

June 23, 2020

The Asst. General Manager

Department of Corporate Services,
Bombay Stock Exchange Ltd.,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: **Secretarial Compliance Report of the Company as per Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for the financial year ending March 31, 2020.**

We are submitting the Secretarial Compliance Report of the Company duly audited and signed by the Secretarial Auditor of the Company, in terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 for the financial year ending March 31, 2020.

This is for your information and records please.

Thanking you,

Yours faithfully,

For R S Software (India) Limited



Vijendra Surana
CFO & Company Secretary

Encl.: **As above**

Global Leader in Providing Technology Solutions to the Electronic Payments Industry

Registered Office:	➤ R.S. Software (India) Ltd. A-2, FMC Fortuna, 234/3A, A.J.C. Bose Road, Kolkata 700020, India Tel: 91 33 2287 5746, 91 33 2281 0106 Fax: 91 33 2287 8258
Computer Centers:	➤ RS Tower, Block DM - B, Sector - V, Salt Lake Electronics Complex, Kolkata 700051, India Tel: 91 33 6601 8099 Fax: 91 33 7367 4469
US Offices:	➤ 1900 McCarthy Boulevard, Suite #103, Milpitas CA 95035 Tel: 408 362 1200 Fax: 408 382 0083 ➤ 555 North Point Center East, 4th floor, Alpharetta GA 30022 Tel: 678 366 5179 Fax: 678 366 5001
UK Office:	➤ Suite 218, Orion House, 104 - 106 Cranbrook Road, Ilford, Essex IG1 4LZ Ph: 02088363996
Subsidiaries:	➤ Responsive Solutions Inc., California, US ➤ R.S. Software (Asia) Pte. Limited, Singapore, Asia ➤ Paypermind Pvt. Limited

MR & Associates

Company Secretaries

46, B. B. Ganguly Street,

Kolkata-700012

Moblie No: 9831074332

Email :goenkamohan@gmail.com

SECRETARIAL COMPLIANCE REPORT

OF

R S SOFTWARE (INDIA) LTD.

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

**[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 dated 08/02/2019 issued by
Securities and Exchange Board of India]**

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

We have examined:

(a) all the documents and records made available to us and explanation provided by M/s. R S SOFTWARE (INDIA) LTD. ("the listed entity")

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2020 ("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");



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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, pursuant to SEBI (PIT) Regulations 2015, Trading window had been closed prior to the date of Board Meeting and also 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
1.	Submission of Certificate simultaneously to Stock exchange as per Regulation 40 (10) - Transfer or transmission or transposition of securities	Delayed submission as per NSE report	As per Website of NSE, the same is submitted timely



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

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

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange vide its letter dated 15.10.2019 and BSE vide email dated 15.10.2019	Notice for Non-Compliance of Listing Regulation 34 i.e. delayed in the submission of annual report to stock exchange.	The Company has made the payment of fine for delayed submission of Annual Report of the Company for Non-Compliance under Regulation 34 but the same has been later withdrawn by both the stock exchanges as per NSE letter dated 01.01.2020 and BSE email dated 07.01.2020.	The Company shall take utmost care in future.

(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



(e) The listed entity had suitably modified the terms of appointment of statutory auditors in terms of Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For M R & Associates
Company Secretaries

Place : Kolkata
Date :22.06.2020



[M.R. Goenka]
Partner

FCS No.: 4515

C P No.: 2551

UDIN : F004515B000366008

Note : The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended across the country to contain the spread of the virus. Due to COVID-19 pandemic impact, the documents were obtained through electronic mode and verified with requirements. It is further stated that due to the pandemic situation cause by COVID-19, few intimations to Stock Exchanges under relevant SEBI Regulations were done, which were within the extension period granted by such regulatory authorities.