasterCard has rolled out globally from 1 April, 2019. Visa has rolled out in Europe from April 2019 and will be rolling out in North America and Latin America from September 2019, and subsequently from April 2020 in rest of the geographies. This will put pressure on merchants and issuers to comply.

#### Customers needing this service

All issuers and merchants/acquirer who have not been certified for 3DS2

#### RS Software's offerings:

- ◆ RS has a Test2Pay (3DS2) solution which is running in NTT, Japan to certify the issuer banks on their ACS implementation. A recent demo to Europay, Mastercard, Visa (EMV) company has their representatives take interest on this RS digital asset.

- ◆ Deploying a multi-tenant 3DS2 Test Platform that is certified by EMVCo has a direct impact to RS brand and revenue.

- ◆ This is an investment which is being done and has prospects in MasterCard as of now.

- ◆ The same platform can be extended to test and certify other EMVCo specification like SRC, which again is gaining traction in the market.

## Service: In-country Payments

Good prospects are witnessed in small developing nations like Maldives, Bhutan, Indonesia, and others. These countries would like to build an interbank switching mechanism, a digital enablement layer to extend the money transfer, but would like to reuse and ride over the existing settlement mechanism. In developed countries the effort generally to encompass faster or even near real-time settlement. Another observation is that the in-country payment solution desires a way to have both the international card payments and in-country payments covered in this effort. It is witnessed in Nepal and

Maldives as well. Typical way of engagement is to work via a local partner and in the recent opportunities we have partners both in Indonesia and Maldives to execute the deal.

### Customers needing this service

All the developing nations who want to build an in-country payment infrastructure pretty much similar to UPI

### RS Software's offerings:

◆ RS has implemented similar use case in UPI plus it has deep knowledge in international card based payments as well

- ◆ RS can help the country implement from consulting to roll-out
- ◆ Having closely tackled UPI 1.0 and 2.0, having solved the problem of settlement window adherence very recently, RS has the business and technical domain to tackle the challenges. As resource is not a constraint for developed nation, the challenges RS has solved is closer for developing nation use-cases

## Service: Faster Payments

To increase efficiency in payments, countries and large corporations are implementing faster payments which help to reduce cash, increase traceability and to reduce currency fraud. By virtue of building UPI, we are now naturally positioned to offer faster payments as a solution that too using open source and using commodity hardware. Having said that, the opportunity for building such infrastructure would be for developing countries where the focus is digital payments rather than faster payments. But as developed nation builds their faster payment rails, there is a need for banks and FIs to use a middleware

to interface with the faster payment rails on one end and have it interface with the Core Banking Solutions (CBS) and finally expose APIs which are available for access from the mobile service infrastructure.

### Customers needing this service

All banks and FIs who want to integrate into the faster payment rails

### RS Software's offerings:

◆ RS Software has proven track record. The Company has built such middleware and integrated banks' CBS, UPI and exposed

APIs which are used by mobile service infrastructure.

- ◆ Digital asset available to reduce build time yet make it customisable to integrate with all 3 interfaces
- ◆ Availability of such COTS is not there as the combination of 3 interfaces are very large in number
- ◆ Investment is planned in FY2019-20 to build a Faster Payment digital asset leveraging our UPI experience to showcase the knowledge for upcoming opportunities

## Service: Bank Transformation

Banks are the actual custodian of funds and the customer relationship for ages. Their services are being challenged by the FinTechs. Banks are adopting one of the two strategies – (a) compete with FinTech, (b) partner with FinTech. For option (a) banks need to transform their service access in such a way that digital enablement layer, digital consent layer, user access verification layer, consumer verification service layer, data analysis enablement layer, and more can be provisioned. This is a large investment and usually big banks are executing the strategy. On the other hand, small banks are

buying products that help them to be in the market quickly albeit with reduced feature compared to big banks. Some of the small/medium banks have chosen to commoditise themselves and they are partnering with FinTechs to be present in the ecosystem; they are gaining the business but not the brand and this is their conscious choice.

### Customers needing this service

All banks who are on their digital banking journey and would like to work with a partner who understands payments, high performance service (security, reliability, availability, throughput, at global scale)

### RS Software's offerings:

- ◆ We do not have an exact fit, however, working with CBS for integration of UPI has given us the knowledge on this particular aspect of creating a digital enablement layer for use with mobile and other API-first solutions
- ◆ We are engaged with MetaBank project which is providing us the opportunity to understand what changes are happening in banks as they adopt transformation. The learnings can be leveraged for organizational competency development.

## Service: Network Transformation

As in-country payment solutions mature that essentially rides on account-to-account (A2A) model, card payment networks need to innovate and protect their market. In past they have been focusing on increasing convenience which started from commercial cards, business cards, card-to-card payment, tokenization to enable \*.pays' to flourish both using Secured Element (SE) or Hosted Card Emulation (HCE) and now move to Apple's Card which is in the iPhone; however the threat of being intermediated remains. Pressure on keeping the data-within-sovereign-perimeter is a second challenge,

first being staying relevant. Both of these issues could be handled by providing something like network-in-a-box which can interface with international schemes (Visa, MasterCard, Discover, Amex, ...) and this line is being actively explored by the networks. To move the payment system to a box it is not only the authorization that needs to be moved to a new age technology stack driven platform, but the other payment components like Clearing and Settlement, Fraud Management, Chargeback, Reversal, Dispute Management, etc. also needs to be suitably upgraded.

### Customers needing this service

This would typically be one or two of the payment networks that operate across geographies with diverse jurisdiction. The engagement would be services where RS is a part of the team.

### RS Software's offerings

- ◆ Deep domain knowledge of faster payment / digital payment like UPI and 25+ years of working with the payment network leader
- ◆ Knowledge of working with all components of payments system (soup to nuts)

## The Company's financial highlights, FY2018-19

The consolidated Profit and Loss account for the year ended 31 March, 2019 was as follows:

(amount in lac)

Particulars	2018-19	2017-18
Revenue from Operation	6539.27	6342.92
Other Income	644.14	855.04
Total Income	7183.41	7197.96
Profit before Finance charges, Tax, Depreciation/ Amortization (PBITDA)	(2997.04)	(3597.47)
Less : Finance Charges	28.32	3.75
Profit before Depreciation/Amortization (PBTDA)	(3025.36)	(3601.22)
Less : Depreciation	330.15	224.15
Profit before Taxation (PBT)	(3355.51)	(3,825.37)
Provision for taxation	(639.10)	(1,181.70)
Profit/(Loss) after Taxation (PAT)	(2720.48)	(2656.47)

## Risk and Response

**Regulatory risk:** The changes brought about by the regulatory bodies might affect the business of the Company.

**Response:** RS software has continuously adopted and adapted to the changes whenever possible.

**Technology risk:** The technologies used should be tested properly otherwise the Company may have to face liability lawsuits.

**Response:** The Company ensures that the technologies that are used are the latest, fail-proof and efficient.

**Human capital risk:** Attrition of human capital could impact long term sustainability.

**Response:** RS Software takes adequate measures to train, motivate and upgrade skills of its employees. The Company has also created a knowledge management system as an information repository that can be referred to by others.

**Growing competition:** The increased competition from the existing players as well as new startups might affect the Company.

**Response:** RS Software has maintained a singular focus only on the electronic payments domain and the partnership with the National Payments Corporation of India has vindicated it. The Company has worked on intensifying its learning abilities by allocating substantial investments in the RS School of Payments and RS Payments Lab, both of which gives an edge over the others

### Internal control systems and their adequacy

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The Audit Committee reviews reports presented by the internal auditors on a routine basis and takes corrective actions if and when necessary. It maintains a constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

### Human resources

The Company employed 309 individuals as on 31 March, 2019. Increase in the value of human capital through the development of individual and collective skills and knowledge remained essential for continuous growth. The Company implemented programs for skill development. Programs for sharing and internalizing knowledge were conducted. Further, employees were sent to suitable outside programs to enhance awareness of the latest technology and domain developments. The Company emphasized the building of a motivated workforce.

### Cautionary statement

The statement made in this section describes the Company's objectives, projections, expectations and estimations which may be called 'forward looking statements' within the applicable Securities Laws and Regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results could differ materially from those expressed or implied in the statements due to the influence of external factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statement on account of any subsequent development, information or events.

## R S SOFTWARE (INDIA) LIMITED

(CIN: L72200WB1987PLC043375)

Registered Office & Corporate Office: 'FMC FORTUNA' 1st Floor,  
A-2, 234/3A, A.J.C. Bose Road, Kolkata - 700 020  
Phone Nos.: 033 22876254 / 6255 / 5746 | FAX No.: 033 22876256  
Company's website: www.rssoftware.com

### Notice to Members

NOTICE is hereby given that the Thirty-First Annual General Meeting of the Members of R. S. Software (India) Limited will be held on Friday, 26 July, 2019 at 11:30 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata-700156 to transact the following business:

#### ORDINARY BUSINESS

- To consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019 and the Reports of the Board of Directors (the 'Board') and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of Auditors thereon.
- To appoint a Director in place of Mrs. Sarita Jain (holding DIN 00206743), who retires by rotation and, being eligible, seeks re-appointment.
- To ratify the appointment of M/s Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E) as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration and in this connection to pass, with or without modification(s), the following resolution as **an Ordinary Resolution**:

**"Resolved that** pursuant to the provisions of Section 139,141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditor) Rules, 2014, including any statutory enactment or modification thereof, as amended from time to time and pursuant to the recommendations of the Audit Committee of the Board of Directors M/s. Deoki Bijay & Co. Chartered Accountants (Registration No. 313105E) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorized to fix at such remuneration as may be determined by the Audit Committee and as to be agreed upon between the Auditors and the Board of Directors of the Company."

#### SPECIAL BUSINESS

- To approve Company's Employee Stock Option Scheme 2019 (ESOP Scheme 2019) and in this regard to consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to SEBI (Share Based Employee Benefits) Regulations 2014 read with the Circular regarding Requirements specified under the SEBI (Share Based Employee Benefits) Regulations, 2014 and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India ("SEBI") (including any statutory amendment, modification or re-enactment to the Act, for the time being in force in all regulations) on recommendation of Nomination and Remuneration Committee for the purpose of formulation, administration and superintendence of proposed "R S Software Employee Stock Option Plan-2019" (hereinafter termed as "ESOP Scheme 2019" or "ESOP Plan 2019") with the consent of Board of Directors to create, offer, issue and allot in one or more tranches under the said "Employee Stock Option Plan" at any time to or for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not but excluding independent directors of the Company and any other individuals as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") be and is hereby approved as per the salient features mentioned in the explanatory statement annexed herewith. The total number of options that can be granted under ESOP Scheme 2019 shall not exceed the ceiling of 20,00,000 (Twenty Lacs) Options, convertible into equivalent number of equity shares of the Company.

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, enabling provisions of the Memorandum and Articles of Association of

the Company and pursuant to SEBI (Share Based Employee Benefits) Regulations 2014 read with the Circular regarding Requirements specified under the SEBI (Share Based Employee Benefits) Regulations, 2014 and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India ("SEBI") (including any statutory amendment, modification or re-enactment to the Act, for the time being in force in all regulations) on recommendation of Nomination and Remuneration Committee for the purpose of formulation, administration and superintendence of proposed "R S Software Employee Stock Option Plan-2019" (hereinafter termed as "ESOP Scheme 2019" or "ESOP Plan 2019") with the consent of Board of Directors to create, offer, issue and allot in one or more tranches under the said "Employee Stock Option Plan" at any time to or for the benefit of the present and / or future permanent employees of all the Subsidiary Companies of the Company working in India or abroad and / or directors (including whole-time directors but excluding non-executive independent directors) of the Subsidiary Companies in India or abroad and any other individuals as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") for such number of stock options /equity shares which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company, not exceeding the same overall ceiling of 20,00,000 (Twenty Lakhs) options in aggregate, as mentioned in the resolution passed for approval of R S Software Employee Stock Option Plan-2019 of the Company, at such price and on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time be and is hereby approved as per the salient features mentioned in the explanatory statement annexed herewith.

**RESOLVED FURTHER THAT** the said Securities may be granted/ allotted directly to such employees/directors of the company and its Subsidiaries in accordance with the ESOP Scheme 2019.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the ESOP Guidelines.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number of above mentioned options shall be appropriately adjusted.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under the ESOP Scheme 2019, on the Stock Exchanges where the Company's shares are listed as per terms and conditions of the agreement entered into with Stock Exchange erstwhile the Listing Agreement and SEBI Listing Regulations, 2015 and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank paripassu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company, to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme or to the terms of Options granted and/or vested but not exercised, including modifications or changes to the quantum and price of such Options, from time to time, which are not detrimental to the interests of the Employees and the Company and are in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the ESOP Scheme and generally for giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard;

**By Order of the Board of Directors  
For R S Software (India) Limited**

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
30 April, 2019

sd/-  
**Vijendra Surana**  
CFO & Company Secretary  
(Membership No. 11559)

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND, TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER MEMBER OR SHAREHOLDER.**

**THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DELIVERED AT THE REGISTERED/ CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ATTACHED HEREWITH. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION OR AUTHORITY AS APPLICABLE.**

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company pursuant to the provision of Section 113 of the Companies Act, 2013, a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
4. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated 8 July, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience in future.
6. The Register of Members and Transfer Books of the Company will remain closed from Saturday, 20 July, 2019 to Friday, 26 July, 2019 (both days inclusive) for the purpose of Annual General Meeting for Financial Year 2018-19.

7. Members who have not yet encashed their dividend warrant(s) issued by the Company since the Financial Year ended 2011-12 are requested to claim the amount of dividend from the Company or its Registrars and Share Transfer Agent immediately along with relevant Folio No. or DP ID and Client ID, for issuance of duplicate / revalidated dividend warrant(s).
8. Members holding shares in physical form are requested to immediately notify change in their addresses, if any, to the Registrar and Transfer Agent of the Company, quoting their Folio Number (s) with a self-attested copy of address proof, i.e. Voter Identity Card, Electric / Telephone (BSNL) Bill or Driving License or Passport before 19 July, 2019.
9. In terms of Circular No. CIR/MRD/DP/10/2013 dated 21 March, 2013 of Securities and Exchange Board of India for making cash payments to the investors Companies shall mandatorily print the bank account details of the investors on such payment instruments. Therefore the Members holding shares in physical form are requested to send to the Registrar and Transfer Agent of the Company, before 19 July, 2019 the Bank Mandate (providing details of name and address of banker, branch, PIN code and particulars of the bank account) or changes therein, if not provided earlier, under the signature of the Sole /First holder quoting their Folio Numbers. This information will be printed on the dividend warrants. Members may also avail of the Electronic Clearing Services (ECS) mandate facility provided by the Company.
10. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
11. Members holding shares in dematerialized mode are requested to intimate the changes pertaining to their bank account details, NECS mandates, email addresses, nominations, change of addresses, change of names etc. if any, to their Depository Participant (DP) only before 19 July, 2019. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
12. Members desirous of getting any information about the Accounts and/or operations of the Company are requested to write to the Company at least ten days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
13. All the documents referred to in the Notice will be available for inspection by the Members at the Registered / Corporate Office of the Company between 10.30 a.m. and 12.30 p.m. on

all working days from the date hereof up-to the date of the Meeting and shall also be available at the Meeting.

14. Shareholders holding shares in demat mode and desirous of receiving the Annual Report in physical form may visit the web page [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php) to exercise their option. Likewise shareholders holding shares in physical mode are requested to visit the aforesaid web page to register their e-mail id and exercise their option accordingly.
15. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17 / 2011 and 18 / 2011, dated 21 April, 2011 and 29 April, 2011 respectively, permitted companies to send official documents to the shareholders electronically as a part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by MCA, the documents like the Notice convening the General Meetings, Financial Statements, Directors' Report, and Auditor's Report etc. will be sent to the e-mail addresses as provided by the shareholders with their depositories.
16. Section 20 of the Companies Act, 2013 permits service of documents on Members by the Company through electronic mode. In accordance with Companies Act, 2013 read with Rules framed thereunder, the Annual Report 2018-19 is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository participant(s), unless any member has requested for a physical copy of the Report. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode. The Annual Report of the Company circulated to the Members of the Company, will also be made available on the Company's website at [www.rssoftware.com](http://www.rssoftware.com).
17. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Share Transfer Agents.
19. **In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1 April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.**

20. In accordance with Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Directors seeking appointment and / or re-appointment is provided in the Notes annexed hereto.

**21. E-voting:**

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the relevant rules of the Companies (Management and Administration) amended Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is pleased to provide the Members facility of voting by electronic means in respect of business to be transacted at the 31st Annual General Meeting (AGM) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) by using the electronic voting facility provided by Central Depository Services Limited (CDSL). The facility for voting through Ballot (Polling) paper shall be made available at the AGM and Members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through Polling Paper.
- ii) Persons who have acquired shares and became Members after the dispatch of the Notice of the AGM but before the 'Cut-off Date' of Friday, 19 July, 2019 may obtain their user ID and Password for e-voting and Company's Registrars & Transfer Agent, C.B. Management Services (P) Ltd, P-22, Bondel Road, Kolkata 700 019 (Ph. No. 033 – 22806692/4011 6700/22823643/22870263 Fax No. 91 – 033 – 4011 6739).
- iii) The e-voting period commences on Tuesday, 23 July, 2019 at 9.00 a.m. and ends on Thursday, 25 July, 2019 at 5.00 p.m.

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

**22. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 23 July, 2019 at 9.00 a.m. and ends on Thursday, 25 July, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19 July, 2019 may cast their vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already cast their votes through electronic mode during the schedule voting period prior to the date of the meeting would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

23. The e-voting period commences on 23 July, 2019 (9:00 a.m.) and ends on 25 July, 2019 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically.

24. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 19 July, 2019.

25. Shri Mohan Ram Goenka, Practicing Company Secretary (Membership No. F4515) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

26. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the CFO & Company Secretary of the Company.

27. The Results shall be declared within 3 (three) days of conclusion of the ANNUAL GENERAL MEETING of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rssoftware.com](http://www.rssoftware.com) and on the website of CDSL immediately after the result is declared by the CFO & Company Secretary and communicate to the Stock Exchanges.

28. The Chairman shall at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer by use of physical Ballot Paper / Polling Paper for all those members who have not cast their votes earlier either by e-voting.

29. The Scrutinizer's decision on the validity of the Ballot Paper / Polling Paper form will be final.

**By Order of the Board of Directors  
For R S Software (India) Limited**

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
30 April, 2019

sd/-  
**Vijendra Surana**  
CFO & Company Secretary  
(Membership No. 11559)

## Annexure to the Notice Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of items of Special Business set out in the Notice convening the Thirty First Annual General Meeting of the Company to be held on 26 July, 2019.

### Item No. 4:

Stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment. The Board of Directors of the Company therefore wants to get the ESOP Scheme 2019 approved by the shareholders for a period of 3 years from 1 April, 2019.

The Company can grant new stock options as per the provisions contained in the SEBI (Share Based Employee Benefits) Regulations 2014 (including any statutory amendment, modification or reenactment to the Act, for the time being in force). The Board, therefore, proposes to introduce, formulate and create the modified Employee Stock Option Scheme 2019 (ESOP Scheme 2019). Grant of stock options under ESOP Scheme 2019 shall be as per the terms and conditions as may be decided by Nomination and Remuneration Committee for the purpose of formulation, administration and superintendence of proposed "R S Software Employee Stock Option Plan-2019" (hereinafter termed as "ESOP Scheme 2019" or "ESOP Plan 2019") from time to time in accordance with the Applicable Laws. The salient features of the ESOP Scheme 2019 are as under:-

### Particulars of ESOP Scheme as per Regulation 6 (2) of SEBI (Share Based Employee Benefits) Regulations 2014

#### a) Brief description of the Scheme(s):

ESOP is intended to reward the eligible employees of the Company, for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this scheme to retain talent in the organization as it views options as instruments that would enable the employees to share the value they create for the Company and align individual objectives of employees with the objectives of the Company in the years to come.

#### b) Total number of options to be granted:

A total of 20,00,000 (Twenty Lac) Options would be available for grant to the eligible employees under the scheme. Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company. Each option when exercised would give the option holder a right to get one fully paid equity share of the Company. Further, the options, which will lapse, expire or be forfeited, will be available for further grant to the eligible employees.

#### c) Identification of classes of employees entitled to participate in the ESOP Scheme (2019):

The process for determining the eligibility of the employees will be specified by Nomination and Remuneration Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination and Remuneration Committee at its sole discretion, from time to time.

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company and its Subsidiary Companies located either in India or in abroad shall be eligible to participate in the ESOP Scheme 2019. The promoter, the person belonging to the promoter group or director, who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the ESOP Scheme 2019.

#### d) Requirements of Vesting and period of Vesting:

The options granted shall vest so long as an employee continues to be in the employment of the Company or Subsidiary company, as applicable. The Board may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year. The vesting dates in respect of the options granted under ESOP may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee. Options shall vest essentially based on continuation of the employment of the Employee. Provided however, the Board may prescribe parameters for achievement of any performance condition(s) for vesting. The vesting may occur in tranches or otherwise.

#### e) Maximum period within which the options shall be vested:

The Employee Stock Options granted under ESOS shall vest in a minimum period of one year and a staggered vesting period of four years from the date of grant of the options. 25% of the options granted to an employee will become vested after each year.

**f) Exercise Price or pricing formula:**

Exercise price will be equal to the market price of RS shares every year on the date of Grant. Or alternately a price recommended by the evaluation committee, and approved thereafter by the compensation committee. For the purpose of this clause the market price will be determined as per the SEBI (Share Based Employee Benefits) Regulations 2014 and relevant circulars and Guidelines.

**g) Exercise Period and process of exercise:**

The exercise period will be commenced from the date as to be declared by the HR Department of the Company after vesting of such options each year and there will be a minimum vesting period of one year from the date of grant of such options.

**h) Appraisal process for determining the eligibility of employees:**

The appraisal process for determining the eligibility of the employees will be decided by the Board from time to time.

**i) Maximum No. of Options to be granted per employee :**

The maximum number of options that may be granted in any Financial Year to any specific Employee under the ESOP shall not be equal to or exceed 1% of the total issued capital of the company at the time of grant.

**j) Maximum Quantum of benefits to be provided per employee**

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.

**k) Route of Scheme implementation**

The Scheme would be implemented through the Company.

**l) Source of Shares**

The Scheme involves new issue of shares by the Company only.

**m) The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;** - Not applicable

**n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);** - Not applicable

**o) Method of Valuation:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the options granted.

**p) Accounting and Disclosure Policies:**

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under

the ESOP Regulations and other Applicable Laws from time to time. The Nomination and Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme (2019). In terms of the provisions of the ESOP Regulations, ESOP Scheme (2019) is required to be approved by the members by passing of special resolution.

**q)** In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that should have been recognized if it had used the fair value, and the impact of this difference on the profits and EPS of the company and these should also be disclosed in the directors report

ESOP Regulations also require separate approval of members by way of Special Resolution to grant stock options to the employees of holding and/or Subsidiary Companies. Accordingly, a separate resolution under Item No. 4 is proposed to extend the benefits of ESOP Scheme (2019) to the employees of the Company and Subsidiary Companies as may be decided by the Nomination and Remuneration Committee from time to time under Applicable Laws.

A copy of the draft ESOP Scheme will be available for inspection on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. at the Registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them under ESOP Scheme 2019.

The Board recommends passing of the resolution(s) as set out under Item No. 4 for approval of the members as a Special Resolution.

**By Order of the Board of Directors  
For R S Software (India) Limited**

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
30 April, 2019

sd/-  
**Vijendra Surana**  
CFO & Company Secretary  
(Membership No. 11559)

## DETAILS OF DIRECTORS

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN THE THIRTY FIRST ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 (3) of Listing Regulations, 2015 & Secretarial Standard-2)

<b>Name</b>	<b>Mrs. Sarita Jain</b>
Date of Birth	7 September, 1957
Date of appointment	21 January, 1988.
Qualification and Expertise in specific functional areas	Mrs. Sarita Jain has been a Director on the R. S. Software Board since the Company's inception in 1988. In addition to possessing exemplary administrative, communication and organizational skills, Mrs. Jain holds a master's degree in English literature from Delhi University. She has an associate degree in Mass Communication also.
The Remuneration last drawn by Mrs. Sarita Jain, if applicable	NA (as she is entitled to sitting fees)
Details of Remuneration sought to be paid	NA (as she is entitled to sitting fees)
List of Other Public Companies in which Directorship held (excluding foreign Companies)	None
List of other listed entities in which Directorship held	None
Chairman/Member of the Committees of the Board of Directors in other Listed Companies	None
Chairman/Member of the Committees of Board of Directors of the other public companies in which she is a Director(excluding foreign Companies)	None
Shareholdings in the Company	366544 Equity Shares.
Relationship with other Directors	Mrs. Sarita Jain is spouse of Mr. Rajnit Rai Jain (Chairman & Managing Director)
The number of Meetings of the Board attended during the year	Mrs. Sarita Jain attended 4 Board Meetings out of total 5 Board Meetings held during the year.

**By Order of the Board of Directors  
For R S Software (India) Limited**

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
Dated: 30 April, 2019

sd/-  
**Vijendra Surana**  
CFO & Company Secretary  
(Membership No. 11559)



# Directors' Report

Dear Members,

Your Directors have immense pleasure in presenting the Thirty First Annual Report together with the Audited Statement of Accounts, highlighting the business operations and financial results for the Financial Year ended 31 March, 2019.

## 1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY(STANDALONE AND CONSOLIDATED)

The summarized standalone and consolidated results of your Company and its subsidiaries are given in the table below:

On the basis of standalone financial statements, the performance of the Company appears as follows:

(Rupees in Lacs)

Particulars	As at 31 March, 2019	As at 31 March, 2018
Total Revenue	6681.50	6,595.52
Profit before Finance Charges, Tax, Depreciation/Amortization (PBITDA)	(2730.16)	(3486.5)
Less : Finance Charges	28.32	3.75
Profit before Depreciation/Amortization (PBTDA)	(2758.48)	(3490.25)
Less : Depreciation	221.03	208.84
Profit before Taxation (PBT)	(2979.51)	(3,699.09)
Provision for taxation	(591.96)	(1,126.03)
Profit/(Loss) after Taxation (PAT)	(2391.61)	(2585.87)

On the basis of Consolidated Financial Statements, the performance of the Company appears as follows:

(Rupees in Lacs)

Particulars	As at 31 March, 2019	As at 31 March, 2018
Total Revenue	7183.41	7,197.96
Profit before Finance charges, Tax, Depreciation/Amortization (PBITDA)	(2997.04)	(3597.47)
Less : Finance Charges	28.32	3.75
Profit before Depreciation/Amortization (PBTDA)	(3025.36)	(3601.22)
Less : Depreciation	330.15	224.15
Profit before Taxation (PBT)	(3355.51)	(3,825.37)
Provision for taxation	(639.10)	(1,181.70)
Profit/(Loss) after Taxation (PAT)	(2720.48)	(2656.47)

## 2. STATE OF COMPANY'S AFFAIRS

Your company is undergoing a transitional Strategy wherein the company is making a strategic shift in its business focus while reducing client concentration, your company is focusing on building platforms, products and frameworks. The Company has focused exclusively on providing software solution to electronic payment. The company is engaged in development, testing and maintenances of software for their clients.

### • Margins analysis

On a standalone basis, the Company's profit/(loss) after tax stood at ₹(2,391.61) Lacs in the financial year 2018-19, vis-à-vis ₹ (2585.87) Lacs in the previous year. The net revenue at is ₹ 6,681.50 Lacs is up from the previous year's revenue of ₹ 6,595.52Lacs.

On a consolidated basis, the Company's profit/ (loss) after tax stood at ₹ (2720.48) Lacs in the financial year 2018-19, vis-à-vis ₹ (2656.47) Lacs in the previous year. The net revenue at is ₹ 7183.41Lacs is down from the previous year's revenue of ₹ 7,197.96Lacs.

The Company's PAT margin in 2018-19 has been (37.87 %) as compared to (36.91 %) in 2017-18. The reason for change in margin is attributable to the strategic shift made by the Company as a) increase in offshore business, b) improved gross margin in domestic business, c) decrease in non-billable cost,

### • Capital employed

The total capital employed decreased from ₹ 18,900 Lacs in 2017-18 to ₹ 16,293 Lacs in 2018-19 largely due to business loss & improved trade receivables.

### • Economic Scenario, outlook and strategy

As the economy is preparing for a cardless and cashless economy R S Software sees a huge opportunity in this transformation of Global Economy. R S Software has contributed to the development of UPI which is the core of cashless economy in India.

The current market outlook and positioning of your Company has been covered separately as a part of this Annual Report in various sections as an addendum along with other analysis and discussion on performance.

## 3. TRANSFER TO RESERVES

The Directors do not propose to transfer any amount to the General Reserves.

## 4. CHANGES IN SHARE CAPITAL

The Company's paid up equity share capital remained at ₹ 12, 85, 41,590 (Rupees Twelve Crore Eighty Five Lacs Forty One Thousand Five Hundred Ninety only) comprising of 2, 57, 08,318 equity shares of ₹ 5/- each.

There was no change in the Company's paid up share capital during the year under review.

## 5. CHANGE IN NATURE OF BUSINESS, IF ANY

During the year, there was no change in the nature of business of the Company and the Company continues to concentrate on its own business.

## 6. DIVIDEND

Due to absence of profit the Board of directors of the Company could not recommend any dividend for the Financial Year ended 2018-19.

## 7. DETAILS OF BOARD MEETING

During the Financial Year five Board Meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
19.04.2018	4
26.07.2018	4
09.10.2018	4
22.01.2019	4
29.01.2019	2

The maximum time gap between any two consecutive meetings did not exceed 120 (One Hundred Twenty) days.

## 8. COMMITTEES OF THE BOARD

The Audit Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI Listing Regulations, 2015. The details of composition of the

Committees of the Board of Directors are as under:-

### a. Audit Committee

Sl. No.	Name	DIN	Category
1.	Mr. Shital Kumar Jain (Chairman)	00047474	Non –Executive & Independent Director
2.	Mr. Rajnit Rai Jain	00122942	Executive Director
3.	Mr. Rajasekar Ramaraj	00090279	Non- Executive & Independent Director

The Company Secretary of your Company acts as the Secretary to the Audit Committee. The terms of reference of the Audit Committee has been provided in the Corporate Governance Report forming part of this Report. During the Financial Year, the Committee had met four times as on 19 April, 2018, 26 July, 2018, 09 October, 2018 and 22 January, 2019.

### Recommendation by audit committee:

There were no such instances where the recommendation of audit committee has not been accepted by the Board during the financial year under review.

### Vigil Mechanism/Whistle blower Mechanism

Your Company is serious about its adherence to the Codes of Conduct and to achieve at par with the highest standards of ethical, moral and legal conduct of business operations and henceforth encourage its employees to bring ethical and legal violations they are aware of to an internal authority without fear of punishment or unfair treatment so that action can be taken immediately to resolve the problem. A Vigil (Whistle Blower) Mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism also provides for adequate safeguards against victimization of Directors or employees or any other person to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. Thus, minimization of organization's exposure to the damage that can occur when employees circumvent internal mechanisms is the main objective which neither releases employees from their duty of confidentiality in the course of their work, or can it be used as a route for raising any malicious allegations against people in authority and / or colleagues in general. Your company has given affirmation that no personnel have been denied access to the Audit Committee.

Your Company has formulated a codified Whistle Blower Policy incorporating the provisions relating to Vigil Mechanism in terms of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, 2015. The Company's Whistle Blower Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com) and a link to the said policy has been provided elsewhere in this Annual Report.

**b. Nomination & Remuneration Committee**

Sl. No.	Name	DIN	Category
1.	Mr. Rajasekar Ramaraj (Chairman)	00090279	Non –Executive & Independent Director
2.	Mr. Rajnit Rai Jain	00122942	Executive Director
3.	Mr. Shital Kumar Jain	00047474	Non- Executive & Independent Director
4.	Mr. Richard Nicholas Launder	03375772	Non-Executive & Independent Director

The Board of Directors of your Company has constituted a Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI Listing Regulations, 2015. The terms of reference of the Committee has been provided in the Corporate Governance Report forming part of this Report. During the financial year, the Committee met three times as on 18 April, 2018, 27 July, 2018 and 09 October, 2018. The Committee has formulated the Nomination and Remuneration Policy which broadly laid down the various principles of remuneration being support for strategic objectives, transparency, internal & external equity, flexibility, performance driven remuneration, affordability and sustainability and covers the procedure for selection, appointment and compensation structure of Board members, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of your Company. The said Policy is available on your Company's website [www.rssoftware.com](http://www.rssoftware.com).

**c. Stakeholders Relationship Committee**

Sl. No.	Name	DIN	Category
1.	Mr. Shital Kumar Jain (Chairman)	00047474	Non –Executive & Independent Director
2.	Mr. Rajnit Rai Jain	00122942	Executive Director

The terms of reference of the Committee has been provided in the Corporate Governance Report forming part of this Report. During the financial year, the Committee met four times as on 18 April, 2018, 26 July, 2018, 09 October, 2018 and 21 January, 2019.

**d. Corporate Social Responsibility Committee**

Sl. No.	Name	DIN	Category
1.	Mr. Rajnit Rai Jain (Chairman)	00122942	Executive Director
2.	Mr. Shital Kumar Jain	00047474	Non –Executive & Independent Director
3.	Mr. Rajasekar Ramaraj	00090279	Non- Executive & Independent Director

During the financial year, the Committee met on 22 January, 2018.

**e. Executive committee**

Sl. No.	Name	DIN	Category
1.	Mr. Rajnit Rai Jain (Chairman)	00122942	Executive Director
2.	Mr. Shital Kumar Jain	00047474	Non-Executive & Independent Director
3.	Mr. Rajasekar Ramaraj	00090279	Non-Executive & Independent Director
4.	Mr. Richard Nicholas Launder	03375772	Non-Executive & Independent Director

During the financial year, the Committee met four times as on 18 April, 2018, 26 July, 2018, 09 October, 2018 and 21 January, 2019.

**9. EMPLOYEE STOCK OPTION SCHEME****ESOP Scheme 2016**

Your company believes in employees' participation in management and considers ESOP Scheme as an empowerment tool. Company's Stock Option Plans are in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("Employee Benefits Regulations") and there have been no material changes to the Company's existing Stock Option Plan during the financial year 2016. The earlier ESOP was approved by the Shareholders in the Annual General Meeting held on 21 July, 2016 for the period of 3 years from 1 April 2016. The Nomination and Remuneration Committee of the Company on 09.10.2018 recommended for 2,50,000 ESOP Options to one of the Senior Management employee of the Company and subsequently the Board of Directors of the Company on 29.01.2019 granted 2,50,000 ESOP Options to that employee. None of the employees were awarded any options under the Company's Employees Stock Option Scheme 2016.

**ESOP Scheme 2019**

Your Directors have recommended a new Employees Stock Option Scheme effective from 1 April, 2019 for a further period of 3 years subject to approval of the shareholders. The Nomination and Remuneration Committee also designated as ESOP Compensation Committee, is empowered to formulate detailed terms and conditions of the ESOP Scheme 2019, administer and supervise the same. The specific employees to whom the Options would be granted and their eligibility criteria would be determined by the Nomination and Remuneration Committee at its sole discretion. Further, the Nomination and Remuneration Committee is empowered to determine the eligible Subsidiary Companies, whether existing or future, whose employees will be entitled to stock options under this Scheme.

The aforementioned scheme is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014

The disclosure required to be made under Regulation 14 of the said Regulations is available on the Company's website at [www.rssoftware.com](http://www.rssoftware.com)

**10. TRANSFER OF UNPAID AND UNCLAIMED DIVIDEND AMOUNTS TO IEPF**

Pursuant to the provisions of Section 124 of the Act, the dividend amounts which have remained unpaid or unclaimed for a period of seven years from the date of declaration have been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government pursuant to Section 125 of the Act. The details of unpaid / unclaimed dividend that will be transferred to IEPF in subsequent years are given in the Corporate Governance Report. Further, according to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), the shares in respect of which the dividend has not been claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Accordingly, the Company will transfer the corresponding shares for which the unpaid and unclaimed dividend has been transferred, as per the requirements of the IEPF Rules. The details of such shares are available on the website of the Company at [www.rssoftware.com](http://www.rssoftware.com).

**11. PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES FOR THE BENEFIT OF EMPLOYEES**

The Company has a Trust named R S Software Employees Welfare Trust which is also holding 1148640 shares of the Company being purchased a couple of years back from the Secondary Market and no such provisions were required to be maintained as the shares are not sold out yet.

**12. DISCLOSURE RELATING TO MATERIAL VARIATIONS**

As per Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, there are no such material variances in the Company.

**13. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT**

There are no material changes or commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

**14. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS /COURTS / TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE**

There are no significant and material orders passed by any Regulators / Courts /Tribunals, which impacts the going concern status of the Company or will have any bearing on Company's Operations in future.

**15. RISK MANGEMENT POLICY**

In terms of the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has taken adequate measures to mitigate various risk encountered. In the opinion of the Board there is no such risk which may threaten the present existence of the Company.

**16. INTERNAL CONTROL SYSTEMS**

Your Company has an adequate system of internal controls procedures commensurate with its size and the nature of its business. The company has documented its policies, controls and procedures, covering all financial and operating functions, designed to provide a reasonable assurance with regard to reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations, prevention and detection of fraudulent activities etc.

The internal control systems of the Company are monitored and evaluated by the Internal Auditors. Your Company manages and monitors the various risks and uncertainties that can have adverse impact on the Company's business. Your Company is giving major thrust in developing and strengthening its internal audit so that risk threat can be mitigated.

The Audit Committee of the Board of Directors, comprising of Independent Directors, regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards as well as reasons for changes in accounting policies and practices, if any.

The CEO and CFO certification as provided in the Annual Report discusses the adequacy of the Company's Internal Control System and Audit.

**17. DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES**

Pursuant to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rule, 2014, the statement containing the salient features of the financial statement of a company's subsidiaries, is given in AOC-1 which forms a part of this Annual Report.

The Consolidated Financial Statements are prepared in line with Section 129(3) of the Act read with the aforesaid Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and in accordance with the Indian Accounting Standards ("IND AS"). Consolidated Financial Statements and other applicable provisions include financial information of its Subsidiary Companies.

During the year no new subsidiary was formed or ceased. Further, the Company has no Joint Venture and Associate during the financial year ended 31 March, 2019.

## 18. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

A report on the performance and financial position of each of the Subsidiaries included in the consolidated financial statements prepared by your company as per Rule 8(1) of the Companies (Accounts) Rules, 2014, forms part of the audited annual accounts of each of the Subsidiary Companies which have been placed on the website of your company [www.rsssoftware.com](http://www.rsssoftware.com) and also forms part of Form AOC-1 pursuant to Rule 5 of the Companies (Accounts) Rules, 2014, which are set out as an Annexure- A to the Directors' Report and forms a part of this Annual Report. Members interested in obtaining a copy of audited annual accounts of each of the Subsidiary Companies may write to the Company Secretary at your Company's Registered Office.

## 19. DEPOSITS

The Company has not accepted any kind of deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## 20. AUDITORS

### Statutory Auditors

M/s. Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E), the Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting, and have confirmed their eligibility and willingness to accept the office of Auditors, if re-appointed. The Company has also received a confirmation that their appointment, if made will be within the limit as prescribed under Section 139 of the Companies Act, 2013 and the rules therein.

Their reappointment for a further term is recommended by the Audit Committee and the Board of Directors at such remuneration as mutually decided. The Members are requested to confirm the re-appointment of M/s. Deoki Bijay & Co., Chartered Accountants as the Statutory Auditors from the conclusion of this Annual General

Meeting till the conclusion of next Annual General Meeting of the Company. The same has approved by the Audit Committee and the Board of Directors in their convened meetings as well.

The Statutory Auditor Deoki Bijay & Co. has submitted an un-qualified Audit Reports for the financial year 2018-19 and no frauds were detected by the Auditor during the financial year.

## 21. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI Listing Regulations, 2015, the Company has appointed M/s. M R & Associates, a firm of Company Secretaries in Practice to conduct the said Audit of the Company. The Secretarial Auditor has submitted an un-qualified Secretarial Audit Report and Secretarial Compliance Report for the financial year 2018-19. The Secretarial Audit Report and Secretarial Compliance Report are annexed herewith as "Annexure B" and "Annexure C" and form part of this Annual Report.

## 22. COST AUDIT

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

## 23. EXTRACT OF THE ANNUAL RETURN

An extract of Annual Return as on the financial year ended on 31 March, 2019 in Form MGT-9 as required under section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management & Administration) rules 2014, is set out as "Annexure D" and forms a part of this Annual Report.

## 24. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, in terms of Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been covered in the initial segment of the Annual Report.

## 25. PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report as "Annexure E".

The Statement containing particulars of employees as required under section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is available for inspection in

terms of Section 136 of the Act, any member interested may write to the Company Secretary and the same will be furnished on request.

## 26. CORPORATE SOCIAL RESPONSIBILITY

The concept of Corporate Social Responsibility has gained prominence from all avenues. Organizations have realized that Government alone will not be able to get success in its endeavour to uplift the downtrodden of Society. With the rapidly changing corporate environment, more functional autonomy, operational freedom etc. our company has adopted CSR as a strategic tool for sustainable growth. Pursuant to Section 135 of the Companies Act, 2013 read with Schedule VII and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has in place a Corporate Social Responsibility (CSR) Policy. The CSR policy is uploaded on Company's website i.e. on [www.rssoftware.com](http://www.rssoftware.com). However, due to loss in the last two years the company is not required to spend money for CSR activity. The Report on CSR Activities/ Initiatives along with other relevant disclosures are annexed to this report as "Annexure F".

## 27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under sub-section (3)(m) of the Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are given which forms a part of the Annual Report and attached as "Annexure G".

## 28. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Sarita Jain, a Non-Executive & Non-Independent Director of the company who is liable to retire by rotation and offers herself for reappointment, based on the recommendation of Nomination and Remuneration Committee, subject to the approval of the members at the ensuing Annual General Meeting.

The brief resume / details relating to Director who is proposed to be re-appointed are furnished in the Notice of the ensuing AGM. The Board of Directors of your Company recommends his reappointment in the Board.

Your Company has received declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 that they meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations, 2015. All the declarations were placed before the Board.

There has been no change in the Director(s) and Key Managerial Personnel(s) during the financial year 2018-19. The following directors/executives of your Company are whole-time Key Managerial Personnel (KMPs) as on 31 March, 2019 in accordance

with the provisions of Section 203 of the Companies Act, 2013 – Mr. Rajnit Rai Jain - Chairman & Managing Director

Mr. Vijendra Surana – Chief Financial Officer and Company Secretary.

## 29. REMUNERATION POLICY

Remuneration policy of the RS Software (India) Ltd comprising members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel (SMP or "LT") of the Company.

The objective of the remuneration policy is to enable the Company to attract, motivate, and retain qualified industry professionals for the Board of Management and other executive level in order to achieve the Company strategic goals. The remuneration policy acknowledges the internal and external context as well as the business needs and long term strategy. The policy is designed to encourage behaviour that is focused on long-term value creation, while adopting the highest standards of good corporate governance. The Company's Remuneration Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

## 30. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the notes of the Financial Statements for the year ended 31 March, 2019 and form a part of this Annual Report.

## 31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and are in compliance with the applicable provisions of the Companies Act 2013 and SEBI Listing Regulations, 2015.

There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc., which may have potential conflict with the interest of the Company at large. Hence no disclosure in Form AOC-2 is required. All related party transactions are presented to the Audit Committee and the Board for approval.

The Related Party Transaction Policy has been devised by your company for determining the materiality of transactions with related parties and dealings with them and the same is hosted on the website of the Company at [www.rssoftware.com](http://www.rssoftware.com) and a link to the said policy has been provided elsewhere in this Annual Report.

## 32. ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and SEBI

(Listing Obligation and Disclosure Requirements) Regulations, 2015, an Annual Performance evaluation is to be made by the Board of its own performance and that of the Committees and individual Directors. The exercise was carried out covering various aspects of the Boards functioning such as composition of the Board & committees, qualification, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of Non-Independent Directors.

The performance of Independent Directors has been evaluated based on the guidelines as provided under Schedule IV of the Act. In terms of SEBI Listing Regulations, 2015, the company has identified the list of core skills/expertise/competencies as is required in the context of company's business and sector for it to function effectively and those which are actually available with the Board.

The evaluation of the Independent Directors was carried out by the entire Board except by the Director being evaluated. The directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### 33. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company, during the period (the Trading Window is closed). The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

### 34. CORPORATE GOVERNANCE

The Corporate Governance which form an integral part of this Report as "Annexure H", together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, 2015.

### 35. POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT

Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. Your company has complied with provisions relating to the constitution of Internal Complaints Committee and has put in place a "Policy on Prevention of Sexual Harassment" as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 36. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(5) of the Companies Act, 2013, your Board of Directors confirms that:

- (i) In the preparation of the annual accounts for the financial year ended 31 March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) They have prepared the annual accounts for the financial year ended 31 March, 2019 on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 37. ACKNOWLEDGEMENTS

Your Directors' place on record their deep appreciation of the continued assistance and co-operation extended to the Company by its customers, investors, bankers, Government agencies and its dedicated band of employees. Above all, the Board expresses a deep sense of gratitude to the Members of the Company who have reposed faith in their Board and the Management.

For and on behalf of the Board of Directors

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
Dated: 30 April, 2019  
Place: Kolkata

Sd/-  
**Ranjit Rai Jain**  
*Chairman and Managing Director*  
(DIN : 00122942)

## ANNEXURE 'A' Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of Subsidiaries or Associates or Joint Ventures

### PART "A": SUBSIDIARIES

#### INFORMATION IN RESPECT OF RESPONSIVE SOLUTIONS, INC. TO BE PRESENTED WITH AMOUNTS IN US\$

1.	Sl. No.:	1.
2.	Name of the subsidiary:	Responsive Solutions, INC.
3.	The date since when subsidiary was acquired:	22.08.2003
4.	Reporting period for the subsidiary concerned:	1 April, 2018 to 31 March, 2019
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries:	US Dollar at ₹ 69.17
6.	Share capital:	US\$ 500,000
7.	Reserves & surplus:	US\$ 826,703
8.	Total assets:	US\$ 1,326,703
9.	Total Liabilities:	US\$ 1,326,703
10.	Investments:	0
11.	Turnover:	US\$ 606,157
12.	Profit before taxation:	US\$ 140,378
13.	Provision for taxation:	US\$ 60,923
14.	Profit after taxation:	US\$ 7 9,455
15.	Proposed Dividend:	0
16.	Extent of shareholding:	100%

#### INFORMATION IN RESPECT OF R S SOFTWARE (ASIA) PTE. LTD. TO BE PRESENTED WITH AMOUNTS SINGAPORE DOLLAR

1.	Sl. No.:	2
2.	Name of the subsidiary:	R S Software (Asia) Pte. Limited
3.	The date since when subsidiary was acquired:	13 April, 2009
4.	Reporting period for the subsidiary concerned:	1 April, 2018 to 31 March, 2019.
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries:	Singapore Dollar at ₹ 51.13
6.	Share capital:	SGD 25,000
7.	Reserves and surplus:	SGD 2,030,421
8.	Total assets:	SGD 2,059,084
9.	Total Liabilities:	SGD 2,059,084
10.	Investments:	Nil
11.	Turnover:	SGD 2 3,046
12.	Profit before taxation:	SGD (5,140)
13.	Provision for taxation:	SGD Nil
14.	Profit after taxation:	SGD (5,140)
15.	Proposed Dividend:	0
16.	Extent of shareholding (in percentage):	100%

## ANNEXURE 'B'

### Form No. MR - 3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

#### INFORMATION IN RESPECT OF RESPONSIVE SOLUTIONS, INC. TO BE PRESENTED WITH AMOUNTS IN US DOLLAR

1.	Sl. No.:	3
2.	Name of the subsidiary:	Paypermint Private Limited
3.	The date since when subsidiary was acquired:	24 August, 2016
4.	Reporting period for the subsidiary concerned:	1 April, 2018 to 31 March, 2019
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries:	Not Applicable
6.	Share capital:	₹960 lacs
7.	Reserves and surplus:	₹ 693.74 lacs
8.	Total assets:	₹ 1,728.48 lacs
9.	Total Liabilities:	₹ 1,728.48 lacs
10.	Investments:	₹ 764.74 lacs
11.	Turnover:	₹ 4.12 lacs
12.	Profit before taxation:	₹ (570.79) lacs
13.	Provision for taxation:	₹ (89.28) lacs
14.	Profit after taxation:	₹ (481.51) lacs
15.	Proposed Dividend:	0
16.	Extent of shareholding (in percentage):	79.17%

#### Notes:

The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations – Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year. –Not Applicable

#### PART "B": ASSOCIATES AND JOINT VENTURES

The Company does not have any Associate or Joint Venture during the Financial Year 2018-19.

For CHATURVEDI & COMPANY

CHARTERED ACCOUNTANTS

(Reg. no : 302137E)

Sd/-

**NILIMA JOSHI**

Partner,

(M. No. 52122)

Place: Kolkata

Date: 30 April, 2019

For and on behalf of the Board of Directors

Sd/-

**S.K. Jain**

Director

(DIN: 00047474)

Sd/-

**R. R. Jain**

Chairman & Managing Director

(DIN: 00122942)

To,

The Members,

**R S SOFTWARE (INDIA) LTD.**

234 3A Acharya Jagadish Chandra Bose Road

Kolkata 700020

West Bengal

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **R S SOFTWARE (INDIA) LTD.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31 March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2019 according to the provisions of:

- The Companies Act, 2013 (the Act), amendment and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign

Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/ circulars as may be issued by SEBI from time to time;
  - The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

I further report that, there were no actions/ events in pursuance of;

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016;

**“Annexure A”**  
(TO THE SECRETARIAL AUDIT REPORT OF R S SOFTWARE (INDIA) LTD.  
FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2019)

- vi) The Company had identified following Other laws as specifically applicable to the Company namely:
- a) The Information Technology Act 2000
  - b) The Copyright Act, 1957
  - c) The Patents Act, 1970
  - d) The Trade Marks Act, 1999 etc.

We further report that having regard to the compliance system prevailing in the Company, we have relied upon the representation made by the Management, for compliance with the other applicable laws.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards as mandated and issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has been no change in the composition of Board of directors during the period under review and the composition of Board of directors of the Company is in conformity with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed “ANNEXURE - A” and forms an Integral Part of this Report.

Place : Kolkata  
Date : 30 April, 2019

**For M R & Associates**  
*Company Secretaries*

sd/-  
**M.R. Goenka**  
*Partner*  
(FCS No.: 4515)  
(C P No.: 2551)

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

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Date : 30 April, 2019

**For M R & Associates**  
*Company Secretaries*

sd/-  
**M.R. Goenka**  
*Partner*  
(FCS No.: 4515)  
(C P No.: 2551)

# ANNEXURE 'C'

## Secretarial Compliance Report

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2019

[Pursuant to Circular No. CIR/CFD/CMDI/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 31 March, 2019 ("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**

- (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, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except

in respect of matters specified below:-

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

- (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:

Place : Kolkata  
Date : 30 April, 2019

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.
	N/A	N/A	N/A	N/A

- (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...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

For M R & Associates  
Company Secretaries

sd/-

**M.R. Goenka**

Partner

(FCS No.: 4515)

(C P No.: 2551)

## ANNEXURE 'D'

### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

for the financial year ended on 31 March, 2019.

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i) CIN	L72200WB1987PLC043375
ii) Registration date	02/12/1987
iii) Name of the company	R S Software (India) Ltd.
iv) Category/ Sub category	Public company limited by Shares
v) Address and Registered office and contract details	FMC FORTUNA", 1ST FLOOR, A-2, 234/3A, AJC BOSE ROAD, KOLKATA-700020 Phone No. (033) 22875746/ 6254/6255 Fax: 033 22876256 Website: www.rssoftware.com
vi) Whether listed company: Yes/No	Listed
vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any	C.B. MANAGEMENT SERVICES (P) LTD P-22, BONDEL ROAD, KOLKATA-700019 Phone No. 033 2280 6692, 9424862937 Fax No. 033 2287 0263

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the Business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Software Development	6202	100%

\*As per National Industrial Classification – Ministry of Statistics and Programme Implementation

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	NAME OF THE COMPANY	CIN/ GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Responsive Solutions Inc.	N.A. (Foreign co.)	Subsidiary	100 %	2(87)
2.	RS Software (Asia) Pte. Ltd.	N.A. (Foreign co.)	Subsidiary	100 %	2(87)
3.	Paypermint Pvt. Ltd.	U72900WB2016PTC217291	Subsidiary	79.17%	2(87)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01 April, 2018)				No. of Shares held at the end of the year (31 March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters and Promoter Group</b>									
<b>1. INDIAN</b>									
a) Individual/HUF	10402192	0	10402192	40.46	10402192	0	10402192	40.46	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>10402192</b>	<b>0</b>	<b>10402192</b>	<b>40.46</b>	<b>10402192</b>	<b>0</b>	<b>10402192</b>	<b>40.46</b>	<b>-</b>
<b>2. FOREIGN</b>									
a) Individuals (NRIs)	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A)= (A)(1)+ (A)(2)</b>	<b>10402192</b>	<b>0</b>	<b>10402192</b>	<b>40.46</b>	<b>10402192</b>	<b>0</b>	<b>10402192</b>	<b>40.46</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. INSTITUTIONS</b>									
a) Mutual Funds	0	5888	5888	0.02	0	2304	2304	0.01	(0.01)
b) FIs/ Banks	100136	1792	101928	0.40	2274	1792	4066	0.02	(0.38)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	0	5888	5888	0.02	0	4352	4352	0.02	0.00
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	413799	4608	418407	1.63	282799	768	283567	1.10	(0.53)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
(i-i) UTI	0	23176	23176	0.09	0	8704	8704	0.03	(0.06)
<b>Sub-total B)(1):-</b>	<b>513935</b>	<b>41352</b>	<b>555287</b>	<b>2.16</b>	<b>285073</b>	<b>17920</b>	<b>302993</b>	<b>1.18</b>	<b>(0.98)</b>
<b>2. NON-INSTITUTIONS</b>									
a) Bodies Corporate									
i) Indian	1702856	4442	1707298	6.64	1370564	1936	1372500	5.34	(1.30)
ii) Overseas	0	3584	3584	0.01	0	3584	3584	0.01	0.00
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	9305752	482974	9788726	38.08	9826503	341626	10168129	39.55	1.47
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1415994	0	1415994	5.51	1535941	0	1535941	5.97	0.47











## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Mr. Rajnit Rai Jain (Chairman & Managing Director)	Total Amount (₹ In Lakhs)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	55.84	55.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify	0.00	0.00
5	Others (Employer's Provident Fund)	4.32	4.32
	<b>Total (A)</b>	<b>60.16</b>	<b>60.16</b>
	<b>Ceiling as per the Act</b>	<b>As per Part II of Schedule V of the Companies Act,2013</b>	

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration (INR)	Name of Directors				Total Amount (₹ In lakhs)
		Mr. Shital Kumar Jain	Mr. Rajasekhar Ramaraj	Mr. Richard Nicholas Launder	Mrs. Sarita Jain	
1	<b>Independent Directors</b>					
	Fee for attending board/ committee meetings	4.00	6.00	4.80	-	14.80
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>4.00</b>	<b>6.00</b>	<b>4.80</b>	<b>-</b>	<b>14.80</b>
2.	<b>Other Non-Executive Directors</b>					
	Fee for attending board/ committee meetings	-	-	-	1.60	1.60
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.60</b>	<b>1.60</b>
	<b>Total (B)=(1+2)</b>	<b>4.00</b>	<b>6.00</b>	<b>4.80</b>	<b>1.60</b>	<b>16.40</b>
	<b>Total Managerial Remuneration (A+B)</b>	<b>76.62</b>				
	Overall Ceiling as per the Act	The limit as prescribed under Companies Act, 2013				

#Total managerial remuneration paid to Managing Director. The Non-executive directors are not being paid any remuneration except sitting fees.

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sl. No.	Particulars of Remuneration (INR)	Key Managerial Personnel		
		CEO	CFO & Company Secretary	Total Amount (₹ In lakhs)
1	Gross salary	55.84	63.81	119.65
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			

Sl. No.	Particulars of Remuneration (INR)	Key Managerial Personnel		
		CEO	CFO & Company Secretary	Total Amount (₹ In lakhs)
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others (Employer's Provident Fund)	4.32	3.28	7.60
	<b>Total (INR.)</b>	<b>60.16</b>	<b>67.09</b>	<b>127.25</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31 March, 2019.

Type	Section of the Companies Act, 2013	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>C. Other Officers in default</b>					
Penalty					
Punishment			NIL		
Compounding					

For and on behalf of the Board of Directors

Sd/-

**Ranjit Rai Jain**

Chairman and Managing Director

(DIN. 00122942)

Dated: 30 April, 2019

Place: Kolkata

## ANNEXURE 'E'

### Annexure to the Director

Statement pursuant to Section 197(12) read with Rule 5(1) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

- i. The ratio of the remuneration of each director to the median remuneration of all the employees of the company for the financial year 2018-19 is as follows:

Sl. No.	Name of the Directors	Remuneration (₹ In lacs)	Median Remuneration of Employees (₹ In Lacs)	Ratio
1.	RAJNIT RAI JAIN	60.16	9.63	6.25:1

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer & Company Secretary in the financial year 2018-19:

Sl. No.	Name	Designation	Remuneration of previous year (₹ in lacs)	Remuneration of Current year (₹ in lacs)	% increase / (decrease) in remuneration
1	RAJNIT RAI JAIN	CHAIRMAN & MANAGING DIRECTOR	58.32	60.16	3.16
2	MR. VIJENDRA KUMAR SURANA	CFO & COMPANY SECRETARY	66.65	67.09	0.66

- iii. The percentage increase in the median remuneration of employees in the financial year:

Median remuneration of previous year (₹ In lacs)	Median remuneration of current year (₹ In lacs)	%increase
8.50	9.63	13.29

- iv. The number of permanent employees on the rolls of company as on 31.03.2019 is 287

- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Sl. No.	Particulars	Average % increase/ (decrease)
1	Increase/ (decrease) in salary of KMP	3.82
2	Increase/ (decrease) in salary of employee (other than KMP)	5.60

- vi. Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company

### STATEMENT PURSUANT TO SECTION 197(12) READ WITH RULE 5(2) AND (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

Sl. No.	Name	Designation/ Nature of Duties	Remuneration Received (₹ In Lacs)	Qualification	Experience in years	Age in years	Date of commencement of employment	Last employment held	Percentage of Equity Shares held by the employee in the Company
1.	Vijendra Kumar Surana	CFO and Company Secretary	67.09	MBA, FCA, ACS, AICMA	24	47.5	2 Nov, 07	VISA International	-
2.	Rajnit Rai Jain	Chairman and Managing Director	60.16	B.S, MBA	31	62.5	2 Dec, 87	-	39.04%
3.	Sumit Mishra	Associate Vice President	53.16	M.E.	27	52.5	21 Apr, 08	Praxis Softek Solutions	-
4.	Pranjal Chakraborti	General Manager	43.05	B.Tech; MBA	22	46	3 May, 18	Indepay Networks Private Limited	-
5.	Abir Mukhopadhyay	Senior Manager	42.73	B.E.	22	44.4	1 Jul, 97	-	-
6.	Aniruddha Rai Chaudhuri	General Manager	42.45	B.SC., PGCACS	25	47.4	3 May, 99	Globsyn Technologies	-
7.	Chinmoy Das	Principal Consultant	41.47	B.E.	24	47.5	28 Jan, 08	CTS	-
8.	Souvik Datta Ray	Deputy General Manager	34.61	B.E.	21	46.9	15 Feb, 99	Air conditioning Corp Ltd	-
9.	Dipanjan Biswas	Senior Technical Consultant	31.47	B.E.	20.3	44	19 Mar, 18	CTS	-
10.	Milind Kamat	Chief Operating Officer	18.51	MASTER OF SCIENCE	29.5	53.1	25 Jan, 19	INGENICO	-

#### Notes:

- In terms of the proviso to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees posted and working in a country outside India, not being Directors or their relatives, have not been included in the above statement.
- None of the Employees listed above is a relative of any director of the Company.
- The nature of employment is contractual in all the above cases.
- None of the Employees listed above owns 2% or more of the paid-up equity share capital of the Company.
- The above statement covers the remuneration paid by the Company and not by any subsidiary/ies.

For and on behalf of the Board of Directors

Sd/-

**Rajnit Rai Jain**

Chairman & Managing Director

(DIN: 00122942)

Place: Kolkata

Date: 30 April, 2019

## Annexure 'F'

# Corporate Social Responsibility

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES/ INITIATIVES FOR THE FY 2018-19

[Pursuant to Section 135 of Companies Act, 2013 read with Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

This policy which lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large along with the company's philosophy for delineating its responsibility as a corporate citizen is titled as the 'RS SOFTWARE CSR Policy'.

The Company had proposed to undertake the activities relating to social welfare, which includes activities eradicating poverty and malnutrition, providing safe drinking water and other social welfare.

The CSR policy functions as a built-in, self-regulating mechanism whereby a business monitors and ensures its active compliance with the spirit of the law, ethical standards, and international norms. It is placed on the Company's website and the weblink for the same: <http://www.rssoftware.com/about#community>.

2. **The composition of the CSR Committee:**

S. No.	Name	Designation
1.	Mr. Rajnit Rai Jain	Chairman, CSR Committee
2.	Mr. Shital Kumar Jain	Member
3.	Mr. Rajasekar Ramaraj	Member

3. **Average Net profit of the Company for last three Financial Years:** (Amount in lacs.)

S. No.	Financial Year	Profit/(Loss) after adjustments
1.	2017-2018	(970.07)
2.	2016-2017	(1401.51)
3.	2015-2016	1346.33
<b>Total</b>		<b>(1025.25)</b>
<b>Total Average net Profit/(Loss) for CSR = Total/3</b>		<b>(341.75)</b>

4. **Prescribed CSR Expenditure at 2%:** Nil

5. **Details of CSR spent during the Financial Year:**

(a) **Total amount to be spent for the financial year:** Nil

(b) **Amount unspent, if any:** Not Applicable

(c) **Manner in which the amount is spent:** Not Applicable

6. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount:**

The Company is incurring loss since last two Financial Years i.e. the F.Y ended on 31.03.2018 and 31.03.2017. The compliance requirement for spending at least two percent of total average net profit is aggregating to the negative amount of ₹ (6.83) lacs. Therefore, the company is not required to spend the said money for CSR.

7. **CSR committee Responsibility statement:**

We hereby confirm that the implementation of the Policy and monitoring of the CSR projects and activities is in compliance with CSR objectives and CSR Policy of the Company.

**For and on behalf of the Corporate Social Responsibility Committee**

Sd/-  
**Rajnit Rai Jain**  
Chairman of CSR Committee  
Chairman & Managing Director  
(DIN: 00122942)

Sd/-  
**Mr. Shital Kumar**  
Member of CSR Committee  
Director  
(DIN: 00047474)

Place : Kolkata

Date : 30 April, 2019

## Annexure 'G'

# Annexure to Directors' Report

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

- A. Details of Conservation of Energy:**

The Company uses electric energy for all its equipment such as air conditioners, computer terminals, lighting and utilities in the work premises. All possible measures have been taken to conserve energy.

- Through periodic energy audits to identify potential areas for saving
- By incorporating energy- efficient equipment
- Through automation i.e., using timers, automatic level controllers etc.

- B. Technology Absorption** : The details are given below:

- (a) Research & Development**

1. Specific area in which R & D work has been done by the Company : Technology research was done in RS Payments Lab on distributed data processing architecture like Hadoop, real time analytics frameworks like Spark, Python, Neo4J, Redis, device fingerprinting, Machine Learning techniques, Descriptive Analytics, Predictive Analytics applied to digital fraud analytics and business insights and decisions. Other initiatives include cloud enablement, 3DS 2.0, Test Automation of Risk and Fraud Platform, API Platform, etc. New courses were created and offered to internal employees. A major transformative move was made towards development of digital products and platforms for payment processors and aggregators in India and global markets.

2. Benefits expected from the R & D : The competence built is helping the company gain mileage to win large end-to-end multi-year engagements, acquire new customers and assure value added services to all customers. The digital products and platforms are gaining market traction. The company prepared itself to generate revenue from transaction processing such as Fraud and Risk platform, UPI Middleware platform to banks, 3DS2.0 Test Automation platform, etc. These assets work as door openers to acquire new customers for services business as well.

3. Future plan of action : Continue technology exploration on Faster Payments, API-zation of Platform Data Lake, Fraud and Risk Management, Data Ingestion and Customer Segmentation, Digital Commerce, Targeted Loyalty, Digital Payments Platform, Cloud Computing, Blockchain and Open Source software across solution areas. We plan to increase the number of self-service courses so that it can be administered without trainer, location and time constraint.

- (b) Technology Absorption, Adaptation and Innovation**

1. Efforts made towards technology absorption, adaptation and innovation : Technology exploration and absorption was done in RS Payments Lab on API platform development and management, building micro services, API platform, developer portal, sandbox, data analytics, payment gateway, test automation, CRM, estate management, Wallets for UPI Pay and Bill Pay, automated underwriting. Open Source software products were reviewed, explored and then used for highly scalable and available systems. An open technology stack was used to architect a high performance and scalable financial fraud and risk management.

## Annexure 'H'

# Corporate Governance and Disclosures

2. Benefits derived as a result of the above efforts : The efforts are translating to transforming Indian society towards adoption of digital payments. These are translating to business growth with existing customers as well as build a rich service portfolio for new customer accounts. Going ahead the company plans to actively acquire new customers using the knowledge and competency acquired. The effort is effective in launching RS in platform business and data analytics based engagements. It helps change the market perception of RS branding from technology services provider to business service provider.

### C. Earnings and Expenditures in Foreign Currency

1. Initiatives like increasing exports, development of new export markets etc. to earnings in foreign currency : Nil
2. Earning in Foreign Currency (INR in Lacs) : 4,598.42
2. Expenditure in Foreign Currency (INR in Lacs) : 4,716.06

For and on behalf of the Board of Directors

Sd/-

**Rajnit Rai Jain**

*Chairman & Managing Director*  
(DIN: 00122942)

Place: Kolkata

Date: 30 April, 2019

Good governance facilitates efficient, effective and entrepreneurial management that can deliver stakeholder value over the longer term. It is about commitment to values and ethical business conduct. It is a set of laws, regulations, processes and customs affecting the way a company is directed, administrated, controlled or managed.

Good corporate governance underpins the success and integrity of the organizations, institutions and markets. Corporate Governance is a combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good Corporate Governance leads to long term Shareholder value and enhances interest of other Stakeholders. It is one of the essential pillars for building an efficient and sustainable environment.

The Company recognizes that good Corporate Governance is a continuous exercise and always acts as a good corporate citizen which is inherent in the culture of the Organization. The Company believes in good and ethical Corporate Governance practices and follows the same by adopting fairness, transparency and accountability in all its operations as an on-going exercise. The Company believes that these aspects by and large set out for adequate, appropriate and timely corporate disclosures on relevant matters consistent with ethical business conduct by the Corporate Management so as to turn out performance which is fair, true and transparent and takes as much care of the interests of the Corporate Management as of its various stakeholders including shareholders, employees, debtors and creditors and is equally responsive to the requirements of various governmental and regulatory agencies.

### A. MANDATORY DISCLOSURES

#### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Corporate Governance philosophy of the Company is as follows:

- Follow the spirit of the law and not just the letter of the law. Corporate Governance standards should go beyond the law.
- Be transparent and maintain high degree of disclosure levels. When in doubt, disclose it.
- Make a clear distinction between personal convenience and corporate resources.

- Communicate externally, in a truthful manner, about how the Company is running internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- Comply with the laws in all the countries in which the Company operates.
- Management is the trustee of shareholders' capital and not the owner.

Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders.

#### 2. THE BOARD OF DIRECTORS

The Board of Directors determines the purpose and values of the Company. The primary role of the Board is that of trusteeship so as to protect and enhance stakeholders' value through the strategic supervision of the Company and its subsidiaries.

#### BOARD SIZE AND COMPOSITION

The Board of Directors ("Board") of the Company has an optimum combination of Executive and Non-Executive Directors with a Woman Director and Independent Directors, and not less than Fifty percent of the Board of Directors comprising Non-Executive Directors who have in-depth knowledge of the business. Your Company has 5 (Five) Directors consisting of 2 (Two) Promoter Directors of which 1(One) is an Executive Director who is designated as Chairman & Managing Director, 1(One) Women Director who is Non-Executive Non Independent Director and three Non-Executive Independent Directors. During the fiscal year the Board met on 5 (Five) times on 19 April, 2018, 26 July, 2018, 9 October, 2018, 22 January, 2019 and 29 January, 2019 as per the statutory requirements.

The maximum time gap between any consecutive meetings did not exceed 120 (One Hundred Twenty) days.



In Compliance with Regulation 25 of SEBI Listing Regulations, 2015, none of the Directors on the Board serve as an Independent Director of more than 7 (Seven) listed companies across all companies under which he/she is Director. Further, the Director on the Board serving as a Whole time Director/ Managing Director in a listed company is not serving as an Independent Director of more than 3 (Three) listed companies across all companies in which he is a Director.

Further in compliance with Section 165 of the Companies Act, 2013, none of the Directors on the board hold directorship in more than 20 (Twenty) companies at the same time with the directorship in public companies not exceeding 10 (Ten). All the Directors have made necessary disclosures regarding directorship/committee positions occupied by them in other listed entities / public limited companies (Whether listed or not) in accordance with Regulation 25 and 26 of SEBI Listing Regulations, 2015.

The Composition of the Board of Directors as on 31 March, 2019 is in conformity with the provision of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the SEBI Listing Regulations, 2015. As per the Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 every listed entity having Executive Chairperson shall have at least half of the board members as Independent Directors. The details of the Board of Directors as on 31 March, 2019 are as under:

Sl. No.	Name of Directors	DIN	Category
1.	Mr. RAJNIT RAI JAIN (Chairman & Managing Director)	00122942	Executive Director
2.	Mr. SHITAL KUMAR JAIN	00047474	Independent Director
3.	Mr. RAJASEKAR RAMARAJ	00090279	Independent Director
4.	Mrs. SARITA JAIN	00206743	Non-Executive Director
5.	Mr. RICHARD NICHOLAS LAUNDER	03375772	Independent Director

Mr. Shital Kumar Jain is also the director of PNB Housing Finance Limited, a listed entity. None of the other directors are directors of other listed companies.

In accordance with the provision of Companies Act, 2013 and clarifications/ circulars issued from time to time, the Company has appointed Mr. Shital Kumar Jain (DIN 00047474), Mr. Rajasekar Ramaraj (DIN 00090279) and Mr. Richard Nicholas

Laundry (DIN 03375772), as Independent Directors of the Company to hold office for a period of 5(Five) consecutive years from the date of the Twenty Sixth Annual General Meeting of the Company held on 18 July, 2014. The company has proposed to pass resolution for their re-appointment as Independent directors for the second term to hold office for a period of 5 (five) consecutive years with effect from 1 April, 2019 to 31 March, 2024,through Postal ballot vide Notice dated 30 April, 2019.

All the Independent Directors of the Company had furnished a declaration at the time of their appointment/ reappointment as also annually that they qualify the tests of their being independent as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, 2015. All the requisite declarations were placed before the Board. In the opinion of the Board, all the existing Independent directors as well as those who are proposed to be appointed through the said postal ballot, fulfills the condition specified in SEBI Listing regulations and are independent of the management.

The Board has various Committees viz. Audit committee, Nomination and Remuneration committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee in addition to few internal committees. All observations, recommendations and decisions of the committee are placed before the Board for information or approval as the case may be. Further, during the year, the Board of Directors has accepted all the recommendation of the Board Committees.

#### MEETING OF INDEPENDENT DIRECTOR (IDS)

In terms of provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall meet at least once in a year without the presence of the Chairman & Managing Director and other Non-Executive & Non-Independent Directors and the Management Team. The Independent Directors met on 22 January, 2019 without the presence of the Chairman & Managing Director and other Non-Executive & Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and enables them to and inters- alia discussed:

- review the performance of non-independent directors and the Board as a whole
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors

- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### FAMILIARIZATIONS PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Regulation 25(7) of the Listing Regulations the Company has conducted the Familiarization Programme for Independent Director and provided with necessary documents, report and internal policies to enable them to familiarize with the Company including the nature of the industry in which the Company operates, business model of the Company, roles, rights, responsibilities of IDs and any other relevant information. The details of familiarization programme conducted during the year is being hosted on the website of the company at www.rsssoftware.com

#### PERFORMANCE EVALUATION

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination & Remuneration Committee of your Company has formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors) pursuant to provision of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and under Regulation 19(4) read with Part D of Schedule II of the SEBI Listing Regulations, 2015 with Stock Exchanges.

Based on these criteria, the performance of the Individual Directors (including Independent Directors), the Board and

various Board Committees viz. Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Executive Committee was evaluated.

During the year under review, the Independent Directors of your Company reviewed the performance of Non-Independent Directors and Chairperson of your Company, taking into account the views of Executive Directors and Non-Executive Directors.

The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The information flow between your Company's Management and the Board is complete, timely with good quality and sufficient quantity.

#### Key Skills/Expertise/Competence of the Board of Directors

The Board of directors of the Company comprises qualified member who bring in the required skills, expertise and competence to allow them to make effective contribution to the Board and its committees. The Board members are committed to ensuring that the Board is in well compliance with the highest standards of Corporate Governance.

In terms of SEBI Listing Regulations, 2015, the company identified the following list of core skills/expertise/competencies as is required in the context of company's business(es) and sector(s) for it to function effectively and those which are actually available with the Board:

Skills/Expertise/Competence	Details
Behavioral	Fulfilling a director's duties and responsibilities, putting the organization's interests before personal interests, acting ethically, active contributor, collaborative, performance oriented and professional.
Financial	Qualifications and/or experience in accounting and/or finance and the ability to analyze key financial statements, leadership of a financial firm or management of the finance functions of an expertise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, auditor or person performing similar functions.
Diversity	Representations of gender, ethnic, geographic, cultural or other prospective that expands the Board's understanding of the needs and viewpoints of the company's customers, partners, employees, governments, and other stakeholders worldwide.
Industry	Experience in the financial services sector in which the company operates. Experience in driving business successfully around the world, with an understanding of diverse environments, economic conditions, cultures, and a broad perspective on global opportunities.

Skills/Expertise/Competence	Details
Technology	Significant backgrounds in technology, resulting in knowledge of how to anticipate technological trends, innovations and extend or create new business models.
Strategic Expertise	Ability to understand, critically access and review business strategies including acquisitions and other business combinations.
Board Service and Governance	Service on a public company board to develop insights and maintain board and management accountability, protects shareholder interests and observing appropriate governance practices.

Further in the table below, the specific areas of skills/ expertise/competencies of individual Board members have been highlighted.

Name of Director	Skills/ Expertise/Competencies						
	Behavioral	Financial	Diversity	Industry	Technology	Strategic Expertise	Board Service and Governance
Mr. Rajnit Rai Jain	✓	✓	✓	✓	✓	✓	✓
Mr. Shital Kumar Jain	✓	✓	✓	✓	-	✓	✓
Mrs. Sarita Jain	✓	-	-	✓	-	✓	✓
Mr. Rajasekar Ramaraj	✓	✓	✓	✓	✓	✓	✓
Mr. Richard Nicholas Launder	✓	✓	✓	✓	✓	✓	✓

#### COMPOSITION, CATEGORY AND OTHER RELEVANT DETAILS OF DIRECTORS ALONGWITH ATTENDANCE OF EACH DIRECTOR AT THE MEETING OF THE BOARD OF DIRECTORS AND THE LAST ANNUAL GENERAL MEETING

The table below gives the details of Directors attendance at the Board Meetings and at the last Annual General Meeting and information regarding Directorship, Committee Membership and Chairmanship in other Companies:

Name of Director	Attendance Particulars				Number of other Directorship, Committee Membership and Chairmanship			No. of shares and convertible instruments held *	Relation-ship with other Directors
	Board Meetings		Category	Last AGM	Other Directorship @	Committee Member-ship #	Committee Chairman-ship #		
	Held	Attended							
Mr. Rajnit Rai Jain	5	5	Executive Director (Chairman & Managing Director)	Yes	-	2	-	10035648	Husband of Mrs. Sarita Jain
Mr. Shital Kumar Jain	5	2	Non- Executive & Independent Director	No	2	2	2	Nil	-
Mrs. Sarita Jain	5	4	Non-Executive Director	No	-	-	-	3,66,544 Equity Shares	Wife of Mr. Rajnit Rai Jain
Mr. Rajasekar Ramaraj	5	3	Non- Executive & Independent Director	Yes	2	2	-	68,400 Equity Shares	-
Mr. Richard Nicholas Launder	5	2	Non- Executive & Independent Director	Yes	-	1	-	48,400 Equity Shares	-

@ Excludes directorships held in Foreign Companies, Section 8 Companies and Private Companies.

# Only Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies, whether Listed or not including the reporting company had been considered as per Regulation 26 of SEBI (LODR) 2015.

\* Represents number of shares and convertible instruments held by the Directors as on 31.03.2019.

#### CODE OF CONDUCT

The Company has adopted a Code of Conduct specifically for the members of the Board of Directors and/or members of the Senior Management of the Company, which sets out as follows:

The Company's Code of Conduct is available on the company's website [www.rssoftware.com](http://www.rssoftware.com) and on the web link <http://www.rssoftware.com/pdfs/RS-Software-Code-of-Conduct.pdf>. It is hereby declared that the company has obtained from all Board Members and Senior Executives an affirmation that they have complied with the Code of Conduct for financial year 2018-19.

#### 3. AUDIT COMMITTEE COMPOSITION

Pursuant to section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015 the Audit Committee is constituted with 2 (Two) Non-Executive Independent Directors and 1(One) Executive Director who is the Chairman & Managing Director of the Company.

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Members	Category	Attendance at Audit Committee Meetings	
		Held	Attended
Mr. Shital Kumar Jain (Chairman of the Audit Committee)	Non –Executive & Independent Director	4	2
Mr. Rajnit Rai Jain	Executive Director	4	4
Mr. Rajasekar Ramaraj	Non- Executive & Independent Director	4	3
Mr. Richard Nicholas Launder	Non- Executive & Independent Director	4	2

Mr. Vijendra Kumar Surana, the Company Secretary acts as the Secretary to the Audit Committee.

#### MEETINGS:

4 (Four) meetings of the Audit Committee were held during the year 2018-19 on 19 April, 2018, 26 July, 2018, 9 October, 2018 and 22 January, 2019 and the necessary quorum was present in all the meeting as required under SEBI Listing Regulations, 2015. The maximum time gap between two consecutive meetings did not exceed 120 (One Hundred Twenty) days. The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings.

#### TERMS OF REFERENCE:

The Audit Committee of the Board is constituted in compliance with the provisions of section 177 of Companies Act 2013 read

with regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The committee shall act in accordance with the terms of reference specified by board which shall, inter alia, include—

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation to the Board for appointment, re-appointment, remuneration, terms of appointment of Auditor and if required the replacement or removal of Auditors of the Company.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors
- Reviewing and monitor the auditor's independence and performance, and effectiveness of audit process.
- Reviewing with management, performance of Statutory & Internal Auditor, adequacy of Internal Control System, scope of audit and note the observation of Auditors.
- Examination & review of the Annual financial statement, auditors' report with management before submission to board with particular reference to :
  - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - modified opinion in the draft audit report.
- Review, approve or any subsequent modification of transactions of the company with related parties and to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis subject to the approval of the Board

- Reviewing with management quarterly, half yearly financial statement before submission to the board for approval;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, the statement of uses /application of funds raised through an issue & other related matter and make appropriate recommendations to the Board to take up steps in this matter.
- Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- The review the functioning of Vigil Mechanism /Whistle Blower Policy adopted for Directors & employees of the company to report their genuine concerns and shall have direct access to the chairperson of the Audit Committee in appropriate or exceptional cases
- Scrutiny of Inter corporate Loans & Investments.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Approval of appointment/ removal including terms of remuneration of Chief Financial Officer. (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

- Carrying out other matters specified for Audit Committee in Section 177 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Listing Regulations, 2015.

During the Financial Year 2018-19, total fees for all services paid by the Company and its subsidiaries, on a consolidated basis to the statutory Auditor and all entities in the network firm/ network entity of which Statutory Auditor is a part aggregated to ₹ 3.90 lacs (Rupees Three Lacs Ninety Thousand only).

#### 4. STAKEHOLDERS RELATIONSHIP COMMITTEE COMPOSITION

The Stakeholders Relationship Committee comprises of 2 (Two) Directors, Mr. S.K. Jain (Non- Executive & Independent Director) who is the Chairman of the Committee and Mr. R.R. Jain (Chairman & Managing Director of the Company) and Mr. Vijendra Kumar Surana, CFO & Company Secretary, who acts as Secretary to this Committee.

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Members	Category	Attendance at Stakeholder's Relationship Committee Meetings	
		Held	Attended
Mr. Shital Kumar Jain (Chairman of the Committee)	Non –Executive & Independent Director	4	2
Mr. Rajnit Rai Jain	Executive Director	4	4
Mr. Rajasekar Ramaraj	Non- Executive & Independent Director	4	2

#### Meetings:

During the year 2018-19, the Committee met 4 (Four) times on 18 April, 2018, 26 July, 2018, 9 October, 2018 and 21 January, 2019.

#### Terms of Reference

The Committee has been formed to undertake following activities:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Oversee the performance of the Company's Registrars and Transfer Agents.
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory

notification / amendment or modification as may be applicable.

- Perform such other functions as may be necessary or appropriate for the performance of its duties.
- Consider, resolve and monitor redressal of investors' / shareholders' grievances related to transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend etc.
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.

#### INVESTORS' GRIEVANCES

During the Financial Year ended 31 March, 2019, the Company received complaint from the Shareholders / Investors of the Company as given below:

Particulars	Details
Number of complaint at the beginning of the year	Nil
Number of Shareholder's Complaints received during the year	3
Number of complaint not solved to the satisfaction of shareholders	Nil
Number of pending complaints at the end of the year	Nil

#### SEBI SCORES

During the year company has received 3 complaints from SCORES which are fully resolved and no complaints are pending to be resolved as on date.

#### NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER:

Mr. Vijendra Kumar Surana  
CFO & Company Secretary  
R S Software (India) Limited  
'FMCFORTUNA', 1st Floor, A-2,  
234/3A, A.J.C. Bose Road,  
Kolkata - 700020

#### 5. NOMINATION & REMUNERATION COMMITTEE:

##### COMPOSITION:

Pursuant to the provisions of section 178 of the Companies Act, 2013 and as per Regulation 19 of the SEBI Listing Regulations, 2015 the Nomination & Remuneration Committee of the Company comprises of Mr. Rajasekar Ramaraj, Mr. Shital Kumar Jain and Mr. Richard Nicholas Launder, Non-Executive Independent Directors and Mr. Rajnit Rai Jain, Executive Director. Mr. Rajasekar Ramaraj acts as Chairman of the Committee.

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Members	Category	Attendance at Nomination & Remuneration Committee Meetings	
		Held	Attended
Mr. Rajasekar Ramaraj (Chairman of the Committee)	Non –Executive & Independent Director	3	2
Mr. Rajnit Rai Jain	Executive Director	3	3
Mr. Shital Kumar Jain	Non- Executive & Independent Director	3	2
Mr. Richard Nicholas Launder	Non-Executive & Independent Director	3	2

#### MEETINGS:

During the year 2018-19 the Committee met 3 (Three) times on 18 April, 2018, 27 July, 2018 and 9 October, 2018 and the necessary quorum was present in all the meeting as required by SEBI Listing Regulations, 2015.

#### TERMS OF REFERENCE:

The committee is primarily responsible for:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, KMP and other employees
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of evaluation of independent directors.
- Identifying and assessing potential individuals in accordance with the Criteria laid down for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel / senior management and recommend to the Board their appointment and removal
- Formulate the criteria for performance evaluation of independent directors and the Board of directors.
- Devise a policy on Diversity of Board of Directors.
- Periodically reviewing the size and composition of the Board to ensure that the structured commensurate with the requirement of the company.

Other matters specified for Nomination and Remuneration Committee in Section 178 of the Companies Act, 2013

Companies (Meetings of Board and its Powers) Rules, 2014 and under SEBI Listing Regulations, 2015

Further this Committee recommends and reviews the Compensation packages of the individuals and grant of ESOP to eligible candidates. The Compensation Policy is directed towards rewarding performance based on review of achievements on a periodical basis and has the overall approval from the Board of Directors.

**PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and based on SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/4 dated 5 January, 2017, the Board followed the formal mechanism for evaluating its annual performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process, whereby a structured questionnaire were prepared covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. Independent Directors' performance is evaluated based on their qualification, experience, knowledge and Quality of contribution to Board deliberations, ability to fulfill allotted functions / roles, attendance at meetings, Strategic perspectives or inputs regarding future growth/performance of the Company.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The N&R Committee considers the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Diversity of the Board.
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;

- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.
- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills

**REMUNERATION POLICY**

Remuneration policy of the RS Software (India) Ltd applies to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel (SMP or "LT") and other employees of the Company.

A transparent, fair and reasonable process for determining the appropriate remuneration at all career levels and roles as prevalent in the Company is required to ensure that the shareholders remain informed and confident about the management of the Company.

The objective of the remuneration policy is to enable the Company to attract, motivate, and retain qualified industry professionals for the Board of Management and other executive level in order to achieve the Company strategic goals. The remuneration policy acknowledges the internal and external context as well as the business needs and long term strategy. The policy is designed to encourage behaviour that is focused on long-term value creation, while adopting the highest standards of good corporate governance. The Company's Remuneration Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

**REMUNERATION POLICY FOR DIRECTORS**

**• NON-EXECUTIVE DIRECTORS:**

The Company follows a policy on remuneration of Directors and Senior Management Employees. Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Nomination and Remuneration Committee have formulated the criteria for determining qualifications, positive attributes, and independence of a Director in line with the requirements as given under Schedule IV of the Companies Act, 2013. All the Independent Directors have been appointed based on such criteria.

Non-Executive Directors did not draw any remuneration from the Company. Sitting fees to Non-executive and Independent Directors is being paid for each meeting of the Board and Committees attended by them.

None of our Non-Executive Directors has any pecuniary relationship or transaction with the Company, except to the extent of shareholding, if any in the Company.

The sitting fees paid to the Non-Executive Directors during the Financial Year 2018-19 are as under:

Name of Non-Executive Directors	Sitting fees (₹ in Lakhs)	
	Board Meeting	Committee Meeting
Mrs. Sarita Jain	1.60	0.00
Mr. Shital Kumar Jain	0.80	3.20
Mr. Rajasekar Ramaraj	1.20	4.80
Mr. Richard Nicholas Launder	0.80	4.00

**REMUNERATION TO EXECUTIVE DIRECTOR**

Name of the Director	Basic Salary	House Rent Allowance	Retiral Benefit	Other Allowances (Medical Allowance)	Sitting Fees	Stock Option Details	Total Amount Paid (₹ In Lakhs)
Mr. Rajnit Rai Jain, Chairman & Managing Director	36.00	18.00	4.32	1.84	-	-	60.16

- (i) The above details of remuneration or fees paid are all elements of remuneration package of individual directors summarized under major groups.
- (ii) Remuneration payable to Executive Director consists of fixed as well as variable. The fixed pay consists of Basic, HRA and Retiral Benefit.
- (iii) No Stock Option, Performance linked incentives and severance fees are given to Directors. No service contracts were entered into with Directors.

**6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE: COMPOSITION:**

Pursuant to the provisions of section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Company comprises of 2 (Two) Non-Executive Independent Directors and 1 (One) Executive Director, who is the Chairman of the Committee.

The Committee is responsible for monitoring the Corporate Social Responsibility Policy (CSR Policy) of the Company from time to time, instituting a transparent monitoring mechanism for implementation of the CSR projects for programs or activities undertaken by the Company etc. The Company's CSR Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Non-Executive Directors	Sitting fees (₹ in Lakhs)	
	Board Meeting	Committee Meeting
<b>Total</b>	<b>4.40</b>	<b>12.00</b>

**• EXECUTIVE DIRECTORS:**

The Nomination and Remuneration Committee takes into account experience, qualification and prevailing industry practices before giving its recommendation to the Board. On recommendation of the Nomination and Remuneration Committee, the Board decides remuneration to be paid to Executive Director, subject to approval of shareholders in terms of provisions of the Companies Act, 2013, read with Schedule V thereof. The Committee aims towards rewarding, on the basis of performance and reviews on a periodical basis. No sitting fee is being paid to the Executive Director.

Name of Members	Category	Attendance at CSR Committee Meetings	
		Held	Attended
Mr. Rajnit Rai Jain (Chairman of the Committee)	Executive Director	1	1
Mr. Shital Kumar Jain	Non –Executive & Independent Director	1	-
Mr. Rajasekar Ramaraj	Non- Executive & Independent Director	1	1

**MEETINGS:**

During the financial year 2018-19, the Committee had met once on 22 January, 2019.

**TERMS OF REFERENCE:**

The Committee is responsible for monitoring the Corporate Social Responsibility Policy (CSR Policy) of the Company from time to time, instituting a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company etc. and to formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder

- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the CSR Policy of the Company from time to time.
- To approve the Corporate Sustainability Reports and oversee the implementation of sustainability activities.

**7. EXECUTIVE COMMITTEE:****COMPOSITION:**

The Executive Committee of the Company comprises of 3 (Three) Non-Executive Independent Directors and 1 (One) Executive Director, who is the Chairman & Managing Director of the Company.

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Members	Category	Attendance at Executive committee Meetings	
		Held	Attended
Mr. Rajnit Rai Jain (Chairman of the Committee)	Executive Director	4	4
Mr. Shital Kumar Jain	Non-Executive & Independent Director	4	2
Mr. Rajasekar Ramaraj	Non-Executive & Independent Director	4	2
Mr. Richard Nicholas Launder	Non-Executive & Independent Director	4	4

**TERMS OF REFERENCE:**

- The Committee reviews the operations of the company and directs the strategy of the company with focus on growth.
- It reviews the company from different aspects with respect to Sales, Delivery and other Processes.
- It guides the market directions and future strategy of the Company.

**MEETINGS:**

4 (Four) meetings of the Executive committee were held during the year 2018-19 on 18 April, 2018, 26 July, 2018, 9 October, 2018 and 21 January, 2019

**8. GENERAL BODY MEETINGS**

The location and time of the Annual General Meetings held and details of Special Resolution passed thereat during the preceding 3 years are as follows:

YEAR	DAY, DATE & TIME	VENUE	SPECIAL RESOLUTION PASSED
2015-16	Thursday, 21 July, 2016 at 11:30 a.m.	'Rabindra Tirtha', 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata-700156	1) To approve Company's Employee Stock Option Scheme 2016 (ESOP Scheme 2016)
2016-17	Friday, 21 July, 2017 at 11:30 a.m.	'Rabindra -Okakura Bhawan, Paschimbanga Bangla Academy, 27A/1 DD Block, Salt Lake City, (Near City Centre, Salt Lake), Kolkata-700 064	1) To re-appoint Mr. Rajnit Rai Jain (DIN: 00122942) as Chairman and Managing Director.
2017-18	Friday, 27 July, 2018 at 11:30 a.m.	'Rabindra Tirtha', 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata-700156	-

- DETAILS REGARDING RESOLUTIONS PASSED AND PROPOSED TO BE PASSED THROUGH POSTAL BALLOT:**

During the Financial Year 2018-19, no special resolution passed through Postal Ballot.

There is proposal for passing resolution through postal ballot vide notice dated 30 April, 2019 for the following businesses complying with the provisions of the Companies Act, 2013:

Sl. No.	Details	Resolution
1.	Approval for Appointment of Mr. Shital Kumar Jain as a Non-Executive and Independent Director of the Company after 31 March, 2019 pursuant to Regulation 17(1A) of SEBI Listing Regulations, 2015.	Special Resolution
2.	Appointment of Mr. Shital Kumar Jain (DIN 00047474) as an Independent Director of the Company	Special Resolution
3.	Appointment of Mr. Rajasekar Ramaraj (DIN 00090279) as an Independent Director of the Company.	Special Resolution
4.	Appointment of Mr. Richard Nicholas Launder (DIN 03375772) as an Independent Director of the Company.	Special Resolution
5.	Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.	Special Resolution
6.	Approve the limits under Section 180 (1) (a) of the Companies Act, 2013.	Special Resolution

No Extraordinary General Meeting of the members was held during the financial year 2018-19.

**9. CODE FOR PREVENTION OF INSIDER TRADING**

The Company has comprehensive guidelines on prevention of insider trading in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Conduct to Regulate, Monitor and Report Trading by Insiders ('Insider Trading Code') for prevention of insider trading inter-alia prohibits purchase / sale of shares of the Company by employees / Directors while in possession of unpublished price sensitive information in relation to the Company. The Compliance Officer is responsible for implementation of the Code. During the year under review there has been due compliance with the said code. All Board Directors and the designated employees have confirmed compliance with the Code. The said code is available on the website of the company.

**10. DISCLOSURES**

- MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:**

All contracts/ arrangements/ transactions entered by the Company during the financial year with the related party were in ordinary course of business and on an arm's length basis. There were no materially significant related party transactions with related parties i.e. Promoters, Directors or the Management, their subsidiaries or relatives conflicting with the Company's interests, save and except as mentioned in the Schedule of Accounts.

The Company has formulated Related Party transactions (RPT) Policy pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides a framework to regulate transaction between the Company and its related parties based on laws and regulations applicable to the Company. The Company's RPT Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

Every Related Party Transactions are subject to the prior approval of the Audit Committee in compliance with the conditions contained in Reg. 23(2) of the Listing Regulations.

- DETAILS OF NON COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS.**

There was no such non-compliance by the listed entity. Further no penalties or strictures have been imposed on the company by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

- WHISTLE BLOWER POLICY (VIGIL MECHANISM)**

Your Company is serious about its adherence to the Codes of Conduct and to achieve at par with the highest standards of ethical, moral and legal conduct of business operations and henceforth encourage its employees to bring ethical and legal violations they are aware of to an internal authority without fear of punishment or unfair treatment so that action can be taken immediately to resolve the problem.

A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism also provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. Thus minimization of organization's exposure to the damage that can occur when employees circumvent internal mechanisms is the main objective which neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising any malicious allegations against people in authority and / or colleagues in general. Your company has given affirmation that no personnel have been denied access to the Audit Committee. The Company's Whistle Blower Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

• **COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON –MANDATORY REQUIREMENTS AND DISCRETIONARY REQUIREMENTS:**

The Company has complied with the mandatory requirements as stipulated in SEBI LODR Regulations, 2015 with the Stock Exchanges.

Further the company has adopted various non mandatory requirements and discretionary requirements under Regulation 27 of SEBI Listing Regulations, 2015 as disclosed below:

<b>Chairman of the Board :</b>	The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.
<b>Shareholder Rights</b>	We display our quarterly and half yearly results on our web site <a href="http://www.rssoftware.com">www.rssoftware.com</a> and also publish our results in widely circulated newspapers. We publish the voting results of shareholder meetings and make it available on our website <a href="http://www.rssoftware.com">www.rssoftware.com</a> , and report the same to Stock Exchanges in terms of Regulation 44 of the Listing Regulations.
<b>Modified opinion(s) in audit report</b>	The Auditors have issued an un-modified opinion on the Financial Statements of the Company
<b>Separate posts of Chairman and CEO</b>	Mr. Rajnit Rai Jain is the Executive Chairman and Managing Director of the Company. The Company's Board consists of majority of Independent Directors.
<b>Reporting of Internal Audit</b>	The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meetings and regularly attends the meetings for reporting audit finding to the Audit Committee.

**POLICY DETERMINING 'MATERIAL' SUBSIDIARIES:**

The Company does not have any material subsidiary as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN CHAPTER IV OF LISTING REGULATIONS**

The company has fully complied with the Applicable requirements specified under regulation 17 to 27 and clause (b) to (i) of Sub regulation (2) of regulation 46 of SEBI (LODR) Regulation 2015. The disclosure of the said has being made in the section of this Corporate Governance Report.

There has been no such non compliance of any requirement of Corporate Governance Report.

• **RECONCILIATION OF SHARE CAPITAL AUDIT:**

The Company Secretary in practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

• **POLICY FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR MAKING DISCLOSURES TO STOCK EXCHANGES:**

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, the Board of Directors of the Company have formulated and adopted the Policy for determining Materiality of an event or information and for making disclosures to Stock Exchanges which is effective from 1 December, 2015 and same is available on the company's website [www.rssoftware.com](http://www.rssoftware.com) and on the web link [http://www.rssoftware.com/investors#corporate\\_governance](http://www.rssoftware.com/investors#corporate_governance).

The Board of Directors of the Company has authorized Company Secretary & Chief Financial Officer to determine materiality of an event or information and for making disclosures to Stock Exchanges under the said regulation.

**CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT PERSONNEL:**

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management Personnel and the said code is uploaded on the website of the company at <http://www.rssoftware.com/pdfs/RS-Software-Code-of-Conduct.pdf> All the Board members and senior management personnel have confirmed compliance with the code. Affirmation regarding compliance of the Code of Conduct by the CEO of the Company has been published elsewhere in this Annual Report.

**CEO/ CFO CERTIFICATION:**

The CEO (Managing Director) and CFO of the Company have certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the year ended 31 March, 2019.

**CERTIFICATION REGARDING NON-DISQUALIFICATION OR NON-DEBARMENT OF DIRECTORS:**

The Company has obtained a certificate from Mr. Mohan Ram Goenka (Membership No. FCS 4515, Certificate of Practice No. 2551) certifying that none of the directors on the board of the company

have been debarred or disqualified from being appointed or continuing as directors of the Company by Securities and Exchange Board of India (SEBI)/ Ministry of Corporate Affairs (MCA) or any such Statutory Authority.

**COMPLIANCE CERTIFICATE BY PRACTICING COMPANY SECRETARY:**

The Company has obtained a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is annexed herewith and forms part of this Annual Report

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company, during the year, formulated and adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". The Code is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

**PROHIBITION OF INSIDER TRADING:**

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) the Company has adopted a Code of Conduct for regulating, monitoring and reporting of Trading by Insider with a view to regulate trading in securities by the Directors and designated employees of the Company. This policy also provides for periodical disclosures from designated employees as well as preclearance of transactions by such persons. The Compliance Officer is responsible for implementation of the Code. During the year under review there has been due compliance with the said code. All Board Directors and the designated employees have confirmed compliance with the Code. The Code is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

**POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT**

Pursuant to the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, your Company has a policy and framework for employees to report sexual harassment cases at workplace and our process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization.

The details of complaint for the Financial Year 2018-19 under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 are as under:

No. of complaints filed during the year	No. of Complaints disposed of during the year	No. of Complaints pending as on the end of the year
Nil	Nil	Nil

**COMPLIANCE WITH ACCOUNTING STANDARD:**

In the preparation of financial statements, the Company has followed the applicable Indian Accounting Standards (IND AS) issued by the Institute of Chartered Accountants of India to the extent applicable

**DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

None of shares of the company are lying in the Dematerialization Suspense Account or unclaimed suspense account.

**11. MEANS OF COMMUNICATIONS**

The Company regularly interacts with the shareholders through the multiple channels of communication such as publication of results, Annual Report, Press Release and the Company's website. The Company also informs the Stock Exchanges in a prompt manner, all price sensitive information as well as all such other matters which in its, opinion are material and relevant for the shareholders. The Company effectively uses NEAPS (NSE Electronic Application Processing System) and BSE Corporate Compliance & Listing Centre, a web based application designed by National Stock Exchange of India Limited and BSE Limited, respectively, for filing of shareholding pattern, corporate governance report, financial statements and significant corporate announcements thereby saving time, cost and ensuring operational efficiency.

- The quarterly, half yearly and Annual Financial Results of the company are sent to the Stock Exchange immediately after they are approved by the Board of Directors and published in the newspaper in India which includes **Business Standards (English)** – All India Edition and in **Eisomoye**, vernacular newspaper (**Bengali**).
- The quarterly, half yearly and Annual Financial Results of the company along with Annual Report and other statutory filings are posted on the website of the company [www.rssoftware.com](http://www.rssoftware.com). The website also contains information on the businesses of the Company, governance and important policies of the Company
- News and press release as available are posted on the website of the company. During the year under review there were no such news releases.
- As the company does not have any institutional investors and angel investors, so no presentation made to institutional investors or to the analysts.
- Management Discussion & Analysis forms the part of the Annual Report.

**TRANSFER OF UNCLAIMED DIVIDEND /SHARES TO INVESTOR EDUCATION AND PROTECTION FUND**

Transfer of ₹ 9,02,113 has been made to Investor Education and Protection Fund during the year 2018-19.

**GENERAL INFORMATION FOR SHAREHOLDERS AND INVESTORS**

i.	Corporate Identification Number (CIN) of the Company	L72200WB1987PLC043375
ii.	Corporate Head quarter & Registered Office	"FMC FORTUNA", 1st Floor, A-2, 234/3A, A.J.C. Bose Road, Kolkata- 700 020 Phone # 033- 22876254/6255/2281 0106-09 Fax # 033- 22876256 Website: www.rssoftware.com
iii.	Financial Year	1 April to 31 March
iv.	Date time and Venue of Annual General Meeting	26 July, 2019 'Rabindra Tirtha', 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata-700156 Time: 11:30 A.M.
v.	Dividend Payment date	The Company did not recommend any dividend during the year 2018-19.
vi.	Book Closure for AGM	20 July, 2019 to 26 July, 2019
vii.	Tentative Calendar of Events for the Financial Year 2018-19	First Quarter- July, 2018 Second Quarter- October, 2018 Third Quarter- January, 2019 Financial Year- April, 2019
viii.	Shareholders Services, Enquiries, Complaints	a. Name: Mr. Vijendra Kumar Surana Contact: vijendras@rssoftware.co.in b. Name: Mr. Anindya Sen Contact: anindyasen@rssoftware.co.in
ix.	Registrars & Share Transfer Agent	C.B. Management Services (P) Ltd. P-22, Bondel Road, Kolkata- 700019 Phone:033-22806692/ 40116700/ 22823643/ 22870263 Fax:033-40116739
x.	Listing on Equity Shares on Stock Exchanges in India at	Bombay Stock Exchange Ltd., 1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051
xi.	Stock Codes	NSE: RSSOFTWARE BSE: 517447
xii.	ISIN for Equity Shares	INE165B01029
xiii.	Trading of Equity Shares	Equity Shares are traded at BSE and NSE through a. National Securities Depository Ltd (NSDL), and b. Central Depository Services Ltd (CDSL) The shares of the Company were not suspended from trading any time during the financial year 2018-2019.
xiv.	Share Transfer System	Share transfers, transmissions, issue of duplicate share certificates, issue of share certificates through sub-division and consolidation are also given effect on fortnightly basis through the 'Share Transfer Committee' constituted by the CFO and Company Secretary of the Company. All the formalities relating to transfer, transmission, issue of duplicate share certificates, issue of share certificates through sub-division and consolidation approved through 'Share Transfer Committee' are ratified in the subsequent Stakeholders Relationship Committee Meeting and the Minutes of Stakeholders Relationship Committee are placed in the subsequent meeting of the Board of Directors of the Company.

xv.	Custodial fees to Depositories	Custodial fees to NSDL and CDSL paid up-to 31 March, 2019.
xvi.	Listing Fees	Listing fees paid to both the Stock Exchanges where the Company's equity shares are listed up-to 31 March, 2019.
xvii.	Credit Ratings	<b>Facilities Rating</b> Long Term Bank Facilities CARE BBB+ Short Term Bank Facilities CARE A2 During the year Credit Rating of Long Term Bank Facilities has been revised from CARE A- to CARE BBB+ w.e.f. 1 August, 2018.

**a. STOCK MARKET PRICE DATA**

The details of monthly high and low price of the Equity Shares of the Company and its comparison to broad based indices BSE Sensex and NSE Nifty for the period 1 April, 2018 to 31 March, 2019 are as follows:

**➤ MONTHLY HIGH, LOW & CLOSING SHARE PRICE AT BSE**

Month	BSE Ltd.		
	High Price	Low Price	Close Price
April, 2018	60.50	51.30	52.85
May, 2018	53.40	42.10	42.95
June, 2018	45.00	33.00	34.50
July, 2018	53.60	34.95	43.35
August, 2018	45.15	36.05	38.90
September, 2018	39.90	25.30	26.25
October, 2018	37.50	25.00	30.70
November, 2018	34.00	28.20	28.85
December, 2018	37.80	28.40	34.20
January, 2019	39.00	29.70	30.65
February, 2019	31.05	25.60	27.15
March, 2019	33.00	27.00	28.25

**➤ MONTHLY HIGH, LOW & CLOSING SHARE PRICE AT NSE**

Month	BSE Ltd.		
	High Price	Low Price	Close Price
April, 2018	60.80	51.60	52.60
May, 2018	53.50	41.95	42.40
June, 2018	44.80	32.10	34.80
July, 2018	53.50	34.30	43.25
August, 2018	45.35	35.10	39.25
September, 2018	40.00	25.25	26.30
October, 2018	37.60	25.00	30.50
November, 2018	33.50	28.15	29.05
December, 2018	37.85	28.25	34.50
January, 2019	38.50	29.65	30.50
February, 2019	31.50	25.70	27.30
March, 2019	33.50	26.65	28.05

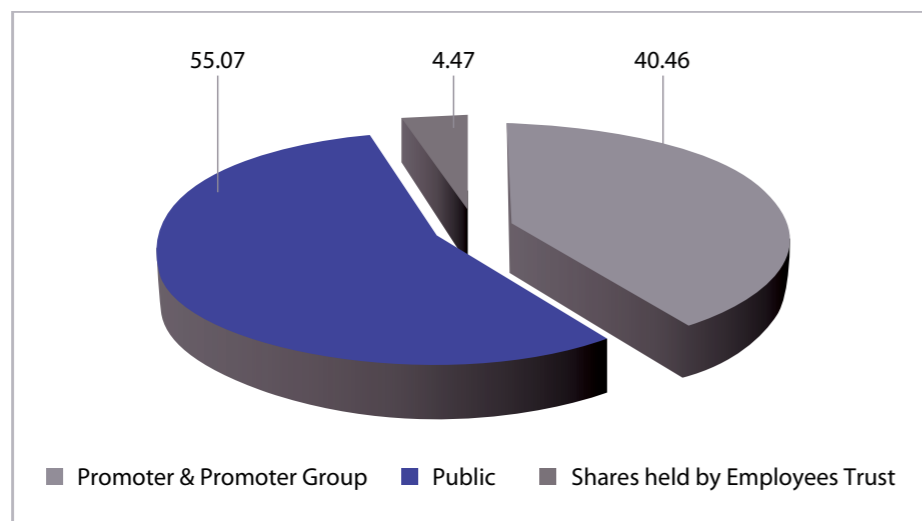
➤ PERFORMANCE CHART IN COMPARISON WITH BSE SENSEX



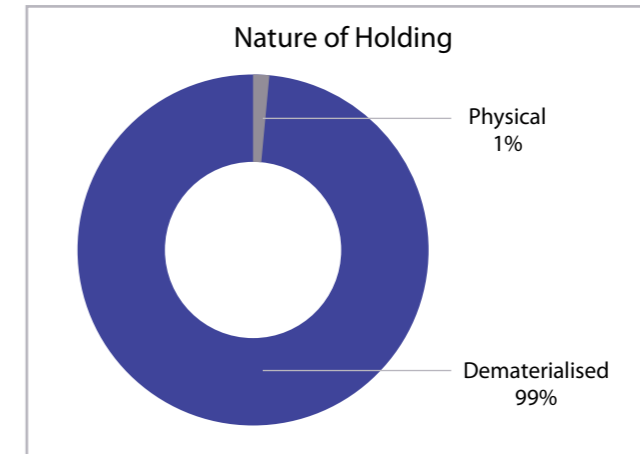
b. i. DISTRIBUTION OF SHAREHOLDING AS ON 31 March, 2019:

Range	No. of Shareholders	% to Total Shareholders	Issued Share Capital	% to Total Share Capital
1-500	20184	81.05	15031985.00	11.69
501-1000	2582	10.37	9537255.00	7.42
1001-2000	1203	4.83	8877185.00	6.91
2001-3000	369	1.48	4678595.00	3.64
3001-4000	150	0.60	2666350.00	2.08
4001-5000	109	0.44	2537155.00	1.97
5001-10000	172	0.69	6187005.00	4.81
10001 & ABOVE	135	0.54	79026060.00	61.48
<b>TOTAL</b>	<b>24904</b>	<b>100.00</b>	<b>128541590.00</b>	<b>100.00</b>

ii. SHARE HOLDING PATTERN AS ON 31 March, 2019:



iii. DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31 March, 2019:



iv. OUTSTANDING GDR/ADR/WARRANTS AND CONVERTIBLE INSTRUMENTS, CONVERSION DATES AND LIKELY IMPACT IN EQUITY:

The Company has not issued any GDRs / ADRs / Warrants or other instruments, which are pending for conversion.

v. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

No such risks or activities to report during the year under review.

c. PLANT LOCATIONS

The Company is engaged in the Software development activities; therefore the Company does not have any Plant Locations.

d. ADDRESS FOR CORRESPONDENCE (REGISTERED OFFICE)

➤ **R S Software (India) Ltd.**  
 FMC FORTUNA", 1st Floor, A-2,  
 234/3A, A.J.C. Bose Road, Kolkata- 700 020  
 Phone: 033- 22876254/6255/ 2281 0106-09  
 Fax: 033- 22876256  
 Website: www.rssoftware.com  
 CIN: L72200WB1987PLC043375

e. REGISTRAR & SHARE TRANSFER AGENTS

➤ **C.B. Management Services (P) Ltd.**  
 P-22, Bondel Road,  
 Kolkata- 700019  
 Phone: 033- 22806692/ 40116700/ 22823643/ 22870263  
 Fax: 033-40116739

f. ATTORNEYS & SOLICITORS

➤ **Sandersons & Morgans**  
 Royal Insurance Buildings,  
 5, Netaji Subhas Road,  
 Kolkata-700001

For and on behalf of the Board of Directors

Sd/-

**Rajnit Rai Jain**

Chairman & Managing Director

(DIN: 00122942)

Place: Kolkata  
 Date: 30 April, 2019



## CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The Board of Directors  
R S Software (India) Ltd  
Kolkata

Dear Board Members,

Pursuant to the provisions of Regulation 17 (8) of the Listing Regulation, we hereby certify that:

- (a) We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended 31 March 2019, on standalone and consolidated basis and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2018-19 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee :
  - (i) significant changes, if any, in internal control over financial reporting during the financial year 2018-19 ;
  - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.
- (e) To the best of our knowledge during the year the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management.

Place : Kolkata  
Date : 30 April, 2019

Sd/-  
**Rajnit Rai Jain**  
*Chairman & Managing Director*  
(DIN: 00122942)

Sd/-  
**Vijendra Surana**  
*Chief Financial Officer & Company Secretary*  
(Membership No. 11559)

## ANNUAL CERTIFICATE UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### DECLARATION

As required under Regulation 34 (3) read with Part D of schedule V Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, I hereby declare that all members of the Board of Directors of the Company and the Senior management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31 March, 2019.

Place: Kolkata  
Date: 30 April, 2019

Sd/-  
**Rajnit Rai Jain**  
*Chairman & Managing Director*  
(DIN: 00122942)

## COMPANY SECRETARY CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members,  
**R S SOFTWARE (INDIA) LTD.**

- We have examined the compliance of conditions of Corporate Governance by **R.S. Software (India) Limited** (hereinafter called the Company) for the Financial Year ended on 31 March, 2019 as stipulated in Regulation 17 to 27, clauses (b) to (i) of Regulation 46 (2), and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and other information as required for this report.
- The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.
- We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

- This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Place: Kolkata  
Date: 30 April, 2019

**For M R & Associates**  
Company Secretaries

sd/-  
**M R Goenka**  
Partner  
(C P No.: 2551)

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**R.S. Software (India) Limited**  
234 3A, Acharya Jagadish Chandra Bose Road  
Kolkata-700020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of R.S. Software (India) Limited having CIN L72200WB1987PLC043375 and having registered office at 234 3A, Acharya Jagadish Chandra Bose Road, Kolkata- 700020 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of Appointment in Company
1.	MR. RAJNIT RAI JAIN	00122942	02/12/1987
	MRS. SHITAL KUMAR JAI	00047474	04/12/2006
	MR. RAJASEKAR RAMARAJ	00090279	01/05/2009
	MRS. SARITA JAIN	00206743	20/01/1988
	MR. RICHARD NICHOLAS LAUNDER	03375772	28/07/2009

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Date : 30 April, 2019

**For M R & Associates**  
Company Secretaries

sd/-  
**M.R. Goenka**  
Partner  
(FCS No.: 4515)  
(C P No.: 2551)

the Company and pursuant to SEBI (Share Based Employee Benefits) Regulations 2014 read with the Circular regarding Requirements specified under the SEBI (Share Based Employee Benefits) Regulations, 2014 and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India ("SEBI") (including any statutory amendment, modification or re-enactment to the Act, for the time being in force in all regulations) on recommendation of Nomination and Remuneration Committee for the purpose of formulation, administration and superintendence of proposed "R S Software Employee Stock Option Plan-2019" (hereinafter termed as "ESOP Scheme 2019" or "ESOP Plan 2019") with the consent of Board of Directors to create, offer, issue and allot in one or more tranches under the said "Employee Stock Option Plan" at any time to or for the benefit of the present and / or future permanent employees of all the Subsidiary Companies of the Company working in India or abroad and / or directors (including whole-time directors but excluding non-executive independent directors) of the Subsidiary Companies in India or abroad and any other individuals as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") for such number of stock options /equity shares which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company, not exceeding the same overall ceiling of 20,00,000 (Twenty Lakhs) options in aggregate, as mentioned in the resolution passed for approval of R S Software Employee Stock Option Plan-2019 of the Company, at such price and on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time be and is hereby approved as per the salient features mentioned in the explanatory statement annexed herewith.

**RESOLVED FURTHER THAT** the said Securities may be granted/ allotted directly to such employees/directors of the company and its Subsidiaries in accordance with the ESOP Scheme 2019.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the ESOP Guidelines.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number of above mentioned options shall be appropriately adjusted.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under the ESOP Scheme 2019, on the Stock Exchanges where the Company's shares are listed as per terms and conditions of the agreement entered into with Stock Exchange erstwhile the Listing Agreement and SEBI Listing Regulations, 2015 and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank paripassu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company, to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme or to the terms of Options granted and/or vested but not exercised, including modifications or changes to the quantum and price of such Options, from time to time, which are not detrimental to the interests of the Employees and the Company and are in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the ESOP Scheme and generally for giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard;

**By Order of the Board of Directors  
For R S Software (India) Limited**

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
30 April, 2019

sd/-  
**Vijendra Surana**  
CFO & Company Secretary  
(Membership No. 11559)

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND, TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER MEMBER OR SHAREHOLDER.**

**THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DELIVERED AT THE REGISTERED/ CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ATTACHED HEREWITH. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION OR AUTHORITY AS APPLICABLE.**

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company pursuant to the provision of Section 113 of the Companies Act, 2013, a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
4. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated 8 July, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience in future.
6. The Register of Members and Transfer Books of the Company will remain closed from Saturday, 20 July, 2019 to Friday, 26 July, 2019 (both days inclusive) for the purpose of Annual General Meeting for Financial Year 2018-19.

7. Members who have not yet encashed their dividend warrant(s) issued by the Company since the Financial Year ended 2011-12 are requested to claim the amount of dividend from the Company or its Registrars and Share Transfer Agent immediately along with relevant Folio No. or DP ID and Client ID, for issuance of duplicate / revalidated dividend warrant(s).
8. Members holding shares in physical form are requested to immediately notify change in their addresses, if any, to the Registrar and Transfer Agent of the Company, quoting their Folio Number (s) with a self-attested copy of address proof, i.e. Voter Identity Card, Electric / Telephone (BSNL) Bill or Driving License or Passport before 19 July, 2019.
9. In terms of Circular No. CIR/MRD/DP/10/2013 dated 21 March, 2013 of Securities and Exchange Board of India for making cash payments to the investors Companies shall mandatorily print the bank account details of the investors on such payment instruments. Therefore the Members holding shares in physical form are requested to send to the Registrar and Transfer Agent of the Company, before 19 July, 2019 the Bank Mandate (providing details of name and address of banker, branch, PIN code and particulars of the bank account) or changes therein, if not provided earlier, under the signature of the Sole /First holder quoting their Folio Numbers. This information will be printed on the dividend warrants. Members may also avail of the Electronic Clearing Services (ECS) mandate facility provided by the Company.
10. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
11. Members holding shares in dematerialized mode are requested to intimate the changes pertaining to their bank account details, NECS mandates, email addresses, nominations, change of addresses, change of names etc. if any, to their Depository Participant (DP) only before 19 July, 2019. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
12. Members desirous of getting any information about the Accounts and/or operations of the Company are requested to write to the Company at least ten days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
13. All the documents referred to in the Notice will be available for inspection by the Members at the Registered / Corporate Office of the Company between 10.30 a.m. and 12.30 p.m. on

all working days from the date hereof up-to the date of the Meeting and shall also be available at the Meeting.

14. Shareholders holding shares in demat mode and desirous of receiving the Annual Report in physical form may visit the web page [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php) to exercise their option. Likewise shareholders holding shares in physical mode are requested to visit the aforesaid web page to register their e-mail id and exercise their option accordingly.
15. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17 / 2011 and 18 / 2011, dated 21 April, 2011 and 29 April, 2011 respectively, permitted companies to send official documents to the shareholders electronically as a part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by MCA, the documents like the Notice convening the General Meetings, Financial Statements, Directors' Report, and Auditor's Report etc. will be sent to the e-mail addresses as provided by the shareholders with their depositories.
16. Section 20 of the Companies Act, 2013 permits service of documents on Members by the Company through electronic mode. In accordance with Companies Act, 2013 read with Rules framed thereunder, the Annual Report 2018-19 is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository participant(s), unless any member has requested for a physical copy of the Report. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode. The Annual Report of the Company circulated to the Members of the Company, will also be made available on the Company's website at [www.rssoftware.com](http://www.rssoftware.com).
17. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Share Transfer Agents.
19. **In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1 April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.**

20. In accordance with Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Directors seeking appointment and / or re-appointment is provided in the Notes annexed hereto.

**21. E-voting:**

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the relevant rules of the Companies (Management and Administration) amended Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is pleased to provide the Members facility of voting by electronic means in respect of business to be transacted at the 31st Annual General Meeting (AGM) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) by using the electronic voting facility provided by Central Depository Services Limited (CDSL). The facility for voting through Ballot (Polling) paper shall be made available at the AGM and Members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through Polling Paper.
- ii) Persons who have acquired shares and became Members after the dispatch of the Notice of the AGM but before the 'Cut-off Date' of Friday, 19 July, 2019 may obtain their user ID and Password for e-voting and Company's Registrars & Transfer Agent, C.B. Management Services (P) Ltd, P-22, Bondel Road, Kolkata 700 019 (Ph. No. 033 – 22806692/4011 6700/22823643/22870263 Fax No. 91 – 033 – 4011 6739).
- iii) The e-voting period commences on Tuesday, 23 July, 2019 at 9.00 a.m. and ends on Thursday, 25 July, 2019 at 5.00 p.m.

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

**22. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 23 July, 2019 at 9.00 a.m. and ends on Thursday, 25 July, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19 July, 2019 may cast their vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already cast their votes through electronic mode during the schedule voting period prior to the date of the meeting would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

23. The e-voting period commences on 23 July, 2019 (9:00 a.m.) and ends on 25 July, 2019 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically.

24. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 19 July, 2019.

25. Shri Mohan Ram Goenka, Practicing Company Secretary (Membership No. F4515) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

26. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the CFO & Company Secretary of the Company.

27. The Results shall be declared within 3 (three) days of conclusion of the ANNUAL GENERAL MEETING of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rssoftware.com](http://www.rssoftware.com) and on the website of CDSL immediately after the result is declared by the CFO & Company Secretary and communicate to the Stock Exchanges.

28. The Chairman shall at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer by use of physical Ballot Paper / Polling Paper for all those members who have not cast their votes earlier either by e-voting.

29. The Scrutinizer's decision on the validity of the Ballot Paper / Polling Paper form will be final.

**By Order of the Board of Directors  
For R S Software (India) Limited**

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
30 April, 2019

sd/-  
**Vijendra Surana**  
CFO & Company Secretary  
(Membership No. 11559)

## Annexure to the Notice Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of items of Special Business set out in the Notice convening the Thirty First Annual General Meeting of the Company to be held on 26 July, 2019.

### Item No. 4:

Stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment. The Board of Directors of the Company therefore wants to get the ESOP Scheme 2019 approved by the shareholders for a period of 3 years from 1 April, 2019.

The Company can grant new stock options as per the provisions contained in the SEBI (Share Based Employee Benefits) Regulations 2014 (including any statutory amendment, modification or reenactment to the Act, for the time being in force). The Board, therefore, proposes to introduce, formulate and create the modified Employee Stock Option Scheme 2019 (ESOP Scheme 2019). Grant of stock options under ESOP Scheme 2019 shall be as per the terms and conditions as may be decided by Nomination and Remuneration Committee for the purpose of formulation, administration and superintendence of proposed "R S Software Employee Stock Option Plan-2019" (hereinafter termed as "ESOP Scheme 2019" or "ESOP Plan 2019") from time to time in accordance with the Applicable Laws. The salient features of the ESOP Scheme 2019 are as under:-

### Particulars of ESOP Scheme as per Regulation 6 (2) of SEBI (Share Based Employee Benefits) Regulations 2014

#### a) Brief description of the Scheme(s):

ESOP is intended to reward the eligible employees of the Company, for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this scheme to retain talent in the organization as it views options as instruments that would enable the employees to share the value they create for the Company and align individual objectives of employees with the objectives of the Company in the years to come.

#### b) Total number of options to be granted:

A total of 20,00,000 (Twenty Lac) Options would be available for grant to the eligible employees under the scheme. Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company. Each option when exercised would give the option holder a right to get one fully paid equity share of the Company. Further, the options, which will lapse, expire or be forfeited, will be available for further grant to the eligible employees.

#### c) Identification of classes of employees entitled to participate in the ESOP Scheme (2019):

The process for determining the eligibility of the employees will be specified by Nomination and Remuneration Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination and Remuneration Committee at its sole discretion, from time to time.

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company and its Subsidiary Companies located either in India or in abroad shall be eligible to participate in the ESOP Scheme 2019. The promoter, the person belonging to the promoter group or director, who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the ESOP Scheme 2019.

#### d) Requirements of Vesting and period of Vesting:

The options granted shall vest so long as an employee continues to be in the employment of the Company or Subsidiary company, as applicable. The Board may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year. The vesting dates in respect of the options granted under ESOP may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee. Options shall vest essentially based on continuation of the employment of the Employee. Provided however, the Board may prescribe parameters for achievement of any performance condition(s) for vesting. The vesting may occur in tranches or otherwise.

#### e) Maximum period within which the options shall be vested:

The Employee Stock Options granted under ESOS shall vest in a minimum period of one year and a staggered vesting period of four years from the date of grant of the options. 25% of the options granted to an employee will become vested after each year.

- f) **Exercise Price or pricing formula:**  
Exercise price will be equal to the market price of RS shares every year on the date of Grant. Or alternately a price recommended by the evaluation committee, and approved thereafter by the compensation committee. For the purpose of this clause the market price will be determined as per the SEBI (Share Based Employee Benefits) Regulations 2014 and relevant circulars and Guidelines.
- g) **Exercise Period and process of exercise:**  
The exercise period will be commenced from the date as to be declared by the HR Department of the Company after vesting of such options each year and there will be a minimum vesting period of one year from the date of grant of such options.
- h) **Appraisal process for determining the eligibility of employees:**  
The appraisal process for determining the eligibility of the employees will be decided by the Board from time to time.
- i) **Maximum No. of Options to be granted per employee :**  
The maximum number of options that may be granted in any Financial Year to any specific Employee under the ESOP shall not be equal to or exceed 1% of the total issued capital of the company at the time of grant.
- j) **Maximum Quantum of benefits to be provided per employee**  
The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.
- k) **Route of Scheme implementation**  
The Scheme would be implemented through the Company.
- l) **Source of Shares**  
The Scheme involves new issue of shares by the Company only.
- m) **The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;** - Not applicable
- n) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);** - Not applicable
- o) **Method of Valuation:**  
To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the options granted.
- p) **Accounting and Disclosure Policies:**  
The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under

the ESOP Regulations and other Applicable Laws from time to time. The Nomination and Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme (2019). In terms of the provisions of the ESOP Regulations, ESOP Scheme (2019) is required to be approved by the members by passing of special resolution.

- q) In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that should have been recognized if it had used the fair value, and the impact of this difference on the profits and EPS of the company and these should also be disclosed in the directors report

ESOP Regulations also require separate approval of members by way of Special Resolution to grant stock options to the employees of holding and/or Subsidiary Companies. Accordingly, a separate resolution under Item No. 4 is proposed to extend the benefits of ESOP Scheme (2019) to the employees of the Company and Subsidiary Companies as may be decided by the Nomination and Remuneration Committee from time to time under Applicable Laws.

A copy of the draft ESOP Scheme will be available for inspection on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. at the Registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them under ESOP Scheme 2019.

The Board recommends passing of the resolution(s) as set out under Item No. 4 for approval of the members as a Special Resolution.

**By Order of the Board of Directors  
For R S Software (India) Limited**

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
30 April, 2019

sd/-  
**Vijendra Surana**  
CFO & Company Secretary  
(Membership No. 11559)

## DETAILS OF DIRECTORS

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN THE THIRTY FIRST ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 (3) of Listing Regulations, 2015 & Secretarial Standard-2)

<b>Name</b>	<b>Mrs. Sarita Jain</b>
Date of Birth	7 September, 1957
Date of appointment	21 January, 1988.
Qualification and Expertise in specific functional areas	Mrs. Sarita Jain has been a Director on the R. S. Software Board since the Company's inception in 1988. In addition to possessing exemplary administrative, communication and organizational skills, Mrs. Jain holds a master's degree in English literature from Delhi University. She has an associate degree in Mass Communication also.
The Remuneration last drawn by Mrs. Sarita Jain, if applicable	NA (as she is entitled to sitting fees)
Details of Remuneration sought to be paid	NA (as she is entitled to sitting fees)
List of Other Public Companies in which Directorship held (excluding foreign Companies)	None
List of other listed entities in which Directorship held	None
Chairman/Member of the Committees of the Board of Directors in other Listed Companies	None
Chairman/Member of the Committees of Board of Directors of the other public companies in which she is a Director(excluding foreign Companies)	None
Shareholdings in the Company	366544 Equity Shares.
Relationship with other Directors	Mrs. Sarita Jain is spouse of Mr. Rajnit Rai Jain (Chairman & Managing Director)
The number of Meetings of the Board attended during the year	Mrs. Sarita Jain attended 4 Board Meetings out of total 5 Board Meetings held during the year.

**By Order of the Board of Directors  
For R S Software (India) Limited**

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
Dated: 30 April, 2019

sd/-  
**Vijendra Surana**  
CFO & Company Secretary  
(Membership No. 11559)







The Consolidated Financial Statements are prepared in line with Section 129(3) of the Act read with the aforesaid Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and in accordance with the Indian Accounting Standards ("IND AS"). Consolidated Financial Statements and other applicable provisions include financial information of its Subsidiary Companies.

During the year no new subsidiary was formed or ceased. Further, the Company has no Joint Venture and Associate during the financial year ended 31 March, 2019.

## 18. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

A report on the performance and financial position of each of the Subsidiaries included in the consolidated financial statements prepared by your company as per Rule 8(1) of the Companies (Accounts) Rules, 2014, forms part of the audited annual accounts of each of the Subsidiary Companies which have been placed on the website of your company [www.rsssoftware.com](http://www.rsssoftware.com) and also forms part of Form AOC-1 pursuant to Rule 5 of the Companies (Accounts) Rules, 2014, which are set out as an Annexure- A to the Directors' Report and forms a part of this Annual Report. Members interested in obtaining a copy of audited annual accounts of each of the Subsidiary Companies may write to the Company Secretary at your Company's Registered Office.

## 19. DEPOSITS

The Company has not accepted any kind of deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## 20. AUDITORS

### Statutory Auditors

M/s. Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E), the Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting, and have confirmed their eligibility and willingness to accept the office of Auditors, if re-appointed. The Company has also received a confirmation that their appointment, if made will be within the limit as prescribed under Section 139 of the Companies Act, 2013 and the rules therein.

Their reappointment for a further term is recommended by the Audit Committee and the Board of Directors at such remuneration as mutually decided. The Members are requested to confirm the re-appointment of M/s. Deoki Bijay & Co., Chartered Accountants as the Statutory Auditors from the conclusion of this Annual General

Meeting till the conclusion of next Annual General Meeting of the Company. The same has approved by the Audit Committee and the Board of Directors in their convened meetings as well.

The Statutory Auditor Deoki Bijay & Co. has submitted an un-qualified Audit Reports for the financial year 2018-19 and no frauds were detected by the Auditor during the financial year.

## 21. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI Listing Regulations, 2015, the Company has appointed M/s. M R & Associates, a firm of Company Secretaries in Practice to conduct the said Audit of the Company. The Secretarial Auditor has submitted an un-qualified Secretarial Audit Report and Secretarial Compliance Report for the financial year 2018-19. The Secretarial Audit Report and Secretarial Compliance Report are annexed herewith as "Annexure B" and "Annexure C" and form part of this Annual Report.

## 22. COST AUDIT

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

## 23. EXTRACT OF THE ANNUAL RETURN

An extract of Annual Return as on the financial year ended on 31 March, 2019 in Form MGT-9 as required under section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management & Administration) rules 2014, is set out as "Annexure D" and forms a part of this Annual Report.

## 24. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, in terms of Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been covered in the initial segment of the Annual Report.

## 25. PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report as "Annexure E".

The Statement containing particulars of employees as required under section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is available for inspection in

terms of Section 136 of the Act, any member interested may write to the Company Secretary and the same will be furnished on request.

## 26. CORPORATE SOCIAL RESPONSIBILITY

The concept of Corporate Social Responsibility has gained prominence from all avenues. Organizations have realized that Government alone will not be able to get success in its endeavour to uplift the downtrodden of Society. With the rapidly changing corporate environment, more functional autonomy, operational freedom etc. our company has adopted CSR as a strategic tool for sustainable growth. Pursuant to Section 135 of the Companies Act, 2013 read with Schedule VII and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has in place a Corporate Social Responsibility (CSR) Policy. The CSR policy is uploaded on Company's website i.e. on [www.rssoftware.com](http://www.rssoftware.com). However, due to loss in the last two years the company is not required to spend money for CSR activity. The Report on CSR Activities/ Initiatives along with other relevant disclosures are annexed to this report as "Annexure F".

## 27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under sub-section (3)(m) of the Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are given which forms a part of the Annual Report and attached as "Annexure G".

## 28. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Sarita Jain, a Non-Executive & Non-Independent Director of the company who is liable to retire by rotation and offers herself for reappointment, based on the recommendation of Nomination and Remuneration Committee, subject to the approval of the members at the ensuing Annual General Meeting.

The brief resume / details relating to Director who is proposed to be re-appointed are furnished in the Notice of the ensuing AGM. The Board of Directors of your Company recommends his reappointment in the Board.

Your Company has received declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 that they meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations, 2015. All the declarations were placed before the Board.

There has been no change in the Director(s) and Key Managerial Personnel(s) during the financial year 2018-19. The following directors/executives of your Company are whole-time Key Managerial Personnel (KMPs) as on 31 March, 2019 in accordance

with the provisions of Section 203 of the Companies Act, 2013 – Mr. Rajnit Rai Jain - Chairman & Managing Director

Mr. Vijendra Surana – Chief Financial Officer and Company Secretary.

## 29. REMUNERATION POLICY

Remuneration policy of the RS Software (India) Ltd comprising members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel (SMP or "LT") of the Company.

The objective of the remuneration policy is to enable the Company to attract, motivate, and retain qualified industry professionals for the Board of Management and other executive level in order to achieve the Company strategic goals. The remuneration policy acknowledges the internal and external context as well as the business needs and long term strategy. The policy is designed to encourage behaviour that is focused on long-term value creation, while adopting the highest standards of good corporate governance. The Company's Remuneration Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

## 30. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the notes of the Financial Statements for the year ended 31 March, 2019 and form a part of this Annual Report.

## 31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and are in compliance with the applicable provisions of the Companies Act 2013 and SEBI Listing Regulations, 2015.

There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc., which may have potential conflict with the interest of the Company at large. Hence no disclosure in Form AOC-2 is required. All related party transactions are presented to the Audit Committee and the Board for approval.

The Related Party Transaction Policy has been devised by your company for determining the materiality of transactions with related parties and dealings with them and the same is hosted on the website of the Company at [www.rssoftware.com](http://www.rssoftware.com) and a link to the said policy has been provided elsewhere in this Annual Report.

## 32. ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and SEBI

(Listing Obligation and Disclosure Requirements) Regulations, 2015, an Annual Performance evaluation is to be made by the Board of its own performance and that of the Committees and individual Directors. The exercise was carried out covering various aspects of the Boards functioning such as composition of the Board & committees, qualification, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of Non-Independent Directors.

The performance of Independent Directors has been evaluated based on the guidelines as provided under Schedule IV of the Act. In terms of SEBI Listing Regulations, 2015, the company has identified the list of core skills/expertise/competencies as is required in the context of company's business and sector for it to function effectively and those which are actually available with the Board.

The evaluation of the Independent Directors was carried out by the entire Board except by the Director being evaluated. The directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### 33. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company, during the period (the Trading Window is closed). The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

### 34. CORPORATE GOVERNANCE

The Corporate Governance which form an integral part of this Report as "Annexure H", together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, 2015.

### 35. POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT

Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. Your company has complied with provisions relating to the constitution of Internal Complaints Committee and has put in place a "Policy on Prevention of Sexual Harassment" as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 36. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(5) of the Companies Act, 2013, your Board of Directors confirms that:

- In the preparation of the annual accounts for the financial year ended 31 March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts for the financial year ended 31 March, 2019 on a going concern basis;
- they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 37. ACKNOWLEDGEMENTS

Your Directors' place on record their deep appreciation of the continued assistance and co-operation extended to the Company by its customers, investors, bankers, Government agencies and its dedicated band of employees. Above all, the Board expresses a deep sense of gratitude to the Members of the Company who have reposed faith in their Board and the Management.

For and on behalf of the Board of Directors

**Registered Office:**  
234/3A, A.J.C. Bose Road  
Kolkata – 700 020  
Dated: 30 April, 2019  
Place: Kolkata

Sd/-  
**Ranjit Rai Jain**  
Chairman and Managing Director  
(DIN : 00122942)

## ANNEXURE 'A' Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of Subsidiaries or Associates or Joint Ventures

### PART "A": SUBSIDIARIES

#### INFORMATION IN RESPECT OF RESPONSIVE SOLUTIONS, INC. TO BE PRESENTED WITH AMOUNTS IN US\$

1.	Sl. No.:	1.
2.	Name of the subsidiary:	Responsive Solutions, INC.
3.	The date since when subsidiary was acquired:	22.08.2003
4.	Reporting period for the subsidiary concerned:	1 April, 2018 to 31 March, 2019
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries:	US Dollar at ₹ 69.17
6.	Share capital:	US\$ 500,000
7.	Reserves & surplus:	US\$ 826,703
8.	Total assets:	US\$ 1,326,703
9.	Total Liabilities:	US\$ 1,326,703
10.	Investments:	0
11.	Turnover:	US\$ 606,157
12.	Profit before taxation:	US\$ 140,378
13.	Provision for taxation:	US\$ 60,923
14.	Profit after taxation:	US\$ 7 9,455
15.	Proposed Dividend:	0
16.	Extent of shareholding:	100%

#### INFORMATION IN RESPECT OF R S SOFTWARE (ASIA) PTE. LTD. TO BE PRESENTED WITH AMOUNTS SINGAPORE DOLLAR

1.	Sl. No.:	2
2.	Name of the subsidiary:	R S Software (Asia) Pte. Limited
3.	The date since when subsidiary was acquired:	13 April, 2009
4.	Reporting period for the subsidiary concerned:	1 April, 2018 to 31 March, 2019.
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries:	Singapore Dollar at ₹ 51.13
6.	Share capital:	SGD 25,000
7.	Reserves and surplus:	SGD 2,030,421
8.	Total assets:	SGD 2,059,084
9.	Total Liabilities:	SGD 2,059,084
10.	Investments:	Nil
11.	Turnover:	SGD 2 3,046
12.	Profit before taxation:	SGD (5,140)
13.	Provision for taxation:	SGD Nil
14.	Profit after taxation:	SGD (5,140)
15.	Proposed Dividend:	0
16.	Extent of shareholding (in percentage):	100%

## ANNEXURE 'B'

### Form No. MR - 3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

#### INFORMATION IN RESPECT OF RESPONSIVE SOLUTIONS, INC. TO BE PRESENTED WITH AMOUNTS IN US DOLLAR

1.	Sl. No.:	3
2.	Name of the subsidiary:	Paypermint Private Limited
3.	The date since when subsidiary was acquired:	24 August, 2016
4.	Reporting period for the subsidiary concerned:	1 April, 2018 to 31 March, 2019
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries:	Not Applicable
6.	Share capital:	₹960 lacs
7.	Reserves and surplus:	₹ 693.74 lacs
8.	Total assets:	₹ 1,728.48 lacs
9.	Total Liabilities:	₹ 1,728.48 lacs
10.	Investments:	₹ 764.74 lacs
11.	Turnover:	₹ 4.12 lacs
12.	Profit before taxation:	₹ (570.79) lacs
13.	Provision for taxation:	₹ (89.28) lacs
14.	Profit after taxation:	₹ (481.51) lacs
15.	Proposed Dividend:	0
16.	Extent of shareholding (in percentage):	79.17%

#### Notes:

The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations – Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year. –Not Applicable

#### PART "B": ASSOCIATES AND JOINT VENTURES

The Company does not have any Associate or Joint Venture during the Financial Year 2018-19.

For CHATURVEDI & COMPANY

CHARTERED ACCOUNTANTS

(Reg. no : 302137E)

Sd/-

**NILIMA JOSHI**

Partner,

(M. No. 52122)

Place: Kolkata

Date: 30 April, 2019

For and on behalf of the Board of Directors

Sd/-

**S.K. Jain**

Director

(DIN: 00047474)

Sd/-

**R. R. Jain**

Chairman & Managing Director

(DIN: 00122942)

To,

The Members,

**R S SOFTWARE (INDIA) LTD.**

234 3A Acharya Jagadish Chandra Bose Road

Kolkata 700020

West Bengal

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **R S SOFTWARE (INDIA) LTD.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31 March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2019 according to the provisions of:

- The Companies Act, 2013 (the Act), amendment and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign

Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/ circulars as may be issued by SEBI from time to time;
  - The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

I further report that, there were no actions/ events in pursuance of;

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016;

**“Annexure A”**  
(TO THE SECRETARIAL AUDIT REPORT OF R S SOFTWARE (INDIA) LTD.  
FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2019)

- vi) The Company had identified following Other laws as specifically applicable to the Company namely:
- The Information Technology Act 2000
  - The Copyright Act, 1957
  - The Patents Act, 1970
  - The Trade Marks Act, 1999 etc.

We further report that having regard to the compliance system prevailing in the Company, we have relied upon the representation made by the Management, for compliance with the other applicable laws.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards as mandated and issued by the Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has been no change in the composition of Board of directors during the period under review and the composition of Board of directors of the Company is in conformity with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed “ANNEXURE - A” and forms an Integral Part of this Report.

Place : Kolkata  
Date : 30 April, 2019

**For M R & Associates**  
*Company Secretaries*

sd/-  
**M.R. Goenka**  
*Partner*  
(FCS No.: 4515)  
(C P No.: 2551)

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

Our report of even date is to be read along with this letter.

- Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Date : 30 April, 2019

**For M R & Associates**  
*Company Secretaries*

sd/-  
**M.R. Goenka**  
*Partner*  
(FCS No.: 4515)  
(C P No.: 2551)

# ANNEXURE 'C'

## Secretarial Compliance Report

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2019

[Pursuant to Circular No. CIR/CFD/CMDI/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 31 March, 2019 ("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**

- (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, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except

in respect of matters specified below:-

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

- (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:

Place : Kolkata  
Date : 30 April, 2019

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.
	N/A	N/A	N/A	N/A

- (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...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

For M R & Associates  
Company Secretaries

sd/-

**M.R. Goenka**

Partner

(FCS No.: 4515)

(C P No.: 2551)

**ANNEXURE 'D'**  
**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

for the financial year ended on 31 March, 2019.

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i) CIN	L72200WB1987PLC043375
ii) Registration date	02/12/1987
iii) Name of the company	R S Software (India) Ltd.
iv) Category/ Sub category	Public company limited by Shares
v) Address and Registered office and contract details	FMC FORTUNA", 1ST FLOOR, A-2, 234/3A, AJC BOSE ROAD, KOLKATA-700020 Phone No. (033) 22875746/ 6254/6255 Fax: 033 22876256 Website: www.rssoftware.com
vi) Whether listed company: Yes/No	Listed
vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any	C.B. MANAGEMENT SERVICES (P) LTD P-22, BONDEL ROAD, KOLKATA-700019 Phone No. 033 2280 6692, 9424862937 Fax No. 033 2287 0263

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the Business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Software Development	6202	100%

\*As per National Industrial Classification – Ministry of Statistics and Programme Implementation

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sl. No.	NAME OF THE COMPANY	CIN/ GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Responsive Solutions Inc.	N.A. (Foreign co.)	Subsidiary	100 %	2(87)
2.	RS Software (Asia) Pte. Ltd.	N.A. (Foreign co.)	Subsidiary	100 %	2(87)
3.	Paypermint Pvt. Ltd.	U72900WB2016PTC217291	Subsidiary	79.17%	2(87)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (01 April, 2018)				No. of Shares held at the end of the year (31 March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters and Promoter Group</b>									
<b>1. INDIAN</b>									
a) Individual/HUF	10402192	0	10402192	40.46	10402192	0	10402192	40.46	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>10402192</b>	<b>0</b>	<b>10402192</b>	<b>40.46</b>	<b>10402192</b>	<b>0</b>	<b>10402192</b>	<b>40.46</b>	<b>-</b>
<b>2. FOREIGN</b>									
a) Individuals (NRIs)	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A)= (A)(1)+ (A)(2)</b>	<b>10402192</b>	<b>0</b>	<b>10402192</b>	<b>40.46</b>	<b>10402192</b>	<b>0</b>	<b>10402192</b>	<b>40.46</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. INSTITUTIONS</b>									
a) Mutual Funds	0	5888	5888	0.02	0	2304	2304	0.01	(0.01)
b) FIs/ Banks	100136	1792	101928	0.40	2274	1792	4066	0.02	(0.38)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	0	5888	5888	0.02	0	4352	4352	0.02	0.00
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	413799	4608	418407	1.63	282799	768	283567	1.10	(0.53)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
(i-i) UTI	0	23176	23176	0.09	0	8704	8704	0.03	(0.06)
<b>Sub-total B)(1):-</b>	<b>513935</b>	<b>41352</b>	<b>555287</b>	<b>2.16</b>	<b>285073</b>	<b>17920</b>	<b>302993</b>	<b>1.18</b>	<b>(0.98)</b>
<b>2. NON-INSTITUTIONS</b>									
a) Bodies Corporate									
i) Indian	1702856	4442	1707298	6.64	1370564	1936	1372500	5.34	(1.30)
ii) Overseas	0	3584	3584	0.01	0	3584	3584	0.01	0.00
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	9305752	482974	9788726	38.08	9826503	341626	10168129	39.55	1.47
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1415994	0	1415994	5.51	1535941	0	1535941	5.97	0.47











## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Mr. Rajnit Rai Jain (Chairman & Managing Director)	Total Amount (₹ In Lakhs)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	55.84	55.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify	0.00	0.00
5	Others (Employer's Provident Fund)	4.32	4.32
	<b>Total (A)</b>	<b>60.16</b>	<b>60.16</b>
	<b>Ceiling as per the Act</b>	<b>As per Part II of Schedule V of the Companies Act,2013</b>	

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration (INR)	Name of Directors				Total Amount (₹ In lakhs)
		Mr. Shital Kumar Jain	Mr. Rajasekhar Ramaraj	Mr. Richard Nicholas Launder	Mrs. Sarita Jain	
1	<b>Independent Directors</b>					
	Fee for attending board/ committee meetings	4.00	6.00	4.80	-	14.80
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>4.00</b>	<b>6.00</b>	<b>4.80</b>	<b>-</b>	<b>14.80</b>
2.	<b>Other Non-Executive Directors</b>					
	Fee for attending board/ committee meetings	-	-	-	1.60	1.60
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.60</b>	<b>1.60</b>
	<b>Total (B)=(1+2)</b>	<b>4.00</b>	<b>6.00</b>	<b>4.80</b>	<b>1.60</b>	<b>16.40</b>
	<b>Total Managerial Remuneration (A+B)</b>	<b>76.62</b>				
	Overall Ceiling as per the Act	The limit as prescribed under Companies Act, 2013				

#Total managerial remuneration paid to Managing Director. The Non-executive directors are not being paid any remuneration except sitting fees.

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sl. No.	Particulars of Remuneration (INR)	Key Managerial Personnel		
		CEO	CFO & Company Secretary	Total Amount (₹ In lakhs)
1	Gross salary	55.84	63.81	119.65
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			

Sl. No.	Particulars of Remuneration (INR)	Key Managerial Personnel		
		CEO	CFO & Company Secretary	Total Amount (₹ In lakhs)
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others (Employer's Provident Fund)	4.32	3.28	7.60
	<b>Total (INR.)</b>	<b>60.16</b>	<b>67.09</b>	<b>127.25</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31 March, 2019.

Type	Section of the Companies Act, 2013	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>C. Other Officers in default</b>					
Penalty					
Punishment			NIL		
Compounding					

For and on behalf of the Board of Directors

Sd/-

**Ranjit Rai Jain**

Chairman and Managing Director

(DIN. 00122942)

Dated: 30 April, 2019

Place: Kolkata

## ANNEXURE 'E'

### Annexure to the Director

Statement pursuant to Section 197(12) read with Rule 5(1) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

- i. The ratio of the remuneration of each director to the median remuneration of all the employees of the company for the financial year 2018-19 is as follows:

Sl. No.	Name of the Directors	Remuneration (₹ In lacs)	Median Remuneration of Employees (₹ In Lacs)	Ratio
1.	RAJNIT RAI JAIN	60.16	9.63	6.25:1

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer & Company Secretary in the financial year 2018-19:

Sl. No.	Name	Designation	Remuneration of previous year (₹ in lacs)	Remuneration of Current year (₹ in lacs)	% increase / (decrease) in remuneration
1	RAJNIT RAI JAIN	CHAIRMAN & MANAGING DIRECTOR	58.32	60.16	3.16
2	MR. VIJENDRA KUMAR SURANA	CFO & COMPANY SECRETARY	66.65	67.09	0.66

- iii. The percentage increase in the median remuneration of employees in the financial year:

Median remuneration of previous year (₹ In lacs)	Median remuneration of current year (₹ In lacs)	%increase
8.50	9.63	13.29

- iv. The number of permanent employees on the rolls of company as on 31.03.2019 is 287

- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Sl. No.	Particulars	Average % increase/ (decrease)
1	Increase/ (decrease) in salary of KMP	3.82
2	Increase/ (decrease) in salary of employee (other than KMP)	5.60

- vi. Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company

### STATEMENT PURSUANT TO SECTION 197(12) READ WITH RULE 5(2) AND (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

Sl. No.	Name	Designation/ Nature of Duties	Remuneration Received (₹ In Lacs)	Qualification	Experience in years	Age in years	Date of com- mencement of employment	Last employment held	Percentage of Equity Shares held by the employee in the Company
1.	Vijendra Kumar Surana	CFO and Company Secretary	67.09	MBA, FCA, ACS, AICMA	24	47.5	2 Nov, 07	VISA International	-
2.	Rajnit Rai Jain	Chairman and Managing Director	60.16	B.S, MBA	31	62.5	2 Dec, 87	-	39.04%
3.	Sumit Mishra	Associate Vice President	53.16	M.E.	27	52.5	21 Apr, 08	Praxis Softek Solutions	-
4.	Pranjal Chakraborti	General Manager	43.05	B.Tech; MBA	22	46	3 May, 18	Indepay Networks Private Limited	-
5.	Abir Mukhopadhyay	Senior Manager	42.73	B.E.	22	44.4	1 Jul, 97	-	-
6.	Aniruddha Rai Chaudhuri	General Manager	42.45	B.SC., PGCACS	25	47.4	3 May, 99	Globsyn Technologies	-
7.	Chinmoy Das	Principal Consultant	41.47	B.E.	24	47.5	28 Jan, 08	CTS	-
8.	Souvik Datta Ray	Deputy General Manager	34.61	B.E.	21	46.9	15 Feb, 99	Air conditioning Corp Ltd	-
9.	Dipanjan Biswas	Senior Technical Consultant	31.47	B.E.	20.3	44	19 Mar, 18	CTS	-
10.	Milind Kamat	Chief Operating Officer	18.51	MASTER OF SCIENCE	29.5	53.1	25 Jan, 19	INGENICO	-

#### Notes:

- In terms of the proviso to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees posted and working in a country outside India, not being Directors or their relatives, have not been included in the above statement.
- None of the Employees listed above is a relative of any director of the Company.
- The nature of employment is contractual in all the above cases.
- None of the Employees listed above owns 2% or more of the paid-up equity share capital of the Company.
- The above statement covers the remuneration paid by the Company and not by any subsidiary/ies.

For and on behalf of the Board of Directors

Sd/-

**Rajnit Rai Jain**

Chairman & Managing Director

(DIN: 00122942)

Place: Kolkata

Date: 30 April, 2019

## Annexure 'F'

# Corporate Social Responsibility

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES/ INITIATIVES FOR THE FY 2018-19

[Pursuant to Section 135 of Companies Act, 2013 read with Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

This policy which lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large along with the company's philosophy for delineating its responsibility as a corporate citizen is titled as the 'RS SOFTWARE CSR Policy'.

The Company had proposed to undertake the activities relating to social welfare, which includes activities eradicating poverty and malnutrition, providing safe drinking water and other social welfare.

The CSR policy functions as a built-in, self-regulating mechanism whereby a business monitors and ensures its active compliance with the spirit of the law, ethical standards, and international norms. It is placed on the Company's website and the weblink for the same: <http://www.rssoftware.com/about#community>.

2. **The composition of the CSR Committee:**

S. No.	Name	Designation
1.	Mr. Rajnit Rai Jain	Chairman, CSR Committee
2.	Mr. Shital Kumar Jain	Member
3.	Mr. Rajasekar Ramaraj	Member

3. **Average Net profit of the Company for last three Financial Years:** (Amount in lacs.)

S. No.	Financial Year	Profit/(Loss) after adjustments
1.	2017-2018	(970.07)
2.	2016-2017	(1401.51)
3.	2015-2016	1346.33
<b>Total</b>		<b>(1025.25)</b>
<b>Total Average net Profit/(Loss) for CSR = Total/3</b>		<b>(341.75)</b>

4. **Prescribed CSR Expenditure at 2%:** Nil

5. **Details of CSR spent during the Financial Year:**

(a) **Total amount to be spent for the financial year:** Nil

(b) **Amount unspent, if any:** Not Applicable

(c) **Manner in which the amount is spent:** Not Applicable

6. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount:**

The Company is incurring loss since last two Financial Years i.e. the F.Y ended on 31.03.2018 and 31.03.2017. The compliance requirement for spending at least two percent of total average net profit is aggregating to the negative amount of ₹ (6.83) lacs. Therefore, the company is not required to spend the said money for CSR.

7. **CSR committee Responsibility statement:**

We hereby confirm that the implementation of the Policy and monitoring of the CSR projects and activities is in compliance with CSR objectives and CSR Policy of the Company.

**For and on behalf of the Corporate Social Responsibility Committee**

Sd/-  
**Rajnit Rai Jain**  
Chairman of CSR Committee  
Chairman & Managing Director  
(DIN: 00122942)

Sd/-  
**Mr. Shital Kumar**  
Member of CSR Committee  
Director  
(DIN: 00047474)

Place : Kolkata

Date : 30 April, 2019

## Annexure 'G'

# Annexure to Directors' Report

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

- A. Details of Conservation of Energy:**

The Company uses electric energy for all its equipment such as air conditioners, computer terminals, lighting and utilities in the work premises. All possible measures have been taken to conserve energy.

- Through periodic energy audits to identify potential areas for saving
- By incorporating energy-efficient equipment
- Through automation i.e., using timers, automatic level controllers etc.

- B. Technology Absorption** : The details are given below:

- (a) Research & Development**

1. Specific area in which R & D work has been done by the Company : Technology research was done in RS Payments Lab on distributed data processing architecture like Hadoop, real time analytics frameworks like Spark, Python, Neo4J, Redis, device fingerprinting, Machine Learning techniques, Descriptive Analytics, Predictive Analytics applied to digital fraud analytics and business insights and decisions. Other initiatives include cloud enablement, 3DS 2.0, Test Automation of Risk and Fraud Platform, API Platform, etc. New courses were created and offered to internal employees. A major transformative move was made towards development of digital products and platforms for payment processors and aggregators in India and global markets.

2. Benefits expected from the R & D : The competence built is helping the company gain mileage to win large end-to-end multi-year engagements, acquire new customers and assure value added services to all customers. The digital products and platforms are gaining market traction. The company prepared itself to generate revenue from transaction processing such as Fraud and Risk platform, UPI Middleware platform to banks, 3DS2.0 Test Automation platform, etc. These assets work as door openers to acquire new customers for services business as well.

3. Future plan of action : Continue technology exploration on Faster Payments, API-zation of Platform Data Lake, Fraud and Risk Management, Data Ingestion and Customer Segmentation, Digital Commerce, Targeted Loyalty, Digital Payments Platform, Cloud Computing, Blockchain and Open Source software across solution areas. We plan to increase the number of self-service courses so that it can be administered without trainer, location and time constraint.

- (b) Technology Absorption, Adaptation and Innovation**

1. Efforts made towards technology absorption, adaptation and innovation : Technology exploration and absorption was done in RS Payments Lab on API platform development and management, building micro services, API platform, developer portal, sandbox, data analytics, payment gateway, test automation, CRM, estate management, Wallets for UPI Pay and Bill Pay, automated underwriting. Open Source software products were reviewed, explored and then used for highly scalable and available systems. An open technology stack was used to architect a high performance and scalable financial fraud and risk management.

## Annexure 'H'

# Corporate Governance and Disclosures

2. Benefits derived as a result of the above efforts : The efforts are translating to transforming Indian society towards adoption of digital payments. These are translating to business growth with existing customers as well as build a rich service portfolio for new customer accounts. Going ahead the company plans to actively acquire new customers using the knowledge and competency acquired. The effort is effective in launching RS in platform business and data analytics based engagements. It helps change the market perception of RS branding from technology services provider to business service provider.

### C. Earnings and Expenditures in Foreign Currency

1. Initiatives like increasing exports, development of new export markets etc. to earnings in foreign currency : Nil
2. Earning in Foreign Currency (INR in Lacs) : 4,598.42
2. Expenditure in Foreign Currency (INR in Lacs) : 4,716.06

For and on behalf of the Board of Directors

Sd/-

**Rajnit Rai Jain**

*Chairman & Managing Director*  
(DIN: 00122942)

Place: Kolkata

Date: 30 April, 2019

Good governance facilitates efficient, effective and entrepreneurial management that can deliver stakeholder value over the longer term. It is about commitment to values and ethical business conduct. It is a set of laws, regulations, processes and customs affecting the way a company is directed, administrated, controlled or managed.

Good corporate governance underpins the success and integrity of the organizations, institutions and markets. Corporate Governance is a combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good Corporate Governance leads to long term Shareholder value and enhances interest of other Stakeholders. It is one of the essential pillars for building an efficient and sustainable environment.

The Company recognizes that good Corporate Governance is a continuous exercise and always acts as a good corporate citizen which is inherent in the culture of the Organization. The Company believes in good and ethical Corporate Governance practices and follows the same by adopting fairness, transparency and accountability in all its operations as an on-going exercise. The Company believes that these aspects by and large set out for adequate, appropriate and timely corporate disclosures on relevant matters consistent with ethical business conduct by the Corporate Management so as to turn out performance which is fair, true and transparent and takes as much care of the interests of the Corporate Management as of its various stakeholders including shareholders, employees, debtors and creditors and is equally responsive to the requirements of various governmental and regulatory agencies.

### A. MANDATORY DISCLOSURES

#### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Corporate Governance philosophy of the Company is as follows:

- Follow the spirit of the law and not just the letter of the law. Corporate Governance standards should go beyond the law.
- Be transparent and maintain high degree of disclosure levels. When in doubt, disclose it.
- Make a clear distinction between personal convenience and corporate resources.

- Communicate externally, in a truthful manner, about how the Company is running internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- Comply with the laws in all the countries in which the Company operates.
- Management is the trustee of shareholders' capital and not the owner.

Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders.

#### 2. THE BOARD OF DIRECTORS

The Board of Directors determines the purpose and values of the Company. The primary role of the Board is that of trusteeship so as to protect and enhance stakeholders' value through the strategic supervision of the Company and its subsidiaries.

#### BOARD SIZE AND COMPOSITION

The Board of Directors ("Board") of the Company has an optimum combination of Executive and Non-Executive Directors with a Woman Director and Independent Directors, and not less than Fifty percent of the Board of Directors comprising Non-Executive Directors who have in-depth knowledge of the business. Your Company has 5 (Five) Directors consisting of 2 (Two) Promoter Directors of which 1(One) is an Executive Director who is designated as Chairman & Managing Director, 1(One) Women Director who is Non-Executive Non Independent Director and three Non-Executive Independent Directors. During the fiscal year the Board met on 5 (Five) times on 19 April, 2018, 26 July, 2018, 9 October, 2018, 22 January, 2019 and 29 January, 2019 as per the statutory requirements.

The maximum time gap between any consecutive meetings did not exceed 120 (One Hundred Twenty) days.

In Compliance with Regulation 25 of SEBI Listing Regulations, 2015, none of the Directors on the Board serve as an Independent Director of more than 7 (Seven) listed companies across all companies under which he/she is Director. Further, the Director on the Board serving as a Whole time Director/ Managing Director in a listed company is not serving as an Independent Director of more than 3 (Three) listed companies across all companies in which he is a Director.

Further in compliance with Section 165 of the Companies Act, 2013, none of the Directors on the board hold directorship in more than 20 (Twenty) companies at the same time with the directorship in public companies not exceeding 10 (Ten). All the Directors have made necessary disclosures regarding directorship/committee positions occupied by them in other listed entities / public limited companies (Whether listed or not) in accordance with Regulation 25 and 26 of SEBI Listing Regulations, 2015.

The Composition of the Board of Directors as on 31 March, 2019 is in conformity with the provision of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the SEBI Listing Regulations, 2015. As per the Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 every listed entity having Executive Chairperson shall have at least half of the board members as Independent Directors. The details of the Board of Directors as on 31 March, 2019 are as under:

Sl. No.	Name of Directors	DIN	Category
1.	Mr. RAJNIT RAI JAIN (Chairman & Managing Director)	00122942	Executive Director
2.	Mr. SHITAL KUMAR JAIN	00047474	Independent Director
3.	Mr. RAJASEKAR RAMARAJ	00090279	Independent Director
4.	Mrs. SARITA JAIN	00206743	Non-Executive Director
5.	Mr. RICHARD NICHOLAS LAUNDER	03375772	Independent Director

Mr. Shital Kumar Jain is also the director of PNB Housing Finance Limited, a listed entity. None of the other directors are directors of other listed companies.

In accordance with the provision of Companies Act, 2013 and clarifications/ circulars issued from time to time, the Company has appointed Mr. Shital Kumar Jain (DIN 00047474), Mr. Rajasekar Ramaraj (DIN 00090279) and Mr. Richard Nicholas

Laundry (DIN 03375772), as Independent Directors of the Company to hold office for a period of 5(Five) consecutive years from the date of the Twenty Sixth Annual General Meeting of the Company held on 18 July, 2014. The company has proposed to pass resolution for their re-appointment as Independent directors for the second term to hold office for a period of 5 (five) consecutive years with effect from 1 April, 2019 to 31 March, 2024,through Postal ballot vide Notice dated 30 April, 2019.

All the Independent Directors of the Company had furnished a declaration at the time of their appointment/ reappointment as also annually that they qualify the tests of their being independent as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, 2015. All the requisite declarations were placed before the Board. In the opinion of the Board, all the existing Independent directors as well as those who are proposed to be appointed through the said postal ballot, fulfills the condition specified in SEBI Listing regulations and are independent of the management.

The Board has various Committees viz. Audit committee, Nomination and Remuneration committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee in addition to few internal committees. All observations, recommendations and decisions of the committee are placed before the Board for information or approval as the case may be. Further, during the year, the Board of Directors has accepted all the recommendation of the Board Committees.

#### MEETING OF INDEPENDENT DIRECTOR (IDS)

In terms of provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall meet at least once in a year without the presence of the Chairman & Managing Director and other Non-Executive & Non-Independent Directors and the Management Team. The Independent Directors met on 22 January, 2019 without the presence of the Chairman & Managing Director and other Non-Executive & Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and enables them to and inters- alia discussed:

- review the performance of non-independent directors and the Board as a whole
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors

- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### FAMILIARIZATIONS PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Regulation 25(7) of the Listing Regulations the Company has conducted the Familiarization Programme for Independent Director and provided with necessary documents, report and internal policies to enable them to familiarize with the Company including the nature of the industry in which the Company operates, business model of the Company, roles, rights, responsibilities of IDs and any other relevant information. The details of familiarization programme conducted during the year is being hosted on the website of the company at www.rsssoftware.com

#### PERFORMANCE EVALUATION

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination & Remuneration Committee of your Company has formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors) pursuant to provision of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and under Regulation 19(4) read with Part D of Schedule II of the SEBI Listing Regulations, 2015 with Stock Exchanges.

Based on these criteria, the performance of the Individual Directors (including Independent Directors), the Board and

various Board Committees viz. Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Executive Committee was evaluated.

During the year under review, the Independent Directors of your Company reviewed the performance of Non-Independent Directors and Chairperson of your Company, taking into account the views of Executive Directors and Non-Executive Directors.

The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The information flow between your Company's Management and the Board is complete, timely with good quality and sufficient quantity.

#### Key Skills/Expertise/Competence of the Board of Directors

The Board of directors of the Company comprises qualified member who bring in the required skills, expertise and competence to allow them to make effective contribution to the Board and its committees. The Board members are committed to ensuring that the Board is in well compliance with the highest standards of Corporate Governance.

In terms of SEBI Listing Regulations, 2015, the company identified the following list of core skills/expertise/competencies as is required in the context of company's business(es) and sector(s) for it to function effectively and those which are actually available with the Board:

Skills/Expertise/Competence	Details
Behavioral	Fulfilling a director's duties and responsibilities, putting the organization's interests before personal interests, acting ethically, active contributor, collaborative, performance oriented and professional.
Financial	Qualifications and/or experience in accounting and/or finance and the ability to analyze key financial statements, leadership of a financial firm or management of the finance functions of an expertise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, auditor or person performing similar functions.
Diversity	Representations of gender, ethnic, geographic, cultural or other prospective that expands the Board's understanding of the needs and viewpoints of the company's customers, partners, employees, governments, and other stakeholders worldwide.
Industry	Experience in the financial services sector in which the company operates. Experience in driving business successfully around the world, with an understanding of diverse environments, economic conditions, cultures, and a broad perspective on global opportunities.

Skills/Expertise/Competence	Details
Technology	Significant backgrounds in technology, resulting in knowledge of how to anticipate technological trends, innovations and extend or create new business models.
Strategic Expertise	Ability to understand, critically access and review business strategies including acquisitions and other business combinations.
Board Service and Governance	Service on a public company board to develop insights and maintain board and management accountability, protects shareholder interests and observing appropriate governance practices.

Further in the table below, the specific areas of skills/ expertise/competencies of individual Board members have been highlighted.

Name of Director	Skills/ Expertise/Competencies						
	Behavioral	Financial	Diversity	Industry	Technology	Strategic Expertise	Board Service and Governance
Mr. Rajnit Rai Jain	✓	✓	✓	✓	✓	✓	✓
Mr. Shital Kumar Jain	✓	✓	✓	✓	-	✓	✓
Mrs. Sarita Jain	✓	-	-	✓	-	✓	✓
Mr. Rajasekar Ramaraj	✓	✓	✓	✓	✓	✓	✓
Mr. Richard Nicholas Launder	✓	✓	✓	✓	✓	✓	✓

#### COMPOSITION, CATEGORY AND OTHER RELEVANT DETAILS OF DIRECTORS ALONGWITH ATTENDANCE OF EACH DIRECTOR AT THE MEETING OF THE BOARD OF DIRECTORS AND THE LAST ANNUAL GENERAL MEETING

The table below gives the details of Directors attendance at the Board Meetings and at the last Annual General Meeting and information regarding Directorship, Committee Membership and Chairmanship in other Companies:

Name of Director	Attendance Particulars				Number of other Directorship, Committee Membership and Chairmanship			No. of shares and convertible instruments held *	Relation-ship with other Directors
	Board Meetings		Category	Last AGM	Other Directorship @	Committee Member-ship #	Committee Chairman-ship #		
	Held	Attended							
Mr. Rajnit Rai Jain	5	5	Executive Director (Chairman & Managing Director)	Yes	-	2	-	10035648	Husband of Mrs. Sarita Jain
Mr. Shital Kumar Jain	5	2	Non- Executive & Independent Director	No	2	2	2	Nil	-
Mrs. Sarita Jain	5	4	Non-Executive Director	No	-	-	-	3,66,544 Equity Shares	Wife of Mr. Rajnit Rai Jain
Mr. Rajasekar Ramaraj	5	3	Non- Executive & Independent Director	Yes	2	2	-	68,400 Equity Shares	-
Mr. Richard Nicholas Launder	5	2	Non- Executive & Independent Director	Yes	-	1	-	48,400 Equity Shares	-

@ Excludes directorships held in Foreign Companies, Section 8 Companies and Private Companies.

# Only Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies, whether Listed or not including the reporting company had been considered as per Regulation 26 of SEBI (LODR) 2015.

\* Represents number of shares and convertible instruments held by the Directors as on 31.03.2019.

#### CODE OF CONDUCT

The Company has adopted a Code of Conduct specifically for the members of the Board of Directors and/or members of the Senior Management of the Company, which sets out as follows:

The Company's Code of Conduct is available on the company's website [www.rssoftware.com](http://www.rssoftware.com) and on the web link <http://www.rssoftware.com/pdfs/RS-Software-Code-of-Conduct.pdf>. It is hereby declared that the company has obtained from all Board Members and Senior Executives an affirmation that they have complied with the Code of Conduct for financial year 2018-19.

#### 3. AUDIT COMMITTEE COMPOSITION

Pursuant to section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015 the Audit Committee is constituted with 2 (Two) Non-Executive Independent Directors and 1(One) Executive Director who is the Chairman & Managing Director of the Company.

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Members	Category	Attendance at Audit Committee Meetings	
		Held	Attended
Mr. Shital Kumar Jain (Chairman of the Audit Committee)	Non –Executive & Independent Director	4	2
Mr. Rajnit Rai Jain	Executive Director	4	4
Mr. Rajasekar Ramaraj	Non- Executive & Independent Director	4	3
Mr. Richard Nicholas Launder	Non- Executive & Independent Director	4	2

Mr. Vijendra Kumar Surana, the Company Secretary acts as the Secretary to the Audit Committee.

#### MEETINGS:

4 (Four) meetings of the Audit Committee were held during the year 2018-19 on 19 April, 2018, 26 July, 2018, 9 October, 2018 and 22 January, 2019 and the necessary quorum was present in all the meeting as required under SEBI Listing Regulations, 2015. The maximum time gap between two consecutive meetings did not exceed 120 (One Hundred Twenty) days. The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings.

#### TERMS OF REFERENCE:

The Audit Committee of the Board is constituted in compliance with the provisions of section 177 of Companies Act 2013 read

with regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The committee shall act in accordance with the terms of reference specified by board which shall, inter alia, include—

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation to the Board for appointment, re-appointment, remuneration, terms of appointment of Auditor and if required the replacement or removal of Auditors of the Company.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors
- Reviewing and monitor the auditor's independence and performance, and effectiveness of audit process.
- Reviewing with management, performance of Statutory & Internal Auditor, adequacy of Internal Control System, scope of audit and note the observation of Auditors.
- Examination & review of the Annual financial statement, auditors' report with management before submission to board with particular reference to :
  - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - modified opinion in the draft audit report.
- Review, approve or any subsequent modification of transactions of the company with related parties and to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis subject to the approval of the Board



- Reviewing with management quarterly, half yearly financial statement before submission to the board for approval;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, the statement of uses /application of funds raised through an issue & other related matter and make appropriate recommendations to the Board to take up steps in this matter.
- Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- The review the functioning of Vigil Mechanism /Whistle Blower Policy adopted for Directors & employees of the company to report their genuine concerns and shall have direct access to the chairperson of the Audit Committee in appropriate or exceptional cases
- Scrutiny of Inter corporate Loans & Investments.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Approval of appointment/ removal including terms of remuneration of Chief Financial Officer. (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

- Carrying out other matters specified for Audit Committee in Section 177 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Listing Regulations, 2015.

During the Financial Year 2018-19, total fees for all services paid by the Company and its subsidiaries, on a consolidated basis to the statutory Auditor and all entities in the network firm/ network entity of which Statutory Auditor is a part aggregated to ₹ 3.90 lacs (Rupees Three Lacs Ninety Thousand only).

#### 4. STAKEHOLDERS RELATIONSHIP COMMITTEE COMPOSITION

The Stakeholders Relationship Committee comprises of 2 (Two) Directors, Mr. S.K. Jain (Non- Executive & Independent Director) who is the Chairman of the Committee and Mr. R.R. Jain (Chairman & Managing Director of the Company) and Mr. Vijendra Kumar Surana, CFO & Company Secretary, who acts as Secretary to this Committee.

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Members	Category	Attendance at Stakeholder's Relationship Committee Meetings	
		Held	Attended
Mr. Shital Kumar Jain (Chairman of the Committee)	Non –Executive & Independent Director	4	2
Mr. Rajnit Rai Jain	Executive Director	4	4
Mr. Rajasekar Ramaraj	Non- Executive & Independent Director	4	2

#### Meetings:

During the year 2018-19, the Committee met 4 (Four) times on 18 April, 2018, 26 July, 2018, 9 October, 2018 and 21 January, 2019.

#### Terms of Reference

The Committee has been formed to undertake following activities:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Oversee the performance of the Company's Registrars and Transfer Agents.
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory

notification / amendment or modification as may be applicable.

- Perform such other functions as may be necessary or appropriate for the performance of its duties.
- Consider, resolve and monitor redressal of investors' / shareholders' grievances related to transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend etc.
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.

#### INVESTORS' GRIEVANCES

During the Financial Year ended 31 March, 2019, the Company received complaint from the Shareholders / Investors of the Company as given below:

Particulars	Details
Number of complaint at the beginning of the year	Nil
Number of Shareholder's Complaints received during the year	3
Number of complaint not solved to the satisfaction of shareholders	Nil
Number of pending complaints at the end of the year	Nil

#### SEBI SCORES

During the year company has received 3 complaints from SCORES which are fully resolved and no complaints are pending to be resolved as on date.

#### NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER:

Mr. Vijendra Kumar Surana  
CFO & Company Secretary  
R S Software (India) Limited  
'FMCFORTUNA', 1st Floor, A-2,  
234/3A, A.J.C. Bose Road,  
Kolkata - 700020

#### 5. NOMINATION & REMUNERATION COMMITTEE:

##### COMPOSITION:

Pursuant to the provisions of section 178 of the Companies Act, 2013 and as per Regulation 19 of the SEBI Listing Regulations, 2015 the Nomination & Remuneration Committee of the Company comprises of Mr. Rajasekar Ramaraj, Mr. Shital Kumar Jain and Mr. Richard Nicholas Launder, Non-Executive Independent Directors and Mr. Rajnit Rai Jain, Executive Director. Mr. Rajasekar Ramaraj acts as Chairman of the Committee.

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Members	Category	Attendance at Nomination & Remuneration Committee Meetings	
		Held	Attended
Mr. Rajasekar Ramaraj (Chairman of the Committee)	Non –Executive & Independent Director	3	2
Mr. Rajnit Rai Jain	Executive Director	3	3
Mr. Shital Kumar Jain	Non- Executive & Independent Director	3	2
Mr. Richard Nicholas Launder	Non-Executive & Independent Director	3	2

#### MEETINGS:

During the year 2018-19 the Committee met 3 (Three) times on 18 April, 2018, 27 July, 2018 and 9 October, 2018 and the necessary quorum was present in all the meeting as required by SEBI Listing Regulations, 2015.

#### TERMS OF REFERENCE:

The committee is primarily responsible for:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, KMP and other employees
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of evaluation of independent directors.
- Identifying and assessing potential individuals in accordance with the Criteria laid down for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel / senior management and recommend to the Board their appointment and removal
- Formulate the criteria for performance evaluation of independent directors and the Board of directors.
- Devise a policy on Diversity of Board of Directors.
- Periodically reviewing the size and composition of the Board to ensure that the structured commensurate with the requirement of the company.

Other matters specified for Nomination and Remuneration Committee in Section 178 of the Companies Act, 2013

Companies (Meetings of Board and its Powers) Rules, 2014 and under SEBI Listing Regulations, 2015

Further this Committee recommends and reviews the Compensation packages of the individuals and grant of ESOP to eligible candidates. The Compensation Policy is directed towards rewarding performance based on review of achievements on a periodical basis and has the overall approval from the Board of Directors.

**PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and based on SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/4 dated 5 January, 2017, the Board followed the formal mechanism for evaluating its annual performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process, whereby a structured questionnaire were prepared covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. Independent Directors' performance is evaluated based on their qualification, experience, knowledge and Quality of contribution to Board deliberations, ability to fulfill allotted functions / roles, attendance at meetings, Strategic perspectives or inputs regarding future growth/performance of the Company.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The N&R Committee considers the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Diversity of the Board.
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;

- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.
- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills

**REMUNERATION POLICY**

Remuneration policy of the RS Software (India) Ltd applies to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel (SMP or "LT") and other employees of the Company.

A transparent, fair and reasonable process for determining the appropriate remuneration at all career levels and roles as prevalent in the Company is required to ensure that the shareholders remain informed and confident about the management of the Company.

The objective of the remuneration policy is to enable the Company to attract, motivate, and retain qualified industry professionals for the Board of Management and other executive level in order to achieve the Company strategic goals. The remuneration policy acknowledges the internal and external context as well as the business needs and long term strategy. The policy is designed to encourage behaviour that is focused on long-term value creation, while adopting the highest standards of good corporate governance. The Company's Remuneration Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

**REMUNERATION POLICY FOR DIRECTORS**

**• NON-EXECUTIVE DIRECTORS:**

The Company follows a policy on remuneration of Directors and Senior Management Employees. Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Nomination and Remuneration Committee have formulated the criteria for determining qualifications, positive attributes, and independence of a Director in line with the requirements as given under Schedule IV of the Companies Act, 2013. All the Independent Directors have been appointed based on such criteria.

Non-Executive Directors did not draw any remuneration from the Company. Sitting fees to Non-executive and Independent Directors is being paid for each meeting of the Board and Committees attended by them.

None of our Non-Executive Directors has any pecuniary relationship or transaction with the Company, except to the extent of shareholding, if any in the Company.

The sitting fees paid to the Non-Executive Directors during the Financial Year 2018-19 are as under:

Name of Non-Executive Directors	Sitting fees (₹ in Lakhs)	
	Board Meeting	Committee Meeting
Mrs. Sarita Jain	1.60	0.00
Mr. Shital Kumar Jain	0.80	3.20
Mr. Rajasekar Ramaraj	1.20	4.80
Mr. Richard Nicholas Launder	0.80	4.00

**REMUNERATION TO EXECUTIVE DIRECTOR**

Name of the Director	Basic Salary	House Rent Allowance	Retiral Benefit	Other Allowances (Medical Allowance)	Sitting Fees	Stock Option Details	Total Amount Paid (₹ In Lakhs)
Mr. Rajnit Rai Jain, Chairman & Managing Director	36.00	18.00	4.32	1.84	-	-	60.16

- (i) The above details of remuneration or fees paid are all elements of remuneration package of individual directors summarized under major groups.
- (ii) Remuneration payable to Executive Director consists of fixed as well as variable. The fixed pay consists of Basic, HRA and Retiral Benefit.
- (iii) No Stock Option, Performance linked incentives and severance fees are given to Directors. No service contracts were entered into with Directors.

**6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE: COMPOSITION:**

Pursuant to the provisions of section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Company comprises of 2 (Two) Non-Executive Independent Directors and 1 (One) Executive Director, who is the Chairman of the Committee.

The Committee is responsible for monitoring the Corporate Social Responsibility Policy (CSR Policy) of the Company from time to time, instituting a transparent monitoring mechanism for implementation of the CSR projects for programs or activities undertaken by the Company etc. The Company's CSR Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Non-Executive Directors	Sitting fees (₹ in Lakhs)	
	Board Meeting	Committee Meeting
<b>Total</b>	<b>4.40</b>	<b>12.00</b>

**• EXECUTIVE DIRECTORS:**

The Nomination and Remuneration Committee takes into account experience, qualification and prevailing industry practices before giving its recommendation to the Board. On recommendation of the Nomination and Remuneration Committee, the Board decides remuneration to be paid to Executive Director, subject to approval of shareholders in terms of provisions of the Companies Act, 2013, read with Schedule V thereof. The Committee aims towards rewarding, on the basis of performance and reviews on a periodical basis. No sitting fee is being paid to the Executive Director.

Name of Members	Category	Attendance at CSR Committee Meetings	
		Held	Attended
Mr. Rajnit Rai Jain (Chairman of the Committee)	Executive Director	1	1
Mr. Shital Kumar Jain	Non –Executive & Independent Director	1	-
Mr. Rajasekar Ramaraj	Non- Executive & Independent Director	1	1

**MEETINGS:**

During the financial year 2018-19, the Committee had met once on 22 January, 2019.

**TERMS OF REFERENCE:**

The Committee is responsible for monitoring the Corporate Social Responsibility Policy (CSR Policy) of the Company from time to time, instituting a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company etc. and to formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder

- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the CSR Policy of the Company from time to time.
- To approve the Corporate Sustainability Reports and oversee the implementation of sustainability activities.

**7. EXECUTIVE COMMITTEE:****COMPOSITION:**

The Executive Committee of the Company comprises of 3 (Three) Non-Executive Independent Directors and 1 (One) Executive Director, who is the Chairman & Managing Director of the Company.

The constitution of the Committee, number of meetings held and attendance of the members are given below:-

Name of Members	Category	Attendance at Executive committee Meetings	
		Held	Attended
Mr. Rajnit Rai Jain (Chairman of the Committee)	Executive Director	4	4
Mr. Shital Kumar Jain	Non-Executive & Independent Director	4	2
Mr. Rajasekar Ramaraj	Non-Executive & Independent Director	4	2
Mr. Richard Nicholas Launder	Non-Executive & Independent Director	4	4

**TERMS OF REFERENCE:**

- The Committee reviews the operations of the company and directs the strategy of the company with focus on growth.
- It reviews the company from different aspects with respect to Sales, Delivery and other Processes.
- It guides the market directions and future strategy of the Company.

**MEETINGS:**

4 (Four) meetings of the Executive committee were held during the year 2018-19 on 18 April, 2018, 26 July, 2018, 9 October, 2018 and 21 January, 2019

**8. GENERAL BODY MEETINGS**

The location and time of the Annual General Meetings held and details of Special Resolution passed thereat during the preceding 3 years are as follows:

YEAR	DAY, DATE & TIME	VENUE	SPECIAL RESOLUTION PASSED
2015-16	Thursday, 21 July, 2016 at 11:30 a.m.	'Rabindra Tirtha', 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata-700156	1) To approve Company's Employee Stock Option Scheme 2016 (ESOP Scheme 2016)
2016-17	Friday, 21 July, 2017 at 11:30 a.m.	'Rabindra -Okakura Bhawan, Paschimbanga Bangla Academy, 27A/1 DD Block, Salt Lake City, (Near City Centre, Salt Lake), Kolkata-700 064	1) To re-appoint Mr. Rajnit Rai Jain (DIN: 00122942) as Chairman and Managing Director.
2017-18	Friday, 27 July, 2018 at 11:30 a.m.	'Rabindra Tirtha', 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata-700156	-

- DETAILS REGARDING RESOLUTIONS PASSED AND PROPOSED TO BE PASSED THROUGH POSTAL BALLOT:**

During the Financial Year 2018-19, no special resolution passed through Postal Ballot.

There is proposal for passing resolution through postal ballot vide notice dated 30 April, 2019 for the following businesses complying with the provisions of the Companies Act, 2013:

Sl. No.	Details	Resolution
1.	Approval for Appointment of Mr. Shital Kumar Jain as a Non-Executive and Independent Director of the Company after 31 March, 2019 pursuant to Regulation 17(1A) of SEBI Listing Regulations, 2015.	Special Resolution
2.	Appointment of Mr. Shital Kumar Jain (DIN 00047474) as an Independent Director of the Company	Special Resolution
3.	Appointment of Mr. Rajasekar Ramaraj (DIN 00090279) as an Independent Director of the Company.	Special Resolution
4.	Appointment of Mr. Richard Nicholas Launder (DIN 03375772) as an Independent Director of the Company.	Special Resolution
5.	Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.	Special Resolution
6.	Approve the limits under Section 180 (1) (a) of the Companies Act, 2013.	Special Resolution

No Extraordinary General Meeting of the members was held during the financial year 2018-19.

**9. CODE FOR PREVENTION OF INSIDER TRADING**

The Company has comprehensive guidelines on prevention of insider trading in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Conduct to Regulate, Monitor and Report Trading by Insiders ('Insider Trading Code') for prevention of insider trading inter-alia prohibits purchase / sale of shares of the Company by employees / Directors while in possession of unpublished price sensitive information in relation to the Company. The Compliance Officer is responsible for implementation of the Code. During the year under review there has been due compliance with the said code. All Board Directors and the designated employees have confirmed compliance with the Code. The said code is available on the website of the company.

**10. DISCLOSURES**

- MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:**

All contracts/ arrangements/ transactions entered by the Company during the financial year with the related party were in ordinary course of business and on an arm's length basis. There were no materially significant related party transactions with related parties i.e. Promoters, Directors or the Management, their subsidiaries or relatives conflicting with the Company's interests, save and except as mentioned in the Schedule of Accounts.

The Company has formulated Related Party transactions (RPT) Policy pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides a framework to regulate transaction between the Company and its related parties based on laws and regulations applicable to the Company. The Company's RPT Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

Every Related Party Transactions are subject to the prior approval of the Audit Committee in compliance with the conditions contained in Reg. 23(2) of the Listing Regulations.

- DETAILS OF NON COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS.**

There was no such non-compliance by the listed entity. Further no penalties or strictures have been imposed on the company by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

- WHISTLE BLOWER POLICY (VIGIL MECHANISM)**

Your Company is serious about its adherence to the Codes of Conduct and to achieve at par with the highest standards of ethical, moral and legal conduct of business operations and henceforth encourage its employees to bring ethical and legal violations they are aware of to an internal authority without fear of punishment or unfair treatment so that action can be taken immediately to resolve the problem.

A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism also provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. Thus minimization of organization's exposure to the damage that can occur when employees circumvent internal mechanisms is the main objective which neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising any malicious allegations against people in authority and / or colleagues in general. Your company has given affirmation that no personnel have been denied access to the Audit Committee. The Company's Whistle Blower Policy is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

**COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON –MANDATORY REQUIREMENTS AND DISCRETIONARY REQUIREMENTS:**

The Company has complied with the mandatory requirements as stipulated in SEBI LODR Regulations, 2015 with the Stock Exchanges.

Further the company has adopted various non mandatory requirements and discretionary requirements under Regulation 27 of SEBI Listing Regulations, 2015 as disclosed below:

<b>Chairman of the Board :</b>	The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.
<b>Shareholder Rights</b>	We display our quarterly and half yearly results on our web site <a href="http://www.rssoftware.com">www.rssoftware.com</a> and also publish our results in widely circulated newspapers. We publish the voting results of shareholder meetings and make it available on our website <a href="http://www.rssoftware.com">www.rssoftware.com</a> , and report the same to Stock Exchanges in terms of Regulation 44 of the Listing Regulations.
<b>Modified opinion(s) in audit report</b>	The Auditors have issued an un-modified opinion on the Financial Statements of the Company
<b>Separate posts of Chairman and CEO</b>	Mr. Rajnit Rai Jain is the Executive Chairman and Managing Director of the Company. The Company's Board consists of majority of Independent Directors.
<b>Reporting of Internal Audit</b>	The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meetings and regularly attends the meetings for reporting audit finding to the Audit Committee.

**POLICY DETERMINING 'MATERIAL' SUBSIDIARIES:**

The Company does not have any material subsidiary as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN CHAPTER IV OF LISTING REGULATIONS**

The company has fully complied with the Applicable requirements specified under regulation 17 to 27 and clause (b) to (i) of Sub regulation (2) of regulation 46 of SEBI (LODR) Regulation 2015. The disclosure of the said has being made in the section of this Corporate Governance Report.

There has been no such non compliance of any requirement of Corporate Governance Report.

**RECONCILIATION OF SHARE CAPITAL AUDIT:**

The Company Secretary in practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**POLICY FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR MAKING DISCLOSURES TO STOCK EXCHANGES:**

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, the Board of Directors of the Company have formulated and adopted the Policy for determining Materiality of an event or information and for making disclosures to Stock Exchanges which is effective from 1 December, 2015 and same is available on the company's website [www.rssoftware.com](http://www.rssoftware.com) and on the web link [http://www.rssoftware.com/investors#corporate\\_governance](http://www.rssoftware.com/investors#corporate_governance).

The Board of Directors of the Company has authorized Company Secretary & Chief Financial Officer to determine materiality of an event or information and for making disclosures to Stock Exchanges under the said regulation.

**CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT PERSONNEL:**

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management Personnel and the said code is uploaded on the website of the company at <http://www.rssoftware.com/pdfs/RS-Software-Code-of-Conduct.pdf> All the Board members and senior management personnel have confirmed compliance with the code .Affirmation regarding compliance of the Code of Conduct by the CEO of the Company has been published elsewhere in this Annual Report.

**CEO/ CFO CERTIFICATION:**

The CEO (Managing Director) and CFO of the Company have certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the year ended 31 March, 2019.

**CERTIFICATION REGARDING NON-DISQUALIFICATION OR NON-DEBARMENT OF DIRECTORS:**

The Company has obtained a certificate from Mr. Mohan Ram Goenka (Membership No. FCS 4515, Certificate of Practice No. 2551) certifying that none of the directors on the board of the company

have been debarred or disqualified from being appointed or continuing as directors of the Company by Securities and Exchange Board of India (SEBI)/ Ministry of corporate Affairs (MCA) or any such Statutory Authority.

**COMPLIANCE CERTIFICATE BY PRACTICING COMPANY SECRETARY:**

The Company has obtained a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is annexed herewith and forms part of this Annual Report

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company, during the year, formulated and adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". The Code is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

**PROHIBITION OF INSIDER TRADING:**

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) the Company has adopted a Code of Conduct for regulating, monitoring and reporting of Trading by Insider with a view to regulate trading in securities by the Directors and designated employees of the Company. This policy also provides for periodical disclosures from designated employees as well as preclearance of transactions by such persons. The Compliance Officer is responsible for implementation of the Code. During the year under review there has been due compliance with the said code. All Board Directors and the designated employees have confirmed compliance with the Code. The Code is available on the company's website [www.rssoftware.com](http://www.rssoftware.com).

**POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT**

Pursuant to the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, your Company has a policy and framework for employees to report sexual harassment cases at workplace and our process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization.

The details of complaint for the Financial Year 2018-19 under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 are as under:

No. of complaints filed during the year	No. of Complaints disposed of during the year	No. of Complaints pending as on the end of the year
Nil	Nil	Nil

**COMPLIANCE WITH ACCOUNTING STANDARD:**

In the preparation of financial statements, the Company has followed the applicable Indian Accounting Standards (IND AS) issued by the Institute of Chartered Accountants of India to the extent applicable

**DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

None of shares of the company are lying in the Dematerialization Suspense Account or unclaimed suspense account.

**11. MEANS OF COMMUNICATIONS**

The Company regularly interacts with the shareholders through the multiple channels of communication such as publication of results, Annual Report, Press Release and the Company's website. The Company also informs the Stock Exchanges in a prompt manner, all price sensitive information as well as all such other matters which in its, opinion are material and relevant for the shareholders. The Company effectively uses NEAPS (NSE Electronic Application Processing System) and BSE Corporate Compliance & Listing Centre, a web based application designed by National Stock Exchange of India Limited and BSE Limited, respectively, for filing of shareholding pattern, corporate governance report, financial statements and significant corporate announcements thereby saving time, cost and ensuring operational efficiency.

- The quarterly, half yearly and Annual Financial Results of the company are sent to the Stock Exchange immediately after they are approved by the Board of Directors and published in the newspaper in India which includes **Business Standards (English)** – All India Edition and in **Eisomoye**, vernacular newspaper (**Bengali**).
- The quarterly, half yearly and Annual Financial Results of the company along with Annual Report and other statutory filings are posted on the website of the company [www.rssoftware.com](http://www.rssoftware.com). The website also contains information on the businesses of the Company, governance and important policies of the Company
- News and press release as available are posted on the website of the company. During the year under review there were no such news releases.
- As the company does not have any institutional investors and angel investors, so no presentation made to institutional investors or to the analysts.
- Management Discussion & Analysis forms the part of the Annual Report.

**TRANSFER OF UNCLAIMED DIVIDEND /SHARES TO INVESTOR EDUCATION AND PROTECTION FUND**

Transfer of ₹ 9,02,113 has been made to Investor Education and Protection Fund during the year 2018-19.

## GENERAL INFORMATION FOR SHAREHOLDERS AND INVESTORS

i.	Corporate Identification Number (CIN) of the Company	L72200WB1987PLC043375
ii.	Corporate Head quarter & Registered Office	"FMC FORTUNA", 1st Floor, A-2, 234/3A, A.J.C. Bose Road, Kolkata- 700 020 Phone # 033- 22876254/6255/2281 0106-09 Fax # 033- 22876256 Website: www.rssoftware.com
iii.	Financial Year	1 April to 31 March
iv.	Date time and Venue of Annual General Meeting	26 July, 2019 'Rabindra Tirtha', 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata-700156 Time: 11:30 A.M.
v.	Dividend Payment date	The Company did not recommend any dividend during the year 2018-19.
vi.	Book Closure for AGM	20 July, 2019 to 26 July, 2019
vii.	Tentative Calendar of Events for the Financial Year 2018-19	First Quarter- July, 2018 Second Quarter- October, 2018 Third Quarter- January, 2019 Financial Year- April, 2019
viii.	Shareholders Services, Enquiries, Complaints	a. Name: Mr. Vijendra Kumar Surana Contact: vijendras@rssoftware.co.in b. Name: Mr. Anindya Sen Contact: anindyasen@rssoftware.co.in
ix.	Registrars & Share Transfer Agent	C.B. Management Services (P) Ltd. P-22, Bondel Road, Kolkata- 700019 Phone:033-22806692/ 40116700/ 22823643/ 22870263 Fax:033-40116739
x.	Listing on Equity Shares on Stock Exchanges in India at	Bombay Stock Exchange Ltd., 1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051
xi.	Stock Codes	NSE: RSSOFTWARE BSE: 517447
xii.	ISIN for Equity Shares	INE165B01029
xiii.	Trading of Equity Shares	Equity Shares are traded at BSE and NSE through a. National Securities Depository Ltd (NSDL), and b. Central Depository Services Ltd (CDSL) The shares of the Company were not suspended from trading any time during the financial year 2018-2019.
xiv.	Share Transfer System	Share transfers, transmissions, issue of duplicate share certificates, issue of share certificates through sub-division and consolidation are also given effect on fortnightly basis through the 'Share Transfer Committee' constituted by the CFO and Company Secretary of the Company. All the formalities relating to transfer, transmission, issue of duplicate share certificates, issue of share certificates through sub-division and consolidation approved through 'Share Transfer Committee' are ratified in the subsequent Stakeholders Relationship Committee Meeting and the Minutes of Stakeholders Relationship Committee are placed in the subsequent meeting of the Board of Directors of the Company.

xv.	Custodial fees to Depositories	Custodial fees to NSDL and CDSL paid up-to 31 March, 2019.
xvi.	Listing Fees	Listing fees paid to both the Stock Exchanges where the Company's equity shares are listed up-to 31 March, 2019.
xvii.	Credit Ratings	<b>Facilities Rating</b> Long Term Bank Facilities CARE BBB+ Short Term Bank Facilities CARE A2 During the year Credit Rating of Long Term Bank Facilities has been revised from CARE A- to CARE BBB+ w.e.f. 1 August, 2018.

### a. STOCK MARKET PRICE DATA

The details of monthly high and low price of the Equity Shares of the Company and its comparison to broad based indices BSE Sensex and NSE Nifty for the period 1 April, 2018 to 31 March, 2019 are as follows:

#### ➤ MONTHLY HIGH, LOW & CLOSING SHARE PRICE AT BSE

Month	BSE Ltd.		
	High Price	Low Price	Close Price
April, 2018	60.50	51.30	52.85
May, 2018	53.40	42.10	42.95
June, 2018	45.00	33.00	34.50
July, 2018	53.60	34.95	43.35
August, 2018	45.15	36.05	38.90
September, 2018	39.90	25.30	26.25
October, 2018	37.50	25.00	30.70
November, 2018	34.00	28.20	28.85
December, 2018	37.80	28.40	34.20
January, 2019	39.00	29.70	30.65
February, 2019	31.05	25.60	27.15
March, 2019	33.00	27.00	28.25

#### ➤ MONTHLY HIGH, LOW & CLOSING SHARE PRICE AT NSE

Month	BSE Ltd.		
	High Price	Low Price	Close Price
April, 2018	60.80	51.60	52.60
May, 2018	53.50	41.95	42.40
June, 2018	44.80	32.10	34.80
July, 2018	53.50	34.30	43.25
August, 2018	45.35	35.10	39.25
September, 2018	40.00	25.25	26.30
October, 2018	37.60	25.00	30.50
November, 2018	33.50	28.15	29.05
December, 2018	37.85	28.25	34.50
January, 2019	38.50	29.65	30.50
February, 2019	31.50	25.70	27.30
March, 2019	33.50	26.65	28.05

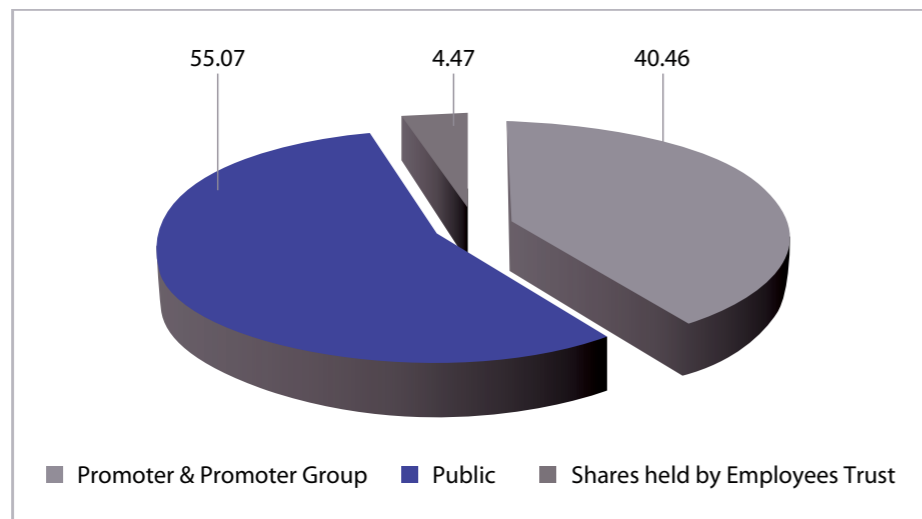
➤ PERFORMANCE CHART IN COMPARISON WITH BSE SENSEX



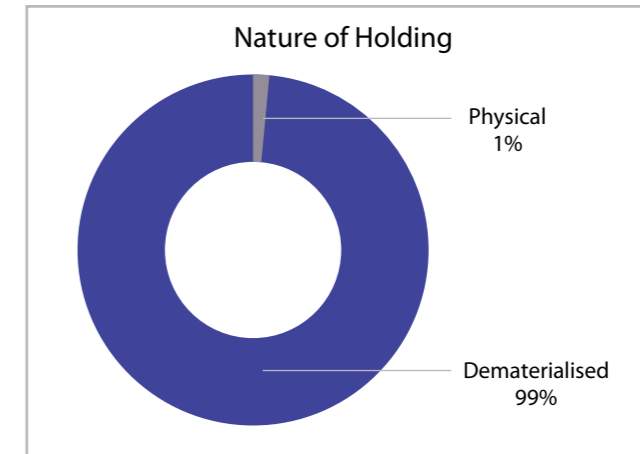
b. i. DISTRIBUTION OF SHAREHOLDING AS ON 31 March, 2019:

Range	No. of Shareholders	% to Total Shareholders	Issued Share Capital	% to Total Share Capital
1-500	20184	81.05	15031985.00	11.69
501-1000	2582	10.37	9537255.00	7.42
1001-2000	1203	4.83	8877185.00	6.91
2001-3000	369	1.48	4678595.00	3.64
3001-4000	150	0.60	2666350.00	2.08
4001-5000	109	0.44	2537155.00	1.97
5001-10000	172	0.69	6187005.00	4.81
10001 & ABOVE	135	0.54	79026060.00	61.48
<b>TOTAL</b>	<b>24904</b>	<b>100.00</b>	<b>128541590.00</b>	<b>100.00</b>

ii. SHARE HOLDING PATTERN AS ON 31 March, 2019:



iii. DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31 March, 2019:



iv. OUTSTANDING GDR/ADR/WARRANTS AND CONVERTIBLE INSTRUMENTS, CONVERSION DATES AND LIKELY IMPACT IN EQUITY:

The Company has not issued any GDRs / ADRs / Warrants or other instruments, which are pending for conversion.

v. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

No such risks or activities to report during the year under review.

c. PLANT LOCATIONS

The Company is engaged in the Software development activities; therefore the Company does not have any Plant Locations.

d. ADDRESS FOR CORRESPONDENCE (REGISTERED OFFICE)

➤ **R S Software (India) Ltd.**  
 FMC FORTUNA", 1st Floor, A-2,  
 234/3A, A.J.C. Bose Road, Kolkata- 700 020  
 Phone: 033- 22876254/6255/ 2281 0106-09  
 Fax: 033- 22876256  
 Website: www.rssoftware.com  
 CIN: L72200WB1987PLC043375

e. REGISTRAR & SHARE TRANSFER AGENTS

➤ **C.B. Management Services (P) Ltd.**  
 P-22, Bondel Road,  
 Kolkata- 700019  
 Phone: 033- 22806692/ 40116700/ 22823643/ 22870263  
 Fax: 033-40116739

f. ATTORNEYS & SOLICITORS

➤ **Sandersons & Morgans**  
 Royal Insurance Buildings,  
 5, Netaji Subhas Road,  
 Kolkata-700001

For and on behalf of the Board of Directors

Sd/-

**Rajnit Rai Jain**

Chairman & Managing Director

(DIN: 00122942)

Place: Kolkata  
 Date: 30 April, 2019

## CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The Board of Directors  
R S Software (India) Ltd  
Kolkata

Dear Board Members,

Pursuant to the provisions of Regulation 17 (8) of the Listing Regulation, we hereby certify that:

- (a) We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended 31 March 2019, on standalone and consolidated basis and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2018-19 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee :
  - (i) significant changes, if any, in internal control over financial reporting during the financial year 2018-19 ;
  - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.
- (e) To the best of our knowledge during the year the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management.

Place : Kolkata  
Date : 30 April, 2019

Sd/-  
**Rajnit Rai Jain**  
*Chairman & Managing Director*  
(DIN: 00122942)

Sd/-  
**Vijendra Surana**  
*Chief Financial Officer & Company Secretary*  
(Membership No. 11559)

## ANNUAL CERTIFICATE UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### DECLARATION

As required under Regulation 34 (3) read with Part D of schedule V Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, I hereby declare that all members of the Board of Directors of the Company and the Senior management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31 March, 2019.

Place: Kolkata  
Date: 30 April, 2019

Sd/-  
**Rajnit Rai Jain**  
*Chairman & Managing Director*  
(DIN: 00122942)

## COMPANY SECRETARY CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members,  
**R S SOFTWARE (INDIA) LTD.**

1. We have examined the compliance of conditions of Corporate Governance by **R.S. Software (India) Limited** (hereinafter called the Company) for the Financial Year ended on 31 March, 2019 as stipulated in Regulation 17 to 27, clauses (b) to (i) of Regulation 46 (2), and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and other information as required for this report.
2. The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

5. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Place: Kolkata  
Date: 30 April, 2019

**For M R & Associates**  
Company Secretaries

sd/-  
**M R Goenka**  
Partner  
(C P No.: 2551)

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**R.S. Software (India) Limited**  
234 3A, Acharya Jagadish Chandra Bose Road  
Kolkata-700020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of R.S. Software (India) Limited having CIN L72200WB1987PLC043375 and having registered office at 234 3A, Acharya Jagadish Chandra Bose Road, Kolkata- 700020 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of Appointment in Company
1.	MR. RAJNIT RAI JAIN	00122942	02/12/1987
	MRS. SHITAL KUMAR JAI	00047474	04/12/2006
	MR. RAJASEKAR RAMARAJ	00090279	01/05/2009
	MRS. SARITA JAIN	00206743	20/01/1988
	MR. RICHARD NICHOLAS LAUNDER	03375772	28/07/2009

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Date : 30 April, 2019

**For M R & Associates**  
Company Secretaries

sd/-  
**M.R. Goenka**  
Partner  
(FCS No.: 4515)  
(C P No.: 2551)



## Independent Auditor's Report

To  
The Members of  
**M/s. R S Software (India) Limited**

### Report on the Standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone financial statements of **M/s. R S Software (India) Limited** ("the Company") which comprises the Balance Sheet as at 31 March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (India Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2019, and loss (Including Other Comprehensive Income) Statement of Changes in Equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies

Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on Standalone Financial Statement.

#### Key Audit Matters :

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed and communicated with management in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in the our report.

Sr. No	Key Audit Matter	How are audit addressed the Key Audit Matter
1	<p>The Company has adopted Ind AS 115 "Revenue from Contracts with Customers" the new accounting Standard.</p> <p>The application of revenue recognition accounting Standard is complex and involved a number of Key judgements and estimates and is the focus area of audit.</p> <p>It involves the analysis of Customer Contracts (which includes identification and review of distinct performance obligations in the contract and determination of its Transaction price in relation with the performance obligation and the basis used to recognize revenue.</p>	<p>Our audit procedure in recognition of revenue consisted of internal controls testing and substantive testing as follows-</p> <ol style="list-style-type: none"> <li>Evaluated the design of internal controls relating to implementation of this new revenue accounting standard.</li> <li>Selected samples of existing and new contracts and gathered related information used in recording and disclosing revenue in accordance with this revenue accounting standard.</li> <li>Thereafter tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, and inspection of evidence in respect of operation of these controls.</li> <li>Selected existing and new Contract on sample basis for performing the following procedures               <ol style="list-style-type: none"> <li>Reviewed the particulars of the sales Orders/ agreements (i.e distinct performance obligations, nature of work, transaction price including other Terms and Conditions).</li> <li>Compared the Actual Performance Obligations with agreed performance obligations and revenue booking based on performance obligations achieved/rendered.</li> <li>Reviewed the terms of the contracts in relation to 'transaction price' including any variable consideration and tested that revenue booking corresponds to the same.</li> <li>In respect of revenue recorded for time and material and fixed price monthly contracts samples were tested using a combination of approved time sheets customer acceptances &amp; subsequent invoicing and existing trend of collections.</li> <li>In respect of revenue recorded for fixed price development contract and fixed time frame contract samples were tested to check the performance and obligation using the percentage of completion method based on Managements estimate of the Contract cost.</li> <li>Performed Analytical Procedures for reasonableness and disclosures of revenue by type and service offerings including the revenue separated by type and service offerings.</li> </ol> </li> </ol>

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Directors Report including Annexures to Directors' Report, Report on Corporate Governance but does not include the Standalone Financial Statements and our auditors' report thereon. The Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report and Report on Corporate Governance are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

### Responsibility of Management and Those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income (changes in equity) and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, 2013 read with relevant rules issued thereunder and other Accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate **internal financial controls**, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial

statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the interim consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

- (i) As required by the Companies (Auditors Report) order, 2016 (the Order) issued by the Central Government of India in terms of section 143 (11) of the Act we give in the Annexure A, a Statement on the matters specified in paragraph 3 and 4 of the order
- (ii) As required by Section 143(3) of the Act, we report that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31 March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. The Company does not have any pending litigations which would impact its financial position in its financial statements;
  - ii. The Company has long term contracts for which there are no material foreseeable losses as at the balance sheet date.
  - iii. There is no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company during the year.

For DEOKI BIJAY & Co.  
Chartered Accountants  
Firm Regn. No : 313105E

CA D.N. AGRAWAL

Partner

Memb No. 51157

Dated : 30 April, 2019  
Place : Kolkata

## Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2019, we report that

- i. a) The Company has generally maintained records of all tangible assets showing full particulars including quantitative details except location thereof
- (b) As explained by the Management, all the assets have been physically verified by the management during the year-end which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Lease deeds of building of immovable property are held in the name of the company.
- ii. The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. (a) On the basis of examination of records and according to the information and explanation given to us, we report that the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (b) As the Company has not given any loans, clause iii(a), iii(b) and clause iii(c) of paragraph 3 of 'the order' are not applicable.

- (iv) On the basis of examination of records and according to information and explanation given to us, the Company has not granted any loans, investments, guarantee and security to any person falling under section 185 of the companies act, 2013
- (v) The Company has not accepted any deposits and therefore the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the companies act 2013 and the rules formed thereunder are not applicable to the company
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) a) According to information and explanation given to us and as per the records of the Company examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax (GST), cess and other statutory dues applicable to it except certain delay in deposit of GST. No statutory dues were outstanding, as at 31 March 2019 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax (GST) and other material statutory dues were outstanding, as at 31st March 2019 on account of any dispute except as follows :

Name of the Statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
Service Tax	Service Tax	3.99 Crores	2007 – 2012	Appeal before CESTAT
Income Tax	Income Tax	4.30 Crores	AY 2013 – 14	CIT (Appeals)
Income Tax	Income Tax	10.30 Crores	AY 2012 – 13	Appeal filed before the ITAT
Income Tax	Income Tax	--	AY 2014 – 15	CIT (Appeal)

- (viii) The Company has not defaulted in repayment of loan and borrowing from bank. The company does not have any loans or borrowings from any financial institution, government or debenture holders during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- (xi) According to information and explanation given to us and as per the records of the Company examined by us, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

- (xv) According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For DEOKI BIJAY & Co.**  
Chartered Accountants  
Firm Regn. No : 313105E

**CA D.N. AGRAWAL**  
Partner  
Memb No. 51157

Dated : 30 April, 2019  
Place : Kolkata

## Annexure B to the Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of R S SOFTWARE (INDIA) LIMITED ('the Company') as on 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operative effectiveness. Our audit of internal Financial Controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion of the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in responsible detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are records as necessary to permit preparation of financial statements in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper

management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future period are subject to the risk that the internal financial control over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company

considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DEOKI BIJAY & Co.**  
*Chartered Accountants*  
Firm Regn. No : 313105E

**CA D.N. AGRAWAL**

*Partner*

Memb No. 51157

Dated : 30 April, 2019  
Place : Kolkata

## Balance sheet as at 31 March, 2019

₹ in Lac

Particular	Notes	As at 31 March, 2019	As at 31 March, 2018
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
<b>a PROPERTY PLANT &amp; EQUIPMENT</b>			
(ii) PROPERTY PLANT & EQUIPMENT	3	400.71	479.85
(ii) OTHER INTANGIBLE ASSETS	3	176.33	203.39
(iii) INTANGIBLE ASSETS UNDER DEVELOPMENT	3	623.94	20.24
<b>b FINANCIAL ASSETS</b>			
(i) INVESTMENTS	4	2,878.59	3,251.22
(ii) LOANS	5	1,300.00	1,300.00
(iii) OTHER FINANCIAL ASSET	6	1,077.44	605.65
<b>c DEFERRED TAX ASSETS (Net)</b>	7	2,649.54	2,057.57
<b>d OTHER NON CURRENT ASSETS</b>	8	1,008.65	932.89
<b>CURRENT ASSETS</b>			
<b>e FINANCIAL ASSETS</b>			
(i) INVESTMENT	9	3,424.24	5,666.10
(ii) TRADE RECEIVABLES	10	615.17	992.96
(iii) CASH & CASH EQUIVALENTS	11	622.73	1,902.30
(iv) OTHER BANK BALANCES	11	407.10	600.27
(v) OTHER FINANCIAL ASSETS	12	496.87	385.30
<b>f OTHER CURRENT ASSETS</b>	13	1,512.87	1,308.21
<b>TOTAL ASSETS</b>		<b>17,194.18</b>	<b>19,705.97</b>
<b>EQUITY AND LIABILITIES :</b>			
<b>EQUITY</b>			
a EQUITY SHARE CAPITAL	14	1,285.42	1,285.42
b OTHER EQUITY	15	13,881.24	16,246.68
<b>LIABILITIES</b>			
<b>NON CURRENT LIABILITIES</b>			
a PROVISIONS	16	230.33	298.52
<b>CURRENT LIABILITIES</b>			
<b>a FINANCIAL LIABILITIES</b>			
(i) SHORT TERM ADVANCES	17	853.64	783.81
(ii) TRADE PAYABLES	18	439.72	927.87
(iii) OTHER FINANCIAL LIABILITIES	19	56.58	59.16
<b>b OTHER CURRENT LIABILITIES</b>	20	416.19	92.74
<b>c PROVISIONS</b>	21	31.07	11.76
<b>TOTAL LIABILITIES</b>		<b>17,194.18</b>	<b>19,705.97</b>
Significant Accounting Policies and Notes on Accounts	1 to 44		

The notes referred to above form an integral part of the standalone financial statement.

This is the standalone financial statement referred to in our report of even date.

For **DEOKI BIJAY & CO** On behalf of the Board  
Chartered accountants  
(Reg. No : 313105E)

Sd/-  
**CA D.N. Agrawal**  
Partner  
M. No. 51157

Sd/-  
**V. Surana**  
CFO & Company Secretary  
M. No: 11559

Sd/-  
**S.K Jain**  
Director  
DIN: 00047474

Sd/-  
**R.R. Jain**  
Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata

## Statement of Profit and Loss for the year ended 31 March, 2019

₹ in Lac

Particular	Notes	Year ended 31 March, 2019	Year ended 31 March, 2018
<b>I REVENUE FROM OPERATIONS</b>	23	6,104.09	5,739.33
<b>II OTHER INCOME</b>	24	577.40	856.19
<b>III TOTAL REVENUE</b>		<b>6,681.50</b>	<b>6,595.52</b>
<b>IV EXPENSES :</b>			
PURCHASE OF STOCK IN TRADE	25	789.21	90.78
EMPLOYEE BENEFIT EXPENSES	26	5,947.51	6,927.65
SUBCONTRACTOR EXPENSES	27	637.14	848.71
FINANCE COST	28	28.32	3.75
DEPRECIATION& AMORTISATION		221.03	208.84
OPERATION AND OTHER EXPENSES	29	2,037.80	2,214.90
<b>TOTAL EXPENSES</b>		<b>9,661.01</b>	<b>10,294.61</b>
<b>V PROFIT/(LOSS) BEFORE TAX :</b>	(III - IV)	<b>(2,979.51)</b>	<b>(3,699.09)</b>
<b>VI TAX EXPENSES</b>			
CURRENT TAX			
DEFERRED TAX		(591.96)	(1,126.03)
<b>PROFIT &amp; LOSS FOR THE YEAR ENDED</b>		<b>(2,387.55)</b>	<b>(2,573.06)</b>
OTHER COMPREHENSIVE INCOME			
ITEMS WHICH WILL NOT BE CLASSIFIED INTO P&L RELATING TO ACTUARIAL GAIN/LOSS		(4.07)	(12.81)
<b>TOTAL COMPREHENSIVE INCOME</b>		<b>(4.07)</b>	<b>(12.81)</b>
<b>VII PROFIT FOR THE YEAR :</b>	(V - VI)	<b>(2,391.61)</b>	<b>(2,585.87)</b>
<b>VIII EARNINGS PER EQUITY SHARE :</b>			
BASIC	36	(9.29)	(10.01)
DILLUTED	36	(9.29)	(10.01)
Significant Accounting Policies and Notes on Accounts	1 to 44		

The notes referred to above form an integral part of the standalone financial statement.

This is the standalone financial statement referred to in our report of even date.

For **DEOKI BIJAY & CO**  
Chartered accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
**CA D.N. Agrawal**  
Partner  
M. No. 51157

Sd/-  
**V. Surana**  
CFO & Company Secretary  
M. No: 11559

Sd/-  
**S.K Jain**  
Director  
DIN: 00047474

Sd/-  
**R.R. Jain**  
Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata

## Cash Flow Statement for the year ended 31 March, 2019

Particular	₹ in Lac	
	As at 31 March, 2019	As at 31 March, 2018
<b>CASH FLOW STATEMENT</b>		
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
NET PROFIT BEFORE TAX	(2,983.58)	(3,699.09)
ADJUSTMENT FOR :		
DEPRECIATION	221.03	208.84
INTEREST PAID	28.32	3.75
FOREIGN EXCHANGE FLUCTUATION RESERVE	26.18	16.46
PROVISION FOR GRATUITY, LEAVE ENCASHMENT	58.23	101.15
INTEREST RECEIVED	(577.40)	(881.64)
DIVIDEND RECEIVED		
EMPLOYEES EXPENSES AMORTIZATION	(126.42)	(14.57)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	<b>(3,353.65)</b>	<b>(4,265.10)</b>
ADJUSTMENT FOR :		
TRADE AND OTHER RECEIVABLES	266.23	1,044.59
LOANS AND ADVANCES AND OTHER ASSETS	(752.21)	1,237.17
TRADE PAYABLES & OTHER LIABILITIES (INCLUDES EMPLOYEE AMORTISATION & FOREX)	(78.15)	(535.60)
CASH GENERATED FROM OPERATIONS	<b>(3,917.77)</b>	<b>(2,518.94)</b>
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(3,917.77)</b>	<b>(2,518.94)</b>
<b>B CASH FLOW FROM INVESTMENT ACTIVITIES :</b>		
PURCHASE OF PROPERTY PLANT & EQUIPMENT	(718.53)	114.87
INTEREST RECEIVED	533.76	905.39
DIVIDEND RECEIVED		
INVESTMENT MADE DURING THE YEAR	2,658.13	1,922.84
NET CASH FROM INVESTMENT ACTIVITIES	2,473.37	2,943.10
<b>C CASH FLOW FROM FINANCE ACTIVITIES:</b>		
PROCEEDS FROM SHARE APPLICATION	-	-
INTEREST PAID	(28.32)	(3.75)
DIVIDEND AND DIVIDEND TAX PAID		
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(28.32)</b>	<b>(3.75)</b>
NET INCREASE /DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	<b>(1,472.72)</b>	<b>420.41</b>
OPENING CASH AND CASH EQUIVALENTS	2,502.56	2,082.08
CLOSING CASH AND CASH EQUIVALENTS	1,029.83	2,502.56

The notes referred to above form an integral part of the standalone financial statement.

This is the standalone financial statement referred to in our report of even date.

For **DEOKI BIJAY & CO**  
Chartered accountants  
(Reg. No : 313105E)

On behalf of the Board

**CA D.N. Agrawal**  
Partner  
M. No. 51157

**Sd/- V. Surana**  
CFO & Company Secretary  
M. No: 11559

**Sd/- S.K Jain**  
Director  
DIN: 00047474

**Sd/- R.R. Jain**  
Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata

## Statement of Change in Equity for the year ended 31 March, 2019

Particulars	₹ in Lac							Total equity attributable to equity holders of the Company
	Securities premium reserve	Retained earnings	CSR FUND Reserve	Inter Branch Foreign Fluctuation Reserve	Share Forfeiture Reserve	Preference Share Redemption Reserve	Other comprehensive income through other comprehensive income	
Equity Share Capital								1285.42
Balance as of 1 April, 2018								0.00
Changes in equity for year ended MAR 31, 2019								1285.42
Balance as of Mar 31, 2019								16246.68
Other Equity								
Balance as of 1 April, 2018	2586.38	12893.29	118.15	508.56	43.50	255.31	(158.52)	16246.68
Changes in equity for year ended MAR 31, 2019								
Changes due Inter Branch Foreign Fluctuation Account	0.00	0.00	0.00	26.18	0.00	0.00	0.00	26.18
Changes during the year	0.00	(2387.55)	0.00	0.00	0.00	0.00	(4.07)	(2391.61)
Balance as of Mar 31, 2019	<b>2586.38</b>	<b>10505.74</b>	<b>118.15</b>	<b>534.74</b>	<b>43.50</b>	<b>255.31</b>	<b>(162.59)</b>	<b>13881.24</b>

## Statement of Change in Equity for the year ended 31 March, 2018

Particulars	₹ in Lac							Total equity attributable to equity holders of the Company
	Securities premium reserve	Retained earnings	CSR FUND Reserve	Inter Branch Foreign Fluctuation Reserve	Share Forfeiture Reserve	Preference Share Redemption Reserve	Other comprehensive income through other comprehensive income	
Equity Share Capital								1285.42
Balance as of 1 April, 2017								0.00
Changes in equity for year ended MAR 31, 2018								1285.42
Balance as of Mar 31, 2018								18828.91
Other Equity								
Balance as of 1 April, 2017	2586.38	15479.66	118.15	491.62	43.50	255.31	(145.71)	18828.91
Changes in equity for year ended MAR 31, 2018								
Changes due Inter Branch Foreign Fluctuation Account	0.00	0.00	0.00	16.94	0.00	0.00	(12.81)	4.13
Changes during the year	0.00	(2586.37)	0.00	0.00	0.00	0.00	0.00	(2586.37)
Balance as of Mar 31, 2018	<b>2586.38</b>	<b>12893.29</b>	<b>118.15</b>	<b>508.56</b>	<b>43.50</b>	<b>255.31</b>	<b>(158.52)</b>	<b>16246.68</b>

\*This Statement forms a integral part of Standalone Financial Statement

For **DEOKI BIJAY & CO**  
Chartered accountants  
(Reg. No : 313105E)

**Sd/- CA D.N. Agrawal**  
Partner  
M. No. 51157  
Dated : 30 April, 2019  
Place : Kolkata

**Sd/- V. Surana**  
CFO & Company Secretary  
M. No: 11559

**Sd/- S.K Jain**  
Director  
DIN: 00047474

**Sd/- R.R. Jain**  
Chairman & Managing Director  
DIN : 00122942

## Notes on accounts for the year ended 31 March, 2019

### 1. Corporate Information

RS Software has focused exclusively on providing software solution to electronic payment industries since its inception. The company is engaged in development, testing and maintenance of software for its clients based in different geographies. The company operates in US, UK and India.

The Financial Statement are approved for issue by the company's Board of Directors on 30 April, 2019.

### 2.

#### a Significant Accounting Policies

These financial statements are prepared in accordance with Indian Accounting Standard (Ins AS), under the historical cost convention on the actual basis except for the certain financial instruments which are measured at fair values at the end of each reporting period the provisions of the companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the quarter and the year figures are taken from the source and rounded to the nearest digits, the figures for the previous quarters might not always add up to the year figures reported in this statement.

#### b Use of Estimates & Judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets and provisions and contingent liabilities. Key estimates are critical accounting estimates.

#### c Critical Accounting Estimates:

##### i) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

##### ii) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2(M).

##### iii) Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

## Notes on accounts for the year ended 31 March, 2019

### d Revenue Recognition

Revenue is realized on time-and-material basis or Fixed Bid or Milestone as specified in the work order. Revenue from software development on time and material basis is recognized based on Service rendered (software developed) and billed to clients as per the terms of specific contracts. Revenue from Fixed Bid contract is recognized on monthly basis as per contract terms. Revenue from Milestone base contract is being recognized based on effort given during the period but the Invoice is sent to customer when the milestone is achieved as per contract. Value Added tax in UK is not included in the income from Software development.

Contracts are unbundled into separately identifiable components and the consideration is allocated to those identifiable components on the basis of their fair values. Revenue is recognized for respective components either at the point in time or over time, as applicable.

Revenue from software development contracts, which are generally time bound fixed price contracts, is recognized over the life of the contract using the percentage-of-completion method, with contract costs determining the degree of completion.

Revenue from the sale of internally developed and manufactured systems and third party products which do not require significant modification is recognized upon delivery, which is when the absolute right to use passes to the customer and the Company does not have any material remaining service obligation.

Unbilled Revenue included in Other Financial Assets, represents amounts recognized in respect of services performed in accordance with Contract terms, not yet billed to Customers as at Reporting Period end."

The Company derives revenues primarily from business IT services comprising of software development and related services, consulting and package implementation and from the licensing of software products and platforms across our core and digital offerings ("together called as software related services").

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Interest income has been booked as per effective interest method.

The Company presents revenues net of indirect taxes in its Statement of Profit & loss.

Effective 1 April, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers) accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised significant accounting policies related to revenue recognition. Refer Note 1 "Significant Accounting Policies." In the Company's 2018 Annual Report for the policies in effect for revenue prior to 1 April, 2018. The effect on adoption of IND AS 115 was insignificant

Arrangements with customers for software related services are either on a fixed-price, fixed-timeframe or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer as unearned revenues).

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the

## Notes on accounts for the year ended 31 March, 2019

company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements license, implementation and Annual Technical Services (ATS).

### e Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their primary nature.

The costs of the company are broadly categorized in employee benefit expenses, depreciation and amortization and other operating expenses. Employee benefit expenses include employee compensation, allowances paid and staff welfare expenses. Other operating expenses majorly include fees to external consultants, Rent, cost running its facilities, travel expenses, communication costs allowances for delinquent receivables and other expenses. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, bank charges, freight, Postage etc.

### f Property, Plant & Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment loss, if any.

Property, plant and equipment individually costing ₹5,000 or less which are not capitalised except when they are part of a larger capital investment programmed.

Depreciation is provided for property, plant and equipment so as to expense the cost less residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

#### The estimated useful lives are as mentioned below:

BUILDING	60 Years
PLANT AND EQUIPMENT	3 years/6 years
FURNITURE AND FIXTURES	10 Years
VEHICLES	8 years
OFFICE EQUIPMENT	5 Years
AIR CONDITIONER	15 Years
ELECTRICAL INSTALLATIONS	10 Years

Depreciation on fixed assets is provided using the straight-line method on the basis of use full life of assets under schedule II of the Indian Companies Act, 2013.

### g Intangible assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Intangible assets/Software Licences are amortized on their respective individual estimated useful lives on a straight line basis, commencing from the date the assets is available to the company for its use.

The estimated useful lives are as mentioned below:

**COMPUTER SOFTWARE & LICENCES**                      **6 Years**

Depreciation is not recorded on Intangible Asset under Development until construction and installation are complete and the asset is ready for its intended use.

## Notes on accounts for the year ended 31 March, 2019

### h Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date of investment made are classified as Current Investments. All investments other than long term investments are classified as non-current investments. Investment are valued accordance with the applicable Ind AS .

### i Cash and Cash Equivalent

Cash and cash Equivalent includes Cash on hand, Demand Draft or Cheques on hand, Demand Deposit with Banks, other short term highly liquid investments.

### j Foreign Currency Translation

Foreign Currency Transactions are recorded at exchange rate prevailing at the closing of the month for respective months. Exchange difference arising on settlement was included in Profit & Loss Account till the accounts ended 30 September '2008. Foreign unit is considered as non-integral and the foreign exchange difference is transferred to "Inter Branch Foreign Fluctuation Reserve Account". Revenue items of the Foreign Branch are converted in equivalent Indian Rupees at the buying rate prevailing at the end of the month. Assets and Liabilities of the Foreign Branch are converted in equivalent Indian rupees at the applicable rate prevailing at the end of the year. The effect of exchange rate fluctuation in respect of fixed assets is adjusted with the cost of the respective assets. Investment in subsidiary Company is being valued at carrying cost adjusted by any non-temporary decline in their value according to the requirements of statute.

### k Spares and Consumables (Computers spares accessories and stationery are charged to revenue in the year they are purchased.)

### l Cash Flows are reported using the indirect method whereby profit for the period is adjusted for the effects of transactions of non cash nature, any deferrals, accruals of past and future operating cash receipts and payments associated with investing and financing cash flows. Cash from operating, investing and financing activities are segregated.

### m Employee Benefits

Contribution of Employers share to Employees' Provident Fund and ESI are worked on accrual basis and charged to Profit & Loss Account. The Company also provides for Gratuity and Leave Encashment based on actuarial valuation made by an independent actuary as per IAS 19 Compliance of The Institute of Chartered Accountants of India, Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur.

### n Income Tax

Current Income tax expense comprise taxes on income from operation in India and in foreign jurisdiction. Income tax payable in India is determination in accordance with the provision of I. Tax Act 1961. Tax expense relating to foreign operation is determined in operator is determined in accordance with the laws applicable in accordance with tax laws applicable in countries where such operations are domiciled.

Advance tax and provisions for current income taxes are presented in the Balance Sheet after off setting advance taxes paid and income tax provision arising in the same tax jurisdiction and where the company intends to settle the assets and liabilities on a net basis.

"Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis."

### o Financial instruments

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.



## Notes on accounts for the year ended 31 March, 2019

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

### Initial recognition

i) The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### ii) Financial assets at amortised cost

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### iv) Financial assets at fair value through Profit & Loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

### v) Investment in subsidiaries

Investment in subsidiaries are measured at cost

### vi) Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for Derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

## p Asset taken on Lease

Lease rentals on operating leases are charged on a monthly basis to accounts. Assets taken on Finance Lease have been capitalized during the year of agreement and charged off in accordance with the applicable rate of Depreciation.

## q Impairment of Assets

Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is assessed by reference to the net present value of expected future post-tax cash flows of the relevant cash generating unit or fair value less cost to sell, whichever is higher. The discount rate is applied, based upon the weighted average cost of capital with appropriate adjustments for the risks associated with the relevant business. Any impairment in value is charged to the Income Statement in the year, which it occurs.

Expected Credit Loss: As per Ind AS 109, the company uses expected credit loss model to assess to impairment of loss or gain. The

## Notes on accounts for the year ended 31 March, 2019

company uses provision metrics to compute expected credit loss allowances. For Trade receivables and unbilled revenue, the provision metrics takes into account available external & internal credit risk factors such as delay risk & default risk.

## r Segment Reporting

The company's operating business are organized and managed as per Location of the client. Common costs are allocated to the cost based on the Revenue Mix. Unallocated costs are disclosed separately. The company prepare its segment information in conformity with the accounting policy adopted for preparing and presenting the financial statement of the Company as a whole.

## s Earnings per share

Basic earning per share is calculated by dividing the net profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For Calculating Diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## t Recent Indian Accounting Standard (Ind AS)

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments : On 30 March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after 1 April, 2019. The Company will adopt the standard on 1 April, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. 1 April, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements

**Ind AS 116 Leases :** On 30 March, 2019, Ministry of Corporate Affairs has notified Ind AS 116 replacing Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after 1 April, 2019

**Amendment to Ind AS 19 – plan amendment, curtailment or settlement-** On 30 March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after 1 April, 2019. The Company does not have any impact on account of this amendment.



## Notes on accounts for the year ended 31 March, 2019

### 7. DEFERRED TAX ASSETS (NET) (Contd.)

#### Deferred Tax Liability Calculation:

	₹ in Lac	
	31 March, 2019	31 March, 2018
Tax Rate	26.00	30.90
WDV Difference closing FIXED ASSETS	(45,96,873.23)	4,54,544.16
Asset as per Companies Act	5,76,45,729.52	6,83,23,527.20
Asset as per Income Tax	6,22,42,602.75	6,78,68,983.04
Closing Temporary Difference	(45,96,873.23)	4,54,544.16
Closing Balance DTL	(11,95,187.04)	1,40,454.14
LTCG Tax Rate	20.80	20.60
Opening TD		
Loss on business	89,48,66,717.56	62,61,93,741.04
Long Term Capital Loss	-	1,36,70,994.47
Provision for Gratuity & Leave	2,61,39,946.00	3,10,28,462.00
Originating TD	92,10,06,663.56	67,08,93,197.51
Closing TD	92,10,06,663.56	67,08,93,197.51
Closing Balance DTA	26,37,58,707.36	20,58,97,885.60
<b>Net Deferred Tax Assets/(Liability)</b>	<b>26,49,53,894.40</b>	<b>20,57,57,431.46</b>

\*The company has recognised deferred tax assets based on the estimations of profits in future years considering the probability that sufficient taxable profits will be available against which the unused tax losses/credits can be utilised before such unused tax losses/credits expire. Further a large portion of such tax losses has resulted from R&D activities under taken by the company for development of new products which are unlikely to recur. The said estimations is based on the order book in pipe line of the company.

The carried forward losses of the company are ₹23.43 Cr, ₹36.36 Cr, ₹29.69 Cr which expire on 31 March, 2025, 31 March, 2026 & 31 March, 2027 respectively

### 8. OTHER NON CURRENT ASSETS

	₹ in Lac	
	31 March, 2019	31 March, 2018
Advances (other than capital advances)	-	-
Prepaid expenses	1.70	4.57
Security deposits	69.39	69.39
Advance to staff	-	-
Advance taxes (net of provisions)	545.72	513.65
Balances with govt. Authorities *	391.84	345.28
	<b>1,008.65</b>	<b>932.89</b>

## Notes on accounts for the year ended 31 March, 2019

### 9. CURRENT INVESTMENT

	₹ in Lac			
	No. of unit	31 March, 2019	No. of unit	31 March, 2018
<b>Investment in Mutual Fund (Others - unquoted)</b>				
DSP BlackRock Strategic Bond Fund -			2099112.07	267.49
HDFC Floating Rate Income fund ST plan			99287.37	30.14
IDFC Dynamic Bond fund growth - Direct Plan			558619.50	120.71
JM High Liquidity Fund (Direct) - DDO	198981.61	101.86	NIL	
Kotak Bond (Short Term) - Direct Plan - Growth	92398.95	33.70	92398.95	31.11
Kotak Bond scheme plan A - Direct Plan - Growth	1254022.57	270.08	6605384.57	790.70
Kotak Low Duration Fund	17272.73	410.57	NIL	
Reliance Qtrly interval fund series 2			4254548.44	1,021.21
Reliance Liquidity Fund	363.14	16.57	363.14	15.39
Reliance Short Term Fund	728768.80	262.78	2432572.14	819.41
Religare Invesco Medium Term Bond fund			13159.42	239.43
Reliance Strategic Debt Fund - Direct Growth Plan	7464509.62	1,145.59	7464509.62	1,080.82
Reliance Fixed Horizon Fund - Xxxiii - Series 2 - Direct Growth Plan	10000000	1,183.08	10000000.00	1,099.16
SBI Ultra Short Term Debt Fund			6681.96	150.53
		<b>3,424.24</b>		<b>5,666.10</b>

(Aggregate amount of investment as on 31 Mar, 2019 ₹ 3424.24 Lac) (As on 31 March, 2018 ₹ 5666.10 Lac)

### 10. TRADE RECEIVABLES

	₹ in Lac	
	31 March, 2019	31 March, 2018
Unsecured and Considered good	702.33	992.96
less: Expected Credit loss on receivables	(87.16)	-
	<b>615.17</b>	<b>992.96</b>

### 11. CASH AND BANK BALANCE

	₹ in Lac	
	31 March, 2019	31 March, 2018
<b>CASH &amp; CASH EQUIVALENTS</b>		
CASH IN HAND	23.35	3.76
<b>BALANCE WITH BANK :</b>		
<b>SCHEDULED BANKS</b>		
- in Current Account (Axis bank)	49.42	32.06
- in Current Account Allahabad Bank*	0.33	0.33
- in Current Account (HDFC Bank)	57.55	425.09
- in Current Account (ICICI Bank)	68.28	10.41
- in Current Account (YES Bank)	27.71	85.93
- in Current Account (SBI Bank)	65.66	27.51
<b>FOREIGN BANK</b>		
- in Current Account(with ICICI,BOA,SILICON VALLEY BANK)	330.44	116.74
<b>FIXED DEPOSITS - with original maturity less than 12 Months</b>		
Fixed Deposits with ICICI Bank		1,200.46
	<b>622.73</b>	<b>1,902.30</b>

## Notes on accounts for the year ended 31 March, 2019

### 11. CASH AND BANK BALANCE (Contd.)

₹ in Lac

	31 March, 2019	31 March, 2018
<b>OTHER BANK BALANCES</b>		
ICICI Bank (on lien less than 12 months)	267.38	226.50
Yes Bank (on lien less than 12 months)	83.14	305.56
Earmarked Balances With Banks(Unclaimed Dividend A/C)	56.58	59.16
	<b>407.10</b>	<b>600.27</b>

\*Current Account with Allahabad Bank is subject to confirmation as on March 19.

### 12. OTHER FINANCIAL ASSETS

₹ in Lac

	31 March, 2019	31 March, 2018
Unbilled Revenue	496.87	385.30
	<b>496.87</b>	<b>385.30</b>

### 13. OTHER CURRENT ASSETS

₹ in Lac

	31 March, 2019	31 March, 2018
Advances other than capital advances	271.77	299.41
Prepaid expenses	74.00	75.41
Deposits	50.21	53.17
Advance to staff	15.38	8.27
Advance taxes (net of provisions)	1,101.51	871.95
Balances with govt. Authorities		
	<b>1,512.87</b>	<b>1,308.21</b>

### 14. EQUITY SHARE CAPITAL

₹ in Lac

	31 March, 2019	31 March, 2018
<b>a. The AUTHORISED CAPITAL is :</b>		
40000000 Equity share of ₹ 5/- each	2,000.00	2,000.00
25,00,000 Preference share of ₹ 100/- each	2,500.00	2,500.00
	<b>4,500.00</b>	<b>4,500.00</b>
<b>b. ISSUED SUBSCRIBED AND PAID-UP-FULLY CALLED AND PAID UP</b>		
25708318 Equity share of ₹ 5/- each	1,285.42	1,285.42
(Previous Year 2,56,78,318 shares of ₹ 5 each)		
	<b>1,285.42</b>	<b>1,285.42</b>

The company has only one class of Shares referred to as equity share having a par value of ₹ 5/- at the beginning of the year. Each holder of equity share is entitled to one vote per share. (The Company has sub-divided the face value of equity shares from ₹ 10 to ₹ 5 per share during FY 14-15.)

In the event of liquidation of the Company, the holder of the equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amount exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year the company has granted 250000 options to employees of the company on 29 Jan, 2019. the vesting will start in 2020.

## Notes on accounts for the year ended 31 March, 2019

### c. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

₹ in Lac

	31 March, 2019		31 March, 2018	
	No. of Share	₹ in Lac	No. of Share	₹ in Lac
<b>Equity Share</b>				
Number of shares at the beginning	25708318	1,285.42	2,57,08,318	1,285.42
Number of shares at the end	<b>25708318</b>	<b>1,285.42</b>	<b>2,57,08,318</b>	<b>1,285.42</b>

### d. SHAREHOLDER HOLDING MORE THAN 5% OF THE SHARE as on 31 MAR, 2018

₹ in Lac

	31 March, 2019	31 March, 2018
Mr. Rajnit Rai Jain	10035648 shares of ₹ 5 each (39.94% of total shareholding)	10035648 shares of ₹ 5 each (39.94% of total shareholding)

### e

₹ in Lac

	31 March, 2019	31 March, 2018
Aggregate Nos of shares issued for consideration other than cash and shares bought back during five years immediately preceding the current FY	2012-13(16226 equity Bonus shares)	2012-13(16226 equity Bonus shares)

### 15. STATEMENT OF CHANGES IN EQUITY:SHEET ATTACHED

₹ in Lac

	31 March, 2019	31 March, 2018
<b>SHARE FORFEITURE</b>	43.50	43.50
<b>SECURITIES PREMIUM ACCOUNT</b>		
Balance at the beginning of the year	2,586.38	2,586.38
Closing Balance	<b>2,586.38</b>	<b>2,586.38</b>
<b>PREFERENCE SHARE REDEMPTION RESERVE</b>		
Balance at the beginning of the year	255.31	255.31
Closing Balance	<b>255.31</b>	<b>255.31</b>
<b>CSR FUND</b>		
Balance at the beginning of the year	118.15	118.15
Closing Balance	<b>118.15</b>	<b>118.15</b>
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS ACCOUNT</b>		
Balance at the beginning of the year	12,576.26	15,320.64
<b>OTHER COMPREHENSIVE INCOME*</b>	158.51	(12.81)
Add: Comprehensive income for the year	(4.07)	
Add : Net Profit /Loss after tax from Statement of Profit and Loss	<b>(2,387.55)</b>	<b>(2,573.06)</b>
	<b>10,343.15</b>	<b>12,734.77</b>
Closing Balance	<b>10,343.15</b>	<b>12,734.77</b>
<b>INTER BRANCH FOREIGN FLUCTUATION RESERVE</b>		
Balance at the beginning of the year	508.56	491.62
Add : Fluctuation during the year	26.18	16.94
Closing Balance	<b>534.74</b>	<b>508.56</b>
	<b>13,881.24</b>	<b>16,246.68</b>

## Notes on accounts for the year ended 31 March, 2019

16. NON CURRENT PROVISIONS		
	₹ in Lac	
	31 March, 2019	31 March, 2018
Provision for leave encashment	20.15	33.08
Provision for gratuity	210.18	265.44
	<b>230.33</b>	<b>298.52</b>

17. SHORT TERM ADVANCE		
	₹ in Lac	
	31 March, 2019	31 March, 2018
Advances from subsidiary	853.64	783.81
	<b>853.64</b>	<b>783.81</b>

18. CURRENT TRADE PAYABLE		
	₹ in Lac	
	31 March, 2019	31 March, 2018
Trade Payable-other than MSMED vendor	439.72	927.87
	<b>439.72</b>	<b>927.87</b>

19. CURRENT OTHER FINANCIAL LIABILITIES		
	₹ in Lac	
	31 March, 2019	31 March, 2018
Unpaid Dividend	56.58	59.16
	<b>56.58</b>	<b>59.16</b>

20. OTHER CURRENT LIABILITIES		
	₹ in Lac	
	31 March, 2019	31 March, 2018
Salary payable	57.62	122.62
Statutory liability including PF, TDS, ESI etc.	121.80	(31.76)
Advance from customers	236.77	1.88
	<b>416.19</b>	<b>92.74</b>

21. CURRENT PROVISIONS		
	₹ in Lac	
	31 March, 2019	31 March, 2018
PROVISION FOR LEAVE ENCASHMENT	5.78	1.38
PROVISION FOR GRATUITY	25.29	10.38
	<b>31.07</b>	<b>11.76</b>

22. CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)		
	₹ in Lac	
	31 March, 2019	31 March, 2018
(To the extent not provided for in the books)		
a) Guarantee Outstanding*	571.22	135.00
b) Invoice funding with Silicon Valley Bank	<b>762.14</b>	<b>220.97</b>

In response to order received for demand of service tax of ₹ 3.99 Cr (FY2007-12), the company has filed an appeal with CESTAT and the same is pending as on date.

In response of the demand order received for AY2013-14 of ₹ 4.3 Cr, the company has filed an appeal with CIT(A) and the same is pending as on date.

In respect of AY 12-13 demand order received for ₹ 10.30 crs, the company has filed appeal with ITAT which is still pending for hearing.

## Notes on accounts for the year ended 31 March, 2019

### 23. REVENUE FROM OPERATION

	₹ in Lac	
	31 March, 2019	31 March, 2018
Export of Software Services Income	4,572.15	4,899.61
Domestic Income from Software Services	774.68	740.50
Domestic Sales of stock in trade	757.26	99.22
	<b>6,104.09</b>	<b>5,739.33</b>

### ANNEXURE TO NOTE NO. 23 - REVENUE FROM OPERATIONS

	₹ in Lac	
	31 March, 2019	31 March, 2018
<b>Revenue disaggregations by nature of revenue:</b>		
Software Development services	5,346.83	5,640.11
Sale of Third party hardware	757.26	99.22
	<b>6,104.09</b>	<b>5,739.33</b>
<b>Revenue disaggregations by geography:</b>		
India	1,437.27	839.43
USA	4,515.76	4,679.43
UK	143.45	197.27
Japan	7.61	23.20
SGP	-	-
<b>TOTAL</b>	<b>6,104.10</b>	<b>5,739.33</b>
<b>Revenue disaggregations by Sector:</b>		
Government	1,198.22	635.03
Non Government	4,905.87	5,104.30
<b>TOTAL</b>	<b>6,104.09</b>	<b>5,739.33</b>

The company has one customer who represents more than 10% of its revenue in FY 1718 & FY 1819.

While disclosing aggregate amount of transaction price the company has not disclose the aggregate transaction price allocated to unsatisfied or partially satisfied performance obligation which pertains to contract where revenue recognised corresponds to value transfer to customer typically involve in time & material or fixed price or event base fixed price base contracts.

The contracts of the company are largely T&M based with no predetermined contact values. In some contacts it is a mixed of T&M & fixed price & as such the unsatisfied performance value can not determined with accuracy.

### 24. DETAILS OF OTHER INCOME

	₹ in Lac	
	31 March, 2019	31 March, 2018
Interest Received from Bank Fixed Deposit	72.74	66.68
Net gain on Investments in Mutual Funds	309.33	562.64
Interest from Employee Welfare Trust	113.75	113.75
Unrealised gain/loss on Investment carried at FV through P&L	43.64	75.52
Other Non-operating Income From Subsidiary	26.27	26.32
Other Income	11.55	11.28
Net Gain /loss from Foreign Transaction	0.12	-
	<b>577.40</b>	<b>856.19</b>

### 25. PURCHASE OF STOCK IN TRADE

	₹ in Lac	
	31 March, 2019	31 March, 2018
Purchase of stock in trade	789.21	90.78
	<b>789.21</b>	<b>90.78</b>

## Notes on accounts for the year ended 31 March, 2019

### 26. EMPLOYEE BENEFIT EXPENSES

	₹ in Lac	
	31 March, 2019	31 March, 2018
Salary Wages And Bonus	5,447.64	6,237.96
Contribution to PF And Other Funds	198.95	282.60
Staff Welfare Expenses	300.92	419.90
	<b>5,947.51</b>	<b>6,940.46</b>

### 27. SUBCONTRACTOR EXPENSES

	₹ in Lac	
	31 March, 2019	31 March, 2018
	637.14	848.71
	<b>637.14</b>	<b>848.71</b>

### 28. FINANCE COST

	₹ in Lac	
	31 March, 2019	31 March, 2018
Other Borrowing Cost (SVB charges)	28.32	3.75
	<b>28.32</b>	<b>3.75</b>

### 29. OPERATION AND OTHER EXPENSES

	₹ in Lac	
	31 March, 2019	31 March, 2018
Travelling	338.87	420.61
Conveyance	36.85	52.26
Staff Welfare	33.69	33.14
Communication	149.64	222.36
Printing and Stationery	14.39	13.43
Electricity and Power	128.02	135.78
Rent - Apartment & Ground	337.88	336.71
Repairs - Machinery	112.37	137.58
Repairs - Building	75.55	68.41
Repairs - Others	3.51	5.33
Education and Training Expenses	9.20	15.58
insurance	63.10	67.96
Auditors' Remuneration - Refer Note no.30	3.90	3.85
Books and Periodicals	0.34	0.42
Directors' Fees	16.40	21.92
Rates & Taxes	63.09	70.18
Legal/Professional Fee	203.50	202.21
Consultancy Charges	119.78	133.80
Recruitment & Relocation Expenses	64.61	43.38
General and Board Meeting expenses	2.28	2.14
Membership and Subscription	36.37	47.06
Business Promotion	108.26	152.93
Advertisement	3.68	6.20
Bank Charges	25.12	21.64
Impairment loss recognised under Expected Credit loss	87.16	-
Donation	0.25	0.01
	<b>2,037.80</b>	<b>2,214.90</b>

Prior Period amts to ₹32468 relating to FY18-19 in the nature of subcontractor expense is immaterial so no effect of IND AS taken in opening balance sheet.

## Notes on accounts for the year ended 31 March, 2019

### 30. AUDITOR'S REMUNERATION

	₹ in Lac	
	31 March, 2019	31 March, 2018
As Statutory Auditors	2.50	2.51
Other certification	1.40	1.35
The above remunerations are not inclusive of service tax and GST		
	<b>3.90</b>	<b>3.86</b>

31 There is no Impairment of assets during the year ended as on 31 Mar, 2019 under Ind AS 36.

32 In respect of service tax & GST which are non cenvatable or non refundable the same amount is being charged to respective expense account.

33 The Company has renewed lease for Building with Saltee Infotex (India) Pvt. Ltd. for the period of 7 years expiring on 30 April' 22.

	₹ in Lac	
	31 March, 2019	
Total Minimum Lease Payment outstanding as at		
Within One Year		263.36
More than One Year		550.86

### 34. EMPLOYEE BENEFIT PROVISIONS

The company has got the actuarial valuation of employee benefit done at the year end and classification of such liability has been done based on 2018-19 actuarial report.

	₹ in Lac	
	31 March, 2019	31 March, 2018
Provision for Leave Encashment in Profit and Loss statement	11.69	12.44
Provision for Gratuity in Profit and Loss statement	46.53	88.23
	<b>58.23</b>	<b>100.67</b>

### ACTUARIAL VALUATION DISCLOSURE (STANDALONE)

	₹ in Lac			
Particulars	2019		2,018	
	GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
1) EXPENSE RECOGNISED IN THE INCOME STATEMENT				
Current Service Cost				
as on 31/03/2019	25,29,482.00	5,78,575.00	27,51,011.00	8,25,009.00
Past Service Cost			27,66,952.00	
Loss/(Gain) on settlement				
Net Interest Income/(cost) on the Net Defined Benefit Liability (Asset)	21,23,817.00	2,65,375.00	20,23,943.00	2,80,448.00
Actuarial (gains)/losses due to :				
change in demographic assumptions				
Change in financial assumptions	(18,95,368.00)	(2,65,358.00)	(7,77,249.00)	(1,14,021.00)
experience variance (i.e. Actual experience vs assumptions)	23,01,967.00	5,90,864.00	20,58,665.00	2,52,120.00

## Notes on accounts for the year ended 31 March, 2019

### ACTUARIAL VALUATION DISCLOSURE (STANDALONE)

₹ in Lac

Particulars	2019	2019	2,018	2,018
others				
Components of defined benefit costs recognised in Other				
Comprehensive Income	4,06,599.00		12,81,416.00	12,43,556.00
<b>2) Net Asset</b>				
Present value of Defined Benefit Obligation	2,35,47,412.00	25,92,534.00	2,75,82,034.00	34,46,428.00
Funded status [Surplus/(Deficit)]	(2,35,47,412.00)	(25,92,534.00)	(2,75,82,034.00)	(34,46,428.00)
Net asset/(liability) recognised in balance sheet	(2,35,47,412.00)	(25,92,534.00)	(2,75,82,034.00)	(34,46,428.00)
Net asset/(liability) recognised in balance sheet at beginning of period	(2,75,82,034.00)	(34,46,428.00)	(2,73,87,595.00)	(37,94,970.00)
Expense recognised in Income Statement	46,53,299.00	11,69,456.00	75,41,906.00	12,43,556.00
Expense recognised in Other Comprehensive Income	4,06,599.00		12,81,416.00	
Employer contributions	90,94,520.00	20,23,350.00	86,28,883.00	15,92,098.00
Net Acquisitions/Business Combinations				
Net asset/(liability) recognised in balance sheet at end of the period	(2,35,47,412.00)	(25,92,534.00)	(2,75,82,034.00)	(34,46,428.00)
<b>3) Change in Defined Benefit Obligations (DBO)</b>				
Present Value of DBO at beginning of period	2,75,82,034.00	34,46,428.00	2,73,87,595.00	37,94,970.00
Current Service cost	25,29,482.00	5,78,575.00	27,51,011.00	8,25,009.00
Interest cost	21,23,817.00	2,65,375.00	20,23,943.00	2,80,448.00
Past Service Cost			27,66,952.00	
Change in financial assumptions	(18,95,368.00)	(2,65,358.00)	(7,77,249.00)	(1,14,021.00)
- experience variance (i.e. Actual experience vs assumptions)	23,01,967.00	5,90,864.00	20,58,665.00	2,52,120.00
others				
Benefits paid	(90,94,520.00)	(20,23,350.00)	(86,28,883.00)	15,92,098.00
Present Value of DBO at the end of period	2,35,47,412.00	25,92,534.00	2,75,82,034.00	34,46,428.00
<b>4) Change in Fair Value of Assets</b>				
Return on Plan Assets, Excluding amount recognised in Net Interest expense			-	-
Actual Company contributions	90,94,520.00	20,23,350.00	86,28,883.00	15,92,098.00
Benefits paid	(90,94,520.00)	(20,23,350.00)	(86,28,883.00)	(15,92,098.00)
<b>5) Actuarial Assumptions</b>				
Financial Assumptions				
Discount Rate	0.08	0.08	0.08	0.08
Rate of increase in salaries	0.03	0.03	0.03	0.03
Demographic Assumptions				
Mortality Rate (% of IALM 06-08)	1.00	1.00	1.00	1.00
Normal Retirement Age	58 years	58 years	58 years	58 years
Attrition Rates, based on age (% p.a.) FOR ALL AGES	2.00	2.00	2.00	2.00

## Notes on accounts for the year ended 31 March, 2019

### 35. a) Enterprises where control exists:

₹ in Lac

	% of holding	Country of Incorporation
<b>Wholly Owned Subsidiaries:</b>		
Responsive Solutions Inc	100%	USA
RS Software (Asia) Pte. Ltd.	100%	Singapore
<b>b) Subsidiary</b>		
Paypermint Pvt Ltd	79.17%	INDIA
<b>c) Key Management Personnel:</b>		
Mr. Rajnit Rai Jain	-	Chairman and Managing Director
Mr. Richard Launder	-	Director
Mr. Shital Kr. Jain	-	Director
Mr. R Ramaraj	-	Director
Mrs. Sarita Jain	-	Director
Mr. Raghav Raj Jain	-	Head Staff Augmentation
Ms. Shrishti Jain	-	Head Global Sales
Mr. Vijendra Surana	-	CFO & Company Secretary

### d) Disclosure of transactions between the Company and Related Parties and the status of outstanding balances

#### i. With Wholly Owned Subsidiary (WOS)

₹ in Lac

Particulars	31 March, 2019	31 March, 2018
Reimbursement of Cost of services incurred on behalf of Subsidiary including margin on actual cost thereon.		
Responsive Solution Inc	242.79	247.91
Paypermint	233.51	826.88
Advance Received From Subsidiary		
R S Software Asia (Pte.) Ltd.	-	146.87
Balance as on MAR 31,2019 :		
Reimbursement of Cost of services incurred on behalf of Subsidiary including margin on actual cost thereon.		
Responsive Solution Inc	(853.64)	(883.06)
Reimbursing of expenses payable and amount receivable towards invoicing		
Paypermint Pvt Ltd	9.56	13.30
Maximum balance outstanding during the year ended Mar,19		
Reimbursement of Cost of services incurred on behalf of Subsidiary including margin on actual cost thereon.		
Responsive Solution Inc	(897.32)	(883.06)
Reimbursing the Other Cost from subsidiary on actual.		
Paypermint Pvt Ltd	56.38	13.30

#### ii. With Related parties

Compensation to KMP'S :	Short Term Employee Benefir
R R Jain(MD)	68.83
MR.RICHARD LAUNDRA (Director)	4.80
MR.S.K.JAIN (Director)	4.00
MR.R. RAMARAJ (Director)	6.00
Mrs Sarita Jain (Director)	48.82
Vijendra Kumar Surana(CFO & CS)	63.81
Relatives	233.93

## Notes on accounts for the year ended 31 March, 2019

36. EPS has been calculated as per the provisions of INDAS-33, issued by the Institute of Chartered Accountants of India. The details of calculation are as follows: ₹ in Lac

	31 March, 2019	31 March, 2018
Numerator for Basic and Diluted EPS:		
Profit & Loss for the Year ended	(2,387.55)	(2,573.06)
Denominator for Basic EPS:		
Equity Shares	2,57,08,318.00	2,57,08,318.00
Weighted no. of Equity Shares	<b>2,57,08,318.00</b>	<b>2,57,08,318.00</b>
Denominator for Diluted Shares		
Weighted No. of Basic Equity Shares	2,57,08,318.00	2,57,08,318.00
Weighted no. of Equity Shares	<b>2,57,08,318.00</b>	<b>2,57,08,318.00</b>
Nominal Value of share	5.00	5.00
Basic Earning per Share	(9.29)	(10.01)
Diluted Earning per Share	(9.29)	(10.01)

## 37. OTHER COMPREHENSIVE INCOME (PENSION PLAN GAINS OR LOSSES)

	31 March, 2019	31 March, 2018
Other Comprehensive Income	4.07	12.81

38. Declaration received from Micro, Small and Medium Enterprises under section 22 of MSMED Act 2006 and disclosures has been made accordingly under Note no. 18

39. Additional Information pursuant to provisions of the Para 5 (vii) (b) of Part II Schedule III for the Companies Act, 2013:-

- a The Company is engaged in the business of development & maintenance of computer software and other related services. The production and sale of such software services are not capable of being expressed in generic terms.

	31 March, 2019	31 March, 2018
<b>Expenditure in Foreign Currency:</b>		
Foreign branch expenditure	4,716.06	5502.44
<b>Earning in Foreign Currency</b>		
Export of services	4,598.42	4899.61

### b Remittance in Foreign Currency

The Company has remitted ₹ Nil (MAR 2018: ₹ Nil) in foreign currencies on accounts of dividends as on Mar 19 and does not have information as to the extent to the extent to which remittance, if any, in foreign currencies on account of dividends have been made by/on behalf of non-resident shareholders. The Particulars of dividends declared and paid on account of non-resident shareholders for the years 2010-11 to 2015-16 are as under :-

Particulars	No. of Non-resident Shareholders	No. of Equity Shares held	Year end of Dividend	Gross Amount of dividend
Final dividend for 2011-12 declared in July'12	134	4,68,631	March' 2012	9,37,262.00
Interim Dividend for 2012-13 declared in January' 13	202	5,11,382	March' 2013	7,67,073.00
Final dividend for 2012-13 declared in July'13	201	5,33,149	March' 2013	10,66,298.00

## Notes on accounts for the year ended 31 March, 2019

Particulars	No. of Non-resident Shareholders	No. of Equity Shares held	Year end of Dividend	Gross Amount of dividend
Interim Dividend for 2013-14 declared in October' 13	207	5,88,430	March' 2014	14,71,075.00
Interim Q3 Dividend for 2013-14 declared in January' 14	197	5,06,065	March' 2014	5,06,065.00
Final dividend for 2013-14 declared in July,14	290	4,34,205	March' 2014	10,85,512.50
Interim dividend for 2014-15 declared in July,14	344	4,63,450	March' 2015	4,63,450.00
2nd Interim dividend for 2014-15 declared in October,14	382	5,45,321	March' 2015	8,17,981.50
3rd Interim dividend for 2014-15 declared in January,15	442	21,20,830	March' 2015	15,90,622.50
Final dividend for 2014-15 declared in July,15	588	22,29,422	March' 2015	27,86,777.50
Dividend for 2015-16 declared in July,2016	564	17,90,888	March' 2016	17,90,888.00

## 40. REPORTING OF SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED:

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
<b>1. Segment Revenue (net sale/income from each segment)</b>		
a. Segment - A (USA)	4,447.36	4,675.65
b. Segment - B (ROW)	1,190.31	1,063.68
<b>Total</b>	<b>5,637.67</b>	<b>5,739.33</b>
<b>Other Income</b>		
Segment -A(USA)& B (ROW)	1,043.83	856.19
<b>Total</b>	<b>6,681.50</b>	<b>6,595.53</b>
Less : Inter - segment revenue	-	-
<b>Net Revenue from Operations</b>	<b>6,681.50</b>	<b>6,595.53</b>
<b>2. Segment Results Profit/(Loss) before Tax &amp; Interest from each segment</b>		
a. Segment - A (USA)	(1,831.49)	(2,757.94)
b. Segment - B (ROW)	200.00	304.52
<b>Total</b>	<b>(1,631.49)</b>	<b>(2,453.42)</b>
Less : Interest	28.32	3.75
Less : Depreciation	221.03	208.84
Less : Unallocable Selling , General & Administrative Expenses	1,098.67	1,033.09
<b>Profit before tax</b>	<b>(2,979.51)</b>	<b>(3,699.09)</b>
<b>3. Capital Employed</b>		
Total Assets	<b>17,194.18</b>	<b>19,705.97</b>
Total Liability	<b>17,194.18</b>	<b>19,705.97</b>

Note : \*Assets used in the Company's business are not capable of being specifically identified with any of the segments, and it is not practicable to provide segmented disclosures in relation to total assets and liabilities with any reasonable degree of accuracy. Unallocated expenses have not been disclosed in any segment.



## Notes on accounts for the year ended 31 March, 2019

### 41. Disclosure under clause 32 of the listing agreement amount of loans and advances outstanding from subsidiary

	₹ in Lac	
	31 March, 2019	31 March, 2018
Outstanding as on		
Responsive Solution Inc	(853.64)	(883.06)
RS Software (Asia) Pte Ltd	NIL	NIL
Paypermint Pvt Ltd	9.56	13.30
<b>Maximum balance outstanding during the year</b>		
Responsive Solution Inc	(897.32)	(883.06)
RS Software (Asia) Pte Ltd	NIL	NIL
Paypermint Pvt Ltd	56.38	13.30

42. The Company is primarily engaged in the rendering services relating to maintenance and testing of Computer Software. These cannot be expressed in any generic units. Hence it is not possible to give the quantities details of sales and certain information as required under paragraph 5 (viii) (c) of general instructions for preparation of statement of profits and loss as per revised schedule VI of the Companies Act 2013.

43. The previous year figures have been regrouped, reclassified and restated, wherever necessary, to correspond with the current year's classification.

44. Financial figures have been rounded off to nearest ₹ Lac.

For DEOKI BIJAY & CO  
Chartered accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
CA D.N. Agrawal  
Partner  
M. No. 51157

Sd/-  
V. Surana  
CFO & Company Secretary  
M. No: 11559

Sd/-  
S.K Jain  
Director  
DIN: 00047474

Sd/-  
R.R. Jain  
Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata

## RESPONSIVE SOLUTIONS, INC.

### Directors' Report

The Directors present their report together with the audited accounts for the period ended 31st March, 2019.

#### Review of Financial Performance

The company during the year under review reported a profit of US\$ 0.08 million (Previous year Profit US\$ 0.27 million). The company is exploring different avenues of revenues, particularly in areas where the Parent Company RS Software is not focusing, and the plan to achieve more profits during the fiscal year 2019-20.

In view of the slowdown in the global economies and that of US in particular, the opportunity for offshore outsourcing only increases and your management team is confident of improved financial performance in years to come.

#### Directors' Responsibilities

(i) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

(ii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records for safeguarding the assets of the Company.

(iii) That the Directors have prepared the accounts for the financial year ended 31st March, 2019 on a "going concern" basis.

#### Acknowledgements

Your Directors' place on record their deep appreciation of the continued assistance and co-operation extend to the Company by its customers, investors, bankers, Government agencies and its dedicated employees. We are particularly grateful to all the shareholders for keeping faith and commitment in the management team to achieve significantly better financial results.

Milpitas  
15 April, 2019

On behalf of the Board of Directors

R R Jain  
Chairman

# RESPONSIVE SOLUTIONS, INC.

## Independent Auditor's Report

To the Board of Directors  
Responsive Solutions, Inc.  
1900 McCarthy Blvd, Suite 103  
Milpitas, California 95035

### Report on the Financial Statements

We have audited the accompanying financial statements of Responsive Solutions, Inc. (a California Corporation), which comprise the balance sheet as of 31 March, 2019, and the related statement of operations, stockholders' equity and cash flows for the three and twelve month ended 31 March, 2019, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Responsive Solutions, Inc. as of 31 March, 2019, and the results of its operations and its cash flows for the three and twelve month ended 31 March, 2019 in accordance with accounting principles generally accepted in the United States of America.

San Francisco, California  
15 April, 2019

# RESPONSIVE SOLUTIONS, INC.

## Balance sheet as at 31 March, 2019

	USD \$
	31 March, 2019
<b>ASSETS</b>	
<b>CURRENT ASSETS</b>	
Cash and cash equivalents	95,083
Sundry creditors (net)	1,231,620
<b>Total assets</b>	<b>1,326,703</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	
<b>STOCKHOLDERS' EQUITY</b>	
Common stock, \$.01 par value, Authorized 1,000 shares; Issued and outstanding 500 shares as of 31 March, 2019	5
Additional paid-in capital	499,995
Retained earnings	826,703
<b>Stockholders' equity</b>	<b>1,326,703</b>
<b>Liabilities and Stockholders' equity</b>	<b>1,326,703</b>

## Statement of Operations for the three and twelve month ended 31 March, 2019

	USD \$	
	Three Month Ended	Twelve Month Ended
	31 March, 2019	31 March, 2019
<b>REVENUES</b>		
Consulting revenue	-	606,157
<b>Total Revenues</b>	-	606,157
<b>COST AND EXPENSES</b>		
Consulting fees	47	351,012
Salary, wages and payroll taxes	22,707	82,848
Professional fees	7,000	14,500
Payroll processing fees	1,179	4,219
Mileage and reimbursements	-	13,200
Total Expenses	30,933	465,779
Net (Loss) Income Before Income Taxes	(30,933)	140,378
Provision for income taxes	2,473	60,923
<b>Net (Loss) Income</b>	<b>(33,406)</b>	<b>79,455</b>

## RESPONSIVE SOLUTIONS, INC.

### Statement of Stockholders' Equity for the three months and twelve months ended 31 March, 2019

	USD \$			
	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Stockholders' Equity
Balance, 31 March, 2018	5	499,995	747,248	1,247,248
Net income-nine month	-	-	112,861	112,861
Balance, 31 December, 2018	5	499,995	860,109	1,360,109
Net income three month	-	-	(33,406)	(33,406)
<b>Balance, 31 March, 2019</b>	<b>5</b>	<b>499,995</b>	<b>826,703</b>	<b>1,326,703</b>

### Statement of Cash Flows for the three and twelve month ended 31 March, 2019

	USD \$	
	Three Month Ended 31 March, 2019	Twelve Month Ended 31 March, 2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Income	(33,406)	79,455
Adjustments to reconcile net income to net cash provided by operating activities:		
Changes in assets and liabilities:		
Accounts receivable	87,615	30,949
Income taxes payable	(100,172)	(44,166)
<b>Net Cash Provided by Operating Activities</b>	<b>(45,963)</b>	<b>66,238</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Related party note receivable	47	(28,989)
<b>Net Cash Provided by Financing Activities</b>	<b>47</b>	<b>(28,989)</b>
Net Change in Cash and Cash Equivalents	(45,916)	37,249
Cash and cash equivalents, beginning balance	140,999	57,834
<b>CASH AND CASH EQUIVALENTS, ending balance</b>	<b>95,083</b>	<b>95,083</b>
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		
Interest paid	-	-
Income taxes paid	-	-

## RESPONSIVE SOLUTIONS, INC.

### Notes to Financial Statements as at 31 March, 2019

#### 1. Summary of Significant Accounting Policies

Nature of Business – Responsive Solutions, Inc. ("Responsive Solutions"), a California corporation incorporated in 1994, Responsive Solutions markets a multi-user Corrective Action Tracking System (CATSWeb) designed to track manufacturing nonconformities and corrective action, achieve and maintain ISO/QS 9000 certification, and empower companies in a broad range of industries to solve problems faster.

Responsive Solutions, Inc. is a wholly owned subsidiary of RS Software (India) Ltd, "Parent".

**Basis of Accounting** – Responsive Solutions prepares the financial statements using accrual basis of accounting in conformity with the generally accepted accounting principles in the United States of America. The expenses are recorded when the benefits and services are received.

**Estimates Included in the Financial Statements** – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Responsive Solutions is subject to risks and uncertainties that may cause actual results to differ from estimated amounts, such as changes in the technology, competition, litigation, legislation and regulations. Responsive Solutions regularly evaluates their estimates and assumptions using historical experience and expectations about the future. Responsive Solutions adjusts their estimates and assumptions when facts and circumstances indicate the need for change.

**Cash and Cash Equivalents** – Cash consists of interest and non-interest-bearing accounts with one financial institution. Responsive Solutions considers all highly liquid investments with original maturity of three months or less from the date of purchased, to be cash equivalents. The carrying value of cash equivalents approximates fair value.

**Sundry Creditors (Net), Related party** – Responsive Solutions issued short term unsecured receivable amounting to \$1,231,620 to the Parent, RS Software (India) Ltd which bears no interest rate. Related party receivable balance was \$1,231,620 as of 31 March, 2019. Management estimates the note is going to be received full in year 2020.

**Accounts Payable** – Accounts payable are recorded when goods or benefits are received.

**Revenue Recognition** – Responsive Solutions derives revenue primarily from software services and development on fixed- price contracts. On the time-and-materials contracts, revenue is recognized as related services are rendered.

**Transactions with Related Parties** – Transactions that occurred between Responsive Solutions and related parties during the three and twelve month ended 31 March, 2019 are as follows:

Responsive Solutions issued short term unsecured receivable amounting to \$1,231,620 to the Parent, RS Software (India) Ltd which bears no interest rate. Related party receivable balance was \$1,231,620 as of 31 March, 2019. Management estimates the note is going to be received full in year 2020.

**Risks and Uncertainties** – Products are concentrated in an industry which is characterized by significant competition, rapid technological advances, changes in customer requirements and evolving regulatory requirements and industry standards. The success of Responsive Solutions depends on management's ability to anticipate and to respond quickly and adequately to technological developments in the industry, changes in customer requirements or changes to industry standards. Any significant delays in the development or introduction of products could have a material adverse effect on Responsive Solutions business and operating results.

**Fair Value of Financial Instruments** – The carrying amounts of financial instruments including cash, accounts receivable, accounts payable, and federal and state taxes payables approximate fair value as of 31 March, 2019, because of the relatively short maturity of these instruments.

# RESPONSIVE SOLUTIONS, INC.

## Notes to Financial Statements as at 31 March, 2019

**Income Taxes Payables** – Responsive Solutions has elected to be taxed under the chapter C of the Internal Revenue Code. Income of Responsive Solutions is reported in Responsive Solutions income tax return.

Responsive Solutions files its income tax returns in the U.S. Federal, and California jurisdictions.

None of Responsive Solutions tax returns have been examined by the taxing authorities, nor has Responsive Solutions been notified of any pending examinations.

At 31 March, 2019, Responsive Solutions did not have any tax benefit disallowed under the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") FASB ASC 740, Income Taxes and no amounts have been recognized for potential interests and penalties. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with the tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax position not meeting the "more likely than not" test, no tax benefit is recorded.

Current tax expense for the three and twelve month ended 31 March, 2019 presented are comprised of the minimum tax for Federal and the state of California based on minimal tax rates for taxable income.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. No deferred tax expense was booked for the three and twelve month ended 31 March, 2019 as there is no difference noted between the carrying amounts of assets and liabilities for financial reporting and income tax purposes.

**Uncertain Tax Positions** – Responsive Solutions accounts for uncertain tax positions in accordance with GAAP. GAAP prescribes a recognition threshold and measurement process for financial statement recognition of uncertain tax positions taken or expected to be taken on a tax return. GAAP also provides guidance on recognition, de recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. There was no impact on total liabilities or stockholder's equity as a result of the adoption of these provisions.

**Concentration of Credit Risk** – Financial instruments that potentially subject Responsive Solutions to concentrations of credit risk consist principally of deposits greater than \$250,000 for interest bearing accounts with each financial institution that is a member of Federal Deposit Insurance Corporation ("FDIC"), and security deposits greater than \$500,000 (\$250,000 in cash) with each financial institution that is a member of Securities Investor Protection Corporation ("SIPC").

Responsive Solutions has no cash balances on deposit at 31 March, 2019 that exceeded the balance insured by the FDIC. Management of Responsive Solutions periodically reviews its cash policies and believes any potential accounting loss is minimal.

**Concentration of Revenue** – Responsive Solutions grants credit to its customers. In general, Responsive Solutions does not require collateral in relation to these receivables. For the twelve-month ended 31 March, 2019, Responsive Solutions derived 100% of its revenue from one customer.

**Subsequent Event** – Management has evaluated subsequent events through April 15, 2019, the date which the financial statements were available to be issued. The financial statements include all events or transactions, including estimates, required to be recognized in accordance with the accounting principles generally accepted in the United States of America. Responsive Solutions has determined that there are no unrecognized subsequent events that require additional disclosures.

# R S SOFTWARE (ASIA) PTE. LIMITED

## Directors' Statement For the financial year ended 31 March 2019

The directors present their statement to the members together with the audited financial statements of the Company for the financial year ended 31 March 2019.

In the opinion of the directors,

- the statement of comprehensive income, statement of financial position, statement of changes in equity and statement of cash flows together with the notes thereto are drawn up so as to give a true and fair view of the financial position of the Company as at 31 March 2019 and the financial performance, changes in equity and cash flows of the Company for the financial year then ended; and
- at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

### Directors

The directors of the Company in office at the date of this statement are as follows:

Rajnit Rai Jain  
22 April, 2019  
Vijendra Kumar Surana  
Steven Luk Chiew Peng

### Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of director		Holdings in which a director is deemed to have an interest	
	At 01.04.2018	At 31.03.2019	At 01.04.2018	At 31.03.2019
<b>The Company</b> (Ordinary shares)				
Rajnit Rai Jain	-	-	25,000	25,000
<b>R. S. Software (India) Limited</b>				
- holding company Ordinary shares)				
Rajnit Rai Jain	10,035,648	10,035,648	-	-

### Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

### Independent auditor

The independent auditor, Entrust Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the directors:

Rajnit Rai Jain  
Director  
22 April, 2019

Vijendra Kumar Surana  
Director

# R S SOFTWARE (ASIA) PTE. LIMITED

## Independent Auditor's Report

To  
the Members of  
**R S SOFTWARE (ASIA) PTE. LIMITED**

### Report on the Audit of the Financial Statements

#### Our opinion

We have audited the accompanying financial statements of R S Software (Asia) Pte. Limited (the "Company"), which comprise the statement of financial position as at 31 March 2019, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the financial position of the Company as at 31 March 2019 and the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

Management is responsible for the other information. The other information comprises the Directors' Statement but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Company's financial reporting process.

# R S SOFTWARE (ASIA) PTE. LIMITED

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

## ENTRUST PUBLIC ACCOUNTING CORPORATION

Public Accountants and Chartered Accountants  
Singapore

## RS SOFTWARE (ASIA) PTE. LIMITED

### Statement of Comprehensive Income for the financial year ended 31 March 2019

	Note	2019 SGD	2018 SGD
<b>Revenue</b>	4	23,046	128,031
Expenses:			
Employee compensation	5	(11)	(93,074)
Other expenses	6	(28,175)	(35,648)
<b>Loss before income tax</b>		(5,140)	(691)
Income tax expense	7	-	5,021
<b>(Loss)/profit for the financial year</b>		(5,140)	4,330
<b>Total comprehensive income</b>		<b>(5,140)</b>	<b>4,330</b>

### Statement of Financial Position as at 31 March 2019

	Note	2019 SGD	2018 SGD
<b>ASSETS</b>			
<b>Current assets</b>			
Trade and other receivables	8	1,229	14,765
Cash and cash equivalents	9	2,057,855	2,063,993
		2,059,084	2,078,758
<b>Total assets</b>		<b>2,059,084</b>	<b>2,078,758</b>
<b>LIABILITIES</b>			
Current liabilities	10	3,572	18,106
Other payables	7	91	91
Current income tax liabilities		3,663	18,197
<b>Total liabilities</b>		<b>3,663</b>	<b>18,197</b>
<b>Net assets</b>		<b>2,055,421</b>	<b>2,060,561</b>
<b>EQUITY</b>			
Share capital	12	25,000	25,000
Retained earnings		2,030,421	2,035,561
<b>Total equity</b>		<b>2,055,421</b>	<b>2,060,561</b>

### Statement of Changes in Equity for the financial year ended 31 March 2019

	Share capital SGD	Retained earnings SGD	Total equity SGD
<b>Balance at 1 April 2017</b>	25,000	2,031,231	2,056,231
Total comprehensive income for the financial year	-	4,330	4,330
Balance at 31 March 2018	25,000	2,035,561	2,060,561
<b>Balance at 1 April 2018</b>	<b>25,000</b>	<b>2,035,561</b>	<b>2,060,561</b>
Total comprehensive income for the financial year	-	(5,140)	(5,140)
<b>Balance at 31 March 2019</b>	<b>25,000</b>	<b>2,030,421</b>	<b>2,055,421</b>

## RS SOFTWARE (ASIA) PTE. LIMITED

### Statement of Cash Flows for the financial year ended 31 March 2019

	Note	2019 SGD	2018 SGD
<b>Cash flows from operating activities</b>			
Loss before income tax		(5,140)	(691)
Adjustment for:			
Provision for unutilised leave		-	(2,229)
Operating cash flow before working capital changes		(5,140)	(2,920)
Changes in working capital:			
Trade and other receivables		13,536	26,105
Other payables		(14,534)	5,081
Cash (used in)/generated from operations		(6,138)	28,266
Income tax refund		-	5,112
<b>Net cash outflow from operating activities and net decrease in cash and cash equivalents held</b>		<b>(6,138)</b>	<b>33,378</b>
Cash and cash equivalents at the beginning of financial year		2,063,993	2,030,615
<b>Cash and cash equivalents at the end of financial year</b>	9	<b>2,057,855</b>	<b>2,063,993</b>

## RS SOFTWARE (ASIA) PTE. LIMITED

### Notes to the Financial Statements for the financial year ended 31 March 2019

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

#### 1. General information

The Company is incorporated and domiciled in Singapore. The address of its registered office is at 10 Anson Road, #12-14 International Plaza, Singapore 079903.

The principal activities of the Company are software consultancy, development and maintenance.

#### 2. Significant accounting policies

##### 2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

On 1 April 2018, the Company adopted the new or amended FRS and Interpretations of FRS ("INT FRS") that are mandatory for application for the financial year. Changes to the Company's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the accounting policies of the Company and had no material effect on the amounts reported for the current or prior financial years.

##### 2.2 New or revised accounting standards and interpretations issued but not yet effective

A number of new standards, amendments to standards and interpretations are issued but not yet effective for annual periods beginning 1 January 2018, and have not been applied in preparing these financial statements. The Company does not plan to early adopt these standards.

Reference	Title	Effective date (Annual periods beginning on or after)
FRS 116	Leases	1 January 2019
INT FRS 123	Uncertainty over income tax	1 January 2019
Amendments to FRS 28	Investments in associates (Long term interests in associates and joint ventures)	1 January 2019
Amendments to FRS 19	Employee benefits (Plan amendments, curtailment or settlement)	1 January 2019
Amendments to FRS 109	Financial instruments (Prepayment features with negative compensation)	1 January 2019
Annual improvement 2018		
FRS 103	Business combination (Previously held interest in a joint operation)	1 January 2019
FRS 111	Joint arrangement (Previously held interest in a joint operation)	1 January 2019
FRS 112	Income taxes (Income tax consequences of payments on financial instruments classified as equity)	1 January 2019
FRS 23	Borrowing costs (Borrowing costs eligible for capitalisation)	1 January 2019
Amendments to FRS 103	Business Combinations (Definition of a business)	1 January 2020
FRS 117	Insurance contracts	1 January 2021
FRS 110	Consolidated financial statement and FRS 28 Investment in associates and joint venture (Sale or contribution of assets between an investor and its associate or joint venture)	To be determined

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

## RS SOFTWARE (ASIA) PTE. LIMITED

### Notes to the Financial Statements for the financial year ended 31 March 2019

#### 2.3 Revenue recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

The Company provides staffing services based on service agreement.

Revenue is recognised in accordance with the approved deliverables specified in each work statement.

The amount of revenue recognised is based on the contractual price.

#### 2.4 Financial assets

##### (a) Classification and measurement

The Company classifies its financial assets into the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVPL).

The classification depends on the Company's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Company reclassifies debt instruments when and only when its business model for managing those assets changes.

##### At initial recognition

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

##### At subsequent measurement

###### 1. Debt instruments

Debt instruments mainly comprise of cash and cash equivalents, trade and other receivables, listed and unlisted debt securities.

There are three subsequent measurement categories, depending on the Company's business model for managing the asset and the cash flow characteristics of the asset:

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.
- FVOCI: Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income (OCI) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When

## R S SOFTWARE (ASIA) PTE. LIMITED

### Notes to the Financial Statements for the financial year ended 31 March 2019

the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "other gains and losses". Interest income from these financial assets is recognised using the effective interest rate method and presented in "interest income".

- FVPL: Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in "other gains and losses".

#### 2. Equity investments

The Company subsequently measures all its equity investments at their fair values. Equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other gains and losses", except for those equity securities which are not held for trading. The Company has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Company considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "fair value gains/losses" in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as "dividend income".

#### (b) Impairment

The Company assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, lease receivables and contract assets, the Company applies the simplified approach permitted by the FRS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### (c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Company commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

Trade receivables that are factored out to banks and other financial institutions with recourse to the Company are not derecognised until the recourse period has expired and the risks and rewards of the receivables have been fully transferred. The corresponding cash received from the financial institutions is recorded as borrowings.

### 2.5 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

## R S SOFTWARE (ASIA) PTE. LIMITED

### Notes to the Financial Statements for the financial year ended 31 March 2019

#### 2.6 Provisions for other liabilities and charges

Provisions for other liabilities and charges are recognised when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

#### 2.7 Fair value estimation

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

#### 2.8 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and
- based on the tax consequence that will follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss.

#### 2.9 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include deposits with financial institutions which are subject to an insignificant risk of change in value.

#### 2.10 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

#### 2.11 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

##### (a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Company pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid.

##### (b) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.



## R S SOFTWARE (ASIA) PTE. LIMITED

### Notes to the Financial Statements for the financial year ended 31 March 2019

#### 2.12 Currency translation

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollars, which is the functional currency of the Company.

#### 3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There are no critical accounting estimates and assumptions made by the Company concerning the future.

#### 4. Revenue from contracts with customers

##### Disaggregation of revenue from contracts with customer

	2019 SGD	2018 SGD
Rendering of services	23,046	28,031
	<b>23,046</b>	<b>28,031</b>

All the sales are recognised at a point in time.

The Company has initially applied FRS 115 using the modified retrospective method. Under this method, the comparative information is not restated.

#### 5. Employee compensation

	2019 SGD	2018 SGD
Salaries and wages	11	93,074
	<b>11</b>	<b>93,074</b>

#### 6. Other expenses

	2019 SGD	2018 SGD
Foreign exchange differences (net)	-	4,768
Insurance	1,724	6,535
Professional fees	24,995	23,136
Others	1,456	1,209
	<b>28,175</b>	<b>35,648</b>

#### 7. Income tax expense

##### (a) Income tax expense

	2019 SGD	2018 SGD
Tax expense attributable to profit is made up of:		
- Current income tax	-	91
	-	91
Over provision in respect of preceding financial year	-	(5,112)
	-	<b>(5,021)</b>

## R S SOFTWARE (ASIA) PTE. LIMITED

### Notes to the Financial Statements for the financial year ended 31 March 2019

The tax expense on loss differs from the amount that would arise using the Singapore standard rate of income tax as follows:

	2019 SGD	2018 SGD
Loss before income tax	(5,140)	(691)
Tax calculated at a tax rate of 17%	(874)	(117)
Effects of:		
- Tax incentives	-	(23)
- Expenses not deductible for tax purposes	293	570
- Partial income tax exemption	-	(339)
- Deferred income tax assets not recognised	581	-
Tax charge	-	91

At the reporting date, the Company has unabsorbed tax losses estimated at SGD6,084 available for offsetting against any future taxable income subject to the provisions of tax legislation. The deferred income tax benefits have not been recognised in the financial statements as it is not probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

##### (b) Movements in current income tax liabilities

	2019 SGD	2018 SGD
Beginning of financial year	91	-
Income tax refund	-	5,112
Tax expense on profit for current financial year	-	91
Over provision in respect of preceding financial year	-	(5,112)
End of financial year	<b>91</b>	<b>91</b>

#### 8. Trade and other receivables

	2019 SGD	2018 SGD
Trade receivable	-	13,041
Other receivable	1,229	-
Prepaid operating expenses	-	1,724
	<b>1,229</b>	<b>14,765</b>

In the previous financial year, trade receivable is non-interest bearing and the credit period is 30 days (2018: 30 days).

At the reporting date, the carrying amounts of trade and other receivables approximate their fair value.

Trade and other receivables are denominated in Singapore Dollars.

#### 9. Cash and cash equivalents

	2019 SGD	2018 SGD
Bank balance	2,057,855	2,063,993
	<b>2,057,855</b>	<b>2,063,993</b>

At the reporting date, the carrying amounts of cash and cash equivalents approximate their fair value.

Cash and cash equivalents are denominated in Singapore Dollars.

For the purposes of the statement of cash flows, the cash and cash equivalents comprised the following:

	2019 SGD	2018 SGD
Cash and cash equivalents (as above)	2,057,855	2,063,993
Cash and cash equivalents per statement of cash flows	<b>2,057,855</b>	<b>2,063,993</b>

## R S SOFTWARE (ASIA) PTE. LIMITED

### 10. Other payables

	2019 SGD	2018 SGD
Other payables	-	7,057
Accrued operating expenses	3,572	11,049
	<b>3,572</b>	<b>18,106</b>

At the reporting date, the carrying amounts of other payables approximate their fair value.

Other payables are denominated in Singapore Dollars.

### 11. Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority.

Deferred income tax assets not recognised at the reporting date is as follows:

	2019 SGD	2018 SGD
Unabsorbed tax losses	1,034	-
	<b>1,034</b>	<b>-</b>

### 12. Share capital

	2019 SGD	2018 SGD
25,000 ordinary shares issued and fully paid	25,000	25,000

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

### 13. Holding company

The holding company is R. S. Software (India) Limited, incorporated in India.

### 14. Financial risk management

The Company's activities expose it to a variety of financial risk.

#### (i) Foreign currency risk

The Company has limited exposure to foreign currency risk arising from future commercial transactions, recognised assets and liabilities. The Company monitors the foreign currency exchange rates movements closely to ensure that their exposures are minimised.

#### (ii) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Company has no significant interest-bearing assets or liabilities, the Company's income is substantially independent of changes in market interest rates.

#### (iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's major classes of financial assets are bank deposits and trade and other receivables.

For trade receivables, the Company adopts the policy of dealing only with customers of appropriate credit standing and history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Company adopts the policy of dealing with financial institutions and other counterparties with high credit ratings.

Credit exposure to an individual customer is restricted by the credit limit approved by the management. Customers' payment profile and credit exposure are continuously monitored by the management and directors.

There is no significant concentration of credit risk.

## R S SOFTWARE (ASIA) PTE. LIMITED

#### (iv) Liquidity risk

The Company adopts prudent liquidity risk management by maintaining sufficient cash for the Company's operations.

The table below analyses financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Not later than 1 year SGD
<b>At 31 March 2019</b>	
Other payables	3,572
	<b>3,572</b>
<b>At 31 March 2018</b>	
Other payables	18,106
	<b>18,106</b>

#### (v) Capital risk

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Company may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

The Company is not subject to any externally imposed capital requirements.

### 15. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the directors on 22 April 2019.

	2019 SGD	2018 SGD
REVENUE		
Rendering of services	23,046	128,031
LESS: EXPENSES		
Bank charges	6	209
Foreign exchange differences (net)	-	4,768
Insurance	1,724	6,535
Printing and stationery	1,450	1,000
Professional fees	24,995	23,136
Provision for unutilised leave	-	(2,229)
Salaries and allowances	11	95,303
	<b>28,186</b>	<b>128,722</b>
Loss before income tax	(5,140)	(691)
Income tax expense	-	5,021
(Loss)/profit for the financial year	<b>(5,140)</b>	<b>4,330</b>

# PAYPERMINT PVT. LIMITED

## Independent Auditor's Report

To  
The Members of  
**M/s. Paypermint Pvt. Limited**

### Report on the standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone financial statements of **M/s. Paypermint Pvt. Limited** ("the Company") which comprises the Balance Sheet as at 31 March, 2019, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (India Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2019, of loss, (including other Comprehensive Income) Statement of Changes in Equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, 2013 read with relevant rules issued thereunder and other Accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate **internal financial controls**, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

#### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material

# PAYPERMINT PVT. LIMITED

misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the interim consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and

whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Reports on Other Legal and Regulatory Requirements

- (i) As required by the Companies (Auditors Report) order, 2016 (the Order) issued by the Central Governance of India in terms of section 143 (11) of the Act we give in the Annexure A, a Statement on the matters specified in paragraph 3 and 4 of the order
- (ii) As required by Section 143(3) of the Act, we report that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income, the Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act of the Act, read with the relevant rules issued there under.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, the company is

## PAYPERMINT PVT. LIMITED

not required to have internal financial control in place vide MCA notification dated 13 June, 2017 (G.S.R 583-E), hence not required to be commented upon.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

- i. The Company does not have any pending litigations which would impact its financial position in its financial statements;
- ii. The Company does not have any long term contracts including derivation contract for which there are any material foreseeable losses.;

- iii. There are no amount which are required to be transferred, to the Investors Education and Protection Fund by the Company during the year.

**For Chaturvedi & Company**  
Chartered Accountants  
(Firm Reg. No. 302137E)

**Nilima Joshi**  
Partner  
Mem. No. 52122

Dated : 30 April, 2019  
Place : Kolkata

## PAYPERMINT PVT. LIMITED

### Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2019, we report that

- i. (a) The Company has generally maintained proper records of all tangible assets showing full particulars including quantitative details except location thereof
- (b) As explained by the Management, all the assets have been physically verified by the management during the year-end which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, does not own any immovable property.
- ii. The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. (a) On the basis of examination of records and according to the information and explanation given to us, we report that the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 1956
- (b) As the Company has not given any loans, clause iii(a), iii(b) and clause iii(c) of paragraph 3 of 'the order' are not applicable.
- (iv) On the basis of examination of records and according to information and explanation given to us, the Company has not granted any loans, investments, guarantee and security to any person falling under section 185 of the companies act, 2013
- (v) The Company has not accepted any deposits and therefore the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the companies act 2013 and the rules formed thereunder are not applicable to the company
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to information and explanation given to us and as per the records of the Company examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund (being deposited in PF account of the holding Company), employees' state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, goods & service tax, cess and other statutory dues applicable to it except some delay in deposit of GST. No statutory dues were outstanding, as at 31st March 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and other material statutory dues were outstanding, as at 31st March 2019 on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to information and explanation given to us and as per the records of the Company examined by us, no Managerial remuneration is required to be paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act. Hence clause (xi) of the order is not applicable.
- (xii) In our opinion and according to the information and

## PAYPERMINT PVT. LIMITED

explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and the records of the Company examined by us, the Company

has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Chaturvedi & Company**  
Chartered Accountants  
(Firm Reg. No. 302137E)

**Nilima Joshi**  
Partner  
Mem. No. 52122

Dated : 30 April, 2019  
Place : Kolkata

## PAYPERMINT PVT. LIMITED

### Balance sheet as at 31 March, 2019

Particular	Notes	₹ in Lac	
		As at 31 March, 2019	As at 31 March, 2018
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
<b>a PROPERTY PLANT &amp; EQUIPMENT</b>			
i) PROPERTY PLANT & EQUIPMENT	3	9.07	13.67
ii) INTANGIBLE ASSETS	3	596.74	697.63
<b>b FINANCIAL ASSETS</b>			
i) OTHER FINANCIAL ASSET	4	15.00	1217.46
<b>c DEFERRED TAX ASSETS (Net)</b>	5	223.37	134.09
<b>d OTHER NON CURRENT ASSETS</b>	6	113.86	103.55
<b>CURRENT ASSETS</b>			
<b>a FINANCIAL ASSETS</b>			
i) INVESTMENT	7	764.74	-
ii) TRADE RECEIVABLES	8	0.12	-
iii) CASH & CASH EQUIVALENTS	9	2.29	0.41
iv) OTHER FINANCIAL ASSET	10	2.27	0.00
<b>b OTHER CURRENT ASSETS</b>	11	1.03	-
<b>TOTAL ASSETS</b>		<b>1,728.48</b>	<b>2,166.81</b>
<b>EQUITY AND LIABILITIES :</b>			
<b>EQUITY</b>			
a EQUITY SHARE CAPITAL	12	960.00	960.00
b OTHER EQUITY	13	693.74	1175.25
<b>LIABILITIES</b>			
<b>NON CURRENT LIABILITIES</b>			
a PROVISIONS	20	23.62	
<b>CURRENT LIABILITIES</b>			
<b>a FINANCIAL LIABILITIES</b>			
i) TRADE PAYABLES	14	17.08	20.85
<b>b OTHER CURRENT LIABILITIES</b>	15	34.04	10.71
<b>TOTAL</b>		<b>1,728.48</b>	<b>2166.81</b>
Significant Accounting Policies and Notes on Accounts	1 to 27		

The Notes referred to above form an integral part of the Standalone Financial Statement.

This is the Standalone Financial Statement referred to in our report of even date.

FOR CHATURVEDI & COMPANY  
Chartered Accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
**NILIMA JOSHI**  
Partner  
M. No. 5 M. No. 52122

Sd/-  
**R R JAIN**  
Director  
DIN:00122942

Sd/-  
**R RAMARAJ**  
Director  
DIN:00090279

Dated : 30 April, 2019  
Place : Kolkata

# PAYPERMINT PVT. LIMITED

## Statement of Profit and Loss for the year ended 31 March, 2019

Particular	Notes	₹ in Lac	
		Year ended 31 March, 2019	Year ended 31 March, 2018
I REVENUE FROM OPERATIONS	16	4.12	0.04
II OTHER INCOME	17	66.74	1.26
III TOTAL REVENUE		<b>70.85</b>	<b>1.30</b>
IV EXPENSES :			
EMPLOYEE BENEFIT EXPENSES	18	413.84	343.34
DEPRECIATION & AMORTISATION	3	109.12	15.32
OPERATION AND OTHER EXPENSES	19	118.68	39.50
V TOTAL EXPENSE		<b>641.64</b>	<b>398.16</b>
VI PROFIT BEFORE TAX :		(570.79)	(396.85)
VII TAX EXPENSES (III - V)			
CURRENT TAX			
DEFERRED TAX		(89.28)	(84.09)
VIII PROFIT & LOSS FROM CONTINUOUS OPERATIONS : (VI - VII)		<b>(481.51)</b>	<b>(312.76)</b>
OTHER COMPREHENSIVE INCOME			
Items which will not be classified into profit or loss		-	-
TOTAL Comprehensive Income		-	-
PROFIT FOR THE YEAR :		(481.51)	(312.76)
EARNING PER EQUITY SHARE :			
BASIC	26	(5.02)	(3.26)
DILLUTED	26	(5.02)	(3.26)
Significant Accounting Policies and Notes on Accounts	1 to 27		

The Notes referred to above form an integral part of the Standalone Financial Statement.

This is the Standalone Financial Statement referred to in our report of even date.

FOR CHATURVEDI & COMPANY  
Chartered Accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
**NILIMA JOSHI**  
Partner  
M. No. 5 M. No. 52122

Sd/-  
**R R JAIN**  
Director  
DIN:00122942

Sd/-  
**R RAMARAJ**  
Director  
DIN:00090279

Dated : 30 April, 2019  
Place : Kolkata

# PAYPERMINT PVT. LIMITED

## Cash Flow Statement for the year ended 31 March, 2019

Particular	₹ in Lac	
	As at 31 March, 2019	As at 31 March, 2018
<b>CASH FLOW STATEMENT</b>		
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
NET PROFIT BEFORE TAX	(570.79)	(396.85)
ADJUSTMENT FOR :		
DEPRECIATION	109.12	15.32
PROFIT ON SALE OF INVESTMENT	(31.83)	-
FOREIGN EXCHANGE DIFFERENCES	0.26	-
PROVISION FOR GRATUITY, LEAVE ENCASHMENT	23.62	(19.10)
INTEREST RECEIVED	(2.27)	-
PROFIT ON REVALUATION ON INVESTMENT	(32.90)	-
EMPLOYEES EXPENSES AMORTIZATION & DEFERRED TAXATION		84.09
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(504.79)</b>	<b>(316.54)</b>
ADJUSTMENT FOR :		
TRADE AND OTHER RECEIVABLES	(10.43)	5.22
LOANS AND ADVANCES AND OTHER ASSETS	(3.30)	84.09
TRADE PAYABLES & OTHER LIABILITIES	19.57	(525.26)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(498.95)</b>	<b>(752.49)</b>
<b>B CASH FLOW FROM INVESTMENT ACTIVITIES :</b>		
PURCHASE OF FIXED ASSETS	(3.63)	1,398.03
INTEREST RECEIVED	2.27	-
PROFIT ON SALE OF INVESTMENT	31.83	-
INVESTMENT MADE DURING THE YEAR	470.36	(1,217.46)
NET CASH FROM INVESTMENT ACTIVITIES	<b>500.83</b>	<b>180.57</b>
<b>C CASH FLOW FROM FINANCE ACTIVITIES:</b>		
PROCEEDS FROM SHARE CAPITAL	-	<b>160.00</b>
NET INCREASE /DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	<b>1.88</b>	<b>(411.92)</b>
OPENING CASH AND CASH EQUIVALENTS	0.41	412.33
CLOSING CASH AND CASH EQUIVALENTS	2.29	0.41

The Notes referred to above form an integral part of the Standalone Financial Statement.

This is the Standalone Financial Statement referred to in our report of even date.

FOR CHATURVEDI & COMPANY  
Chartered Accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
**NILIMA JOSHI**  
Partner  
M. No. 5 M. No. 52122

Sd/-  
**R R JAIN**  
Director  
DIN:00122942

Sd/-  
**R RAMARAJ**  
Director  
DIN:00090279

Dated : 30 April, 2019  
Place : Kolkata

# PAYPERMINT PVT. LIMITED

## Statement of Change in Equity for the year ended 31 March, 2019

₹ in Lac

Particulars	Reserve and Surplus		Total equity attributable to equity holders of the Company
	Securities premium reserve	Retained earnings	
<b>Equity Share Capital</b>			
Balance as of 1 April, 2018			960.00
Changes in equity for year ended MAR 31,2019			-
Balance as of Mar 31, 2019			960.00
<b>Other Equity</b>			
Balance as of 1 April, 2018	1,600.00	(424.75)	1,175.25
Changes in equity for the year ended			
Changes during the year		(481.51)	(481.51)
Balance as at 31 Mar,2019	1,600.00	(906.26)	693.74

## Statement of Change in Equity for the year ended 31 March, 2018

₹ in Lac

Particulars	Reserve and Surplus		Total equity attributable to equity holders of the Company
	Securities premium reserve	Retained earnings	
<b>Equity Share Capital</b>			
Balance as of 1 April, 2017	-	-	960.00
Changes in equity for year ended MAR 31,2018			
Balance as of Mar 31, 2018	-	-	960.00
<b>Other Equity</b>			
Balance as of 1 April, 2017	-	(111.95)	(111.96)
Changes in equity for the year ended			
Changes during the year	1,600.00	(312.76)	1,287.24
Balance as at 31 Marst,2018	1,600.00	(424.71)	1,175.28

\*This Statement forms a integral part of Standalone Financial Statement

FOR CHATURVEDI & COMPANY  
Chartered Accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
NILIMA JOSHI  
Partner  
M. No. 5 M. No. 52122

Sd/-  
R R JAIN  
Director  
DIN:00122942

Sd/-  
R RAMARAJ  
Director  
DIN:00090279

Dated : 30 April, 2019  
Place : Kolkata

## Notes on accounts for the year ended 31 March, 2019

### 1.1 Corporate Information

Paypermint has focused exclusively on providing software solution to electronic payment industries since its inception. The company is engaged in development, testing and maintenance of software for its clients based in different geographies. The company operates in US, UK and India.

The Financial Statement are approved for issue by the company's Board of Directors on 30th April, 2019.

### 1.2 Basis of preparation of Financial Statement

These financial statements are prepared in accordance with Indian Accounting Standard (Ins AS), under the historical cost convention on the actual basis except for the certain financial instruments which are measured at fair values, the provisions of the companies Act,2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the companies (Indian Accounting Standards) Rules,2015 and relevant amendment rules issued there after.

Accounting Policies have been consistently applied except where a newly issued accounting standrad is initially adopted or a revision to an existing accounting standard requires a change in the accouting policiey hitherto in use.

As the quarter and the year figures are taken from the source and rounded to the nearest digits, the figures for the previous quarters might not always add up to the year figures reported in this statement.

### 1.3 Use of Estimates & Judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets and provisions and contingent liabilities.Key estimates are critical accounting estimates.

## 2 Critical Accounting Estimate

### a. Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

### b. Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2(M).

### c. Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

### d. Revenue Recognition

Revenue is realized on time-and-material basis or Fixed Bid or Milestone as specified in the work order. Revenue from software

## Notes on accounts for the year ended 31 March, 2019

development on time and material basis is recognized based on Service rendered (software developed) and billed to clients as per the terms of specific contracts. Revenue from Fixed Bid contract is recognized on monthly basis as per contract terms. Revenue from Milestone base contract is being recognized based on effort given during the period but the Invoice is sent to customer when the milestone is achieved as per contract. Value Added tax in UK is not included in the income from Software development.

Contracts are unbundled into separately identifiable components and the consideration is allocated to those identifiable components on the basis of their fair values. Revenue is recognized for respective components either at the point in time or over time, as applicable.

Revenue from software development contracts, which are generally time bound fixed price contracts, is recognized over the life of the contract using the percentage-of-completion method, with contract costs determining the degree of completion.

Revenue from the sale of internally developed and manufactured systems and third party products which do not require significant modification is recognized upon delivery, which is when the absolute right to use passes to the customer and the Company does not have any material remaining service obligation.

Unbilled Revenue included in Other Financial Assets, represents amounts recognized in respect of services performed in a accordance with Contract terms, not yet billed to Customers as at Reporting Period end."

The Company derives revenues primarily from business IT services comprising of software development and related services, consulting and package implementation and from the licensing of software products and platforms across our core and digital offerings ("together called as software related services").

Effective 1 April, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers) accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised significant accounting policies related to revenue recognition. Refer Note 1 "Significant Accounting Policies." In the Company's 2018 Annual Report for the policies in effect for revenue prior to 1 April, 2018. The effect on adoption of IND as 115 was insignificant

Arrangements with customers for software related services are either on a fixed-price, fixed-timeframe or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements license, implementation and Annual Technical Services (ATS).

## Notes on accounts for the year ended 31 March, 2019

### e Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their primary nature.

The costs of the company are broadly categorized in employee benefit expenses, depreciation and amortization and other operating expenses. Employee benefit expenses include employee compensation, allowances paid and staff welfare expenses. Other operating expenses majorly include fees to external consultants, Rent, cost running its facilities, travel expenses, communication costs allowances for delinquent receivables and other expenses. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, bank charges, freight, Postage etc.

### f Property, Plant & Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment loss, if any.

Property, plant and equipment individually costing ₹5,000 or less which are not capitalised except when they are part of a larger capital investment programmed.

Depreciation is provided for property, plant and equipment so as to expense the cost less residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

#### The estimated useful lives are as mentioned below:

PLANT AND EQUIPMENT	3 years/6 years
---------------------	-----------------

Depreciation on fixed assets is provided using the straight-line method on the basis of use full life of assets under schedule II of the Indian Companies Act, 2013.

### g Intangible assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Intangible assets/Software Licenses are amortized on there respective individual estimated useful lives on a straight line basis, commencing from the date the assets is available to the company for its use.

The estimated useful lives are as mentioned below:

COMPUTER SOFTWARE & LICENCES	7 Years
------------------------------	---------

### h Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date of investment made are classified as Current Investments. All investments other than long term investments are classified as non-current investments. Investment are valued accordance with the applicable Ind AS .

### i Cash and Cash Equivalent

Cash and cash Equivalent includes Cash on hand, Demand Draft or Cheques on hand, Demand Deposit with Banks, other short term highly liquid investments.

### j Spares and Consumables (Computers spares accessories and stationery re charged to revenue in the year they are purchased.)

### k Cash Flows are reported using the indirect method whereby profit for the period is adjusted for the effects of transactions of non cash nature, any deferrals, accruals of past and future operating cash receipts and payments associated with investing and financing cash flows. Cash from operating, investing and financing activities are segregated.

### l Employee Benefits

Contribution of Employers share to Employees' Provident Fund and ESI are worked on accrual basis and charged to Profit & Loss Account. The Company also provides for Gratuity and Leave Encashment based on actuarial valuation made by an independent actuary as per IAS 19 Compliance of The Institute of Chartered Accountants of India, Actuarial gains and losses are recognised in full in the Statement of Profit & Loss account for the period in which they occur.



## Notes on accounts for the year ended 31 March, 2019

### m Income Tax

Current Income tax expense comprise taxes on income from operation in India and in foreign jurisdiction. Income tax payable in India is determination in accordance with the provision of I. Tax Act 1961. Tax expense relating to foreign operation is determined in operator is determined in accordance with the laws applicable in accordance with tax laws applicable in countries where such operations are domiciled.

Advance tax and provisions for current income taxes are presented in the Balance Sheet after off setting advance taxes paid and income tax provision arising in the same tax jurisdiction and where the company intends to settle the assets and liabilities on a net basis.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

**Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments** : On 30 March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after 1 April, 2019. The Company will adopt the standard on 1 April, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. 1 April, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

### n Financial instruments

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

#### i) Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

#### ii) Financial assets at amortised cost

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are

## Notes on accounts for the year ended 31 March, 2019

initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

#### iii) Financial assets at fair value through Profit & Loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

#### o Impairment of Assets

Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is assessed by reference to the net present value of expected future post-tax cash flows of the relevant cash generating unit or fair value less cost to sell, whichever is higher. The discount rate is applied, based upon the weighted average cost of capital with appropriate adjustments for the risks associated with the relevant business. Any impairment in value is charged to the Income Statement in the year, which it occurs.

Expected Credit Loss: As per Ind AS 109, the company uses expected credit loss model to assess to impairment of loss or gain. The company uses provision metrics to compute expected credit loss allowances. For Trade receivables and unbilled revenue, the provision metrics takes into account available external & internal credit risk factors such as delay risk & default risk.

#### p Earnings per share

Basic earning per share is calculated by dividing the net profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For Calculating Diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



## Notes on accounts for the year ended 31 March, 2019

### 8. TRADE RECEIVABLES

₹ in Lac

	31 March, 2019	31 March, 2018
Sundry Parties		
Secured:	-	-
Unsecured:	0.12	-
	<b>0.12</b>	-

### 9. CASH AND BANK BALANCE

₹ in Lac

	31 March, 2019	31 March, 2018
<b>BALANCE WITH BANK :</b>		
SCHEDULED BANKS		
- in Current Account (HDFC Bank)	2.29	0.41
	<b>2.29</b>	<b>0.41</b>

### 10. OTHER FINANCIAL ASSETS

₹ in Lac

	31 March, 2019	31 March, 2018
Interest accrued on FD	2.27	-
	<b>2.27</b>	-

### 11. OTHER CURRENT ASSET

₹ in Lac

	31 March, 2019	31 March, 2018
Supplier pre paid expenses		
Advance others	1.03	-
	<b>1.03</b>	-

### 12. EQUITY SHARE CAPITAL

₹ in Lac

	31 March, 2019	31 March, 2018
<b>a The AUTHORISED CAPITAL is :</b>		
1,00,00,000.00 EQUITY SHARE OF ₹ 10/- EACH	1,000.00	1,000.00
	<b>1,000.00</b>	<b>1,000.00</b>
<b>b ISSUED SUBSCRIBED AND PAID-UP-FULLY CALLED AND PAID UP</b>		
96,00,000.00 EQUITY SHARE OF ₹ 10/- EACH	960.00	960.00
	<b>960.00</b>	<b>960.00</b>

The company has only one class of Shares referred to as equity share having a par value of ₹10/- at the beginning of the year. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of the equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amount exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

RS Software (India) Ltd is holding 76 lac equity shares (79.17%holding) of ₹10/each.

## Notes on accounts for the year ended 31 March, 2019

₹ in Lac

Equity Share	No. of Share	31 March, 2019	No. of Share	31 March, 2018
<b>c. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year</b>				
Number of shares at the beginning	96,00,000.00	960.00	80,00,000.00	800.00
9600000 Equity SHARES (Includes 1600000 equity shares as Right Issue) at ₹10Per share	-	-	16,00,000.00	160.00
	<b>96,00,000.00</b>	<b>960.00</b>	<b>96,00,000.00</b>	<b>960.00</b>

### d. SHAREHOLDER HOLDING MORE THAN 5% OF THE SHARE as on MAR 31st, 2018

Mr. Rajnit Rai Jain				
1990000 Equity shares of ₹10 each)				
RS Software(India) Ltd				
7600000 Equity shares of ₹10 each)				

### 13. OTHER EQUITY (STATEMENT OF CHANGES IN EQUITY- NOTE ATTACHED)

₹ in Lac

	31 March, 2019	31 March, 2018
SECURITIES PREMIUM(160000 equity shares of Premium ₹100 each)	1,600.00	1,600.00
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS ACCOUNT</b>		
Balance at the beginning of the year	(424.75)	(111.96)
Add : Net Profit/(Loss) after tax from Statement of Profit and Loss	(481.51)	(312.76)
	(906.26)	(424.75)
Closing Balance	(906.26)	1,175.25
	<b>693.74</b>	<b>1,175.25</b>

### 14. TRADE PAYABLE (SHORT TERM)

₹ in Lac

	31 March, 2019	31 March, 2018
MSME Vendors:	-	-
Other than MSME Vendors:	17.08	20.85
	<b>17.08</b>	<b>20.85</b>

### 15. OTHER CURRENT LIABILITIES

₹ in Lac

	31 March, 2019	31 March, 2018
SALARY PAYABLE	18.34	1.74
STATUTORY LIABILITY including PF, TDS, ESI etc.	15.70	8.98
	<b>34.04</b>	<b>10.72</b>

### 16. REVENUE FROM OPERATION

₹ in Lac

	31 March, 2019	31 March, 2018
COMMISSION INCOME ON SALES	4.12	-
Domestic Income from Software Services	-	0.04
	<b>4.12</b>	<b>0.04</b>

## Notes on accounts for the year ended 31 March, 2019

### 17. OTHER INCOME

	₹ in Lac	
	31 March, 2019	31 March, 2018
Profit On Sale of Mutual Fund	31.83	-
Profit on Revaluation Of Investment	32.90	-
Income Due To FOREX Fluctuation	(0.26)	-
Interest Received from Bank Fixed Deposit	2.27	1.26
	<b>66.74</b>	<b>1.26</b>

### 18. EMPLOYEE BENEFIT EXPENSES

	₹ in Lac	
	31 March, 2019	31 March, 2018
Salary Wages And Bonus	355.31	324.05
Contribution to PF And Other Funds	32.58	19.10
Staff Welfare Expenses	25.95	0.20
	<b>413.84</b>	<b>343.34</b>

Payment in respect of PF and Professional Tax of the Company employees is being made to the PF and Professional Tax Account of the Parent Company RS Software(india) Ltd and also the Group gratuity of the holding company.

### 19. OPERATION AND OTHER EXPENSES

	₹ in Lac	
	31 March, 2019	31 March, 2018
Travelling	2.29	1.59
Conveyance	1.04	2.07
Staff Welfare	0.02	0.01
Communication	18.28	1.09
Printing and Stationery	0.81	0.29
Repairs - Machinery	22.57	13.39
Auditors' Remuneration	0.67	0.38
Legal/Professional Fee	48.34	9.47
Recruitment & Relocation Expenses	0.45	0.61
Business Promotion	19.34	10.57
Advertisement	1.07	-
Bank Charges	3.82	0.04
	<b>118.68</b>	<b>39.50</b>

### 20. AUDITOR'S REMUNERATION

	₹ in Lac	
	31 March, 2019	31 March, 2018
Statutory audit	0.40	0.38
Other certification	0.27	-
	<b>0.67</b>	<b>0.38</b>

There is no Impairment of assets during the year ended as on 31 Mar, 2019.

In respect of GST which are non cenvatable or non refundable the same amount is being charged to respective expense account.

### 21. EMPLOYEE BENEFIT PROVISIONS

	₹ in Lac	
	31 March, 2019	31 March, 2018
Provision for Leave Encashment in Profit and Loss statement	2.84	-
Provision for Gratuity in Profit and Loss statement	20.77	-
	<b>23.62</b>	<b>-</b>

## Notes on accounts for the year ended 31 March, 2019

### RELATED PARTY TRANSACTION

#### 22. ENTERPRISES OF WHICH CONTROL EXISTS:

	₹ in Lac	
HOLDING COMPANY	' % of holding	Country of Incorporation
R S SOFTWARE INDIA LTD	79%	INDIA
PERSON WITH SIGNIFICANT INFLUENCE		
RAJNIT RAI JAIN	21%	
KEY MANAGEMENT PERSONNEL		
RAJNIT RAI JAIN(DIRECTOR)		
RAM RAJ(DIRECTOR)		

#### 23 DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES

##### i. With Holding Company

	₹ in Lac	
Particulars	31 March, 2019	31 March, 2018
Reimbursement of Cost of services incurred on behalf of Subsidiary including margin on actual cost thereon .		
RS Software India Ltd	155.86	826.88
Maximum balance outstanding during the year		
Reimbursement of expenses payable		
RS Software India Ltd	56.38	13.13

24. The Company is primarily engaged in the rendering services to digital payment gateway industries These cannot be expressed in any generic units. Hence it is not possible to give the quantities details of sales.

25. Segment Reporting is not applicable as company has no geographical as well as product wise and operating segments

#### 26. 1 PER EQUITY SHARE AS PER IND AS 33 :

	₹ in Lac	
Particulars	31 March, 2019	31 March, 2018
PROFIT & LOSS FROM CONTINUOUS OPERATIONS :	(481.51)	(312.76)
ISSUED SUBSCRIBED AND PAID-UP-FULLY CALLED AND PAID UP	960.00	960.00
BASIC	(5.02)	(3.26)
DILLUTED	(5.02)	(3.26)

27. Figures reported in ₹ lac and rounded off to nearest rupee

FOR CHATURVEDI & COMPANY

Chartered Accountants  
(Reg. No : 313105E)

Sd/-  
NILIMA JOSHI  
Partner  
M. No. 5 M. No. 52122

Dated : 30 April, 2019  
Place : Kolkata

On behalf of the Board

Sd/-  
R R JAIN  
Director  
DIN:00122942

Sd/-  
R RAMARAJ  
Director  
DIN:00090279

## Notes on accounts for the year ended 31 March, 2019

### ACTUARIAL VALUATION DISCLOSURE (PAYPERMINT)

PARTICULARS	2019	2019	2,018	2,018
	GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
<b>1) EXPENSE RECOGNISED IN THE INCOME STATEMENT</b>				
Current Service Cost				
as on 31/03/2019	2,47,361.00	63,456.00		
Past Service Cost	18,29,910.00	2,20,881.00		
<b>2) Net Asset</b>				
Funded Status				
Present value of Defined Benefit Obligation	20,77,271.00	2,84,337.00		
Fair value of plan assets				
Funded status [Surplus/(Deficit)]	(20,77,271.00)	(2,84,337.00)		
Effect of balance sheet asset limit				
Unrecognised Past Service Costs				
Present value of Defined Benefit Obligation				
Net asset/(liability) recognised in balance sheet	(20,77,271.00)	(2,84,337.00)		
Net asset/(liability) recognised in balance sheet at beginning of period	-	-		
Expense recognised in Income Statement	20,77,271.00	2,84,337.00		
Expense recognised in Other Comprehensive Income	-	-		
Employer contributions	-	-		
Net Acquisitions/Business Combinations				
Net asset/(liability) recognised in balance sheet at end of the period	(20,77,271.00)	(2,84,337.00)		
<b>3) Change in Defined Benefit Obligations (DBO)</b>				
Present Value of DBO at beginning of period	-	-		
Current Service cost	2,47,361.00	63,456.00		
Interest cost	-	-		
Curtailement cost/(credit)				
Settlement cost/(credit)				
Employee contribution				
Past Service Cost	18,29,910.00	2,20,881.00		
Benefits paid	-	-		
Present Value of DBO at the end of period	20,77,271.00	2,84,337.00		
<b>4) Change in Fair Value of Assets</b>				
<b>5) Actuarial Assumptions</b>				
Financial Assumptions				
Discount Rate	0.08	0.08		
Rate of increase in salaries	0.03	0.03		
Demographic Assumptions				
Mortality Rate (% of IALM 06-08)	1.00	1.00		
Normal Retirement Age	58 years	58 years		
Attrition Rates, based on age (% p.a.) FOR ALL AGES	2.00	2.00		

## Independent Auditor's Report

To  
The Members of  
M/s. R S Software (India) Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated financial statements of **M/s. R S Software (India) Limited** ("the Company") and its subsidiaries M/s. Responsive Solutions Inc., R. S. Software (Asia) Pte. Ltd and Paypermint Pvt. Limited (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March, 2019, and the Consolidated Statement of Profit and Loss (including other Comprehensive Income) the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at 31 March, 2019, of Consolidated Loss and (including other Comprehensive Income) Consolidated Changes in Equity and its Consolidated Cash Flows for the year the ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters :

Key audit matters (KAM) are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion of these matters.

## Description of Key Audit Matters

Sr. No	Key Audit Matter	How are audit addressed the Key Audit Matter
1	<p>The Company has adopted Ind AS 115 "Revenue from Contracts with Customers" the new accounting Standard.</p> <p>The application of revenue recognition accounting Standard is complex and involved a number of Key judgements and estimates and is the focus area of audit.</p> <p>It involves the analysis of Customer Contracts (which includes identification and review of distinct performance obligations in the contract and determination of its Transaction price in relation with the performance obligation and the basis used to recognise revenue.</p>	<p>Our audit procedure in recognition of revenue consisted of internal controls testing and substantive testing as follows-</p> <ol style="list-style-type: none"> <li>Evaluated the design of internal controls relating to implementation of this new revenue accounting standard.</li> <li>Selected samples of existing and new contracts and gathered related information used in recording and disclosing revenue in accordance with this revenue accounting standard.</li> <li>Thereafter tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, and inspection of evidence in respect of operation of these controls.</li> <li>Selected existing and new Contract on sample basis for performing the following procedures <ol style="list-style-type: none"> <li>Reviewed the particulars of the sales Orders/ agreements (i.e distinct performance obligations, nature of work, transaction price including other Terms and Conditions).</li> <li>Compared the Actual Performance Obligations with agreed performance obligations and revenue booking based on performance obligations achieved/rendered.</li> <li>Reviewed the terms of the contracts in relation to 'transaction price' including any variable consideration and tested that revenue booking corresponds to the same.</li> <li>In respect of revenue recorded for time and material and fixed price monthly contracts samples were tested using a combination of approved time sheets customer acceptances &amp; subsequent invoicing and existing trend of collections.</li> <li>In respect of revenue recorded for fixed price development contract and fixed time frame contract samples were tested to check the performance and obligation using the percentage of completion method based on Managements estimate of the Contract cost.</li> <li>Performed Analytical Procedures for reasonableness and disclosures of revenue by type and service offerings including the revenue separated by type and service offerings.</li> </ol> </li> </ol>

## Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Directors Report including Annexures to Directors' Report, Report on Corporate Governance but does not include the Consolidated Financial Statements and our auditors' report thereon. The Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report and Report on Corporate Governance are expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

## Responsibility of Management and Those charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, Consolidated Financial performance and Consolidated Cash Flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the

consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies including in the Group are responsible for overseeing the financial reporting process of the Group.

## Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or the applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with the description of the auditor's responsibilities below.

As part of an audit in accordance with SAs we exercise professional judgement and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the interim Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the interim consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the interim consolidated financial statements, including the disclosures, and whether the interim consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditor's such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the interim consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

We did not audit the financial statement of M/s. Responsive Solutions Inc, M/s. R. S. Software (Asia) Pte. Ltd and M/s. Paypermint Pvt. Ltd. (the subsidiaries) whose financial statements reflect total assets (net) of ₹3622.36 Lac as at 31st March, 2019 and total revenue of ₹501.92 Lac and net decrease in Cash Flows amounting to ₹56.82 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management. The audit reports of two foreign subsidiaries namely M/s. Responsive Solutions Inc and M/s. R. S. Software (Asia) Pte. Ltd have been prepared under generally accepted auditing standards of their respective countries and has been provided to us by the company and the audited Financial Statements has been converted by the management of the holding Company to accounting principles generally accepted in India for the purpose of preparation of the Companies Consolidated Ind AS financial statements under accounting principles generally accepted in India. Our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

#### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that :

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the Consolidated Financial Statement.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and report on other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other Comprehensive Income) Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books.
- d) In our opinion, the aforesaid Consolidated standalone financial statements comply with the IndAs specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on 31st March, 2019 taken on record by the Board of Directors of the Company and report of the Statutory Auditors of the Subsidiary incorporated in India none of the directors of the Group Companies incorporated in India are disqualified as on 31 March, 2019 from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the group Company and the

operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The group does not have any pending litigations which would impact its financial position in its financial statements.
  - ii. The group does not have any long term contracts including derivative contract for which there are any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding Company.

**For DEOKI BIJAY & Co.**  
Chartered Accountants  
Firm Regn. No : 313105E

**CA D.N. AGRAWAL**  
Partner  
Memb No. 51157

Dated : 30 April, 2019  
Place : Kolkata

## Annexure A to the Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of RS SOFTWARE (INDIA) LIMITED ('the Company') as on 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. (Two Companies of the group which have been incorporated outside India and one subsidiary incorporated in India have been exempted from reporting requirement under section 143(3)(i) and vide MCA notification G.S.R 583-E dated 13 June, 2017 respectively hence reporting requirement under section 143(3)(i) are similar to the comments in the auditors report in Annexure-B of the auditors report on Standalone Financial Statement of the Company).

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls

and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operative effectiveness.

Our audit of internal Financial Controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion of the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in responsible detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are records as necessary to permit preparation of financial statements in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or

timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future period are subject to the risk that the internal financial control over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting

and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DEOKI BIJAY & Co.**  
*Chartered Accountants*  
Firm Regn. No : 313105E

**CA D.N. AGRAWAL**  
*Partner*  
Memb No. 51157

Dated : 30 April, 2019  
Place : Kolkata



## Consolidated Balance sheet as at 31 March, 2019

After consolidating the results of the Company with those of its wholly owned foreign subsidiaries Responsive Solution INC., RS Software Asia Pte. Ltd and Paypermint Pvt LTD

Particular	Notes	₹ in Lac	
		As at 31 March, 2019	As at 31 March, 2018
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
<b>A) PROPERTY PLANT &amp; EQUIPMENT</b>			
(ii) PROPERTY PLANT & EQUIPMENT	3	409.78	493.52
(ii) OTHER INTANGIBLE ASSETS	3	773.07	829.68
(iii) INTANGIBLE ASSETS UNDER DEVELOPMENT	3	623.94	20.24
<b>B) FINANCIAL ASSETS</b>			
(i) INVESTMENTS	4	347.27	719.90
(ii) LOANS	5	1,300.00	1,300.00
(iii) OTHER FINANCIAL ASSET	6	1,094.72	1,823.11
(iv) DEFERRED TAX ASSETS (Net)	7	2,872.91	2,191.67
(V) OTHER NON CURRENT ASSETS	8	1,122.50	1,036.44
<b>C) CURRENT ASSETS</b>			
<b>FINANCIAL ASSETS</b>			
(i) INVESTMENT	9	4,188.97	5,666.10
(ii) TRADE RECEIVABLES	10	615.29	1,004.64
(iii) CASH & CASH EQUIVALENTS	11	1,742.98	2,965.70
(iv) OTHER BANK BALANCES	11	407.10	600.27
(v) OTHER FINANCIAL ASSETS	12	496.87	385.30
(VI) OTHER CURRENT ASSETS	13	1,504.17	1,309.07
<b>TOTAL ASSETS</b>		<b>17,499.56</b>	<b>20,345.65</b>
<b>EQUITY AND LIABILITIES :</b>			
<b>A) EQUITY</b>			
(i) EQUITYSHARE CAPITAL	14	1285.42	1285.42
(ii) OTHER EQUITY	15	14961.79	17504.95
(iii) NON CONTROLLING INTEREST	16	10.48	109.19
<b>B) LIABILITIES</b>			
<b>1 NON CURRENT LIABILITIES</b>			
PROVISIONS	17	253.95	298.52
<b>2 CURRENT LIABILITIES</b>			
<b>FINANCIAL LIABILITIES</b>			
(i) SHORT TERM ADVANCES	18		
(ii) TRADE PAYABLES	18	447.07	938.25
(iii) OTHER FINANCIAL LIABILITIES	19	56.58	59.16
<b>OTHER CURRENT LIABILITIES</b>	20	453.21	132.73
PROVISIONS	21	31.07	17.42
<b>TOTAL LIABILITIES</b>		<b>17499.56</b>	<b>20345.65</b>
Significant Accounting Policies and Notes on Accounts	1 to 41		

The notes referred to above form an integral part of the consolidated financial statement.

This is the consolidated financial statement referred to in our report of even date.

For **DEOKI BIJAY & CO**  
Chartered accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
**CA D.N. Agrawal**  
Partner  
M. No. 51157

Sd/-  
**V. Surana**  
CFO & Company Secretary  
M. No: 11559

Sd/-  
**S.K Jain**  
Director  
DIN: 00047474

Sd/-  
**R.R. Jain**  
Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata

## Consolidated Statement of Profit and Loss for the year ended 31 March, 2019

After consolidating the results of the Company with those of its wholly owned foreign subsidiaries Responsive Solution INC., RS Software Asia Pte. Ltd and Paypermint Pvt LTD

Particular	Notes	₹ in Lac	
		Year ended 31 March, 2019	Year ended 31 March, 2018
<b>I REVENUE FROM OPERATIONS</b>	23	6,539.27	6,342.92
<b>II OTHER INCOME</b>	24	644.14	855.04
<b>III TOTAL REVENUE</b>		<b>7,183.41</b>	<b>7,197.96</b>
<b>IV EXPENSES :</b>			
PURCHASES OF STOCK IN TRADE	25	789.21	90.78
EMPLOYEE BENEFIT EXPENSES	26	6,671.47	7,389.33
SUBCONTRACTOR EXPENSES		637.14	848.71
FINANCE COST	28	28.32	3.75
DEPRECIATION		330.15	224.15
OPERATION AND OTHER EXPENSES	29	2,182.96	2,529.44
NON CONTROLLING INTEREST		(100.31)	(62.82)
<b>TOTAL EXPENSES</b>		<b>10,538.93</b>	<b>11,023.33</b>
<b>V PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS &amp; TAX :</b>	(III - IV)	<b>(3,355.51)</b>	<b>(3,825.37)</b>
<b>VI TAX EXPENSES</b>			
CURRENT TAX		42.14	28.42
DEFERRED TAX		(681.24)	(1,210.13)
<b>VII PROFIT (LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS</b>		<b>(2,716.41)</b>	<b>(2,643.66)</b>
<b>ATTRIBUTABLE TO :</b>			
SHAREHOLDERS' OF THE COMPANY		(2,616.10)	(2,580.84)
NON CONTROLLING INTEREST		(100.31)	(62.82)
<b>COMPREHENSIVE INCOME</b>			
ITEMS WHICH WILL NOT BE CLASSIFIED INTO P&L RELATING TO ACTUARIAL GAIN/LOSS		(4.07)	(12.81)
<b>VIII TOTAL OTHER COMPREHENSIVE INCOME</b>		<b>(4.07)</b>	<b>(12.81)</b>
<b>IX PROFIT/(LOSS) FOR THE YEAR AFTER OTHER COMPREHENSIVE INCOME :</b>	(V - VI)	<b>(2,720.48)</b>	<b>(2,656.47)</b>
<b>ATTRIBUTABLE TO:</b>			
SHAREHOLDERS OF THE COMPANY		(2,616.10)	(2,593.65)
NON CONTROLLING INTEREST		(100.31)	(62.82)
<b>X EARNING PER EQUITY SHARE (FOR CONTINUING OPERATION) :</b>			
BASIC	34	(10.57)	(10.28)
DILLUTED	34	(10.57)	(10.28)
Significant Accounting Policies and Notes on Accounts	1 to 41		

The notes referred to above form an integral part of the consolidated financial statement.

This is the consolidated financial statement referred to in our report of even date.

For **DEOKI BIJAY & CO**  
Chartered accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
**CA D.N. Agrawal**  
Partner  
M. No. 51157

Sd/-  
**V. Surana**  
CFO & Company Secretary  
M. No: 11559

Sd/-  
**S.K Jain**  
Director  
DIN: 00047474

Sd/-  
**R.R. Jain**  
Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata

## Consolidated Cash Flow Statement for the year ended 31 March, 2019

After consolidating the results of the Company with those of its wholly owned foreign subsidiaries Responsive Solution INC., RS Software Asia Pte. Ltd and Paypermint Pvt LTD

Particular	₹ in Lac	
	As at 31 March, 2019	As at 31 March, 2018
<b>CASH FLOW STATEMENT</b>		
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
NET PROFIT BEFORE TAX	(3,359.58)	(3,825.37)
ADJUSTMENT FOR :		
DEPRECIATION	330.15	224.15
INTERESTPAID	28.32	3.75
FOREIGN EXCHANGE FLUCTUATION RESERVE	177.31	87.16
PROVISION FOR GRATUITY, LEAVE ENCASHMENT	35.00	73.96
INTEREST RECEIVED	(644.14)	(855.04)
EMPLOYEES EXPENSES AMORTIZATION	(79.58)	977.71
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(3,512.52)</b>	<b>(3,313.69)</b>
ADJUSTMENT FOR :		
TRADE AND OTHER RECEIVABLES	277.79	(840.24)
LOANS AND ADVANCES AND OTHER ASSETS	447.23	713.82
TRADE PAYABLES & OTHER LIABILITIES(INCLUDES AMORTISATION)	<b>(159.63)</b>	<b>(220.72)</b>
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(2,947.13)</b>	<b>(3,660.82)</b>
<b>B CASH FLOW FROM INVESTMENT ACTIVITIES :</b>		
PURCHASE OF PROPERTY PLANT & EQUIPMENT	(793.50)	(320.58)
INTEREST RECEIVED	567.60	965.51
INVESTMENT MADE DURING THE YEAR	1,926.30	3,682.84
<b>NET CASH FROM INVESTMENT ACTIVITIES</b>	<b>1,700.40</b>	<b>4,327.77</b>
<b>C CASH FLOW FROM FINANCE ACTIVITIES:</b>		
PROCEEDS FROM SHARE APPLICATION/ Minority Interest	(98.71)	-
INTEREST PAID	(28.32)	(3.75)
DIVIDEND AND DIVIDEND TAX PAID	(42.14)	-
PAYMENT OF CSR FUND	-	-
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(169.17)</b>	<b>(3.75)</b>
<b>NET INCREASE /DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(1,415.90)</b>	<b>663.20</b>
OPENING CASH AND CASH EQUIVALENTS	3,565.97	4,120.24
CLOSING CASH AND CASH EQUIVALENTS	2,150.07	4,783.45

The notes referred to above form an integral part of the consolidated financial statement.

This is the consolidated financial statement referred to in our report of even date.

For **DEOKI BIJAY & CO** On behalf of the Board  
Chartered accountants  
(Reg. No : 313105E)

Sd/- **CA D.N. Agrawal** Partner  
M. No. 51157

Sd/- **V. Surana** CFO & Company Secretary  
M. No: 11559

Sd/- **S.K Jain** Director  
DIN: 00047474

Sd/- **R.R. Jain** Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata

## Consolidated Statement of Change In Equity for the year ended 31 March, 2019

Particulars	₹ in Lac											
	Equity	Securities premium reserve	Retained earnings	CSR FUND Reserve	Inter-Branch Foreign Fluctuation Reserve	Share Forfeiture Reserve	PREFERENCE SHARE REDEMPTION RESERVE	Capital Reserve	Unrealised Profit on Subsidiary Transaction	Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total equity attributable to equity holders of the Company
Balance as of 1 April, 2018												1285.42
Changes in equity for year ended MAR 31,2019												0.00
Balance as of Mar 31, 2019												1285.42
Other Equity												
Balance as of 1 April, 2018	2586.38	13965.83	118.15	708.95	43.50	255.31	56.68	(71.34)	0.00	(158.51)		17504.95
Changes in equity for the year ended 31 Mar,2019												
Changes due Inter Branch Foreign Fluctuation Account	0.00	0.00	0.00	177.31	0.00	0.00	0.00	0.00	0.00	0.00	0.00	177.31
Changes during the year	0.00	(2716.41)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(4.07)		(2720.48)
Balance as of MAR 31, 2019	2586.38	11249.42	118.15	886.26	43.50	255.31	56.68	(71.34)	0.00	(162.58)		14961.79

## Consolidated Statement of Change In Equity for the year ended 31 March, 2018

Particulars	₹ in Lac											
	Equity	Securities premium reserve	Retained earnings	CSR FUND Reserve	Inter-Branch Foreign Fluctuation Reserve	Share Forfeiture Reserve	PREFERENCE SHARE REDEMPTION RESERVE	Capital Reserve	Unrealised Profit on Subsidiary Transaction	Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total equity attributable to equity holders of the Company
Balance as of 1 April, 2018												1285.42
Changes in equity for year ended MAR 31,2019												0.00
Balance as of Mar 31, 2019												1285.42
Other Equity												
Balance as of 1 April, 2018	2586.38	16609.01	118.15	624.17	43.50	255.31	56.68	(70.49)	0.00	(145.70)		20077.01
Changes in equity for the year ended 31 Mar,2019												
Changes due Inter Branch Foreign Fluctuation Account	0.00	0.00	0.00	84.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00	84.44
Changes during the year	0.00	(2643.66)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(12.81)		(2656.47)
Balance as of MAR 31, 2019	2586.38	13965.35	118.15	708.61	43.50	255.31	56.68	(70.49)	0.00	(158.51)		17504.98

\*This Statement forms a integral part of consolidated Financial Statement

On behalf of the Board

For **DEOKI BIJAY & CO**  
Chartered accountants  
(Reg. No : 313105E)

Sd/- **CA D.N. Agrawal**  
Partner  
M. No. 51157

Sd/- **V. Surana**  
CFO & Company Secretary  
M. No: 11559

Sd/- **S.K Jain**  
Director  
DIN:00047474

Sd/- **R.R. Jain**  
Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 1. Corporate Information

RS Software has focused exclusively on providing software solution to electronic payment industries since its inception. The company is engaged in development, testing and maintenance of software for its clients based in different geographies. The company operates in US, UK and India.

The Financial Statement are approved for issue by the company's Board of Directors on 30 April, 2019.

#### Significant Accounting Policies

These financial statements are prepared in accordance with Indian Accounting Standard (Ins AS), under the historical cost convention on the actual basis except for the certain financial instruments which are measured at fair values at the end of each reporting period the provisions of the companies Act,2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the companies (Indian Accounting Standards) Rules,2015 and relevant amendment rules issued there after.

Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the quarter and the year figures are taken from the source and rounded to the nearest digits, the figures for the previous quarters might not always add up to the year figures reported in this statement.

#### Use of Estimates & Judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets and provisions and contingent liabilities. Key estimates are critical accounting estimates.

### 2 Critical Accounting Estimate

#### a. Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

#### b Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2(M).

#### c Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

#### d Revenue Recognition

Revenue is realized on time-and-material basis or Fixed Bid or Milestone as specified in the work order. Revenue from software development on time and material basis is recognized based on Service rendered (software developed) and billed to clients as per

## Consolidated Notes on accounts for the year ended 31 March, 2019

the terms of specific contracts. Revenue from Fixed Bid contract is recognized on monthly basis as per contract terms. Revenue from Milestone base contract is being recognized based on effort given during the period but the Invoice is sent to customer when the milestone is achieved as per contract. Value Added tax in UK is not included in the income from Software development.

Contracts are unbundled into separately identifiable components and the consideration is allocated to those identifiable components on the basis of their fair values. Revenue is recognized for respective components either at the point in time or over time, as applicable.

Revenue from software development contracts, which are generally time bound fixed price contracts, is recognized over the life of the contract using the percentage-of-completion method, with contract costs determining the degree of completion.

Revenue from the sale of internally developed and manufactured systems and third party products which do not require significant modification is recognized upon delivery, which is when the absolute right to use passes to the customer and the Company does not have any material remaining service obligation.

Unbilled Revenue included in Other Financial Assets, represents amounts recognized in respect of services performed in a accordance with Contract terms, not yet billed to Customers as at Reporting Period end."

The Company derives revenues primarily from business IT services comprising of software development and related services, consulting and package implementation and from the licensing of software products and platforms across our core and digital offerings ("together called as software related services").

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Interest income has been booked as per effective interest method."

The Company presents revenues net of indirect taxes in its Statement of Profit & loss.

Effective 1 April, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers) accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised significant accounting policies related to revenue recognition. Refer Note 1 "Significant Accounting Policies." In the Company's 2018 Annual Report for the policies in effect for revenue prior to 1 April, 2018. The effect on adoption of IND AS 115 was insignificant

Arrangements with customers for software related services are either on a fixed-price, fixed-timeframe or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

## Consolidated Notes on accounts for the year ended 31 March, 2019

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements license, implementation and Annual Technical Services (ATS).

### e Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their primary nature.

The costs of the company are broadly categorized in employee benefit expenses, depreciation and amortization and other operating expenses. Employee benefit expenses include employee compensation, allowances paid and staff welfare expenses. Other operating expenses majorly include fees to external consultants, Rent, cost running its facilities, travel expenses, communication costs allowances for delinquent receivables and other expenses. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, bank charges, freight, Postage etc.

### f Property, Plant & Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment loss, if any.

Property, plant and equipment individually costing ₹5,000 or less which are not capitalised except when they are part of a larger capital investment programmed.

Depreciation is provided for property, plant and equipment so as to expense the cost less residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

#### The estimated useful lives are as mentioned below:

BUILDING	60 Years
PLANT AND EQUIPMENT	3 years/6 years
FURNITURE AND FIXTURES	10 Years
VEHICLES	8 years
OFFICE EQUIPMENT	5 Years
AIR CONDITIONER	15 Years
ELECTRICAL INSTALLATIONS	10 Years

Depreciation on fixed assets is provided using the straight-line method on the basis of use full life of assets under schedule II of the Indian Companies Act, 2013.

### g Intangible assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Intangible assets/Software Licenses are amortized on their respective individual estimated useful lives on a straight line basis, commencing from the date the assets is available to the company for its use.

The estimated useful lives are as mentioned below:

COMPUTER SOFTWARE & LICENCES	6 Years
------------------------------	---------

Depreciation is not recorded on Intangible Asset under Development until construction and installation are complete and the asset is ready for its intended use.

### h Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date of investment made are classified as Current Investments. All investments other than long term investments are classified as non-current investments. Investment are valued accordance with the applicable Ind AS.

## Consolidated Notes on accounts for the year ended 31 March, 2019

### i Cash and Cash Equivalent

Cash and cash Equivalent includes Cash on hand, Demand Draft or Cheques on hand, Demand Deposit with Banks, other short term highly liquid investments.

### j Foreign Currency Translation

Foreign Currency Transactions are recorded at exchange rate prevailing at the closing of the month for respective months. Exchange difference arising on settlement was included in Profit & Loss Account till the accounts ended 30 September '2008. Foreign unit is considered as non-integral and the foreign exchange difference is transferred to "Inter Branch Foreign Fluctuation Reserve Account". Revenue items of the Foreign Branch are converted in equivalent Indian Rupees at the buying rate prevailing at the end of the month. Assets and Liabilities of the Foreign Branch are converted in equivalent Indian rupees at the applicable rate prevailing at the end of the year. The effect of exchange rate fluctuation in respect of fixed assets is adjusted with the cost of the respective assets. Investment in subsidiary Company is being valued at carrying cost adjusted by any non-temporary decline in their value according to the requirements of statute.

### k Spares and Consumables (Computers spares accessories and stationery re charged to revenue in the year they are purchased.)

**l Cash Flows** are reported using the indirect method whereby profit for the period is adjusted for the effects of transactions of non cash nature, any deferrals, accruals of past and future operating cash receipts and payments associated with investing and financing cash flows. Cash from operating, investing and financing activities are segregated.

### m Employee Benefits

Contribution of Employers share to Employees' Provident Fund and ESI are worked on accrual basis and charged to Profit & Loss Account. The Company also provides for Gratuity and Leave Encashment based on actuarial valuation made by an independent actuary as per IAS 19 Compliance of The Institute of Chartered Accountants of India, Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur.

### n Income Tax

Current Income tax expense comprise taxes on income from operation in India and in foreign jurisdiction. Income tax payable in India is determination in accordance with the provision of I. Tax Act 1961. Tax expense relating to foreign operation is determined in operator is determined in accordance with the laws applicable in accordance with tax laws applicable in countries where such operations are domiciled.

Advance tax and provisions for current income taxes are presented in the Balance Sheet after off setting advance taxes paid and income tax provision arising in the same tax jurisdiction and where the company intends to settle the assets and liabilities on a net basis.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis."

### o Financial instruments

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

## Consolidated Notes on accounts for the year ended 31 March, 2019

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis."

### Initial recognition

i) The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### ii) Financial assets at amortised cost

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### iii) Financial assets at fair value through other comprehensive income

"Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### iv) Financial assets at fair value through Profit & Loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

### v) Investment in subsidiaries

Investment in subsidiaries are measured at cost

### vi) Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for Derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

### p Asset taken on Lease

Lease rentals on operating leases are charged on a monthly basis to accounts. Assets taken on Finance Lease have been capitalized during the year of agreement and charged off in accordance with the applicable rate of Depreciation.

### q Impairment of Assets

Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is assessed by reference to the net present value of expected future post-tax cash flows of the relevant cash generating unit or fair value less cost to sell, whichever is higher. The discount rate is applied, based upon the weighted average cost of capital with appropriate adjustments for the risks associated with the relevant business. Any impairment in value is charged to the Income Statement in the year, which it occurs.

Expected Credit Loss: As per Ind AS 109, the company uses expected credit loss model to assess to impairment of loss or gain. The company uses provision metrics to compute expected credit loss allowances. For Trade receivables and unbilled revenue, the provision metrics takes into account available external & internal credit risk factors such as delay risk & default risk.

## Consolidated Notes on accounts for the year ended 31 March, 2019

### r Segment Reporting

The company's operating business are organized and managed as per Location of the client. Common costs are allocated to the cost based on the Revenue Mix. Unallocated costs are disclosed separately. The company prepare its segment information in conformity with the accounting policy adopted for preparing and presenting the financial statement of the Company as a whole.

### s Earnings per share

"Basic earning per share is calculated by dividing the net profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For Calculating Diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### t Recent Indian Accounting Standard (Ind AS)

**Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments :** On 30 March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after 1 April, 2019. The Company will adopt the standard on 1 April, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. 1 April, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements

**Ind AS 116 Leases :** On 30 March, 2019, Ministry of Corporate Affairs has notified Ind AS 116 replacing Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after 1 April, 2019

**Amendment to Ind AS 19 – plan amendment, curtailment or settlement-** On 30 March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after 1 April, 2019. The Company does not have any impact on account of this amendment.

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 3. PROPERTY PLANT AND EQUIPMENT

₹ in Lac

Particular	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION & AMORTISATION				NET CARRYING AMOUNT	
	As on 1st of April 18	Additions	Ded/Adj	As at 31 Mar, 2019	As on 1st of April 18	Additions	Ded/Adj	As at 31 Mar, 2019	As at 31 Mar, 2019	As on 31 Mar, 2018
LAND	7.76	0.00	0.00	7.76	0.00	0.00	0.00	0.00	7.76	7.76
BUILDING	105.37	0.00	0.00	105.37	8.20	4.07	0.00	12.27	93.10	97.17
PLANT & EQUIPMENT	420.32	92.36	19.99	492.69	226.66	99.46	3.20	322.92	169.77	193.66
OFFICE EQUIPMENT	96.53	3.36	0.64	99.25	56.68	20.58	0.64	76.62	22.63	39.85
AIR CONDITIONER	63.72	0.89	0.30	64.31	11.20	6.00	0.31	16.89	47.42	52.52
ELECTRICAL INSTALLATIONS	64.55	0.00	0.00	64.55	48.66	7.98	0.00	56.64	7.91	15.89
FURNITURE & FITTINGS	158.80	0.00	1.65	157.15	76.75	21.31	1.66	96.40	60.75	82.04
MOTOR VEHICLES	16.14	0.00	0.00	16.14	11.52	4.18	0.00	15.70	0.44	4.62
<b>TOTAL (I)</b>	<b>933.19</b>	<b>96.62</b>	<b>22.58</b>	<b>1007.23</b>	<b>439.67</b>	<b>163.58</b>	<b>5.81</b>	<b>597.44</b>	<b>409.78</b>	<b>493.52</b>
<b>OTHER INTANGIBLE ASSETS</b>										
COMPUTER SOFTWARE	1080.40	20.83	62.83	1038.40	179.37	166.57	80.61	265.33	773.07	829.68
<b>TOTAL (II)</b>	<b>1080.40</b>	<b>20.83</b>	<b>62.83</b>	<b>1038.40</b>	<b>179.37</b>	<b>166.57</b>	<b>80.61</b>	<b>265.33</b>	<b>773.07</b>	<b>829.68</b>
<b>TOTAL (I+II)</b>	<b>2013.59</b>	<b>117.45</b>	<b>85.41</b>	<b>2045.63</b>	<b>619.04</b>	<b>330.15</b>	<b>86.42</b>	<b>862.77</b>	<b>1182.85</b>	<b>1323.20</b>
INTANGIBLE ASSET UNDER DEVELOPMENT	20.24	603.70	0	623.94	0	0.00	0	0.00	623.94	20.24

₹ in Lac

Particular	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION & AMORTISATION				NET CARRYING AMOUNT	
	As on 1st of April 17	ADDITIONS	DED/ADJ	As at 31 Mar, 2018	As on April 17	ADDITIONS	DED/ADJ	As at 31 Mar, 2018	As at 31 Mar, 2018	As on 31 Mar 2017
LAND	7.76	0.00	0.00	7.76	0.00	0.00	0.00	0.00	7.76	7.76
BUILDING	105.37	0.00	0.00	105.37	4.09	4.11	0.00	8.20	97.17	101.28
PLANT & EQUIPMENT	354.02	66.30	0.00	420.32	160.26	59.65	0.00	219.91	200.41	175.80
OFFICE EQUIPMENT	95.17	1.98	0.62	96.53	32.82	31.17	0.57	63.42	33.11	62.34
AIR CONDITIONER	62.86	1.00	0.14	63.72	5.58	5.62	0.00	11.20	52.52	57.28
ELECTRICAL INSTALLATIONS	64.55	0.00	0.00	64.55	37.11	11.55	0.00	48.66	15.89	27.44
FURNITURE & FITTINGS	143.70	15.10	0.00	158.80	53.43	23.32	0.00	76.75	82.05	90.14
MOTOR VEHICLES	16.19	0.00	0.05	16.14	5.81	5.76	0.04	11.53	4.62	10.39
<b>TOTAL (I)</b>	<b>849.62</b>	<b>84.38</b>	<b>0.81</b>	<b>933.19</b>	<b>299.10</b>	<b>141.18</b>	<b>0.61</b>	<b>439.67</b>	<b>493.53</b>	<b>532.43</b>
<b>OTHER INTANGIBLE ASSETS</b>										
COMPUTER SOFTWARE	339.54	740.86	0.00	1080.40	96.34	154.37	0.00	250.71	829.69	261.18
<b>TOTAL (II)</b>	<b>339.54</b>	<b>740.86</b>	<b>0.00</b>	<b>1080.40</b>	<b>96.34</b>	<b>154.37</b>	<b>0.00</b>	<b>250.71</b>	<b>829.69</b>	<b>261.18</b>
<b>TOTAL (I+II)</b>	<b>1189.16</b>	<b>825.24</b>	<b>0.81</b>	<b>2013.59</b>	<b>395.44</b>	<b>295.55</b>	<b>0.61</b>	<b>690.38</b>	<b>1323.22</b>	<b>793.61</b>

- Land includes Leasehold land amounting to ₹458,694/-. The lease expires in year 2086.
- Building of Sector V has been taken on lease which expires on 30 April, 2022, but as per the terms of agreement the is further extendable for 3 years
- The Aggregate Depreciation has been included under depreciation and amortisation Expense in the statement of Profit and loss.

INTANGIBLE ASSETS UNDER DEVELOPMENT	31 March, 2019	31 March, 2018	31 March, 2017
ERP implementation	0.00	-	0.00
NPCI EFRM	623.94	20.24	20.24
<b>TOTAL</b>	<b>623.94</b>	<b>20.24</b>	<b>20.24</b>

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 4. NON-CURRENT INVESTMENTS

(Others - unquoted)

₹ in Lac

	31 March, 2019		31 March, 2018	
	No. of unit	₹ in Lac	No. of unit	₹ in Lac
<b>In Mutual Fund -(AT FMV through Profit &amp; LOSS)</b>				
RELIANCE FIXED HORIZON FUND - XXXIII - SERIES 9 - DIRECT GROWTH PLAN (VXAGG)	3000000	347.27		395.97
Reliance Fixed Horizon Fund - XXV- series 9- Growth plan			30,00,000.00	323.93
(Aggregate amount of investment as on Mar 31, 2019 ₹ 347.27 Lac) (As on 31 March, 2018 ₹ 719.9 Lac)				
		<b>347.27</b>		<b>719.90</b>

### 5. LOANS

₹ in Lac

	31 March, 2019	31 March, 2018
Advance to R S Employee Welfare Trust	1,300.00	1,300.00
	<b>1,300.00</b>	<b>1,300.00</b>

### 6. OTHER FINANCIAL ASSETS

₹ in Lac

	31 March, 2019	31 March, 2018
HDFC Bank (FD)	15.00	1217.46
FD ON LIEN (original Maturity more than 12 Months) with		
ICICI Bank	18.31	
Allahabad Bank*	9.40	
Axis Bank	7.49	
Yes Bank	370.82	
Interest Accrued on R S EMPLOYEE WELFARE TRUST	643.55	541.17
Interest Accrued on Fixed Deposits	30.14	64.48
	<b>1094.72</b>	<b>1823.11</b>

### 7. DEFERRED TAX ASSETS (NET)

₹ in Lac

	31 March, 2019	31 March, 2018
<b>Deferred tax Assets /- (NET)</b>		
A) Deferred Tax Liability On A/C Of Temporary Differences (Deppreciation On Property, Plant & Equipment)	(59.11)	(43.35)
B) Deferred Tax Asset On A/C Of Temporary Differences (Other Provs Accrued Employee Benefits & Unused Business Tax Credit Losses)	2932.02	2235.01
<b>NET DEFERRED TAX ASSETS (Net)</b>	<b>2872.91</b>	<b>2191.67</b>

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 7. DEFERRED TAX ASSETS (NET) (Contd.)

₹ in Lac

#### Deferred Tax Liability Calculation:

	31 March, 2019	31 March, 2018
Tax Rate	26.00	30.90
WDV Difference closing FIXED ASSETS	1,81,38,989.36	1,40,29,246.16
Asset as per Companies Act	12,09,24,139.56	13,94,52,933.20
	-	-
Asset as per Income Tax	10,27,85,150.20	12,54,23,687.04
Closing Temporary Difference	1,81,38,989.36	1,40,29,246.16
Closing Balance DTL	47,16,137.23	43,35,037.06
<b>Deferred Tax Asset</b>		
Tax Rate	26.00	30.90
LTCG Tax Rate	20.80	20.60
Opening TD	-	-
Loss on business	99,27,77,426.74	68,31,63,505.48
Long Term Capital Loss	-	1,36,70,994.47
Provision for Gratuity & Leave	2,61,39,946.00	3,10,28,462.00
Originating TD	1,01,89,17,372.74	72,78,62,961.95
Closing TD	1,01,89,17,372.74	72,78,62,961.95
Closing Balance DTA	29,20,07,010.20	22,35,01,542.81
Net Deferred Tax Assets/(Liability)	<b>28,72,90,872.97</b>	<b>21,91,66,505.46</b>

\*\*The company has recognised deferred tax assets based on the estimations of profits in future years considering the probability that sufficient taxable profits will be available against which the unused tax losses/credits can be utilised before such unused tax losses/credits expire. Further a large portion of such tax losses has resulted from R&D activities under taken by the company for development of new products which are unlikely to recur. The said estimations is based on the order book in pipe line of the company.

The carried forward losses of the company are ₹23.43 Cr, ₹36.36 Cr, ₹29.69 Cr which expire on 31st March, 2025, 31st March, 2026 & 31st March, 2027 respectively."

### 8. OTHER NON CURRENT ASSETS

₹ in Lac

	31 March, 2019	31 March, 2018
<b>(Unsecured and Considered good)</b>		
<b>ADVANCES</b>		
(Recoverable in cash or in kind or for value to be received)		
Prepaid expenses	1.70	108.12
Deposits	69.39	69.39
Advance taxes (net of provisions)	545.72	473.58
Balances with govt. Authorities	505.70	385.36
	<b>1122.50</b>	<b>1036.44</b>

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 9. CURRENT INVESTMENT

₹ in Lac

	No. of unit	31 March, 2019	No. of unit	31 March, 2018
DSP BlackRock Strategic Bond Fund -	0	-	2099112	267.49
HDFC Floating Rate Income fund ST plan	0	-	99287	30.14
ICICI Prudential Flexible Income Plan - Direct Plan-Growth			0	-
IDFC Dynamic Bond fund growth - Direct Plan	0	-	558620	120.71
L and T short term direct fund: Paypermint	1764156	323.94	NIL	-
JM High Liquidity Fund (Direct) - DDO	198982	101.86	NIL	
Kotak Bond (Short Term) - Direct Plan - Growth	92399	33.70	92399	31.11
Kotak Bond scheme plan A - Direct Plan - Growth	1254023	270.08	6605385	790.70
Kotak Low Duration Fund: including Paypermint	22298	530.02	NIL	
Reliance Quarterly Interval Fund-Direct Growth Plan	1243608	321.34	4254548	1,021.21
Reliance Liquidity Fund	363	16.57	363	15.39
Reliance Short Term Fund	728769	262.78	2432572	819.41
Religare Invesco Medium Term Bond fund	0	-	13159	239.43
Reliance Strategic Debt Fund - Direct Growth Plan	7464510	1,145.59	7464510	1,080.82
Reliance Fixed Horizon Fund - Xxxiii - Series 2 - Direct Growth Plan	10000000	1,183.08	10000000	1,099.16
SBI Ultra Short Term Debt Fund	0	-	6682	150.53
		<b>4188.97</b>		<b>5666.10</b>

(Aggregate amount of investment as on 31 Mar, 2019 ₹ 4188.97 Lac) (As on 31 March, 2018 ₹ 5666.10 Lac)

### 10. TRADE RECEIVABLES

₹ in Lac

	31 March, 2019	31 March, 2018
Unsecured and Considered good	702.44	1004.64
less:Expected Credit loss on receivables	(87.16)	-
	<b>615.29</b>	<b>1004.64</b>

### 11. CASH AND BANK BALANCE

₹ in Lac

	31 March, 2019	31 March, 2018
<b>CASH &amp; CASH EQUIVALENTS</b>		
CASH IN HAND	23.35	3.76
<b>BALANCE WITH BANK :</b>		
- in Current Account (Axis bank)	49.42	32.06
- in Current Account Allahabad Bank)*	0.33	0.33
- in Current Account (HDFC Bank)	59.84	408.08
- in Current Account (ICICI Bank)	68.28	10.41
- in Current Account (YES Bank)	27.71	85.93
- in Current Account (SBI Bank)	65.66	27.51
<b>FOREIGN BANK</b>		
- in Current Account(with ICICI,BOA,SILICON VALLEY BANK)	1448.39	2397.62
	<b>1742.98</b>	<b>2965.70</b>

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 11. CASH AND BANK BALANCE (Contd.)

₹ in Lac

	31 March, 2019	31 March, 2018
<b>OTHER BANK BALANCES</b>		
ICICI & AXIS(in margin money deposits against guarantees {in lien})	267.38	226.50
Allahabad Bank	0.00	9.05
Yes Bank	83.14	305.56
Earmarked Balances With Unpaid Dividend Account	56.58	59.16
<b>TOTAL</b>	<b>407.10</b>	<b>600.27</b>

\*Current Account with Allahabad Bank is subject to confirmation as on Mar 19.

### 12. OTHER FINANCIAL ASSETS

₹ in Lac

	31 March, 2019	31 March, 2018
Unbilled Revenue	496.87	385.30
<b>TOTAL</b>	<b>496.87</b>	<b>385.30</b>

### 13. OTHER CURRENT ASSETS

₹ in Lac

	31 March, 2019	31 March, 2018
Advances (Recoverable in cash or in kind or for value to be received)		
Advance against expenses	263.07	299.41
Prepaid expenses	74.00	76.26
Deposits	50.21	53.17
Advance to staff	15.38	8.27
Advance taxes (net of provisions)	1101.51	871.95
Balances with govt. Authorities	0.00	0.00
	<b>1504.17</b>	<b>1309.07</b>

### 14. EQUITY SHARE CAPITAL

₹ in Lac

	31 March, 2019	31 March, 2018
<b>a. The AUTHORISED CAPITAL is :</b>		
40000000 Equity share of ₹ 5/- each	2,000.00	2,000.00
25,00,000 Preference share of ₹ 100/- each	2,500.00	2,500.00
	<b>4,500.00</b>	<b>4,500.00</b>
<b>b. ISSUED SUBSCRIBED AND PAID-UP-FULLY CALLED AND PAID UP</b>		
EQUITY SHARE OF ₹ 5/- EACH (PY 25678318 shares of ₹5/-each)	1,285.42	1,285.42
(Previous Year 2,56,78,318 shares of ₹ 5 each)		
	<b>1,285.42</b>	<b>1,285.42</b>

The company has only one class of Shares referred to as equity share having a par value of ₹ 5/- at the beginning of the year. Each holder of equity share is entitled to one vote per share. (The Company has sub-divided the face value of equity shares from ₹ 10 to ₹ 5 per share during FY 14-15.)

In the event of liquidation of the Company, the holder of the equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amount exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The company has allotted 8372 equity share in FY 13-14 as bonus share.

## Consolidated Notes on accounts for the year ended 31 March, 2019

### c. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

₹ in Lac

	31 March, 2019		31 March, 2018	
	No. of Share	₹ in Lac	No. of Share	₹ in Lac
<b>Equity Share</b>				
Number of shares at the beginning	25708318.00	1285.42	25723318.00	1285.42
Add : Shares issued as Preferential Allotment				
Add : Shares issued as Bonus				
Add : Shares issued on exercise of Employee Stock option			0.00	0.00
Add : Bonus Shares issued on Employee Stock option			0.00	0.00
	25708318.00	1285.42	25723318.00	1285.42

### d. SHAREHOLDER HOLDING MORE THAN 5% OF THE SHARE as on MAR 31, 2018

₹ in Lac

	31 March, 2019	31 March, 2018
Mr. Rajnit Rai Jain	10035648 shares of ₹ 5 each (39.94% of total shareholding)	10035648 shares of ₹ 5 each (39.94% of total shareholding)

### e

₹ in Lac

	31 March, 2019	31 March, 2018
Aggregate Nos of shares issued for consideration other than cash and shares bought back during five years immediately preceeding the current FY	2012-13 (16226 equity Bonus shares)	2012-13 (16226 equity Bonus shares)

### 15. STATEMENT OF CHANGES IN EQUITY

₹ in Lac

	31 March, 2019	31 March, 2018
<b>SHARE FORFEITURE</b>	43.50	43.50
<b>SECURITIES PREMIUM ACCOUNT</b>		
Balance at the beginning of the year	2586.38	2586.38
Closing Balance	<b>2586.38</b>	<b>2586.38</b>
<b>PREFERENCE SHARE REDEMPTION RESERVE</b>		
Balance at the beginning of the year	255.31	255.31
Closing Balance	<b>255.31</b>	<b>255.31</b>
<b>CSR FUND</b>		
Balance at the beginning of the year	118.15	118.15
Add : Transfer from Profit & Loss A/c		
Closing Balance	<b>118.15</b>	<b>118.15</b>
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS ACCOUNT</b>		
Balance at the beginning of the year	13965.83	16609.51
Add : Net Profit after tax from Statement of Profit and Loss	(2716.41)	(2643.68)
	<b>11249.42</b>	<b>13965.83</b>
Closing Balance	<b>11249.42</b>	<b>13965.83</b>



## Consolidated Notes on accounts for the year ended 31 March, 2019

15. STATEMENT OF CHANGES IN EQUITY (Contd.)		₹ in Lac	
	31 March, 2019	31 March, 2018	
<b>CAPITAL RESERVE</b>	<b>56.68</b>	<b>56.68</b>	
Unrealised Profit on sale of Software	(71.34)	(71.34)	
<b>INTER BRANCH FOREIGN FLUCTUATION RESERVE</b>			
Balance at the beginning of the year	708.95	624.16	
Add : Fluctuation during the year	177.31	84.79	
Closing Balance	<b>886.26</b>	<b>708.95</b>	
<b>OTHER COMPREHENSIVE INCOME *</b>			
Balance at the beginning of the year	(158.51)	(145.70)	
Add : Fluctuation during the year	(4.07)	(12.81)	
Closing Balance	<b>(162.58)</b>	<b>(158.51)</b>	
	<b>14961.79</b>	<b>17504.95</b>	

16. NON CONTROLLING INTEREST		₹ in Lac	
	31 March, 2019	31 March, 2018	
Minority interest	10.48	109.19	
	<b>10.48</b>	<b>109.19</b>	

17. NON CURRENT PROVISIONS		₹ in Lac	
	31 March, 2019	31 March, 2018	
Provision for leave encashment	22.99	33.08	
Provision for gratuity	230.96	265.44	
	<b>253.95</b>	<b>298.52</b>	

18. CURRENT TRADE PAYABLE		₹ in Lac	
	31 March, 2019	31 March, 2018	
Trade Payable-other than MSMED vendor	447.07	938.25	
	<b>447.07</b>	<b>938.25</b>	

19. CURRENT OTHER FINANCIAL LIABILITIES		₹ in Lac	
	31 March, 2019	31 March, 2018	
Unpaid Dividend	56.58	59.16	
	<b>56.58</b>	<b>59.16</b>	

20. OTHER CURRENT LIABILITIES		₹ in Lac	
	31 March, 2019	31 March, 2018	
Salary payable	79.51	133.34	
Statutory liability including PF, TDS, ESI etc.	136.93	(2.49)	
Advance from customers	236.77	1.88	
	<b>453.21</b>	<b>132.73</b>	

## Consolidated Notes on accounts for the year ended 31 March, 2019

21. CURRENT PROVISIONS		₹ in Lac	
	31 March, 2019	31 March, 2018	
Provision for leave encashment	5.78	7.04	
Provision for gratuity	25.29	10.38	
	<b>31.07</b>	<b>17.42</b>	

22. CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)		₹ in Lac	
	31 March, 2019	31 March, 2018	
(To the extent not provided for in the books)			
a) Guarantee Outstanding*	571.22	135.00	
b) Invoice funding with Silicon Valley Bank	762.14	220.97	

In response to order received for demand of service tax of ₹ 3.99 Cr (FY2007-12), the company has filed an appeal with CESTAT and the same is pending as on date.

In response of the demand order received for AY 2013-14 of ₹ 4.3 Cr, the company has filed an appeal with CIT(A) and the same is pending as on date.

In respect of AY 12-13 demand order recived for ₹ 10.30 cr, the company has filed appeal with ITAT which is still pending for hearing

23. REVENUE FROM OPERATION		₹ in Lac	
	31 March, 2019	31 March, 2018	
Export of Software Services Income	5007.33	5503.16	
Domestic Income from Software Services	774.68	740.54	
Domestic Sales of stock in trade	757.26	99.22	
	<b>6,539.27</b>	<b>6,342.92</b>	

ANNEXURE TO NOTE NO. 23 - REVENUE FROM OPERATIONS		₹ in Lac	
	31 March, 2019	31 March, 2018	
<b>Revenue disaggregations by nature of revenue:</b>			
Software Development services	5782.01	6243.7	
Sale of Third party hardware	757.26	99.22	
<b>Revenue disaggregations by geography:</b>	<b>6539.27</b>	<b>6342.92</b>	
India	1,479.12	777.21	
USA	4,893.69	5,280.59	
UK	143.45	197.27	
Japan	7.61	26.70	
SGP	15.39	61.17	
<b>TOTAL</b>	<b>6,539.27</b>	<b>6,342.94</b>	
<b>Revenue disaggregations by Sector:</b>			
Government	1,198.22	635.03	
Non Government	5,341.05	5,707.89	
<b>TOTAL</b>	<b>6,539.27</b>	<b>6342.92</b>	

The company has one customer who represents more than 10% of its revenue in FY 1718 & FY 1819.

While disclosing aggregate amount of transaction price the company has not disclose the aggregate transaction price allocated to unsatisfied or partially satisfied performance obligation which pertains to contract where revenue recognised corresponds to value transfer to customer typically involve in time & material or fixed price or event base fixed price base contracts.

The contracts of the company are largely T&M based with no predetermined contact values. In some contacts it is a mixed of T&M & fixed price & as such the unsatisfied performance value can not determined with accuracy.

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 24. OTHER INCOME

₹ in Lac

	31 March, 2019	31 March, 2018
Interest Received from Bank & Other Investment**	75.00	67.89
Net gain on Investments in Mutual Funds	341.16	562.64
Dividend Income	0.00	0.00
Interest from Employee Welfare Trust	113.75	113.75
Interest from Income Tax Refund	0.00	0.00
Other Non-operating Income From Subsidiary	26.27	26.32
Net Gain /loss from Foreign Transaction	-0.14	75.52
Unrealised gain/loss on Investment carried at FV through P&L.	76.54	0.00
Other Income	11.55	8.91
	<b>644.14</b>	<b>855.04</b>

### 25. PURCHASE OF STOCK IN TRADE

₹ in Lac

	31 March, 2019	31 March, 2018
Purchase of stock in trade	789.21	90.78
	<b>789.21</b>	<b>90.78</b>

### 26. EMPLOYEE BENEFIT EXPENSES

₹ in Lac

	31 March, 2019	31 March, 2018
Salary Wages And Bonus	6,113.07	6,667.53
Contribution to PF And Other Funds	231.53	301.69
Staff Welfare Expenses	326.87	420.10
	<b>6,671.47</b>	<b>7,389.33</b>

### 27. SUBCONTRACTOR EXPENSES

₹ in Lac

	31 March, 2019	31 March, 2018
Subcontractor expenses	637.14	848.71
	<b>637.14</b>	<b>848.71</b>

### 28. FINANCE COST

₹ in Lac

	31 March, 2019	31 March, 2018
Interest Expenses	28.32	0.00
Other Borrowing Cost	0.00	3.75
Interest Paid on dividend tax	0.00	0.00
Interest paid on Income Tax	0.00	
	<b>28.32</b>	<b>3.75</b>

### 29. OPERATION AND OTHER EXPENSES

₹ in Lac

	31 March, 2019	31 March, 2018
Travelling	341.16	422.20
Conveyance	37.89	54.33
Staff Welfare	33.70	33.15
Communication	167.91	223.45

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 29. OPERATION AND OTHER EXPENSES (Contd.)

₹ in Lac

	31 March, 2019	31 March, 2018
Printing and Stationery	15.94	14.22
Electricity and Power	128.02	135.78
Rent - Apartment & Ground	337.88	336.71
Repairs - Machinery	134.94	150.98
Repairs - Building	75.55	68.41
Repairs - Others	3.51	5.33
Education and Training Expenses	9.20	15.58
insurance	63.10	67.96
Auditors' Remuneration - Refer Note no.31	4.57	4.21
Books and Periodicals	0.34	0.42
Directors' Fees	16.40	21.92
Rates & Taxes	78.77	81.68
Legal/Professional Fee	251.86	214.95
Consultancy Charges	129.81	393.50
Recruitment & Relocation Expenses	65.06	43.99
General and Board Meeting expenses	2.28	2.14
Membership and Subscription	36.37	47.06
Business Promotion	127.60	163.49
Advertisement	4.75	6.20
Net loss on Foreign currency Transaction	0.00	0.00
Bank Changes	28.94	21.78
Impairment loss recognised under Expected Credit loss	87.16	0.00
Donation	0.25	0.00
	<b>2182.96</b>	<b>2529.44</b>

Prior Period amts to ₹32468 relating to FY18-19 in the nature of subcontractor expense is immaterial so no effect of IND AS taken in opening balance sheet

### 30. AUDITOR'S REMUNERATION

₹ in Lac

	31 March, 2019	31 March, 2018
As Statutory Auditors	2.90	2.51
Foreign Audit	-	0.35
Other certification	1.67	1.35
Tax Audit	-	-
The above remunerations are not inclusive of GST	<b>4.57</b>	<b>4.21</b>

31. The Company has renewed lease for Building with Saltee Infotex (India) Pvt. Ltd. for the period of 7 years expiring on 30th April '22.

Total Minimum Lease Payment outstanding as at	31 March, 2019
Within One Year	263.36
More than One Year	550.86

### 32. EMPLOYEE BENEFIT PROVISIONS

₹ in Lac

	31 March, 2019	31 March, 2018
Provision for Leave Encashment	11.69	12.44
Provision for Gratuity	46.53	88.23
<b>Total</b>	<b>58.23</b>	<b>100.67</b>

## Consolidated Notes on accounts for the year ended 31 March, 2019

### 33. RELATED PARTY TRANSACTION

#### a Enterprises where control exists:

Wholly Owned Subsidiaries:	% of holding	Country of Incorporation
Responsive Solutions Inc	100%	USA
RS Software (Asia) Pte. Ltd.	100%	Singapore
<b>Subsidiary</b>		
b Paypermint Pvt Ltd	79%	INDIA
<b>c Key Management Personnel:</b>		
Mr. Rajnit Rai Jain	-	Chairman and Managing Director
Mr. Richard Launder	-	Director
Mr. Shital Kr. Jain	-	Director
Mr. R Ramaraj	-	Director
Mrs. Sarita Jain	-	Director
Mr. Raghav Raj Jain	-	Head Staff Augmentation
Ms. Shrishti Jain	-	Head Global Sales
Mr. Vijendra Surana	-	CFO & Company Secretary

#### d) Disclosure of transactions between the Company and Related Parties and the status of outstanding balances

##### i. With Wholly Owned Subsidiary (WOS)

Particulars	31 March, 2019	31 March, 2018
Reimbursement of Cost of services incurred on behalf of Subsidiary including margin on actual cost thereon.		
Responsive Solution Inc	242.79	247.91
Paypermint Pvt Ltd		826.88
Advance Received From Subsidiary	233.51	146.87
R S Software Asia (Pte.) Ltd.		146.87
Reimbursing the Other Cost from subsidiary on actual.		
R S Software Asia (Pte.) Ltd.	-	
Balance as on DEC 312018 :		
Advance taken against services		
Responsive Solution Inc		
Paypermint Pvt Ltd	(853.64)	(883.06)
Advance Received From Subsidiary		13.30
Reimbursement of expenses payable & amount receivable towards invoicing		
Paypermint Pvt Ltd		
Maximum balance outstanding during the year	9.56	NIL
Reimbursement of Cost of services incurred on behalf of Subsidiary including margin on actual cost thereon.		
Responsive Solution Inc	(897.32)	(883.06)
Reimbursement of expenses payable by		
Paypermint Pvt Ltd	56.38	13.30

##### ii. With Related parties

Compensation to KMP'S :	Short Term Employee Benefit
R R Jain(MD)	68.83
MR.RICHARD LAUNDRA (Director)	4.80
MR.S.K.JAIN (Director)	4.00
MR.R. RAMARAJ (Director)	6.00
Mrs Sarita Jain (Director)	48.82
Vijendra Kumar Surana (CFO & CS)	63.81
Relatives	233.93

## Consolidated Notes on accounts for the year ended 31 March, 2019

34. EPS has been calculated as per the provisions of INDAS-33, issued by the Institute of Chartered Accountants of India. The details of calculation are as follows: ₹ in Lac

Particulars	31 March, 2019	31 March, 2018
Numerator for Basic and Diluted EPS:		
Profit for the Year ended	(2,716.41)	(2,643.66)
Equity Shares	2,57,08,318.00	2,57,23,318.00
Weighted no. of Equity Shares	2,57,08,318.00	2,57,23,318.00
Denominator for Diluted Shares		
Weighted No. of Basic Equity Shares	2,57,08,318.00	2,57,23,318.00
Weighted no. of Equity Shares	2,57,08,318.00	2,57,23,318.00
Nominal Value of share	5.00	5.00
Basic Earning per Share	(10.57)	(10.28)
Diluted Earning per Share	(10.57)	(10.28)

35. Declaration received from Micro,Small and Medium Enterprises under section 22 of MSME Act 2006 and disclosures has been made accordingly under Note no. 18

36. Additional Information pursuant to provisions of the Para 5 (vii) (b) of Part II Schedule III for the Companies Act, 2013:-

a Particulars	31 March, 2019	31 March, 2018
<b>Expenditure in Foreign Currency:</b>		
Foreign branch expenditure	4,716.06	5502.44
<b>Earning in Foreign Currency</b>		
Export of services	4,598.42	4899.61

b Additional Information pursuant to provisions of the Para 2 of Part II Schedule III for the Companies Act, 2013:-

Name of the entity	Net Assets i.e total assets minus total liability		Share in profit or Loss	
	As a % consolidated net Assets	₹ in Lac	As a % consolidated profit & loss	₹ in Lac
Parent Company				
R S Software India Ltd.	80.72%	15,166.65	-12.73%	(2,391.61)
Subsidiary Company - Foreign				
Responsive Solution Inc. (100% Subsidiary)	4.88%	917.68	0.29%	54.96
R S Software Asia Pte Ltd (100% Subsidiary)	5.59%	1,050.94	-0.01%	(2.63)
Paypermint Pvt Ltd	8.80%	1,653.74	-2.56%	(481.51)

## Consolidated Notes on accounts for the year ended 31 March, 2019

### c Remittance in Foreign Currency

The Company has remitted ₹ Nil (Mar. 31, 2015: ₹ Nil) in foreign currencies on accounts of dividends during the year and does not have information as to the extent to which remittance, if any, in foreign currencies on account of dividends have been made by/on behalf of non-resident shareholders. The Particulars of dividends declared and paid on account of non-resident shareholders for the years 2010-11 to 2014-15 are as under :-

Particulars	No. of Non-resident Shareholders	No. of Equity Shares held	Year end of Dividend	₹ in Lac	
				Gross Amount of dividend	
Final dividend for 2011-12 declared in July'12	134	468631	March' 2012	9,37,262.00	0.00
Interim Dividend for 2012-13 declared in January' 13	202	511382	March' 2013	7,67,073.00	0.00
Final dividend for 2012-13 declared in July'13	201	533149	March' 2013	10,66,298.00	0.00
Interim Dividend for 2013-14 declared in October' 13	207	588430	March' 2014	14,71,075.00	0.00
Interim Q3 Dividend for 2013-14 declared in January' 14	197	506065	March' 2014	5,06,065.00	0.00
Final dividend for 2013-14 declared in July,14	290	434205	March' 2014	10,85, 512.50	0.00
Interim dividend for 2014-15 declared in July,14	344	463450	March' 2015	4,63,450.00	0.00
2nd Interim dividend for 2014-15 declared in October,14	382	545321	March' 2015	8,17,981.50	0.00
3rd Interim dividend for 2014-15 declared in January,15	442	2120830	March' 2015	15,90,622.50	0.00
Final dividend for 2014-15 declared in July,15	588	2229422	March'2015	27,86,777.50	0.00
Dividend for 2015-16 declared in July,2016	564	1790888	March'2016	17,90,888.00	0.00

### 37. REPORTING OF SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED:

Particulars	₹ in Lac	
	Year ended 31 March, 2019	Year ended 31 March, 2018
<b>1. Segment Revenue (net sale/income from each segment)</b>		
a. Segment - A (USA)	4,866.64	5,215.59
b. Segment - B (ROW)	411.37	1,124.95
<b>Total</b>	<b>5,278.01</b>	<b>6,340.54</b>
<b>Other Income</b>		
Segment -A(USA)& B (ROW)	1,905.41	857.41
<b>Total</b>	<b>7,183.42</b>	<b>7,197.95</b>
Less : Inter - segment revenue	-	-
<b>Net Revenue from Operations</b>	<b>7,183.42</b>	<b>7,197.95</b>

## Consolidated Notes on accounts for the year ended 31 March, 2019

<b>2. Segment Results Profit/(Loss) before Tax &amp; Interest from each segment</b>		
a. Segment - A (USA)	(1,878.46)	(1,408.57)
b. Segment - B (ROW)	(120.22)	(1,218.64)
<b>Total</b>	<b>(1,998.68)</b>	<b>(2,627.21)</b>
Less : Interest	28.32	-
Less : Depreciation	330.15	224.15
Less : Unallocable Selling , General & Administrative Expenses	998.36	974.01
<b>Profit before tax</b>	<b>(3,355.51)</b>	<b>(3,825.37)</b>
<b>3. Capital Employed</b>		
Total Assets	<b>17,499.56</b>	<b>20,345.66</b>
Total Liability	<b>17,499.56</b>	<b>20,345.66</b>

Note : \*Assets used in the Company's business are not capable of being specifically identified with any of the segments, and it is not practicable to provide segmented disclosures in relation to total assets and liabilities with any reasonable degree of accuracy. Unallocated expenses have not been disclosed in any segment.

### 38. Disclosure under clause 32 of the listing agreement amount of loans and advances outstanding from subsidiary

	₹ in Lac	
	31 March, 2019	31 March, 2018
<b>Outstanding as on</b>		
Responsive Solution Inc	(853.64)	(883.06)
RS Software (Asia) Pte Ltd	NIL	NIL
Paypermint Pvt Ltd		13.30
<b>Maximum balance outstanding during the year</b>		
Responsive Solution Inc	(897.32)	(883.06)
RS Software (Asia) Pte Ltd	-	-
Paypermint Pvt Ltd	56.38	13.30

39. The Company is primarily engaged in the rendering services relating to maintenance and testing of Computer Software . These cannot be expressed in any generic units. Hence it is not possible to give the quantities details of sales and certain information as required under paragraph 5 (viii) '(c) of general instructions for preparation of statement of profits and loss as per revised schedule VI of the Companies Act 2013.

40. The previous year figures have been regrouped, reclassified and restated, wherever necessary, to correspond with the current year's classification.

41. Financial figures have been rounded off to nearest ₹ Lac.

For **DEOKI BIJAY & CO**  
Chartered accountants  
(Reg. No : 313105E)

On behalf of the Board

Sd/-  
CA D.N. Agrawal  
Partner  
M. No. 51157

Sd/-  
V. Surana  
CFO & Company Secretary  
M. No: 11559

Sd/-  
S.K Jain  
Director  
DIN: 00047474

Sd/-  
R.R. Jain  
Chairman & Managing Director  
DIN : 00122942

Dated : 30 April, 2019  
Place : Kolkata



### R. S. SOFTWARE (INDIA) LTD

(CIN: L72200WB1987PLC043375)

Regd.Office: "FMC FORTUNA", 1st Floor, A-2, 234/3A A.J.C. Bose Road, Kolkata – 700 020

## Proxy Form

Form No. MGT-11

I/We being the member(s) of .....shares of the above named company hereby appoint:

- 1) Name..... Address.....  
 Email ID..... Signature.....or failing him;
- 2) Name..... Address.....  
 Email ID..... Signature.....or failing him;
- 3) Name..... Address.....  
 Email ID..... Signature.....or failing him;

As my/our proxy to attend and vote for me/us and on my behalf at the Thirty-first Annual General Meeting of the company, to be held on 26 July, 2019 at, Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700156 and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Resolution No:

- 1. Ordinary Resolution for adoption of Audited Standalone and Consolidated Financial Statements for the year ended 31 March, 2019.
- 2. Ordinary Resolution to appoint a Director in place of Mrs. Sarita Jain (holding DIN 00206743), who retires by rotation and, being eligible, seeks re-appointment.
- 3. Ordinary Resolution to appointment of M/s Deoki Bijay & Co., Chartered Accountants (Registration No. 313105E) as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.
- 4. Special Resolution for approval of Company's Employee Stock Option Scheme 2019 (ESOP Scheme 2019)

Signed this..... day of.....2019.

Folio No./DPID & Client ID .....

No. of shares held.....

Signature of the Shareholder.....

Signature of Proxy holder(s).....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**R. S. SOFTWARE (INDIA) LTD**

(CIN: L72200WB1987PLC043375)

Regd.Office: "FMC FORTUNA", 1st Floor, A-2, 234/3A A.J.C. Bose Road, Kolkata – 700 020

## Attendance Slip

I hereby record my presence at the ANNUAL GENERAL MEETING at 11:30 A.M on Friday, 26 July, 2019.

Name of the attending Member \_\_\_\_\_  
(in block letters)

Folio No/DP ID & Client ID \_\_\_\_\_

Name of Proxy \_\_\_\_\_  
(in block letters, to be filled in if the Proxy attends instead of the Member)

No. of shares held \_\_\_\_\_

\*Member's/Proxy's Signature

\*To be signed at the time of handing over this slip

**This attendance slip duly filled in to be handed over at the entrance of the Meeting Hall**



# R. S. SOFTWARE (INDIA) LTD

(CIN: L72200WB1987PLC043375)

Regd.Office: "FMC FORTUNA", 1st Floor, A-2, 234/3A A.J.C. Bose Road, Kolkata – 700 020

## ROAD MAP



Dear Shareholder,

We invite your attention to the following points and request you to take necessary action(s) as applicable to you.

In terms of Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 issued by SEBI, henceforth payment of dividend will be made through ECS/NECS/NEFT etc. only.

- 1) Accordingly you are requested to send your correct bank account details (including MICR No., IFSC Code, Account Type etc.) to your Depository Participant before 19 July, 2019 if you are holding shares in demat form.
- 2) If you are holding shares in physical form, Company will mandatorily print the bank account details of the shareholders on physical dividend warrant. In cases where either the bank details such as MICR/IFSC etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank dividend warrant will be sent after printing the correct bank account details on it only. Accordingly, you are requested to send before 19 July, 2019 (as per the format given below) your complete bank details along with a cancelled cheque to **C.B. Management Services (P) Ltd**, the Registrars & Share Transfer Agents of the Company at the address **P-22, Bondel Road, Kolkata – 700 019** to enable us to credit the dividend amount directly to your Bank account.

(PLEASE USE CAPITAL LETTERS)

Folio No..... No. of shares.....

Name of the first/sole shareholder : .....

Name of the Bank : .....

Branch and Full Address : .....

Account Type : .....

Account Number : .....

RTGS/NEFT IFSC Code : .....

Ledger Folio No. : .....

9-digit Code Number of the Bank and Branch : .....

I hereby declare that the particulars furnished above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information provided as above or any error made by the Bank(s), the Company will not be held responsible. I hereby undertake to inform the Company immediately of any change in my Bank/Branch and account number.

Date...../...../19

Place:

Signature of the First/Sole Shareholder

Encl: Copy of Bank Cheque Leaf

3) In respect of Non-resident shareholders, as a general rule, the dividend income on shares acquired subject to the condition that they will not carry the right of repatriation, are required to be credited to the Investor's NRO account. In other cases, (i.e., shareholders having the right of repatriation), the Indian Companies are required to remit dividend to such non-resident shareholders through the Authorized Dealers. In this view the non-resident shareholders must provide the information as mentioned below:-

(PLEASE USE CAPITAL LETTERS)

1. Name of the first/sole shareholder(s) : .....
2. Folio No/DP ID/CL ID : .....
3. Number of shares : .....
4. Place/Country of permanent residence : .....
5. Nationality : .....
6. Reserve Bank Approval No and Date for Acquiring shares : .....
7. Beneficiary Status With Repatriation right/  
With Non-Repatriation right
8. Contact No. : .....
9. Email ID : .....
10. Name of the Bank : .....
11. Bank Account No. : .....
12. Account Type : NRO/NRE/FCNR
13. Branch Name & Address : .....
14. FSC (Indian Financial System Code) : .....
15. 9 digit MICR (Magnetic Ink Character Recognition) : .....

I hereby declare that the particulars furnished above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information provided as above or any error made by the Bank(s), the Company will not be held responsible. I hereby undertake to inform the Company immediately of any change in my Bank/Branch and account number.

Date...../...../19

Place:

\_\_\_\_\_  
Signature of the First/Sole Shareholder

Encl: Copy of Bank Cheque Leaf





RS SOFTWARE (INDIA) LIMITED  
A-2, FMC FORTUNA, 234/3A, A.J.C. BOSE ROAD,  
KOLKATA 700020, INDIA  
CIN: L72200WB1987PLC043375